PVR INOX

September 02, 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)**

Sub: Submission of Public Announcement for buyback of equity shares of PVR INOX Limited (the "Company").

Dear Sir/Madam,

This is further to our intimation dated August 31, 2026, where the Company has informed that the Board of Directors of the Company have approved the proposal to buyback up to 20,68,965 (Twenty Lakh Sixty Eight Thousand Nine Hundred Sixty Five) fully paid up equity shares of face value of ₹10 each ("**Equity Shares**") at a price of ₹1,450/- per Equity Share of the Company from the existing shareholders/ beneficial owners as on record date on a proportionate basis through the Tender Offer process (the "**Buyback**").

In this connection, please note that today i.e. on September 02, 2026 the Company has published the Public Announcement of buyback in Business Standard (English – All editions), Business Standard (Hindi – All editions), Navshakti (Marathi - Mumbai Edition, Marathi being the regional language of Maharashtra wherein the registered office of the Company is located) pursuant to Securities & Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("**Buyback Regulations**").

The copy of the said Public Announcement is enclosed for your reference and dissemination on the Stock Exchanges.

Thanking you,
Yours faithfully,
For **PVR INOX Limited**

Murlee Manohar Jain
Digitally signed by Murlee Manohar Jain
Date: 2026.09.02 15:52:14 +05'30'

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

Encl: as above

PVR INOX LIMITED

Corporate Identity Number (CIN): L74899MH1995PLC387971

Registered Office: 7th Floor, Lotus Grandeur Building, Veera Desai Road, Opposite Gundecha Symphony, Andheri (W), Mumbai – 400053

Corporate Office: Block A, 4th Floor, Building No. 9A, DLF Cyber City, Phase-III, Gurugram-122002, Haryana • Tel: 0124 4708100

Website: www.pvrinox.com • E-mail: cosec@pvrinox.com • Contact Person: Mr. Murlee Manohar Jain, Company Secretary and Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF PVR INOX LIMITED (THE "COMPANY") FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING STOCK EXCHANGE MECHANISM AS PRESCRIBED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED FROM TIME TO TIME.

This public announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) (the "SEBI Buyback Regulations") and contains the disclosures as specified in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations.

OFFER TO BUYBACK UP TO 20,68,965 (TWENTY LAKH SIXTY EIGHT THOUSAND NINE HUNDRED SIXTY FIVE) FULLY PAID-UP EQUITY SHARES HAVING A FACE VALUE OF ₹ 10/- (INDIAN RUPEES TEN ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF ₹ 1,450/- (INDIAN RUPEES ONE THOUSAND FOUR HUNDRED FIFTY ONLY) PER EQUITY SHARE, PAYABLE IN CASH FOR AN AGGREGATE AMOUNT OF UP TO ₹ 300,00,00,000/- (INDIAN RUPEES THREE HUNDRED CRORES ONLY), ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

1.1. The board of directors of the Company (the "**Board**", which expression shall include any committee constituted and authorized by the Board to exercise its powers), at its meeting held on Monday, August 31, 2026 (the "**Board Meeting**") has, pursuant to the provisions of Article 73 of the Articles of Association of the Company, 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 provisions of the 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 ("**Stock Exchanges**"), Ministry of Corporate Affairs ("**MCA**"), Registrar of Companies ("**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, approved 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, being 2.11% of the total number of Equity Shares in the existing paid-up Equity Share capital of the Company as of March 31, 2026, at a price of ₹ 1,450/- (Indian Rupees One Thousand Four Hundred Fifty only) per Equity Share ("**Buyback Price**"), payable in cash, for an aggregate amount not exceeding ₹ 300,00,00,000/- (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 Companies Act and the SEBI Buyback Regulations, from all the shareholders/ beneficial owners of the Equity Shares of the Company, who hold Equity Shares as on a record date, i.e., Friday, September 4, 2026 ("**Record Date**") (the "**Buyback**").

1.2. In terms of Regulation 5(via) of the SEBI Buyback Regulations, the Board may, till 1 (one) working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size.

1.3. Since the Buyback is less than 10% of the paid-up Equity Share Capital and free reserves of the Company based on both standalone and consolidated financial statements of the Company as per its latest audited financial statements as of March 31, 2026, the approval of the shareholders is not required for the Buyback in terms of the SEBI Buyback Regulations and the Companies Act.

1.4. The Buyback Size represents 4.09% and 4.07% of the aggregate of the fully paid-up Equity Share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as of March 31, 2026, respectively, and is within the statutory limit of upto 10% of the aggregate total paid-up Equity Share capital and free reserves of the Company, based on both standalone and consolidated audited financial statements of the Company as of March 31, 2026, as per applicable provisions of the Companies Act and SEBI Buyback Regulations.

1.5. Under the Companies Act and SEBI Buyback Regulations, the maximum number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total number of Equity Shares in the total paid-up Equity Share capital of the Company as of March 31, 2026. The Company proposes to Buyback up to 20,68,965 (Twenty Lakh Sixty Eight Thousand Nine Hundred Sixty Five) fully paid-up Equity Shares (representing up to 2.11% of the total number of Equity Shares in the existing total paid-up Equity Share capital of the Company as of March 31, 2026), which is within the aforesaid limit of 25% as per the provisions of the Companies Act and Regulation 4(i) of the SEBI Buyback Regulations.

1.6. The Buyback Size does not include any transaction costs viz. brokerage costs, fees, turnover charges, applicable taxes such as securities transaction tax, goods and services 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 and dispatch expenses and other incidental and related expenses, etc. ("**Transaction Costs**").

1.7. The Equity Shares are listed on the Stock Exchanges. The Buyback is being undertaken on a proportionate basis from the equity shareholders/ beneficial owners of the Equity Shares of the Company as on the Record Date ("**Eligible Shareholders**") through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by the SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular bearing reference number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, and SEBI circular SEBI/HO/CFD/PoD-2/CIR/2023/35 dated March 8, 2023, as amended from time to time (collectively, the "**SEBI Circulars**"). In this regard, the Company will request the BSE Limited ("**BSE**") to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, BSE will be the designated stock exchange.

1.8. Participation in the Buyback by Eligible Shareholders may trigger capital gains taxation in India and/or in their country of residence of Eligible Shareholders. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course, the Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.

1.9 A copy of this Public Announcement is available on the Company's website i.e., www.pvrinox.com, the website of the manager to the Buyback i.e., DAM Capital Advisors Limited ("**Manager**"/ "**Manager to the Buyback**") at www.damcapital.in, and is expected to be made available during the period of the Buyback on the website of the SEBI i.e., www.sebi.gov.in and on the website of the Stock Exchanges i.e., www.nseindia.com and www.bseindia.com.

2. NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

2.1. The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning part of surplus funds to the shareholders. The Buyback is an endeavor by the Company to return a portion of its surplus cash to its shareholders in an effective and efficient manner and is expected to improve its earnings per share and return on equity. The Board at its meeting held on Monday, August 31, 2026, considered the accumulated free reserves as well as the cash liquidity reflected in the latest available standalone and consolidated audited financial statements of the Company as on March 31, 2026, and considering these, the Board decided to allocate an amount not exceeding ₹ 300,00,00,000 (Indian Rupees Three Hundred Crores only) excluding the Transaction Costs for distributing as cash to the Eligible Shareholders through the Buyback.

2.2. After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to approve Buyback of not exceeding 20,68,965 (Twenty Lakh Sixty Eight Thousand Nine Hundred Sixty Five) fully paid-up Equity Shares at a price of ₹ 1,450/- (Indian Rupees One Thousand Four Hundred Fifty only) per Equity Share for an aggregate amount not exceeding ₹ 300,00,00,000/- (Indian Rupees Three Hundred Crores only). The Buyback is being undertaken, *inter-alia*, for the following reasons:

(i) The Buyback will help the Company to return part of surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby enhancing the overall returns to shareholders;

(ii) The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve a reservation of up to 15% of the Buyback Size for Small Shareholders (as defined below). The Company believes that this reservation for Small Shareholders would benefit a large number of Company's public shareholders, who would be classified as "Small Shareholders" under the SEBI Buyback Regulations;

(iii) The Buyback would help in improving the Company's return on equity, thereby leading to long term increase in shareholders' value; and

(iv) The Buyback gives the Eligible Shareholders an option to either: (A) participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback; or (B) not participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback offer, without additional investment.

3. MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES & SOURCES OF FUNDS FROM WHICH BUYBACK WILL BE FINANCED

3.1. The maximum amount required for the Buyback will not exceed ₹ 300,00,00,000 (Indian Rupees Three Hundred Crores only) excluding the Transaction Costs.

3.2. The Buyback Size 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 standalone and consolidated audited financial statements of the Company, respectively, as on March 31, 2026 and the same is within the prescribed limit of up to 10% of the aggregate total paid-up Equity Share capital and free reserves of the Company, based on both standalone and consolidated audited financial statements of the Company as of March 31, 2026.

3.3. The funds for the implementation of the proposed Buyback will be available out of the free reserves of the Company and/or securities premium account and/or such other sources of funds or by such mechanisms as may be permitted by applicable law, in accordance with Section 68(1) of the Companies Act and Regulation 4(ix) of the SEBI Buyback Regulations. The Company shall transfer from its free reserves and/ or securities premium account a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and details of such transfer shall be disclosed in its subsequent audited financial statements. The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.

4. BUYBACK PRICE AND BASIS OF ARRIVING AT THE BUYBACK PRICE

4.1. The Equity Shares of the Company are proposed to be bought back at a price of ₹ 1,450/- (Indian Rupees One Thousand Four Hundred Fifty Only) per Equity Share.

4.2. The Buyback Price has been arrived at after considering various factors, including but not limited to, the trends in the volume weighted average prices and the closing price of the Equity Shares on the Stock Exchanges, the performance and growth prospects of the Company, and the possible impact of the Buyback on the Company's earnings per Equity Share and other financial parameters, with the intention of enhancing overall returns to its shareholders.

4.3. The Buyback Price represents a:

(a) premium of 35.39% and 34.33% over the volume weighted average market price of the Equity Shares on National Stock Exchange of India Limited ("**NSE**") and BSE, respectively, for the three months preceding the date of intimation to the Stock Exchanges of the Board Meeting to consider the proposal of the Buyback i.e. Tuesday, August 25, 2026 ("**Intimation Date**").

(b) premium of 20.55% and 20.67% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, for the two weeks preceding the Intimation Date.

(c) premium of 17.71% and 17.76% over the closing price of the Equity Shares on NSE and BSE, respectively, as on Monday, August 24, 2026, being the trading day preceding the Intimation Date.

(d) premium of 17.79% and 17.80% over the closing price of the Equity Shares on NSE and BSE, respectively, as on the Intimation Date.

(e) premium of 20.06% and 20.47% over the closing price of the Equity Shares on NSE and BSE, respectively, as on the Board Meeting i.e., Monday, August 31, 2026, when the Buyback was approved.

5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to Buyback up to 20,68,965 (Twenty Lakh Sixty Eight Thousand Nine Hundred Sixty Five) Equity Shares, representing 2.11% of the total number of Equity Shares in the existing total paid-up Equity Share capital of the Company as of March 31, 2026.

6. DETAILS OF HOLDING AND TRANSACTIONS IN THE EQUITY SHARES BY THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND OTHER DETAILS

6.1. The aggregate shareholding in the Company of the: (i) promoter and the members of the promoter group of the Company (the "**Promoter and Promoter Group**"); and (ii) directors of companies which are a part of Promoter and Promoter Group, as on the date of the Board Meeting (i.e. Monday, August 31, 2026) and this Public Announcement (i.e. Tuesday, September 1, 2026) are as follows:

(i) Aggregate shareholding of the Promoter and Promoter Group and person in control of the Company as on the date of the Board Meeting and this Public Announcement:

Sr. No.	Name of the Shareholder	Number of Equity Shares	% Shareholding
Promoters			
1.	Mr. Pavan Kumar Jain	3,08,992	0.31
2.	Mr. Ajay Kumar Bijli	54,47,205	5.55
3.	Mr. Sanjeev Kumar	41,09,960	4.19
4.	Mr. Siddharth Jain	4,65,589	0.47
5.	GFL Limited	1,58,35,940	16.13
6.	INOX Infrastructure Limited	1,50,174	0.15
Members of the Promoter Group			
1.	Ms. Selena Bijli	3,48,573	0.35
2.	Ms. Nayantara Jain	1,73,000	0.18
3.	Ms. Niharika Bijli	1,84,783	0.19
4.	Mr. Aamer Krishan Bijli	Nil	NA
5.	Ms. Nayana Bijli	Nil	NA
6.	ATC Logistical Solutions Private Limited	9,850	0.01
7.	Ishila Jain	Nil	NA
	Total	**2,70,34,066**	**27.53**

(ii) Except as disclosed below, none of the directors of the companies which are a part of the Promoter and Promoter Group hold any Equity Shares in the Company, as on the date of the Board Meeting and the date of the Public Announcement:

Sr. No.	Name of the director	Name of the company forming part of Promoters/ Promoter Group	Number of Equity Shares of the Company	% Shareholding
1.	Mr. Pavan Kumar Jain	1. GFL Limited 2. Inox Infrastructure Limited	3,08,992	0.31
2.	Mr. Siddharth Jain	1. GFL Limited 2. Inox Infrastructure Limited	4,65,589	0.47
3.	Mr. Ajay Kalra	ATC Logistical Solutions Private Limited	14,750	0.02
4.	Mr. Sunil Bhatnagar	ATC Logistical Solutions Private Limited	11,005	0.01
	Total		**8,00,336**	**0.82%**

6.2. Except as disclosed below, none of the directors of the Company ("**Directors**") and / or the key managerial personnel of the Company ("**KMPs**") hold any Equity Shares in the Company, as on the date of the Board Meeting and the date of this Public Announcement:

Sr. No.	Name of the Shareholder	Designation	Number of Equity Shares	% Shareholding
1.	Mr. Pavan Kumar Jain	Chairman	3,08,992	0.31
2.	Mr. Ajay Kumar Bijli	Managing Director	54,47,205	5.55
3.	Mr. Sanjeev Kumar	Executive Director	41,09,960	4.19
4.	Mr. Siddharth Jain	Non – Executive Director	4,65,589	0.47
5.	Ms. Renuka Ramnath	Non – Executive Director	2,500	Negligible
6.	Shishir Baijal	Independent Director	15*	Negligible
7.	Mr. Gaurav Sharma	Chief Financial Officer	60	Negligible
8.	Mr. Murlee Manohar Jain	Company Secretary & Compliance Officer	1	Negligible
	Total		**1,03,34,322**	**10.52**

**The shares are jointly held in the name of Mrs. Sadna Baijal and Shishir Baijal*

6.3 The aggregate Employee Stock Options of the Company ("**ESOPs**") held by the Directors and KMPs, as on the date of the Board Meeting and the date of this Public Announcement:

Sr. No.	Name	Category	Type of Incentive	Unvested	Vested but not exercised
1.	Mr. Gaurav Sharma	Chief Financial Officer	ESOP(s)	Nil	16,668
2.	Mr. Murlee Manohar Jain	Company Secretary & Compliance Officer	ESOP(s)	4,000	2,000
	Total			**4,000**	**18,668**

6.4. Aggregate shares purchased or sold by the Promoter and Promoter Group, persons in control, directors of companies which are a part of the Promoter and Promoter Group of the Company during a period of 6 (six) months preceding the date of the Board Meeting and this Public Announcement:

(i) Aggregate shares purchased or sold by the Promoter and Promoter Group and persons who are in control: Nil

(ii) Aggregate shares purchased or sold by the directors of companies which are part of the Promoter and Promoter Group: Nil

7. INTENTION OF THE PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK

7.1. In terms of the SEBI Buyback Regulations, under the tender offer route, the promoters, members of the promoter group and persons in control of the Company have the option to participate in the Buyback. In this regard, the following Promoter and Promoter Group of the Company (who are the persons in control) have expressed their intention vide letters dated Monday, August 31, 2026, to participate in the Buyback and tender up to an aggregate of 5,69,584 (Five Lakh Sixty Nine Thousand Five Hundred Eighty Four) Equity Shares as mentioned in the table below or such lower number of Equity Shares in compliance with the SEBI Buyback Regulations/ terms of the Buyback:

Sr. No.	Promoter/Member of the Promoter Group	Number of Equity Shares held	Maximum number of Equity Shares Intended to tender
1.	GFL Limited	1,58,35,940	3,33,646
2.	Ajay Kumar Bijli	54,47,205	1,14,767
3.	Sanjeev Kumar	41,09,960	86,593
4.	Siddharth Jain	4,65,589	9,810
5.	Selena Bijli	3,48,573	7,345
6.	Pavan Kumar Jain	3,08,992	6,511
7.	Niharika Bijli	1,84,783	3,894
8.	Nayantara Jain	1,73,000	3,645
9.	INOX Infrastructure Limited	1,50,174	3,165
10.	ATC Logistical Solutions Private Limited	9,850	208
	Total	**2,70,34,066**	**5,69,584**

7.2. The details of the date and price of acquisition/ sale of the Equity Shares by the members of the Promoter and Promoter Group and persons in control of the Company who intend to participate in the Buyback are set out below:

(i) Ajay Kumar Bijli

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
Not Available	Purchase	18,172	10	180.00	32,70,960
07-Jul-2008	Purchase	17,500	10	178.90	31,30,750
10-Jul-2008	Purchase	13,000	10	177.93	23,13,090
14-Jul-2008	Purchase	2,900	10	177.93	5,15,997
15-Jul-2008	Purchase	1,920	10	170.33	3,27,034
16-Jul-2008	Purchase	4,200	10	170.33	7,15,386
21-Jul-2008	Purchase	230	10	176.00	40,480
22-Jul-2008	Purchase	45,000	10	176.00	79,20,000
06-Sep-2010	Pursuant to Scheme of Amalgamation between Leisure World Private Limited and PVR Limited	14,51,752	10	165.00	-
08-Sep-2010	Purchase	15,613	10	113.16	17,66,834
11-Jan-2013	Preferential Allotment	6,93,878	10	245.00	17,00,00,000
09-Jul-2014	Purchase	18,296	10	641.73	1,17,41,092
10-Jul-2014	Purchase	1,500	10	636.78	9,55,170
11-Jul-2014	Purchase	4,699	10	621.49	29,20,382
14-Jul-2014	Purchase	27,595	10	620.12	1,71,12,211
01-Aug-2014	Purchase	13,988	10	610.62	85,41,353
04-Aug-2014	Purchase	4,016	10	611.69	24,56,547
05-Aug-2014	Purchase	38	10	616.99	23,446
26-Sep-2014	Purchase	22,352	10	705.79	1,57,75,818
20-Sep-2016	Pursuant to Scheme of Amalgamation between Bijli Holdings Private Limited and PVR Limited	62,19,719	10	24.72	-
12-Mar-2018	Purchase	1,50,000	10	1,319.00	19,78,50,000
30-Jul-2019	Purchase	2,800	10	1,584.50	44,36,600
30-Jul-2019	Purchase	25,160	10	1,584.00	3,98,53,440
30-Jul-2019	Purchase	40	10	1,580.00	63,200
22-Oct-2019	Purchase	25,000	10	1,810.50	4,52,62,500
05-Mar-2020	Purchase	10,000	10	1,663.35	1,66,33,544
06-Mar-2020	Purchase	20,000	10	1,627.41	3,25,48,117
09-Mar-2020	Purchase	11,898	10	1,543.32	1,83,62,425
12-Mar-2020	Purchase	3,600	10	1,367.42	49,22,711
31-Mar-2020	Purchase	4,100	10	1,188.04	48,70,978
07-Aug-2020	Right Issue	4,74,309	10	784.00	37,18,58,256
01-Nov-2013	Sale	(4,00,000)	10	585.00	(23,40,00,000)
24-Mar-2015	Gift	(7,00,000)	10	-	-
14-Dec-2015	Sale	(51,000)	10	777.78	(3,96,66,780)

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
09-Mar-2016	Sale	(50,000)	10	710.97	(3,55,48,500)
30-Mar-2016	Sale	(9,806)	10	733.07	(71,88,484)
31-Mar-2016	Sale	(19,406)	10	733.39	(1,42,32,166)
01-Apr-2016	Sale	(13,401)	10	735.83	(98,60,858)
06-Apr-2016	Sale	(1,587)	10	738.88	(11,72,603)
12-Apr-2016	Sale	(20,000)	10	768.30	(1,53,66,000)
12-May-2016	Sale	(15,000)	10	837.72	(1,25,65,800)
13-May-2016	Sale	(20,000)	10	844.44	(1,68,88,800)
17-Jun-2016	Sale	(2,427)	10	957.25	(23,23,246)
21-Jun-2016	Sale	(5,000)	10	957.25	(47,86,250)
22-Jun-2016	Sale	(3,701)	10	957.25	(35,42,782)
23-Jun-2016	Sale	(15)	10	960.60	(14,409)
27-Jun-2016	Sale	(94)	10	957.15	(89,972)
28-Jun-2016	Sale	(1,133)	10	963.70	(10,91,872)
29-Jun-2016	Sale	(18,500)	10	979.75	(1,81,25,375)
18-Jan-2017	Sale	(19,85,000)	10	1,303.90	(2,58,82,41,500)
04-Aug-2021	Gift	(2,15,000)	10		-
20-Aug-2024	Sale	(3,25,000)	10	1,500.21	(48,75,67,432)

(ii) Sanjeev Kumar

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
02-Dec-2008	Purchase	4,000	10	60.18	2,40,720
03-Dec-2008	Purchase	6,000	10	62.92	3,77,520
06-Sep-2010	Purchase	7,600	10	165.00	12,54,000
11-Jan-2013	Preferential Allotment	3,26,531	10	245.00	8,00,00,030
20-Sep-2016	Pursuant to Scheme of Amalgamation between Bijli Holdings Private Limited and PVR Limited	38,12,086	10	24.72	-
12-Mar-2020	Purchase	7,200	10	1,384.46	99,68,084
18-Mar-2020	Purchase	4,150	10	1,205.95	50,04,702
31-Mar-2020	Purchase	4,100	10	1,188.04	48,70,978
07-Aug-2020	Right Issue	3,42,608	10	784.00	26,86,04,672
06-Dec-2021	Purchase	2,500	10	1,360.15	34,00,377
20-Dec-2021	Purchase	3,000	10	1,278.29	38,34,862
16-Jun-2022	Purchase	2,620	10	1,754.77	45,97,500
25-May-2023	Purchase	5,000	10	1,361.50	68,07,500
20-Feb-2025	Purchase	9,890	10	1,010.16	99,90,468
23-Dec-2013	Sale	(5,000)	10	636.76	(31,83,821)
26-Dec-2013	Sale	(1,380)	10	626.41	(8,64,439)
27-Dec-2013	Sale	(5,000)	10	622.02	(31,10,079)
02-Jan-2014	Sale	(6,220)	10	636.89	(39,61,446)
15-Jan-2014	Sale	(11,112)	10	591.58	(65,73,634)
17-Jan-2014	Sale	(17,734)	10	588.05	(1,04,28,441)
20-Jan-2014	Sale	(879)	10	574.10	(5,04,637)
21-Jan-2014	Sale	(5,000)	10	574.13	(28,70,630)
22 Jan 2014	Sale	(25,000)	10	584.13	(1,46,03,363)
18-Jan-2017	Sale	(3,50,000)	10	1,303.90	(45,63,65,000)

(iii) Selena Bijli

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
06-Sep-2010	Purchase	608	10	165.00	1,00,320
24-Mar-2015	Gifted	2,00,000	10	165.00	-
29-Mar-2017	Purchase	47,000	10	1,443.15	6,78,27,958
07-Aug-2020	Right Issue	14,715	10	784.00	1,15,36,560
29-Dec-2022	Purchase	3,000	10	1,685.77	50,57,309
30-Dec-2022	Purchase	2,000	10	1,720.56	34,41,110
28-Dec-2023	Purchase	23,000	10	1,667.63	3,83,55,404
18-Mar-2024	Purchase	35,000	10	1,314.85	4,60,19,799
14-Feb-2025	Purchase	19,250	10	1,020.17	1,96,38,305
19-Mar-2025	Purchase	23,000	10	965.39	2,22,03,954
20-Mar-2025	Purchase	31,000	10	981.41	3,04,23,636
09-Mar-2016	Sale	(50,000)	10	710.97	(3,55,48,500)

(iv) Niharika Bijli

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
17-Mar-2022	Purchase	1,84,783	10	1,701.95	31,44,91,427

(v) ATC Logistical Solutions Private Limited

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
25-Feb-2025	Purchase	9,850	10	995.25	98,03,259.80

(vi) Pavan Kumar Jain

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
07-Mar-2023	Pursuant to Scheme of Amalgamation	2,15,992	10	NA	-

(vii) Siddharth Jain

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
07-Mar-2023	Pursuant to Scheme of Amalgamation of Inox Leisure Ltd with PVR Limited	2,82,589	10	NA	-

(viii) Nayantara Jain

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
07-Mar-2023	Pursuant to Scheme of Amalgamation of Inox Leisure Ltd with PVR Limited	33,000	10	NA	-

(ix) Inox Infrastructure Limited

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
07-Mar-2023	Pursuant to Scheme of Amalgamation of Inox Leisure Ltd with PVR Limited	1,50,174	10	NA	-

(x) GFL Limited

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
07-Mar-2023	Pursuant to Scheme of Amalgamation of Inox Leisure Ltd with PVR Limited	2,55,00,000	10	NA	-

7.4. The Buyback will not result in any benefit to the Promoter and Promoter Group or any Directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the Equity Share capital of the Company post Buyback. Any change in voting rights of the Promoters and Promoter Group pursuant to completion of Buyback will not result in any change in control over the Company.

8. **NO DEFAULTS**

The Company confirms that there are no defaults 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.

9. **CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY**

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 of the Board Meeting approving the Buyback, 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 date of the Board Meeting, having regard to the Board's intention 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;

(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).

10. **CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE SEBI BUYBACK REGULATIONS AND THE COMPANIES ACT**

(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 issue till the expiry of the Buyback Period i.e., the period commencing from the date of the Board Meeting approving the Buyback i.e., Monday, August 31, 2026, until the date on which the payment of consideration to the Eligible Shareholders who have accepted the Buyback offer will be made ("**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. As on the date of this Public Announcement, the Company has 5,48,339 (Five Lakh Forty Eight Thousand Three Hundred Thirty Nine) ESOPs, which the Company may honour under its ESOP schemes. Further, there is no potential impact of subsisting obligations;

(iii) 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 or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares 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;

(iv) the Company, as per the 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;

(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 has not completed a buyback of any of its securities during the period of 1 (one) year reckoned from the date of expiry of buyback period of the preceding offer of buyback;

(vii) 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;

(viii) the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable;

(ix) 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;

(x) the aggregate maximum amount of the Buyback i.e. ₹ 300,00,00,000/- (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;

(xi) 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 balance sheet as at March 31, 2026;

(xii) there are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act involving the Company, as on date of this Public Announcement;

(xiii) the Company shall not withdraw the Buyback offer after this Public Announcement;

(xiv) the consideration for the Buyback shall be paid by the Company only in cash;

(xv) 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;

(xvi) 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;

(xvii) the Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares;

(xviii) 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;

(xix) the public shareholding post Buyback shall not fall below the minimum public shareholding requirements as per Regulation 38 of the Listing Regulations;

(xx) the Company has been in compliance with the provisions of 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 ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up Equity Share capital and free reserves based on both, audited standalone or consolidated financial statements of the Company as on March 31, 2026, whichever sets out a lower amount;

(xxiii) 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;

(xxiv) the Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges;

(xxv) the Buyback shall be completed within a period of 1 (one) year from the date of the Board Meeting approving the Buyback;

(xxvi) as per Regulation 24(i)(e) of the SEBI Buyback Regulations, the Promoters and Promoter Group, and their associates, 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 the Board Meeting till the closing of the Buyback offer;

(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 the Board Meeting till the closing of the Buyback offer;

(xxviii) 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; and

(xxix) 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.

11. **REPORT BY THE COMPANY'S STATUTORY AUDITOR**

The text of the report dated August 31, 2026 received from S.R. Batliboi & Co. LLP, the statutory auditor of the Company addressed to the Board of the Company is reproduced below:

Quote

Independent Auditor's Report on the proposed buy back of equity shares pursuant to the requirements of Section 68(2)(b) of the Companies Act, 2013 and Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as amended

The Board of Directors
PVR INOX Limited
Block A, 4th Floor, Building No. 9A
DLF Cyber City, Phase III
Gurugram - 122002

1. This Report is issued in accordance with the terms of our service scope letter dated August 27, 2026, and master engagement agreement July 21, 2022, with PVR INOX Limited (hereinafter the "Company").

2. The proposal of the Company to buy back its equity shares in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018, as amended ("the SEBI Buyback Regulations") has been approved by the Board of Directors of the Company in their meeting held on August 31, 2026. The Company has prepared the attached "Statement of determination of the amount of permissible capital payment for proposed buyback of equity shares" (the "Statement") which we have initialed for identification purposes only.

Board of Directors Responsibility

3. The preparation of the Statement is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

4. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of meeting of the Board of Directors of the Company (i.e. August 31, 2026). The Board of Directors are also responsible for ensuring that the Company complies with the requirements of the Act and SEBI Buyback Regulations.

Auditor's Responsibility

5. Pursuant to the requirements of the Act and SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance that:

(i) Whether we have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended March 31, 2026;

(ii) Whether the amount of permissible capital payment for the proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2)(b) of the Act and proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations;

(iii) Whether the Board of Directors have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of meeting of the Board of Directors of the Company (i.e. August 31, 2026).

6. The audited standalone and consolidated financial statements, referred to in paragraph 5(i) above, have been audited by us on which we issued an unmodified audit opinion vide our reports dated May 11, 2026. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

9. Our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial results of the Company taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial results, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such opinion.

10. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the applicable criteria mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the applicable criteria. Our procedures included the following in relation to the Statement:

i) We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for the year ended March 31, 2026. We have obtained and read the audited standalone and consolidated financial statements for the year ended March 31, 2026 including the unmodified audit opinions dated May 11, 2026;

ii) Read the Articles of Association of the Company and noted the permissibility of buyback;

iii) Traced the amounts of paid-up equity share capital, retained earnings, securities premium and general reserves as mentioned in Statement from the audited standalone and consolidated financial statements for the year ended March 31, 2026;

iv) Obtained the minutes of the meeting of the Board of Directors in which the proposed buy-back was approved and compared the buy-back amount with the permissible limit computed in accordance with section 68(2)(b) of the Act and proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations detailed in the Statement;

v) Obtained the minutes of the meeting of the Board of Directors in which the proposed buy-back was approved and read that the Board of Directors had formed the opinion as specified in SEBI Buyback Regulations on reasonable grounds that the Company, having regard to the state of affairs, will not be rendered insolvent within a period of one year from the date of meeting of the Board of Directors of the Company (i.e. August 31, 2026);

vi) Verified the arithmetical accuracy of the amounts mentioned in the Statement; and

vii) Obtained necessary representations from the management of the Company.

Opinion

11. Based on our examination as above, and the information and explanations given to us, we report that:

(i) We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended March 31, 2026;

(ii) The amount of permissible capital payment for proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2)(b) of the Act and proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations;

(iii) the Board of Directors have formed the opinion as specified in clause (x) of Schedule I of the SEBI Buyback Regulations on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of meeting of the Board of Directors of the Company (i.e. August 31, 2026).

Restriction on Use

12. The Report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of Section 68(2)(b) of the Act read with Clause (xi) of Schedule I of SEBI Buyback Regulations solely to enable them to (a) include it in the public announcement to be made to the Shareholders of the Company, (b) include it in the letter of offer to be filed with the Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies the National Securities Depository Limited and the Central Depository Securities (India) Limited, (c) share it with the merchant banker appointed by the Company, for onward submission of this report to SEBI and the stock exchanges and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **S.R. Batliboi & CO. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Gaurav Kumar Gupta
Partner
Membership Number: 509101
UDIN 26509101SJKLUT8274

Place of Signature: New Delhi
Date: August 31, 2026

Annexure A

Statement of determination of the amount of permissible capital payment for proposed buyback of equity shares ("the Statement") in accordance with provisions of Sections 68(2)(b) of the Companies Act, 2013, as amended, and Regulations 5(i)(b) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "SEBI Buyback Regulations"), based on the audited standalone financial statements and audited consolidated financial statements as at and for the year ended March 31, 2026

(INR in millions)

Particulars	Standalone	Consolidated
Paid up equity share capital (98,199,962 equity shares of ₹10/- each) *	982	982
Free reserves #		
Retained earnings *	(14,243)	(13,825)
General reserve *	403	404
Securities premium *	86,176	86,176
Total paid up equity capital and free reserves (including securities premium) as at March 31, 2026	**73,318**	**73,737**
Maximum amount permissible for buy-back under provisions of Sections 68(2)(b) of the Companies Act, 2013, as amended, read with Regulations 5(i)(b) of SEBI Buyback Regulations {10% of the total paid up equity share capital and free reserves (including securities premium)}	7,332	7,374
Maximum amount permitted by Board Resolution dated August 31, 2026 approving buy-back, based on the audited accounts as at March 31, 2026		3,000

\# Free reserves are as per sub clause 43 of Section 2 and explanation II to Section 68 of the Companies Act, 2013, as amended.

* The amounts have been extracted from the audited standalone and consolidated financial statements of the Company as at and for the year ended March 31, 2026.

For and on behalf of Board of Directors of PVR INOX Limited

Gaurav Sharma
Chief Financial Officer

Place: Gurugram
Date: August 31, 2026

Unquote

12. RECORD DATE AND SHAREHOLDER ENTITLEMENT

12.1. As required under the SEBI Buyback Regulations, the Company has fixed Friday, September 4, 2026 as the Record Date for the purpose of determining the entitlement and the names of the shareholders, who are eligible to participate in the Buyback. The tender period for the Buyback offer will commence from Thursday, September 10, 2026, i.e., not later than 4 (four) working days from the Record Date, and shall remain open for a period of 5 (five) working days, i.e., until Thursday, September 17, 2026 ("**Tendering Period**").

12.2. As per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, each Eligible Shareholder will receive a letter of offer in relation to the Buyback ("**Letter of Offer**") along with a tender form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback.

12.3. In accordance with the SEBI Buyback Regulations, the dispatch of the Letter of Offer shall be through electronic mode only, within 2 (two) working days from the Record Date. If an Eligible Shareholder requests a physical copy of the Letter of Offer, such shareholder may submit a request to the Company or KFin Technologies Limited, the Registrar to the Buyback ("**Registrar**"/ "**Registrar to the Buyback**"). Upon receipt of such request, a physical copy of the Letter of Offer shall be provided to the Eligible Shareholder.

12.4. The Equity Shares to be bought back as a part of the Buyback are divided into 2 (two) categories:

(i) Reserved category for Small Shareholders (defined hereinafter); and

(ii) General category for all other Eligible Shareholders.

12.5. As defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "small shareholder" is a shareholder who holds equity shares having market value, on the basis of closing price on the stock exchange having highest trading volume as on the Record Date, of not more than ₹ 2,00,000/- (Indian Rupees Two Lakhs only).

12.6. In accordance with the proviso to Regulation 6 of the SEBI Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buyback or such number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback. The Company believes that this reservation for Small Shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholder".

12.7. Based on the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder including Small Shareholders to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs. The final number of Equity Shares which the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Since the Promoters and Promoter Group and persons in control of the Company have declared their intention to participate in the Buyback, the Equity Shares held by them shall be considered for the purposes of computing the entitlement ratio, in accordance with the proviso to Regulation 4(iv)(a) of the SEBI Buyback Regulations.

12.8. In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios does not receive a higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares held by such Eligible Shareholder with a common Permanent Account Number ("**PAN**") for determining the category (Small Shareholder or General Category) and their entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical, the Company will club together the Equity Shares held in such cases. Similarly, in case of physical shareholder where PAN is not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds, trusts, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN will not to be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prepared by the registrar and transfer agent to the Buyback ("**Registrar**") as per the shareholder records received from the depositories.

12.9. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.

12.10. The participation of Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders holding Equity Shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

12.11. The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholders hold Equity Shares through multiple demat accounts, the tender through demat account cannot exceed the number of Equity Shares held in that demat account.

12.12. The Buyback from shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indian, etc., shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed there under, and such approvals shall be required to be taken by such non-resident shareholders.

12.13. The Equity Shares tendered as per the entitlement by the Eligible Shareholder as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the SEBI Buyback Regulations. The settlement of tenders under the Buyback will be done using the "Mechanisms for acquisition of shares through Stock Exchange" notified by SEBI Circulars. If the Buy-back entitlement for any Eligible Shareholder is not a round number (i.e. not a multiple of 1 (one) Equity Share), then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback. The Small Shareholders whose entitlement would be less than 1 (one) Equity Share may tender additional Equity Shares as part of the Buyback and will be given preference in the acceptance of 1 (one) Equity Share, if such Small Shareholders have tendered for additional Equity Shares.

12.14. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent through email along with the tender form in due course to the shareholders holding Equity Shares of the Company as on the Record Date, who have their email IDs registered with the Company/Registrar and transfer agent/ depository.

13. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

13.1. The Buyback is open to all Eligible Shareholders/beneficial shareholders of the Company holding Equity Shares either in physical or dematerialised form, as on the Record Date.

13.2. The Buyback shall be implemented using the "*Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting*" in accordance with the SEBI Circulars ("**Stock Exchange Mechanism**"), and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board, on such terms and conditions as may be permitted by law from time to time.

13.3. For implementation of the Buyback, the Company has appointed DAM Capital Advisors Limited as the registered broker to the Company (the "Company's Broker") to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

DAM CAPITAL

DAM Capital Advisors Limited
Altimus 2202, Level 22, Pandurang Budhkar Marg, Worli,
Mumbai 400 018, Maharashtra, India
Tel: +91 22 4202 2500
E-mail: rajesh@damcapital.in
Website: www.damcapital.in
Contact Person: Rajesh Tekadiwala
CIN: L99999MH1993PLC071865
SEBI Registration Number: INZ000207137
Validity Period: Permanent

13.4. The Company will request the Stock Exchanges to provide a separate acquisition window ("**Acquisition Window**") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. BSE will be the designated stock exchange for the purpose of this Buyback. The details of the Acquisition Window will be specified by the Stock Exchanges from time to time.

13.5. During the Tendering Period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers ("**Stock Broker(s)**") during normal trading hours of the secondary market. The Stock Brokers may enter orders for Equity Shares held in dematerialised form as well as physical form.

13.6. Eligible Shareholders will have to tender their Equity Shares from the same demat account in which they were holding such Equity Shares as on the Record Date, and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any change in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buyback and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buyback. The Board will have the authority to decide such final allocation in case of non-receipt of sufficient proof by such Eligible Shareholder.

13.7. In the event the Stock Brokers of any Eligible Shareholder is not registered with BSE as a trading member/stock broker, then that Eligible Shareholder can approach any BSE registered stock broker and can register themselves by using quick unique client code ("**UCC**") facility through the BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE registered broker, Eligible Shareholders may approach Company's Broker i.e., DAM Capital Advisors Limited to place their bids, subject to completion of know your customer requirements as required by the Company's Broker.

13.8. Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the Tendering Period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.

13.9. The cumulative quantity tendered shall be made available on the website of the Stock Exchanges at www.bseindia.com and www.nseindia.com throughout the trading session and will be updated at specific intervals during the Tendering Period.

13.10. Further, the Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court/ any other competent authority for transfer/ sale and/or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

13.11. In accordance with Regulation 24(v) of the SEBI Buyback Regulations, the Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable.

13.12. The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income-tax Act, 2025 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/ provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.

13.13. The reporting requirements for non-resident shareholders under the Foreign Exchange Management Act, 1999, as amended, and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/ or the Stock Broker through which the Eligible Shareholder places the bid.

13.14. Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialized form:

i. Eligible Shareholders who desire to tender their Equity Shares in dematerialized form under the Buyback would have to do so through their respective Stock Broker by indicating the details of Equity Shares they intend to tender under the Buyback.

ii. The Stock Broker would be required to place an order/ bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the BSE. For further details, Eligible Shareholders may refer to the circulars issued by the Stock Exchanges and Indian Clearing Corporation Limited (collectively referred to as the **"Clearing Corporation")**.

iii. The relevant details including the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the BSE and/or the Clearing Corporation.

iv. The lien shall be marked by the Stock Broker in the demat account of the Eligible Shareholder for the Equity Shares tendered in the Buyback. The details of the shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to the Clearing Corporation.

v. In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and Clearing Corporation account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the shareholders demat account at the source depository during the Tendering Period. Inter Depository Tender Offer ("**IDT**") instruction shall be initiated by the Eligible Shareholder at source depository to clearing member pool/ Clearing Corporation account at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholders demat account shall be provided by the target depository to the Clearing Corporation.

vi. For orders placed with respect to dematerialised Equity Shares, by clearing members entities who have been allocated a custodian participant code by the Clearing Corporation, early pay-in is mandatory prior to confirmation of order/ bid by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

vii. Upon placing the bid, the Stock Broker shall provide a Transaction Registration Slip ("**TRS**") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/ bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.

viii. It is clarified that in case of dematerialised Equity Shares, submission of the tender form and TRS to the Registrar is not required After the receipt of the demat Equity Shares by the Clearing Corporations and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.

ix. The Eligible Shareholders will have to ensure that they keep the depository participant ("**DP**") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any Equity Shares are tendered to Clearing Corporation, excess dematerialized Equity Shares or unaccepted dematerialized Equity Shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the security transfer instruction is rejected in the depository system, due to any issue then such shares will be transferred to the shareholder broker's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be refunded to the respective custodian depository pool account.

x. Eligible Shareholders who have tendered their demat shares in the Buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not limited to): (a) duly attested power of attorney, if any person other than the Eligible Shareholder has signed the tender form; (b) duly attested death certificate and succession certificate/legal heirship certificate, in case any Eligible Shareholder is deceased, or court approved scheme of merger/amalgamation for a company; and (c) in case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolution).

xi. In case the Equity Shares are held on repatriation basis, the Eligible Shareholder, being a non-resident shareholder, should obtain and enclose a letter from its authorised dealer/ bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a non-resident shareholder, is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis, and in that case, the Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback.

13.15. Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form:

In accordance with SEBI Circular dated July 31, 2020 (Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144), Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations.

i. Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be required to approach their respective Stock Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (a) the tender form duly signed by all Eligible Shareholders (in case the Equity Shares are in joint names, in the same order in which they hold the Equity Shares), (b) original Equity Share certificate(s), (c) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (d) duly filled Form ISR-4 by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company, (e) latest Client Master List of the demat account, not older than 2 (two) months and duly attested by the DP and duly filled in demat conversion request form (DCRF) along with the service request to process transfer of balance unaccepted shares, (f) self-attested copy of the Eligible Shareholder's PAN Card(s), (g) any other relevant documents such as, but not limited to, duly attested power of attorney, corporate authorization (including board / shareholder resolution and specimen signature), notarized copy of death certificate and succession certificate/legal heirship certificate or probated will, if the original Eligible Shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.

ii. Based on aforesaid documents, the concerned Stock Broker shall place an order/ bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the Acquisition Window of Stock Exchanges. Upon placing the bid, the Stock Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of order submitted like folio no., Equity Share certificate no., distinctive no., number of Equity Shares tendered etc.

iii. Any Shareholder's Stock Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original Equity Share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e. KFin Technologies Limited, at the address mentioned at paragraph 16 below, on or before the Buyback closing date. The envelope should be super scribed as **"PVR INOX Limited – Buyback Offer 2026"**. One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Stock Broker/Eligible Shareholders.

iv. The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, BSE shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids'.

v. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

vi. An unregistered shareholder holding physical shares may also tender his/ her Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in his / her name, along with the offer form, copy of his/ her PAN card and of the person from whom he / she has purchased shares and other relevant documents as required for transfer, if any.

14. METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

i. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

ii. The Company will pay consideration pertaining to the Buyback to the Company Broker who will transfer the funds to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds pay-out to the respective Eligible Shareholder's bank account linked to its demat account. If any Eligible Shareholder's bank account details are not available or if the funds transfer instruction is rejected by the RBI or relevant bank, due to any reasons, then the amount payable to the concerned Eligible Shareholders will be transferred to the settlement account of the Stock Broker for onward transfer to such Eligible Shareholders.

iii. Details in respect of Eligible Shareholder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.

iv. In case of certain shareholders viz., NRIs, non-residents, foreign clients etc. (where there are specific regulatory requirements pertaining to funds pay out including those prescribed by the RBI) who do not opt to settle through custodians, the funds pay out would be given to their respective Stock Broker's settlement accounts for releasing the same to such Eligible Shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds pay out pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchanges and the Clearing Corporation from time to time.

v. In the case the demat account of the Eligible Shareholders is held with one depository and the clearing member pool/ Clearing Corporation account is held with another depository, the Clearing Corporation that holds the clearing member pool and Clearing Corporation account of the Eligible Shareholder will cancel the excess or unaccepted shares in the depository that holds the demat account. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing

Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted blocked shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from Eligible Shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.

vi. In relation to the physical Equity Shares:

(a) The funds pay-out would be given to the respective Stock Broker's settlement accounts for releasing the same to the respective Eligible Shareholder's account.

(b) If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificates would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholder' sole risk. The Company also encourages Eligible Shareholders holding Equity Shares in physical form to dematerialize their physical shares.

(c) In relation to the Equity Shares held in physical form, the Registrar/ Company shall verify and process the service requests and thereafter issue securities to the securities holder/ claimant in dematerialized form, directly in the demat account of the securities holder/ claimant, within 30 (thirty) days of its receipt of such request after removing objections, if any. After verifying and processing the request, the Registrar/ Company shall initiate the demat conversion request in the depository system for direct credit of securities in the demat account of the security holder/ claimant. Post confirmation of the demat conversion request, the depositories/ Registrar/ Company shall send an intimation to the security holder/ claimant regarding successful dematerialization of the securities. The Registrar and Transfer Agent of the Company shall retain the physical securities as per the existing procedure and deface the share certificate with a stamp "Securities issued in dematerialized form" on the face/ reverse of the share certificate, subsequent to processing of service request.

vii. The Equity Shares bought back in the dematerialised form would be transferred directly to the escrow account of the Company opened for the Buyback (the "**Company Demat Escrow Account**") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.

viii. The Stock Broker would issue a contract note to their respective Eligible Shareholders for the Equity Shares accepted under the Buyback. The Company's Broker would issue a contract note to the Company for the Equity Shares accepted under the Buyback.

ix. Eligible Shareholders who intend to participate in the Buyback should consult their respective Stock Broker for details of and for payment to them of any cost, charges and expenses (including brokerage), applicable taxes etc that may be levied by the Stock Broker upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company and the Manager to the Buyback accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Eligible Shareholders.

x. The Equity Shares accepted, bought and lying to the credit of the Company Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

15. COMPLIANCE OFFICER

The Company has appointed Mr. Murlee Manohar Jain, Company Secretary as the Compliance Officer for the purpose of the Buyback ("**Compliance Officer**"). Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10:00 a.m. (IST) to 6:00 p.m. (IST) on any day except Saturday, Sunday and public holidays, at the following address:

Mr. Murlee Manohar Jain
Company Secretary and Compliance Officer
Block A, 4th Floor, Building No. 9A,
DLF Cyber City, Phase III,
Gurugram, Haryana, 122002
Tel: +91 9871712775
Email: murlee.jain@pvrinox.com
Website: www.pvrinox.com

16. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may also contact Kfin Technologies Limited, the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 9.30 a.m. (IST) to 5.30 p.m. (IST) at the following address:

KFINTECH

KFin Technologies Limited
Address: Selenium, Tower B, Plot No-31 and 32,
Financial District, Nanakramguda, Serilingampally,
Hyderabad, Rangareddy 500 032, Telangana, India
Contact Person: Mr. M. Murali Krishna
Tel. No.: +91 40 6716 2222/ 79611000
Toll Free No.: 18003094001
Email: pvrinox.buyback@kfintech.com
Website: www.kfintech.com
Investor Grievance E-mail: einward.ris@kfintech.com
SEBI Registration Number: INR000000221
Validity Period: Permanent Registration
CIN: L72400MH2017PLC444072

17. MANAGER TO THE BUYBACK

DAM CAPITAL

DAM Capital Advisors Limited
Altimus 2202, Level 22
Pandurang Budhkar Marg, Worli
Mumbai 400 018, Maharashtra, India
Tel: +91 22 4202 2500
E-mail: pvrinox.buyback2026@damcapital.in
Website: www.damcapital.in
Contact Person: Aanchal Wagle/ Puneet Agnihotri
SEBI Registration Number: MB/INM000011336
Validity Period: Permanent
CIN: L99999MH1993PLC071865

18. DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts responsibility for all the information contained in this Public Announcement and confirms that the information in such documents contain true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of
PVR INOX Limited

Sd/-	Sd/-	Sd/-
Ajay Kumar Bijli	**Sanjeev Kumar**	**Murlee Manohar Jain**
Managing Director	Executive Director	**Company Secretary and Compliance Officer**
DIN:00531142	**DIN:00208173**	**Membership No.: F9598**

Date: September 1, 2026
Place: Gurugram

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MSTC LIMITED

(A Govt. of India Enterprise)
CIN : L27320WB1964GOI026211
Registered Office : Plot No. CF-18/2, Street No. 175, Action Area 1C, New Town, Kolkata - 700156, West Bengal
Phone : 91-33-2340-0000
• Website : www.mstcindia.co.in • Email : cssectt@mstcindia.in

NOTICE OF 61ST ANNUAL GENERAL MEETING, REMOTE E-VOTING INFORMATION, BOOK CLOSURE AND RECORD DATE

NOTICE IS HEREBY GIVEN THAT the 61st Annual General Meeting ("AGM") of the **Members of MSTC Limited** will be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") on **Thursday, September 24, 2026, at 11:00 A.M.** The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of the AGM.

In accordance with the General Circular no. 03/2025 dated 22nd September, 2025 issued by Ministry of Corporate Affairs (MCA) and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the notice of the 61st AGM and Annual Report for the financial year 2025-26 have been sent in electronic mode to the members whose email ids are registered with the Company or the depository participant(s) and a letter through post containing weblink/path of AGM Notice and Annual Report has been sent to those shareholders whose email ids are not registered with the Company. The dispatch of the Notice of the AGM and Annual Report to the members of the company has been completed on 1st **September, 2026.** The Notice of the AGM and Annual Report is also available on the Company's website **www.mstcindia.co.in** and on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at **www.bseindia.com** and **www.nseindia.com** respectively and on the website of NSDL at **https://www.evoting.nsdl.com.** The documents pertaining to the items of business to be transacted in the AGM shall be available for inspection upon login at NSDL e-Voting system at **www.evoting.nsdl.com.**

Instruction for Remote E-voting and E-voting during AGM:

Pursuant to Section 108 of the Companies Act, 2013 read with Rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide to the members the facility to exercise their rights to vote by electronic means on resolution proposed to be passed at AGM.

- Members holding shares either in physical form or dematerialised form as on **Thursday, 17th September, 2026 (cut-off date)**, can cast their vote electronically through electronic voting system (remote e-Voting) of NSDL at **www.evoting.nsdl.com**. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting. All members are hereby informed that the ordinary /special business as set out in notice of 61st AGM will be transacted through voting by electronic means only.
- **The remote e-Voting period will commence at 9:00 A.M. on Sunday, 20th September, 2026 and will end at 5:00 P.M. on Wednesday, 23rd September, 2026.** The remote e-Voting module shall be disabled for voting at 5:00 P.M. on Thursday, 23rd September, 2026. Once the vote on resolution is casted by the member, the member cannot modify it subsequently.
- Members who have acquired shares after sending of the AGM Notice and Annual Report through electronic means and before cut-off dates may obtain the USER ID and password by sending a request at **evoting@nsdl.com** or **cssectt@mstcindia.in**. However, if a person is already registered with NSDL for remote e-Voting, then he/she may use their existing USER ID and password for casting their vote.
- Members attending the AGM who have not cast their votes by remote e-Voting shall be eligible to cast their vote through e-Voting during the AGM. Members who have voted through remote e-Voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting.
- The procedure of the electronic voting is available in the notice of the AGM as well as in the email sent to the members by NSDL. Please refer the 'e-Voting user manual' for members available in the downloads section of the e-Voting website of NSDL **www.evoting.nsdl.com.**
- Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, DVP, NSDL at **evoting@nsdl.com** or call **022-4886 7000.**

Manner of attending AGM through VC/OAVM: Facility to attend the AGM through VC/OAVM is available through the NSDL e-Voting system at **www.evoting.nsdl.com.** Members are requested to carefully read the notes set out in the Notice of the AGM with respect to instructions for attending the AGM through VC/OAVM and for remote e-voting and e-voting at the AGM.

Book Closure: The register of members and share transfer books of the Company will remain closed from **Friday, 18th September, 2026 to Thursday, 24th September, 2026** (both days inclusive).

Dividend and Tax thereon:

The Board of Directors of the Company has recommended a final dividend of ₹ 8.10 per equity share for FY 2025-26. The final dividend, if approved by the members in the ensuing AGM, will be paid to eligible shareholders after deduction of tax at source (TDS) within stipulated time of 30 days of declaration. The Company has fixed **Thursday, 17th September, 2026 as the 'Record Date'** for determining entitlement of members to receive final dividend for the FY 2025-26, if approved at the AGM.

Shareholders may note that, as per Income Tax Act, 2025, dividend income is fully taxable in the hands of shareholders. The Company shall deduct TDS at the time of making payment of final dividend at prescribed rates. The shareholders are requested to update their PAN with the Company/ RTA/ DP and submit relevant documents in accordance with the provisions of the Income Tax Act, 2025 to avail the benefit of non-deduction of TDS or tax at beneficial rates through email to **cssectt@mstcindia.in** and **vinod.y@bigshareonline.com** by **16th September, 2026.** In case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

For MSTC Limited
Sd/-
Ajay Kumar Rai
Company Secretary & Compliance Officer

Date: 02.09.2026
Place: Kolkata

PRESIDENT

SCHNEIDER ELECTRIC PRESIDENT SYSTEMS LIMITED

CIN: L32109KA1984PLC079103
Regd. Office: 5C/1, KIADB Industrial Area, Attibele, Bangalore Rural, Bangalore-562107, Karnataka, **Phone:** +91 9240298360
Website: www.schneiderelectricpresident.com; **E-mail:** companysecretary@se.com

NOTICE TO THE MEMBERS- FORTY-SECOND (42ND) ANNUAL GENERAL MEETING

NOTICE is hereby given that the Forty-Second (42nd) Annual General Meeting ("AGM") of Schneider Electric President Systems Limited ("the Company") is scheduled to be held on Thursday, September 24, 2026, at 3:30 p.m. (IST) through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM"), to transact the business as set forth in the Notice of the AGM dated August 12, 2026 ("Notice").

The AGM will be conducted in compliance with the applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with General Circular No. 20/2020 dated May 5, 2020 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA Circulars") and other applicable circulars issued by MCA and SEBI from time to time.

Members are hereby Informed that:

a. The Notice and Annual Report for the financial year 2025-26 ("Annual Report") have been sent only through electronic mode to those Members only whose email addresses are registered with the Company/ Registrar and Share Transfer Agent ("RTA") or with their respective Depository Participant(s) ("DPs") as on Friday, August 21, 2026. The electronic dispatch of Notice and Annual Report has been completed on Tuesday, September 01, 2026.

b. In accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, a letter containing the web-link, including the exact path, to access the Annual Report has also been dispatched to those Members whose email addresses are not registered with the Company, the RTA or the DPs.

c. The Notice and Annual Report are available on the websites of the Company at www.schneiderelectricpresident.com, BSE Limited ("BSE") at www.bseindia.com, The Metropolitan Stock Exchange of India Limited ("MSEI") at www.msei.in and National Securities Depository Limited ("NSDL") i.e. www.evoting.nsdl.com.

d. The Company has engaged NSDL to provide the facility for remote e-Voting before the AGM and e-Voting during the AGM. The Company's e-Voting Event Number is 141334 ("EVEN").

e. The remote e-Voting facility will be available during the following period:

Commencement	Monday, September 21, 2026, at 9:00 a.m. (IST)
Conclusion	Wednesday, September 23, 2026, at 5:00 p.m. (IST)

f. The remote e-Voting module will be disabled by NSDL upon expiry of the aforesaid period. Remote e-Voting will not be permitted thereafter. Once a Member has cast a vote on a resolution, the Member will not be permitted to change it subsequently.

g. A person whose name appears in the Register of Members or the Register of Beneficial Owners maintained by the Depositories as on Thursday, September 17, 2026 ("Cut-off Date") shall be entitled to avail the facility of remote e-Voting before the AGM and e-Voting during the AGM. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.

h. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-off Date.

i. Any person holding shares in physical mode or who acquires shares and becomes a member of the Company after dispatch of the Notice, and holds shares as of the Cut-off Date, may obtain the login ID and password by sending a request to evoting@nsdl.com or to RTA at investor.helpdesk@in.mpms.mufg.com or the Company at companysecretary@se.com. However, a Member already registered with NSDL for e-Voting may use the existing User ID and password for casting the vote.

j The Company has appointed Mr. Kapil Taneja failing him Mr. Neeraj Arora of M/s. Sanjay Grover & Associates, Company Secretaries, as the Scrutinizer, to scrutinize the e-Voting process in a fair and transparent manner.

k. The relevant documents relating to the businesses to be transacted at the AGM will be available for electronic inspection in the manner specified in the Notice.

l. The voting results of the AGM along with the report of the Scrutinizer shall be declared within the prescribed statutory timelines and will be placed on the website of the Company, Stock Exchanges and NSDL.

m. In case of any queries related to e-Voting, you may refer the Frequently Asked Questions ("FAQs") and/or e-Voting user manual for Shareholders available at the download section of https://www.evoting.nsdl.com/ or call at Telephone No. 022-48867000 or send a request to Ms. Pallavi Mhatre, Assistant Vice President, NSDL at evoting@nsdl.com.

For detailed instructions regarding participation in the AGM, remote e-Voting before the AGM and e-Voting during the AGM, Members are requested to refer to the Notice.

Important Information:

a. Pursuant to SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, **a special window is available from February 5, 2026 to February 4, 2027** for the transfer and dematerialisation of physical securities sold or purchased prior to April 1, 2019. The window is also available for transfer requests submitted earlier but rejected, returned, or not attended to owing to deficiencies in the documents or process, or otherwise. Securities transferred under this window will be credited only in dematerialised form and will be subject to a lock-in period of one year from the date of registration of transfer. Eligible Members may submit their requests and the prescribed documents to the Company's RTA at investor.helpdesk@in.mpms.mufg.com.

b. Members holding shares in physical form are requested to update their KYC details with the RTA. Members holding shares in dematerialised form are requested to update their KYC details with their respective Depository Participant(s).

Members are requested to further address the queries/grievances, if any, to the Company Secretary at companysecretary@se.com.

By Order of the Board
For Schneider Electric President Systems Limited
Sd/-
Sapna Bhatia
Company Secretary & Compliance Officer
M. No. A32349

Date: September 01, 2026
Place: Bengaluru

Life Is On | Schneider Electric

HPL ELECTRIC & POWER LIMITED

CIN: L74899DL1992PLC048945
Regd. Office: 1/20, Asaf Ali Road, New Delhi 110 002
Ph.: +91-11-23234411, Fax: +91-11-23232639
E-mail: hplcs@hplindia.com, Website: www.hplindia.com

NOTICE OF THE 34th ANNUAL GENERAL MEETING ELECTRONIC VOTING INFORMATION AND BOOK CLOSURE

Notice is hereby given that the 34th Annual General Meeting ("AGM") of the members of HPL Electric & Power Limited (the "Company") will be held through Video Conferencing (VC)/Other Audio Visual Means (OAVM) on Thursday, the September 24, 2026 at 11:30AM (IST) in compliance with all the applicable provisions of the Companies Act, 2013 and the Rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with MCA General Circulars No. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 2/2021 dated 13th January 2021, 19/21 dated 8th December 2021, 21/2021 dated 14th December 2021; 02/2022 dated 5th May 2022, 10/2022 & 11/2022 dated 28th December 2022, 09/2023 dated 25th September 2023 and 09/2024 dated September 19, 2024, 03/2025 dated September 22, 2025 ("MCA Circulars") and the applicable provision of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and such other circulars as may be issued from time to time, to transact the business set out in the Notice of AGM.

In compliance with the relevant circulars, the Notice of the AGM alongwith the Annual Report for the Financial year ended March 31, 2026 have been sent on September 01, 2026 to all the members of the Company whose email addresses are registered with the Company/ RTA/ Depository Participant(s). A letter providing the web link, including the exact path, where complete details of the Annual Report are available are being sent to those shareholder(s) who have not so registered their email addresses. The aforesaid documents will also be available on the Company's website at **www.hplindia.com** and on the website of the Stock Exchanges (NSE and BSE) and KFin Technologies Ltd ("KFin") at **https://evoting.kfintech.com**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended along with relevant circulars, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard II on General Meetings issued by ICSI, shareholders will have an opportunity to cast their vote through remote e- voting or voting during the AGM on the businesses as set forth in the Notice of the AGM through the electronic voting system. The Company has engaged the services of KFin for providing its members the facility for casting their votes through the remote e voting platform and for participating in the 34th AGM through VC/OAVM along with e-voting during the AGM. Members participating through VC/OAVM facility shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013. The manner of remote e -voting or voting during the AGM for shareholders holding shares in dematerialized mode, physical mode and for shareholders who have not registered their email addresses has been provided in the Notice convening the AGM. Instructions for attending the AGM through VC/OAVM are also provided in the Notice of the AGM.

Mr Deepak Kukreja and Mrs. Monika Kohli, Partners, DMK Associates, Company Secretaries are appointed as the Scrutinizer and Alternate Scrutinizer respectively to scrutinize the Remote e-voting process and e-voting at the AGM in a fair and transparent manner.

All the members are informed that

1. The cut-off date for determining the eligibility to vote by remote e-voting or e-voting at the AGM is **September 17, 2026.**
2. The remote e-voting period shall commence on **September 21, 2026 from 9.00 AM (IST)** and end on **September 23, 2026 at 5.00 PM (IST)**. The remote e-voting shall not be allowed beyond the said date and time.
3. Any person who acquires the shares of the Company and becomes member of the Company after sending of the Notice of the AGM, and holding shares as on the cut-off date i.e. September 17, 2026, may obtain the Login ID/User ID and password by following the instructions for remote e-voting as mentioned in the Notice available both on the website of the Company **www.hplindia.com** and on KFin website at the "**https://evoting.kfintech.com**"
4. The members, who have cast their vote by remote e-voting may participate in the meeting but shall not be allowed to vote again at the AGM. Vote once cast cannot be changed subsequently.
5. The voting rights of the Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on September 17, 2026.
6. The facility for e-voting shall be made available at the AGM to the members who have not cast their vote through remote e-voting and are present in the AGM.
7. A person whose name is recorded in the Register of members or in the Register of Beneficial Owners as maintained by the Depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting or e-voting at the AGM.
8. In case of any grievance/query connected with remote e voting/e voting, please refer the Help & Frequently Asked Questions (FAQs) available at **https://evoting.kfintech.com** or contact:

Name – Mr. Anandan K
Designation – Asst. Vice President
Address – Kfin Technologies Limited, Selenium, Tower B,
Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032
Toll Free No. 1800-345-4001
E-mail: evoting@kfintech.com
Website: www.kfintech.com

Manner of registering / updating email addresses:

a) Members holding shares in physical mode and who have not updated their KYC details are requested to submit relevant forms to update their e-mail address, bank account details and other KYC details with the company's RTA i.e. KFin Technologies Ltd. ("KFin Tech") at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032

b) Members holding shares in dematerialized mode, who have not registered/ updated their email addresses with their Depository Participants, are requested to register/ update their email addresses with the Depository Participants with whom they maintain their demat accounts.

Pursuant to the provisions of Section 91 of the Companies Act, 2013 read with Rule 10 of Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has fixed the September 17, 2026 as record date for the purpose of ascertaining the entitlement and payment of Dividend.

The voting results of the AGM along with the Consolidated Scrutinizer's Report will be declared as per the statutory timelines and will also be posted on the websites of the Company i.e., www.hplindia.com, stock exchanges i.e., www.bseindia.com and www.nseindia.com and on KFin's website at https://evoting.kfintech.com

By order of the Board
For **HPL Electric & Power Limited**
Vivek Kumar
Company Secretary & Compliance officer
M. No.- A18491

Place: Kundli
Date : September 01, 2026

PVR INOX LIMITED

Corporate Identity Number (CIN): L74899MH1995PLC387971

Registered Office: 7th Floor, Lotus Grandeur Building, Veera Desai Road, Opposite Gundecha Symphony, Andheri (W), Mumbai – 400053

Corporate Office: Block A, 4th Floor, Building No. 9A, DLF Cyber City, Phase-III, Gurugram-122002, Haryana • Tel: 0124 4708100

Website: www.pvrinox.com • E-mail: cosec@pvrinox.com • Contact Person: Mr. Murlee Manohar Jain, Company Secretary and Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF PVR INOX LIMITED (THE "COMPANY") FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING STOCK EXCHANGE MECHANISM AS PRESCRIBED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED FROM TIME TO TIME.

This public announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) (the "SEBI Buyback Regulations") and contains the disclosures as specified in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations.

OFFER TO BUYBACK UP TO 20,68,965 (TWENTY LAKH SIXTY EIGHT THOUSAND NINE HUNDRED SIXTY FIVE) FULLY PAID-UP EQUITY SHARES HAVING A FACE VALUE OF ₹ 10/- (INDIAN RUPEES TEN ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF ₹ 1,450/- (INDIAN RUPEES ONE THOUSAND FOUR HUNDRED FIFTY ONLY) PER EQUITY SHARE, PAYABLE IN CASH FOR AN AGGREGATE AMOUNT OF UP TO ₹ 300,00,00,000/- (INDIAN RUPEES THREE HUNDRED CRORES ONLY), ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

1. **DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE**

1.1. The board of directors of the Company (the "**Board**", which expression shall include any committee constituted and authorized by the Board to exercise its powers), at its meeting held on Monday, August 31, 2026 (the "**Board Meeting**") has, pursuant to the provisions of Article 73 of the Articles of Association of the Company, 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 provisions of the 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 ("**Stock Exchanges**"), Ministry of Corporate Affairs ("**MCA**"), Registrar of Companies ("**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, approved 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, being 2.11% of the total number of Equity Shares in the existing paid-up Equity Share capital of the Company as of March 31, 2026, at a price of ₹ 1,450/- (Indian Rupees One Thousand Four Hundred Fifty only) per Equity Share ("**Buyback Price**"), payable in cash, for an aggregate amount not exceeding ₹ 300,00,00,000/- (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 Companies Act and the SEBI Buyback Regulations, from all the shareholders/ beneficial owners of the Equity Shares of the Company, who hold Equity Shares as on a record date, i.e., Friday, September 4, 2026 ("**Record Date**") (the "**Buyback**").

1.2. In terms of Regulation 5(via) of the SEBI Buyback Regulations, the Board may, till 1 (one) working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size.

1.3. Since the Buyback is less than 10% of the paid-up Equity Share Capital and free reserves of the Company based on both standalone and consolidated financial statements of the Company as per its latest audited financial statements as of March 31, 2026, the approval of the shareholders is not required for the Buyback in terms of the SEBI Buyback Regulations and the Companies Act.

1.4. The Buyback Size represents 4.09% and 4.07% of the aggregate of the fully paid-up Equity Share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as of March 31, 2026, respectively, and is within the statutory limit of upto 10% of the aggregate total paid-up Equity Share capital and free reserves of the Company, based on both standalone and consolidated audited financial statements of the Company as of March 31, 2026, as per applicable provisions of the Companies Act and SEBI Buyback Regulations.

1.5. Under the Companies Act and SEBI Buyback Regulations, the maximum number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total number of Equity Shares in the total paid-up Equity Share capital of the Company as of March 31, 2026. The Company proposes to Buyback up to 20,68,965 (Twenty Lakh Sixty Eight Thousand Nine Hundred Sixty Five) fully paid-up Equity Shares (representing up to 2.11% of the total number of Equity Shares in the existing total paid-up Equity Share capital of the Company as of March 31, 2026), which is within the aforesaid limit of 25% as per the provisions of the Companies Act and Regulation 4(i) of the SEBI Buyback Regulations.

1.6. The Buyback Size does not include any transaction costs viz. brokerage costs, fees, turnover charges, applicable taxes such as securities transaction tax, goods and services 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 and dispatch expenses and other incidental and related expenses, etc. ("**Transaction Costs**").

1.7. The Equity Shares are listed on the Stock Exchanges. The Buyback is being undertaken on a proportionate basis from the equity shareholders/ beneficial owners of the Equity Shares of the Company as on the Record Date ("**Eligible Shareholders**") through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by the SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular bearing reference number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, and SEBI circular SEBI/HO/CFD/PoD-2/CIR/2023/35 dated March 8, 2023, as amended from time to time (collectively, the "**SEBI Circulars**"). In this regard, the Company will request the BSE Limited ("**BSE**") to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, BSE will be the designated stock exchange.

1.8. Participation in the Buyback by Eligible Shareholders may trigger capital gains taxation in India and/or in their country of residence of Eligible Shareholders. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course, the Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.

1.9. A copy of this Public Announcement is available on the Company's website i.e., www.pvrinox.com, the website of the manager to the Buyback i.e., DAM Capital Advisors Limited ("**Manager**"/ "**Manager to the Buyback**") at www.damcapital.in, and is expected to be made available during the period of the Buyback on the website of the SEBI i.e., www.sebi.gov.in and on the website of the Stock Exchanges i.e., www.nseindia.com and www.bseindia.com.

2. **NECESSITY FOR THE BUYBACK AND DETAILS THEREOF**

2.1. The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning part of surplus funds to the shareholders. The Buyback is an endeavor by the Company to return a portion of its surplus cash to its shareholders in an effective and efficient manner and is expected to improve its earnings per share and return on equity. The Board at its meeting held on Monday, August 31, 2026, considered the accumulated free reserves as well as the cash liquidity reflected in the latest available standalone and consolidated audited financial statements of the Company as on March 31, 2026, and considering these, the Board decided to allocate an amount not exceeding ₹ 300,00,00,000 (Indian Rupees Three Hundred Crores only) excluding the Transaction Costs for distributing as cash to the Eligible Shareholders through the Buyback.

2.2. After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to approve Buyback of not exceeding 20,68,965 (Twenty Lakh Sixty Eight Thousand Nine Hundred Sixty Five) fully paid-up Equity Shares at a price of ₹ 1,450/- (Indian Rupees One Thousand Four Hundred Fifty only) per Equity Share for an aggregate amount not exceeding ₹ 300,00,00,000/- (Indian Rupees Three Hundred Crores only). The Buyback is being undertaken, *inter-alia*, for the following reasons:

(i) The Buyback will help the Company to return part of surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby enhancing the overall returns to shareholders;

(ii) The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve a reservation of up to 15% of the Buyback Size for Small Shareholders (as defined below). The Company believes that this reservation for Small Shareholders would benefit a large number of Company's public shareholders, who would be classified as "Small Shareholders" under the SEBI Buyback Regulations;

(iii) The Buyback would help in improving the Company's return on equity, thereby leading to long term increase in shareholders' value; and

(iv) The Buyback gives the Eligible Shareholders an option to either: (A) participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback; or (B) not participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback offer, without additional investment.

3. **MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES & SOURCES OF FUNDS FROM WHICH BUYBACK WILL BE FINANCED**

3.1. The maximum amount required for the Buyback will not exceed ₹ 300,00,00,000 (Indian Rupees Three Hundred Crores only) excluding the Transaction Costs.

3.2. The Buyback Size 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 standalone and consolidated audited financial statements of the Company, respectively, as on March 31, 2026 and the same is within the prescribed limit of up to 10% of the aggregate total paid-up Equity Share capital and free reserves of the Company, based on both standalone and consolidated audited financial statements of the Company as of March 31, 2026.

3.3. The funds for the implementation of the proposed Buyback will be available out of the free reserves of the Company and/or securities premium account and/or such other sources of funds or by such mechanisms as may be permitted by applicable law, in accordance with Section 68(1) of the Companies Act and Regulation 4(ix) of the SEBI Buyback Regulations. The Company shall transfer from its free reserves and/ or securities premium account a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and details of such transfer shall be disclosed in its subsequent audited financial statements. The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.

4. **BUYBACK PRICE AND BASIS OF ARRIVING AT THE BUYBACK PRICE**

4.1. The Equity Shares of the Company are proposed to be bought back at a price of ₹ 1,450/- (Indian Rupees One Thousand Four Hundred Fifty Only) per Equity Share.

4.2. The Buyback Price has been arrived at after considering various factors, including but not limited to, the trends in the volume weighted average prices and the closing price of the Equity Shares on the Stock Exchanges, the performance and growth prospects of the Company, and the possible impact of the Buyback on the Company's earnings per Equity Share and other financial parameters, with the intention of enhancing overall returns to its shareholders.

4.3. The Buyback Price represents a:

(a) premium of 35.39% and 34.33% over the volume weighted average market price of the Equity Shares on National Stock Exchange of India Limited ("**NSE**") and BSE, respectively, for the three months preceding the date of intimation to the Stock Exchanges of the Board Meeting to consider the proposal of the Buyback i.e. Tuesday, August 25, 2026 ("**Intimation Date**").

(b) premium of 20.55% and 20.67% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, for the two weeks preceding the Intimation Date.

(c) premium of 17.71% and 17.76% over the closing price of the Equity Shares on NSE and BSE, respectively, as on Monday, August 24, 2026, being the trading day preceding the Intimation Date.

(d) premium of 17.79% and 17.80% over the closing price of the Equity Shares on NSE and BSE, respectively, as on the Intimation Date.

(e) premium of 20.06% and 20.47% over the closing price of the Equity Shares on NSE and BSE, respectively, as on the Board Meeting i.e., Monday, August 31, 2026, when the Buyback was approved.

5. **MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK**

The Company proposes to Buyback up to 20,68,965 (Twenty Lakh Sixty Eight Thousand Nine Hundred Sixty Five) Equity Shares, representing 2.11% of the total number of Equity Shares in the existing total paid-up Equity Share capital of the Company as of March 31, 2026.

6. **DETAILS OF HOLDING AND TRANSACTIONS IN THE EQUITY SHARES BY THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND OTHER DETAILS**

6.1. The aggregate shareholding in the Company of the: (i) promoter and the members of the promoter group of the Company (the "**Promoter and Promoter Group**"); and (ii) directors of companies which are a part of Promoter and Promoter Group, as on the date of the Board Meeting (i.e. Monday, August 31, 2026) and this Public Announcement (i.e. Tuesday, September 1, 2026) are as follows:

(i) Aggregate shareholding of the Promoter and Promoter Group and person in control of the Company as on the date of the Board Meeting and this Public Announcement:

Sr. No.	Name of the Shareholder	Number of Equity Shares	% Shareholding
	Promoters		
1.	Mr. Pavan Kumar Jain	3,08,992	0.31
2.	Mr. Ajay Kumar Bijli	54,47,205	5.55
3.	Mr. Sanjeev Kumar	41,09,960	4.19
4.	Mr. Siddharth Jain	4,65,589	0.47
5.	GFL Limited	1,58,35,940	16.13
6.	INOX Infrastructure Limited	1,50,174	0.15
	Members of the Promoter Group		
1.	Ms. Selena Bijli	3,48,573	0.35
2.	Ms. Nayantara Jain	1,73,000	0.18
3.	Ms. Niharika Bijli	1,84,783	0.19
4.	Mr. Aamer Krishan Bijli	Nil	NA
5.	Ms. Nayana Bijli	Nil	NA
6.	ATC Logistical Solutions Private Limited	9,850	0.01
7.	Ishita Jain	Nil	NA
	Total	**2,70,34,066**	**27.53**

(ii) Except as disclosed below, none of the directors of the companies which are a part of the Promoter and Promoter Group hold any Equity Shares in the Company, as on the date of the Board Meeting and the date of the Public Announcement:

Sr. No.	Name of the director	Name of the company forming part of Promoters/ Promoter Group	Number of Equity Shares of the Company	% Shareholding
1.	Mr. Pavan Kumar Jain	1. GFL Limited 2. Inox Infrastructure Limited	3,08,992	0.31
2.	Mr. Siddharth Jain	1. GFL Limited 2. Inox Infrastructure Limited	4,65,589	0.47
3.	Mr. Ajay Kalra	ATC Logistical Solutions Private Limited	14,750	0.02
4.	Mr. Sunil Bhatnagar	ATC Logistical Solutions Private Limited	11,005	0.01
	Total		**8,00,336**	**0.82%**

6.2. Except as disclosed below, none of the directors of the Company ("**Directors**") and / or the key managerial personnel of the Company ("**KMPs**") hold any Equity Shares in the Company, as on the date of the Board Meeting and the date of this Public Announcement:

Sr. No.	Name of the Shareholder	Designation	Number of Equity Shares	% Shareholding
1.	Mr. Pavan Kumar Jain	Chairman	3,08,992	0.31
2.	Mr. Ajay Kumar Bijli	Managing Director	54,47,205	5.55
3.	Mr. Sanjeev Kumar	Executive Director	41,09,960	4.19
4.	Mr. Siddharth Jain	Non – Executive Director	4,65,589	0.47
5.	Ms. Renuka Ramnath	Non – Executive Director	2,500	Negligible
6.	Shishir Baijal	Independent Director	15*	Negligible
7.	Mr. Gaurav Sharma	Chief Financial Officer	60	Negligible
8.	Mr. Murlee Manohar Jain	Company Secretary & Compliance Officer	1	Negligible
	Total		**1,03,34,322**	**10.52**

**The shares are jointly held in the name of Mrs. Sadna Baijal and Shishir Baijal*

6.3. The aggregate Employee Stock Options of the Company ("**ESOPs**") held by the Directors and KMPs, as on the date of the Board Meeting and the date of this Public Announcement:

Sr. No.	Name	Category	Type of Incentive	Unvested	Vested but not exercised
1.	Mr. Gaurav Sharma	Chief Financial Officer	ESOP(s)	Nil	16,668
2.	Mr. Murlee Manohar Jain	Company Secretary & Compliance Officer	ESOP(s)	4,000	2,000
	Total			**4,000**	**18,668**

6.4. Aggregate shares purchased or sold by the Promoter and Promoter Group, persons in control, directors of companies which are a part of the Promoter and Promoter Group of the Company during a period of 6 (six) months preceding the date of the Board Meeting and this Public Announcement:

(i) Aggregate shares purchased or sold by the Promoter and Promoter Group and persons who are in control: Nil

(ii) Aggregate shares purchased or sold by the directors of companies which are part of the Promoter and Promoter Group: Nil

7. **INTENTION OF THE PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK**

7.1. In terms of the SEBI Buyback Regulations, under the tender offer route, the promoters, members of the promoter group and persons in control of the Company have the option to participate in the Buyback. In this regard, the following Promoter and Promoter Group of the Company (who are the persons in control) have expressed their intention vide letters dated Monday, August 31, 2026, to participate in the Buyback and tender up to an aggregate of 5,69,584 (Five Lakh Sixty Nine Thousand Five Hundred Eighty Four) Equity Shares as mentioned in the table below or such lower number of Equity Shares in compliance with the SEBI Buyback Regulations/ terms of the Buyback:

Sr. No.	Promoter/Member of the Promoter Group	Number of Equity Shares held	Maximum number of Equity Shares Intended to tender
1.	GFL Limited	1,58,35,940	3,33,646
2.	Ajay Kumar Bijli	54,47,205	1,14,767
3.	Sanjeev Kumar	41,09,960	86,593
4.	Siddharth Jain	4,65,589	9,810
5.	Selena Bijli	3,48,573	7,345
6.	Pavan Kumar Jain	3,08,992	6,511
7.	Niharika Bijli	1,84,783	3,894
8.	Nayantara Jain	1,73,000	3,645
9.	INOX Infrastructure Limited	1,50,174	3,165
10.	ATC Logistical Solutions Private Limited	9,850	208
	Total	**2,70,34,066**	**5,69,584**

7.2. The details of the date and price of acquisition/ sale of the Equity Shares by the members of the Promoter and Promoter Group and persons in control of the Company who intend to participate in the Buyback are set out below:

(i) Ajay Kumar Bijli

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
Not Available	Purchase	18,172	10	180.00	32,70,960
07-Jul-2008	Purchase	17,500	10	178.90	31,30,750
10-Jul-2008	Purchase	13,000	10	177.93	23,13,090
14-Jul-2008	Purchase	2,900	10	177.93	5,15,997
15-Jul-2008	Purchase	1,920	10	170.33	3,27,034
16-Jul-2008	Purchase	4,200	10	170.33	7,15,386
21-Jul-2008	Purchase	230	10	176.00	40,480
22-Jul-2008	Purchase	45,000	10	176.00	79,20,000
06-Sep-2010	Pursuant to Scheme of Amalgamation between Leisure World Private Limited and PVR Limited	14,51,752	10	165.00	-
08 Sep 2010	Purchase	15,613	10	113.16	17,66,834
11-Jan-2013	Preferential Allotment	6,93,878	10	245.00	17,00,00,000
09-Jul-2014	Purchase	18,296	10	641.73	1,17,41,092
10-Jul-2014	Purchase	1,500	10	636.78	9,55,170
11-Jul-2014	Purchase	4,699	10	621.49	29,20,382
14-Jul-2014	Purchase	27,595	10	620.12	1,71,12,211
01-Aug-2014	Purchase	13,988	10	610.62	85,41,353
04-Aug-2014	Purchase	4,016	10	611.69	24,56,547
05-Aug-2014	Purchase	38	10	616.99	23,446
26-Sep-2014	Purchase	22,352	10	705.79	1,57,75,818
20-Sep-2016	Pursuant to Scheme of Amalgamation between Bijli Holdings Private Limited and PVR Limited	62,19,719	10	24.72	-
12-Mar-2018	Purchase	1,50,000	10	1,319.00	19,78,50,000
30-Jul-2019	Purchase	2,800	10	1,584.50	44,36,600
30-Jul-2019	Purchase	25,160	10	1,584.00	3,98,53,440
30-Jul-2019	Purchase	40	10	1,580.00	63,200
22-Oct-2019	Purchase	25,000	10	1,810.50	4,52,62,500
05-Mar-2020	Purchase	10,000	10	1,663.35	1,66,33,544
06-Mar-2020	Purchase	20,000	10	1,627.41	3,25,48,117
09-Mar-2020	Purchase	11,898	10	1,543.32	1,83,62,425
12 Mar 2020	Purchase	3,600	10	1,367.42	49,22,711
31-Mar-2020	Purchase	4,100	10	1,188.04	48,70,978
07-Aug-2020	Right Issue	4,74,309	10	784.00	37,18,58,256
01-Nov-2013	Sale	(4,00,000)	10	585.00	(23,40,00,000)
24-Mar-2015	Gift	(7,00,000)	10	-	-
14-Dec-2015	Sale	(51,000)	10	777.78	(3,96,66,780)

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
09-Mar-2016	Sale	(50,000)	10	710.97	(3,55,48,500)
30-Mar-2016	Sale	(9,806)	10	733.07	(71,88,484)
31-Mar-2016	Sale	(19,406)	10	733.39	(1,42,32,166)
01-Apr-2016	Sale	(13,401)	10	735.83	(98,60,858)
06-Apr-2016	Sale	(1,587)	10	738.88	(11,72,603)
12-Apr-2016	Sale	(20,000)	10	768.30	(1,53,66,000)
12-May-2016	Sale	(15,000)	10	837.72	(1,25,65,800)
13-May-2016	Sale	(20,000)	10	844.44	(1,68,88,800)
17-Jun-2016	Sale	(2,427)	10	957.25	(23,23,246)
21-Jun-2016	Sale	(5,000)	10	957.25	(47,86,250)
22-Jun-2016	Sale	(3,701)	10	957.25	(35,42,782)
23-Jun-2016	Sale	(15)	10	960.60	(14,409)
27-Jun-2016	Sale	(94)	10	957.15	(89,972)
28-Jun-2016	Sale	(1,133)	10	963.70	(10,91,872)
29-Jun-2016	Sale	(18,500)	10	979.75	(1,81,25,375)
18-Jan-2017	Sale	(19,85,000)	10	1,303.90	(2,58,82,41,500)
04-Aug-2021	Gift	(2,15,000)	10		-
20-Aug-2024	Sale	(3,25,000)	10	1,500.21	(48,75,67,432)

(ii) Sanjeev Kumar

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
02-Dec-2008	Purchase	4,000	10	60.18	2,40,720
03-Dec-2008	Purchase	6,000	10	62.92	3,77,520
06-Sep-2010	Purchase	7,600	10	165.00	12,54,000
11-Jan-2013	Preferential Allotment	3,26,531	10	245.00	8,00,00,030
20-Sep-2016	Pursuant to Scheme of Amalgamation between Bijli Holdings Private Limited and PVR Limited	38,12,086	10	24.72	-
12-Mar-2020	Purchase	7,200	10	1,384.46	99,68,084
18-Mar-2020	Purchase	4,150	10	1,205.95	50,04,702
31-Mar-2020	Purchase	4,100	10	1,188.04	48,70,978
07-Aug-2020	Right Issue	3,42,608	10	784.00	26,86,04,672
06-Dec-2021	Purchase	2,500	10	1,360.15	34,00,377
20-Dec-2021	Purchase	3,000	10	1,278.29	38,34,862
16-Jun-2022	Purchase	2,620	10	1,754.77	45,97,500
25-May-2023	Purchase	5,000	10	1,361.50	68,07,500
20-Feb-2025	Purchase	9,890	10	1,010.16	99,90,468
23-Dec-2013	Sale	(5,000)	10	636.76	(31,83,821)
26-Dec-2013	Sale	(1,380)	10	626.41	(8,64,439)
27-Dec-2013	Sale	(5,000)	10	622.02	(31,10,079)
02-Jan-2014	Sale	(6,220)	10	636.89	(39,61,446)
15-Jan-2014	Sale	(11,112)	10	591.58	(65,73,634)
17-Jan-2014	Sale	(17,734)	10	588.05	(1,04,28,441)
20-Jan-2014	Sale	(879)	10	574.10	(5,04,637)
21-Jan-2014	Sale	(5,000)	10	574.13	(28,70,630)
22-Jan-2014	Sale	(25,000)	10	584.13	(1,46,03,363)
18-Jan-2017	Sale	(3,50,000)	10	1,303.90	(45,63,65,000)

(iii) Selena Bijli

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
06-Sep-2010	Purchase	608	10	165.00	1,00,320
24-Mar-2015	Gifted	2,00,000	10	165.00	-
29-Mar-2017	Purchase	47,000	10	1,443.15	6,78,27,958
07-Aug-2020	Right Issue	14,715	10	784.00	1,15,36,560
29-Dec-2022	Purchase	3,000	10	1,685.77	50,57,309
30-Dec-2022	Purchase	2,000	10	1,720.56	34,41,110
28-Dec-2023	Purchase	23,000	10	1,667.63	3,83,55,404
18-Mar-2024	Purchase	35,000	10	1,314.85	4,60,19,799
14-Feb-2025	Purchase	19,250	10	1,020.17	1,96,38,305
19-Mar-2025	Purchase	23,000	10	965.39	2,22,03,954
20-Mar-2025	Purchase	31,000	10	981.41	3,04,23,636
09-Mar-2016	Sale	(50,000)	10	710.97	(3,55,48,500)

(iv) Niharika Bijli

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
17-Mar-2022	Purchase	1,84,783	10	1,701.95	31,44,91,427

(v) ATC Logistical Solutions Private Limited

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
25-Feb-2025	Purchase	9,850	10	995.25	98,03,259.80

(vi) Pavan Kumar Jain

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
07-Mar-2023	Pursuant to Scheme of Amalgamation	2,15,992	10	NA	-

(vii) Siddharth Jain

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
07-Mar-2023	Pursuant to Scheme of Amalgamation of Inox Leisure Ltd with PVR Limited	2,82,589	10	NA	-

(viii) Nayantara Jain

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
07-Mar-2023	Pursuant to Scheme of Amalgamation of Inox Leisure Ltd with PVR Limited	33,000	10	NA	-

(ix) Inox Infrastructure Limited

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
07-Mar-2023	Pursuant to Scheme of Amalgamation of Inox Leisure Ltd with PVR Limited	1,50,174	10	NA	-

(x) GFL Limited

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
07-Mar-2023	Pursuant to Scheme of Amalgamation of Inox Leisure Ltd with PVR Limited	2,55,00,000	10	NA	-

7.4. The Buyback will not result in any benefit to the Promoter and Promoter Group or any Directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the Equity Share capital of the Company post Buyback. Any change in voting rights of the Promoters and Promoter Group pursuant to completion of Buyback will not result in any change in control over the Company.

8. NO DEFAULTS

The Company confirms that there are no defaults 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.

9. CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

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 of the Board Meeting approving the Buyback, 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 date of the Board Meeting, having regard to the Board's intention 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;

(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).

10. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE SEBI BUYBACK REGULATIONS AND THE COMPANIES ACT

(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 issue till the expiry of the Buyback Period i.e., the period commencing from the date of the Board Meeting approving the Buyback i.e., Monday, August 31, 2026, until the date on which the payment of consideration to the Eligible Shareholders who have accepted the Buyback offer will be made ("**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. As on the date of this Public Announcement, the Company has 5,48,339 (Five Lakh Forty Eight Thousand Three Hundred Thirty Nine) ESOPs, which the Company may honour under its ESOP schemes. Further, there is no potential impact of subsisting obligations;

(iii) 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 or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares 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;

(iv) the Company, as per the 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;

(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 has not completed a buyback of any of its securities during the period of 1 (one) year reckoned from the date of expiry of buyback period of the preceding offer of buyback;

(vii) 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;

(viii) the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable;

(ix) 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;

(x) the aggregate maximum amount of the Buyback i.e. ₹ 300,00,00,000/- (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;

(xi) 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 balance sheet as at March 31, 2026;

(xii) there are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act involving the Company, as on date of this Public Announcement;

(xiii) the Company shall not withdraw the Buyback offer after this Public Announcement;

(xiv) the consideration for the Buyback shall be paid by the Company only in cash;

(xv) 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;

(xvi) 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;

(xvii) the Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares;

(xviii) 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;

(xix) the public shareholding post Buyback shall not fall below the minimum public shareholding requirements as per Regulation 38 of the Listing Regulations;

(xx) the Company has been in compliance with the provisions of 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 ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up Equity Share capital and free reserves based on both, audited standalone or consolidated financial statements of the Company as on March 31, 2026, whichever sets out a lower amount;

(xxiii) 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;

(xxiv) the Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges;

(xxv) the Buyback shall be completed within a period of 1 (one) year from the date of the Board Meeting approving the Buyback;

(xxvi) as per Regulation 24(i)(e) of the SEBI Buyback Regulations, the Promoters and Promoter Group, and their associates, 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 the Board Meeting till the closing of the Buyback offer;

(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 the Board Meeting till the closing of the Buyback offer;

(xxviii) 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; and

(xxix) 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.

11. REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated August 31, 2026 received from S.R. Batliboi & Co. LLP, the statutory auditor of the Company addressed to the Board of the Company is reproduced below:

Quote

Independent Auditor's Report on the proposed buy back of equity shares pursuant to the requirements of Section 68(2)(b) of the Companies Act, 2013 and Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as amended

The Board of Directors
PVR INOX Limited
Block A, 4th Floor, Building No. 9A
DLF Cyber City, Phase III
Gurugram - 122002

1. This Report is issued in accordance with the terms of our service scope letter dated August 27, 2026, and master engagement agreement July 21, 2022, with PVR INOX Limited (hereinafter the "Company").

2. The proposal of the Company to buy back its equity shares in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("the SEBI Buyback Regulations") has been approved by the Board of Directors of the Company in their meeting held on August 31, 2026. The Company has prepared the attached "Statement of determination of the amount of permissible capital payment for proposed buyback of equity shares" (the "Statement") which we have initialed for identification purposes only.

Board of Directors Responsibility

3. The preparation of the Statement is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

4. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of meeting of the Board of Directors of the Company (i.e. August 31, 2026). The Board of Directors are also responsible for ensuring that the Company complies with the requirements of the Act and SEBI Buyback Regulations.

Auditor's Responsibility

5. Pursuant to the requirements of the Act and SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance that:

(i) Whether we have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended March 31, 2026;

(ii) Whether the amount of permissible capital payment for the proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2)(b) of the Act and proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations;

(iii) Whether the Board of Directors have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of meeting of the Board of Directors of the Company (i.e. August 31, 2026).

6. The audited standalone and consolidated financial statements, referred to in paragraph 5(i) above, have been audited by us on which we issued an unmodified audit opinion vide our reports dated May 11, 2026. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

9. Our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial results of the Company taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial results, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such opinion.

10. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the applicable criteria mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the applicable criteria. Our procedures included the following in relation to the Statement:

i) We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for the year ended March 31, 2026. We have obtained and read the audited standalone and consolidated financial statements for the year ended March 31, 2026 including the unmodified audit opinions dated May 11, 2026;

ii) Read the Articles of Association of the Company and noted the permissibility of buyback;

iii) Traced the amounts of paid-up equity share capital, retained earnings, securities premium and general reserves as mentioned in Statement from the audited standalone and consolidated financial statements for the year ended March 31, 2026;

iv) Obtained the minutes of the meeting of the Board of Directors in which the proposed buy-back was approved and compared the buy-back amount with the permissible limit computed in accordance with section 68(2)(b) of the Act and proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations detailed in the Statement;

v) Obtained the minutes of the meeting of the Board of Directors in which the proposed buy-back was approved and read that the Board of Directors had formed the opinion as specified in SEBI Buyback Regulations on reasonable grounds that the Company, having regard to the state of affairs, will not be rendered insolvent within a period of one year from the date of meeting of the Board of Directors of the Company (i.e. August 31, 2026);

vi) Verified the arithmetical accuracy of the amounts mentioned in the Statement; and

vii) Obtained necessary representations from the management of the Company.

Opinion

11. Based on our examination as above, and the information and explanations given to us, we report that:

(i) We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended March 31, 2026;

(ii) The amount of permissible capital payment for proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2)(b) of the Act and proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations;

(iii) the Board of Directors have formed the opinion as specified in clause (x) of Schedule I of the SEBI Buyback Regulations on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of meeting of the Board of Directors of the Company (i.e. August 31, 2026).

Restriction on Use

12. The Report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of Section 68(2)(b) of the Act read with Clause (xi) of Schedule I of SEBI Buyback Regulations solely to enable them to (a) include it in the public announcement to be made to the Shareholders of the Company, (b) include it in the letter of offer to be filed with the Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies the National Securities Depository Limited and the Central Depository Securities (India) Limited, (c) share it with the merchant banker appointed by the Company, for onward submission of this report to SEBI and the stock exchanges and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **S.R. Batliboi & CO. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Gaurav Kumar Gupta
Partner
Membership Number: 509101
UDIN 26509101SJKLUT8274

Place of Signature: New Delhi
Date: August 31, 2026

Annexure A

Statement of determination of the amount of permissible capital payment for proposed buyback of equity shares ("the Statement") in accordance with provisions of Sections 68(2)(b) of the Companies Act, 2013, as amended, and Regulations 5(i)(b) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "SEBI Buyback Regulations"), based on the audited standalone financial statements and audited consolidated financial statements as at and for the year ended March 31, 2026

(INR in millions)

Particulars	Standalone	Consolidated
Paid up equity share capital (98,199,962 equity shares of ₹10/- each) *	982	982
Free reserves # :		
Retained earnings *	(14,243)	(13,825)
General reserve *	403	404
Securities premium *	86,176	86,176
Total paid up equity capital and free reserves (including securities premium) as at March 31, 2026	**73,318**	**73,737**
Maximum amount permissible for buy-back under provisions of Sections 68(2)(b) of the Companies Act, 2013, as amended, read with Regulations 5(i)(b) of SEBI Buyback Regulations {10% of the total paid up equity share capital and free reserves (including securities premium)}	7,332	7,374
Maximum amount permitted by Board Resolution dated August 31, 2026 approving buy-back, based on the audited accounts as at March 31, 2026		3,000

\# Free reserves are as per sub clause 43 of Section 2 and explanation II to Section 68 of the Companies Act, 2013, as amended.

* The amounts have been extracted from the audited standalone and consolidated financial statements of the Company as at and for the year ended March 31, 2026.

For and on behalf of Board of Directors of
PVR INOX Limited

Gaurav Sharma
Chief Financial Officer

Place: Gurugram
Date: August 31, 2026

Unquote

12. RECORD DATE AND SHAREHOLDER ENTITLEMENT

12.1. As required under the SEBI Buyback Regulations, the Company has fixed Friday, September 4, 2026 as the Record Date for the purpose of determining the entitlement and the names of the shareholders, who are eligible to participate in the Buyback. The tender period for the Buyback offer will commence from Thursday, September 10, 2026, i.e., not later than 4 (four) working days from the Record Date, and shall remain open for a period of 5 (five) working days, i.e., until Thursday, September 17, 2026 ("**Tendering Period**").

12.2. As per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, each Eligible Shareholder will receive a letter of offer in relation to the Buyback ("**Letter of Offer**") along with a tender form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback.

12.3. In accordance with the SEBI Buyback Regulations, the dispatch of the Letter of Offer shall be through electronic mode only, within 2 (two) working days from the Record Date. If an Eligible Shareholder requests a physical copy of the Letter of Offer, such shareholder may submit a request to the Company or KFin Technologies Limited, the Registrar to the Buyback ("**Registrar**"/ "**Registrar to the Buyback**"). Upon receipt of such request, a physical copy of the Letter of Offer shall be provided to the Eligible Shareholder.

12.4. The Equity Shares to be bought back as a part of the Buyback are divided into 2 (two) categories:

(i) Reserved category for Small Shareholders (defined hereinafter); and

(ii) General category for all other Eligible Shareholders.

12.5. As defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "small shareholder" is a shareholder who holds equity shares having market value, on the basis of closing price on the stock exchange having highest trading volume as on the Record Date, of not more than ₹ 2,00,000/- (Indian Rupees Two Lakhs only).

12.6. In accordance with the proviso to Regulation 6 of the SEBI Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buyback or such number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback. The Company believes that this reservation for Small Shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholder".

12.7. Based on the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder including Small Shareholders to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs. The final number of Equity Shares which the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Since the Promoters and Promoter Group and persons in control of the Company have declared their intention to participate in the Buyback, the Equity Shares held by them shall be considered for the purposes of computing the entitlement ratio, in accordance with the proviso to Regulation 4(iv)(a) of the SEBI Buyback Regulations.

12.8. In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios does not receive a higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares held by such Eligible Shareholder with a common Permanent Account Number ("**PAN**") for determining the category (Small Shareholder or General Category) and their entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical, the Company will club together the Equity Shares held in such cases. Similarly, in case of physical shareholder where PAN is not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds, trusts, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN will not to be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prepared by the registrar and transfer agent to the Buyback ("**Registrar**") as per the shareholder records received from the depositories.

12.9. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.

12.10. The participation of Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders holding Equity Shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

12.11. The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholders hold Equity Shares through multiple demat accounts, the tender through demat account cannot exceed the number of Equity Shares held in that demat account.

12.12. The Buyback from shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indian, etc., shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed there under, and such approvals shall be required to be taken by such non-resident shareholders.

12.13. The Equity Shares tendered as per the entitlement by the Eligible Shareholder as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the SEBI Buyback Regulations. The settlement of tenders under the Buyback will be done using the "Mechanisms for acquisition of shares through Stock Exchange" notified by SEBI Circulars. If the Buy-back entitlement for any Eligible Shareholder is not a round number (i.e. not a multiple of 1 (one) Equity Share), then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback. The Small Shareholders whose entitlement would be less than 1 (one) Equity Share may tender additional Equity Shares as part of the Buyback and will be given preference in the acceptance of 1 (one) Equity Share, if such Small Shareholders have tendered for additional Equity Shares.

12.14. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent through email along with the tender form in due course to the shareholders holding Equity Shares of the Company as on the Record Date, who have their email IDs registered with the Company/Registrar and transfer agent/ depository.

13. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

13.1. The Buyback is open to all Eligible Shareholders/beneficial shareholders of the Company holding Equity Shares either in physical or dematerialised form, as on the Record Date.

13.2. The Buyback shall be implemented using the "*Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting*" in accordance with the SEBI Circulars ("**Stock Exchange Mechanism**"), and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board, on such terms and conditions as may be permitted by law from time to time.

13.3. For implementation of the Buyback, the Company has appointed DAM Capital Advisors Limited as the registered broker to the Company (the "Company's Broker") to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

DAM CAPITAL

DAM Capital Advisors Limited
Altimus 2202, Level 22, Pandurang Budhkar Marg, Worli,
Mumbai 400 018, Maharashtra, India
Tel: +91 22 4202 2500
E-mail: rajesh@damcapital.in
Website: www.damcapital.in
Contact Person: Rajesh Tekadiwala
CIN: L99999MH1993PLC071865
SEBI Registration Number: INZ000207137
Validity Period: Permanent

13.4. The Company will request the Stock Exchanges to provide a separate acquisition window ("**Acquisition Window**") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. BSE will be the designated stock exchange for the purpose of this Buyback. The details of the Acquisition Window will be specified by the Stock Exchanges from time to time.

13.5. During the Tendering Period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers ("**Stock Broker(s)**") during normal trading hours of the secondary market. The Stock Brokers may enter orders for Equity Shares held in dematerialised form as well as physical form.

13.6. Eligible Shareholders will have to tender their Equity Shares from the same demat account in which they were holding such Equity Shares as on the Record Date, and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any change in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buyback and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buyback. The Board will have the authority to decide such final allocation in case of non-receipt of sufficient proof by such Eligible Shareholder.

13.7. In the event the Stock Brokers of any Eligible Shareholder is not registered with BSE as a trading member/stock broker, then that Eligible Shareholder can approach any BSE registered stock broker and can register themselves by using quick unique client code ("**UCC**") facility through the BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE registered broker. Eligible Shareholders may approach Company's Broker i.e., DAM Capital Advisors Limited to place their bids, subject to completion of know your customer requirements as required by the Company's Broker.

13.8. Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the Tendering Period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.

13.9. The cumulative quantity tendered shall be made available on the website of the Stock Exchanges at www.bseindia.com and www.nseindia.com throughout the trading session and will be updated at specific intervals during the Tendering Period.

13.10. Further, the Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court/ any other competent authority for transfer/ sale and/or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

13.11. In accordance with Regulation 24(v) of the SEBI Buyback Regulations, the Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable.

13.12. The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income-tax Act, 2025 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/ provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.

13.13. The reporting requirements for non-resident shareholders under the Foreign Exchange Management Act, 1999, as amended, and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/ or the Stock Broker through which the Eligible Shareholder places the bid.

13.14. Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialized form:

i. Eligible Shareholders who desire to tender their Equity Shares in dematerialized form under the Buyback would have to do so through their respective Stock Broker by indicating the details of Equity Shares they intend to tender under the Buyback.

ii. The Stock Broker would be required to place an order/ bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the BSE. For further details, Eligible Shareholders may refer to the circulars issued by the Stock Exchanges and Indian Clearing Corporation Limited (collectively referred to as the "**Clearing Corporation**").

iii. The relevant details including the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the BSE and/or the Clearing Corporation.

iv. The lien shall be marked by the Stock Broker in the demat account of the Eligible Shareholder for the Equity Shares tendered in the Buyback. The details of the shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to the Clearing Corporation.

v. In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and Clearing Corporation account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the shareholders demat account at the source depository during the Tendering Period. Inter Depository Tender Offer ("**IDT**") instruction shall be initiated by the Eligible Shareholder at source depository to clearing member pool/ Clearing Corporation account at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholders demat account shall be provided by the target depository to the Clearing Corporation.

vi. For orders placed with respect to dematerialised Equity Shares, by clearing members entities who have been allocated a custodian participant code by the Clearing Corporation, early pay-in is mandatory prior to confirmation of order/ bid by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

vii. Upon placing the bid, the Stock Broker shall provide a Transaction Registration Slip ("**TRS**") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/ bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.

viii. It is clarified that in case of dematerialised Equity Shares, submission of the tender form and TRS to the Registrar is not required After the receipt of the demat Equity Shares by the Clearing Corporations and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.

ix. The Eligible Shareholders will have to ensure that they keep the depository participant ("**DP**") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any Equity Shares are tendered to Clearing Corporation, excess dematerialized Equity Shares or unaccepted dematerialized Equity Shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the security transfer instruction is rejected in the depository system, due to any issue then such shares will be transferred to the shareholder broker's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be refunded to the respective custodian depository pool account.

x. Eligible Shareholders who have tendered their demat shares in the Buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not limited to): (a) duly attested power of attorney, if any person other than the Eligible Shareholder has signed the tender form; (b) duly attested death certificate and succession certificate/legal heirship certificate, in case any Eligible Shareholder is deceased, or court approved scheme of merger/amalgamation for a company; and (c) in case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolution).

xi. In case the Equity Shares are held on repatriation basis, the Eligible Shareholder, being a non-resident shareholder, should obtain and enclose a letter from its authorised dealer/ bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a non-resident shareholder, is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis, and in that case, the Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback.

13.15. Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form:

In accordance with SEBI Circular dated July 31, 2020 (Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144), Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations

i. Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be required to approach their respective Stock Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (a) the tender form duly signed by all Eligible Shareholders (in case the Equity Shares are in joint names, in the same order in which they hold the Equity Shares), (b) original Equity Share certificate(s), (c) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (d) duly filled Form ISR-4 by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company, (e) latest Client Master List of the demat account, not older than 2 (two) months and duly attested by the DP and duly filled in demat conversion request form (DCRF) along with the service request to process transfer of balance unaccepted shares, (f) self-attested copy of the Eligible Shareholder's PAN Card(s), (g) any other relevant documents such as, but not limited to, duly attested power of attorney, corporate authorization (including board / shareholder resolution and specimen signature), notarized copy of death certificate and succession certificate/legal heirship certificate or probated will, if the original Eligible Shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.

ii. Based on aforesaid documents, the concerned Stock Broker shall place an order/ bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the Acquisition Window of Stock Exchanges. Upon placing the bid, the Stock Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of order submitted like folio no., Equity Share certificate no., distinctive no., number of Equity Shares tendered etc.

iii. Any Shareholder's Stock Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original Equity Share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e. KFin Technologies Limited, at the address mentioned at paragraph 16 below, on or before the Buyback closing date. The envelope should be super scribed as "**PVR INOX Limited – Buyback Offer 2026**". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Stock Broker/Eligible Shareholders.

iv. The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, BSE shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids'.

v. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

vi. An unregistered shareholder holding physical shares may also tender his/ her Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in his / her name, along with the offer form, copy of his/ her PAN card and of the person from whom he / she has purchased shares and other relevant documents as required for transfer, if any.

14. METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

i. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

ii. The Company will pay consideration pertaining to the Buyback to the Company Broker who will transfer the funds to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds pay-out to the respective Eligible Shareholder's bank account linked to its demat account. If any Eligible Shareholder's bank account details are not available or if the funds transfer instruction is rejected by the RBI or relevant bank, due to any reasons, then the amount payable to the concerned Eligible Shareholders will be transferred to the settlement account of the Stock Broker for onward transfer to such Eligible Shareholders.

iii. Details in respect of Eligible Shareholder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.

iv. In case of certain shareholders viz., NRIs, non-residents, foreign clients etc. (where there are specific regulatory requirements pertaining to funds pay out including those prescribed by the RBI) who do not opt to settle through custodians, the funds pay out would be given to their respective Stock Broker's settlement accounts for releasing the same to such Eligible Shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds pay out pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchanges and the Clearing Corporation from time to time.

v. In the case the demat account of the Eligible Shareholders is held with one depository and the clearing member pool/ Clearing Corporation account is held with another depository, the Clearing Corporation that holds the clearing member pool and Clearing Corporation account of the Eligible Shareholder will cancel the excess or unaccepted shares in the depository that holds the demat account. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing

हम सब उदारीकरण की उपज हैं: यूआर भट्ट

35 साल
उदारीकरण के

फोटो- कमलेश पेडणेकर

यूआर भट्ट,
सह-संस्थापक और निदेशक, अल्फानीति फिनटेक

जीवन में अधिकतर चीजें स्वतः घटित हो जाती हैं। हम सब उदारीकरण के दौर की उपज हैं। आर्थिक सुधारों के बिना हम आज यहां नहीं होते। मगर एक और सुधार जिसने मेरे जीवन को आकार दिया वह भी बहुत पहले हुआ था। वह था भूमि सुधार।

मैं कर्नाटक के जमींदार परिवार में पैदा हुआ था। हमारे पास कई सौ एकड़ जमीन थी। उस समय के कई जमींदार परिवारों की तरह हम अपनी जमीन पर खेती नहीं करते थे। बटाईदार खेतों में काम करते थे और कृषि पर ही परिवार की आर्थिक बुनियाद खड़ी थी। मैं अक्सर मजाक में कहता हूं कि अगर सुधार न होते तो शायद मैं वित्तीय बाजारों में दशकों बिताने के बजाय आज अपने गांव में बैठा एक जमींदार होता।

हम जवाहरलाल नेहरू के दो प्रमुख कार्यक्रम- भूमि सुधार और रोजगार में आरक्षण- के नतीजों के साथ जी रहे हैं। इन दीर्घकालिक प्रभावों में से कुछ फायदेमंद साबित हुए हैं। हालांकि इसे देश भर में समान रूप से लागू नहीं किया गया था, लेकिन मुझे विश्वास है कि दक्षिण भारत ने अन्य क्षेत्रों के मुकाबले बेहतर काम किया। परिणामस्वरूप हमने अपनी सारी जमीन खो दी।

मुझे आज भी याद है जब मेरे पिता सरकार द्वारा हमारी जमीन अधिग्रहीत किए जाने के बाद कलेक्टर के कार्यालय गए थे। मुआवजे की पेशकश इतनी कम थी कि उन्होंने विरोध में बॉन्ड को ही फाड़ दिया था। शिक्षा और रोजगार में आरक्षण के कारण किसी अच्छे कॉलेज में प्रवेश पाना और सरकारी नौकरी हासिल करना मुश्किल था। हालांकि पीछे मुड़कर देखं तो उस उथल-पुथल ने पूरी पीढ़ी की दिशा बदल दी। जमीन जब धन का भरोसेमंद जरिया नहीं रही तो जमींदार परिवारों के पास अपना रुतबा बनाए रखने और अपने बच्चों के लिए अवसर पैदा करने का एक ही रास्ता बचा था और वह है शिक्षा। विरासत में मिले विशेषाधिकारों पर निर्भर रहना कोई विकल्प नहीं था और हमें अपनी काबिलियत खुद साबित करनी थी।

मेरे पिता एक डॉक्टर थे। मेरे दादाजी अपने जिले से पहले स्नातकोत्तर थे और बाद में वह प्रोफेसर बने। मगर भूमि सुधारों के बाद संदेश बिल्कुल स्पष्ट था कि यदि आप सफल होना चाहते हैं तो आपको अकादमिक रूप से उत्कृष्ट होना होगा।

उस माहौल ने हम में से कई लोगों इतनी लगन के साथ उच्च शिक्षा की ओर बढ़ने के लिए प्रेरित किया जो शायद किसी अन्य स्थिति में नहीं होता। आखिरकार मैंने आईआईटी कानपुर से भौतिकी में एमएससी की डिग्री हासिल की। उस समय मैंने विज्ञान में अपना करियर बनाने का सपना देखा था। मगर जिंदगी शायद ही कभी सीधी रेखा में चलती है।

मेरे मेंटर के साथ हुई एक असहमति ने सब कुछ बदल दिया और आखिरकार मुझे यकीन दिला दिया कि विज्ञान के क्षेत्र में लंबे समय तक करियर बनाना मेरे लिए सही नहीं है।

उसके कुछ ही समय बाद मैंने इंडियन बैंक का प्रोबेशनरी ऑफिसर पद के लिए एक विज्ञापन देखा। वह समय बैंक राष्ट्रीयकरण के ठीक बाद का था और उस दौरान सरकारी बैंकों का तेजी से विस्तार हो रहा था। मैंने परीक्षा दी और इस प्रकार मेरे बैंकिंग करियर की शुरुआत हुई।

इंडियन बैंक ने मुझे ऐसे अवसर दिए जिनकी मैंने कभी कल्पना भी नहीं की थी। मैंने विदेशी परिचालनों में काम किया, कई साल विदेश में बिताए और आखिरकार बैंक की एक सबसे महत्त्वपूर्ण शाखा का नेतृत्व करने के लिए मुंबई लौट आया।

जब इंडियन बैंक, केनरा बैंक और भारतीय स्टेट बैंक को 1989 में म्युचुअल फंड (एमएफ) शुरू करने के लाइसेंस मिले तो मेरे चेयरमैन ने मुझे बुलाया और कहा, 'हमें लाइसेंस मिल गया है। अब तुम्हें कुछ करना होगा।' सच तो यह है कि मुझे पता नहीं था कि एमएफ क्या होता है। मैंने 1983 और 1988 के बीच पांच साल विदेश में बिताए थे। वह एक ऐसा दौर था जब भारत के पूंजी बाजार का तेजी से विस्तार शुरू हो गया था।

हमने शून्य से शुरुआत की। उस समय वास्तव में कोई नियामक ढांचा नहीं था। एमएफ के लिए कोई विस्तृत नियम नहीं थे, परिसंपत्ति प्रबंधन कंपनी का कोई ढांचा नहीं था और इस उद्योग की निगरानी करने वाला कोई कोई समर्पित नियामक नहीं था। हमें भारतीय रिजर्व बैंक से लाइसेंस मिला था। हम व्यापक बैंकिंग दिशानिर्देशों के तहत काम कर रहे थे और कदम आगे बढ़ाने के साथ ही हम चीजों को समझ रहे थे।

मेरा पहला विचार एक निर्धारित आय वाला फंड शुरू करने का था। उस समय बैंक जमा पर 8 से 9 फीसदी ब्याज मिलता था जबकि उच्च गुणवत्ता वाले कॉरपोरेट बॉन्ड पर यील्ड 11 से 12 फीसदी थी। बैंक खुद कंपनियों को 14 से 15 फीसदी ब्याज दर पर उधार दे रहे थे। ऐसे में मुझे लगा कि यदि हम अच्छे कॉरपोरेट बॉन्ड में निवेश करें तो हम निवेशकों को बैंक जमा के मुकाबले बेहतर रिटर्न दे सकते हैं। इस प्रकार स्वर्ण पुष्पा नाम से एक निर्धारित आय वाला फंड शुरू किया गया और उस पर 12 फीसदी रिटर्न की गारंटी दी गई।

उसी समय हमने इंड रत्न नामक एक इक्विटी फंड लॉन्च किया। उसका वितरण आसान था और उसमें कोई स्वतंत्र वितरक या वेल्थ मैनेजर शामिल नहीं थे। हमने इंडियन बैंक के शाखा नेटवर्क के जरिये योजनाएं बेचीं और 150 से 200 करोड़ रुपये जुटाए जो उन दिनों एक बड़ी रकम थी। बाद में हमने इंड ज्योति नामक एक और योजना लॉन्च की। इसके जरिये हम निर्धारित आय वाले निवेश को इक्विटी के साथ जोड़ना चाहते थे। हमारा मानना था कि अगर 80 फीसदी रकम निर्धारित आय वाली प्रतिभूतियों में और शेष 20 फीसदी शेयरों में निवेश किया जाए तो हम आराम से 12.75 फीसदी रिटर्न हासिल कर सकते हैं। इसलिए हमने इसकी गारंटी दी थी। उसी दौरान पहली बार भारतीय प्रतिभूति एवं विनिमय बोर्ड (सेबी) के साथ मेरा सामना हुआ। सेबी को 1992-93 के आसपास वैधानिक शक्तियां दी गई थीं लेकिन किसी ने हमें औपचारिक रूप से नहीं बताया था कि सेबी अब एमएफ के लिए भी नियामक है।

एक दिन सेबी के एक वरिष्ठ अधिकारी ने मुझे बुलाया। उन्होंने इंड ज्योति योजना को देखा और मुझे उसे तुरंत वापस लेने के लिए कहा। मुझे सचमुच पता नहीं था कि सेबी नियामक है। हमें तो आरबीआई से लाइसेंस मिला था और हम उसके ढांचे के तहत काम कर रहे थे।

मैंने उनसे कहा, 'मैं योजना को वापस नहीं ले सकता। वह सार्वजनिक हो चुकी है और लोग उसमें निवेश कर रहे हैं। अब बताइये कि मैं और क्या कर सकता हूं।' आखिरकार अधिकारी ने मुझे एक हलफनामा देने के लिए कहा कि मैं भविष्य में सेबी की मंजूरी के बिना कोई योजना लॉन्च नहीं करूंगा।

इसके कुछ ही समय बाद सेबी को एहसास हुआ कि सही नियामकीय ढांचे के बिना यह उद्योग नहीं चल सकता है। तत्कालीन सेबी प्रमुख एसएस नाडकर्णी ने सभी फंड हाउस की एक बैठक बुलाई। उन्होंने कहा, 'आप इस तरह से उद्योग नहीं चला सकते। इसलिए हमें उचित नियम और विनियमों की जरूरत है।'

तब तक मैं अमेरिका जा चुका था। मैंने देखा था कि अधिक विकसित बाजारों में निवेश कंपनियां और एमएफ कैसे कैसे काम करते हैं। मैंने एक रूपरेखा तैयार की जिसमें बताया गया कि एमएफ को किस प्रकार व्यवस्थित और विनियमित किया जाना चाहिए। बाद में सेबी ने जो शुरुआती नियामकीय ढांचा लागू किया उसका काफी हिस्सा उन्हीं सुझावों पर आधारित था।

साल 1994 तक इंडियन बैंक एमएफ में मैंने पांच साल पूरे कर लिए थे। सरकारी बैंकों में नियुक्ति और प्रतिनियुक्ति के सख्त नियम थे। अब मेरे लिए आगे बढ़ने का समय आ गया था। मगर मैं पूंजी बाजार से काफी प्रभावित था। इंडियन बैंक को छोड़ना कोई मुश्किल निर्णय नहीं था। हमने एक सफल कारोबार खड़ा किया था और मैं पारंपरिक बैंकिंग में लौटने के बजाय बाजारों में ही काम करते रहना चाहता था।

तभी जार्डाइन फ्लेमिंग ने मुझसे संपर्क किया। वह भारत में आने वाला पहला विदेशी पोर्टफोलियो निवेशक (एफ-पीआई) था। मैंने 1994 में उसमें शामिल हुआ और यह समझने के लिए हॉन्ग कॉन्ग गया कि वैश्विक परिसंपत्ति प्रबंधन कारोबार किस प्रकार संचालित होता है। साल 1995 तक हम भारत में निवेश किए गए लगभग एक अरब डॉलर का प्रबंधन कर रहे थे जिससे हम उस समय देश के सबसे बड़े एफपीआई बन गए थे।

मैं लगभग एक दशक तक जार्डाइन फ्लेमिंग के साथ रहा। उस दौरान कंपनी के स्वामित्व में कई बार बदलाव हुए और आखिरकार वह जेपी मॉर्गन का हिस्सा बन गई। वहां की सोच बिलकुल साफ थी कि अगर कोई कारोबार अपनी श्रेणी में शीर्ष तीन में शामिल नहीं हो सकता तो उससे बाहर निकल जाना ही बेहतर है। आखिरकार जेपी मॉर्गन ने अपने घरेलू एमएफ कारोबार को बेच दिया और अपने बड़े अंतरराष्ट्रीय निवेश कारोबार पर ध्यान केंद्रित किया।

जेपी मॉर्गन में मेरी जिम्मेदारियां पूरी होने के बाद एक और अवसर सामने आया। मेरे दोस्त एंड्रयू डाल्टन ने एक आइडिया के साथ मुझसे संपर्क किया कि साथ मिलकर कुछ शुरू किया जाए। वह यूरोप की सबसे बड़ी परिसंपत्ति प्रबंधन कंपनी मर्करी एसेट मैनेजमेंट के वाइस चेयरमैन और बाद में मेरिल लिंच इन्वेस्टमेंट मैनेजर्स के वाइस चेयरमैन थे। इसी से डाल्टन कैपिटल की शुरुआत हुई।

एंड्रयू के वैश्विक निवेश जगत में काफी अच्छे संबंध थे और उन्होंने लगभग 4 अरब डॉलर जुटाए। हमने डाल्टन इंडिया फंड लॉन्च किया जिसे मैंने प्रबंधित किया। कुछ समय के लिए यह विदेश में सबसे अच्छा प्रदर्शन करने वाला भारतीय फंड बन गया था।

साल 1991 के आर्थिक सुधारों के बिना इनमें से कुछ भी नहीं हो पाता। इन्हीं सुधारों ने एक मजबूत शेयर बाजार की बुनियाद भी रखी। भूमि सुधारों ने मेरी पीढ़ी को शिक्षा की ओर कदम बढ़ाने के लिए प्रेरित किया। आर्थिक सुधारों ने बिल्कुल एक नए उद्योगों और अवसरों के दरवाजे खोले। इन सबने मिलकर न केवल मेरी जिंदगी बल्कि भारत की दिशा भी बदल दी।

मगर भारत की सुधार यात्रा अभी भी अधूरी है।

अगले चरण में उन संस्थानों पर ध्यान देना जरूरी है जिनमें अब तक कोई खास बदलाव नहीं हुआ है। न्यायिक सुधार बेहद जरूरी है। लंबित मामलों की भरमार, अत्यधिक देरी और सीमित जवाबदेही से बोझिल न्याय व्यवस्था को ढांचागत बदलाव की जरूरत है। पुलिस सुधार भी उतने ही महत्त्वपूर्ण हैं। एक आधुनिक लोकतंत्र में नागरिकों को मनमानी प्रक्रियाओं से डरना नहीं चाहिए।

भूमि सुधारों को भी एक दूसरे अध्याय की आवश्यकता है। भूमि का सुचारु समेकन और अधिक कुशल भूमि बाजारों के बिना भारत को कृषि, विनिर्माण और बुनियादी ढांचे में व्यापक विकास हासिल करने के लिए संघर्ष करना पड़ेगा।

नगर प्रशासन पर तत्काल ध्यान देने की आवश्यकता है। नागरिकों को असुरक्षित इमारतें, खराब शहरी नियोजन और कमजोर स्थानीय प्रशासन जैसी समस्याओं से रोजाना सामना करना पड़ता है। इनमें से कई समस्याएं नगरपालिका स्तर पर पैदा होती हैं।

शिक्षा को अधिक रोजगार उन्मुख बनाने की जरुरत है। उसे एक आधुनिक अर्थव्यवस्था की जरूरतों के अनुरूप होना चाहिए। सबसे महत्त्वपूर्ण बात यह है कि सार्वजनिक विमर्श का स्तर बेहतर होना चाहिए। लोकतंत्र तभी बेहतरीन काम करेगा जब चर्चा शोर-शराबे के बजाय तथ्यों पर आधारित हों।

भारत ने 1991 के बाद एक लंबा सफर तय किया है। देश अब ज्यादा मजबूत, अधिक प्रतिस्पर्धी और आत्मविश्वास से भरा है। मगर इस प्रगति को बनाए रखने के लिए सुधारों की एक नई पीढ़ी की जरूरत होगी। अगर पिछले 30 साल अर्थव्यवस्था को खोलने के लिहाज से महत्त्वपूर्ण थे तो अगले 30 साल संस्थानों को मजबूत करने के लिए होने चाहिए।

मैं समझता हूं कि यही भारत की विकास गाथा का अधूरा काम है।

(सुंदर सेतुरामन से बातचीत पर आधारित)

पर्यटकों के लिए निर्मित यूपीआई का नेपाल लिंक बना बाढ़ राहत का माध्यम

अजिंक्य कावले
मुंबई, 1 सितंबर

नेपाल में हेलीकॉप्टर से राहत सामग्री पहुंचाया जा रहा है

भारतीय पर्यटकों को काठमांडू में लन्च (दोपहर का भोजन) खरीदने की सुविधा देने के उद्देश्य से बनाई गई डिजिटल भुगतान व्यवस्था अब नेपाल में आपदा राहत की रकम पहुंचा रही है।

भारत स्थित नेपाल के दूतावास ने नेपाल के प्रधानमंत्री आपदा राहत कोष में दान देने वाले भारतीय उपयोगकर्ताओं से अपने यूपीआई ऐप में अंतरराष्ट्रीय भुगतान सुविधा (यूपीआई इंटरनैशनल) सक्रिय करने की अपील की है। माना जा रहा है कि किसी विदेशी सरकार की राहत अपील के लिए यूपीआई इंटरनैशनल का यह पहला इस्तेमाल है।

यह यूपीआई इंटरनैशनल के इस्तेमाल के तरीके में भी बदलाव को दर्शाता है। अब तक इसका सीमा-पार इस्तेमाल मुख्य रूप से विदेश यात्रा करने वाले भारतीयों द्वारा स्थानीय दुकानदारों और कारोबारियों को भुगतान करने तक सीमित रहा है। नेपाल की राहत अपील ने इसका दायरा उन भारतीय उपयोगकर्ताओं तक भी बढ़ा दिया है जो शायद कभी भारत से बाहर यात्रा न करें।

भारत की यूपीआई इंटरनैशनल, चीन की अलीपे प्लस और यूनियन पे जैसी भुगतान प्रणालियों के साथ मिलकर आपदा प्रभावित नेपाल में सीमा-पार राहत दान की सुविधा उपलब्ध करा रही है। हालांकि पर्यटन और सुविधा से आगे बढ़कर सीमा-पार भुगतान के इस्तेमाल का दायरा बढ़ रहा है लेकिन उद्योग जगत के एक सूत्र ने कहा कि संभावित धोखाधड़ी पर भी नजर रखना जरूरी है। दानदाताओं को डिजिटल भुगतान ऐप में यूपीआई इंटरनैशनल सुविधा सक्रिय करनी होगी ताकि वे नेपाल सरकार द्वारा सूचीबद्ध अधिकृत ऑनलाइन पेमेंट गेटवे के जरिए भुगतान कर सकें। किसी खास देश के लिए यह सुविधा सक्रिय करने के बाद भारतीय उपयोगकर्ता एक सप्ताह तक उस देश में लेनदेन कर सकते हैं। भुगतान की राशि दर्ज करते समय उपयोगकर्ताओं को उसका मूल्य भारतीय रुपये से नेपाली रुपये में परिवर्तित होकर दिखाई देता है।

भारत स्थित नेपाल दूतावास ने सोशल मीडिया प्लेटफॉर्म एक्स पर एक पोस्ट में कहा, 'भारत में हमारे वे मित्र और शुभचिंतक, जिन्हें निर्धारित क्यूआर कोड स्कैन करके नेपाल सरकार के प्रधानमंत्री आपदा राहत कोष में योगदान करने में कठिनाई हो रही है, उनसे अनुरोध है कि भुगतान करने से पहले अपने यूपीआई/बैंकिंग ऐप में 'यूपीआई इंटरनैशनल' सक्रिय कर लें।'

दान की यह अपील नेपाल में अचानक आई विनाशकारी बाढ़ के बीच की गई है। इस बाढ़ में करीब 1,000 लोगों की जान जा चुकी है जबकि स्थानीय लोगों और पर्यटकों समेत लगभग 4,000 लोग अब भी लापता हैं।

एनपीसीआई इंटरनैशनल पेमेंट्स लिमिटेड (एनआईपीएल) के तहत यूपीआई इंटरनैशनल को अलीपे और यूनियन पे जैसी स्थापित भुगतान प्रणालियों के साथ खड़ा किया जाना यह दर्शाता है कि यूपीआई का व्यापक पैमाना और लोगों का भरोसा अब केवल घरेलू प्रभुत्व तक सीमित नहीं है बल्कि वैश्विक स्वीकार्यता में भी बदल रहा है। सबसे महत्त्वपूर्ण बात यह है कि कोई विदेशी संस्था पारंपरिक बैंकिंग माध्यमों के बजाय धन एकत्र करने के लिए यूपीआई का विकल्प चुन रही है। हमारा मानना है कि जैसे-जैसे वैश्विक संस्थाएं यह समझेंगी कि भुगतान प्राप्त करने के विकल्प के रूप में यूपीआई उपलब्ध कराने से उनके लिए भुगतान करना आसान हो जाता है, इस तरह के इस्तेमाल का दायरा बढ़ेगा।'

यह बात भारत की सीमा-पार फिनटेक कंपनी एक्सफ्लो के मुख्य कार्यकारी अधिकारी (सीई) और सह-संस्थापक अश्विन भटनागर ने कही। यूपीआई इंटरनैशनल, एनआईपीएल की पहल है जिसका उद्देश्य भारत की रियल-टाइम भुगतान प्रणाली को वैश्विक स्तर पर पहुंचाना है। नैशनल पेमेंट्स कॉर्पोरेशन ऑफ इंडिया (एनपीसीआई) यूपीआई नेटवर्क का संचालन करता है।

मार्च 2024 में एनआईपीएल और नेपाल के सबसे बड़े भुगतान नेटवर्क फोनपे पेमेंट सर्विस ने दोनों देशों के बीच सीमा-पार यूपीआई भुगतान सेवा शुरू की। नेपाल में अगस्त 2024 में सेवा शुरू होने के छह महीने के भीतर यूपीआई पर एक लाख लेनदेन का आंकड़ा पार हो गया। पहले चरण में क्यूआर कोड आधारित व्यक्ति से कारोबारी लेनदेन शामिल थे।

भटनागर ने आगे कहा, 'यह भारत के बाहर यूपीआई की यात्रा में एक महत्त्वपूर्ण पड़ाव है। यूपीआई इंटरनैशनल को अब तक मुख्य रूप से विदेश यात्रा करने वाले पर्यटकों और प्रवासी भारतीयों के लिए सुविधा के रूप में देखा जाता रहा है। लेकिन नेपाल दूतावास द्वारा प्रधानमंत्री आपदा राहत कोष में दान के लिए इसे अलीपे और यूनियनपे के साथ सूचीबद्ध करना अलग बात है। यह दर्शाता है कि किसी विदेशी सरकार ने यूपीआई को धन प्राप्त करने के एक वैध और विश्वसनीय माध्यम के रूप में मान्यता दी है।'

PVR INOX LIMITED

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Website: www.pvrinox.com • E-mail: cosec@pvrinox.com • Contact Person: Mr. Murlee Manohar Jain, Company Secretary and Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF PVR INOX LIMITED (THE "COMPANY") FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING STOCK EXCHANGE MECHANISM AS PRESCRIBED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED FROM TIME TO TIME.

This public announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) (the "SEBI Buyback Regulations") and contains the disclosures as specified in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations.

OFFER TO BUYBACK UP TO 20,68,965 (TWENTY LAKH SIXTY EIGHT THOUSAND NINE HUNDRED SIXTY FIVE) FULLY PAID-UP EQUITY SHARES HAVING A FACE VALUE OF ₹ 10/- (INDIAN RUPEES TEN ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF ₹ 1,450/- (INDIAN RUPEES ONE THOUSAND FOUR HUNDRED FIFTY ONLY) PER EQUITY SHARE, PAYABLE IN CASH FOR AN AGGREGATE AMOUNT OF UP TO ₹ 300,00,00,000/- (INDIAN RUPEES THREE HUNDRED CRORES ONLY), ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

1.1. The board of directors of the Company (the "**Board**", which expression shall include any committee constituted and authorized by the Board to exercise its powers), at its meeting held on Monday, August 31, 2026 (the "**Board Meeting**") has, pursuant to the provisions of Article 73 of the Articles of Association of the Company, 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 provisions of the 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 ("**Stock Exchanges**"), Ministry of Corporate Affairs ("**MCA**"), Registrar of Companies ("**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, approved 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, being 2.11% of the total number of Equity Shares in the existing paid-up Equity Share capital of the Company as of March 31, 2026, at a price of ₹ 1,450/- (Indian Rupees One Thousand Four Hundred Fifty only) per Equity Share ("**Buyback Price**"), payable in cash, for an aggregate amount not exceeding ₹ 300,00,00,000/- (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 Companies Act and the SEBI Buyback Regulations, from all the shareholders/ beneficial owners of the Equity Shares of the Company, who hold Equity Shares as on a record date, i.e., Friday, September 4, 2026 ("**Record Date**") (the "**Buyback**").

1.2. In terms of Regulation 5(via) of the SEBI Buyback Regulations, the Board may, till 1 (one) working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size.

1.3. Since the Buyback is less than 10% of the paid-up Equity Share Capital and free reserves of the Company based on both standalone and consolidated financial statements of the Company as per its latest audited financial statements as of March 31, 2026, the approval of the shareholders is not required for the Buyback in terms of the SEBI Buyback Regulations and the Companies Act.

1.4. The Buyback Size represents 4.09% and 4.07% of the aggregate of the fully paid-up Equity Share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as of March 31, 2026, respectively, and is within the statutory limit of upto 10% of the aggregate total paid-up Equity Share capital and free reserves of the Company, based on both standalone and consolidated audited financial statements of the Company as of March 31, 2026, as per applicable provisions of the Companies Act and SEBI Buyback Regulations.

1.5. Under the Companies Act and SEBI Buyback Regulations, the maximum number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total number of Equity Shares in the total paid-up Equity Share capital of the Company as of March 31, 2026. The Company proposes to Buyback up to 20,68,965 (Twenty Lakh Sixty Eight Thousand Nine Hundred Sixty Five) fully paid-up Equity Shares (representing up to 2.11% of the total number of Equity Shares in the existing total paid-up Equity Share capital of the Company as of March 31, 2026), which is within the aforesaid limit of 25% as per the provisions of the Companies Act and Regulation 4(i) of the SEBI Buyback Regulations.

1.6. The Buyback Size does not include any transaction costs viz. brokerage costs, fees, turnover charges, applicable taxes such as securities transaction tax, goods and services 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 and dispatch expenses and other incidental and related expenses, etc. ("**Transaction Costs**").

1.7. The Equity Shares are listed on the Stock Exchanges. The Buyback is being undertaken on a proportionate basis from the equity shareholders/ beneficial owners of the Equity Shares of the Company as on the Record Date ("**Eligible Shareholders**") through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by the SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular bearing reference number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, and SEBI circular SEBI/HO/CFD/PoD-2/CIR/2023/35 dated March 8, 2023, as amended from time to time (collectively, the "**SEBI Circulars**"). In this regard, the Company will request the BSE Limited ("**BSE**") to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, BSE will be the designated stock exchange.

1.8. Participation in the Buyback by Eligible Shareholders may trigger capital gains taxation in India and/or in their country of residence of Eligible Shareholders. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course, the Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.

1.9 A copy of this Public Announcement is available on the Company's website i.e., www.pvrinox.com, the website of the manager to the Buyback i.e., DAM Capital Advisors Limited ("**Manager**"/ "**Manager to the Buyback**") at www.damcapital.in, and is expected to be made available during the period of the Buyback on the website of the SEBI i.e., www.sebi.gov.in and on the website of the Stock Exchanges i.e., www.nseindia.com and www.bseindia.com.

2. NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

2.1. The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning part of surplus funds to the shareholders. The Buyback is an endeavor by the Company to return a portion of its surplus cash to its shareholders in an effective and efficient manner and is expected to improve its earnings per share and return on equity. The Board at its meeting held on Monday, August 31, 2026, considered the accumulated free reserves as well as the cash liquidity reflected in the latest available standalone and consolidated audited financial statements of the Company as on March 31, 2026, and considering these, the Board decided to allocate an amount not exceeding ₹ 300,00,00,000 (Indian Rupees Three Hundred Crores only) excluding the Transaction Costs for distributing as cash to the Eligible Shareholders through the Buyback.

2.2. After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to approve Buyback of not exceeding 20,68,965 (Twenty Lakh Sixty Eight Thousand Nine Hundred Sixty Five) fully paid-up Equity Shares at a price of ₹ 1,450/- (Indian Rupees One Thousand Four Hundred Fifty only) per Equity Share for an aggregate amount not exceeding ₹ 300,00,00,000/- (Indian Rupees Three Hundred Crores only). The Buyback is being undertaken, *inter-alia*, for the following reasons:

(i) The Buyback will help the Company to return part of surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby enhancing the overall returns to shareholders;

(ii) The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve a reservation of up to 15% of the Buyback Size for Small Shareholders (as defined below). The Company believes that this reservation for Small Shareholders would benefit a large number of Company's public shareholders, who would be classified as "Small Shareholders" under the SEBI Buyback Regulations;

(iii) The Buyback would help in improving the Company's return on equity, thereby leading to long term increase in shareholders' value; and

(iv) The Buyback gives the Eligible Shareholders an option to either: (A) participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback; or (B) not participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback offer, without additional investment.

3. MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES & SOURCES OF FUNDS FROM WHICH BUYBACK WILL BE FINANCED

3.1. The maximum amount required for the Buyback will not exceed ₹ 300,00,00,000 (Indian Rupees Three Hundred Crores only) excluding the Transaction Costs.

3.2. The Buyback Size 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 standalone and consolidated audited financial statements of the Company, respectively, as on March 31, 2026 and the same is within the prescribed limit of up to 10% of the aggregate total paid-up Equity Share capital and free reserves of the Company, based on both standalone and consolidated audited financial statements of the Company as of March 31, 2026.

3.3. The funds for the implementation of the proposed Buyback will be available out of the free reserves of the Company and/or securities premium account and/or such other sources of funds or by such mechanisms as may be permitted by applicable law, in accordance with Section 68(1) of the Companies Act and Regulation 4(ix) of the SEBI Buyback Regulations. The Company shall transfer from its free reserves and/ or securities premium account a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and details of such transfer shall be disclosed in its subsequent audited financial statements. The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.

4. BUYBACK PRICE AND BASIS OF ARRIVING AT THE BUYBACK PRICE

4.1. The Equity Shares of the Company are proposed to be bought back at a price of ₹ 1,450/- (Indian Rupees One Thousand Four Hundred Fifty Only) per Equity Share.

4.2. The Buyback Price has been arrived at after considering various factors, including but not limited to, the trends in the volume weighted average prices and the closing price of the Equity Shares on the Stock Exchanges, the performance and growth prospects of the Company, and the possible impact of the Buyback on the Company's earnings per Equity Share and other financial parameters, with the intention of enhancing overall returns to its shareholders.

4.3. The Buyback Price represents a:

(a) premium of 35.39% and 34.33% over the volume weighted average market price of the Equity Shares on National Stock Exchange of India Limited ("**NSE**") and BSE, respectively, for the three months preceding the date of intimation to the Stock Exchanges of the Board Meeting to consider the proposal of the Buyback i.e. Tuesday, August 25, 2026 ("**Intimation Date**").

(b) premium of 20.55% and 20.67% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, for the two weeks preceding the Intimation Date.

(c) premium of 17.71% and 17.76% over the closing price of the Equity Shares on NSE and BSE, respectively, as on Monday, August 24, 2026, being the trading day preceding the Intimation Date.

(d) premium of 17.79% and 17.80% over the closing price of the Equity Shares on NSE and BSE, respectively, as on the Intimation Date.

(e) premium of 20.06% and 20.47% over the closing price of the Equity Shares on NSE and BSE, respectively, as on the Board Meeting i.e., Monday, August 31, 2026, when the Buyback was approved.

5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to Buyback up to 20,68,965 (Twenty Lakh Sixty Eight Thousand Nine Hundred Sixty Five) Equity Shares, representing 2.11% of the total number of Equity Shares in the existing total paid-up Equity Share capital of the Company as of March 31, 2026.

6. DETAILS OF HOLDING AND TRANSACTIONS IN THE EQUITY SHARES BY THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND OTHER DETAILS

6.1. The aggregate shareholding in the Company of the: (i) promoter and the members of the promoter group of the Company (the "**Promoter and Promoter Group**"); and (ii) directors of companies which are a part of Promoter and Promoter Group, as on the date of the Board Meeting (i.e. Monday, August 31, 2026) and this Public Announcement (i.e. Tuesday, September 1, 2026) are as follows:

(i) Aggregate shareholding of the Promoter and Promoter Group and person in control of the Company as on the date of the Board Meeting and this Public Announcement:

Sr. No.	Name of the Shareholder	Number of Equity Shares	% Shareholding
Promoters			
1.	Mr. Pavan Kumar Jain	3,08,992	0.31
2.	Mr. Ajay Kumar Bijli	54,47,205	5.55
3.	Mr. Sanjeev Kumar	41,09,960	4.19
4.	Mr. Siddharth Jain	4,65,589	0.47
5.	GFL Limited	1,58,35,940	16.13
6.	INOX Infrastructure Limited	1,50,174	0.15
Members of the Promoter Group			
1.	Ms. Selena Bijli	3,48,573	0.35
2.	Ms. Nayantara Jain	1,73,000	0.18
3.	Ms. Niharika Bijli	1,84,783	0.19
4.	Mr. Aamer Krishan Bijli	Nil	NA
5.	Ms. Nayana Bijli	Nil	NA
6.	ATC Logistical Solutions Private Limited	9,850	0.01
7.	Ishita Jain	Nil	NA
Total		**2,70,34,066**	**27.53**

(ii) Except as disclosed below, none of the directors of the companies which are a part of the Promoter and Promoter Group hold any Equity Shares in the Company, as on the date of the Board Meeting and the date of the Public Announcement:

Sr. No.	Name of the director	Name of the company forming part of Promoters/ Promoter Group	Number of Equity Shares of the Company	% Shareholding
1.	Mr. Pavan Kumar Jain	1. GFL Limited 2. Inox Infrastructure Limited	3,08,992	0.31
2.	Mr. Siddharth Jain	1. GFL Limited 2. Inox Infrastructure Limited	4,65,589	0.47
3.	Mr. Ajay Kalra	ATC Logistical Solutions Private Limited	14,750	0.02
4.	Mr. Sunil Bhatnagar	ATC Logistical Solutions Private Limited	11,005	0.01
Total			**8,00,336**	**0.82%**

6.2. Except as disclosed below, none of the directors of the Company ("**Directors**") and / or the key managerial personnel of the Company ("**KMPs**") hold any Equity Shares in the Company, as on the date of the Board Meeting and the date of this Public Announcement:

Sr. No.	Name of the Shareholder	Designation	Number of Equity Shares	% Shareholding
1.	Mr. Pavan Kumar Jain	Chairman	3,08,992	0.31
2.	Mr. Ajay Kumar Bijli	Managing Director	54,47,205	5.55
3.	Mr. Sanjeev Kumar	Executive Director	41,09,960	4.19
4.	Mr. Siddharth Jain	Non – Executive Director	4,65,589	0.47
5.	Ms. Renuka Ramnath	Non – Executive Director	2,500	Negligible
6.	Shishir Baijal	Independent Director	15*	Negligible
7.	Mr. Gaurav Sharma	Chief Financial Officer	60	Negligible
8.	Mr. Murlee Manohar Jain	Company Secretary & Compliance Officer	1	Negligible
Total			**1,03,34,322**	**10.52**

**The shares are jointly held in the name of Mrs. Sadna Baijal and Shishir Baijal*

6.3. The aggregate Employee Stock Options of the Company ("**ESOPs**") held by the Directors and KMPs, as on the date of the Board Meeting and the date of this Public Announcement:

Sr. No.	Name	Category	Type of Incentive	Unvested	Vested but not exercised
1.	Mr. Gaurav Sharma	Chief Financial Officer	ESOP(s)	Nil	16,668
2.	Mr. Murlee Manohar Jain	Company Secretary & Compliance Officer	ESOP(s)	4,000	2,000
Total				**4,000**	**18,668**

6.4. Aggregate shares purchased or sold by the Promoter and Promoter Group, persons in control, directors of companies which are a part of the Promoter and Promoter Group of the Company during a period of 6 (six) months preceding the date of the Board Meeting and this Public Announcement:

(i) Aggregate shares purchased or sold by the Promoter and Promoter Group and persons who are in control: Nil

(ii) Aggregate shares purchased or sold by the directors of companies which are part of the Promoter and Promoter Group: Nil

7. INTENTION OF THE PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK

7.1. In terms of the SEBI Buyback Regulations, under the tender offer route, the promoters, members of the promoter group and persons in control of the Company have the option to participate in the Buyback. In this regard, the following Promoter and Promoter Group of the Company (who are the persons in control) have expressed their intention vide letters dated Monday, August 31, 2026, to participate in the Buyback and tender up to an aggregate of 5,69,584 (Five Lakh Sixty Nine Thousand Five Hundred Eighty Four) Equity Shares as mentioned in the table below or such lower number of Equity Shares in compliance with the SEBI Buyback Regulations/ terms of the Buyback:

Sr. No.	Promoter/Member of the Promoter Group	Number of Equity Shares held	Maximum number of Equity Shares intended to tender
1.	GFL Limited	1,58,35,940	3,33,646
2.	Ajay Kumar Bijli	54,47,205	1,14,767
3.	Sanjeev Kumar	41,09,960	86,593
4.	Siddharth Jain	4,65,589	9,810
5.	Selena Bijli	3,48,573	7,345
6.	Pavan Kumar Jain	3,08,992	6,511
7.	Niharika Bijli	1,84,783	3,894
8.	Nayantara Jain	1,73,000	3,645
9.	INOX Infrastructure Limited	1,50,174	3,165
10.	ATC Logistical Solutions Private Limited	9,850	208
	Total	**2,70,34,066**	**5,69,584**

7.2. The details of the date and price of acquisition/ sale of the Equity Shares by the members of the Promoter and Promoter Group and persons in control of the Company who intend to participate in the Buyback are set out below:

(i) Ajay Kumar Bijli

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
Not Available	Purchase	18,172	10	180.00	32,70,960
07-Jul-2008	Purchase	17,500	10	178.90	31,30,750
10-Jul-2008	Purchase	13,000	10	177.93	23,13,090
14-Jul-2008	Purchase	2,900	10	177.93	5,15,997
15-Jul-2008	Purchase	1,920	10	170.33	3,27,034
16-Jul-2008	Purchase	4,200	10	170.33	7,15,386
21-Jul-2008	Purchase	230	10	176.00	40,480
22-Jul-2008	Purchase	45,000	10	176.00	79,20,000
06-Sep-2010	Pursuant to Scheme of Amalgamation between Leisure World Private Limited and PVR Limited	14,51,752	10	165.00	-
08-Sep-2010	Purchase	15,613	10	113.16	17,66,834
11-Jan-2013	Preferential Allotment	6,93,878	10	245.00	17,00,00,000
09-Jul-2014	Purchase	18,296	10	641.73	1,17,41,092
10-Jul-2014	Purchase	1,500	10	636.78	9,55,170
11-Jul-2014	Purchase	4,699	10	621.49	29,20,382
14-Jul-2014	Purchase	27,595	10	620.12	1,71,12,211
01-Aug-2014	Purchase	13,988	10	610.62	85,41,353
04-Aug-2014	Purchase	4,016	10	611.69	24,56,547
05-Aug-2014	Purchase	38	10	616.99	23,446
26-Sep-2014	Purchase	22,352	10	705.79	1,57,75,818
20-Sep-2016	Pursuant to Scheme of Amalgamation between Bijli Holdings Private Limited and PVR Limited	62,19,719	10	24.72	-
12-Mar-2018	Purchase	1,50,000	10	1,319.00	19,78,50,000
30-Jul-2019	Purchase	2,800	10	1,584.50	44,36,600
30-Jul-2019	Purchase	25,160	10	1,584.00	3,98,53,440
30-Jul-2019	Purchase	40	10	1,580.00	63,200
22-Oct-2019	Purchase	25,000	10	1,810.50	4,52,62,500
05-Mar-2020	Purchase	10,000	10	1,663.35	1,66,33,544
06-Mar-2020	Purchase	20,000	10	1,627.41	3,25,48,117
09-Mar-2020	Purchase	11,898	10	1,543.32	1,83,62,425
12-Mar-2020	Purchase	3,600	10	1,367.42	49,22,711
31-Mar-2020	Purchase	4,100	10	1,188.04	48,70,978
07-Aug-2020	Right Issue	4,74,309	10	784.00	37,18,58,256
01-Nov-2013	Sale	(4,00,000)	10	585.00	(23,40,00,000)
24-Mar-2015	Gift	(7,00,000)	10	-	-
14-Dec-2015	Sale	(51,000)	10	777.78	(3,96,66,780)

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
09-Mar-2016	Sale	(50,000)	10	710.97	(3,55,48,500)
30-Mar-2016	Sale	(9,806)	10	733.07	(71,88,484)
31-Mar-2016	Sale	(19,406)	10	733.39	(1,42,32,166)
01-Apr-2016	Sale	(13,401)	10	735.83	(98,60,858)
06-Apr-2016	Sale	(1,587)	10	738.88	(11,72,603)
12-Apr-2016	Sale	(20,000)	10	768.30	(1,53,66,000)
12-May-2016	Sale	(15,000)	10	837.72	(1,25,65,800)
13-May-2016	Sale	(20,000)	10	844.44	(1,68,88,800)
17-Jun-2016	Sale	(2,427)	10	957.25	(23,23,246)
21-Jun-2016	Sale	(5,000)	10	957.25	(47,86,250)
22-Jun-2016	Sale	(3,701)	10	957.25	(35,42,782)
23-Jun-2016	Sale	(15)	10	960.60	(14,409)
27-Jun-2016	Sale	(94)	10	957.15	(89,972)
28-Jun-2016	Sale	(1,133)	10	963.70	(10,91,872)
29-Jun-2016	Sale	(18,500)	10	979.75	(1,81,25,375)
18-Jan-2017	Sale	(19,85,000)	10	1,303.90	(2,58,82,41,500)
04-Aug-2021	Gift	(2,15,000)	10		-
20-Aug-2024	Sale	(3,25,000)	10	1,500.21	(48,75,67,432)

(ii) Sanjeev Kumar

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
02-Dec-2008	Purchase	4,000	10	60.18	2,40,720
03-Dec-2008	Purchase	6,000	10	62.92	3,77,520
06-Sep-2010	Purchase	7,600	10	165.00	12,54,000
11-Jan-2013	Preferential Allotment	3,26,531	10	245.00	8,00,00,030
20-Sep-2016	Pursuant to Scheme of Amalgamation between Bijli Holdings Private Limited and PVR Limited	38,12,086	10	24.72	-
12-Mar-2020	Purchase	7,200	10	1,384.46	99,68,084
18-Mar-2020	Purchase	4,150	10	1,205.95	50,04,702
31-Mar-2020	Purchase	4,100	10	1,188.04	48,70,978
07-Aug-2020	Right Issue	3,42,608	10	784.00	26,86,04,672
06-Dec-2021	Purchase	2,500	10	1,360.15	34,00,377
20-Dec-2021	Purchase	3,000	10	1,278.29	38,34,862
16-Jun-2022	Purchase	2,620	10	1,754.77	45,97,500
25-May-2023	Purchase	5,000	10	1,361.50	68,07,500
20-Feb-2025	Purchase	9,890	10	1,010.16	99,90,468
23-Dec-2013	Sale	(5,000)	10	636.76	(31,83,821)
26-Dec-2013	Sale	(1,380)	10	626.41	(8,64,439)
27-Dec-2013	Sale	(5,000)	10	622.02	(31,10,079)
02-Jan-2014	Sale	(6,220)	10	636.89	(39,61,446)
15-Jan-2014	Sale	(11,112)	10	591.58	(65,73,634)
17-Jan-2014	Sale	(17,734)	10	588.05	(1,04,28,441)
20-Jan-2014	Sale	(879)	10	574.10	(5,04,637)
21-Jan-2014	Sale	(5,000)	10	574.13	(28,70,630)
22-Jan-2014	Sale	(25,000)	10	584.13	(1,46,03,363)
18-Jan-2017	Sale	(3,50,000)	10	1,303.90	(45,63,65,000)

(iii) Selena Bijli

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
06-Sep-2010	Purchase	608	10	165.00	1,00,320
24-Mar-2015	Gifted	2,00,000	10	165.00	-
29-Mar-2017	Purchase	47,000	10	1,443.15	6,78,27,958
07-Aug-2020	Right Issue	14,715	10	784.00	1,15,36,560
29-Dec-2022	Purchase	3,000	10	1,685.77	50,57,309
30-Dec-2022	Purchase	2,000	10	1,720.56	34,41,110
28-Dec-2023	Purchase	23,000	10	1,667.63	3,83,55,404
18-Mar-2024	Purchase	35,000	10	1,314.85	4,60,19,799
14-Feb-2025	Purchase	19,250	10	1,020.17	1,96,38,305
19-Mar-2025	Purchase	23,000	10	965.39	2,22,03,954
20-Mar-2025	Purchase	31,000	10	981.41	3,04,23,636
09-Mar-2016	Sale	(50,000)	10	710.97	(3,55,48,500)

(iv) Niharika Bijli

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
17-Mar-2022	Purchase	1,84,783	10	1,701.95	31,44,91,427

(v) ATC Logistical Solutions Private Limited

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
25-Feb-2025	Purchase	9,850	10	995.25	98,03,259.80

(vi) Pavan Kumar Jain

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
07-Mar-2023	Pursuant to Scheme of Amalgamation	2,15,992	10	NA	-

(vii) Siddharth Jain

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
07-Mar-2023	Pursuant to Scheme of Amalgamation of Inox Leisure Ltd with PVR Limited	2,82,589	10	NA	-

(viii) Nayantara Jain

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
07-Mar-2023	Pursuant to Scheme of Amalgamation of Inox Leisure Ltd with PVR Limited	33,000	10	NA	-

(ix) Inox Infrastructure Limited

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
07-Mar-2023	Pursuant to Scheme of Amalgamation of Inox Leisure Ltd with PVR Limited	1,50,174	10	NA	-

(x) GFL Limited

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (INR)	Issue/ Acquisition Price (INR)	Consideration
07-Mar-2023	Pursuant to Scheme of Amalgamation of Inox Leisure Ltd with PVR Limited	2,55,00,000	10	NA	-

7.4. The Buyback will not result in any benefit to the Promoter and Promoter Group or any Directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the Equity Share capital of the Company post Buyback. Any change in voting rights of the Promoters and Promoter Group pursuant to completion of Buyback will not result in any change in control over the Company.

8. NO DEFAULTS

The Company confirms that there are no defaults 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.

9. CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

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 of the Board Meeting approving the Buyback, 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 date of the Board Meeting, having regard to the Board's intention 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;

(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).

10. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE SEBI BUYBACK REGULATIONS AND THE COMPANIES ACT

(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 issue till the expiry of the Buyback Period i.e., the period commencing from the date of the Board Meeting approving the Buyback i.e., Monday, August 31, 2026, until the date on which the payment of consideration to the Eligible Shareholders who have accepted the Buyback offer will be made ("**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. As on the date of this Public Announcement, the Company has 5,48,339 (Five Lakh Forty Eight Thousand Three Hundred Thirty Nine) ESOPs, which the Company may honour under its ESOP schemes. Further, there is no potential impact of subsisting obligations;

(iii) 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 or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares 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;

(iv) the Company, as per the 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;

(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 has not completed a buyback of any of its securities during the period of 1 (one) year reckoned from the date of expiry of buyback period of the preceding offer of buyback;

(vii) 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;

(viii) the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable;

(ix) 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;

(x) the aggregate maximum amount of the Buyback i.e. ₹ 300,00,00,000/- (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;

(xi) 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 balance sheet as at March 31, 2026;

(xii) there are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act involving the Company, as on date of this Public Announcement;

(xiii) the Company shall not withdraw the Buyback offer after this Public Announcement;

(xiv) the consideration for the Buyback shall be paid by the Company only in cash;

(xv) 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;

(xvi) 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;

(xvii) the Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares;

(xviii) 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;

(xix) the public shareholding post Buyback shall not fall below the minimum public shareholding requirements as per Regulation 38 of the Listing Regulations;

(xx) the Company has been in compliance with the provisions of 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 ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up Equity Share capital and free reserves based on both, audited standalone or consolidated financial statements of the Company as on March 31, 2026, whichever sets out a lower amount;

(xxiii) 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;

(xxiv) the Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges;

(xxv) the Buyback shall be completed within a period of 1 (one) year from the date of the Board Meeting approving the Buyback;

(xxvi) as per Regulation 24(i)(e) of the SEBI Buyback Regulations, the Promoters and Promoter Group, and their associates, 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 the Board Meeting till the closing of the Buyback offer;

(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 the Board Meeting till the closing of the Buyback offer;

(xxviii) 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; and

(xxix) 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.

11. REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated August 31, 2026 received from S.R. Batliboi & Co. LLP, the statutory auditor of the Company addressed to the Board of the Company is reproduced below:

Quote

Independent Auditor's Report on the proposed buy back of equity shares pursuant to the requirements of Section 68(2)(b) of the Companies Act, 2013 and Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as amended

The Board of Directors

PVR INOX Limited

Block A, 4th Floor, Building No. 9A

DLF Cyber City, Phase III

Gurugram - 122002

1. This Report is issued in accordance with the terms of our service scope letter dated August 27, 2026, and master engagement agreement July 21, 2022, with PVR INOX Limited (hereinafter the "Company").

2. The proposal of the Company to buy back its equity shares in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("the SEBI Buyback Regulations") has been approved by the Board of Directors of the Company in their meeting held on August 31, 2026. The Company has prepared the attached "Statement of determination of the amount of permissible capital payment for proposed buyback of equity shares" (the "Statement") which we have initialed for identification purposes only.

Board of Directors Responsibility

3. The preparation of the Statement is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

4. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of meeting of the Board of Directors of the Company (i.e. August 31, 2026). The Board of Directors are also responsible for ensuring that the Company complies with the requirements of the Act and SEBI Buyback Regulations.

Auditor's Responsibility

5. Pursuant to the requirements of the Act and SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance that:

(i) Whether we have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended March 31, 2026;

(ii) Whether the amount of permissible capital payment for the proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2)(b) of the Act and proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations;

(iii) Whether the Board of Directors have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of meeting of the Board of Directors of the Company (i.e. August 31, 2026).

6. The audited standalone and consolidated financial statements, referred to in paragraph 5(i) above, have been audited by us on which we issued an unmodified audit opinion vide our reports dated May 11, 2026. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

9. Our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial results of the Company taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial results, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such opinion.

10. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the applicable criteria mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the applicable criteria. Our procedures included the following in relation to the Statement:

i) We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for the year ended March 31, 2026. We have obtained and read the audited standalone and consolidated financial statements for the year ended March 31, 2026 including the unmodified audit opinions dated May 11, 2026;

ii) Read the Articles of Association of the Company and noted the permissibility of buyback;

iii) Traced the amounts of paid-up equity share capital, retained earnings, securities premium and general reserves as mentioned in Statement from the audited standalone and consolidated financial statements for the year ended March 31, 2026;

iv) Obtained the minutes of the meeting of the Board of Directors in which the proposed buy-back was approved and compared the buy-back amount with the permissible limit computed in accordance with section 68(2)(b) of the Act and proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations detailed in the Statement;

v) Obtained the minutes of the meeting of the Board of Directors in which the proposed buy-back was approved and read that the Board of Directors had formed the opinion as specified in SEBI Buyback Regulations on reasonable grounds that the Company, having regard to the state of affairs, will not be rendered insolvent within a period of one year from the date of meeting of the Board of Directors of the Company (i.e. August 31, 2026);

vi) Verified the arithmetical accuracy of the amounts mentioned in the Statement; and

vii) Obtained necessary representations from the management of the Company.

Opinion

11. Based on our examination as above, and the information and explanations given to us, we report that:

(i) We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended March 31, 2026;

(ii) The amount of permissible capital payment for proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2)(b) of the Act and proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations;

(iii) the Board of Directors have formed the opinion as specified in clause (x) of Schedule I of the SEBI Buyback Regulations on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of meeting of the Board of Directors of the Company (i.e. August 31, 2026).

Restriction on Use

12. The Report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of Section 68(2)(b) of the Act read with Clause (xi) of Schedule I of SEBI Buyback Regulations solely to enable them to (a) include it in the public announcement to be made to the Shareholders of the Company, (b) include it in the letter of offer to be filed with the Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies the National Securities Depository Limited and the Central Depository Securities (India) Limited, (c) share it with the merchant banker appointed by the Company, for onward submission of this report to SEBI and the stock exchanges and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **S.R. Batliboi & CO. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Gaurav Kumar Gupta

Partner

Membership Number: 509101

UDIN 26509101SJKLUT8274

Place of Signature: New Delhi
Date: August 31, 2026

Annexure A

Statement of determination of the amount of permissible capital payment for proposed buyback of equity shares ("the Statement") in accordance with provisions of Sections 68(2)(b) of the Companies Act, 2013, as amended, and Regulations 5(i)(b) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "SEBI Buyback Regulations"), based on the audited standalone financial statements and audited consolidated financial statements as at and for the year ended March 31, 2026

(INR in millions)

Particulars	Standalone	Consolidated
Paid up equity share capital (98,199,962 equity shares of ₹10/- each) *	982	982
Free reserves # :		
Retained earnings *	(14,243)	(13,825)
General reserve *	403	404
Securities premium *	86,176	86,176
Total paid up equity capital and free reserves (including securities premium) as at March 31, 2026	**73,318**	**73,737**
Maximum amount permissible for buy-back under provisions of Sections 68(2)(b) of the Companies Act, 2013, as amended, read with Regulations 5(i)(b) of SEBI Buyback Regulations {10% of the total paid up equity share capital and free reserves (including securities premium)}	7,332	7,374
Maximum amount permitted by Board Resolution dated August 31, 2026 approving buy-back, based on the audited accounts as at March 31, 2026		3,000

Free reserves are as per sub clause 43 of Section 2 and explanation II to Section 68 of the Companies Act, 2013, as amended.

* The amounts have been extracted from the audited standalone and consolidated financial statements of the Company as at and for the year ended March 31, 2026.

For and on behalf of Board of Directors of
PVR INOX Limited

Gaurav Sharma
Chief Financial Officer

Place: Gurugram
Date: August 31, 2026

Unquote

12. RECORD DATE AND SHAREHOLDER ENTITLEMENT

12.1. As required under the SEBI Buyback Regulations, the Company has fixed Friday, September 4, 2026 as the Record Date for the purpose of determining the entitlement and the names of the shareholders, who are eligible to participate in the Buyback. The tender period for the Buyback offer will commence from Thursday, September 10, 2026, i.e., not later than 4 (four) working days from the Record Date, and shall remain open for a period of 5 (five) working days, i.e., until Thursday, September 17, 2026 ("**Tendering Period**").

12.2. As per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, each Eligible Shareholder will receive a letter of offer in relation to the Buyback ("**Letter of Offer**") along with a tender form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback.

12.3. In accordance with the SEBI Buyback Regulations, the dispatch of the Letter of Offer shall be through electronic mode only, within 2 (two) working days from the Record Date. If an Eligible Shareholder requests a physical copy of the Letter of Offer, such shareholder may submit a request to the Company or KFin Technologies Limited, the Registrar to the Buyback ("**Registrar**"/ "**Registrar to the Buyback**"). Upon receipt of such request, a physical copy of the Letter of Offer shall be provided to the Eligible Shareholder.

12.4. The Equity Shares to be bought back as a part of the Buyback are divided into 2 (two) categories:

(i) Reserved category for Small Shareholders (defined hereinafter); and

(ii) General category for all other Eligible Shareholders.

12.5. As defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "small shareholder" is a shareholder who holds equity shares having market value, on the basis of closing price on the stock exchange having highest trading volume as on the Record Date, of not more than ₹ 2,00,000/- (Indian Rupees Two Lakhs only).

12.6. In accordance with the proviso to Regulation 6 of the SEBI Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buyback or such number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback. The Company believes that this reservation for Small Shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholder".

12.7. Based on the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder including Small Shareholders to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs. The final number of Equity Shares which the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Since the Promoters and Promoter Group and persons in control of the Company have declared their intention to participate in the Buyback, the Equity Shares held by them shall be considered for the purposes of computing the entitlement ratio, in accordance with the proviso to Regulation 4(iv)(a) of the SEBI Buyback Regulations.

12.8. In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios does not receive a higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares held by such Eligible Shareholder with a common Permanent Account Number ("**PAN**") for determining the category (Small Shareholder or General Category) and their entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical, the Company will club together the Equity Shares held in such cases. Similarly, in case of physical shareholder where PAN is not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds, trusts, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN will not to be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prepared by the registrar and transfer agent to the Buyback ("**Registrar**") as per the shareholder records received from the depositories.

12.9. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.

12.10. The participation of Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders holding Equity Shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

12.11. The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholders hold Equity Shares through multiple demat accounts, the tender through demat account cannot exceed the number of Equity Shares held in that demat account.

12.12. The Buyback from shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indian, etc., shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed there under, and such approvals shall be required to be taken by such non-resident shareholders.

12.13. The Equity Shares tendered as per the entitlement by the Eligible Shareholder as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the SEBI Buyback Regulations. The settlement of tenders under the Buyback will be done using the "Mechanisms for acquisition of shares through Stock Exchange" notified by SEBI Circulars. If the Buy-back entitlement for any Eligible Shareholder is not a round number (i.e. not a multiple of 1 (one) Equity Share), then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback. The Small Shareholders whose entitlement would be less than 1 (one) Equity Share may tender additional Equity Shares as part of the Buyback and will be given preference in the acceptance of 1 (one) Equity Share, if such Small Shareholders have tendered for additional Equity Shares.

12.14. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent through email along with the tender form in due course to the shareholders holding Equity Shares of the Company as on the Record Date, who have their email IDs registered with the Company/Registrar and transfer agent/ depository.

13. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

13.1. The Buyback is open to all Eligible Shareholders/beneficial shareholders of the Company holding Equity Shares either in physical or dematerialised form, as on the Record Date.

13.2. The Buyback shall be implemented using the "*Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting*' in accordance with the SEBI Circulars ("**Stock Exchange Mechanism**"), and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board, on such terms and conditions as may be permitted by law from time to time.

13.3. For implementation of the Buyback, the Company has appointed DAM Capital Advisors Limited as the registered broker to the Company (the "Company's Broker") to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

DAM CAPITAL

DAM Capital Advisors Limited
Altimus 2202, Level 22, Pandurang Budhkar Marg, Worli,
Mumbai 400 018, Maharashtra, India
Tel: +91 22 4202 2500
E-mail: rajesh@damcapital.in
Website: www.damcapital.in
Contact Person: Rajesh Tekadiwala
CIN: L99999MH1993PLC071865
SEBI Registration Number: INZ000207137
Validity Period: Permanent

13.4. The Company will request the Stock Exchanges to provide a separate acquisition window ("**Acquisition Window**") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. BSE will be the designated stock exchange for the purpose of this Buyback. The details of the Acquisition Window will be specified by the Stock Exchanges from time to time.

13.5. During the Tendering Period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers ("**Stock Broker(s)**") during normal trading hours of the secondary market. The Stock Brokers may enter orders for Equity Shares held in dematerialised form as well as physical form.

13.6. Eligible Shareholders will have to tender their Equity Shares from the same demat account in which they were holding such Equity Shares as on the Record Date, and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any change in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buyback and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buyback. The Board will have the authority to decide such final allocation in case of non-receipt of sufficient proof by such Eligible Shareholder.

13.7. In the event the Stock Brokers of any Eligible Shareholder is not registered with BSE as a trading member/stock broker, then that Eligible Shareholder can approach any BSE registered stock broker and can register themselves by using quick unique client code ("**UCC**") facility through the BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE registered broker, Eligible Shareholders may approach Company's Broker i.e., DAM Capital Advisors Limited to place their bids, subject to completion of know your customer requirements as required by the Company's Broker.

13.8. Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the Tendering Period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.

13.9. The cumulative quantity tendered shall be made available on the website of the Stock Exchanges at www.bseindia.com and www.nseindia.com throughout the trading session and will be updated at specific intervals during the Tendering Period.

13.10. Further, the Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court/ any other competent authority for transfer/ sale and/or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

13.11. In accordance with Regulation 24(v) of the SEBI Buyback Regulations, the Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable.

13.12. The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income-tax Act, 2025 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/ provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.

13.13. The reporting requirements for non-resident shareholders under the Foreign Exchange Management Act, 1999, as amended, and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/ or the Stock Broker through which the Eligible Shareholder places the bid.

13.14. Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialized form:

i. Eligible Shareholders who desire to tender their Equity Shares in dematerialized form under the Buyback would have to do so through their respective Stock Broker by indicating the details of Equity Shares they intend to tender under the Buyback.

ii. The Stock Broker would be required to place an order/ bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the BSE. For further details, Eligible Shareholders may refer to the circulars issued by the Stock Exchanges and Indian Clearing Corporation Limited (collectively referred to as the **"Clearing Corporation")**.

iii. The relevant details including the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the BSE and/or the Clearing Corporation.

iv. The lien shall be marked by the Stock Broker in the demat account of the Eligible Shareholder for the Equity Shares tendered in the Buyback. The details of the shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to the Clearing Corporation.

v. In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and Clearing Corporation account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the shareholders demat account at the source depository during the Tendering Period. Inter Depository Tender Offer ("**IDT**") instruction shall be initiated by the Eligible Shareholder at source depository to clearing member pool/ Clearing Corporation account at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholders demat account shall be provided by the target depository to the Clearing Corporation.

vi. For orders placed with respect to dematerialised Equity Shares, by clearing members entities who have been allocated a custodian participant code by the Clearing Corporation, early pay-in is mandatory prior to confirmation of order/ bid by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

vii. Upon placing the bid, the Stock Broker shall provide a Transaction Registration Slip ("**TRS**") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/ bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.

viii. It is clarified that in case of dematerialised Equity Shares, submission of the tender form and TRS to the Registrar is not required After the receipt of the demat Equity Shares by the Clearing Corporations and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.

ix. The Eligible Shareholders will have to ensure that they keep the depository participant ("**DP**") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any Equity Shares are tendered to Clearing Corporation, excess dematerialized Equity Shares or unaccepted dematerialized Equity Shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the security transfer instruction is rejected in the depository system, due to any issue then such shares will be transferred to the shareholder broker's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be refunded to the respective custodian depository pool account.

x. Eligible Shareholders who have tendered their demat shares in the Buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not limited to): (a) duly attested power of attorney, if any person other than the Eligible Shareholder has signed the tender form; (b) duly attested death certificate and succession certificate/legal heirship certificate, in case any Eligible Shareholder is deceased, or court approved scheme of merger/amalgamation for a company; and (c) in case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolution).

xi. In case the Equity Shares are held on repatriation basis, the Eligible Shareholder, being a non-resident shareholder, should obtain and enclose a letter from its authorised dealer/ bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a non-resident shareholder, is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis, and in that case, the Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback.

13.15. Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form:

In accordance with SEBI Circular dated July 31, 2020 (Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144), Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations.

i. Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be required to approach their respective Stock Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (a) the tender form duly signed by all Eligible Shareholders (in case the Equity Shares are in joint names, in the same order in which they hold the Equity Shares), (b) original Equity Share certificate(s), (c) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (d) duly filled Form ISR-4 by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company, (e) latest Client Master List of the demat account, not older than 2 (two) months and duly attested by the DP and duly filled in demat conversion request form (DCRF) along with the service request to process transfer of balance unaccepted shares, (f) self-attested copy of the Eligible Shareholder's PAN Card(s), (g) any other relevant documents such as, but not limited to, duly attested power of attorney, corporate authorization (including board / shareholder resolution and specimen signature), notarized copy of death certificate and succession certificate/legal heirship certificate or probated will, if the original Eligible Shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.

ii. Based on aforesaid documents, the concerned Stock Broker shall place an order/ bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the Acquisition Window of Stock Exchanges. Upon placing the bid, the Stock Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of order submitted like folio no., Equity Share certificate no., distinctive no., number of Equity Shares tendered etc.

iii. Any Shareholder's Stock Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original Equity Share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e. KFin Technologies Limited, at the address mentioned at paragraph 16 below, on or before the Buyback closing date. The envelope should be super scribed as "**PVR INOX Limited – Buyback Offer 2026**". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Stock Broker/Eligible Shareholders.

iv. The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, BSE shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids'.

v. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

vi. An unregistered shareholder holding physical shares may also tender his/ her Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in his / her name, along with the offer form, copy of his/ her PAN card and of the person from whom he / she has purchased shares and other relevant documents as required for transfer, if any.

14. METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

i. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

ii. The Company will pay consideration pertaining to the Buyback to the Company Broker who will transfer the funds to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds pay-out to the respective Eligible Shareholder's bank account linked to its demat account. If any Eligible Shareholder's bank account details are not available or if the funds transfer instruction is rejected by the RBI or relevant bank, due to any reasons, then the amount payable to the concerned Eligible Shareholders will be transferred to the settlement account of the Stock Broker for onward transfer to such Eligible Shareholders.

iii. Details in respect of Eligible Shareholder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.

iv. In case of certain shareholders viz., NRIs, non-residents, foreign clients etc. (where there are specific regulatory requirements pertaining to funds pay out including those prescribed by the RBI) who do not opt to settle through custodians, the funds pay out would be given to their respective Stock Broker's settlement accounts for releasing the same to such Eligible Shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds pay out pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchanges and the Clearing Corporation from time to time.

v. In the case the demat account of the Eligible Shareholders is held with one depository and the clearing member pool/ Clearing Corporation account is held with another depository, the Clearing Corporation that holds the clearing member pool and Clearing Corporation account of the Eligible Shareholder will cancel the excess or unaccepted shares in the depository that holds the demat account. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing

Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted blocked shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from Eligible Shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.

vi. In relation to the physical Equity Shares:

(a) The funds pay-out would be given to the respective Stock Broker's settlement accounts for releasing the same to the respective Eligible Shareholder's account.

(b) If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificates would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholder' sole risk. The Company also encourages Eligible Shareholders holding Equity Shares in physical form to dematerialize their physical shares.

(c) In relation to the Equity Shares held in physical form, the Registrar/ Company shall verify and process the service requests and thereafter issue securities to the securities holder/ claimant in dematerialized form, directly in the demat account of the securities holder/ claimant, within 30 (thirty) days of its receipt of such request after removing objections, if any. After verifying and processing the request, the Registrar/ Company shall initiate the demat conversion request in the depository system for direct credit of securities in the demat account of the security holder/ claimant. Post confirmation of the demat conversion request, the depositories/ Registrar/ Company shall send an intimation to the security holder/ claimant regarding successful dematerialization of the securities. The Registrar and Transfer Agent of the Company shall retain the physical securities as per the existing procedure and deface the share certificate with a stamp "Securities issued in dematerialized form" on the face/ reverse of the share certificate, subsequent to processing of service request.

vii. The Equity Shares bought back in the dematerialised form would be transferred directly to the escrow account of the Company opened for the Buyback (the "**Company Demat Escrow Account**") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.

viii. The Stock Broker would issue a contract note to their respective Eligible Shareholders for the Equity Shares accepted under the Buyback. The Company's Broker would issue a contract note to the Company for the Equity Shares accepted under the Buyback.

ix. Eligible Shareholders who intend to participate in the Buyback should consult their respective Stock Broker for details of and for payment to them of any cost, charges and expenses (including brokerage), applicable taxes etc that may be levied by the Stock Broker upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company and the Manager to the Buyback accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Eligible Shareholders.

x. The Equity Shares accepted, bought and lying to the credit of the Company Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

15. COMPLIANCE OFFICER

The Company has appointed Mr. Murlee Manohar Jain, Company Secretary as the Compliance Officer for the purpose of the Buyback ("**Compliance Officer**"). Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10:00 a.m. (IST) to 6:00 p.m. (IST) on any day except Saturday, Sunday and public holidays, at the following address:

Mr. Murlee Manohar Jain
Company Secretary and Compliance Officer
Block A, 4th Floor, Building No. 9A,
DLF Cyber City, Phase III,
Gurugram, Haryana, 122002
Tel: +91 9871712775
Email: murlee.jain@pvrinox.com
Website: www.pvrinox.com

16. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may also contact Kfin Technologies Limited, the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 9.30 a.m. (IST) to 5.30 p.m. (IST) at the following address:

KFINTECH
EXPERIENCE TRANSFORMATION

KFin Technologies Limited
Address: Selenium, Tower B, Plot No-31 and 32,
Financial District, Nanakramguda, Serilingampally,
Hyderabad, Rangareddy 500 032, Telangana, India
Contact Person: Mr. M. Murali Krishna
Tel. No.: +91 40 6716 2222/ 79611000
Toll Free No.: 18003094001
Email: pvrinox.buyback@kfintech.com
Website: www.kfintech.com
Investor Grievance E-mail: einward.ris@kfintech.com
SEBI Registration Number: INR000000221
Validity Period: Permanent Registration
CIN: L72400MH2017PLC444072

17. MANAGER TO THE BUYBACK

DAM CAPITAL

DAM Capital Advisors Limited
Altimus 2202, Level 22
Pandurang Budhkar Marg, Worli
Mumbai 400 018, Maharashtra, India
Tel: +91 22 4202 2500
E-mail: pvrinox buyback2026@damcapital.in
Website: www.damcapital.in
Contact Person: Aanchal Wagle/ Puneet Agnihotri
SEBI Registration Number: MB/INM000011336
Validity Period: Permanent
CIN: L99999MH1993PLC071865

18. DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts responsibility for all the information contained in this Public Announcement and confirms that the information in such documents contain true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of
PVR INOX Limited

Sd/-	Sd/-	Sd/-
Ajay Kumar Bijli	**Sanjeev Kumar**	**Murlee Manohar Jain**
Managing Director	Executive Director	**Company Secretary and Compliance Officer**
DIN:00531142	**DIN:**00208173	**Membership No.:** F9598

Date: September 1, 2026
Place: Gurugram

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डब्ल्युएसएफएक्स ग्लोबल पे लिमिटेड

GlobalPay

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फोन : +९१ २२ ६२७०९६०० ई-मेल: info@wsfxglobalpay.com
वेबसाईट : www.wsfxglobalpay.com, सीआयएन क्र. एल९९९९९एमएच१९८६पीएलसी०३९६६०

३९वी वार्षिक सर्वसाधारण सभा, दूरस्थ ई-मतदान आणि अभिलेख तारखेची सूचना

सूचना याद्वारे देण्यात येते की, **डब्ल्युएसएफएक्स ग्लोबल पे लिमिटेड ("कंपनी") ची ३९वी वार्षिक सर्वसाधारण सभा** ('एजीएम') ही कंपनी अधिनियम, २०१३, सेबी (लिस्टिंग ऑब्लिगेशन्स अॅण्ड डिस्क्लोजर रिक्वायरमेंट्स) रेग्युलेशन्स, २०१५ ('लिस्टिंग रेग्युलेशन्स') आणि लागू निगम व्यवहार मंत्रालय ('एमसीए')/सेबी सर्क्युलर्सच्या लागू तरतुदींच्या अनुपालनात एजीएमला बोलाविणाऱ्या सूचनेत नमुद केलेले कामकाज करण्यासाठी व्हिडिओ कॉन्फरन्सिंग ("व्हीसी")/अदर ऑडिओ व्हिज्युअल मिन्स ("ओएव्हिएम") मार्फत **बुधवार, २३ सप्टेंबर, २०२६ रोजी दु. ०३.३० वा.** भाप्रवे घेण्यात येणार आहे.

एजीएमची सूचना आणि आर्थिक वर्ष २०२५-२६ करिता वार्षिक अहवाल कंपनीची वेबसाईट www.wsfxglobalpay.com, बीएसई लिमिटेडची www.bseindia.com आणि एनएसडीएलची www.evoting.nsdl.com वर उपलब्ध आहे.

वार्षिक अहवाल आणि एजीएमची सूचना पाठविणे:

लागू एमसीए सर्क्युलर्स आणि लिस्टिंग रेग्युलेशन्सच्या रेग्युलेशन ३६च्या अनुपालनात आर्थिक वर्ष २०२५-२६ साठीच्या एजीएमची सूचना आणि वार्षिक अहवाल हा कंपनी/आरटीए/डिपॉझिटरी पार्टिसिपंट्सकडे ई-मेल पत्ते नोंदविलेल्या सभासदांना १ सप्टेंबर, २०२६ रोजी इलेक्ट्रॉनिकली पाठविण्यात आला आहे. वार्षिक अहवाल पाहण्यासाठी अचूक मार्गासह वेब-लिंक उपलब्ध करून देणारे पत्र ज्या सभासदांचे ई-मेल पत्ते नोंदणीकृत नाहीत त्यांना पाठविण्यात आले आहे. प्रत्यक्ष प्रत केवळ सभासदाने विशिष्ट विनंती केल्यावरच पाठविण्यात येईल.

दूरस्थ ई-मतदान:

कंपनी अधिनियम, २०१३ च्या कलम १०८ आणि लिस्टिंग रेग्युलेशन्सच्या रेग्युलेशन ४४ला अनुसरुन कंपनी एनएसडीएल मार्फत दूरस्थ ई-मतदान आणि एजीएम दरम्यान ई-मतदानाची सुविधा उपलब्ध करून देत आहे. ज्या व्यक्तींची नावे कट-ऑफ तारीख म्हणजेच बुधवार, १६ सप्टेंबर, २०२६ रोजीस सभासद रजिस्टर/लाभार्थी मालकांच्या रजिस्टरमध्ये नोंदविलेली असतील ते दूरस्थ ई-मतदान तसेच एजीएम दरम्यान ई-मतदान सुविधा घेण्यासाठी हक्कदार राहतील. दूरस्थ ई-मतदानाला शनिवार, १९ सप्टेंबर, २०२६ रोजी स. ९.०० वा. भाप्रवे सुरुवात होईल आणि मंगळवार, २२ सप्टेंबर, २०२६ रोजी सायं. ५:०० वा. भाप्रवे संपेल, त्यानंतर सुविधा निष्क्रीय करण्यात येईल. ज्या सभासदांनी दूरस्थ ई-मतदानमार्फत त्यांचे मतदान केले आहे ते एजीएमला उपस्थित राहू शकतात, परंतु पुन्हा मतदान करण्यासाठी हक्कदार नाहीत. एजीएमला उपस्थित राहण्यासाठी आणि ई-मतदानासाठी तपशीलवार माहिती एजीएमच्या सूचनेत दिलेली आहे.

अभिलेख तारीख, लाभांश आणि टीडीएस:

कंपनीने मंडळाच्या शिफारसीनुसार आर्थिक वर्ष २०२५-२६ साठी प्रति समभाग रु १.५० च्या अंतिम लाभांशासाठी सभासदांची पात्रता निश्चित करण्याकरिता अभिलेख तारीख म्हणुन बुधवार, १६ सप्टेंबर, २०२६ निश्चित केली आहे. लाभांश एजीएममध्ये घोषित झाल्यास, जेथे लागू असेल तेथे स्रोतावर कर कपात ("टीडीएस") च्या अधीन राहून, वैधानिक कालावधीमध्ये अदा करण्यात येईल. टीडीएसमधून सूट/कमी कपात मिळवू इच्छिणाऱ्या सभासदांना आवश्यक दस्तऐवज/माहिती १६ सप्टेंबर, २०२६ रोजी किंवा पूर्वी सादर करण्याची विनंती करण्यात येत आहे. या संदर्भातील पत्रव्यवहार कंपनीने ई-मेलद्वारे पाठविला आहे, जो कंपनीच्या वेबसाइटवर देखील उपलब्ध आहे.

ई-मतदानाशी संबंधित कोणतीही चौकशी/तक्रारीकरिता सभासद evoting@nsdl.com/ ०२२-२४९९ ४२०० येथे एनएसडीएलला संपर्क करु शकतात किंवा investors@wsfxglobalpay.com येथे कंपनी सेक्रेटरी यांना सुध्दा लिहू शकतात.

मंडळाच्या आदेशाने
डब्ल्युएसएफएक्स ग्लोबल पे लिमिटेड करिता
खूशबू दोशी
कंपनी सचिव

दिनांक : ०२ सप्टेंबर, २०२६
ठिकाण : मुंबई

निडो होम हाऊसिंग फायनान्स लि.

nido

(याआधी एडलवैस हाऊसिंग फायनान्स लिमिटेड नावे ज्ञात) नोंद. कार्यालय: ५वा मजला, टॉवर ३, विंग बी, कोहिनूर सिटी मॉल, कोहिनूर सिटी, किरोल रोड, कुर्ला (प), मुंबई-४०००७०

ई-लिलाव - १५ दिवसीय सांविधानिक विक्री सूचना

सिक्युरिटायझेशन अॅण्ड रिकन्स्ट्रक्शन ऑफ फायनान्शिअल अॅसेटस् अॅण्ड एन्फोर्समेंट ऑफ सिक्युरिटी इंटरेस्ट अॅक्ट, २००२ आणि सिक्युरिटी इंटरेस्ट (एन्फोर्समेंट) रुल्स, २००२ अंतर्गत ई-लिलावाद्वारे विक्री

सर्वसामान्य जनता आणि विशेषत: कर्जदार आणि हमीदार यांना सूचना याद्वारे देण्यात येते की, खालील नमूद मिळकत ही जोडलेल्या कोष्टकात नमूद रक्कम थकीत कर्जाच्या वसुलीकरिता "जे आहे जेथे आहे तत्वाने आणि जे आहे जसे आहे" तत्वाने विकण्यात येणार आहे.

सदर मिळकत ही त्यांनी घेतलेल्या कर्जाकरिता निडो होम फायनान्स लिमिटेड (याआधी एडलवैस हाऊसिंग फायनान्स लिमिटेड नावे ज्ञात) कडे कर्जदार, सह-कर्जदार आणि हमीदार यांनी गहाण ठेवली आहे. तारण धनकोंकडे खालील नमुद तारण मत्तेचा सांकेतिक कब्जा आहे.

अ. क्र.	कर्जदार/सह कर्जदार/ हमीदार यांचे नाव	वसुलीची रक्कम	राखीव किंमत आणि इसारा अनामत रक्कम	लिलावाची तारीख आणि वेळ
१.	अमोलकुमार मिलिंद गवई (कर्जदार) आणि प्रतीक्षा अमोलकुमार गवई (सह-कर्जदार)	लॅन क्र. एल१७१०[illegible]/ [illegible]/ एल१७१एसटीएलएपी००००५३३७६१९ अन्वये ३१.०८.२०२६ रोजीस रु. १,६७७,७०९.५२/- (रुपये सोळा लाख सत्याहत्तर हजार सातशे नऊ आणि बावन्न पैसे मात्र) रु.१,२११,५३९/- (रुपये बारा लाख अकरा हजार पाचशे एकोणचाळीस मात्र) रु. १७०,७९३.१९/- (रुपये एक लाख सत्तर हजार सातशे त्र्याण्णव आणि एकोणीस मात्र) + त्यावरील पुढील व्याज + कायदेशीर खर्च	रु. २८८१४९४/- (रुपये अठ्ठावीस लाख एक्याऐंशी हजार चारशे चौऱ्याण्णव मात्र) इसारा अनामत रक्कम रु. २८८१५०/- (रुपये दोन लाख अठ्ठ्याऐंशी हजार एकशे पन्नास मात्र)	३०-०९-२०२६ स.११.०० ते दु.१२.०० दरम्यान (५ मिनिटांच्या अमर्यादित आपोआप वाढीसह)
	विरिक्षणाची तारीख आणि वेळ: १५-०९-२०२६ स. ११.०० ते दु. ३.००		सांकेतिक कब्जा दिनांक: ०४-०६-२०२६	
	तारण मत्तेचे वर्णन: फ्लॅट क्र.२०९, पहिला मजला, [illegible] ४१ चौ.मीटर्स, नवृपन [illegible] अशा ज्ञात बिल्डिंग [illegible] १/१, १/४, १/५, १/७, [illegible] गाव कोपनावले, तालुका पनवेल, जिल्हा रायगड चे ते सर्व भाग आणि विभाग			
२.	दीपाली विनय माला (कर्जदार) आणि पूजा विनय माला (सह-कर्जदार)	लॅन क्र. [illegible]/ [illegible] अन्वये ३१.०८.२०२६ रोजीस रु. ३,२३५,३१४/- (रुपये बत्तीस लाख पस्तीस हजार तीनशे चौदा मात्र) आणि रु. १,५६३,६७८.६५/- (रुपये पधरा लाख त्रेसष्ट हजार सहाशे अठ्ठ्याहत्तर आणि पासष्ट पैसे मात्र) + त्यावरील पुढील व्याज + कायदेशीर खर्च	रु. ५४३३१२०/- (रुपये [illegible] तेहतीस हजार एकशे वीस मात्र) इसारा अनामत रक्कम रु. ५४३३१२/- (रुपये पाच लाख त्रेचाळीस हजार तीनशे [illegible] मात्र)	३०-०९-२०२६ स.११.०० ते दु.१२.०० दरम्यान (५ मिनिटांच्या अमर्यादित आपोआप वाढीसह)
	विरिक्षणाची तारीख आणि वेळ: १५-०९-२०२६ स. ११.०० ते दु. ३.००		सांकेतिक कब्जा दिनांक: ०५-०६-२०२६	
	तारण मत्तेचे वर्णन: फ्लॅट धारक क्र.२०३, [illegible] सर्व्हे क्र. ११८, हिस्सा क्र.१९, प्लॉट क्र.२५, [illegible] (अकुर्ली), डोंबिवली, तालुका कल्याण, जिल्हा ठाणे आणि त्यासह कल्याण महानगरपालिकाच्या हद्दीत, [illegible] भाग आणि विभाग			
३.	कपिल गोविंद पाटील (कर्जदार) आणि रेणूका कपिल पाटील (सह-कर्जदार)	लॅन क्र. [illegible] अन्वये ३१.०८.२०२६ रोजीस रु. २,२९४,४२६.९/- (रुपये बावीस लाख चाऱ्याण्णव हजार चारशे सव्वीस आणि नऊ पैसे मात्र) + त्यावरील पुढील व्याज + कायदेशीर खर्च	रु. २३२१७४८/- (रुपये [illegible] लाख एकवीस हजार सातशे अठ्ठेचाळीस मात्र) इसारा अनामत रक्कम रु. २३२१७५/- (रुपये दोन लाख बत्तीस हजार एकशे पच्याहत्तर मात्र)	३०-०९-२०२६ स.११.०० ते दु.१२.०० दरम्यान (५ मिनिटांच्या अमर्यादित आपोआप वाढीसह)
	विरिक्षणाची तारीख आणि वेळ: १५-०९-२०२६ स. ११.०० ते दु. ३.००		सांकेतिक कब्जा दिनांक: ०६-०६-२०२६	
	तारण मत्तेचे वर्णन: फ्लॅट क्र.१०१, [illegible] ४१.२६ [illegible] सर्व्हे क्र.१३९, [illegible] गाव पडघा, तालुका भिवंडी, जिल्हा ठाणे चे ते सर्व भाग आणि विभाग			

टीप :- १) लिलाव विक्री वेबसाईट https://sarfaesi.auctiontiger.net मार्फत ऑनलाईन करण्यात येईल आणि फक्त तेच बोलीदार ज्यांनी वैध ईमेल, ओळखीचा पुरावा आणि छायाचित्र पुरावा, पॅन कार्ड धारण केलेले आहे आणि डिमांड ड्राफ्ट/एनईएफटी/आरटीजीएस मार्फत इसारा रक्कम भरणा केलेला आहे ते सदर "ऑनलाईन ई-लिलावामध्ये" सहभागी होण्यासाठी पात्र राहतील.
२) इच्छुक बोलीदारांनी त्यांची ईएमडी रक्कम खाली नमूद केलेल्या खात्यात डिमांड ड्राफ्ट/आरटीजीएस/एनईएफटी मार्गे जमा करावी: **लाभार्थीचे नाव: एडलवाईस हाऊसिंग फायनान्स लिमिटेड, बँक: स्टेट बँक ऑफ इंडिया, खाते क्रमांक: ६५२२६८४५१९९, खात्याचा प्रकार: सरफेसी लिलाव, एडलवाईस हाऊसिंग फायनान्स लिमिटेड, आयएफएससी कोड: एसबीआयएन०००१५९३**
३) इसारासह ऑनलाईन अर्ज बोली प्रपत्र सादर करण्याची अंतिम तारीख आहे २९-०९-२०२६
४) विक्रीच्या तपशिलवार अटी आणि शर्तीकरिता कृपया वेबसाईट https://sarfaesi.auctiontiger.net ला भेट द्या किंवा श्री. मौलिक श्रीमली यांना फोन +९१- [illegible] वर संपर्क करावा, हेल्पलाईन ईमेल आयडी: Support@auctiontiger.net

मोबाईल क्र. ७७१०८५०८५८
दिनांक : ०२.०९.२०२६

सही/- प्राधिकृत अधिकारी
निडो होम फायनान्स लिमिटेड
(याआधी एडलवैस हाऊसिंग फायनान्स लिमिटेड नावे ज्ञात)

ICICI Bank

शाखा कार्यालय : आयसीआयसीआय बँक लिमिटेड, तळमजला, आकृती सेंटर, एमआयडीसी, टेलिफोन एक्सचेंजजवळ, आकृती स्टारच्या समोर, अंधेरी (पूर्व), मुंबई - ४०००९३

जाहीर सूचना - तारण मत्तेच्या विक्रीसाठी निविदा ई-लिलाव

[नियम ८(६) चे तरतुदीकडे पहा]
स्थावर मिळकतीच्या विक्रीकरिता सूचना

वित्तीय मालमत्तेचे सिक्युरिटायझेशन आणि पुनर्रचना आणि सुरक्षा हितसंबंधाची अंमलबजावणी अधिनियम, २००२ अन्वये तसेच सुरक्षा हितसबंध (अंमलबजावणी) नियम, २००२ च्या नियम ८ (६) च्या परंतूकासह स्थावर मालमत्तेच्या विक्रीसाठी ई-लिलाव विक्री सूचना।

सर्वसामान्य लोक आणि विशेषत: कर्जदार आणि हमीदार यांना सूचना देण्यात येत आहे की खाली वर्णन केलेली स्थावर मालमत्ता जी सिक्युअर्ड क्रेडीटर यांच्याकडे गहाण/ चार्ज करण्यात आली असुन, त्यांचा **प्रत्यक्ष ताबा** आयसीआयसीआय बँक लि. चे अधिकारी यांनी घेतला असून ती "जसे आहे जिथे आहे", "जे आहे ते आहे" आणि "तेथे जे असेल ते" या आधारे होणार आहे, त्याचे तपशील खाली देण्यात आले आहेत

अ. क्र.	कर्जदाराचे/सह-कर्जदाराचे/ हमीदाराचे नाव/ कर्ज खाते क्रमांक	काही असल्यास ज्ञात बोजासह तारण मत्तेचा तपशील	थकबाकी रक्कम ₹	आरक्षित मूल्य (₹) / इसारा अनामत ठेव ₹	मालमत्तेच्या परीक्षणची तारीख आणि वेळ	ई-लिलाव तारीख आणि वेळ
(ए)	(बी)	(सी)	(डी)	(ई)	(एफ)	(जी)
1	श्री भरतकुमार मफतलाल जैन (कर्जदाराचे), श्रीमती चारू बी जैन (सह-कर्जदाराचे), कर्ज खाते क्रमांक- LBPUN00006724077	फ्लॅट क्र. १०२, पहला मजला, अरिहंत एलीट, प्लॉट क्र. १७, सर्व्हे क्र. ७८, वानवडी गाव येथे स्थित, हवेली, पुणे - ४११०४० मोजमापित क्षेत्र- सुमारे ९९.३० चौ.मी. कार्पेट एरिया (विक्रीयोग्य बिल्ट-अप एरिया १४६० चौ. फूट) इतके असून, यात दोन कव्हर केलेले पार्किंग प्रत्येक ९.२९ चौ.मी. समाविष्ट आहेत (बोजा- बिल्डरची देणी).	₹ १,३१, १४,३४७/- (ऑगस्ट २८, २०२६ पर्यंत)	₹ १,००,००, ००० /- / ₹ १०,००, ०००/-	सप्टेंबर १०,२०२६ सकाळी ११:०० ते दुपारी ०२:०० पर्यंत	सप्टेंबर २४,२०२६ सकाळी ११ ०० पासून

ऑनलाईन लिलाव वेबसाईट- **(URL Link-https://BidDeal.in) व्हॅल्युट्रस्ट कॅपिटल सर्व्हिसेस प्रायव्हेट लिमिटेड** या ई-लिलाव एजन्सीच्या वेबसाईटवर आयोजित करण्यात येईल. तारणदार/नोटीसी यांना **सप्टेंबर २३, २०२६ रोजी सकाळी १०.००** वाजेपूर्वी एकूण थकबाकी आणि पुढील व्याजासह रक्कम परतफेड करण्याची संधी देण्यात येत आहे. अन्यथा सदर तारण मालमत्तावरील परिशिष्टप्रमाणे विक्री करण्यात येईल.

संभाव्य बोलीदारांनी बयाणा रक्कम (ईएमडी) **आयसीआयसीआय बँक लिमिटेड, लेव्हल ३-५, ७४ टेक्नो पार्क, सीप्झ गेट क्र. ०२ समोर, मरोळ एमआयडीसी, अंधेरी पूर्व, मुंबई - ४०००९३** यांचेकडे डीमांड ड्राफ्ट (डीडी) (कॉलम ई पहा) **सप्टेंबर २३, २०२६** रोजी **संध्याकाळी ०४.००** वाजेपूर्वी सादर करावी आणि त्यानंतर त्यांनी त्यांचा प्रस्ताव फक्त वर नमूद वेबसाईटमार्फत **सप्टेंबर २३, २०२६** रोजी **संध्याकाळी ०५.००** वाजेपूर्वी ईएमडीच्या पैसे भरल्याच्या पुराव्यासाठी बँक पोचपावतीसह- डीडीची स्कॅन केलेल्या ईमेजसह सादर करणे आवश्यक आहे. कृपया नोंद घ्यावी, जर संभाव्य बोलीदारांना वेबसाईटमार्फत त्यांचे प्रस्ताव सादर करणे शक्य नसल्यास, स्वाक्षरीकृत निविदा दस्तावेजाची प्रत **आयसीआयसीआय बँक लिमिटेड, लेव्हल ३-५, ७४ टेक्नो पार्क, सीप्झ गेट क्र. ०२ समोर, मरोळ एमआयडीसी, अंधेरी पूर्व, मुंबई - ४०००९३** येथे सप्टेंबर २३, २०२६ रोजी **संध्याकाळी ५.००** वाजेपूर्वी सादर करता येतील. बयाणा रक्कम राष्ट्रीयकृत/वर्गीकृत बँकेकडील डीडी/पीओ **"आयसीआयसीआय बँक लिमिटेड"** यांच्या नावे **मुंबई** येथे देय सादर करावा.

पाहणीसंबंधित, ई-लिलावाच्या शर्ती व अटी किंवा निविदा सादर करण्याशी संबंधित कोणत्याही खुलाशाकरिता कृपया संपर्क **आयसीआयसीआय बँक लिमिटेड** के फोन नंबर **७३०४९०५१७९/८०९७४९८४००/९५६१०८७५२२** वर संपर्क करा.

कोणतेही कारण न देता कोणतीही किंवा सर्व बोली स्विकारणे किंवा नाकारणेचा अधिकार प्राधिकृत अधिकाऱ्यांकडे राखीव आहे.

विक्रीच्या विस्तृत शर्ती व अटींकरिता कृपया भेटा **www.icicibank.com/n4p4s**

दिनांक : सप्टेंबर ०२, २०२६
ठिकाण : मुंबई

प्राधिकृत अधिकारी
आयसीआयसीआय बँक लिमिटेड

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प्रादेशिक कार्यालय, अहिल्यानगर
पी-५६, एमआयडीसी नागापूर, अहमदनगर-४१४१११, फोन-०२४१-२७७९०८०

ई-लिलाव विक्री सूचना (सरफैसी अॅक्ट-२००२ अंतर्गत)
जोडपत्र-IV-ए, नियम ८(६) तरतुद पहा
सिक्युरिटी इंटरेस्ट (एन्फोर्समेंट) रूल्स, २००२ च्या नियम ८(६) सहवाचता ९(१) अंतर्गत स्थावर तारण मत्तेच्या विक्रीसाठी पंधरा दिवसांची सूचना

प्रति,

कर्जदाराचे नाव : १) श्री. मिलिंद मुरलीधर शिंदे, मालक: क्वालिटी किराणा अॅण्ड धान्य स्टोअर्स,

हमीदाराचे नाव : श्रीम. कुसुम मुरलीधर शिंदे, मनीष मुरलीधर शिंदे, मनोज मुरलीधर शिंदे, अर्जुन रंगनाथ सोलट

पत्ता - सीटीएस क्र. १६२१+१६२२, क्षेत्र मोजमापीत ७६.९० चौ. मीटर आणि ३५.९० चौ. मीटर, वंजार लेन जवळ, कोठला स्टँडच्या मागे, राऊत हॉस्पिटल समोर, अहिल्यानगर येथे स्थित.

संदर्भ : सिक्युरिटायझेशन अँड रिकन्स्ट्रक्शन ऑफ फायनान्शियल अॅसेट्स अँड एन्फोर्समेंट ऑफ सिक्युरिटी इंटरेस्ट अॅक्ट-२००२ सह सिक्युरिटी (एन्फोर्समेंट) नियम-२००२ च्या नियम ८(६) मधील तरतूद अन्वये स्थावर मत्तेच्या विक्रीसाठी ई-लिलाव विक्री सूचना.

याद्वारे सर्वसामान्य जनतेस आणि विशेषतः कर्जदार(रां)ना आणि हमीदार(रां)ना सूचित करण्यात येते की, खाली वर्णन केलेली स्थावर मिळकत जी तारण धनकोकडे गहाण/प्रभारित आहे आणि ज्याचा अन्वयिक/सांकेतिक/प्रत्यक्ष कब्जा सेंट्रल बँक ऑफ इंडिया (तारण धनको) च्या प्राधिकृत अधिकाऱ्यांनी घेतलेला आहे, ती "जे आहे जसे आहे", "जे काही आहे" आणि "जसे उपलब्ध आहे" या तत्वावर दिनांक १७.०९.२०२६ रोजी ऑनलाइन पोर्टल **https://www.ebkray.in** किंवा **https://www.baanknet.com** द्वारे **(१) श्री. मिलिंद मुरलीधर शिंदे, मालक: क्वालिटी किराणा अॅण्ड धान्य स्टोअर्स, श्रीम. कुसुम मुरलीधर शिंदे, मनिष मुरलीधर शिंदे, मनोज मुरलीधर शिंदे आणि हमीदाराचे नाव: अरुण रंगनाथ सोलट** यांच्याकडून तारण धनको बँकेस येणे असलेल्या रु. ७०९९५०४.८३/- + व्याज आणि प्रभार (रुपये सत्तर लाख नव्याण्णव हजार पाचशे चार आणि त्र्याऐंशी पैसे मात्र) अधिक त्यावरील व्याज आणि शुल्काच्या वसुलीसाठी विक्री करण्यात येणार आहे.

राखीव किंमत रु. ५१,८९,०००.००/- (रुपये एकावन्न लाख एकोणनव्वद हजार मात्र) आणि इसारा अनामत रक्कम रु. ५१८९०/- आणि बोली वाढ रक्कम रु. २००००/- असेल.

स्थावर मिळकतीचे वर्णन

मिळकतीचे मालक : १) श्री. मिलिंद मुरलीधर शिंदे, २) श्रीम. कुसुम मुरलीधर शिंदे, ३) मनिष मुरलीधर शिंदे, ४) मनोज मुरलीधर शिंदे

मिळकतीचे वर्णन :

सीटीएस क्र. १६२१ + १६२२ च्या मालकीची निवासी मिळकत, क्षेत्र मोजमापीत ७६.९० चौ. मीटर आणि ३५.९० चौ. मीटर, वंजार लेन जवळ, कोठला स्टँडच्या मागे, राऊत हॉस्पिटल समोर, अहिल्यानगर येथे स्थित मिळकतीचे सर्व ते भाग आणि विभाग.

सीटीएस क्र.	पूर्व	पश्चिम	उत्तर	दक्षिण
१६२१	वंजार लेन रोड	कवी जंग यांच्या मालकीची मिळकत	सीटीएस क्र. १६२०	सीटीएस क्र. १६२२
१६२२	वंजार लेन रोड	कवी जंग यांच्या मालकीची मिळकत	सीटीएस क्र. १६२३	सीटीएस क्र. १६२१

विक्रीच्या सविस्तर अटी व शर्तीसाठी, कृपया तारण धनकोच्या वेबसाईट www.centralbankofindia.co.in/eauction मध्ये दिलेल्या लिंकचा संदर्भ घ्यावा.

प्राधिकृत अधिकारी
सेंट्रल बँक ऑफ इंडिया,
प्रादेशिक कार्यालय, अहिल्यानगर

दिनांक: ०१.०९.२०२६

रुची इन्फ्रास्ट्रक्चर लिमिटेड

सीआयएन: एल६५९९०एमएच१९८४पीएलसी०३३८७८
नोंदणीकृत कार्यालय: ७०६, तुलसियानी चेंबर्स, नरिमन पॉइंट, मुंबई - ४०० ०२१. **दूरध्वनी:** ०२२ - ६६५६०६००.
संकेतस्थळ: www.ruchiinfrastructure.com **ई-मेल:** ruchiinfrasecretarial@ruchiinfrastructure.com

सूचना

याद्वारे सूचना देण्यात येते की:

१) कंपनी कायदा, २०१३ मधील तरतुदी आणि कॉर्पोरेट व्यवहार मंत्रालयाने जारी केलेल्या लागू परिपत्रकांच्या अनुपालनार्थ, रुची इन्फ्रास्ट्रक्चर लिमिटेड ("कंपनी") ची ४२वी वार्षिक सर्वसाधारण सभा (एजीएम) **मंगळवार, २२ सप्टेंबर, २०२६ रोजी दुपारी १२.४५ वा.**, व्हिडिओ कॉन्फरन्सिंग (व्हीसी)/इतर ऑडिओ व्हिडिओ माध्यमांद्वारे (ओएव्हीएम), ४२व्या एजीएमच्या सूचनेमध्ये नमूद केलेले कामकाज पार पाडण्यासाठी आयोजित करण्यात येईल.

कंपनीने आर्थिक वर्ष २०२५-२६ चा वार्षिक अहवाल (४२व्या एजीएमच्या सूचनेसह) भागधारकांना ई-मेलद्वारे पाठविण्याचे काम पूर्ण केले आहे. सदर वार्षिक अहवाल (४२व्या एजीएमच्या सूचनेसह) http://www.ruchiinfrastructure.com/42ndAnnualReport2025-26RIFL.pdf येथे किंवा खाली दिलेला क्यूआर कोड स्कॅन करून पाहता येईल. तो स्टॉक एक्स्चेंजच्या संकेतस्थळांवर म्हणजेच बीएसई लिमिटेडच्या www.bseindia.com, नॅशनल स्टॉक एक्स्चेंज ऑफ इंडिया लिमिटेडच्या www.nseindia.com आणि सेंट्रल डिपॉझिटरी सर्व्हिसेस (इंडिया) लिमिटेड (सीडीएसएल) च्या www.evotingindia.com या संकेतस्थळावरही उपलब्ध आहे.

२) कंपनी कायदा, २०१३ चे कलम १०८, कंपनीज (मॅनेजमेंट अँड अॅडमिनिस्ट्रेशन) रुल्स, २०१४ चा नियम २०, त्यामध्ये वेळोवेळी करण्यात आलेल्या सुधारणांसह, सेबी (लिस्टिंग ऑब्लिगेशन्स अँड डिस्क्लोजर रिकायरमेंट्स) रेग्युलेशन्स, २०१५ चे रेग्युलेशन ४४ आणि इन्स्टिट्यूट ऑफ कंपनी सेक्रेटरीज ऑफ इंडियाने जारी केलेले जनरल मीटिंग्जवरील सेक्रेटरियल स्टँडर्ड (एसएस२) यांच्या अनुषंगाने, कंपनीला आपल्या सदस्यांना सदर सूचनेमध्ये नमूद केलेल्या ठरावांवर इलेक्ट्रॉनिक माध्यमातून मतदान करता याने यासाठी सीडीएसएलद्वारे उपलब्ध करून दिलेली "दूरस्थ ई-मतदान" सुविधा देताना आनंद होत आहे.

सदस्यांनी पुढील बाबींची नोंद घ्यावी:

ए. सदर सूचनेमध्ये नमूद केलेले कामकाज केवळ इलेक्ट्रॉनिक माध्यमातून मतदानाद्वारे (दूरस्थ ई-मतदान किंवा एजीएममधील ई-मतदान) पार पाडले जाऊ शकते आणि दूरस्थ ई-मतदान किंवा एजीएममधील ई-मतदानासाठी पात्रता निश्चित करण्याची कट-ऑफ तारीख **मंगळवार, १५ सप्टेंबर, २०२६ आहे;**

बी. दूरस्थ ई-मतदान सुरू होण्याची तारीख व वेळ: **शनिवार, १९ सप्टेंबर, २०२६ रोजी सकाळी ९.०० वा.;**

सी. दूरस्थ ई-मतदान समाप्त होण्याची तारीख व वेळ: **सोमवार, २१ सप्टेंबर, २०२६ रोजी सायंकाळी ५.०० वा.** दूरस्थ ई-मतदान मॉड्यूल सीडीएसएलद्वारे सोमवार, २१ सप्टेंबर, २०२६ रोजी सायंकाळी ५.०० वा. बंद करण्यात येईल आणि त्यानंतर दूरस्थ ई-मतदानास परवानगी दिली जाणार नाही;

डी. ४२व्या एजीएमदरम्यान ई-मतदानाची सुविधाही उपलब्ध असेल;

ई. सूचना पाठविल्यानंतर कंपनीचे समभाग संपादित करून कंपनीचा सदस्य झालेली आणि कट-ऑफ तारखेला समभाग धारण करणारी कोणतीही व्यक्ती investors@sarthakglobal.com येथे तपशीलांसह विनंती पाठवून लॉगिन आयडी आणि पासवर्ड प्राप्त करू शकते. तथापि, कोणतीही व्यक्ती ई-मतदानासाठी सीडीएसएलकडे आधीच नोंदणीकृत असल्यास, मतदानासाठी विद्यमान युजर आयडी आणि पासवर्ड वापरू शकते;

एफ. सदस्यांनी याचीही नोंद घ्यावी की: (i) व्हीसी/ओएव्हीएमद्वारे एजीएमला उपस्थित राहणारे सदस्य एजीएमच्या वेळी उपलब्ध असलेल्या ई-मतदान सुविधेद्वारे मतदान करू शकतात; (ii) सदस्याने एखाद्या ठरावावर एकदा मतदान केल्यानंतर त्याला ते नंतर बदलण्याची परवानगी दिली जाणार नाही; (iii) एजीएमपूर्वी दूरस्थ ई-मतदानाद्वारे मतदान केलेले सदस्य व्हीसी/ओएव्हीएमद्वारे एजीएमला उपस्थित राहू शकतात, परंतु त्यांना पुन्हा मतदान करता येणार नाही; (iv) कट-ऑफ तारखेला डिपॉझिटरीजकडून राखण्यात येणाऱ्या सदस्य नोंदवहीत किंवा लाभार्थी मालकांच्या नोंदवहीत ज्यांचे नाव नोंदलेले आहे, अशा व्यक्तीलाच दूरस्थ ई-मतदान किंवा एजीएममधील ई-मतदानाची सुविधा वापरण्याचा अधिकार असेल; आणि

जी. दूरस्थ ई-मतदान आणि एजीएममधील ई-मतदानाची प्रक्रिया व पद्धत जाणून घेण्यासाठी सदस्यांनी ४२वी एजीएम बोलावणाऱ्या सूचनेतील सूचनांचा संदर्भ घ्यावा आणि ई-मतदानासंबंधी कोणत्याही शंका किंवा समस्यांसाठी सदस्य www.evotingindia.com वरील हेल्प सेक्शनमध्ये उपलब्ध असलेले वारंवार विचारले जाणारे प्रश्न ("एफएक्यूज") आणि ई-मतदान मॅन्युअल पाहू शकतात किंवा helpdesk.evoting@cdsl.com येथे ई-मेल पाठवू शकतात किंवा श्री. राकेश दळवी, असिस्टंट व्हाइस प्रेसिडेंट, सीडीएसएल यांच्याशी (टोल फ्री क्र. १८०० २१ ०९९११) किंवा रजिस्ट्रार अँड शेअर ट्रान्सफर एजंट म्हणजेच सार्थक ग्लोबल लिमिटेड यांच्याशी investors@sarthakglobal.com येथे संपर्क साधू शकतात.

३) प्रत्यक्ष स्वरूपात समभाग धारण करणारे किंवा ज्यांचे ई-मेल पत्ते कंपनीकडे नोंदणीकृत नाहीत असे सदस्य, ४२व्या एजीएमच्या सूचनेतील नोट्स विभागात नमूद केलेल्या आवश्यक सूचनांचे पालन करून रजिस्ट्रार अँड शेअर ट्रान्सफर एजंट म्हणजेच सार्थक ग्लोबल लिमिटेड यांच्याकडून लॉगिन क्रेडेन्शियल प्राप्त करू शकतात आणि दूरस्थ ई-मतदानाद्वारे किंवा एजीएममधील ई-मतदानाद्वारे त्यांचे मत नोंदवू शकतात. सदस्यांना भविष्यात कंपनीकडून वार्षिक अहवाल, सूचना, परिपत्रके इत्यादी सर्व पत्रव्यवहार ई-मेलद्वारे प्राप्त करण्यासाठी त्यांच्या डीपींकडे त्यांचा मोबाईल क्र./ई-मेल नोंदविण्याचा/अद्ययावत करण्याचा सल्ला देण्यात येतो.

दिनांक: ३१.०८.२०२६
ठिकाण: मुंबई

रुची इन्फ्रास्ट्रक्चर लिमिटेडकरिता
स्वाक्षरी/-
कंपनी सचिव

नोंदणीकृत कार्यालय : टीजेएसबी हाऊस, प्लॉट क्र. बी ५, रोड क्र.२, वागळे इंडस्ट्रीयल ईस्टेट, ठाणे (पश्चिम)-४००६०४, ☎ ०२२-६९३६ ८५००
मुख्य वसुली कार्यालय : मधुकर भवन, रिकव्हरी डिपार्टमेंट, ३ रा मजला, वागळे इस्टेट रोड नं.१६, ठाणे (पश्चिम) - ४०० ६०४. ☎ ०२२ ६९९७ ८७३१

TJSB SAHAKARI BANK LTD. MULTI-STATE SCHEDULED BANK

जाहीर लिलाव

सिक्युरिटायझेशन ऑण्ड रिकन्स्ट्रक्शन ऑफ फायनान्शिअल ॲसेटस् ऑण्ड एन्फोर्समेंट ऑफ सिक्युरिटी इंटरेस्ट ॲक्ट, २००२ (थोडक्यात "सरफैसी ॲक्ट, २००२") अन्वये नियुक्त केलेल्या बँकेच्या **प्राधिकृत अधिकाऱ्यांकडून** खालील कसूरवार कर्जदारांविरुद्ध **टीजेएसबी सहकारी बँक लि.** ने सुरक्षित कर्जदार असल्याने वित्तीय मालमत्तेची वसुली कारवाई सुरू करून सदर ॲक्टच्या कलम **१३(२) अन्वये** खालील नमूद रकान्यांमध्ये तपशीलवार मागणी सूचना श्री.अजय विजय उबाळे, श्री.संजय विजय उबाळे, श्री.सुरेश विरकुट खोडणकर, श्री.यशवंत उमाजी शिंदे -कर्जदार व इतर यांना अनुक्रमे दि. ०७.०३.२०२६ रोजी जारी केली.

कर्जदार, जामीनदार आणि गहाणखतदारांनी निर्धारीत मुदतीत सदर मागणी सूचनेत नमुद केल्याप्रमाणे दि.०१.०३.२०२६ पासूनच्या पुढील व्याज आणि खर्चासह दि.२८.०२.२०२६ रोजीच्या रु.१७,९५,४३५.०० (रुपये सतरा लाख पंच्याण्णव हजार चारशे पस्तीस पैसे मात्र) रकमेची परतफेड केलेली नाही. म्हणून प्राधिकृत अधिकाऱ्यांनी कर्जदाराकडून दि.१७.०६.२०२६ रोजी सरफेसी कायदा, २००२ च्या कलम १३(४) खाली वर्णन केलेल्या **स्थावर मालमत्तेचा प्रत्यक्ष ताबा घेतला.**

मी, निम्नस्वाक्षरीकार, **टीजेएसबी सहकारी बँक लि.** चे **प्राधिकृत अधिकारी** म्हणून विहित कायद्यात नोंदविले प्रमाणे निविदा मागवून "जशी आहे तशी" जंगम मालमत्तांशिवाय कर्जाच्या वसुलीसाठी सदर गहाण मालमत्ता विकण्याचे ठरविले आहे.

कर्जदार / जामीनदार / गहाणखतदार यांचे नाव	स्थावर मालमत्तेचे वर्णन
१. श्री. अजय विजय उबाळे ...कर्जदार आणि गहाणखतदार २. श्री. संजय विजय उबाळे ...जामीनदार ३. श्री. सुरेश विरकुट खोडणकर ...जामीनदार ४. श्री. यशवंत उमाजी शिंदे ...जामीनदार कळवा शाखा कर्ज खाते क्र. SS-M/ 014305000000492	सर्व खंड आणि तुकडे यांसहित स्थावर मालमत्ता हे **रो हाऊस क्र. बी-२**, अंदाजित क्षेत्रफळ सुमारे ८५.५० चौ.मीटर्स (९२० चौ.फूट बिल्टअप) म्हणजेच ७१.५६ चौ. मीटर्स (७७० चौ.फूट कारपेट) आणि २४.६२ चौ.मीटर्स (२६५ चौ.फूट), तळ मजला आणि पहिला मजला, ग्रामपंचायत घर क्र.४५४ बी-२, स्वामी विला या नावाने ओळखला जाणारा हिस्सा, गाव मौजे दापोली, तालुका दापोली, जिल्हा रत्नागिरी, बांधकामित प्लॉट भूधारण सर्व्हे (१) सर्व्हे क्र.४४, हिस्सा क्र. ४, त्यांचे अंदाजित क्षेत्रफळ सुमारे एच-आर-पी ०.०२.४०+०.००.१३ आणि (२) सर्व्हे क्र. ४४, हिस्सा क्र.७, अंदाजित क्षेत्रफळ सुमारे एच-आर-पी ०.०१.२४ + ०.००.१० आणि (३) सर्व्हे क्र. ४८ क्र. ४/२/१३ अंदाजित क्षेत्रफळ एच-आर-पी ०.०२.२१ + ०.०१.७५ आणि (४) सर्व्हे क्र. ४८ क्र. ४/२/११ अंदाजित क्षेत्रफळ सुमारे एच-आर-पी ०.०१.३७ + ०.०१.०८ आणि (५) सर्व्हे क्र. ४८ क्र.३/२, अंदाजित क्षेत्रफळ एच-आर-पी ०.०३.७३ + ०.०४.१७, जसे आहे त्या स्थितीत मौजे दापोली, तालुका दापोली, ग्रामपंचायत मौजे दापोली, तलाठी मौजे दापोली, पंचायत समिती दापोली, उप-विभाग तालुका दापोली विभाग रत्नागिरी, जिल्हा परिषद रत्नागिरी ही स्थित मालमत्ता श्री. अजय विजय उबाळे यांच्या मालकीची आहे.
लिलावाचे ठिकाण : टीजेएसबी सहकारी बँक लि., दापोली शाखा, दुकान क्र. १ व २, तळमजला, मन्वा हेरिटेज, बाजार पेठ, फॅमिली मॉल, दापोली - ४१५ ७१२.	राखीव रक्कम - रु. १६,५६,०००.०० इसारा अनामत रक्कम - रु. १,६५,६००.००
मालमत्तेच्या निरीक्षणाचे दिनांक आणि वेळ	११.०९.२०२६, स.११.०० ते दु.०३.०० दरम्यान
मालमत्तेच्या लिलावाचा दिनांक आणि वेळ	२४.०९.२०२६, दु.१२.३० वाजता

अटी व शर्ती :-

१. ठळकपणे **"स्थावर मालमत्तेच्या खरेदीसाठी प्रस्ताव म्हणजेच रो हाऊस क्रमांक बी-२, स्वामी व्हिला', गाव दापोली, मदनगड रोड, पंढरीची वाडी, तालुका दापोली, जिल्हा रत्नागिरी - ४१५७१२ "** असे लिहिलेल्या एका खरेदीसाठी एका मोहोरबंद पाकिटातून प्रस्तावना ठेवून सदर प्रस्तावाचे मोहरबंद पाकिट स्वतंत्रपणे **"उपरोक्त लिलावाच्या ठिकाणी" दि.२३.०९.२०२६ रोजी सायं.५.०० पूर्वी आणावेत आणि दि.२३.०९.२०२६ सायं.५.००** पूर्वी ईएमडी रक्कम एनईएफटी/आरटीजीएसद्वारे खाते क्र. **001995200000001**, आयएफएससी कोड **TJSB0000001** मध्ये हस्तांतरित करावी.

२. निम्नस्वाक्षरीकारांकडून अशा तऱ्हेने प्राप्त झालेले प्रस्ताव उपरोक्त लिलावाच्या ठिकाणी **दि.२४.०९.२०२६ रोजी दु.१२.३० वाजता** उघडून विचारात घेतले जातील.

३. कोणताही प्रस्ताव स्वीकारण्याचे किंवा फेटाळण्याचे आणि/किंवा लिलाव रद्द करण्याचे आणि/किंवा सुधारण्याचे आणि/किंवा पुढे ढकलण्याचे अधिकार निम्नस्वाक्षरीकारांनी राखून ठेवले आहेत.

४. खाली स्वाक्षरी केलेले याद्वारे कर्जदार, गहाणखतदार/ना, आणि/किंवा कायदेशीर वारसांना, कायदेशीर प्रतिनिधी (ते) (मग ते ज्ञात असोत किंवा अज्ञात), निष्पादक(चे), प्रशासक(चे), उत्तराधिकारी (ते) आणि नियुक्त (ने) यांना सूचित करतात संबंधित कर्जदार/गहाणखतदार (ने) (मृत झाल्यापासून) किंवा फरार, यथास्थिती, नोटीसच्या तारखेपासून १५ दिवसांच्या आत संपूर्ण कर्ज रक्कम भरणा करावी. अन्यथा **प्राधिकृत अधिकारी सिक्युरिटी इंटरेस्ट (इन्फोर्समेंट) रुल्स, २००२ च्या नियम ८(५)** नुसार येथे नमूद केलेली सुरक्षित मालमत्तेची विक्री करण्यात येईल.

५. सर्व किंवा अशा कोणत्याही व्यक्ती (व्यक्तींना) या मालमत्तेबाबत वाटा, हक्क, शीर्षक, लाभ, व्याज, दावा किंवा मागणी यांच्या उक्त मालमत्तेच्या किंवा त्यांच्या कोणत्याही भागासंदर्भात विक्री, वाटप, देवाणघेवाण, गहाण, भाडे, पोट-भाडे, भाडेपट्टी, धारणाधिकार, शुल्क, देखभाल, परवाना, भेटवस्तू, वारसा, वाटा, ताबा, सहजता, विश्वास, वसीयत ताबा, असाइनमेंट किंवा कोणत्याही स्वरूपाचा भार किंवा अन्यथा खाली नमूद केलेल्या पत्त्यावर अधोस्वाक्षरीत लेखी कळवावे अशी विनंती केली जात आहे. जाहिरात प्रकाशित झाल्यापासून **०७ दिवसांच्या** आत सर्व आवश्यक आणि सहाय्यक दस्तऐवजांसह, अशा दाव्याचा संदर्भ न देता कोणता व्यवहार पूर्ण केला गेला नाही तर अशा कोणत्याही व्यक्तीचे त्याचे अधिकार माफ केले आहेत असे मानले जाईल आणि **टीजेएसबी सहकारी बँक लिमिटेड** वर बंधनकारक राहणार नाही.

६. अटी आणि शर्तीच्या पत्रकासह निविदा प्रपत्रे रु १००/- **अधिक जीएसटी** रु. १८/-, एकूण रु. ११८/- किंमतीसह प्राधिकृत अधिकाऱ्यांच्या कार्यालयात स्वतंत्रपणे उपलब्ध आहेत. **(संपर्क क्रमांक - ८४२२९३६८७२, ८०९७४४१८३४).**

७. बँकेकडूनच लिलाव निश्चित केला जाईल. बँकेने कोणताही व्यक्ती किंवा एजन्सी नियुक्त केलेली नाही.

हे प्रकाशन म्हणजे उपरोक्त कर्ज खात्यांच्या कर्जदार/सह-कर्जदार/गहाणखतदार/जामीनदारांना १५ दिवसांची सूचना देखील आहे.

दिनांक : ०१.०९.२०२६
ठिकाण : ठाणे.

शिक्का

सही/-
(चीफ मॅनेजर आणि प्राधिकृत अधिकारी)
सरफैसी ॲक्ट २००२ अन्वये
टीजेएसबी सहकारी बँक लि. च्या साठी आणि वतीने

*उपरोल्लेखित मराठी मजकूरामध्ये काही संदिग्धता असल्यास / आढळल्यास इंग्रजी मजकूर ग्राह्य मानावा.

PVR INOX

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/DCRIII/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 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;

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(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;

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(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

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;

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(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;

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(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.

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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

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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**

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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