

March 26, 2026

**The Manager – Listing
National Stock Exchange of India Limited
(Scrip Symbol: PVRINOX)**

**The Manager – Listing
BSE Limited
(Scrip Code: 532689)**

**Sub: Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations,
2015- Postal Ballot Notice**

Dear Sir(s),

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached a copy of the Postal Ballot Notice dated 17th March, 2026 together with the Explanatory Statement sent to the members of the Company today, seeking their approval through e-voting by way of special resolution for the following item of special business:

1. To approve the continuation of Mr. Pavan Kumar Jain as Non-Executive Director upon attaining the age of 75 years.

The Calendar of Events for the Postal Ballot are as follows:

Sl. No.	Event	Date
1.	Cut-off date for reckoning e-voting rights	Friday, 20 th March, 2026
2.	Date of Dispatch of Postal Ballot Notice by electronic means	Thursday, 26 th March, 2026
3.	E-voting start date & time	Friday, 27 th March, 2026 09:00 A.M. (IST)
4.	E-voting end date & time	Saturday, 25 th April, 2026 05:00 P.M. (IST)
5.	Date of submission of Scrutinizer's Report	On or before Tuesday, 28 th April, 2026
6.	Date of Announcement of Voting Results of Postal Ballot	On or before Tuesday, 28 th April, 2026

The Postal Ballot Notice shall be available on the website of the stock exchanges where equity shares of the Company are listed i.e., www.nseindia.com and www.bseindia.com and on Company's website <https://www.pvrcinemas.com/investors-section>.

This is for your information and to all concerned.

Yours sincerely,
For **PVR INOX Limited**

Murlee Manohar Jain
SVP - Company Secretary
& Compliance Officer

Encl: A/a

PVR INOX LIMITED (Formerly known as PVR Limited)

PVR INOX

PVR INOX LIMITED

(CIN: L74899MH1995PLC387971)

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

Corporate Office: Block A, 4th Floor, Building No. 9A, DLF Cyber City, Phase – III, Gurugram – 122002, Haryana

Tel: +91-124 -4708100, Fax - +91-124 -4708101

Email: cosec@pvrinox.com Website: www.pvrinemas.com

POSTAL BALLOT NOTICE

(Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014)

To,

Member(s) of PVR INOX Limited

Notice is hereby given under Sections 108 and 110 of the Companies Act, 2013 (“**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) and other applicable provisions of the Act and Rules, if any, including Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 5, 2022, Circular No.11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024, Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India including any statutory modification or re-enactment thereof for the time being in force and other applicable laws, rules and regulations, that the resolution appended below is proposed to be passed by the members of PVR INOX Limited (“**the Company**”) through postal ballot by way of remote e-voting process (“**e-voting**”) only. An Explanatory Statement pursuant to Section 102(1) of the Act setting out

all material facts relating to the resolution mentioned in this Postal Ballot Notice (the “**Notice**”) is annexed herewith for your consideration and forms an integral part of this Notice.

Pursuant to the MCA Circulars and Sections 108 and 110 of the Act and the Rules made thereunder, the Company is sending this Notice along with the Explanatory Statement and Remote E-voting instructions only through electronic mode to all those members, whose e-mail addresses are registered with the Company/Kfin Technologies Limited, Registrar and Share Transfer Agent (“**RTA**”) or Depository/ Depository Participants and whose names appear in the register of members of the Company or in the register of beneficial owners maintained by the National Securities Depository Limited (“**NSDL**”)/Central Depository Services (India) Limited (“**CDSL**”) as on Friday, 20th March, 2026 (“**Cut-off date**”). Each member’s voting rights shall be reckoned in proportion to his/her share in the paid-up equity share capital of the Company as on Cut-off date, which will only be considered to avail the facility of Remote E-voting.

If the e-mail address is not registered with the Company/ Depositories, the members are requested to follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the members would only take place through the remote e-voting system.

In compliance with Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Devesh Kumar

Vasisht, Managing Partner, M/s DPV & Associates LLP, Practicing Company Secretaries (C.P. No. 13700), failing him Mr. Parveen Kumar, Partner, M/s DPV & Associates LLP, Practicing Company Secretaries (C.P. No. 13411), as Scrutinizer to scrutinize the remote e-voting process and voting through electronic voting system for the Postal Ballot in a fair and transparent manner, who have also expressed their willingness to be appointed and be available for the purpose of ascertaining the requisite majority.

In the event, the proposed resolution, as set out herein below, is assented to by members by means of remote e-voting, it shall be deemed to be passed on the last day of e-voting i.e. on Saturday, 25th April, 2026 as if the same have been passed at a general meeting of the members convened in that behalf.

Proposed Resolution:

SPECIAL BUSINESS:

To approve the continuation of Mr. Pavan Kumar Jain as Non-Executive Director upon attaining the age of 75 years.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with applicable

provisions of the Companies Act, 2013 and rules made thereunder, in accordance with the Articles of Association of the Company, and based on the recommendation made by the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the “Board”, which shall be deemed to include any Committee constituted / empowered / to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), approval of the Members of the Company be and is hereby accorded for continuation of directorship of Mr. Pavan Kumar Jain as Non- Executive Director (DIN: 00030098) of the Company from the day he attains the age of 75 years viz. 17th May, 2026, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper, or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and other regulatory authorities, and to do all such acts, deeds, matters, and things in connection therewith.”

By order of the Board of Directors
For **PVR INOX Limited**

Sd/-

Murlee Manohar Jain

Company Secretary &

Compliance Officer

Membership No. F9598

Place: Gurugram, Haryana

Date: 17th March, 2026

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("**Act**") read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), each as amended, stating all material facts relating to the aforesaid Resolution and reasons thereof is annexed hereto and forms part of this Notice.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the register of members/list of beneficial owners as received from Depositories/KFIN Technologies Limited, the Company's Registrar and Transfer Agent ("**RTA**"), as on Friday, 20th day of March, 2026 (Cut-off date).
3. Members may note that the Postal Ballot Notice will also be available on the websites of the Company, the Stock Exchanges i.e., BSE Limited (<https://www.bseindia.com>) and National Stock Exchange of India Limited (<https://www.nseindia.com>) and on the website of National Securities Depository Limited ("**NSDL**").
4. If the e-mail address is not registered with the Company/Depositories, you may register the same to receive this Postal Ballot Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting by sending a request at evoting@nsdl.co.in
5. Voting rights of each member shall be reckoned on the paid up value of the shares registered in the name of the members as on the cut-off date which is Friday, 20th day of March, 2026 and any recipient of this Postal Ballot Notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
6. The remote e-voting period begins on Friday, 27th March, 2026 at 9:00 a.m. (IST) and ends on Saturday, 25th April, 2026 at 5:00 p.m. (IST) (both days inclusive).
7. The resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e Saturday, 25th April, 2026 and as if the same had been passed at a general meeting of the members convened in that behalf.
8. The Board of Directors has appointed Mr. Devesh Kumar Vasisht, Managing Partner of M/s. DPV & Associates LLP, having FCS No. F8488, and CP No. 13700 as the Scrutinizer for the purpose of conducting business through Postal Ballot in a fair and transparent manner and has appointed NSDL for providing facility of e-voting to the members of the Company, who have also expressed their willingness to be appointed and be available for the purpose of ascertaining the requisite majority.
9. The Scrutinizer will submit his report to the chairman of the Company or such person as authorized, upon completion of scrutiny of the votes received through the e-voting platform, not later than Tuesday, 28th day of April, 2026. The chairman or any person so authorized by him, shall announce the results of the Postal Ballot on or before 05:00 P.M. (IST) Tuesday, 28th day of April, 2026 in accordance with the regulatory provisions.
10. The results of the Postal Ballot, along with the scrutinizer's report, will be posted on the Company's website www.pvr cinemas.com and also communicated to the stock exchanges where the Company's shares are listed and on the website of NSDL.
11. All the relevant documents will be available for inspection electronically without any fee by the members from the date of circulation of this Notice up to the last date of e-voting. Members seeking to inspect such documents can send an email to the Company at cossec@pvrinox.com.

Attention of the individual shareholders holding the securities in demat mode is also brought to recent SEBI Master circular No. SEBI/HO/49/14/14(7)2025-CFDPOD2/1/3762/2026 dated 30th January, 2026. In order to increase the efficiency of the voting process, SEBI has enabled e-voting to all the demat account holders, by way of a single login credential, through the demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the E-voting service providers (ESPs). Accordingly, vide this circular, the shareholders can register directly with the depository or can choose an option of accessing various ESP portals directly from their demat accounts. The shareholders are requested to go through the contents of the circular for seamless e-voting process.

1. Instructions for E-Voting:

In compliance with provisions of Sections 108 & 110 of the Companies Act, 2013 and other applicable provisions of the Act read with rules, Master circular dated 30th January, 2026 of SEBI and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to offer e-voting facility. The procedure and instructions for e-voting are as follows:

- (a) The e-voting period begins on Friday, 27th March, 2026 at 9:00 a.m. (IST) and ends on Saturday, 25th April, 2026 at 5:00 p.m. (IST) (both days inclusive). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date which is on Friday, 20th day of March, 2026 may cast their votes. The remote e-voting module shall be disabled by NSDL, for e-voting after 05:00 p.m. (IST) on Saturday, 25th April, 2026.
- (b) Once the vote on the resolution has been cast by a member, he/ she shall not be allowed to change it subsequently or cast the vote again.

2. Procedure For Remote E-voting:

- i. The instructions for e-Voting are given herein below. The Board of Directors has appointed Mr. Devesh Kumar Vasisht, Managing Partner of M/s DPV & Associates LLP, having FCS No. F8488, and CP No. 13700, Practicing Company Secretaries as a Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
- ii. In pursuant to SEBI Master circular no. **SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January, 2026** on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The e-Voting period commences from Friday, 27th March, 2026 at 9:00 a.m. (IST) and ends on Saturday, 25th April, 2026 at 5:00 p.m. (IST) (both days inclusive).
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. on Friday, 20th day of March, 2026.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode:

In terms of SEBI Master circular dated 30th January, 2026 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

	<p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911</p>

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is open.
2. Select "EVEN" i.e. 138952 of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail dpv@dpvassociates.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need

to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Pallavi Mhatre at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to einward.ris@kfintech.com / cossec@pvrinox.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to einward.ris@kfintech.com / cossec@pvrinox.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI Master circular dated **30th January, 2026** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 ("Act")

In terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed company shall appoint or continue the appointment of a Non-Executive Director, who has attained the age of 75 years, unless a special resolution is passed to that effect in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Mr. Pavan Kumar Jain (DIN: 00030098), Non-Executive Chairman of the Company, will attain the age of seventy-five years on 17th May, 2026. Accordingly, the approval of the Members is being sought for continuation of his directorship as Non-Executive Director (in the capacity of the Chairman) of the Company from the date he attains the age of seventy-five years.

The Independent Directors, Nomination and Remuneration Committee ("**NRC**") and the Board of Directors, after due consideration and detailed deliberations, have recommended the continuation of Mr. Jain beyond the age of seventy-five years, considering his continued strategic contribution, governance leadership and the ongoing strategic priorities of the Company.

1. Introduction and Background:**Mr. Pavan Kumar Jain**

Mr. Pavan Kumar Jain, Chairman & Non-Executive, Non-Independent Director of the Company, is a distinguished Chemical Engineer from the Indian Institute of Technology, Delhi (1972 batch) and a visionary industrialist with more than five decades of experience in building and leading large, diversified enterprises. As the Founder and Chairman of the INOX Group, he has played a pivotal role in transforming the Group into one of India's most respected conglomerates with strong presence across industrial gases, cryogenic engineering and entertainment. Over the years, Mr. Jain has been instrumental in strategically diversifying the INOX Group and establishing leadership positions in multiple high-growth sectors.

Under his Chairmanship for more than 50 years, INOX Air Products Private Limited has evolved from a single-plant operation to making it one of the largest industrial

and medical gases companies in India, supporting key sectors such as manufacturing, healthcare, infrastructure and energy. It is a result of his vision and foresightedness, that INOX Air Products is servicing the industrial gas needs of more than 1800 manufacturing organizations, including the conventional sectors like steel, glass and tyre, to emerging industrial sectors like semiconductors and solar cells. Since April 2024, Mr. Jain has been designated as Chairman Non-Executive Director of the company, and continues to guide and mentor the Management of the company.

Mr. Jain's leadership has also positioned INOX India Limited (INOXCVA) as India's largest cryogenic solutions provider and among the top five cryogenic companies globally. Through sustained investments in technology, engineering excellence, global partnerships and highly customized and innovative cryogenic solutions, he has ensured that INOX India is a globally respected brand in cryogenic storage, transportation and infrastructure solutions.

In the entertainment sector, Mr. Jain's vision and strategic direction have enabled PVR INOX Limited to become India's largest and the world's fourth-largest listed cinema exhibition company. His ability to successfully guide complex mergers, acquisitions and business integrations has been a defining factor in creating scalable, professionally managed and financially strong enterprises within the Group.

A strong proponent of the Make in India initiative, Mr. Jain has consistently focused on building domestic manufacturing capabilities, promoting technological self-reliance and ensuring responsible and sustainable business practices. In recognition of his outstanding professional achievements and contributions to industry and nation-building, he was conferred the Distinguished Alumni Award by IIT Delhi in 2023. Beyond his professional pursuits, Mr. Jain is known for his interest in billiards and his love for music, reflecting a well-rounded and balanced leadership style.

The Board believes that his continued stewardship, and his foresight will ensure strategic continuity during the Company's current phase of expansion, restructuring,

digital transformation and regulatory transition.

Background

The Board of Directors of the Company in its meeting held on 27th March, 2022 approved a Scheme of Amalgamation of INOX Leisure Limited with PVR Limited and their respective shareholders and creditors ("Scheme"). The Scheme was sanctioned by the National Company Law Tribunal, Mumbai bench, vide its order dated 12th January, 2023 and became effective from 6th February, 2023, which provided for the appointment of Mr. Pavan Kumar Jain as the Chairman & Non-Executive Director, Non-Independent Director with effect from 6th February, 2023.

Mr. Jain played a pivotal role in steering the PVR-INOX merger in a seamless manner, bringing deep strategic insight and a proven track record in scaling large enterprises. His continued strategic guidance remains invaluable to PVR INOX amid rapid industry transformation, strengthening board deliberations and supporting well-considered, resilient decision-making.

2. Nature of Role, Strategic Context and Leadership Continuity Rationale:

Mr. Pavan Kumar Jain serves in the capacity of a Non-Executive Chairman and provides leadership to the Board, ensures effective governance oversight, facilitates strategic deliberations, safeguards minority shareholder interests and supports management through guidance without assuming executive authority. He does not participate in executive management nor exercises operational authority. The responsibility to manage the affairs of the Company, including all strategic and financial decisions, vests with the Managing Director and/or Executive Director of the Company, subject to full Board deliberation, with independent directors playing a central role in evaluation and approval processes. However, his deep financial acumen, compliance orientation, and experience in corporate governance enable the Board to navigate complex regulatory and business environments effectively. Though, Mr. Jain's role is limited to strategic guidance, governance oversight and facilitation of effective Board processes, he actively engages in all key discussions prior to every Board Meeting, receiving regular briefings from the management and reviewing all board

materials. In his role as the Chairman of the Board, he always remains deeply engaged with the Board through ongoing interactions and has consistently contributed valuable insights and guidance, both with and without an official forum.

Mr. Pavan Kumar Jain continues to serve as Executive Chairman of the INOX Group, His successful leadership at INOX Air Products one of India's largest industrial and medical gases company and INOXCVA one of the world's leading cryogenic solution providers demonstrates his proven ability to build resilient, capital-intensive businesses at scale. His vision leveraged over 50 years of industrial experience, to first drive diversification of the Group into the cinema exhibition sector and then transforming Brand INOX into a key player in India's entertainment landscape. Under his leadership, INOX merged with PVR in 2023 to form PVR INOX Ltd., now India's largest multiplex chain with over 1,802 screens across 114 cities, setting industry benchmarks in film exhibition and premium viewing experiences. Mr. Jain brings decades of hands-on experience in the Indian cinema exhibition business. His strategic vision, longstanding industry credibility and business acumen continue to serve as a strategic advantage for PVR INOX in cultivating strong industry relationships, enabling enhanced reputation with regulators, partners, and financial institutions alike.

Given his long and significant experience in the Cinema Business and industry relationships, the Board believes that leadership continuity at this stage supports stability in governance oversight and facilitates informed strategic decision-making. His presence ensures a balanced perspective that aligns management performance with long-term shareholder value creation.

The NRC and Independent Directors undertake the annual performance evaluation of the Board and its members every year, including of the Chairman. Evaluation parameters include - Strategic guidance, Governance stewardship, Board process effectiveness & Attendance and preparedness. The Board also carried out the performance evaluation in line with the criteria specified by the Nomination and Remuneration Committee and expressed its satisfaction with his performance and contribution made to the Company in the capacity of Chairman & Non-Executive Director

of the Company. The evaluation outcome indicated that Mr. Jain continues to demonstrate effective leadership, high engagement levels, and constructive contribution to Board deliberations.

3. Governance Safeguards:

In addition, the aforesaid proposal is subject to following key governance safeguards:

- **Independent review:** The proposal for continuation of Mr. Jain beyond the age of 75 (seventy-five) years was considered by the Nomination and Remuneration Committee and the Board in the absence of Mr. Pavan Kumar Jain and Mr. Siddharth Jain. The Independent Directors also reviewed the proposal and confirmed that such continuation is consistent with the Company's governance standards and does not prejudice the interests of minority shareholders.
- **Performance based recommendation:** The NRC and Board recorded satisfaction regarding his continued effectiveness and active contribution. The recommendation is therefore based on performance and strategic relevance.
- **Board Attendance:** The Board attendance of Mr. Pavan Kumar Jain during FY 2025-26 is 100%. Further, since his appointment to the Board of the Company on 6th February, 2023, Mr. Jain attended 12 out of 18 Board meetings (67% attendance). Out of the 6 (Six) meetings that he could not attend in FY2023-24 and FY2024-25, 2 (two) were due to health reasons (one each in FY2023-24 and FY2024-25) and the remaining 4 (four) he could not attend due to unforeseen & unavoidable exigency that arose at the last hour around the dates of those Board Meetings. However, Mr. Jain remained actively engaged in all key discussions prior to these board meetings, receiving regular briefings from the Management and reviewing all board materials. In his role as the Chairman of the Board, he always remains deeply engaged with the Board/Management, both with or without an official forum.
- **Attendance at AGM:** Mr. Jain chaired the Annual General Meeting of the Company for FY'25.
- **Shareholding and Voting Transparency:** Mr. Jain is a Promoter of the Company holding 3,08,992 shares aggregating to 0.31% of the paid up share capital of the Company.
- **No governance lapse:** The Company has duly complied with the Business Responsibility and Sustainability Reporting (BRSR) requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, there are no pending regulatory observations in relation to any governance lapses attributable to the Chairman.
- **Remuneration from group companies:** Mr. Jain does not receive any remuneration or sitting fees either from the Company or from any of its subsidiaries. Members are informed that the Company pays a "Brand License Fees" to Mr. Pavan Kumar Jain for usage of the "INOX" brand, which is personally owned by him. Mr. Jain has licensed the usage of "INOX" brand to the Company pursuant to a Brand License Agreement dated 10th June, 2023 in accordance with the approval of the Audit Committee and the Board of Directors of the Company. The Brand License Fees payable is in the range of 0.25% to 0.30% of the consolidated annual turnover of the Company, within which the actual amount is determined by the Audit Committee each year. The arm's length nature of the fee has been independently verified by an external chartered accountancy firm, whose benchmarking study confirmed that the brand royalty rate paid by the Company is below the industry average for comparable transactions and is at arm's length. The actual amount paid on account of such Brand License fees for financial years 2023-24 & 2024-25 have been duly disclosed in the Annual Reports for the respective years (refer page no. 224 in the Annual Report of FY 2023-24 and page no. 238 in the Annual Report of FY 2024-25).
- **Disclosure on Relationship and Committee Position:** Mr. Jain is not related to any of the Executive Directors of the Company. He is not a member in any of the statutory committees of the Company.

4. Regulatory Compliance & Shareholders Considerations:

This proposal complies with Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which requires listed companies to obtain shareholders' approval by way of a Special Resolution to appoint or continue the appointment of a person as a Non-Executive Director who has attained the age of 75 years.

Requisite information/disclosure about Mr. Jain, as required under Regulation 36 and other applicable provisions (if any) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are available in **Annexure-A** hereto. Copies of the relevant documents pertaining to the above proposals are open for inspection by the members and same shall be so made available for inspection in electronic form during business hours on a working day. Any member interested in obtaining such information may write to the Company Secretary at cosec@pvrinox.com the same will be furnished for inspection on request.

Further, pursuant to the circular relating to the "Enforcement of SEBI Order regarding appointment of directors by listed companies" dated June 20, 2018, Mr. Pavan Kumar Jain is not debarred from holding the office of director pursuant to any SEBI order.

5. Interest of Directors and Key Managerial Personnel:

Mr. Pavan Kumar Jain and Mr. Siddharth Jain (being related to each other) are interested in the resolution

set out in the Notice. Their respective relatives may also be deemed to be interested in the above resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other directors or key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

6. NRC & Board Recommendation:

The members may kindly note that the Board, on the recommendation of the Nomination and Remuneration Committee, and after comprehensive review of the strategic context of the Company, the ongoing leadership requirements of the Board, governance implications, performance evaluation outcomes and the continued effectiveness of Mr. Jain in discharging his responsibilities as Non-Executive Chairman, is of the considered opinion that continuation of Mr. Jain, as Non-Executive Director beyond 75 years is justified and in the best interests of the Company and its shareholders.

Accordingly, the Board recommends the special resolution as set out in the notice above, for approval of the members.

By order of the Board of Directors
For **PVR INOX Limited**

Sd/-

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

Place: Gurugram, Haryana
Date: 17th March, 2026

Annexure -A DETAILS OF DIRECTOR SEEKING CONTINUATION OF DIRECTORSHIP

(Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India)

Particulars	Mr. Pavan Kumar Jain
Director Identification Number (DIN)	00030098
Date of Birth (Age)	17 th May, 1951 (74 years)
Date of first Appointment	6 th February, 2023
Qualification/Brief Resume	Chemical Engineer from IIT, Delhi
Expertise/ Experience in specific functional areas	As per the detailed profile given above.
Terms and conditions of appointment and date of appointment	Mr. Jain has been appointed as Non- Executive, Non- Independent Director, liable to retire by rotation, & Chairman of the Company with effect from 06 th February, 2023.
Details of remuneration and remuneration last drawn	N.A.
Details of remuneration sought to be paid	N.A.
Directorship held in other companies (excluding foreign companies)	1. INOX Air Products Private Limited 2. INOX Infrastructure Limited 3. INOX India Limited 4. GFL Limited 5. N.K. Patni Charitable Foundation
Listed entities from which director has resigned in past 3 years	NIL
Committees membership/ chairmanships held in other companies (excluding foreign companies)	INOX India Limited- Stakeholders Relationship Committee (Chairman) IPO Committee (Member) INOX Air Products Private Limited- Share Transfer Committee (Chairman) Audit Committee (Chairman) Operations Committee of Directors (Chairman) Corporate Social Responsibility Committee (Chairman) GFL Limited- Stakeholders Relationship Committee (Member) Risk Management Committee (Member) Nomination and Remuneration Committee (Member) Corporate Social Responsibility Committee (Member) INOX Infrastructure Limited- Audit Committee (Member) Nomination and Remuneration Committee (Member)
Number of shares/Convertible Instrument, either in individual capacity or on a beneficial basis, held in the Company, as on the date of appointment	3,08,992 (0.31%)
Membership/Chairmanships of Committees of the Board	N.A.
Relationship with any Director(s), Manager(s) and other Key Managerial Personnel of the Company	He is Father of Mr. Siddharth Jain, Non-Executive Director & Co-Promoter of the Company.
Number of Board meetings attended during the Financial Year 2025-26	5 out of 5