

September 2, 2026

To,

BSE Ltd. Department of Listing, P. J. Towers, Dalal Street, Mumbai – 400 001, Maharashtra, India. (Scrip Code-532689)	National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051, Maharashtra, India. (Symbol: PVRINOX)
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Subject: Board Resolution for Buyback of Equity Shares of PVR INOX Limited (the “Company”).

Dear Sir/Ma’am,

Pursuant to Regulation 5(vii) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended, the Board of Directors of the Company at its meeting held on Monday, August 31, 2026, approved the Buyback of fully paid up Equity shares of the Company by passing a resolution in this regard. The Outcome of the said Board Meeting was intimated vide letter dated August 31, 2026.

The copy of the board resolution passed by the Board of Directors as given above is enclosed herewith. This is for your information and records.

Thanking you.
Yours faithfully,

For **PVR INOX Limited**

Name: Murlee Manohar Jain
Designation: SVP – Company Secretary & Compliance Officer
Membership No.: F9598

Encl.: As above

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE FIFTH MEEETING OF BOARD OF DIRECTORS OF PVR INOX LIMITED OF THE CALENDAR YEAR 2026 HELD ON MONDAY, THE 31st DAY OF AUGUST, 2026 THROUGH VIDEO CONFERENCING AT BLOCK-A, 4TH FLOOR, BUILDING NO. 9A, DLF CYBER CITY, PHASE III, GURGUGRAM, HARYANA-122002.

BUY BACK OF EQUITY SHARES OF THE COMPANY

“RESOLVED THAT pursuant to Article 73 of the Articles of Association of PVR INOX Limited (the **“Company”**) and the provisions of Sections 68, 69, and 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the **“Companies Act”**), the Companies (Share Capital and Debentures) Rules, 2014, as amended (to the extent applicable) and other relevant rules made thereunder, each as amended from time to time and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (**“SEBI Buyback Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**) (including any statutory modifications or re-enactments of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations) and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**), the stock exchanges on which the equity shares of the Company are listed (the **“Stock Exchanges”**), Ministry of Corporate Affairs (**“MCA”**), Registrar of Companies (the **“RoC”**) and/ or other authorities, institutions or bodies (together with SEBI, RBI, Stock Exchanges, MCA, and ROC, the **“Appropriate Authorities”**), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by the Appropriate Authorities while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed to by the board of directors of the Company (**“Board”**, which term shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the Board hereby approves the buyback by the Company of up to 20,68,965 (Twenty Lakh Sixty-Eight Thousand Nine Hundred Sixty-Five) fully paid-up equity shares having a face value of INR 10/- (Indian Rupees Ten only) each of the Company (**“Equity Shares”**), being 2.11% of the total paid-up Equity Share capital of the Company at a price of INR 1450/- (Indian Rupees One Thousand Four Hundred and Fifty only) per Equity Share (**“Buyback Price”**) payable in cash for an aggregate amount not exceeding INR 300 Crores/- (Indian Rupees Three Hundred Crores only) (**“Buyback Size”**), which represents 4.09% and 4.07% of the aggregate of the Company’s fully paid-up Equity Share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company for the year ended as on March 31, 2026, respectively, on a proportionate basis through the “tender offer” route as prescribed under the SEBI Buyback Regulations, from all the shareholders/beneficial owners of the Equity Shares who hold Equity Shares as on a record date, i.e., Friday, 4th September, 2026 (**“Record Date”**) (hereinafter referred to as the **“Buyback”**) and the Buyback Size does not include transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and service tax, stamp duty, expenses incurred or to be incurred for the Buyback like filing fees payable to SEBI, advisors/legal fees, intermediary fees, public announcement, publication expenses, printing, dispatch expenses and other incidental and related expenses, etc.

RESOLVED FURTHER THAT in accordance with the SEBI Buyback Regulations, the Buyback period shall commence from the date of Board resolution approving the Buyback till the date on which the payment of consideration to shareholders who have accepted the Buyback is made (the **“Buyback Period”**).

RESOLVED FURTHER THAT the Board/ Buyback Committee (as defined below) may, till 1 (one) working day prior to the Record Date, increase the Buyback Price and decrease the number of

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Equity Shares proposed to be bought back under the Buyback, such that there is no change in the Buyback Size, in terms of Regulation 5(via) of the SEBI Buyback Regulations.

RESOLVED FURTHER THAT as required under Regulation 6 of the SEBI Buyback Regulations, the Company may buyback Equity Shares from the existing shareholders as on Record Date, on a proportionate basis, provided that 15% of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of small shareholders as defined in the SEBI Buyback Regulations ("**Small Shareholders**"), whichever is higher, shall be reserved for the Small Shareholders and in case the Equity Shares tendered are less than the reservation, the same shall be adjusted in the general category, in accordance with the SEBI Buyback Regulations.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the "*Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting*" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI's circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI circular SEBI/HO/CFD/DCR2/CIR/P/2021/615 dated August 13, 2021, and SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, including any amendments or statutory modifications for the time being in force or such other circulars or notifications, as may be applicable ("**SEBI Circulars**") and the Company shall approach the Stock Exchanges, as may be required, for facilitating the same.

RESOLVED FURTHER THAT all equity shareholders/ beneficial owners of the Equity Shares of the Company will be eligible to participate in the Buyback including promoters, promoter group and persons in control of the Company who hold Equity Shares as on the Record Date ("**Eligible Shareholders**") except any shareholders who may be specifically prohibited under the applicable laws by Appropriate Authorities.

RESOLVED FURTHER THAT the proposed Buyback be implemented from the existing shareholders as on Record Date in a manner the Board may consider appropriate, from out of its free reserves and/or securities premium account and/or such other sources of funds or by such mechanisms as may be permitted by applicable laws, and on such terms and conditions as the Board or a duly constituted committee thereof and authorized by the Board in that behalf may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

RESOLVED FURTHER THAT the Board hereby takes on record the letters of intention dated August 31, 2026 submitted by the promoters and promoter group (as disclosed under the shareholding pattern filings made by the Company from time to time under the SEBI Listing Regulations, as amended and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended confirming their intention to participate in the Buyback.

RESOLVED FURTHER THAT, as required under the provisions of Section 68(6) of the Companies Act read with Regulation 8 of the SEBI Buyback Regulations, the draft of the declaration of solvency prepared in the prescribed form along with supporting affidavits and other documents, placed before the meeting be and is hereby approved and that Mr. Ajay Kumar Bijli, Managing Director and Mr. Sanjeev Kumar, Executive Director be and are hereby authorized jointly to sign the same, for and on behalf of the Board and file the same with the RoC, and the SEBI, in accordance with the applicable laws.

RESOLVED FURTHER THAT the Buyback from shareholders/ beneficial owners, who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indians, etc., shall be subject to such approvals if, and to the extent

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necessary or required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999, as amended and the rules, regulations framed thereunder, Income Tax Act, 1961 and rules framed there under, as amended if any.

RESOLVED FURTHER THAT the amount required by the Company for the Buyback is intended to be met out of the Company's current balances of cash and cash equivalent, proceeds of disposal of its investment and/or internal accruals of the Company (and not from any borrowed funds) and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

RESOLVED FURTHER THAT, confirmation is hereby made by the Board that:

- (i) all the Equity Shares of the Company are fully paid up;
- (ii) the Company shall not issue any Equity Shares or other securities including by way of bonus from the date of this resolution till the date of expiry of the Buyback Period i.e., the period commencing from the date of the Board meeting approving the Buyback i.e., August 31, 2026, until the date of completion of payment to shareholders under this Buyback ("**Buyback Period**"), except in discharge of subsisting obligations through conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
- (iii) the Company, as per provisions of Regulation 24(i)(f) of the SEBI Buyback Regulations, shall not raise further capital for a period of 1 (one) year from the date of completion of payment to shareholders under this Buyback except in discharge of its subsisting obligations;
- (iv) the Company, as per provisions of Section 68(8) of the Companies Act, shall not make a further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) of the Companies Act within a period of 6 (six) months from completion of the Buyback except by way of a bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
- (v) the Company shall not Buyback out of the proceeds of an earlier issue of the same kind of shares or same kind of other specified securities;
- (vi) the Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- (vii) the aggregate maximum amount of the Buyback i.e. INR 300 Crores/- (Indian Rupees Three Hundred Crores only) does not exceed 10% of the aggregate of the total paid-up Equity Share capital and free reserves of the Company based on both audited standalone or consolidated financial statements of the Company as on March 31, 2026, whichever sets out a lower amount;
- (viii) the number of Equity Shares proposed to be purchased under the Buyback i.e. 20,68,965 (Twenty Lakh Sixty-Eight Thousand Nine Hundred Sixty-Five) Equity Shares, does not exceed 25% of the total number of Equity shares in the total paid-up Equity Share capital of the Company as per the latest audited standalone or consolidated financial statement of the Company as on March 31, 2026, whichever sets out a lower amount;

- (ix) there are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act ("**Scheme**") involving the Company, and no public announcement of the Buyback shall be made during pendency of any such Scheme;
- (x) the consideration for the Buyback shall be paid by the Company only in cash;
- (xi) the Company shall not undertake the Buyback unless it has obtained the prior consent of its lenders in case it results in a breach of any covenant with such lenders. As per Regulation 5(i)(c) and Schedule I(xii) of the SEBI Buyback Regulations, the Company confirms that there is no breach of any covenants of the loans taken. All necessary lender consents required in connection with the Buyback have been duly obtained;
- (xii) the Company shall earmark and make arrangements for adequate sources of funds for the purpose of the Buyback in accordance with the SEBI Buyback Regulations;
- (xiii) the Company shall ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed (if applicable) in the manner prescribed under the SEBI Buyback Regulations and the Companies Act within the specified timelines;
- (xiv) the Buyback shall be completed within a period of 1 (one) year from the date of passing of this resolution;
- (xv) the Company shall not make any offer of buyback within a period of 1 (one) year reckoned from the date of expiry of the Buyback Period;
- (xvi) the Company shall not withdraw the Buyback offer after the public announcement of the offer of the Buyback is made;
- (xvii) the Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Companies Act and/or the SEBI Buyback Regulations and any other applicable laws;
- (xviii) the Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares;
- (xix) the Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies, if any or through any investment company or group of investment companies;
- (xx) the Company has been in compliance with the Sections 92, 123, 127 and 129 of the Companies Act;
- (xxi) there are no defaults (either in the past or subsisting) in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;
- (xxii) the Company will not buyback Equity Shares which are locked-in or non-transferable, until the pendency of such lock-in, or until the time the Equity Shares become transferable, as applicable;

- (xxiii) the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves, after the Buyback, based on both standalone or consolidated financial statements of the Company as on March 31, 2026, whichever sets out a lower amount;
- (xxiv) the Company shall transfer from its free reserves or securities premium account and/ or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
- (xxv) the Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges;
- (xxvi) the Buyback would be subject to the condition of maintaining minimum public shareholding requirements and the public shareholding post buyback shall not fall below the minimum level required as specified in Regulation 38 of the SEBI Listing Regulations;
- (xxvii) as per Regulation 24(i)(ea) of the SEBI Buyback Regulations, except for tendering shares or other specified securities in the Buyback offer, the shares or other specified securities held by the promoter and promoter group including their associates, for which Buyback is undertaken, shall remain frozen at the International Securities Identification Number (ISIN) level during the period from the date of this resolution till the closing of the Buyback offer;
- (xxviii) as per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members of promoter group, other than the Company, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of this resolution till the closing of the Buyback offer; and
- (xxix) the Company has not completed a buyback of any of its securities during the period of 1 (one) year immediately preceding the date of this Board meeting.

RESOLVED FURTHER THAT, as required by clause (x) of Schedule I under Regulation 5(iv)(b) of the SEBI Buyback Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion that:

- (i) immediately following the date on which the meeting of the board of directors is convened, i.e., August 31st, 2026 approving the Buyback ("**Board Meeting Date**"), there will be no grounds on which the Company could be found unable to pay its debts;
- (ii) as regards the Company's prospects for the year immediately following the Board Meeting Date, having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting Date; and
- (iii) in forming the aforesaid opinion, the Board has taken into account the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016 (to the extent notified).

RESOLVED FURTHER THAT the powers of the Board in respect of Buyback be and are hereby delegated to the committee comprising of Mr. Ajay Kumar Bijli, Managing Director, Mr. Sanjeev

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Kumar, Executive Director and Mr. Siddharth Jain, Non-Executive Director (the “**Buyback Committee**”).

RESOLVED FURTHER THAT, the Buyback Committee be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary, expedient, usual or proper, in the best interest of the Company and its shareholders in connection with the Buyback, including but not limited to:

- (i) finalizing the terms of Buyback including the mechanism for the Buyback, the schedule of activities, the date of opening and closing of the Buyback, entitlement ratio, the timeframe for completion of the Buyback, re-affirmation of declaration of solvency as and when required, and making any amendment(s) and modification(s) to such terms as may be prescribed by the Appropriate Authorities or such other acts & things as they may deem fit;
- (ii) appointing, authorizing, entering into agreements with and issuing necessary instructions to the investor service centre and escrow agent;
- (iii) depositing and/or instructing the deposit of the requisite amount into escrow and finalising the composition/combination of such deposit into escrow in accordance with the provisions of Regulation 9 of the SEBI Buyback Regulations (including cash deposit or arranging for bank guarantee including the amounts of the cash deposit and the bank guarantee) and the escrow agreement entered into with the escrow agent
- (iv) earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback including arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable laws;
- (v) opening, operating and closing of all necessary accounts for this purpose, including bank accounts, trading account, depository accounts, escrow account, special escrow account, buyer broker account or any other accounts as required, and entering into agreements with and to give instructions in connection therewith and/or to delegate the operation of such accounts as required under applicable law (including the SEBI Buyback Regulations) as may be necessary for the Buyback and to decide authorised signatories for such accounts and for the purpose of payment and authorizing persons to operate such accounts;
- (vi) appointing, authorizing, entering into agreements with and issuing necessary instructions to the manager, broker, legal advisor, registrar, investor service centre, escrow agent, advertising agencies, bankers to the Buyback and all other intermediaries, advisors, consultants, etc., as may be necessary, desired or considered expedient for the implementation of the Buyback, to enter into and execute all such arrangements, contracts, agreements, memorandum, documents, etc., in connection therewith;
- (vii) preparing, finalizing, dating, approving, modifying, signing (in accordance with applicable law), issuing, re-issuing and filing with the appropriate statutory/other authorities the public announcement, letter of offer and all other documents, resolutions, advertisements, confirmations, intimations and declarations, and the certificate for extinguishment and physical destruction of shares certificates, if any, and other documents required in connection with the Buyback, and causing the declaration of solvency and supporting affidavit to be executed in accordance with applicable laws and such alterations, additions, omissions, variations, amendments or corrections will be deemed to have been approved by the Board;

- (viii) taking all actions to verify offers and acceptances received, finalise the basis of acceptance, pay the shareholders consideration for shares bought, approve split of physical share certificates and transfer of shares, extinguish dematerialised shares and ensure the physical destruction of the share certificates with respect to the Equity Shares bought back by the Company and filing of certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/ or Board, as required under applicable law;
- (ix) closing the Buyback and completing all the required formalities as specified under the Companies Act, SEBI Buyback Regulations and the SEBI Listing Regulations and other applicable laws;
- (x) uploading all required information such as details of the Equity Shares bought back on the website and filing the same with the Stock Exchanges as required under applicable law;
- (xi) providing such confirmation and opinions as may be required in relation to the Buyback;
- (xii) creating and maintaining requisite statutory registers and records and furnishing requisite returns to Appropriate Authorities
- (xiii) to make and file 'Compliance Certificate' as required under the Buyback Regulations;
- (xiv) dealing with Stock Exchanges (including their clearing corporations), and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by the SEBI Circulars;
- (xv) opening, operating, and closing the special trading window account with the designated stock exchange and deciding the authorized signatories for special trading window account;
- (xvi) to authorise officials of the Company to sign the documents as may be necessary with regard to the Buyback wherever necessary on relevant documents required to be executed for the Buyback and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the Appropriate Authorities, Registrar of Companies, stock exchanges, and depositories;
- (xvii) settling and resolving all such questions, difficulties or doubts raised by Appropriate Authorities that may arise in relation to the implementation of the Buyback;
- (xviii) take necessary actions and steps for obtaining relevant approvals from the Appropriate Authorities (if required) to implement the Buyback;
- (xix) carrying out incidental documentation and to prepare applications and submit them to the Appropriate Authorities for their requisite approvals;
- (xx) obtaining all necessary consents, certificates and reports from statutory auditors and other third parties (including the lenders) as required;
- (xxi) altering, modifying, amending the appointment/engagement and terms and conditions (including terms pertaining to remuneration/payment of commission, brokerage fees and charges) of all the intermediaries and other third parties appointed for the Buyback;

- (xxii) giving any information, explanation, declarations and confirmation in relation to the public announcement, letter of offer and any other advertisements, as may be required by the relevant authorities;
- (xxiii) doing all such acts, deeds, matters or things, and executing such documents, forms, letters, confirmations, including the execution of documents under common seal of the Company as may be required, and taking all steps as may be necessary to sign, submit and file all necessary forms, letters, applications, e-forms and other documents as may be necessary or desirable in connection with or incidental to the Buyback or as may in their absolute discretion, deem necessary, expedient, usual or proper or are necessary, expedient, usual or proper with regard to the implementation in connection with or in furtherance of the Buyback; and
- (xxiv) delegating all or any of the authorities conferred as above to any authorized representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the Appropriate Authorities or advisors.

RESOLVED FURTHER THAT the quorum for any meeting of the Buyback Committee for implementing the Buyback shall be any two members and Buyback Committee may regulate its own proceedings and meet as often as required, to discharge its functions and may approve the above resolutions including by way of circular resolutions.

RESOLVED FURTHER THAT the BSE Limited, be and is hereby appointed as the designated stock exchange for the purpose of the Buyback.

RESOLVED FURTHER THAT Friday, 4th September, 2026, be and hereby is appointed to be the Record Date for the purpose of determining the entitlement and the names of the shareholders who are eligible to participate in the Buyback.

RESOLVED FURTHER THAT the Board hereby takes on record the engagement letter dated **31st August, 2026** setting out the terms as mutually agreed between the Company and DAM Capital Advisors Limited ("**DAM Capital**"), and the appointment of DAM Capital as the merchant banker to the Buyback in accordance with the Companies Act, as amended and SEBI Buyback Regulations, be and hereby ratified and approved.

RESOLVED FURTHER THAT Kfin Technologies, be and is hereby appointed and designated as the Registrar to the Issue and Share Transfer Agent for the purposes of the Buyback in accordance with the applicable laws including the SEBI Buyback Regulations, on such terms and conditions as may be mutually agreed between Kfin Technologies and the Company.

RESOLVED FURTHER THAT in terms of Regulation 24(iii) of the SEBI Buyback Regulations, Mr. Murlee Manohar Jain, Company Secretary, be and is hereby appointed as the Compliance Officer for the Buyback, and that Kfin Technologies, the Registrar to an Issue and Share Transfer Agent of the Company be and is hereby appointed as the 'investors service centre' for ensuring compliance with the SEBI Buyback Regulations and to redress the grievances, if any, of the investors.

RESOLVED FURTHER THAT the Board hereby takes on record the engagement letter dated 17th August, 2026, setting out the terms as mutually agreed between the Company and Cyril Amarchand Mangaldas ("**CAM**"), and the appointment of CAM as legal counsel in relation to the Buyback be and hereby ratified and approved.

RESOLVED FURTHER THAT DAM Capital be and is hereby appointed as the registered broker to the Company to facilitate the process of tendering of Equity Shares through the Stock Exchange mechanism for the Buyback in accordance with and to undertake the Buyback using the “Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting” notified by the SEBI Circulars, on terms and conditions as may be mutually decided, and the consent of the Board be and is hereby accorded to open a broking account, trading account with DAM Capital and Escrow Demat account with Axis Bank Limited in connection with and for the purpose of the Buyback.

RESOLVED FURTHER THAT, the Board hereby takes on record the draft report dated August 31, 2026, issued by M/s S.R. Batliboi & CO. LLP, the statutory auditor of the Company, as required under clause (xi) of Schedule I of the SEBI Buyback Regulations.

RESOLVED FURTHER THAT, the Board hereby takes on record the certificate by M/s. Bansal & Co LLP, Independent Chartered Accountant, setting out the sources of funds from which the Buyback is to be made and statement of assets and liabilities.

RESOLVED FURTHER THAT an escrow account be opened with Axis Bank Limited (“**Escrow Agent**”) for the purpose of the Buyback and the Company shall in accordance with the provisions of the SEBI Buyback Regulations, as and by way of security, for the performance of its obligations under the SEBI Buyback Regulations, enter into an escrow arrangement and agreements with the Escrow Agent and the manager to the Buyback and before the opening of the Buyback, deposit in the Escrow Account requisite amount in accordance with Regulation 9(xi) of the SEBI Buyback Regulations and the manager to the Buyback be and is hereby authorized to operate the Escrow Account in accordance with the SEBI Buyback Regulations.

RESOLVED FURTHER THAT DAM Capital be and is hereby authorized to operate the escrow account and instruct the Escrow Agent to make the payment of the amount lying to the credit of the escrow account in accordance with the SEBI Buyback Regulations and/or the directions of SEBI.

RESOLVED FURTHER THAT in terms of the SEBI Buyback Regulations, in the event of non-fulfilment of the obligations under the SEBI Buyback Regulations by the Company, the escrow account in full or in part shall be forfeited and distributed pro rata amongst the security-holders who accepted the offer and balance if any shall be utilized for investor protection in accordance with SEBI Buyback Regulations.

RESOLVED FURTHER THAT Mr. Ajay Kumar Bijli, Managing Director, Mr. Sanjeev Kumar, Executive Director, Mr. Gaurav Sharma, Chief Financial Officer, and Mr. Murlee Manohar Jain, Company Secretary & Compliance Officer be and are hereby authorized to execute/perform the acts, deeds, documents, letters and things in the name and on behalf of the Company, as may be required, to execute the escrow agreement and deposit therein the escrow amount as required under the SEBI Buyback Regulations.

RESOLVED FURTHER THAT, no information/ material likely to have a bearing on the decision of the shareholders has been/ shall be suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to mis-statement/ misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act and SEBI Buyback Regulations.

RESOLVED FURTHER THAT, nothing contained herein shall confer any right on any shareholder to offer, or confer any obligation on the Company or the Board or the Buyback Committee to

PVR INOX LIMITED

buyback any shares, or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if permitted by law.

RESOLVED FURTHER THAT, the Company shall maintain a register of Equity Shares bought back wherein details of Equity Shares so bought, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing and physically destroying the Equity Shares and such other particulars as may be prescribed in relation to the Buyback shall be entered and that Mr. Murlee Manohar Jain, Company Secretary of the Company be and is hereby authorized to authenticate the entries made in the said register.

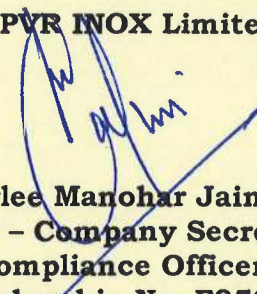
RESOLVED FURTHER THAT, the particulars of the Equity Share certificates extinguished shall be furnished by the Company to the Stock Exchanges within seven days of such extinguishment and the dematerialised Equity Shares shall be extinguished in the manner as specified under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended, and the bye-laws, circulars, guidelines framed thereunder, each as amended, and that Mr. Murlee Manohar Jain, Company Secretary be and is hereby authorized to do all such acts as may be required for this purpose.

RESOLVED FURTHER THAT Mr. Murlee Manohar Jain, Company Secretary be and are hereby severally authorized to send the necessary intimations to the Stock Exchanges in relation to this resolution, as may be required under the SEBI Listing Regulations.

RESOLVED FURTHER THAT any of the directors of the Company and /or the Company Secretary for the time being, be and are hereby severally authorized to file necessary e-forms with the RoC, and to do all such acts, deeds and things or incidental for signing and filing of forms, payment of fees etc. and to do all such other acts, things and deeds, as may be required for the aforesaid purpose or other services as that may be necessary to give effect to the above resolutions.

RESOLVED FURTHER THAT a copy of the above resolution be furnished to the concerned authorities duly certified by the Company Secretary and Compliance Officer of the Company.

For **PVR INOX Limited**


Murlee Manohar Jain
SVP – Company Secretary
& Compliance Officer
Membership No. F9598



Add: Block - A, 4th Floor, Building No. 9A,
DLF Cyber City, Phase – III, Gurugram-122002