LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer (*as defined below*) is being sent to you as a registered Eligible Shareholder (as *defined below*) of PVR INOX Limited (the "**Company**") as on the Record Date, being September 04, 2026 ("**Record Date**"), in accordance with Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "**SEBI Buyback Regulations**"). If you require any clarifications about the action to be taken, you may consult your Shareholder Broker (*as defined below*) or your investment consultant or the Manager to the Buyback i.e., DAM Capital Advisors Limited or the Registrar to the Buyback i.e., KFin Technologies Limited. Please refer to the "*Definition of Key Terms*" section of this Letter of Offer for the definitions of capitalised terms used herein.

PVR INOX LIMITED
Corporate Identification 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. No.: 0124 4708100
Contact Person: Mr. Murlee Manohar Jain, Company Secretary and Compliance Officer
E-mail: cosec@pvrinox.com **Website:** www.pvrcinemas.com

OFFER TO BUYBACK UP TO 20,68,965 (TWENTY LAKH SIXTY EIGHT THOUSAND NINE HUNDRED SIXTY FIVE) FULLY PAID-UP EQUITY SHARES OF THE FACE VALUE OF INR 10/- (INDIAN RUPEES TEN ONLY) EACH OF THE COMPANY, 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, FROM ALL ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES OF THE COMPANY AS ON RECORD DATE, I.E., FRIDAY, SEPTEMBER 4, 2026 ON A PROPORTIONATE BASIS, THROUGH THE 'TENDER OFFER' PROCESS, AT A PRICE OF ₹ 1,450/- (INDIAN RUPEES ONE THOUSAND FOUR HUNDRED FIFTY ONLY) PER EQUITY SHARE, PAYABLE IN CASH, FOR AN AGGREGATE MAXIMUM AMOUNT NOT EXCEEDING ₹ 300,00,00,000/- (INDIAN RUPEES THREE HUNDRED CRORES ONLY) EXCLUDING THE TRANSACTION COSTS (AS DEFINED BELOW). THE BUYBACK SIZE (AS DEFINED BELOW) 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.

(1) The Buyback is in accordance with Article 73 of the Articles of Association (*as defined below*) of the Company, Sections 68, 69, and 70 and all other applicable provisions, if any, of the Companies Act (*as defined below*) and the relevant rules made thereunder including the Share Capital and Debentures Rules (*as defined below*), to the extent applicable, the SEBI Buyback Regulations read with SEBI Circulars *(as defined below)* and the SEBI Listing Regulations *(as defined below)*, and subject to such other approvals, permissions, consents, sanctions, and exemptions of SEBI (*as defined below*), RBI (*as defined below*), Stock Exchanges (*as defined below*), MCA (*as defined below*), RoC (*as defined below*), 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 by the Board (*as defined below*).

(2) The Buyback Size *(as defined below)* is within the statutory limit of up to 10% of the aggregate total paid-up Equity Share capital and free reserves of the Company as of March 31, 2026, as per applicable provisions of the Companies Act and SEBI Buyback Regulations.

(3) The Letter of Offer will be electronically sent to all the Equity Shareholders (*as defined below*) of the Company as on the Record Date, being Friday, September 4, 2026 ("**Eligible Shareholders**") in accordance with the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable. Further, if any Eligible Shareholder has not registered an email address with the Depositories (*as defined below*), or in case of receipt of a request from any Eligible Shareholder to receive a copy of the Letter of Offer in physical form, the same shall be sent by speed post or courier to such shareholder's registered postal address available with the Company.

(4) For details of the procedure for tender and settlement, please refer to the "*Procedure for Tender Offer and Settlement*" on page 49 of this Letter of Offer. The Form of Acceptance-cum-Acknowledgement (the "**Tender Form**") is enclosed together with this Letter of Offer.

(5) For details of the procedure for Acceptance (*as defined below*), please refer to the "*Process and Methodology for the Buyback"* on page 46 of this Letter of Offer. For mode of payment of cash consideration to the Eligible Shareholders, please refer to "*Procedure for Tender Offer and Settlement – C. Method of Settlement*" on page 57 of this Letter of Offer.

(6) A copy of the Public Announcement (*as defined below*), Corrigendum to the Public Announcement (*as defined below*) and this Letter of Offer (including the Tender Form and SH-4) is expected to be available on the website of SEBI i.e., www.sebi.gov.in and on the website of the Company i.e., www.pvrcinemas.com and the Stock Exchanges at www.bseindia.com and www.nseindia.com and on the website of the Manager to the Buyback i.e., www.damcapital.in, and Registrar to the Buyback i.e., www.kfintech.com.

(7) Eligible Shareholders are advised to read this Letter of Offer and in particular refer to *"Details of Statutory Approvals*" and "*Note on Taxation*" on pages 44 and 58 of this Letter of Offer, respectively, before tendering their Equity Shares (*as defined below*) in the Buyback.

BUYBACK PROGRAMME	
BUYBACK OPENS ON	Thursday, September 10, 2026
BUYBACK CLOSES ON	Thursday, September 17, 2026
LAST DATE OF RECEIPT OF COMPLETED TENDER FORMS AND OTHER SPECIFIED DOCUMENTS BY THE REGISTRAR TO THE BUYBACK	Thursday, September 17, 2026 by 5:00 P.M. IST.

BUYBACK ENTITLEMENT	
CATEGORY OF ELIGIBLE SHAREHOLDERS	**BUYBACK ENTITLEMENT***
RESERVED CATEGORY FOR SMALL SHAREHOLDERS	9 Equity Shares for every 157 Equity Shares held on the Record Date
GENERAL CATEGORY FOR ALL OTHER ELIGIBLE SHAREHOLDERS	21 Equity Shares for every 1,108 Equity Shares held on the Record Date

* *The above ratio of Buyback is approximate and provides an indicative Buyback Entitlement. Any computation of entitled Equity Shares using the above ratio may provide a slightly different number due to rounding off. The actual Buyback Entitlement for Reserved Category for Small Shareholders is 5.7330888703% and General Category for all other Eligible Shareholders is 1.8953355370%. Also, the numbers arrived at using the actual Buyback Entitlement may not conform exactly to the Buyback Entitlement printed in the Tender Form due to rounding-off of the factor.*

For further information on ratio of Buyback as per the Buyback Entitlement in each category, please refer paragraph 21.6(g) on page no. 47 of the Letter of Offer.

ELIGIBLE SHAREHOLDERS CAN ALSO CHECK THEIR ENTITLEMENT ON THE WEBSITE OF THE REGISTRAR TO THE BUYBACK BY FOLLOWING THE STEPS GIVEN BELOW:

1) Click on https://kosmic.kfintech.com/karisma/buybackofferv2.aspx
2) Select the name of the Company – PVR INOX Limited
3) Select holding type –“Demat” or “Physical”
4) Based on the option selected above, enter your “Folio Number” or “NSDL DPID/Client ID” or “CDSL Client ID”
5) Enter the security code and click on submit
6) Then click on ‘View’ button
7) The entitlement will be provided in the pre-filled ‘FORM OF ACCEPTANCE-CUM ACKNOWLEDGEMENT’

MANAGER TO THE BUYBACK	REGISTRAR TO THE BUYBACK
DAM Capital Advisors Limited **Address:** Altimus 2202, Level 22, Pandurang Budhkar Marg, Worli, Mumbai 400 018, Maharashtra, India **Contact Person:** Aanchal Wagle/ Puneet Agnihotri **Tel. No.:** +91 22 4202 2500 **E-mail**: pvrinox.buyback2026@damcapital.in **Website**: www.damcapital.in **SEBI Registration No.**: MB/INM000011336 **Validity Period**: Permanent **CIN:** L99999MH1993PLC071865	**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/ 18003094001 **E-mail**: pvrinox.buyback@kfintech.com **Website**: www.kfintech.com **Investor Grievance Id**: einward.ris@kfintech.com **SEBI Registration No.**: INR000000221 **Validity Period:** Permanent **CIN**: L72400MH2017PLC444072

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1. SCHEDULE OF ACTIVITIES FOR THE BUYBACK

Sr. No.	Activity	Schedule of Activities	
		Day	Date
1.	Date of the Board Meeting (*as defined below*) approving the proposal for the Buyback	Monday	August 31, 2026
2.	Date of Public Announcement for the Buyback	Tuesday	September 1, 2026
3.	Date of publication of the Public Announcement for the Buyback in newspapers	Wednesday	September 2, 2026
4.	Date of Corrigendum to the Public Announcement	Thursday	September 3, 2026
5.	Date of publication of Corrigendum to the Public Announcement for the Buyback in newspaper	Friday	September 4, 2026
6.	Record Date for determining the names of the Eligible Shareholders and the Buyback Entitlement (*as defined below*)	Friday	September 4, 2026
7.	Buyback Opening Date*	Thursday	September 10, 2026
8.	Buyback Closing Date*	Thursday	September 17, 2026
9.	Last date of receipt of completed Tender Form and other specified documents including physical certificates (if and as applicable) by the Registrar to the Buyback	Thursday	September 17, 2026
10.	Last date of verification of Tender Forms by Registrar to the Buyback	Monday	September 21, 2026
11.	Last date of intimation to the Stock Exchanges regarding Acceptance/ non-acceptance of Equity Shares by the Registrar to the Buyback	Wednesday	September 23, 2026
12.	Last date of completion of settlement of bids by the Clearing Corporation on the Stock Exchanges	Thursday	September 24, 2026
13.	Last date of dispatch of share certificate(s) by the Registrar to the Buyback / payment to Eligible Shareholders / return of unaccepted Demat Shares by the Stock Exchanges to Eligible Shareholders / Shareholder Broker	Thursday	September 24, 2026
14.	Last date for payment of consideration to Eligible Shareholders who participated in the Buyback	Thursday	September 24, 2026
15.	Last date of extinguishment of the Equity Shares bought back	Tuesday	October 6, 2026

Note: Where last dates are mentioned for certain activities, such activities may take place on or before the respective last dates.
**The tendering period in respect of the Buyback Offer shall commence on Thursday, September 10, 2026, and shall close on Thursday, September 17, 2026. Shareholders are requested to note that Monday, September 14, 2026 shall not be considered as a Working Day for the purpose of Buyback, being a holiday declared by SEBI. Accordingly, tendering of Equity Shares shall not be permitted on Monday, September 14, 2026.*

2. DEFINITION OF KEY TERMS

This Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates, implies or specifies otherwise, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarification as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Letter of Offer but not defined herein shall have the meaning ascribed to such terms under the SEBI Buyback Regulations, the Companies Act, the Depositories Act, and the rules and regulations made thereunder.

Term	Description
Acceptance/Accept/Accepted	Acceptance of Equity Shares tendered by the Eligible Shareholders in the Buyback
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by the Designated Stock Exchange i.e., BSE Limited in the form of a separate window in accordance with the SEBI Circulars
Additional Equity Shares	Additional Equity Shares tendered by an Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder up to the extent of Equity Shares held by such Eligible Shareholder on the Record Date
Articles of Association	Articles of Association of the Company, as amended from time to time
Board Meeting	Meeting of the Board of Directors held on Monday, August 31, 2026, wherein among other things, the proposal for the Buyback was approved
Board/ Board of Directors	Board of Directors of the Company (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized 'Buyback Committee' thereof)

Term	Description
BSE	BSE Limited
Buyback or Buyback Offer or Offer	Offer by the Company to buyback up to a maximum of 20,68,965 (Twenty Lakh Sixty Eight Thousand Nine Hundred Sixty Five) Equity Shares at a price of ₹ 1,450/- (Indian Rupees One Thousand Four Hundred Fifty only) per Equity Share, payable in cash, from all the Eligible Shareholders, through the Tender Offer process on a proportionate basis in terms of the SEBI Buyback Regulations read with the SEBI Circulars
Buyback Closing Date	Thursday, September 17, 2026, being the last date up to which the tendering of Equity Shares by Eligible Shareholders will be allowed
Buyback Committee	A committee constituted by the Board, comprising of Mr. Ajay Kumar Bijli, Managing Director, Mr. Sanjeev Kumar, Executive Director and Mr. Siddharth Jain, Non-Executive Director, to exercise certain powers in relation to the Buyback pursuant to the resolution passed by the Board on Monday, August 31, 2026
Buyback Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buyback, based on the number of Equity Shares held by such Eligible Shareholder on the Record Date and the ratio/ percentage of Buyback applicable in the category, to which such Eligible Shareholder belongs.
Buyback Opening Date	Thursday, September 10, 2026, being the date from which the tendering of Equity Shares by Eligible Shareholders will be allowed
Buyback Period	The period between the date of the Board Meeting (i.e., Monday, August 31, 2026) and the date on which the payment of consideration to the Eligible Shareholders who have accepted the Buyback is made
Buyback Price	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e., ₹ 1,450/- (Indian Rupees One Thousand Four Hundred Fifty only) per Equity Share, payable in cash
Buyback Size	Maximum number of Equity Shares proposed to be bought back i.e., up to 20,68,965 (Twenty Lakh Sixty Eight Thousand Nine Hundred Sixty Five) Equity Shares multiplied by the Buyback Price per Equity Share payable in cash for a maximum aggregate amount of not exceeding ₹ 300,00,00,000 (Indian Rupees Three Hundred Crores only). The Buyback Size excludes Transaction Costs
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identification Number
Clearing Corporation	Indian Clearing Corporation Limited
Companies Act	Companies Act, 2013, and applicable rules thereunder, including any statutory modifications or re-enactments thereof
"Company" or "we" or "us" or "our"	PVR INOX Limited
Company Demat Account	A demat account of the Company wherein Demat Shares bought back in the Buyback would be transferred
Company's Broker	DAM Capital Advisors Limited
Corrigendum to the Public Announcement	The corrigendum to the public announcement dated September 3, 2026, made in accordance with the SEBI Buyback Regulations, published on September 4, 2026, in Business Standard, a English national daily newspaper, Business Standard, a Hindi national daily newspaper, Navshakti, a Regional national daily newspaper
Demat Share(s)	Equity Share(s) of the Company in dematerialised form
Depositories	Together, NSDL and CDSL
Depositories Act	Depositories Act, 1996, and rules framed thereunder, each as amended
Designated Stock Exchange	BSE
DIN	Director Identification Number
Director(s)	Director(s) of the Company
DP	Depository Participant
Eligible Shareholders	Equity Shareholders eligible to participate in the Buyback and would mean all shareholders/ beneficial owners of the Equity Shares of the Company as on the Record Date and do not include such shareholders/ beneficial owners of the Equity Shares who are not permitted under the applicable law to tender Equity Shares in the Buyback
Equity Shareholder(s)/ Shareholder(s)	Holders of Equity Shares and includes beneficial owners thereof
Equity Share(s)	Fully paid-up equity shares having the face value of ₹ 10/- (Indian Rupees Ten only) each of the Company
Escrow Account	The Escrow Account in the name and style of "**PVR INOX Limited Escrow Account for Buy-back of shares 2026**" opened with Axis Bank Limited in accordance with the SEBI Buyback Regulations and the Escrow Agreement.
Escrow Agent	Axis Bank Limited

Term	Description
Escrow Agreement	The agreement dated September 1, 2026, entered into amongst the Company, the Manager to the Buyback and the Escrow Agent, read together with the amended and restated escrow agreement dated September 4, 2026, pursuant to which certain arrangement for Escrow Account is made in relation to the Buyback
FEMA	The Foreign Exchange Management Act, 1999, as amended from time to time, including rules, regulations, circulars, directions and notifications issued thereunder
FII(s)	Foreign Institutional Investor(s)
FPI(s)	Foreign Portfolio Investors as defined under Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
General Category	Eligible Shareholders other than the Small Shareholders
HUF	Hindu Undivided Family
IST	Indian Standard Time
IT Act/ Income Tax Act	Income Tax Act, 2025, as amended
Letter of Offer	The letter of offer dated September 7, 2026 to be filed with SEBI containing disclosures in relation to the Buyback as specified in Schedule III of the SEBI Buyback Regulations.
"Manager to the Buyback" or "Manager"	DAM Capital Advisors Limited
MCA	Ministry of Corporate Affairs
NA	Not applicable
NRI	Non-Resident Indian
Non-Resident Shareholders	Includes NRIs, FIIs, FPIs, OCBs and other foreign Equity Shareholders holding Equity Shares
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Erstwhile Overseas Corporate Bodies
PAN	Permanent Account Number
Promoters and Promoter Group	The promoters and members of the promoter group of the Company, as have been disclosed under the filings made under the SEBI Listing Regulations, being Mr. Pavan Kumar Jain, Mr. Ajay Kumar Bijli, Mr. Sanjeev Kumar, Mr. Siddharth Jain, GFL Limited, INOX Infrastructure Limited, Ms. Selena Bijli, Ms. Nayantara Jain, Ms. Niharika Bijli, Mr. Aamer Krishan Bijli, Ms. Nayana Bijli, ATC Logistical Solutions Private Limited, and Ms. Ishita Jain
Physical Share(s)	Equity Share(s) of the Company in physical form
Public Announcement	Public announcement dated Tuesday, September 1, 2026 in connection with the Buyback, published in accordance with the SEBI Buyback Regulations on Wednesday, September 2, 2026 in Business Standard, an English national daily newspaper, Business Standard, a Hindi national daily newspaper, Navshakti, a Regional national daily newspaper, read with Corrigendum to the Public Announcement
RBI	Reserve Bank of India
Record Date	The date for the purpose of determining the Buyback Entitlement and the names of the Eligible Shareholders to whom the Letter of Offer (including the Tender Form and Form SH-4) will be sent, and who are eligible to participate in the Buyback in accordance with the SEBI Buyback Regulations. The Record Date for the Buyback was Friday, September 4, 2026
"Registrar to the Buyback" or "Registrar"	KFin Technologies Limited
RoC	Registrar of Companies
SEBI	Securities and Exchange Board of India
SEBI Circulars	SEBI circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, and SEBI circular bearing number SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023, as may be amended from time to time
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the time being in force including any statutory modifications and amendments from time to time
SEC	United States Securities and Exchange Commission
Share Capital and Debenture Rules	Companies (Share Capital and Debenture) Rules, 2014, as amended
Shareholder Broker	The stockbroker (who is member of the NSE and/or BSE) of an Eligible Shareholder through whom the order for selling the Equity Shares will be placed in the Acquisition Window
Small Shareholder	As defined under Regulation 2(i)(n) of the SEBI Buyback Regulations and in relation to the Buyback means an Eligible Shareholder who holds Equity Shares of market value of not more than ₹ 2,00,000/-

Term	Description
	(Rupees Two Lakh only), on the basis of closing price on BSE or NSE, whichever registers the highest trading volume in respect of the Equity Shares on the Record Date, (i.e., Friday, September 4, 2026)
Statutory Auditor	S.R. Batliboi & Co. LLP
Stock Exchanges	Together, BSE and NSE, being the stock exchanges where the Equity Shares of the Company are listed
Tender Form	Form of Acceptance-cum-Acknowledgement to be filled in and sent to the Registrar by the Eligible Shareholders to participate in the Buyback
Tender Offer	Method of buyback as defined in Regulation 4(iv) of the SEBI Buyback Regulations
Tendering Period	Period of 5 (five) Working Days from the Buyback Opening Date (Thursday, September 10, 2026) till the Buyback Closing Date (Thursday, September 17, 2026) (both days inclusive)
Transaction Costs	Any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, 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, and dispatch expenses and other incidental and related expenses, etc
TRS	Transaction Registration Slip generated by the exchange bidding system
U.S. or United States	The United States of America
Working Day(s)	Working day as defined under Regulation 2(i)(s) of the SEBI Buyback Regulations

Certain conventions, currency of presentation, use of financial information and stock market data

Page Numbers and Paragraph Numbers

Unless otherwise stated, all references to page numbers and paragraph numbers in this Letter of Offer are to page numbers and paragraph numbers of this Letter of Offer.

Currency and Units of Presentation

All references to *"Rupee(s)"*, *"₹", "Rs."* or "INR" are to Indian Rupees, the official currency of the Republic of India.

Financial and Other Data

Unless stated or the context requires otherwise, our financial information in this Letter of Offer is derived from our audited standalone and consolidated financial statements for the financial years ended March 31, 2026, March 31, 2025, and March 31, 2024 and unaudited standalone and consolidated financial statements for the quarter ended June 30, 2026.

Our Company's financial year commences on April 1 of each year and ends on March 31 of the next year (referred to herein as "**Fiscal**", "**Fiscal Year**", "**Financial Year**" or "**FY**"). All data related to financials are given in INR million unless otherwise stated.

Stock Market Data

Unless stated or the context requires otherwise, stock market data included in this Letter of Offer is derived from the websites of the Stock Exchanges.

3. DISCLAIMER CLAUSE

As required under the SEBI Buyback Regulations, a copy of this Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in this Letter of Offer. The Manager to the Buyback i.e., DAM Capital Advisors Limited, has certified that the disclosures made in this Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act and SEBI Buyback Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision for tendering their Equity Shares in the Buyback.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Letter of Offer, the Manager to the Buyback is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buyback i.e., DAM Capital Advisors Limited, has furnished to SEBI a due diligence certificate dated September 7, 2026 in accordance with the SEBI Buyback Regulations, which reads as follows:

"*We have examined various documents and materials relevant to the Buyback, as part of the due-diligence carried out by us in connection with the finalisation of the Public Announcement and the Letter of Offer. On the basis of such examination and the discussions with the Company, we hereby state that:*

- o *The Buyback is in compliance of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "**Buy-back Regulations**") and the Letter of Offer contains the information required under the Buy-back Regulations.*

- o *The Public Announcement and the Letter of Offer are in conformity with the documents, materials and papers relevant to the Buy-back;*

- o *All the legal requirements connected with the said Buy-back including the Buy-back Regulations have been duly complied with.*

- o *The disclosures in the Public Announcement and the Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the shareholders of the Company to make a well-informed decision in respect of the Buy-back.*

- o *Funds to be used for Buy-back shall be as per the provisions of the Companies Act, 2013, as amended.*"

The filing of this Letter of Offer with SEBI, does not, however, absolve the Company from any liabilities under the provisions of the Companies Act or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

The Promoters and Promoter Group and Board of Directors declare and confirm that no information or material likely to have a bearing on the decision of Eligible Shareholders has been suppressed, withheld and/ or incorporated in a manner that would amount to mis-statement or misrepresentation, and in the event of it transpiring at any point of time that any information or material has been suppressed or withheld, and/ or amounts to a mis-statement or misrepresentation, the Promoters and Promoter Group and Board of Directors and the Company shall be liable for penalty, as may be applicable in terms of the provisions of the Companies Act and the SEBI Buyback Regulations.

The Promoters and Promoter Group and the Board of Directors declare and confirm that, funds borrowed from banks and financial institutions will not be used for the Buyback.

3.1 **Disclaimer for Persons from the United States of America:**

The Buyback is being made for securities of an Indian company and is subject to the laws of India. It is important for U.S. securities holders to be aware that this Letter of Offer and any other documents related to the Buyback is subject to tender offer laws and regulations in India, including requirements regarding the Buyback Opening Date, Buyback Closing Date and timing of payments, that are different from those in the U.S. and has been prepared in accordance with Indian format and style, which differs from customary U.S. format and style. Any financial information included in this Letter of Offer or in any documents relating to the Buyback has been or will be prepared in accordance with non-U.S. accounting standards that may not be comparable to financial statements of companies in the United States or other companies whose financial statements are prepared in accordance with Generally Accepted Accounting Principles in the United States. The holders of Equity Shares in the United States should consult their own professional advisors on the merits of participating in this Buyback.

The receipt of cash pursuant to the Buyback Offer by an Eligible Shareholder in the United States may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other, tax laws. Each Eligible Shareholder is urged to consult its/ his/ her independent professional advisor immediately regarding the tax consequences of accepting the Buyback.

It may be difficult for U.S. holders of Equity Shares to enforce their rights and any claims they may have arising under the U.S. federal securities laws in connection with the Buyback, since the Company is incorporated in a country other than the United States, and some or all of its officers and directors may be residents of countries other than the United States. U.S. holders of shares in the Company may not be able to sue the Company or its officers or directors in a non-U.S. court for violations of U.S. securities laws. Further, it may be difficult to compel the Company or its affiliates to subject themselves to the jurisdiction or judgment of a U.S. court.

NEITHER THE SEC NOR ANY STATE SECURITIES COMMISSION OR REGULATORY BODY OF THE UNITED STATES HAS APPROVED OR DISAPPROVED THE BUYBACK OR PASSED ANY COMMENT UPON THE ADEQUACY OR COMPLETENESS OF THIS LETTER OF OFFER. ANY REPRESENTATION TO THE COMPANY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

3.2 **Disclaimer for persons in foreign countries other than the United States of America:**

This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. This Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation which would subject the Company or the Manager to the Buyback to any new or additional requirements or registrations. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any applicable legal requirement or restrictions.

This Letter of Offer with the Public Announcement has been prepared for the purposes of compliance with applicable Indian laws and regulations. Accordingly, the information disclosed herein may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. Except as otherwise required by applicable Indian law, the Company and the Manager to the Buyback are under no obligation to update the information contained herein at any time after the date of this Letter of Offer. This Letter of Offer does not in any way constitute an offer in any form, or an invitation in any form to subscribe/ purchase/ sell, any securities of the Company in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation and as a consequence, subject the Company or the Manager to the Buyback to any new or additional requirements or registrations.

No action has been or will be taken to permit the Buyback in any jurisdiction where action would be required for that purpose. This Letter of Offer shall be dispatched through electronic mode to all Eligible Shareholders. The Company shall provide a copy of the Letter of Offer in physical form in case of receipt of request from any such Eligible Shareholders. Further, in terms of Regulation 9(ii) of the SEBI Buyback Regulations, if the Company receives a request from any Eligible Shareholder to dispatch a copy of this Letter of Offer in physical form, the same shall be provided. However, receipt of this Letter of Offer by any Equity Shareholder in a jurisdiction in which it would be illegal to make this Offer, or where making this Offer would require any action to be taken (including, but not restricted to, registration of this Letter of Offer under any local securities laws), shall not be treated by such Equity Shareholders as an offer being made to them. Any Equity Shareholder who tenders his, her or its Equity Shares in the Buyback shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorised under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

Persons in possession of this Letter of Offer are required to inform themselves of any relevant restrictions in their respective jurisdictions. Any Eligible Shareholder who tenders his, her or its Equity Shares in the Buyback shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

3.3 **Forward Looking Statement:**

This Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as 'believe', 'aim', 'anticipate', 'expect', 'estimate', 'intend', 'objective', 'plan', 'project', 'will', 'will pursue', 'will continue' or other words or phrases of similar import. Similarly, statements that describe our objectives, strategies, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, *inter-alia*, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, adequacy of profits or free cash flows, our growth and expansion, investment opportunities or capital expenditure, corporate actions involving significant cash outflow, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, and changes in competition in the industries in which the Company operates. These uncertainties may cause our actual future results to be materially different that those expressed in our forward-looking statements. We do not undertake to update our forward-looking statements.

Certain figures contained in this Letter of Offer, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 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.

4. TEXT OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS

The Buyback has been authorized and approved by the Board of Directors at its meeting held on Monday, August 31, 2026. The relevant extracts of the resolution of the Board of Directors are set out below:

Quote

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 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;

(ix) there are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act ("**Scheme**") involving the Company, and no public announcement of the Buyback shall be made during pendency of any such Scheme;

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

(xi) the Company shall not undertake the Buyback unless it has obtained the prior consent of its lenders in case it results in a breach of any covenant with such lenders. As per Regulation 5(i)(c) and Schedule I(xii) of the SEBI Buyback Regulations, the Company confirms that there is no breach of any covenants of the loans taken. All necessary lender consents required in connection with the Buyback have been duly obtained;

(xii) the Company shall earmark and make arrangements for adequate sources of funds for the purpose of the Buyback in accordance with the SEBI Buyback Regulations;

(xiii) the Company shall ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed (if applicable) in the manner prescribed under the SEBI Buyback Regulations and the Companies Act within the specified timelines;

(xiv) the Buyback shall be completed within a period of 1 (one) year from the date of passing of this resolution;

(xv) the Company shall not make any offer of buyback within a period of 1 (one) year reckoned from the date of expiry of the Buyback Period;

(xvi) the Company shall not withdraw the Buyback offer after the public announcement of the offer of the Buyback is made;

(xvii) the Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Companies Act and/or the SEBI Buyback Regulations and any other applicable laws;

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

(xix) the Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies, if any or through any investment company or group of investment companies;

(xx) the Company has been in compliance with the Sections 92, 123, 127 and 129 of the Companies Act;

(xxi) there are no defaults (either in the past or subsisting) in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;

(xxii) the Company will not buyback Equity Shares which are locked-in or non-transferable, until the pendency of such lock-in, or until the time the Equity Shares become transferable, as applicable;

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

(xxiv) the Company shall transfer from its free reserves or securities premium account and/ or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;

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

(xxvi) the Buyback would be subject to the condition of maintaining minimum public shareholding requirements and the public shareholding post buyback shall not fall below the minimum level required as specified in Regulation 38 of the SEBI Listing Regulations;

(xxvii) as per Regulation 24(i)(ea) of the SEBI Buyback Regulations, except for tendering shares or other specified securities in the Buyback offer, the shares or other specified securities held by the promoter and promoter group including their associates, for which Buyback is undertaken, shall remain frozen at the International Securities Identification Number (ISIN) level during the period from the date of this resolution till the closing of the Buyback offer;

(xxviii) as per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members of promoter group, other than the Company, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of this resolution till the closing of the Buyback offer; and

(xxix) the Company has not completed a buyback of any of its securities during the period of 1 (one) year immediately preceding the date of this Board meeting.

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

(i) immediately following the date on which the meeting of the board of directors is convened, i.e., August 31st, 2026 approving the Buyback ("**Board Meeting Date**"), there will be no grounds on which the Company could be found unable to pay its debts;

(ii) as regards the Company's prospects for the year immediately following the Board Meeting Date, having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting Date; and

(iii) in forming the aforesaid opinion, the Board has taken into account the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016 (to the extent notified).

RESOLVED FURTHER THAT the powers of the Board in respect of Buyback be and are hereby delegated to the committee comprising of Mr. Ajay Kumar Bijli, Managing Director, Mr. Sanjeev Kumar, Executive Director and Mr. Siddharth Jain, Non-Executive Director (the "**Buyback Committee**").

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

(i) finalizing the terms of Buyback including the mechanism for the Buyback, the schedule of activities, the date of opening and closing of the Buyback, entitlement ratio, the timeframe for completion of the Buyback, re-affirmation of declaration of solvency as and when required, and making any amendment(s) and modification(s) to such terms as may be prescribed by the Appropriate Authorities or such other acts & things as they may deem fit;

(ii) appointing, authorizing, entering into agreements with and issuing necessary instructions to the investor service centre and escrow agent;

(iii) depositing and/or instructing the deposit of the requisite amount into escrow and finalising the composition/combination of such deposit into escrow in accordance with the provisions of Regulation 9 of the SEBI Buyback Regulations (including cash deposit or arranging for bank guarantee including the amounts of the cash deposit and the bank guarantee) and the escrow agreement entered into with the escrow agent;

(iv) earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback including arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable laws;

(v) opening, operating and closing of all necessary accounts for this purpose, including bank accounts, trading account, depository accounts, escrow account, special escrow account, buyer broker account or any other accounts as required, and entering into agreements with and to give instructions in connection therewith and/or to delegate the operation of such accounts as required under applicable law (including the SEBI Buyback Regulations) as may be necessary for the Buyback and to decide authorised signatories for such accounts and for the purpose of payment and authorizing persons to operate such accounts;

(vi) appointing, authorizing, entering into agreements with and issuing necessary instructions to the manager, broker, legal advisor, registrar, investor service centre, escrow agent, advertising agencies, bankers to the Buyback and all other intermediaries, advisors, consultants, etc., as may be necessary, desired or considered expedient for the implementation of the Buyback, to enter into and execute all such arrangements, contracts, agreements, memorandum, documents, etc., in connection therewith;

(vii) preparing, finalizing, dating, approving, modifying, signing (in accordance with applicable law), issuing, re-issuing and filing with the appropriate statutory/other authorities the public announcement, letter of offer and all other documents, resolutions, advertisements, confirmations, intimations and declarations, and the certificate for extinguishment and physical destruction of shares certificates, if any, and other documents required in connection with the Buyback, and causing the declaration of solvency and supporting affidavit to be executed in accordance with applicable laws and such alterations, additions, omissions, variations, amendments or corrections will be deemed to have been approved by the Board;

(viii) taking all actions to verify offers and acceptances received, finalise the basis of acceptance, pay the shareholders consideration for shares bought, approve split of physical share certificates and transfer of shares, extinguish dematerialised shares and ensure the physical destruction of the share certificates with respect to the Equity Shares bought back by the Company and filing of certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/ or Board, as required under applicable law;

(ix) closing the Buyback and completing all the required formalities as specified under the Companies Act, SEBI Buyback Regulations and the SEBI Listing Regulations and other applicable laws;

(x) uploading all required information such as details of the Equity Shares bought back on the website and filing the same with the Stock Exchanges as required under applicable law;

(xi) providing such confirmation and opinions as may be required in relation to the Buyback;

(xii) creating and maintaining requisite statutory registers and records and furnishing requisite returns to Appropriate Authorities;

(xiii) to make and file 'Compliance Certificate' as required under the Buyback Regulations;

(xiv) dealing with Stock Exchanges (including their clearing corporations), and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by the SEBI Circulars;

(xv) opening, operating, and closing the special trading window account with the designated stock exchange and deciding the authorized signatories for special trading window account;

(xvi) to authorise officials of the Company to sign the documents as may be necessary with regard to the Buyback wherever necessary on relevant documents required to be executed for the Buyback and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the Appropriate Authorities, Registrar of Companies, stock exchanges, and depositories;

(xvii) settling and resolving all such questions, difficulties or doubts raised by Appropriate Authorities that may arise in relation to the implementation of the Buyback;

(xviii) take necessary actions and steps for obtaining relevant approvals from the Appropriate Authorities (if required) to implement the Buyback;

(xix) carrying out incidental documentation and to prepare applications and submit them to the Appropriate Authorities for their requisite approvals;

(xx) obtaining all necessary consents, certificates and reports from statutory auditors and other third parties (including the lenders) as required;

(xxi) altering, modifying, amending the appointment/engagement and terms and conditions (including terms pertaining to remuneration/payment of commission, brokerage fees and charges) of all the intermediaries and other third parties appointed for the Buyback;

(xxii) giving any information, explanation, declarations and confirmation in relation to the public announcement, letter of offer and any other advertisements, as may be required by the relevant authorities;

(xxiii) doing all such acts, deeds, matters or things, and executing such documents, forms, letters, confirmations, including the execution of documents under common seal of the Company as may be required, and taking all steps as may be necessary to sign, submit and file all necessary forms, letters, applications, e-forms and other documents as may be necessary or desirable in connection with or incidental to the Buyback or as may in their absolute discretion, deem necessary, expedient, usual or proper or are necessary, expedient, usual or proper with regard to the implementation in connection with or in furtherance of the Buyback; and

(xxiv) delegating all or any of the authorities conferred as above to any authorized representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the Appropriate Authorities or advisors.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Unquote

5. DETAILS OF THE PUBLIC ANNOUNCEMENT

5.1 In accordance with Regulation 7(i) of the SEBI Buyback Regulations, the Company has made a Public Announcement dated Tuesday, September 1, 2026, for the Buyback, which was published on Wednesday, September 2, 2026 in the following newspapers:

Sr. No.	Name of the Newspaper	Language	Editions
1.	Business Standard	English	All
2.	Business Standard	Hindi	All
3.	Navshakti	Marathi*	Mumbai

**Marathi being the regional language where the registered office of the Company is situated.*

5.2 The Public Announcement was issued within 2 (two) Working Days from the date of the Board Meeting, (i.e., Monday, August 31, 2026) approving the Buyback. Further, a Corrigendum to the Public Announcement dated September 3, 2026 was published on September 4, 2026 in the same newspapers in which the Public Announcement was published.

5.3 A copy of the Public Announcement and Corrigendum to the Public Announcement is available on the Company's website (i.e., www.pvrcinemas.com), the website of SEBI (i.e., www.sebi.gov.in), the website of the Manager to the Buyback (i.e., www.damcapital.in) and on the websites of the Stock Exchanges (i.e., www.bseindia.com and www.nseindia.com).

5.4 After the dispatch of this Letter of Offer, the Company shall, in accordance with the SEBI Buyback Regulations, publish an advertisement in the same newspapers in which the Public Announcement was published, informing the Equity Shareholders of the completion of the dispatch of this Letter of Offer. The dispatch advertisement will also include the link for the Eligible Shareholders to check their Buyback Entitlement.

6. DETAILS OF THE BUYBACK

6.1 At the Board Meeting, the Board has pursuant to the provisions of Article 73 of the Articles of Association, Sections 68, 69, and 70 and all other applicable provisions, if any, of the Companies Act, the Share Capital and Debenture Rules (to the extent applicable) and in compliance with the provisions of the SEBI Buyback Regulations, SEBI Listing Regulations, and subject to such other approvals, permissions, consents, sanctions and exemptions of 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, payable in cash, for an aggregate amount not exceeding ₹ 300,00,00,000 (Indian Rupees Three Hundred Crores only), 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 Eligible Shareholders.

6.2 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 of the Company is not required for the Buyback in terms of the SEBI Buyback Regulations and the Companies Act.

6.3 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 up to 10% (ten percent) 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.

6.4 The Buyback Size does not include any Transaction Costs viz. brokerage costs, fees, turnover charges, 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 and dispatch expenses and other incidental and related expenses, etc.

6.5 The Equity Shares are listed on the Stock Exchanges. The Buyback is being undertaken on a proportionate basis from all 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 in the SEBI Circulars. In this regard, the Company will request BSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, the BSE will be the designated stock exchange.

6.6 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 Share (representing up to 2.11% of the total number of Equity Share 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.

6.7 The Buyback from the Eligible Shareholders who are Non-Resident Shareholders shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the RBI under the FEMA, and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such Non-Resident Shareholders.

6.8 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. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to read this Letter of Offer and in particular, refer to paragraph 23 (Note on Taxation) of this Letter of Offer and to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.

6.9 The aggregate shareholding in the Company of the: (i) Promoters and Promoter Group and persons in control; (ii) directors of companies which are a part of Promoters and Promoter Group, and (iii) the directors of the Company ("**Directors**") and the key managerial personnel of the Company ("**KMPs**"), as on the date of the Board Meeting (i.e., Monday, August 31, 2026) and the date of the Public Announcement (i.e., Tuesday, September 1, 2026) is as follows:

(i) Aggregate shareholding of the Promoter and Promoter Group and person in control of the Company:

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 Promoter Group			

Sr. No.	Name of the Shareholder	Number of Equity Shares	% Shareholding
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.	Ms. 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:

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%**

(iii) Except as disclosed below, none of the Directors and/or KMPs hold any Equity Shares in the Company:

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.	Mr. 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 Ms. Sadhana Baijal and Mr. Shishir Baijal.*

6.10 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 the Public Announcement, is as follows:

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**

6.11 Except as disclosed below, no Equity Shares or other specified securities in the Company were either purchased or sold (either through the Stock Exchanges or off market transaction), by any of the Promoters and Promoter Group, directors of the Promoter and Promoter Group entities where such Promoter or Promoter Group entity is a company and by persons who are in control of the Company during a period of 6 (six) months and 12 (twelve) months preceding the date of the Public Announcement (i.e., Tuesday, September 1, 2026):

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

(a) Ajay Kumar Bijli, Promoter of the Company

Date of the transaction*	Aggregate no. of shares purchased or sold/ pledged	Face Value (₹)	Nature of transaction	Average Price (₹)	Maximum Price (₹)	Minimum Price (₹)	Consideration (₹)
September 9, 2025	5,32,000	10	Pledge Release	NA	NA	NA	NA
September 11, 2025	3,26,000	10	Pledge Creation	NA	NA	NA	NA
October 30, 2025	2,50,630	10	Pledge Release	NA	NA	NA	NA
October 31, 2025	2,50,630	10	Pledge Creation	NA	NA	NA	NA
December 24, 2025	4,00,444	10	Pledge Creation	NA	NA	NA	NA

**Maximum price date and minimum price date are same as date of the transaction.*

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

(a) Mr. Ajay Kalra, Director of ATC Logistical Solutions Private Limited

Date of the transaction*	Aggregate no. of shares	Face Value (₹)	Nature of transaction	Average Price (₹)	Maximum Price (₹)	Minimum Price (₹)	Consideration (₹)
August 18, 2026	*11,750*	*10*	Pledge Creation	*NA*	*NA*	*NA*	*NA*

**Maximum price date and minimum price date are same as date of the transaction.*

(b) Mr. Sunil Bhatnagar, Director of ATC Logistical Solutions Private Limited

Date of the transaction*	Aggregate no. of shares	Face Value (₹)	Nature of transaction	Average Price (₹)	Maximum Price (₹)	Minimum Price (₹)	Consideration (₹)
May 14, 2026	5,000	10	Pledge Creation	NA	NA	NA	NA
March 20, 2026	1,000	10	Sell	1,021	1,023	1,020	10,21,000
March 17, 2026	1,000	10	Sell	1,015	1,015	1,015	10,15,000

**Maximum price date and minimum price date are same as date of the transaction.*

7. INTENTION OF THE PROMOTERS AND PROMOTERS 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 and Promoter Group, and persons in control of the Company have the option to participate in the Buyback. In this regard, the following Promoters and Promoter Group (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 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.	Mr. Ajay Kumar Bijli	54,47,205	1,14,767
3.	Mr. Sanjeev Kumar	41,09,960	86,593
4.	Mr. Siddharth Jain	4,65,589	9,810
5.	Ms. Selena Bijli	3,48,573	7,345
6.	Mr. Pavan Kumar Jain	3,08,992	6,511
7.	Ms. Niharika Bijli	1,84,783	3,894
8.	Ms. 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) Mr. Ajay Kumar Bijli

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition Price (₹)	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	62,19,719	10	24.72	-

	Limited and PVR Limited				
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)
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) Mr. Sanjeev Kumar

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition Price (₹)	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) Ms. Selena Bijli

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition Price (₹)	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) Ms. Niharika Bijli

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

(vi) Mr. Pavan Kumar Jain

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition Price (₹)	Consideration (₹)
07-Mar-2023	Pursuant to Scheme of Amalgamation of Inox Leisure Ltd with PVR Limited	2,15,992	10	NA	-

(vii) Mr. Siddharth Jain

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

(viii) Ms. Nayantara Jain

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

7.3 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. AUTHORITY FOR THE BUYBACK

8.1 The Buyback is pursuant to the provisions of Article 73 of the Articles of Association, Sections 68, 69, and 70 and all other applicable provisions, if any, of the Companies Act, the Share Capital and Debenture Rules (to the extent applicable), and in compliance with the provisions of the SEBI Buyback Regulations, SEBI Listing Regulations, and subject to such other approvals, permissions, consents, sanctions and exemptions of 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.

8.2 The Buyback has been duly authorised by the resolution of the Board of Directors passed at their meeting which was held on Monday, August 31, 2026.

9. NECESSITY OF THE BUYBACK

9.1 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 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.

9.2 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. 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.

10. MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF BUYBACK ON THE COMPANY

10.1 The Company believes that the Buyback is not likely to cause any material impact on the profitability/ earnings of the Company except a temporary reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming there is full participation in the Buyback, the funds deployed by the Company towards the Buyback would be an aggregate maximum amount not exceeding ₹ 300,00,00,000 (Indian Rupees Three Hundred Crores only) which excludes the Transaction Costs.

10.2 The Company believes that the Buyback will not in any manner impair its ability to pursue growth opportunities or meet its cash requirements for business operations. The Buyback is being undertaken, *inter alia*, to help the Company to return part of surplus cash to the Equity Shareholders broadly in proportion to their shareholding, thereby enhancing the overall return to the Equity Shareholders.

10.3 In terms of the SEBI Buyback Regulations, under the Tender Offer route, the Promoter and Promoter Group have an option to participate in the Buyback. In this regard, the Promoter and Promoter Group have expressed their intention 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 vide their letters dated Monday, August 31, 2026.

10.4 Assuming participation in the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders up to their Buyback Entitlement, the aggregate shareholding of the Promoters and Promoter Group and persons in control of the Company post completion of the Buyback shall increase from 27.53%, which is the shareholding as on date, to 27.59% of the post Buyback total Equity Share capital of the Company and the aggregate shareholding of the public shall decrease from 72.47% which is the public holding as on date, to 72.41% of the post Buyback Equity Share capital of the Company.

10.5 The Promoters and Promoter Group and persons in control of the Company are already in control of the Company and therefore any further increase in the voting rights pursuant to the Buyback will not result in any change in control of the Company.

10.6 Consequent to the Buyback and based on the number of Equity Shares bought back from the Non-Resident Shareholders, Indian financial institutions, banks, mutual funds and public including other body corporates, the shareholding of each person may undergo a change. The FIIs/ FPIs are advised to ensure that their investment in the Company continues to be within the limit prescribed under applicable laws, including FEMA, post completion of the Buyback.

10.7 The Buyback is expected to improve return on equity through distribution of cash and improve earnings per share by reduction in the equity base in the longer term, thereby leading to long term increase in member's value.

10.8 The debt-equity ratio following the Buyback, both on standalone and consolidated basis, shall be compliant with the permissible limit of 2:1 prescribed by the Companies Act and the SEBI Buyback Regulations, even if the response to the Buyback is to the extent of 100% (full Acceptance) from all the Eligible Shareholders up to their Buyback Entitlement.

10.9 All necessary lender consents required in connection with the Buyback have been duly obtained.

10.10 As per Regulation 24(i)(e) of the SEBI Buyback Regulations, the Promoters and Promoter Group, and their associates, 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 Promoter Group) from the date of the Board Meeting till the closing of the Buyback Offer.

10.11 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.

10.12 Unless otherwise as may be specifically permitted by SEBI, the Company shall not raise further capital for a period of 1 (one) year from the expiry of the Buyback Period, except in discharge of its subsisting obligations. Further, the Company shall not make any 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 from completion of the Buyback except by way of bonus shares or Equity Shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares.

10.13 Subject to applicable law, the Company shall not issue any Equity Shares or other specified securities, including by way of bonus issue till the expiry of the Buyback Period, except in discharge of its 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 Letter of Offer, 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.

10.14 Salient financial parameters consequent to the Buyback based on the audited standalone financial statements and audited consolidated financial statements for the financial year ended March 31, 2026 are as under:

Parameters	Standalone		Consolidated	
	Pre-Buyback	Post-Buyback*	Pre-Buyback	Post-Buyback*
Net Worth (₹ in Million)	73,569	70,569	73,987	70,987
Return on Net Worth (%)	3.65	3.80	4.50	4.69
Earnings Per Share (of face value ₹ 10 each)***	27.34	27.93	34.01	34.75
Price/ Earnings Ratio**	33.60	32.89	27.00	26.43
Book Value per Share (₹)	747.14	732.01	751.40	736.36
Total Debt/ Total paid-up share capital and free	0.10	0.11	0.10	0.11

**The post-Buyback numbers are calculated by reducing the net worth by the proposed Buyback amount (assuming full acceptance), without factoring in tax on buy back of Equity shares and any impact in the statement of profit & loss or other transaction costs.*
***Price/ Earnings ratio is calculated as closing market price of the Equity Share on NSE on the last trading day of the latest financial year i.e., March 30, 2026, divided by Earnings Per Equity Share (Basic) for the relevant period on pre and post Buyback basis.*
****No of Equity shares for the purpose of calculating Earnings Per Share is calculated by reducing the no. of shares proposed to be buyback from Weighted Average no. of shares as on March 31, 2026.*

Note:

1. Net Worth =	Total Equity – Capital Redemption Reserves – Amalgamation Reserve – Capital Reserve – Non Controlling Interest – Revaluation Reserve – Miscellaneous Expenditure to the extent not written off
2. Total Debt =	Long Term Borrowing + Short Term Borrowing + Current Maturities of Long Term Borrowings and excludes Lease Liabilities

10.15 The key ratios have been computed as below:

Key Ratios	Basis
Earnings per Share – Basic (₹)	Net Profit attributable to equity shareholders of the Company / Weighted average number of Shares outstanding during the period/ year.
Book value per Share (₹)	Paid up Equity Share Capital + Other Equity (excluding revaluation reserves) – Miscellaneous Expenditure not written off/ No of Equity Shares Subscribed.
Return on Net Worth (%)	Net Profit After Tax / Closing Net Worth
Total Debt/ Total paid up share capital and free reserves Ratio	Total Debt/ Total paid-up share capital and free reserves

11. BASIS OF CALCULATING THE BUYBACK PRICE

11.1 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) per Equity Share.

11.2 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 aspects 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.

11.3 The Buyback Price represents a:

(i) premium of 35.39% and 34.33% over the volume weighted average market price of the Equity Shares on 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**").

(ii) 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.

(iii) 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.

(iv) 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.

(v) 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.

11.4 For details in relation to the trends in the market price of the Equity Shares, please refer to "*Stock Market Data*" on page 42 of this Letter of Offer.

11.5 For details of salient financial parameters, both pre-Buyback and post-Buyback, based on the audited standalone financial statements and audited consolidated financial statements for the financial year ended March 31, 2026, please refer to paragraph 10.14 of this Letter of Offer.

12. SOURCES OF FUNDS FOR THE BUYBACK

12.1 Assuming full acceptance of the Buyback, the funds that would be utilised by the Company for the purpose of the Buyback of up to 20,68,965 (Twenty Lakh Sixty Eight Thousand Nine Hundred Sixty Five) Equity Shares at a price of ₹ 1,450/- (Indian Rupees One Thousand Four Hundred Fifty only) per Equity Share would be an aggregate maximum amount of not exceeding ₹ 300,00,00,000 (Indian Rupees Three Hundred Crores only) excluding the Transaction Costs.

12.2 The funds required for the implementation of the proposed Buyback (including the Transaction Costs) 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 mechanism as may be permitted by applicable laws, in accordance with Section 68(1) of the Companies Act and Regulation 4(ix) of the SEBI Buyback Regulations.

12.3 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.

12.4 The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.

13. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN

13.1 In accordance with Regulation 9(xi) of the SEBI Buyback Regulations, the Company has appointed Axis Bank Ltd, having its address at MWBC Delhi, 3rd Floor, Plot No. 25, Pusa Road, New Delhi – 110 005, as the Escrow Agent for the Buyback, and an Escrow Agreement, has been entered into amongst the Company, Manager to the Buyback and Escrow Agent.

13.2 In accordance with the SEBI Buyback Regulations and pursuant to the Escrow Agreement, the Company has opened an Escrow Account with the Escrow Agent in the name and style **"PVR INOX Limited Escrow Account for Buy-back of shares 2026"** bearing account number 926020037867521. In accordance with Regulation 9(xi) of the SEBI Buyback Regulations, the escrow arrangements for the Buyback consists of cash deposit of ₹ 45,00,00,000 (Indian Rupees Forty Five Crores only), being an amount equivalent to 25% of the Buyback Size of up to ₹ 100,00,00,000/- (Indian Rupees One Hundred Crores only) and 10% of the Buyback Size above ₹ 100,00,00,000/- (Indian Rupees One Hundred Crores only), deposited by the Company in the Escrow Account. In accordance with the SEBI Buyback Regulations, the Manager to the Buyback will be empowered to operate the Escrow Account.

13.3 In accordance with Regulation 10 of the SEBI Buyback Regulations, the Company shall immediately after the closure of the Tendering Period deposit the amount of consideration payable to Eligible Shareholders in a special escrow account with the Escrow Agent. Such consideration would be the aggregate of 90% of the amount lying in the Escrow Account and the balance amount payable to the Eligible Shareholders and will constitute the entire sum due and payable as consideration for the Buyback in terms of the SEBI Buyback Regulations.

14. FIRM FINANCIAL ARRANGEMENT

14.1 M/s. Bansal & Co LLP, the Independent Chartered Accountant, through their partner Kapil Mittal (Membership Number: 502221) have issued a certificate dated September 1, 2026 certifying that the Company has adequate and firm financial resources to fulfil its obligations under the Buyback. The contact details of M/s. Bansal & Co LLP are set forth below:

Bansal & Co LLP
A-6, Maharani Bagh
New Delhi – 110065
Tel No.: 011 -41626471, 41626470
ICAI Firm Registration No.: 001113N/N500079
Peer Review Number: 022089

14.2 Based on the aforementioned certificate, the Manager to the Buyback confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the SEBI Buyback Regulations.

15. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

15.1 The present and the post-Buyback capital structure of the Company are set forth below:

Particulars	Present	Post completion of the Buyback#
(I) Authorised share capital:	**₹ 2,94,50,96,800**	**₹ 2,94,50,96,800**
Equity shares of ₹10 each	₹ 2,74,35,00,000 27,43,50,000 Equity Shares of ₹ 10/- each	₹ 2,74,35,00,000 27,43,50,000 Equity Shares of ₹ 10/- each
0.001% non-cumulative convertible preference shares of ₹341.52 each	₹ 20,14,96,800 5,90,000 non-cumulative convertible preference Shares of ₹ 341.52 /- each	₹ 20,14,96,800 5,90,000 non-cumulative convertible preference shares of ₹ 341.52 /- each
non-cumulative non-convertible preference shares of ₹10 each	₹ 1,00,000 10,000 non-cumulative non-convertible preference shares of ₹ 10/- each	₹ 1,00,000 10,000 non-cumulative non-convertible preference shares of ₹ 10/- each
(II) Issued, subscribed and paid-up share capital	**₹ 98,19,99,620**	**₹ 96,13,09,970**
Equity shares of ₹10 each	₹ 98,19,99,620 9,81,99,962 Equity Shares of ₹ 10/- each	₹ 96,13,09,970 9,61,30,997 Equity Shares of ₹ 10/- each

#*Note: Assuming the full Acceptance of the Buyback offer. However, the post Buyback issued, subscribed and paid-up capital may differ depending upon the actual number of Equity Shares bought back.*

15.2 The Company has not undertaken any buyback in the last 3 (three) years from the date of this Letter of Offer.

15.3 The Company confirms 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 issue till the expiry of the 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 Letter of Offer, 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 the Public Announcement and the date of this Letter of Offer;

(xiii) the Company shall not withdraw the Buyback offer after the 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 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.

15.4 The shareholding pattern of the Company before the Buyback (as on the Record Date) and after the Buyback, is set forth below:

Category of Shareholder	**Pre-Buyback**		**Post-Buyback#**	
	No. of Equity Shares	**% to the existing Equity Share capital**	**No. of Equity Shares**	**% to the post-Buyback Equity Share Capital**
Promoters and Promoter Group, along with persons acting in concert (collectively "the Promoter")	2,70,34,066	27.53	2,65,21,686	27.59
Foreign Investors (including Non-Resident Indians, FIIs and Foreign Mutual Funds)	1,95,57,911	19.92		
Financial Institutions/ Banks & Mutual Funds promoted by Banks/ Institutions	3,44,13,670	35.04	6,96,09,311	72.41
Others (Public, Public Bodies Corporate etc.)	1,71,94,315	17.51		
Total	**9,81,99,962**	**100.00**	**9,61,30,997**	**100.00**

#Note: Assuming the full Acceptance of the Buyback Offer in accordance with the Buyback Entitlement for all Eligible Shareholders. However, the post-Buyback shareholding pattern may differ depending upon the actual number of Equity Shares bought back.

15.5 Please refer to paragraph 6.11 of this Letter of Offer for details regarding purchase or sale of Equity Shares or other specified securities in the Company by any of the Promoters and Promoter Group, directors of the Promoter and Promoter Group entities where such Promoter or Promoter Group entity is a company and by persons who are in control of the Company during a period of twelve months preceding the date of the Public Announcement (i.e., Tuesday, September 1, 2026).

15.6 Assuming full acceptance of the Buyback, the issued, subscribed and paid-up equity share capital of the Company would be as fully set out in paragraph 15.1 of this Letter of Offer.

15.7 Please refer to paragraph 15.4 of this Letter of Offer for details regarding shareholding (pre and post buyback) of the Promoters and Promoter Group in the Company.

16. BRIEF INFORMATION ABOUT THE COMPANY

16.1 The Company was originally incorporated as a public limited company under the name of Priya Village Roadshow Limited on April 26, 1995 under the Companies Act, 1956 and received its certificate of commencement of business on December 4, 1995. Subsequently, the name of the Company was changed to PVR Limited on June 28, 2022. Pursuant to the merger of INOX Leisure Limited with the Company in 2023, the name of the Company was further changed to PVR INOX Limited, and a fresh certificate of incorporation consequent upon the change of name was issued on April 20, 2023. The registered office/ corporate office of the Company is situated at 7th Floor, Lotus Grandeur Building, Veera Desai Road, Opposite Gundecha Symphony, Andheri (West), Mumbai - 400053.

16.2 The Company is engaged in the business of movie exhibition and production and operates largest cinema network across India. As of June 30, 2026, it operated 1,779 screens across 354 properties in 113 cities in India and Sri Lanka with an aggregate seating capacity of approximately 3.59 lakh seats, making it India's largest multiplex operator. The Company offers multiple cinema formats including IMAX, 4DX, MX4D, ScreenX, Director's Cut, ICE Theatres and BigPix, among others. Apart from box office revenues, the Company also generates revenue from non-box office sources such as food and beverages sales, advertisement revenue, convenience fees, and income from movie production and distribution.

16.3 The Company has delivered consistent growth in revenue from operations over the last financial year. On a standalone basis, revenue from operations grew from INR 54,424 million in FY 2025 to INR 63,912 million in FY 2026, with total comprehensive income turning positive to INR 2,642 million in FY 2026 from a loss of INR 2,776 million in FY 2025. On a consolidated basis, revenue from operations grew from INR 56,999 million in FY 2025 to INR 66,462 million in FY 2026, with total comprehensive income of INR 3,286 million in FY 2026 against a loss of INR 2,811 million in FY 2025. For FY 2024, standalone and consolidated revenue from operations were INR 58,971 million and INR 61,071 million respectively.

For further details on financial information about the Company for the Financial Years 2024, 2025 and 2026, see "*Financial information about the Company*" on page 38 of this Letter of Offer.

16.4 The Equity Shares of the Company are listed on BSE and NSE with effect from January 4, 2006.

16.5 The Equity Shares are currently traded in compulsory dematerialised mode under the trading code(s) 532689 at BSE and PVRINOX at NSE. The ISIN of the Equity Shares is INE191H01014.

16.6 The following table sets forth the history of the Equity Share capital of the Company since incorporation:

Date of Allotment/ Date of Extinguishment/ Date of Cancellation	Number of equity shares issued	Face value per equity share (₹)	Issue Price per equity share (₹)	Nature of Transaction	Nature of consideration (cash, bonus, consideration other than cash)	Cumulative number of equity shares	Cumulative paid up equity share capital (₹)
May 17, 1995	700	10	10	Subscription on signing of the Memorandum of Association	Cash	700	7,000.00
February 15, 1996	3,00,000	10	10	Allotment to Village Roadshow Limited	Cash	3,00,700	30,07,000.00
February15, 1996	4,50,000	10	10	Allotment to Bijli Investment Private Limited ("BIPL")	Cash	7,50,700	75,07,000.00
June 15, 1996	5,00,000	10	10	Allotment to Village Roadshow Limited	Cash	12,50,700	1,25,07,000.00
June 15, 1996	7,49,300	10	10	Allotment to BIPL	Cash	20,00,000	2,00,00,000.00
January 20, 1997	5,00,000	10	10	Allotment to Village Roadshow Limited	Cash	25,00,000	2,50,00,000.00
January 20, 1997	7,50,000	10	10	Allotment to BIPL	Cash	32,50,000	3,25,00,000.00
May 31, 1997	1,60,000	10	10	Allotment to Village Roadshow Limited	Cash	34,10,000	3,41,00,000.00
May 31, 1997	2,40,000	10	10	Allotment to BIPL	Cash	36,50,000	3,65,00,000.00
December 21, 1999	2,00,000	10	10	Allotment to Village	Cash	38,50,000	3,85,00,000.00

Date of Allotment/ Date of Extinguishment/ Date of Cancellation	Number of equity shares issued	Face value per equity share (₹)	Issue Price per equity share (₹)	Nature of Transaction	Nature of consideration (cash, bonus, consideration other than cash)	Cumulative number of equity shares	Cumulative paid up equity share capital (₹)
				Roadshow Limited			
December 21, 1999	3,00,000	10	10	Allotment to BIPL	Cash	41,50,000	4,15,00,000.00
April 16, 2001	12,00,000	10	10	Allotment to Village Roadshow Limited	Cash	53,50,000	5,35,00,000.00
April 16, 2001	18,00,000	10	10	Allotment to BIPL	Cash	71,50,000	7,15,00,000.00
August 1, 2001	12,00,000	10	10	Allotment to Village Roadshow Limited	Cash	83,50,000	8,35,00,000.00
August 1, 2001	18,00,000	10	10	Allotment to BIPL	Cash	1,01,50,000	10,15,00,000.00
May 19, 2003	27,36,850	10	47.50	Allotment to Western India Trustee and Executor Company Limited ("WITEC")	Cash	1,28,86,850	12,88,68,500.00
January 1, 2004	4,25,000	10	47.50	Allotment to WITEC	Cash	1,33,11,850	13,31,18,500.00
August 30, 2004	6,30,000	10	47.50	Allotment to WITEC	Cash	1,39,41,850	13,94,18,500.00
March 9, 2005	8,39,730	10	47.50	Allotment to WITEC	Cash	1,47,81,580	14,78,15,800.00
March 22, 2005	17,91,850	10	47.50	Conversion of optionally convertible debentures held by WITEC	Non-cash	1,65,73,430	16,57,34,300.00
March 22, 2005	5,23,940	10	47.50	Allotment to WITEC	Cash	1,70,97,370	17,09,73,700.00
September 22, 2005	14,5000	10	20	Allotment to Sanjay Malhotra under the ESPS	Cash	1,71,11,870	17,11,18,700.00
September 22, 2005	11,500	10	20	Allotment to N.C. Gupta under the ESPS	Cash	1,71,23,370	17,12,33,700.00
September 22, 2005	11,500	10	20	Allotment to Pramod Arora under the ESPS	Cash	1,71,34,870	17,13,48,700.00
September 22, 2005	9,000	10	20	Allotment to Ashish Shukla under the ESPS	Cash	1,71,43,870	17,14,38,700.00
September 22, 2005	9,000	10	20	Allotment to Kamal Gianchandan	Cash	1,71,52,870	17,15,28,700.00

Date of Allotment/ Date of Extinguishment/ Date of Cancellation	Number of equity shares issued	Face value per equity share (₹)	Issue Price per equity share (₹)	Nature of Transaction	Nature of consideration (cash, bonus, consideration other than cash)	Cumulative number of equity shares	Cumulative paid up equity share capital (₹)
				i under the ESPS			
September 22, 2005	8,750	10	20	Allotment to Ashish Saxena under the ESPS	Cash	1,71,61,620	17,16,16,200.00
September 22, 2005	8,750	10	20	Allotment to Tushar Dhingra under the ESPS	Cash	1,71,70,370	17,17,03,700.00
September 22, 2005	7,000	10	20	Allotment to Neeraj Prakash under the ESPS	Cash	1,71,77,370	17,17,73,700.00
December 27, 2005	57,00,000	10	225	IPO Allotment	Cash	2,28,77,370	22,87,73,700.00
January 31, 2007	38,000	10	20	ESOP	Cash	2,29,15,370	22,91,53,700.00
March 31, 2007	98,500	10	20	ESOP	Cash	2,30,13,870	23,01,38,700.00
January 1, 2010	25,57,000	10	165	Preferential shares	Cash	2,55,70,870	25,57,08,700.00
March 19, 2010	53,460	10	88	ESOP 2008	Cash	2,56,24,330	25,62,43,300.00
April 30, 2010	7,600	10	88	ESOP 2008	Cash	2,56,31,930	25,63,19,300.00
August 31, 2010	31,600	10	88	ESOP 2008	Cash	2,56,63,530	25,66,35,300.00
September 6, 2010	14,60,112	10	Pursuant to merger	Shares issued to the equity shareholders of Leisure World Private Limited ("LWPL") pursuant to merger of LWPL	Non-Cash	2,71,23,642	27,12,36,420.00
November 1, 2010	22,730	10	88	ESOP 2008	Cash	2,71,46,372	27,14,63,720.00
November 30, 2010	1,000	10	88	ESOP 2008	Cash	2,71,47,372	27,14,73,720.00
January 6, 2011	2,000	10	88	ESOP 2008	Cash	2,71,49,372	27,14,93,720.00
June 8, 2011	26,730	10	88	ESOP 2008	Cash	2,71,76,102	27,17,61,020.00
July 22, 2011	(9,87,503)	10	N.A	Buyback	Cash	2,61,88,599	26,18,85,990.00
August 2, 2011	(6,821)	10	N.A	Buyback	Cash	2,61,81,778	26,18,17,780.00
August 27, 2011	(3,89,457)	10	N.A	Buyback	Cash	2,57,92,321	25,79,23,210.00
August 31, 2011	(4,547)	10	N.A	Buyback	Cash	2,57,87,774	25,78,77,740.00

Date of Allotment/ Date of Extinguishment/ Date of Cancellation	Number of equity shares issued	Face value per equity share (₹)	Issue Price per equity share (₹)	Nature of Transaction	Nature of consideration (cash, bonus, consideration other than cash)	Cumulative number of equity shares	Cumulative paid up equity share capital (₹)
September 19, 2011	1,08,290	10	88	ESOP 2008	Cash	2,58,96,064	25,89,60,640.00
March 29, 2012	6,600	10	88	ESOP 2008	Cash	2,59,02,664	25,90,26,640.00
May 29, 2012	46,140	10	88	ESOP 2008	Cash	2,59,48,804	25,94,88,040.00
June 29, 2012	2,000	10	88	ESOP 2008	Cash	2,59,50,804	25,95,08,040.00
August 1, 2012	6,800	10	88	ESOP 2008	Cash	2,59,57,604	25,95,76,040.00
September 28, 2012	28,85,000	10	200	Preferential shares	Cash	2,88,42,604	28,84,26,040.00
September 28, 2012	3,200	10	88	ESOP 2008	Cash	2,88,45,804	28,84,58,040.00
October 30, 2012	23,820	10	88	ESOP 2008	Cash	2,88,69,624	28,86,96,240.00
October 30, 2012	39,996	10	116.2	ESOP 2011	Cash	2,89,09,620	28,90,96,200.00
November 29, 2012	12,800	10	88	ESOP 2008	Cash	2,89,22,420	28,92,24,200.00
January 3, 2013	25,840	10	88	ESOP 2008	Cash	2,89,48,260	28,94,82,600.00
January 11, 2013	1,06,25,205	10	255	Preferential Shares	Cash	3,95,73,465	39,57,34,650.00
January 30, 2013	35,530	10	88	ESOP 2008	Cash	3,96,08,995	39,60,89,950.00
January 30, 2013	8,000	10	116.2	ESOP 2011	Cash	3,96,16,995	39,61,69,950.00
May 28, 2013	40,000	10	116.2	ESOP 2011	Cash	3,96,56,995	39,65,69,950.00
July 4, 2013	43,333	10	116.2	ESOP 2011	Cash	3,97,00,328	39,70,03,280.00
September 30, 2013	5,400	10	88	ESOP 2008	Cash	3,97,05,728	39,70,57,280.00
September 30, 2013	4,333	10	116.2	ESOP 2011	Cash	3,97,10,061	39,71,00,610.00
October 30, 2013	27,540	10	88	ESOP 2008	Cash	3,97,37,601	39,73,76,010.00
October 30, 2013	51,999	10	116.2	ESOP 2011	Cash	3,97,89,600	39,78,96,000.00
November 29, 2013	80,004	10	116.2	ESOP 2011	Cash	3,98,69,604	39,86,96,040.00
December 31, 2013	43,333	10	116.2	ESOP 2011	Cash	3,99,12,937	39,91,29,370.00
January 31, 2014	4,000	10	116.2	ESOP 2011	Cash	3,99,16,937	39,91,69,370.00
January 31, 2014	9,100	10	200	ESOP 2012	Cash	3,99,26,037	39,92,60,370.00
February 28, 2014	89,900	10	200	ESOP 2012	Cash	4,00,15,937	40,01,59,370.00
March 14, 2014	10,90,283	10	10	Issued pursuant to merger to the erstwhile members of Cinemax India Limited	Non-cash	4,11,06,220	41,10,62,200.00

Date of Allotment/ Date of Extinguishment/ Date of Cancellation	Number of equity shares issued	Face value per equity share (₹)	Issue Price per equity share (₹)	Nature of Transaction	Nature of consideration (cash, bonus, consideration other than cash)	Cumulative number of equity shares	Cumulative paid up equity share capital (₹)
April 30, 2014	43,333	10	116.2	ESOP 2011	Cash	4,11,49,553	41,14,95,530.00
April 30, 2014	46,200	10	200	ESOP 2012	Cash	4,11,95,753	41,19,57,530.00
June 30, 2014	8,333	10	116.2	ESOP 2011	Cash	4,12,04,086	41,20,40,860.00
September 1, 2014	29,700	10	200	ESOP 2012	Cash	4,12,33,786	41,23,37,860.00
September 1, 2014	16,500	10	200	ESOP 2013	Cash	4,12,50,286	41,25,02,860.00
October 30, 2014	1,40,002	10	116.2	ESOP 2011	Cash	4,13,90,288	41,39,02,880.00
October 30, 2014	6,600	10	200	ESOP 2012	Cash	4,13,96,888	41,39,68,880.00
January 30, 2015	1,32,000	10	200	ESOP 2012	Cash	4,15,28,888	41,52,88,880.00
May 1, 2015	19,800	10	200	ESOP 2012	Cash	4,15,48,688	41,54,86,880.00
July 22, 2014	50,00,000	10	700	Preferential Shares	Cash	4,65,48,688	46,54,86,880.00
September 4, 2015	16,500	10	200	ESOP 2013	Cash	4,65,65,188	46,56,51,880.00
January 29, 2016	92,750	10	200	ESOP 2012	Cash	4,66,57,938	46,65,79,380.00
February 29, 2016	8,600	10	200	ESOP 2012	Cash	4,66,66,538	46,66,65,380.00
March 31, 2016	20,400	10	200	ESOP 2012	Cash	4,66,86,938	46,68,69,380.00
May 27, 2016	34,000	10	200	ESOP 2012	Cash	4,67,20,938	46,72,09,380.00
July 29, 2016	650	10	200	ESOP 2012	Cash	4,67,21,588	46,72,15,880.00
September 1, 2016	17,000	10	200	ESOP 2013	Cash	4,67,38,588	46,73,85,880.00
September 20, 2016	(1,00,31,805)	10	20	Cancellation (as per scheme of amalgamation)	Non-Cash	3,67,06,783	36,70,67,830.00
September 20, 2016	1,00,31,805	10	20	Allotment of Shares (as per Scheme of Amalgamation of BIPL with PVR Limited)	Non-Cash	4,67,38,588	46,73,85,880.00
June 6, 2019	32,000	10	1,400	ESOP 2017	Cash	4,67,70,588	46,77,05,880.00
July 31, 2019	6,500	10	1,400	ESOP 2017	Cash	4,67,77,088	46,77,70,880.00
September 3, 2019	15,99,974	10	20	Allotment of Shares (as per Scheme of Amalgamation of SPI	Non-Cash	4,83,77,062	48,37,70,620.00

Date of Allotment/ Date of Extinguishment/ Date of Cancellation	Number of equity shares issued	Face value per equity share (₹)	Issue Price per equity share (₹)	Nature of Transaction	Nature of consideration (cash, bonus, consideration other than cash)	Cumulative number of equity shares	Cumulative paid up equity share capital (₹)
				Cinemas Private Limited with PVR Limited)			
October 3, 2019	5,200	10	1,400	ESOP 2017	Cash	4,83,82,262	48,38,22,620.00
October 30, 2019	29,08,583	10	1,719	QIP Allotment	Cash	5,12,90,845	51,29,08,450.00
December 1, 2019	41,500	10	1,400	ESOP 2017	Cash	5,13,32,345	51,33,23,450.00
February 3, 2020	16,800	10	1,400	ESOP 2017	Cash	5,13,49,145	51,34,91,450.00
August 7, 2020	38,23,872	10	784	Rights Issue Allotment	Cash	5,51,73,017	55,17,30,170.00
February 1, 2021	55,55,555	10	1,530	QIP Allotment	Cash	6,07,28,572	60,72,85,720.00
February 26, 2021	32,000	10	1,400	ESOP 2017	Cash	6,07,60,572	60,76,05,720.00
March 19, 2021	1,600	10	1,400	ESOP 2017	Cash	6,07,62,172	60,76,21,720.00
July 29, 2021	7,000	10	981	ESOP 2020	Cash	6,07,69,172	60,76,91,720.00
September 18, 2021	70,000	10	981	ESOP 2020	Cash	6,08,39,172	60,83,91,720.00
October 22, 2021	35,585	10	1,400	ESOP 2017	Cash	6,08,74,757	60,87,47,570.00
October 22, 2021	42,030	10	981	ESOP 2020	Cash	6,09,16,787	60,91,67,870.00
November 24, 2021	27,700	10	981	ESOP 2020	Cash	6,09,44,487	60,94,44,870.00
November 24, 2021	3,100	10	1,400	ESOP 2017	Cash	6,09,47,587	60,94,75,870.00
December 27, 2021	7,000	10	981	ESOP 2020	Cash	6,09,54,587	60,95,45,870.00
January 21, 2022	20,000	10	981	ESOP 2020	Cash	6,09,74,587	60,97,45,870.00
February 15, 2022	3,500	10	981	ESOP 2020	Cash	6,09,78,087	60,97,80,870.00
March 12, 2022	17,500	10	1,400	ESOP 2017	Cash	6,09,95,587	60,99,55,870.00
March 12, 2022	1,000	10	981	ESOP 2020	Cash	6,09,96,587	60,99,65,870.00
April 9, 2022	5,000	10	981	ESOP 2020	Cash	6,10,01,587	61,00,15,870.00
May 9, 2022	16,000	10	1,400	ESOP 2017	Cash	6,10,17,587	61,01,75,870.00
June 1, 2022	48,000	10	1,400	ESOP 2017	Cash	6,10,65,587	61,06,55,870.00
June 1, 2022	2,548	10	981	ESOP 2020	Cash	6,10,68,135	61,06,81,350.00
June 29, 2022	2,000	10	981	ESOP 2020	Cash	6,10,70,135	61,07,01,350.00
July 29, 2022	6,000	10	981	ESOP 2020	Cash	6,10,76,135	61,07,61,350.00
August 18, 2022	8,500	10	981	ESOP 2020	Cash	6,10,84,635	61,08,46,350.00

Date of Allotment/ Date of Extinguishment/ Date of Cancellation	Number of equity shares issued	Face value per equity share (₹)	Issue Price per equity share (₹)	Nature of Transaction	Nature of consideration (cash, bonus, consideration other than cash)	Cumulative number of equity shares	Cumulative paid up equity share capital (₹)
August 18, 2022	1,300	10	1,400	ESOP 2017	Cash	6,10,85,935	61,08,59,350.00
September 13, 2022	42,800	10	981	ESOP 2020	Cash	6,11,28,735	61,12,87,350.00
October 4, 2022	7,650	10	981	ESOP 2020	Cash	6,11,36,385	61,13,63,850.00
November 16, 2022	36,500	10	981	ESOP 2020	Cash	6,11,72,885	61,17,28,850.00
December 2, 2022	1,200	10	1,400	ESOP 2017	Cash	6,11,74,085	61,17,40,850.00
December 2, 2022	8,000	10	981	ESOP 2020	Cash	6,11,82,085	61,18,20,850.00
December 21, 2022	42,000	10	981	ESOP 2020	Cash	6,12,24,085	61,22,40,850.00
December 21, 2022	26,000	10	1,400	ESOP 2017	Cash	6,12,50,085	61,25,00,850.00
January 19, 2023	1,000	10	981	ESOP 2020	Cash	6,12,51,085	61,25,10,850.00
February 22, 2023	3,67,01,729	10	10	Allotted as per Scheme of Amalgamation of Inox Leisure Ltd with PVR Limited	Non-cash	9,79,52,814	97,95,28,140.00
March 16, 2023	14,500	10	981	ESOP 2020	Cash	9,79,67,314	97,96,73,140.00
April 17, 2023	5,499	10	1347	ESOP 2022	Cash	9,79,72,813	97,97,28,130.00
July 5, 2023	3,970	10	981	ESOP 2020	Cash	9,79,76,783	97,97,67,830.00
August 24, 2023	27,997	10	1,347	ESOP 2022	Cash	9,80,04,780	98,00,47,800.00
August 24, 2023	3,000	10	981	ESOP 2020	Cash	9,80,07,780	98,00,77,800.00
September 5, 2023	41,000	10	1,347	ESOP 2022	Cash	9,80,48,780	98,04,87,800.00
September 5, 2023	71,000	10	991	ESOP 2020	Cash	9,81,19,780	98,11,97,800.00
September 5, 2023	2,000	10	1297	ESOP 2020	Cash	9,81,21,780	98,12,17,800.00
October 3, 2023	9,166	10	1,347	ESOP 2022	Cash	9,81,30,946	98,13,09,460.00
November 18, 2023	2,000	10	981	ESOP 2020	Cash	9,81,32,946	98,13,29,460.00
January 31, 2024	1,500	10	981	ESOP 2020	Cash	9,81,34,446	98,13,44,460.00
June 05, 2024	1,250	10	981	ESOP 2020	Cash	9,81,35,696	98,13,56,960.00
July 19, 2024	2,000	10	1,297	ESOP 2020	Cash	9,81,37,696	98,13,76,960.00
July 19, 2024	52,600	10	981	ESOP 2020	Cash	9,81,90,296	98,19,02,960.00
August 24, 2024	3,000	10	1,347	ESOP 2022	Cash	9,81,93,296	98,19,32,960.00

Date of Allotment/ Date of Extinguishment/ Date of Cancellation	Number of equity shares issued	Face value per equity share (₹)	Issue Price per equity share (₹)	Nature of Transaction	Nature of consideration (cash, bonus, consideration other than cash)	Cumulative number of equity shares	Cumulative paid up equity share capital (₹)
October 28, 2024	6,666	10	1,347	ESOP 2022	Cash	9,81,99,620	98,19,96,200.00

16.7 The following table sets forth details regarding the Board of the Directors as on the date of the Public Announcement:

Name, Qualification, Occupation, Age (in years) and DIN	Designation	Date of appointment/ re-appointment	Other directorships (in other companies)
Mr. Pavan Kumar Jain Qualification: Chemical Engineering graduate from IIT Delhi Occupation: Professional Age: 76 DIN: 00030098	Chairman	February 06, 2023	• INOX Air Products Limited • INOX India Limited • INOX Infrastructure Limited • GFL Limited • N.K. Patni Charitable Foundation
Mr. Ajay Kumar Bijli Qualification: Graduated from Hindu College, Delhi University and completed the Owners/ President Management program at the Graduate School of Business Administration, Harvard University. Occupation: Business Age: 59 DIN: 00531142	Managing Director	April 26, 1995	• PVR INOX Pictures Limited • Bijli Realty Private Limited • SRB Grace Enterprises Private Limited • Bijli Ventures Private Limited • Lightning Strikes Pictures Private Limited • Bijli F & B Private Limited • Savant Moment Private Limited • Everything Media Private Limited
Mr. Sanjeev Kumar Qualification: Bachelor's degree in Finance and Accounting from Salford University, Manchester and a Master's degree in Business Administration from Imperial College, London University	Executive Director	April 26, 1995	• PVR INOX Pictures Limited • Bijli Realty Private Limited • PVR INOX Lanka Limited • SRB Grace Enterprises Private Limited

Occupation: Business Age: 54 DIN: 00208173			
Mr. Siddharth Jain Qualification: Degree in Mechanical Engineering from the University of Michigan, Ann Arbor, and an MBA from INSEAD, France. Occupation: Business Age: 47 DIN: 00030202	Non-Executive Director	February 6, 2023	• INOX Air Products Limited • INOX India Limited • INOX Infrastructure Limited • GFL Limited • Megnasolace City Private Limited
Ms. Renuka Ramnath Qualification: Bachelor of Engineering, MBA from the University of Mumbai, Advanced Management Programme from Harvard Business School. Occupation: Business Age: 64 DIN: 00147182	Non-Executive Director	January 30, 2013	• Vastu Housing Finance Corporation Limited • Network18 Media & Investments Limited • V.I.P. Industries Limited • Multiple Alternate Asset Management Private Limited • Zenex Animal Health India Private Limited • TI Clean Mobility Private Limited • Svatantra Microfin Private Limited • Qburst Software Services Private Limited • Qburst Technologies Private Limited • Multiple Good Faith Foundation • Quantiphi, Inc.
Mr. Vishal Kashyap Mahadevia Qualification: B.S. in Economics with a concentration in Finance and a B.S. in Electrical Engineering from the University of Pennsylvania. Occupation: Service	Independent Director	October 22, 2024	• Warburg Pincus India Private Limited • Apollo Tyres Limited • Warburg Pincus Singapore Pte. Ltd. • US-India Strategic Partnership Forum, Inc. (USISPF)

Age: 53 DIN: 01035771			• Westlink Pacific Aviation Holdings Limited
Mr. Shishir Baijal Qualification: A Bachelor's degree in Economics with Honors from Shri Ram College of Commerce, Delhi University (1976-1979); and completed his Master's degree in Business Administration from Bond University, Gold Coast, Australia (1995-96) Occupation: Business Age: 67 DIN: 00089265	Independent Director	February 10, 2024	• Knight Frank (India) Private Limited • Knight Frank Properties Services Private Limited • Satori Living Private Limited
Mr. Shuva Mandal Qualification: B.A., LL.B. (Hons.) Occupation: Business Age: 49 DIN: 07670535	Independent Director	July 23, 2026	• Navi Mumbai IIA Private Limited • Network18 Media & Investments Limited
Mr. Vishesh Chandar Chandiok Qualification: a Chartered Accountant from the Institute of Chartered Accountants in England and Wales, UK, and holds a Master of Science in Business and Management from the University of Strathclyde, Glasgow, UK. Occupation: Business Age: 51 DIN: 00016112	Independent Director	February 10, 2023	• Grant Thornton Advisory Private Limited • Unravel Business Services Private Limited • VC Consultants Group Private Limited (Formerly known as VC Consultants Group Unlimited) • Walker Hotels Private Limited • VC Protec Consultants Private Limited (Formerly known as GT Protec Consultants Private Limited) • Ashish Advisors Private Limited
Ms. Deepa Misra Harris Qualification: Masters in English Honours from Delhi University (Lady Sri Ram College)	Independent Director	July 25, 2024	• TCPL Packaging Limited • ADF Foods Limited • Jubilant Foodworks Limited

Occupation: Business Age: 67 DIN: 00064912			• Yatra Online Limited

16.8 The details of changes in our Board during the 3 (three) years immediately preceding the date of the Public Announcement are as follows:

Name of Director	Appointment/ Cessation	Effective Date	Reasons
Mr. Haigreve Khaitan Independent Director DIN: 00005290	Cessation	February 9, 2024	Completion of Tenure
Mr. Amit Jatia Independent Director DIN: 00016871	Cessation	February 9, 2024	Completion of Tenure
Mr. Dinesh Kanabar Independent Director DIN: 00003252	Appointment	February 10, 2024	Appointment
Mr. Shishir Baijal Independent Director DIN: 00089265	Appointment	February 10, 2024	Appointment
Mr. Sanjai Vohra Independent Director DIN: 00700879	Cessation	July 24, 2024	Completion of Tenure
Ms. Deepa Misra Harris Independent Director DIN: 00064912	Appointment	July 25, 2024	Appointment
Ms. Pallavi Shardul Shroff Independent Director DIN: 00013580	Cessation	October 21, 2024	Completion of Tenure
Mr. Vishal Kashyap Mahadevia Independent Director DIN: 01035771	Appointment	October 22, 2024	Appointment
Mr. Dinesh Kanabar Independent Director DIN: 00003252	Cessation	July 24, 2026	Resignation
Mr. Shuva Mandal Independent Director DIN: 07670535	Appointment	July 23, 2026	Appointment

16.9 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, as the case may be. 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.

17. FINANCIAL INFORMATION ABOUT THE COMPANY

17.1 The selected financial information, as extracted from the unaudited standalone financial results of the Company for the quarter ended June 30, 2026, standalone audited financial statements of the Company for the last three financial years ended as on March 31, 2026, March 31, 2025, and March 31, 2024 is detailed below:

(₹ in Million)

Key Financials	For the quarter ended June 30, 2026[(1)]	For the year ended March 31, 2026[(2)]	For the year ended March 31, 2025[(3)]	For the year ended March 31, 2024[(4)]
	(Unaudited)	(Audited)	(Audited)	(Audited)
Revenue from operations	15,825	63,912	54,424	58,971
Other Income	224	1,770	1,637	1,514

Key Financials	For the quarter ended June 30, 2026[(1)]	For the year ended March 31, 2026[(2)]	For the year ended March 31, 2025[(3)]	For the year ended March 31, 2024[(4)]
	(Unaudited)	(Audited)	(Audited)	(Audited)
Total Income	**16,049**	**65,682**	**56,061**	**60,485**
Expenses (excluding finance costs & depreciation and amortisation and Exceptional Items)	10,606	43,284	39,106	41,036
Finance costs	1,638	7,301	8,060	7,880
Depreciation and amortisation expense	3,114	12,563	12,646	12,051
Total Expenses	**15,358**	**63,148**	**59,812**	**60,967**
Profit before exceptional items and tax	**691**	**2,534**	**(3,751)**	**(482)**
Exceptional Items (Net)	-	800	-	-
Profit Before Tax	**691**	**3,334**	**(3,751)**	**(482)**
Income Tax Expenses / (Credit) (including Deferred Tax)	175	649	(982)	(125)
Profit After Tax	**516**	**2,685**	**(2,769)**	**(357)**
Items that will not be reclassified into profit and loss account (net of tax)	(1)	(43)	(7)	(3)
Items that will be reclassified to Profit/(Loss) in subsequent period	-	-	-	-
Total Comprehensive income	**515**	**2,642**	**(2,776)**	**(360)**
Equity Share Capital	982	982	982	981
Other Equity	N.A.	72,387	69,726	72,428
Net worth, excluding capital reserve, amalgamation reserve, revaluation reserves & Misc. expenditures to the extent not written off	N.A.	73,569	70,908	73,609
Total Paidup share capital and free reserves	N.A.	73,318	70,676	73,365
Debt, excluding working capital loans and lease liabilities	N.A.	7,586	14,908	16,572
Total Debt	N.A.	7,586	14,908	17,172

N.A. – Not Applicable

(1) Figures have been extracted from unaudited standalone financial results for the quarter ended on June 30, 2026

(2) Figures have been extracted from Audited Standalone Financial Statements for the Financial Year ended on March 31, 2026

(3) Figures have been extracted from Audited Standalone Financial Statements for the Financial Year ended on March 31, 2026, as the figures for the Financial Year ended on March 31, 2025, were regrouped / restated in the Audited Standalone Financial Statements for the Financial Year ended on March 31, 2026

(4) Figures have been extracted from Audited Standalone Financial Statements for the Financial Year ended on March 31, 2025, as the figures for the Financial Year ended on March 31, 2024, were regrouped / restated in the Audited Standalone Financial Statements for the Financial Year ended on March 31, 2025

Key financial ratios on standalone financials are as under:

Particulars	For the quarter ended June 30, 2026	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
	(Unaudited)	(Audited)	(Audited)	(Audited)
Earnings per Share (₹) (Basic)	5.25	27.34	(28.20)	(3.64)
Earnings per Share (₹) (Diluted)	5.24	27.23	(28.20)	(3.62)
Debt/ Total paidup share Capital and Free Reserves Ratio	N.A.	0.10	0.21	0.23
Book Value (₹ per Share)	N.A.	747.14	720.04	748.05
Return on Net worth (%)	N.A.	3.72%	-3.83%	-0.48%
Total Debt/ Total paidup share capital and Free reserves	N.A.	0.10	0.21	0.23

NA. – Not Applicable

Notes:

Net Worth = Total Equity – Capital Reserve – Revaluation Reserve (i.e., OCI – Equity instruments designated at FVTOCI)

Total Debt = Long Term Borrowings + Short Term Borrowings + Current Maturities of Long-Term Borrowings and excludes lease liabilities

Total paid-up Share capital and Free Reserves = Total paid up share capital + Retained earnings + Securities Premium + General Reserves

The key ratios have been computed as below:

Key Ratios	Basis
Earnings per Share- Basic (₹)	Net profit attributable to the equity shareholders / Weighted average number of Equity Shares outstanding during the period/year
Earnings per Share- Diluted (₹)	Net profit attributable to the equity shareholders of the Company / Weighted average number of Equity Shares outstanding during the period/year
Book Value per Share (₹)	(Paid up Equity Share Capital + Other Equity) (excluding revaluation reserves) - Miscellaneous Expenditure not written off / No. of Equity Shares
Return on Net worth (%)	Net Profit After Tax/ Average Net Worth
Debt-Total Paid-up Share Capital and Free Reserve Ratio	Total Debt (excluding working capital loans and lease liabilities) / Total paid up share capital and free reserves
Total Debt/ Total paid-up share capital and Free reserves	Total Debt/ Total paid-up share capital and Free reserves

17.2 The selected financial information of the Company extracted from the unaudited consolidated financial results for the quarter ended June 30, 2026, audited consolidated financial statements for the last three years being March 31, 2026, March 31, 2025, and March 31, 2024 are given below:

(₹ in million)

Key Financials	For the quarter ended June 30, 2026(1)	For the year ended March 31, 2026(2)	For the year ended March 31, 2025(3)	For the year ended March 31, 2024(4)
	(Unaudited)	(Audited)	(Audited)	(Audited)
Revenue from operations	16,222	66,462	56,999	61,071
Other Income	261	1,835	1,709	1,566
Total Income	**16,483**	**68,297**	**58,708**	**62,637**
Expenses (excluding finance costs & depreciation and amortisation and Exceptional Items)	10,937	45,508	41,426	42,970
Finance costs	1,645	7,328	8,087	7,913
Depreciation and amortisation expense	3,145	12,704	12,774	12,193
Total Expenses	**15,727**	**65,540**	**62,287**	**63,076**

Key Financials	For the quarter ended June 30, 2026(1)	For the year ended March 31, 2026(2)	For the year ended March 31, 2025(3)	For the year ended March 31, 2024(4)
	(Unaudited)	(Audited)	(Audited)	(Audited)
Profit/(Loss) before share in net loss of joint venture, exceptional items and tax	**756**	**2,757**	**(3,579)**	**(439)**
Share in net loss of joint venture	**1**	**(5)**	**(3)**	**-**
Profit before exceptional items and tax	**757**	**2,752**	**(3,582)**	**(439)**
Exceptional Items (Net)	-	(483)	-	-
Profit Before Tax	**757**	**2,269**	**(3,582)**	**(439)**
Income Tax Expenses / (Credit) (including Deferred Tax)	192	508	(934)	(112)
Profit After Tax from continuing operations	**565**	**1,761**	**(2,648)**	**(327)**
Loss before tax from discontinued operations	-	(188)	(161)	**-**
Exceptional gain on disposal of discontinued operations	-	1,952	-	**-**
Tax expense of discontinued operations	-	197	-	**-**
Profit/(Loss) after exceptional items and tax from discontinued operations	**-**	**1,567**	**(161)**	**-**
Profit After Tax	**565**	**3,328**	**(2,809)**	**(327)**
Items that may be reclassified to profit and loss account	(7)	4	4	8
Items not classified to profit and loss account	(1)	(46)	(6)	(3)
Total Comprehensive income	**557**	**3,286**	**(2,811)**	**(322)**
Total comprehensive income attributable to:				
- Owners of Parent	557	3,299	(2,798)	(315)
- Non-controlling interests	-	(13)	(13)	(7)
Equity Share Capital	982	982	982	981
Other Equity	N.A.	72,805	69,533	72,254
Total Equity attributable to owners of the Company	N.A.	**73,787**	**70,515**	**73,235**
Non-Controlling Interest	N.A.	-	19	(3)
Net worth, excluding capital reserve, amalgamation reserve, revaluation reserves, Misc. expenditures to the extent not written off and Non-controlling interest	N.A.	73,987	70,715	73,435
Total Paidup share capital and free reserves	N.A.	73,737	70,447	73,191
Debt, excluding working capital loans and lease liabilities	N.A.	7,586	14,908	16,572
Total Debt	N.A.	**7,586**	**14,908**	**17,177**

N.A. – Not Applicable

(1) *Figures have been extracted from unaudited consolidated financial statements for the quarter ended on June 30, 2026*

(2) *Figures have been extracted from Audited Consolidated Financial Statements for the Financial Year ended on March 31, 2026*

(3) *Figures have been extracted from Audited Consolidated Financial Statements for the Financial Year ended on March 31, 2026, as the figures for the Financial Year ended on March 31, 2025, were regrouped / restated in the Audited Consolidated Financial Statements for the Financial Year ended on March 31, 2026*

(4) *Figures have been extracted from Audited Consolidated Financial Statements for the Financial Year ended on March 31, 2025, as the figures for the Financial Year ended on March 31, 2024, were restated in the Audited Consolidated Financial Statements for the Financial Year ended on March 31, 2025*

Key financial ratios as per consolidated financials are as under:

Particulars	For the quarter ended June 30, 2026	For the year ended March 31, 2026	For the year ended March 31, 2025	For the year ended March 31, 2024
	(Unaudited)	(Audited)	(Audited)	(Audited)
Earnings per Share (₹) (Basic)	5.75	34.01	(28.48)	(3.26)
Earnings per Share (₹) (Diluted)	5.73	33.87	(28.48)	(3.26)
Debt/ Total paidup share Capital and Free Reserves Ratio	N.A.	0.10	0.21	0.23
Book Value (₹ per Share)	N.A.	751.40	718.08	746.27
Return on Net worth (%)	N.A.	4.60%	-3.90%	-0.45%
Total Debt/ Total paidup share capital and Free reserves	N.A.	0.10	0.21	0.23

Notes:

Net Worth = Total Equity – Capital Reserve – Revaluation Reserve (i.e., OCI – Equity instruments designated at FVTOCI)

Total Debt = Long Term Borrowings + Short Term Borrowings + Current Maturities of Long-Term Borrowings and excludes lease liabilities

Total paid-up Share capital and Free Reserves = Total paid up share capital + Retained earnings + Securities Premium + General Reserves

The key ratios have been computed as below:

Key Ratios	Basis
Earnings per Share – Basic (₹)	Net profit attributable to the equity shareholders of the Company/ Weighted average number of Equity Shares outstanding during the period/year
Earnings per Share – Diluted (₹)	Net profit attributable to the equity shareholders of the Company/ Weighted average number of Equity Shares outstanding during the period/year
Book Value per Share (₹)	(Paid up Equity Share Capital + Other Equity) (excluding revaluation reserves and Non-controlling interest) – Miscellaneous Expenditure not written off / No. of Equity Shares Subscribed
Return on Net worth (%)	Net Profit After Tax / Average Net Worth
Debt-Tot paid-up share Capital and Free Reserves Ratio	Total Debt (excluding working capital loans) / Total paid-up share capital and free reserves
Total Debt / Total paid-up share capital and Free reserves	Total Debt/ Total paid-up share capital and Free reserves

17.3 The Company hereby declares that it will comply with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, if it becomes applicable, in connection with the Buyback.

17.4 The Company hereby also declares that it has complied with and will comply with Sections 68, 69 and 70 of the Companies Act, and all other provisions of the Companies Act, as may be applicable to the Buyback.

18. STOCK MARKET DATA

18.1 The Equity Shares are currently listed and traded only on the BSE and NSE. The maximum volume of trading in Equity Shares is recorded on NSE.

18.2 The Equity Shares are currently traded in compulsory dematerialised mode under the trading code(s) 532689 at BSE and PVRINOX at NSE.

18.3 The high, low and average market prices in preceding 3 (three) calendar years and the monthly high, low and average market prices for the 6 (six) months preceding the date of publication of the Public Announcement, (i.e., September 2, 2026 and the corresponding volumes on BSE and NSE are given below:

BSE

Period	High (₹)#	Date of High	Number of Equity Shares traded on that date	Low (₹)##	Date of Low	Number of Equity Shares traded on that date	Average Price (₹)*	Total volume of Equity Shares traded in the period (Number of Equity Shares)
Preceeding three years								
Fiscal 2026	1,249.00	October 30, 2025	26,425	825.65	April 07, 2025	60,509	1,034.50	60,56,945
Fiscal 2025	1,748.25	September 27, 2024	13,463	871.00	February 28, 2025	80,393	1,362.43	72,84,812
Fiscal 2024	1,879.75	September 08, 2023	38,250	1,247.85	March 20, 2024	44,282	1,549.04	66,33,422
Preceeding six months								
August, 2026	1,283.00	August 25, 2026	2,78,717	1,123.80	August 07, 2026	15,040	1,191.79	11,42,584
July, 2026	1,163.00	July 28, 2026	1,78,802	957.00	July 01, 2026	26,300	1,031.32	8,08,617
June, 2026	1,003.00	June 25, 2026	20,931	934.00	June 11, 2026	14,371	965.83	2,97,100
May, 2026	1,108.05	May 11, 2026	1,29,777	951.00	May 27, 2026	17,974	1,014.88	4,79,012
April, 2026	1,098.00	April 29, 2026	39,587	916.50	April 02, 2026	14,342	976.27	8,25,474
March, 2026	1,057.50	March 11, 2026	21,721	900.05	March 02, 2026	26,193	990.29	6,52,066

High of the daily high prices.
Low of the daily low prices.
* *Arithmetic average of the closing prices of all trading days during the said period.*
Source: www.bseindia.com

NSE

Period	High (₹)#	Date of High	Number of Equity Shares traded on that date	Low (₹)##	Date of Low	Number of Equity Shares traded on that date	Average Price (₹)*	Total volume of Equity Shares traded in the period (Number of Equity Shares)
Preceeding three years								
Fiscal 2026	1,249.70	October 30, 2025	2,87,842	830.00	April 07, 2025	4,40,078	1,035.16	9,54,36,539
Fiscal 2025	1,748.00	September 26, 2024	4,96,082	866.30	February 28, 2025	7,34,676	1,362.53	14,89,74,885
Fiscal 2024	1,875.45	September 08, 2023	9,21,500	1,247.90	March 20, 2024	7,43,226	1,550.02	15,94,16,931
Preceeding six months								

Period	High (₹)#	Date of High	Number of Equity Shares traded on that date	Low (₹)##	Date of Low	Number of Equity Shares traded on that date	Average Price (₹)*	Total volume of Equity Shares traded in the period (Number of Equity Shares)
August, 2026	1,284.50	August 25, 2026	19,84,216	1,130.00	August 06, 2026	1,57,049	1,192.95	89,39,758
July 2026	1,163.00	July 28, 2026	9,42,040	962.00	July 01, 2026	3,00,531	1,031.32	1,04,76,292
June, 2026	1,003.45	June 25, 2026	2,06,437	934.20	June 11, 2026	1,48,083	966.04	37,60,490
May, 2026	1,110.00	May 11, 2026	23,70,548	949.90	May 27, 2026	1,70,408	1,014.82	59,56,738
April, 2026	1,099.00	April 29, 2026	4,21,639	915.05	April 02, 2026	1,87,203	976.44	85,06,542
March, 2026	1,057.70	March 11, 2026	3,25,905	907.40	March 30, 2026	6,84,294	990.59	81,12,277

High of the daily high prices.
Low of the daily low prices.
* *Arithmetic average of the closing prices of all trading days during the said period.*
Source: www.nseindia.com

18.4 The notice of the Board Meeting to consider the proposal of the Buyback was given to the Stock Exchanges on Tuesday, August 25, 2026. The Board, at its meeting held on Monday, August 31, 2026 , approved the proposal for the Buyback at ₹ 1,450/- (Indian Rupees One Thousand Four Hundred Fifty only) per Equity Share and the intimation was sent to the Stock Exchanges on the same day. The Public Announcement dated Tuesday, September 1, 2026, made in accordance with the SEBI Buyback Regulations was published on Wednesday, September 2, 2026. Further, a Corrigendum to the Public Announcement dated September 3, 2026 was published on September 4, 2026. The closing market price of the Equity Shares on the BSE and NSE during this period, are summarised below:

Event	Date	BSE (₹)	NSE (₹)
Notice of the Board Meeting convened to consider the proposal of the Buyback	August 25, 2026	1,230.90	1,231.00
1 (one) trading day prior to the notice of the Board Meeting	August 24, 2026	1,231.30	1,231.80
1 (one) trading day prior to the Board Meeting	August 28, 2026	1,221.15	1,220.90
Date of the Board Meeting	August 31, 2026	1,203.60	1,207.70
Date of the Public Announcement	September 1, 2026	1,229.10	1,228.20
Date of publication of the Public Announcement (2 (two) trading days post the Board Meeting)	September 2, 2026	1,209.55	1,210.00

Source: www.bseindia.com and www.nseindia.com

19. DETAILS OF STATUTORY APPROVALS

19.1 The Board, at its meeting held on Monday, August 31, 2026, approved the proposal for the Buyback. The Buyback will be subject to such necessary approvals, permissions, consents, sanctions and exemptions of Appropriate Authorities, as may be necessary, and subject to any such conditions, alterations, amendments and modifications, as may be prescribed or imposed by the Appropriate Authorities as may be required under the applicable laws including but not limited to Companies Act, SEBI Buyback Regulations, FEMA, 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 by the Board and the Buyback from Non-Resident Shareholders, and other applicable categories will be subject to such approvals of the RBI, if any, under FEMA and/ or such other applicable rules and regulations in force for the time being.

19.2 The Buyback from each Eligible Shareholder is subject to all statutory consents and approvals as may be required by such Eligible Shareholder under applicable laws and regulations. The relevant Eligible Shareholder shall be solely responsible for obtaining all such statutory consents and approvals (including, without limitation the approvals from the RBI, if any) as may be required by them in order to sell their Equity Shares to the Company pursuant to the Buyback. An Eligible

Shareholder would be required to provide copies of all such consents and approvals obtained by them to the Registrar to the Buyback. The Buyback of Shares from Non Resident Shareholders and members of foreign nationality, if any, etc., will be subject to rules, regulations and approvals, if any, of the appropriate authorities, including RBI under FEMA, as applicable. It is the obligation of such Non-Resident Shareholders, to obtain such approvals and submit such approvals along with the Tender Form, so as to enable them to tender Equity Shares in the Buyback and for the Company to purchase such Equity Shares, tendered. The Company will have the right to make payment in respect of the Eligible Shareholders for whom no prior approval from the RBI is required and not accept Equity Shares from the Equity Shareholders in respect of whom prior approval from the RBI is required and in the event copies of such approvals are not submitted. Non-Resident Shareholders (excluding OCBs) permitted under the automatic process prescribed under applicable FEMA Regulations, read with the consolidated Foreign Direct Investment policy issued by the Government of India, are not required to obtain approvals from RBI.

19.3 By agreeing to participate in the Buyback, each Eligible Shareholder undertakes to complete all relevant regulatory/ statutory filings and compliances to be made by it under applicable law, including filing of Form FC-TRS. Further, by agreeing to participate in the Buyback, the non-resident Eligible Shareholders give the Company the authority to take all necessary action, including to make, sign, execute, deliver, acknowledge and perform all actions/applications to file regulatory reporting, filings and compliances, if required, including Form FC-TRS, if necessary and undertake to provide assistance to the Company for such regulatory/statutory reporting and compliances if required by the Company.

19.4 The Company confirms that there is no other statutory or regulatory approval required by it for the Buyback as on the date of this Letter of Offer. If any statutory or regulatory approval becomes applicable subsequently, the Buyback will be subject to such statutory or regulatory approval(s) and the Company shall obtain such statutory approvals as may be required, from time to time, if any. In the event of any delay in receipt of any statutory/ regulatory approvals, changes to the proposed timetable of the Buyback, if any, shall be intimated to the Stock Exchanges.

19.5 The reporting requirements for non-resident shareholders under RBI, FEMA, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the non-resident Eligible Shareholders and/ or the Shareholder's Broker through which the Eligible Shareholder places the bid.

19.6 In case of non-receipt of the completed Tender Form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.

20. DETAILS OF REGISTRAR TO THE BUYBACK

Eligible shareholders who wish to tender their Equity Shares in the Buyback can send the Tender Form along with the other requisite document(s), as mentioned in "*Procedure for Tender Offer and Settlement*" on page 49 of this Letter of Offer along with TRS generated by the stock exchange bidding system upon placing of a bid, either by speed post or courier or hand delivery to the Registrar to the Buyback, so that the same are received on or before the Buyback Closing Date by 5:00 p.m. (IST). The envelope should be superscribed as "***PVR INOX Limited – Buyback Offer 2026***". The Company has appointed KFin Technologies Limited as the Registrar to the Buyback and in case of any query, the shareholders may contact the Registrar to the Buyback on any day, except Saturday, Sunday and public holidays 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/ 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

Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS are not required to be submitted to the Company, Manager or the Registrar. After the confirmation of lien marked in demat account of the Eligible Shareholders to the Clearing Corporation and a valid bid in the exchange bidding system, the bid for Buyback shall be deemed to have been accepted for Eligible Shareholders holding the Equity Shares in demat form. Eligible Shareholders holding Equity Shares in the dematerialized form are requested to refer to paragraph 22.32 of this Letter of Offer.

ELIGIBLE SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK.

ELIGIBLE SHAREHOLDERS ARE ADVISED TO ENSURE THAT THE TENDER FORM, TRS AND OTHER

RELEVANT DOCUMENTS ARE COMPLETE IN ALL RESPECTS OTHERWISE THE SAME ARE LIABLE TO BE REJECTED.

21. PROCESS AND METHODOLOGY FOR THE BUYBACK

21.1 The Company has proposed the Buyback 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), from all Eligible Shareholders on a proportionate basis, through the 'Tender Offer' process, at a price of INR 1,450/- (Indian Rupees One Thousand Four Hundred Fifty only) per Equity Share, payable in cash, for an aggregate maximum amount of not exceeding INR 300,00,00,000/- (Indian Rupees Three Hundred Crores only) excluding the Transaction Costs, 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.

21.2 The Buyback is pursuant to the provisions of Article 73 of the Articles of Association, Sections 68, 69, and 70 and all other applicable provisions, if any, of the Companies Act, the Share Capital and Debenture Rules (to the extent applicable), and in compliance with the provisions of the SEBI Buyback Regulations, SEBI Listing Regulations, and subject to such other approvals, permissions, consents, sanctions and exemptions of 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.

21.3 The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback and, accordingly, Eligible Shareholders may take their own decision after consulting their own advisors, as they may deem fit, regarding their participation in the Buyback.

21.4 The aggregate shareholding of the Promoters and Promoter Group as at the date of the Public Announcement and the Record date is 2,70,34,066 (Two Crore Seventy Lakh Thirty Four Thousand Sixty Six) Equity Shares which represents 27.53% of the existing Equity Share capital of the Company. In terms of the SEBI Buyback Regulations, under the Tender Offer route, the Promoters and Promoter Group and persons in control of the Company have an option to participate in the Buyback. In this regard, Promoters and Promoter Group (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 or such lower number of Equity Shares in compliance with the SEBI Buyback Regulations/ terms of the Buyback.

21.5 Assuming participation in the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders up to their Buyback Entitlement, the aggregate shareholding of the Promoters and Promoter Group and persons in control of the Company post completion of the Buyback will increase from 27.53%, which is the shareholding as on date, to 27.59% of the post Buyback Equity Share capital of the Company. Also, if none of the public shareholders participate and only the Promoter and Promoter Group participate to the extent of the Buyback Entitlement, their shareholding may decrease from 27.53%, which is the shareholding as on date, to 27.15% of the post Buyback Equity Share capital of the Company.

21.6 **Record Date, Ratio of Buyback and Buyback Entitlement:**

(a) 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 Eligible Shareholders of the Equity Shares, who are eligible to participate in the Buyback. The Tendering 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.

(b) The Equity Shares to be bought back, as part of the Buyback are divided into 2 (two) categories and the entitlement of a shareholder in each category shall be calculated accordingly:

(i) reserved category for Small Shareholders ("**Reserved Category**"); and

(ii) general category for all Eligible Shareholders other than Small Shareholders ("**General Category**").

(c) As defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a 'Small Shareholder' is an Eligible Shareholder who holds Equity Shares having market value, on the basis of closing price on BSE or NSE, on which the highest trading volume in respect of the Equity Shares on the Record Date was recorded, of not more than ₹ 2,00,000/- (Indian Rupees Two Lakh only). As on the Record Date, the closing price on NSE, i.e., the stock exchange having the highest trading volume, was ₹ 1,227.20/- (Indian Rupees One Thousand Two Hundred Twenty Seven and Twenty paise only) per Equity Share. Accordingly, all Eligible Shareholders holding not more than 162 (One Hundred Sixty Two) Equity Shares as on the Record Date are classified as 'Small Shareholders' for the purpose of the Buyback.

(d) Based on the aforementioned definition, there are 2,31,584 (Two Lakhs Thirty One Thousand Five Hundred Eighty Four) Small Shareholders of the Company with an aggregate shareholding of 54,13,225 (Fifty Four Lakhs

Thirteen Thousand Two Hundred Twenty Five) Equity Shares as on the Record Date, which constitutes 5.51% of the outstanding number of Equity Shares of the Company and 261.64% of the maximum number of Equity Shares which are proposed to be bought back as part of this Buyback.

(e) In accordance with Regulation 6 of the SEBI Buyback Regulations, the reservation for the Small Shareholders will be higher of:

(i) 15% of the number of Equity Shares which the Company proposes to Buyback, i.e., 15% of 20,68,965 (Twenty Lakhs Sixty Eight Thousand Nine Hundred and Sixty Five) Equity Shares, which is 3,10,345 (Three Lakhs Ten Thousand Three Hundred and Forty Five) Equity Shares; or

(ii) The number of Equity Shares entitled as per their shareholding as on the Record Date (i.e., Friday, September 4, 2026) i.e. (54,13,225/ 9,81,99,962 X 20,68,965), being 1,14,051 Equity Shares.

(f) Based on the above analysis and in accordance with Regulation 6 of the SEBI Buyback Regulations, 3,10,345 (Three Lakhs Ten Thousand Three Hundred Forty Five) Equity Shares have been reserved for the Small Shareholders ("**Reserved Portion**") and accordingly, the General Category for all other Eligible Shareholders shall consist of 17,58,620 (Seventeen Lakhs Fifty Eight Thousand Six Hundred Twenty) Equity Shares ("**General Portion**").

(g) Based on the aforementioned, the entitlement ratio of Buyback for both categories is set forth below:

Category	Indicative Entitlement ratio in the Buyback*
Reserved Category for Small Shareholders	9 Equity Shares out of every 157 fully paid-up Equity Shares held on the Record Date
General Category for all other Eligible Shareholders	21 Equity Shares out of every 1,108 fully paid-up Equity Shares held on the Record Date

**The above ratio of Buyback is approximate and provides an indicative Buyback Entitlement. Any computation of entitled Equity Shares using the above ratio may provide a slightly different number due to rounding off. The actual Buyback Entitlement for Reserved Category for Small Shareholders is 5.7330888703% and General Category for all other Eligible Shareholders is 1.8953355370%. Also, the numbers arrived at using the actual Buyback Entitlement may not conform exactly to the Buyback Entitlement printed in the Tender Form due to rounding-off of the factor.*

21.7 **Fractional Entitlements**

If the Buyback Entitlement under the Buyback, after applying the above mentioned ratios to the Equity Shares held on the Record Date is not in the multiple of 1 (one) Equity Share, then the fractional entitlement shall be ignored for computation of the Buyback Entitlement to tender Equity Shares in the Buyback for both categories of Eligible Shareholders.

On account of ignoring the fractional entitlement, those Small Shareholders who hold 17 or less Equity Shares as on the Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to 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 additional Equity Shares. The Company shall make best efforts subject to SEBI Buyback Regulations in accepting Equity Shares tendered by such Eligible Shareholders to the extent possible and permissible.

21.8 **Basis of Acceptance of Equity Shares validly tendered in the Reserved Category:**

In accordance with this Letter of Offer, the Acceptance in the Buyback from the Reserved Category will be implemented in the following order of priority:

(a) Full Acceptance (100%) from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.

(b) Post-acceptance as described in paragraph 21.8(a) above, in case there are any Equity Shares left to be bought back from the Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of ignoring the fractional entitlement), and have tendered Additional Equity Shares as part of the Buyback, they shall be given preference and 1 (one) Equity Share each from the additional Equity Shares applied by such Small Shareholders would be bought back in the Reserved Category.

(c) Post-acceptance as described in paragraphs 21.8(a) and 21.8(b) above, in case there are any validly tendered unaccepted Equity Shares in the Reserved Category ("**Reserved Category Additional Equity Shares**") and Equity Shares left to be bought back in the Reserved Category, the Reserved Category Additional Equity Shares shall be accepted in a proportionate manner and the acceptances shall be made in accordance with the SEBI Buyback Regulations (i.e., valid Acceptance per Small Shareholder shall be equal to the Reserved Category

Additional Equity Shares validly tendered by them divided by the total Reserved Category Additional Equity Shares and multiplied by the total pending number of Equity Shares to be accepted in Reserved Category). For the purpose of this calculation, the Reserved Category Additional Equity Shares taken into account for the Small Shareholders, from whom one Equity Share has been Accepted in accordance with paragraph 21.8(b) above, shall be reduced by 1 (one).

(d) Adjustment for fractional results in case of proportionate Acceptance, as described in paragraph 21.8(c) above, is set forth below:

(i) For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50 (point five zero), then the fraction would be rounded off to the next higher integer; or

(ii) For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 21 of this Letter of Offer.

21.9 **Basis of Acceptance of Equity Shares validly tendered in the General Category:**

In accordance with this Letter of Offer, the Acceptance in the Buyback from the General Category will be implemented in the following order of priority:

(a) Full Acceptance (100%) in the General Category from the Eligible Shareholders who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.

(b) Post-acceptance as described in paragraph 21.9(a) above, in case there are any validly tendered unaccepted Equity Shares in the General Category ("**General Category Additional Shares**") and Equity Shares left to be bought back in the General Category, the General Category Additional Equity Shares shall be accepted in the proportionate manner and the acceptances shall be made in accordance with the SEBI Buyback Regulations (i.e., valid Acceptance per Eligible Shareholder shall be equal to the General Category Additional Equity Shares validly tendered by them divided by the total General Category Additional Equity Shares and multiplied by the total pending number of Equity Shares to be Accepted in General Category).

(c) Adjustment for fractional results in case of proportionate acceptance as described above, will be made as follows:

(i) For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50 (point five zero), then the fraction would be rounded off to the next higher integer; or

(ii) For any Eligible Shareholder if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 21 of this Letter of Offer.

21.10 **Basis of Acceptance of Equity Shares between Categories:**

(a) In case there are any Equity Shares left to be bought back in one category ("**Partially Filled Category**") after Acceptance in accordance with the above described methodology for both the categories, and there are additional unaccepted validly tendered Equity Shares in the second category, then the Additional Equity Shares in the second category shall be Accepted proportionately (i.e., valid Acceptances per Eligible Shareholder shall be equal to the additional outstanding Equity Shares validly tendered by a Eligible Shareholder in the second category divided by the total additional outstanding Equity Shares validly tendered in the second category and multiplied by the total pending number of Equity Shares to be bought back in the Partially Filled Category).

(b) If the Partially Filled Category is the General Category, and the second category is the Reserved Category for Small Shareholders, then for the purpose of this calculation, the Additional Equity Shares tendered by such Small Shareholders, from whom 1 (one) Equity Share has been Accepted in accordance with "*Basis of Acceptance of Equity Shares validly tendered in the Reserved Category*" will be reduced by 1 (one) Equity Share and shall be eligible for priority acceptance of one Equity Share before acceptance in paragraph 21.8 out of the Equity Shares left to be bought back in the Partially Filled Category, provided no Acceptance could take place from such shareholder in accordance with paragraph 21.8.

(c) Adjustment for fraction results in case of proportionate Acceptance, as described in paragraph 21.10(b) above:

(i) For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50 (point five zero), then the fraction would be rounded off to the next higher integer.

(ii) For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

21.11 **For avoidance of doubt, it is clarified that:**

(a) the Eligible Shareholders are advised to tender Equity Shares from their respective demat accounts/ folios in which they are holding the Equity Shares as on the Record Date;

(b) the Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with paragraphs above, shall not exceed the number of Equity Shares tendered by the respective Eligible Shareholder;

(c) the Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with paragraphs above, shall not exceed the number of Equity Shares held by respective Eligible Shareholder as on the Record Date;

(d) the Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the paragraphs above; and

(e) In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 21 of this Letter of Offer.

21.12 **Clubbing of Entitlements**

In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholders with multiple demat accounts/ folios do not receive a higher entitlement under the Small Shareholder category, the Company proposes to club together the Equity Shares held by such Eligible Shareholders with a common PAN for determining the category (Small Shareholder or General) and 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 and where the PANs of all joint shareholders are 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 name of joint shareholders are identical. In case of Eligible Shareholders holding Physical Shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback 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 and insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback as per the shareholder records received from the depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body –broker" as per the beneficial position data as on the Record Date, with common PAN, are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

22. PROCEDURE FOR TENDER OFFER AND SETTLEMENT

A. GENERAL

22.1 The Buyback is open to the Eligible Shareholders/ beneficial owners of the Company, i.e., the shareholders who on the Record Date were holding Physical Shares and the beneficial owners who on the Record Date were holding Demat Shares.

22.2 The Company proposes to implement the Buyback through the Tender Offer process, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buyback and additional disclosures as specified in the SEBI Buyback Regulations, will be sent to Eligible Shareholders whose names appear on the register of members of the Company, or who are beneficial owners of Equity Shares as per the records of Depositories, on the Record Date, as per Regulation 6 of the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable.

22.3 The Eligible Shareholders who have registered their email IDs with the depositories / the Company, shall be dispatched the Letter of Offer through electronic means. Further, in terms of Regulation 9(ii) of the SEBI Buyback Regulations, in the case of receipt of a request from any shareholder to receive a copy of the letter of offer in physical form, the same shall be provided. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure as mentioned in paragraph 22.30 of this Letter of Offer.

22.4 The Company will not Accept any Equity Shares offered in the Buyback which are under any restraint order of a judicial court/ any other competent authority for transfer/ disposal/ sale or where the title to the Equity Shares is under dispute or where loss of share certificates has been notified to the Company or is otherwise not clear and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or where any other restraint subsists or otherwise.

22.5 The Company shall comply with Regulation 24(v) of the SEBI Buyback Regulations which restricts the Company from buying back locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the time the Equity Shares become transferable. The Company shall also not Accept the Equity Shares offered for Buyback where the title to such Equity Shares is under dispute or otherwise not clear.

22.6 The Eligible Shareholders' participation in the Buyback will be voluntary. The Eligible Shareholders may choose to participate, in full or in part, and receive cash in lieu of the Equity Shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post-Buyback, without additional investment. The Eligible Shareholders may also tender a part of their Buyback Entitlement. The Eligible Shareholders also have the option of tendering additional Equity Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. Acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder, shall be in terms of procedure outlined in this Letter of Offer. In case any Eligible Shareholder or any person claiming to be an Eligible Shareholder cannot participate in the Buyback Offer for any reason, the Company, the Manager and Registrar to the Buyback and their officers shall not be liable in any manner for such non-participation.

22.7 The Company will accept Equity Shares validly tendered for the Buyback by the Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date and also Additional Equity Shares, if any tendered by Eligible Shareholders will be accepted as per paragraphs 21.8 and 21.9 of this Letter of Offer.

22.8 Eligible Shareholders will have to tender the Equity Shares and transfer their Demat Shares from the same demat account in which they were holding such Demat Shares (as on the Record Date). In case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Demat 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 Demat Shares may be Accepted subject to appropriate verification and validation by the Registrar. The Board or the Buyback Committee authorised by the Board will have the authority to decide such final allocation in case of non-receipt of sufficient proof by such Eligible Shareholder.

22.9 For the Clearing Corporation to make a pay-out of more than INR 50,00,00,000 (Indian Rupees Fifty Crore only), a Legal Entity Identifier ("**LEI**") number of the Eligible Shareholder will have to be provided. Accordingly, an Eligible Shareholder who is tendering Equity Shares of value more than INR 50,00,00,000 (Indian Rupees Fifty Crore only) will have to provide LEI number with the relevant supporting documents such as the LEI registration certificate to the Registrar through email at pvrinox.buyback@kfintech.com latest by 5:00 PM (IST) on the Buyback Closing Date.

22.10 The Equity Shares proposed to be bought back in the Buyback is divided into two categories and the entitlement of a shareholder in each category shall be calculated accordingly:

(i) Reserved Category for Small Shareholders; and

(ii) the General Category for all other Eligible Shareholders.

22.11 After Accepting the Equity Shares tendered on the basis of the Buyback Entitlement, the Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in the other category.

22.12 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 Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.

22.13 All purchases pursuant to the Buyback will be paid for in Indian Rupees, including to Non Resident Shareholders. Payment of consideration to Eligible Shareholders shall be made within 5 (five) Working Days of the Buyback Closing Date as required under the Buyback Regulations. Accordingly, the Registrar to the Buyback will process the bids under the Buyback as promptly as practicable after the Buyback Closing Date, and the Company expects to start making payments for accepted bids as promptly as practicable and within 5 (five) Working Days after the Buyback Closing Date.

22.14 The participation of the Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders may opt to participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders may also tender a part of their Buyback Entitlement. Eligible Shareholders also have the option of tendering additional shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. If the Buyback Entitlement for any Eligible Shareholder is not a round number, the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback. The Acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of the procedure outlined herein. In case any Eligible Shareholder or any person claiming to be an Eligible Shareholder cannot participate in the Buyback Offer for any reason, the Company, the Manager and Registrar to the Buyback and their officers shall not be liable in any manner for such non-participation.

22.15 For implementation of the Buyback, the Company has appointed DAM Capital Advisors Limited as Company's Broker 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. No.: +91 22 4202 2500
Email: rajesh@damcapital.in
Website: www.damcapital.in
Contact Person: Rajesh Tekadiwala
CIN: L99999MH1993PLC071865
SEBI Registration No.: INZ000207137
Validity Period: Permanent

22.16 The Buyback will 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, and following the procedure prescribed in the Companies Act, and the SEBI Buyback Regulations, and as may be determined by the Board of Directors, or the Buyback Committee, on such terms and conditions as may be permitted by law from time to time.

22.17 The Company shall request BSE being the designated stock exchange ("**Designated Stock Exchange**") to provide a separate window (the "**Acquisition Window**") to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by BSE from time to time. All Eligible Shareholders may place orders in the Acquisition Window, through their respective stock brokers ("**Shareholder Broker**").

22.18 During the Tendering Period, the order for selling the Equity Shares will be required to be placed in the Acquisition Window by the Eligible Shareholders through their respective Shareholder Broker during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders.

22.19 In the event the Shareholder Broker(s) of Eligible Shareholder is not registered with BSE as a trading member/stock broker, then the Eligible Shareholders 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.

22.20 The Eligible Shareholder approaching the Designated Stock Exchange registered stock broker (with whom he does not have an account) may have to submit the requisite documents as may be required. The requirement of documents and procedures may vary from broker to broker, and may *inter alia* include:

In case of Eligible Seller being an individual

If Eligible Seller is registered with KYC Registration Agency ("**KRA**"): Forms required:

- Central Know Your Client (CKYC) form including FATCA, IPV, OSV if applicable
- Know Your Client (KYC) form Documents required (all documents self-attested):
    - Bank details (cancelled cheque)

- Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)

If Eligible Seller is not registered with KRA: Forms required:

- CKYC form including FATCA, IPV, OSV if applicable
- KRA form
- KYC form Documents required (all documents self-attested):
    - PAN card copy
    - Address proof
    - Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)

It may be noted that other than submission of above forms and documents in person verification may be required.

In case of Eligible Seller is HUF:

If Eligible Seller is registered with KYC Registration Agency ("**KRA**"): Forms required:

- Central Know Your Client (CKYC) form of KARTA including FATCA, IPV, OSV if applicable
- Know Your Client (KYC) form Documents required (all documents self-attested):
    - Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)

If Eligible Seller is not registered with KRA: Forms required:

- CKYC form of KARTA including FATCA, IPV, OSV if applicable
- KRA form
- Know Your Client (KYC) form Documents required (all documents self-attested):
    - PAN card copy of HUF & KARTA
    - Address proof of HUF & KARTA
    - HUF declaration
    - Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)

It may be noted that other than submission of above forms and documents in person verification may be required.

In case of Eligible Seller other than Individual and HUF:

If Eligible Seller is KRA registered: Form required

- Know Your Client (KYC) form Documents required (all documents certified true copy)
    - Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)
- FATCA, IPV, OSV if applicable
- Latest list of Directors/authorised signatories/partners/trustees
- Latest shareholding pattern
- Board resolution
- Details of ultimate beneficial owner along with PAN card and address proof

- Last 2 years financial statements

<u>If Eligible Seller is not KRA registered: Forms required:</u>

- KRA form
- Know Your Client (KYC) form Documents required (all documents certified true copy):
    - PAN card copy of company/ firm/trust
    - Address proof of company/ firm/trust
    - Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)
- FATCA, IPV, OSV if applicable
- Latest list of Directors/authorised signatories /partners/trustees
- PAN card copies & address proof of Directors/authorised signatories/partners/trustees
- Latest shareholding pattern
- Board resolution/partnership declaration
- Details of ultimate beneficial owner along with PAN card and address proof
- Last 2 years financial statements
- MOA/Partnership deed /trust deed

It may be noted that above mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

22.21 All Eligible Shareholders, through their Shareholder Broker(s) will be eligible and responsible to place orders in the Acquisition Window.

22.22 During the Tendering Period, the order for selling the Equity Shares will be required to be placed in the Acquisition Window by the Eligible Shareholders through their respective Shareholder Broker(s) during normal trading hours of the secondary market. The Shareholder Broker(s) can enter orders for Equity Shares in dematerialized form or physical form. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders. The reporting requirements for Non-Resident Shareholders under the FEMA and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Shareholder Broker through which the Eligible Shareholder places the bid.

22.23 Multiple bids made by single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance. Eligible Shareholders are requested to consult their respective Shareholders Broker regarding the same.

22.24 Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period of the Buyback.

22.25 The cumulative quantity of Equity Shares tendered shall be made available on the website of BSE i.e., www.bseindia.com throughout the trading session and will be updated at specific intervals by BSE during the Tendering Period.

22.26 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 FEMA and rules and regulations framed thereunder, if any, IT Act 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 FEMA and rules and regulations framed thereunder, if any.

22.27 The reporting requirements for Non-Resident Shareholders under RBI, FEMA, and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Eligible Shareholder's Broker through which the Eligible Shareholder places the bid.

22.28 All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.

22.29 Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):

(i) Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;

(ii) Duly attested notarized copy of death certificate and succession certificate or probated will, as applicable, in case any Eligible Shareholder has expired; and

(iii) In case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).

THE NON-RECEIPT OF THE LETTER OF OFFER BY, OR ACCIDENTAL OMISSION TO DISPATCH THE LETTER OF OFFER TO ANY PERSON WHO IS ELIGIBLE TO RECEIVE THE LETTER OF OFFER, SHALL NOT INVALIDATE THE BUYBACK IN ANY MANNER. PLEASE NOTE THAT THE COMPANY SHALL ACCEPT EQUITY SHARES VALIDLY TENDERED FOR THE BUYBACK OFFER ON THE BASIS OF THEIR HOLDING AND ENTITLEMENT AS APPEARING IN THE RECORDS OF THE COMPANY AS ON THE RECORD DATE.

22.30 In case of non-receipt of the Letter of Offer and the Tender Form:

22.30.1 **In case the Eligible Shareholders holds Equity Shares in dematerialised form**:

If any Eligible Shareholder who is holding Equity Shares in dematerialized form and has been sent the Letter of Offer through electronic means wishes to obtain a physical copy of the Letter of Offer, they may send a request in writing to the Company or Registrar at the address or email ID mentioned at the cover page of the Letter of Offer stating name, address, number of Equity Shares held on Record Date, client ID number, DP name/ ID, beneficiary account number. Upon receipt of such request, a physical copy of the Letter of Offer shall be provided to such Eligible Shareholder. An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of: (i) the Company (i.e., www.pvrcinemas.com); (ii) the Registrar to the Buyback (i.e., https://kosmic.kfintech.com/karisma/buybackofferv2.aspx); (iii) BSE (i.e., www.bseindia.com); and (iv) Manager to the Buyback (i.e., www.damcapital.in) by providing their application in writing on plain paper, signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name), stating name and address of Eligible Shareholders, number of Equity Shares held as on the Record Date, Client ID number, DP Name/ ID, beneficiary account number and number of Equity Shares tendered for the Buyback. For further process, please refer to paragraph 22.32 titled "*Procedure to be followed by Eligible Shareholders holding Demat Shares*" on page 55 of this Letter of Offer.

22.30.2 **In case the Eligible Shareholders holds Equity Shares in physical form**:

An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company (i.e., www.pvrcinemas.com) or the Registrar to the Buyback at (i.e., www.kfintech.com) by providing their application in writing on plain paper signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name) stating name, address, folio number, number of Equity Shares held, share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, bank account details together with the original share certificate(s), copy of Eligible Shareholders PAN card(s) and executed Form SH-4 in favour of the Company. The transfer Form (SH-4) can be downloaded from: (a) the Company's website (i.e., www.pvrcinemas.com); (b) the Registrar's website (i.e., (https://kosmic.kfintech.com/karisma/buybackofferv2.aspx); (c) BSE's website (i.e., www.bseindia.com); or the Manager's website (i.e., www.damcapital.in). Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in paragraph 22.33 below), reach the Registrar to the Buyback on or before the Buyback Closing Date (i.e., Thursday, September 17, 2026) by 5:00 pm (IST). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar to the Buyback/Company or are not in the same order (although attested), the Company/Registrar to the Buyback shall have a right to reject such applications. For further process, please refer to paragraph 22.33 titled "*Procedure to be followed by Eligible Shareholders holding Physical Shares*" on page 55 of this Letter of Offer.

The Company shall accept Equity Shares validly tendered by the Eligible Shareholder(s) in the Buyback on the basis of their shareholding as on the Record Date and the Buyback Entitlement. Eligible Shareholder(s) who intend to participate in the Buyback using the 'plain paper' option as mentioned in this paragraph are advised to confirm their entitlement from the Registrar to the Buyback, before participating in the Buyback.

Please note that Eligible Shareholder(s) who intend to participate in the Buyback will be required to approach their respective Shareholder Broker (along with the complete set of documents for verification procedures) and have to ensure that their bid is entered by their respective Shareholder Broker or broker in the electronic platform to be made available by the Stock Exchanges before the Buyback Closing Date, otherwise the same are liable to be rejected.

22.31 The participation of the Eligible Shareholders in the Buyback is entirely at the discretion of the Eligible Shareholders. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard

22.32 **Procedure to be followed by Eligible Shareholders holding Demat Shares:**

(a) Eligible Shareholders who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback.

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

(c) The details of settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback shall be provided by BSE or the Clearing Corporation. The lien shall be marked by the Shareholder Broker in demat account of the Eligible Shareholders 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.

(d) In case, the demat account of the Eligible Shareholder is held with one Depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares under the Buyback shall be blocked in the Eligible Shareholders demat account at the source depository during the Tendering Period. Inter Depository Tender Offer ("**IDT**") instructions shall be initiated by the shareholders at source depository to clearing member/clearing corporation account at target depository. Source depository shall block the 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.

(e) For custodian participant orders for Demat Shares, early pay-in is mandatory prior to confirmation of order/bid by custodians. The custodian shall either confirm or reject the orders not later than the closing of trading hours (i.e., 3:30 p.m. (IST)) on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

(f) Upon placing the bid, the Shareholder's Broker shall provide a TRS generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/ bid has been placed. The TRS will contain the details of the order submitted like bid ID number, application number, 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.

(g) **In case of Demat Shares, submission of Tender Form and TRS is not required. After the receipt of the Demat Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for Eligible Shareholders holding Demat Shares.**

(h) The Eligible Shareholders who have tendered their Demat Shares in the Buyback will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or partial acceptance. 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 Equity Shares by the Company.

22.33 **Procedure to be followed by Eligible Shareholders holding Physical Shares:**

(a) In accordance with SEBI Circular dated July 31, 2020 (Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144), shareholders holding securities in physical form are allowed to tender shares in the Buyback through Tender Offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations. Nevertheless, Eligible Shareholders holding Equity Shares in physical form are urged to have their Equity Shares dematerialized so as to be able to freely transfer them and participate in corporate actions in a convenient and effective manner. The procedure for tendering equity shares in physical form is as below:

(b) Eligible Shareholders who are holding Physical Shares and intend to participate in the Buyback will be required to approach their respective Shareholder 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 (i) the Tender Form duly signed by all Eligible Shareholders (in case Physical Shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s), (iii) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e., by all registered shareholders in the 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, (iv) self-attested copy of PAN Card(s) of all Eligible Shareholders, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is 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.

(c) Based on the documents mentioned in paragraph 22.33 (b) above, the concerned Shareholder 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 BSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio number, certificate number, distinctive number, number of Equity Shares tendered etc.

(d) Any Shareholder Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by speed post or courier or hand delivery to the Registrar to the Buyback i.e. KFin Technologies Limited (at the address mentioned at paragraph 20 above) on or before the Buyback Closing Date i.e. Thursday, 17 September 2026 (by 5:00 p.m. (IST)). 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 Shareholder Broker.

(e) The Eligible Shareholders holding Physical Shares should note that Physical Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the Physical 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'.

(f) In case any Eligible Shareholder has submitted Physical Shares 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.

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

22.34 **Additional requirements in respect of tenders by the Non-Resident Shareholders:**

(a) While tendering their Equity Shares under the Buyback, all Eligible Shareholders being Non-Resident Shareholders (excluding FIIs/FPIs) shall enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.

(b) Eligible Shareholders who are FIIs/FPIs should also enclose a copy of their SEBI registration certificate.

(c) In case the Equity Shares are held on a repatriation basis, the Non-Resident Eligible Shareholders shall obtain and enclose a letter from the Eligible Shareholder's authorised dealer/ bank confirming that at the time of acquiring the said Equity Shares, payment for the same was made by the Non-Resident shareholder from the appropriate account (e.g. NRE a/c) as specified by RBI in its approval. In case the 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 Non-Resident 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 in the Buyback.

(d) If any of the above stated documents, as applicable, are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback are liable to be rejected.

(e) 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 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.

(f) The reporting requirements for non-resident shareholders under RBI, FEMA, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders.

The participation of the Eligible Shareholders in the Buyback is entirely at the discretion of the Eligible Shareholders. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of Share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.

B. ACCEPTANCE OF ORDERS

The Registrar to the Buyback shall provide details of order Acceptance to the Clearing Corporation within specified timelines.

C. METHOD OF SETTLEMENT

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

a) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time.

b) The Company will pay funds pertaining to the Buyback to the Company Broker on or before the pay-in date for Settlement, who will then transfer the funds to the Clearing Corporation's bank account as per the prescribed schedule. The settlements of fund obligation for Demat Shares shall be affected as per the SEBI Circulars and as prescribed by BSE and the Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation. If such Eligible Shareholder's bank account details are not available or if the funds transfer instruction is rejected by RBI/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the settlement account of the Shareholder Broker for onward transfer to such Eligible Shareholders.

c) For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Shareholder Broker's settlement accounts for releasing the same to the respective Eligible Shareholder's account.

d) In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds payout 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 BSE and the Clearing Corporation from time to time.

e) Details in respect of shareholder's entitlement for tender 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

f) In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. 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 block 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 shareholder's demat account and credit it to Clearing Corporation settlement account in target Depository on settlement date.

g) Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the Shareholders directly by Registrar to the Buyback.

h) The Demat Shares bought back would be transferred directly to the Company Demat Account provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.

i) Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Shareholder 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 shareholders.

j) Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. Any excess Physical Shares pursuant to proportionate acceptance/ rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback.

k) The Shareholder Broker(s) would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted Equity Shares to their respective clients/ will unblock the excess unaccepted Equity Shares. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

l) The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by speed post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.

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

D. Rejection Criteria

The Equity Shares tendered by Eligible Shareholders holding Demat Shares would be liable to be rejected on the following grounds, if:

(i) the Equity Shareholder is not an Eligible Shareholder of the Company as on the Record Date; or

(ii) if there is a name mismatch in the demat account of the Eligible Shareholder and PAN.

(iii) There exists any restraint order of a court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

The Equity Shares tendered by Eligible Shareholders holding Physical Shares would be liable to be rejected on the following grounds, if:

(i) The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before Thursday, September 17, 2026 (by 5:00 p.m. (IST)); or

(ii) The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are received by the Registrar, however the corresponding bid is not found in the bid file; or

(iii) If the share certificate of the Company is not enclosed with the Tender Form; or

(iv) If there is any other company's share certificate/invalid certificate enclosed with the Tender Form instead of the share certificate of the Company; or

(v) If the transfer/ transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; or

(vi) If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or

(vii) In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar to the Buyback; or

(viii) Where there exists any restraint order of a Court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists; or

(ix) If the PAN cards (self-attested) of the Shareholder and all the joint holders, are not submitted with the form.

23. NOTE ON TAXATION

Disclosures in this section are based on an opinion sought by the Company from M/s Bansal & Co LLP, Chartered Accountants.

THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE READING OF THE CURRENT PROVISIONS OF THE INCOME TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT TAX IMPLICATIONS ON THESE TAX CONSIDERATIONS.

IN VIEW OF THE COMPLEXITY AND THE SUBJECTIVITY INVOLVED IN THE TAX CONSEQUENCES OF A BUYBACK, SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.

THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS TAX SUMMARY AND EXPLICITLY DISOWNS ANY LIABILITY ARISING OUT OF ANY ACTION INCLUDING A TAX POSITION TAKEN BY THE SHAREHOLDER BY RELYING ON THIS TAX SUMMARY. THEREFORE, SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME TAX IN THE CASE OF BUYBACK OF EQUITY SHARES LISTED ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

1. GENERAL:

The Indian tax year runs from April 1 to March 31. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act, 2025 ("**IT Act**").

A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his / her Indian sourced income or income received or deemed to be received by such person in India.

In case of shares of a company, the source of income from shares would depend on the "situs" of the shares. As per the IT Act and the judicial precedents, generally the "situs" of the shares is where company is "incorporated" and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the shares of the Company would be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the IT Act, subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the Double Taxation Avoidance Agreement ("**DTAA**"), as modified by the Multilateral Instrument ("**MLI**"), if the same is applicable to the relevant DTAA between India and the respective country of which the said shareholder is tax resident.

The above benefit may be available subject to satisfying relevant conditions prescribed under the IT Act including but not limited to availability of Tax Residency Certificate, non-applicability of General Anti-Avoidance Rule ("**GAAR**") and providing and maintaining necessary information and documents as prescribed under the IT Act as well as satisfying the relevant conditions under the respective DTAA including anti-abuse measures under the MLI, if applicable.

2. CLASSIFICATION OF SHAREHOLDERS

Section 6 of the IT Act determines the residential status of an assessee. Accordingly, shareholders can be classified broadly in two categories as below:

2.1. Resident Shareholders being:

- (i) Individuals, Hindu Undivided Family (HUF), Association of Persons (AOP), Body of Individuals (BOI), Firm and Limited Liability Partnership (LLP)
- (ii) Others (corporate bodies):
  - Company
  - Other than Company

2.2 Non-Resident Shareholders being:

- (i) Non-Resident Indians (NRIs)
- (ii) Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)
- (iii) Others:
  - Foreign Company
  - Foreign non-corporate shareholders other than Company

3. *BUY-BACK OF SHARES*

As per the provisions of Section 69 of the IT Act:

3.1 If a shareholder or a holder of other specified securities receives any consideration from any company for the purchase of its own shares or other specified securities held by such shareholder or holder of other specified securities, then, subject to the provisions of Section 72, the difference between the cost of acquisition and the value of consideration so received shall be deemed to be the "Capital gains" arising to such shareholder or the holder of other specified securities, as the case may be, in the year in which the company purchases the shares or other specified securities.

In respect of capital gains referred to in sub-section (1), where a company purchases its own shares or other specified securities in accordance with the provisions of section 68 of the Companies Act, 2013 and the shareholder or holder of other specified securities is a promoter, the aggregate income-tax payable on such capital gains shall be—

- Short-term capital gains ("STCG"): Taxed at applicable rates
- Long-term capital gains ("LTCG"): Taxed at concessional rates, subject to applicable exemptions

a) <u>Tax Rates for Non-Promoters:</u>

- Long Term Capital Gain: If the listed shares were held for more than 12 months, the capital gain is taxed at 12.5%. This tax applies only to the portion of your total annual gains that exceeds ₹1.25 lakh.

- Short Term Capital Gain: If the listed shares were held for 12 months or less, the entire capital gain is taxed at a flat rate of 20%.

b) <u>Tax Rates for Promoter Shareholders:</u>

- To ensure tax parity, promoters are subject to an Additional Buyback Tax to reach an effective rate of 22% (for domestic companies) or 30% (for individuals). A statutory 12% surcharge applies to this additional tax component.

> ***Note:*** *For computing long-term capital gains of shares acquired prior to February 1, 2018 (including bonus shares credited prior to February 1, 2018), the cost of acquisition shall be deemed to be the higher of:*
> - ✓ *the actual cost of acquisition of such equity shares; and*
> - ✓ *the lower of:*
>   - *fair market value (highest price of the equity share quoted on the stock exchange) on January 31, 2018; and*
>   - *buyback price.*

3.2 For the purposes of this section —

i. in the case of a company whose shares are listed on a recognized stock exchange in India, 'promoter' shall have the same meaning as assigned to it in regulation 2(k) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 made under the Securities and Exchange Board of India Act, 1992;

ii. in any other case, "promoter" means, —

- o a "promoter" as defined in section 2(69) of the Companies Act, 2013 (18 of 2013); or
- o a person who holds, directly or indirectly, more than 10% of the shareholding in the company;

"specified securities" shall have the same meaning as assigned to it in Explanation 1 to section 68 of the Companies Act, 2013.

4. *TAX DEDUCTION AT SOURCE*

For Resident Shareholders, the Company is not required to deduct any Tax at Source.

For Non–resident shareholders, the Company is required to deduct tax at source on payment made to Non–resident, if such payment is chargeable to tax in India under the provisions of the IT Act, at the time of payment or credit whichever is earlier, at the rates in force.

The term "rates in force" is defined under section 2(90) of the IT Act to include rates specified under the Finance Act for the relevant year or the rates specified under the double taxation avoidance agreement with the respective countries. In this regard, the Finance Act, 2026 provides rates in force on capital gain as below:

Consideration received on buy back less cost of acquisition

However, section 159(8) of the IT Act provides that in order to be eligible to claim the relief under a DTAA, a non-resident will need to provide a Tax Residency Certificate ("TRC") issued by the relevant foreign government. Further, Income tax Rules, 2026 also prescribes to maintain following to avail benefits under the relevant DTAA:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed rule 158 under the Income-tax Rules, 2026 in absence of PAN Card.
- Copy of the Tax Residency Certificate for financial year 2026-27 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders/authorized signatory
- Electronic Form 41 can be obtained electronically through the e-filing portal of the income tax website at https://www.incometax.gov.in/iec/foportal/.
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership of equity shares by the non-resident shareholder
- Self-declaration of fulfilling all conditions of tax treaty for being eligible to claim benefit of the tax treaty (DTAA) read with Multilateral Instrument (MLI).
- Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the shareholders.

Kindly note that any relief in withholding tax rate is subject to the DTAA provisions applicable, and would depend on the documents submitted.

Non-resident shareholders may also provide a Lower Tax Deduction Certificate (LTDC) certificate issued by the Income Tax Department under Section 395 of the IT Act, which authorizes company to deduct WHT at a lower rate instead of the standard prescribed rate under IT Act.

The non-resident shareholders need to consult their tax advisors with regard to availability of such a tax credit.

5. SECURITIES TRANSACTION TAX

Since the Buyback of shares shall take place through the settlement mechanism of the Stock Exchange, Securities Transaction Tax will be applicable at the applicable rate.

Caveat:
The summary of the tax considerations as above is based on our understanding of the current provisions of the tax laws of India, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

Shareholders, who are non-residents in India, in respect of tax consequence (including capital gain tax, if any) in their state of residence, are required to consult their tax advisors for the applicable tax and the appropriate course of action that they should take considering the provisions of the relevant country or state tax law and provisions of DTAA where applicable.

The above note on taxation sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences of the disposal of equity shares. This note is neither binding on any regulators nor can there be any assurance that they will not take a position contrary to the comments mentioned herein. There can be no liability on the company or signing firm if any action is taken by the shareholder solely based on this tax summary. Therefore, shareholders cannot rely on this advice and the summary tax implications relating to the treatment of income tax in the case of buyback of equity shares listed on the stock exchange as set out above.

24. DECLARATION BY THE BOARD OF DIRECTORS

24.1 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 proposed 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 resolution; 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).

This declaration is made and issued under the authority of the Board of Directors in terms of the resolution passed at the meeting held on Monday, August 31, 2026.

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

Sd/-	**Sd/-**
Ajay Kumar Bijli	**Sanjeev Kumar**
Managing Director	Executive Director
DIN: 00531142	**DIN:** 00208173

25. REPORT BY THE COMPANY'S STATUTORY AUDITOR ON PERMISSIBLE CAPITAL PAYMENT

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

Sd/-
Gaurav Sharma
Chief Financial Officer

Place: Gurugram
Date: August 31, 2026

Unquote

26. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the registered office of the Company at 7th Floor, Lotus Grandeur Building, Veera Desai Road, Opposite Gundecha Symphony, Andheri (W), Mumbai - 400053 between 10:30 a.m. and 5.00 p.m. (IST) on any day, except Saturday, Sunday and public holidays or on the website of the Company (i.e., www.pvrcinemas.com), in accordance with the SEBI Buyback Regulations and such other circulars or notification, as may be applicable, during the Tendering Period:

1. Copy of the certificate of incorporation of the Company;
2. Copy of the Memorandum and Articles of Association of the Company;
3. Copy of the annual reports of the Company available for the last three financial years ended March 31, 2026, March 31, 2025 and March 31, 2024;
4. Copy of the resolution passed by the Board of Directors at the meeting held on Monday, August 31, 2026 approving the proposal for Buyback;
5. Copy of the resolution passed by the Buyback Committee at the meeting held on Tuesday, September 1, 2026 approving the draft of the Public Announcement;
6. Copy of the resolution passed by the Buyback Committee at the meeting held on Thursday, September 3, 2026 approving the draft of the Corrigendum to the Public Announcement;
7. Copy of Report dated August 31, 2026, received from S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005), the Statutory Auditor of the Company, in terms of clause (xi) of Schedule I of the SEBI Buyback Regulations;
8. Copy of Declaration of solvency and an affidavit verifying the same in Form SH-9, as prescribed under Section 68(6) of the Companies Act;
9. Copy of the escrow agreement dated September 1, 2026, entered into amongst the Company, the Manager to the Buyback and the Escrow Agent;
10. Copy of the amended and restated escrow agreement dated September 4, 2026, entered into amongst the Company, the Manager to the Buyback and the Escrow A
11. The confirmation letter by the Escrow Agent dated September 5, 2026 that the Escrow Account has been opened and confirming deposit of funds;;
12. Copy of Public Announcement for Buyback dated September 1, 2026, published in newspapers on September 2, 2026, regarding Buyback;
13. Copy of Corrigendum to the Public Announcement for Buyback dated September 3, 2026, published in newspapers on September 4, 2026, regarding Buyback;
14. Certificate dated September 1, 2026, from Bansal & Co LLP, Chartered Accountants on financial information of the Company;
15. Certificate dated September 1, 2026, Bansal & Co LLP, Chartered Accountants, certifying that the Company has made firm financing arrangements for fulfilling obligations under the Buyback, in accordance with the SEBI Buyback Regulations; and
16. Opinion dated September 1, 2026, obtained by the Company from Bansal & Co LLP, for note on taxation.

27. DETAILS OF COMPANY SECRETARY AND 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.pvrcinemas.com

28. DETAILS OF THE REMEDIES AVAILABLE TO THE EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS

28.1. In case of any grievances relating to the Buyback (including non-receipt of the Buyback consideration, share certificate, demat credit, etc.), the Eligible Shareholders can approach the Company Secretary and Compliance Officer and/or Manager to the Buyback and/or Registrar to the Buyback for redressal.

28.2. If the Company makes any default in complying with the provisions of Sections 68, 69, 70 of the Companies Act including the rules thereunder, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act, as applicable.

28.3. The address of the concerned office of the RoC is as follows:

The Registrar of Companies
Address: 100, Everest, Marine Drive,
Mumbai- 400002, Maharashtra.

29. DETAILS OF THE 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/ 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

30. DETAILS OF THE 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

31. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE LETTER OF OFFER

In terms of Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board of Directors accepts responsibility for all the information contained in this Letter of Offer and confirms that it contains true, factual and material information and does not contain any misleading information. This Letter of Offer is issued under the authority of the Board and in terms of the resolution passed by the Buyback Committee on September 7, 2026.

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

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

Place: Gurugram
Date: September 7, 2026

32. TENDER FORM

32.1 Tender Form (for Eligible Shareholders holding Equity Shares in dematerialized form)

32.2 Tender Form (for Eligible Shareholders holding Equity Shares in physical form)

32.3 Form No. SH-4 – Securities Transfer Form

TENDER FORM (FOR ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN DEMATERIALISED FORM)

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

Bid Number:

Date:

BUYBACK OPENS ON:				Thursday, September 10, 2026		
BUYBACK CLOSES ON:				Thursday, September 17, 2026		
For Registrar/Collection Centre use						
Inward No.		**Date**			**Stamp**	
Status ***(please tick appropriate box)***						
	Individual/HUF		FII/FPI			
	Body Corporate		Mutual Fund			
	Venture Capital Fund		Bank / Financial Institution			
	Insurance Co.		Pension / PF			
	Non-Resident Individual/OCB		Foreign Company			
	FVCI		Partnership/LLP			
	Others (specify)					
India Tax Residency Status: Please tick appropriate box						
	Resident in India		**Non-Resident in India**		**Resident of ______________** (*Shareholder to fill the country of residence*)	
Route of Investment (For NR Shareholders only)						
	Portfolio Investment Scheme				**Foreign Investment Scheme**	

To,

PVR INOX Limited – Buyback Offer 2026
C/o KFin Technologies Limited
Selenium, Tower B, Plot No-31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad,
Rangareddy 500 032, Telangana, India

Dear Sir/ Madam**,**

Sub: Letter of Offer dated September 07, 2026 in relation to the buyback of up to 20,68,965 fully paid-up equity shares of face value of INR 10/- each (the "Equity Shares") of PVR INOX Limited (the "Company") at a price of ₹ 1,450/- per Equity Share (Buyback Price) through the tender offer process, pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations") and the Companies Act, 2013, as amended ("Buyback"), payable in cash

1. I / We having read and understood the Letter of Offer dated September 7, 2026 issued by the Company hereby tender / offer my / our Equity Shares in response to the Buyback in accordance with the terms and conditions set out below and in the Letter of Offer.

2. I / We authorize the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.

3. I / We hereby affirm that the Equity Shares comprised in this tender/offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.

4. I / We declare that there are no restraints / injunctions or other covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / We am / are legally entitled to tender the Equity Shares for Buyback.

5. I / We agree that the Company will pay the Buyback Price only after due verification of the validity of documents and that the consideration will be paid as per the secondary market mechanism.

6. I/We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Equity Shareholder as per the provisions of SEBI Buyback Regulations and circulars issued by SEBI.

7. I / We agree to receive, at my/our own risk, the invalid / unaccepted Equity Shares under the Buyback in the demat account from where I / we have tendered the Equity Shares in the Buyback.

8. I / We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.

9. I/ We acknowledge that the responsibility to discharge tax, if any, due on any gains arising on the Buyback is on me/us. I/We agree to compute gains on this transaction and immediately pay applicable taxes in India (whether by deduction of tax at source, or otherwise) and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.

10. I/ We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me/us on Buyback of shares. I/We also undertake to provide the Company, the relevant details in respect of the taxability/non-taxability of the proceeds arising on Buyback of Equity Shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.

11. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act 2013 and the rules made thereunder and SEBI Buyback Regulations and any other applicable laws.

12. Applicable for all Non-resident shareholders only:

- I / We undertake to pay income taxes in India (whether by deduction of tax at source or otherwise) on any income arising on such Buyback and taxable in accordance with prevailing income tax laws in India within the applicable time period for such payment. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us.

- I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any, and to the extent required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, as amended ("FEMA") and any other the rules and regulations, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

13. Details of Equity Shares held and tendered / offered for Buy-back:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (Friday, September 4, 2026)		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (Including additional shares, if any)		

***Note**: An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with Paragraph 21 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.*

---Tear along this line---

ACKNOWLEDGMENT SLIP: PVR INOX LIMITED - BUYBACK OFFER 2026

(To be filled by the Eligible Shareholder) (Subject to verification)

Folio No./DP ID		Client ID	
Received from Mr./Ms./M/s.			
Form of Acceptance-cum-Acknowledgement, Original TRS along with:			

No. of Equity Shares offered for Buyback (In Figures)		(in words)	
Please quote Client ID No. & DP ID No. for all future correspondence			Stamp of Broker/ Registrar

14. Non-resident shareholders (including NRIs, OCBs and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e. number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e. "PVR INOX Limited" and the price at which the Equity Shares are being transferred i.e. "Price determined in accordance with the SEBI Buyback Regulations" duly signed by the shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.

15. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)		NSDL		CDSL
Name of the Depository Participant				
DP ID No.				
Client ID No. with the DP				

16. Equity Shareholders Details:

Particulars	**First/Sole Holder**	**Joint Holder 1**	**Joint Holder 2**	**Joint Holder 3**
Full Name(s) of the Equity Shareholder				
Signature(s)*				
PAN				
Address of the Sole/First Equity Shareholder				
Telephone No. of Sole/First Equity Shareholder		Email ID of Sole/First Equity Shareholder		

** Corporate shareholders must affix rubber stamp and sign under valid authority. The relevant corporate authorization should be enclosed with the application form submitted.*

INSTRUCTIONS:

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form

1. The Buyback will open on September 10, 2026 and close on September 17, 2026.

2. This Tender form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.

3. Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Buyback would have to do so through their respective Shareholder's Broker by indicating the details of the Equity Shares they intend to tender under the Buyback. For Further details, please see the procedure as specified in the section entitled "Procedure for Tender Offer and Settlement" on paragraph 22 of the Letter of Offer.

4. Shareholders may submit their duly filled Tender Form to the office of Registrar to the Buyback (as mentioned in Paragraph 21 of the Letter of Offer) only post placing the bid via the Shareholder Broker.

5. In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the

Tender Form should file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) the scheme of merger; and (iii) the requisite form filed with MCA intimating the merger.

6. **The Buyback shall be rejected for Eligible Shareholders holding Equity Shares in dematerialized form in case of receipt of the completed Tender Form and other documents but non-receipt of Equity Shares in the special account of the Clearing Corporation or a non-receipt of valid bid in the exchange bidding system.**

7. The shares in the Buyback would be liable to be rejected if (i) the tenderer is not an Eligible Shareholder of the Company as on the Record Date; (ii) if there is a name and PAN mismatch in the demat account of the Eligible Shareholder; and (iii) in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding shares in physical form as on the Record Date and have placed their bid in dematerialized form.

8. The Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback as may be decided by the Company / Registrar to the Buyback, in accordance with the SEBI Buyback Regulations.

9. Eligible Shareholders to whom the Buyback offer is made are free to tender shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding their holding as on Record Date.

10. For the procedure to be followed by Eligible Shareholders for tendering Equity Shares in the Buyback, please refer to paragraph 22 of the Letter of Offer.

11. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.

12. By agreeing to participate in the Buyback, the non-resident Eligible Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.

13. In the event of non-receipt of the Letter of Offer by an Eligible Shareholder, the Eligible Shareholder holding Equity Shares may participate in the Buyback by providing their application in writing on plain paper signed by all Eligible Shareholders (in case of joint holding), stating name and address of Eligible Shareholders(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name/ID, beneficiary account number and the number of Equity Shares tendered for the Buyback.

14. Eligible Sellers have to fill up the EVENT number issued by the depository in the column for settlement details along with the market type as “Buyback”, ISIN, Quantity of shares and CM BP ID of broker and execution date in the Delivery Instruction Slips (DIS) so that Equity Shares can be tendered in the Buyback.

15. Non-Resident Shareholders must obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under FEMA and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

16. For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS are not required to be submitted to the Company, Manager or the Registrar. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for the Eligible Shareholders holding Equity Shares in demat form.

All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.

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ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:

Investor Service Centre:

PVR INOX Limited Buyback Offer 2026
KFin Technologies Limited
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: +91 40 6716 2222/ 18003094001**; E-mail:** pvrinox.buyback@kfintech.com;
Investor Grievance Id: einward.ris@kfintech.com**; SEBI Registration Number:** INR000000221

TENDER FORM (FOR ELIGIBLE SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

Bid Number:

Date:

BUYBACK OPENS ON:			Thursday, September 10, 2026		
BUYBACK CLOSES ON:			Thursday, September 17, 2026		
For Registrar/Collection Centre use					
Inward No.		**Date**		**Stamp**	
Status ***(please tick appropriate box)***					
	Individual/HUF		FII/FPI		
	Body Corporate		Mutual Fund		
	Venture Capital Fund		Bank / Financial Institution		
	Insurance Co.		Pension / PF		
	Non-Resident Individual/OCB		Foreign Company		
	FVCI		Partnership/LLP		
	Others (specify)				
India Tax Residency Status: Please tick appropriate box					
	Resident in India		**Non-Resident in India**		**Resident of** ________________ (*Shareholder to fill the country of residence*)
Route of Investment (For NR Shareholders only)					
	Portfolio Investment Scheme				**Foreign Investment Scheme**

To,

PVR INOX Limited – Buyback Offer 2026
C/o KFin Technologies Limited
Selenium, Tower B, Plot No-31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad,

Rangareddy 500 032, Telangana, India

Dear Sir/ Madam**,**

Sub: Letter of Offer dated September 07, 2026 in relation to the buyback of up to 20,68,965 fully paid-up equity shares of face value of INR 10/- each (the "Equity Shares") of PVR INOX Limited (the "Company") at a price of ₹ 1,450/- per Equity Share (Buyback Price) through the tender offer process, pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations") and the Companies Act, 2013, as amended ("Buyback"), payable in cash

1. I / We having read and understood the Letter of Offer dated September 7, 2026 issued by the Company hereby tender / offer my / our Equity Shares in response to the Buyback in accordance with the terms and conditions set out below and in the Letter of Offer.

2. I / We authorize the Company to buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.

3. I / We hereby affirm that the Equity Shares comprised in this tender/ offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.

4. I / We declare that there are no restraints / injunctions or other covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / We am / are legally entitled to tender the Equity Shares for Buyback.

5. I / We agree that the consideration for the accepted Equity Shares will be paid to the Shareholder Broker as per secondary market mechanism.

6. I/We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Equity Shareholder as per the provisions of Buyback Regulations and circulars issued by SEBI.

7. I/ We acknowledge that the responsibility to discharge tax, if any, due on any gains arising on buyback is on me / us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India (whether by deduction of tax at source, or otherwise) and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.

8. I/ We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.

9. I/ We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.

10. I / We agree that the Company will pay the Buyback Price only after due verification of the validity of documents and that the consideration may be paid to the first named Eligible Shareholder as per the secondary market mechanism.

11. I / We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.

12. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act 2013 and the rules made thereunder and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended, and any other applicable laws.

13. Eligible Shareholders holding Equity Shares in physical form are advised to get their shares dematerialized before tendering their Equity Shares in the Buyback.

14. Details of Equity Shares held and tendered / offered for Buy-back:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (Friday, September 4, 2026)		
Number of Equity Shares Entitled for Buy-back (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (Including additional shares, if any)		

***Note**: An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with Paragraph 21 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.*

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ACKNOWLEDGMENT SLIP: PVR INOX LIMITED BUYBACK OFFER 2026

(To be filled by the Equity Shareholder) (Subject to verification)

Folio No.			
Received from Mr./ Ms./ M/s.			
Form of Acceptance-cum-Acknowledgment, Original TRS along with:			
No. of Equity Shares offered for Buyback (In figures)		**(in words)**	

Please quote Folio No. for all future correspondence	Stamp of Broker/Registrar

15. Details of Share Certificate(s) enclosed: ___________________________ Total no. of Share Certificates submitted: _______________

Sr. No.	Folio No.	Share Certificate No.	Distinctive No(s)		No. of Equity Shares
			From	To	
1.					
2.					
3.					
4.					
5.					
Total					

In case the number of folios and share certificates exceed four nos., please attach a separate sheet giving details in the same format as above.

16. Details of the bank account of the sole or first Eligible Shareholder to be incorporated in the consideration warrant (to be mandatorily filled):

Name of the Bank	Branch and City	IFSC and MICR Code	Account Number (indicate type of account)

17. Details of other documents (Please √ as appropriate, if applicable) enclosed:

	Power of Attorney		Previous RBI approvals for acquiring the Equity Shares of PVR INOX Limited hereby tendered in the Buyback
	Death Certificate		Succession Certificate
	Self-attested copy of Permanent Account Number (PAN card)		Corporate authorisations
	TRS		Others (please specify)

18. **Applicable for all Non-resident shareholders**

- I / We undertake to pay income taxes in India on any income arising on such Buyback and taxable in accordance with prevailing income tax laws in India within the applicable time period for such payment. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us.

- I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any, and to the extent required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, as amended ("**FEMA**") and any other the rules and regulations, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

19. Equity Shareholders Details:

Particulars	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) Of the Holder				
Signature(s)*				
PAN				
Address of the Sole/First Equity Shareholder				

Particulars	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Telephone No. of Sole/First Equity Shareholder		Email ID of Sole/First Equity Shareholder		

** Corporate shareholders must affix rubber stamp and sign under valid authority. The relevant corporate authorisation should be enclosed with the application form submitted.*

INSTRUCTIONS:

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form

1. The Buyback will open on September 10, 2026 and close on September 17, 2026.

2. Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback should submit the following documents to their Shareholder Broker. The Eligible Shareholders / Shareholder Broker in turn would deliver the said documents along with the Transaction Registration Slip (TRS) to the Registrar; the documents should be sent to the Registrar only after the placement of a valid bid; non-submission of the below mentioned documents by 5:00 p.m. (IST) on September 17, 2026 directly to the Registrar shall result in the rejection of the tendered Equity Shares: (i) the Tender Form duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares; (ii) original share certificates; (iii) valid share transfer form(s) (Form SH-4) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company/Registrar) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company; (iv) self-attested copy of the Shareholder's PAN Card; (v) any other relevant documents such as (but not limited to (a) duly attested Power of Attorney if any person other than the Equity Shareholder has signed the relevant Tender Form; (b) notarized copy of death certificate and succession certificate or probated will, as applicable, if the original Shareholder has deceased; and (c) necessary corporate authorisations, such as board resolutions etc., in case of companies); (vi) In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the 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.

3. In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder’s PAN card(s) and executed share transfer form in favour of the Company. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback on or before from the Buyback Closing Date i.e. September 17, 2026 by 5:00 p.m (IST).

4. In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) the scheme of merger; and (iii) the requisite form filed with MCA intimating the merger.

5. Eligible Shareholders to whom the Buyback is made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding the number of Shares held by them as on Record Date.

6. All documents/ remittances sent by or to Eligible Shareholders will be at their own risk and the Eligible Shareholders are advised to adequately safeguard their interests in this regard.

7. For procedure followed by Eligible Shareholders for tendering shares in the buyback, please refer to Paragraph 22 of the Letter of Offer.

8. All documents as mentioned above shall be enclosed with the valid Tender Form otherwise the shares will be liable for rejection. The shares shall be liable for rejection on the following grounds amongst others: (a)If any other company share certificates are enclosed with the Tender Form instead of the share certificate of the Company; (b) non-submission of Notarized copy of death certificate and succession certificate / probated/Will, as applicable in case any Eligible Shareholder has deceased; (c) if the Eligible Shareholder(s) tender the Equity Shares but the Registrar does not receive the share certificate; (d) in case the signature on the Tender Form and Form SH-4 doesn’t match as per the specimen signature recorded with Company / Registrar; (e) if necessary corporate authorizations under official stamp are not accompanied with tender form; (f) if the transmission of the Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; or (g) the Form SH-4 is not witnessed.

9. I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, as amended (“**FEMA**”) and any other the rules and regulations, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

10. By agreeing to participate in the Buyback, the non-resident Eligible Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.

11. Non-Resident Shareholders must obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under FEMA and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

12. The Equity Shares tendered in the buyback shall be rejected if (i) the Shareholder is not a Eligible Shareholder of the Company on the Record Date; (ii) if there is a name mismatch in the share certificate of the Shareholder; or (iii) the documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of September 17, 2026 by 5:00 p.m. (IST).

All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.

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ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NUMBER:

Investor Service Centre:

PVR INOX Limited – Buyback Offer 2026
KFin Technologies Limited
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: +91 40 6716 2222/ 18003094001**; E-mail:** pvrinox.buyback@kfintech.com;
Investor Grievance Id: einward.ris@kfintech.com**; SEBI Registration Number:** INR000000221;

FORM NO. SH-4 - SECURITIES TRANSFER FORM

[Pursuant to Section 56 of the Companies Act, 2013 and sub-rule (1) of Rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of Execution: _ / ___ / 2026

FOR THE CONSIDERATION stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN:	L	7	4	8	9	9	M	H	1	9	9	5	P	L	C	3	8	7	9	7	1

Name of Company (in full)	:	PVR INOX LIMITED
Name of the Stock Exchange where the company is listed, (if any)	:	National Stock Exchange of India Limited and BSE Limited

DESCRIPTION OF SECURITIES:

Kind/ class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)
Equity Shares	₹ 10/-	₹ 10/-	₹ 10/-

No. of Securities being Transferred		**Consideration received (₹)**	
In Figures	**In words**	**In words**	**In Figures**

Distinctive Number	**From**	
	To	
Corresponding Certificate Nos.		

	Transferor's Particulars
Registered Folio Number:	

Name(s) in full and PAN (attach copy of pan card)	**Seller's Signature (s)**
1.	
2.	
3.	

I hereby confirm that the transferor has signed before me.

Signature of the Witness	:	
Name of the Witness	:	
Address of the Witness	:	
Pin Code	:	

Transferee's Particulars

Name in full (1)	Father's/Mother's/Spouse Name (2)	Address & E-mail id Registered Office: (3)
PVR INOX LIMITED	Not Applicable	PVR INOX LIMITED, 7TH FLOOR, LOTUS GRANDEUR BUILDING, VEERA DESAI ROAD, OPPOSITE GUNDECHA SYMPHONY, ANDHERI (W), MUMBAI – 400053|| cosec@pvrinox.com
Occupation (4)	**Existing Folio No., if any (5)**	**Signature (6)**
Business		

Folio No. of Transferee:
Value of Stamp Affixed:
₹

Specimen Signature of Transferee(s)
1.
2.
3.

Enclosures:

1. Certificate of Shares or Debentures or Other Securities
2. If no certificate is issued, letter of allotment
3. Copy of PAN Card of all the Transferees (For all listed Cos.)
4. Others, Specify,___________________________________

For Office Use Only	
Checked by	
Signature Tallied by	
Entered in the Register of Transfer on	
Vide Transfer No.	
Approval Date	
Power of attorney / Probate / Death Certificate / Letter of Administration	
Registered on	

Stamps

Declaration:

- Transferee is not required to obtain the Government approval under the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 prior to transfer of shares;

  Or

- Transferee is required to obtain the Government approval under the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 prior to transfer of shares and the same has been obtained and is enclosed herewith.

ON THE REVERSE PAGE OF THE CERTIFICATE

Name of the Transferor	Name of the Transferee	Number of Shares	Date of Transfer
Signature of the Authorised Signatory			