BANK OF MAHARASHTRA

Regd. Office: Lokmangal, 1501, Shivajinagar, Pune-411005 **Branch Address:** Mid-Corporate Branch (MCB), Unit No. G-1, Ground Floor, Shraddha House, Kingsway Road, Nagpur-440001.

INVITATION FOR EXPRESSION OF INTEREST FOR THE SUBSTITUTION OF CONCESSIONAIRE IN A HAM ROAD PROJECT (CONSTRUCTION IN PROGRESS) IN THE STATE OF TAMIL NADU

A special purpose vehicle (**"Concessionaire"**) was awarded the concession for four laning of a road project in the State of Tamil Nadu, developed on design, build, operate, and transfer (**"DBOT"**) on Annuity basis (**"Project"**) by the National Highway Authority of India (**"Authority"**).

For resolution of stress in the Concessionaire, Bank of Maharashtra (**"BOM"**) on behalf of the consortium of lenders (collectively, the **"Lenders"**), has decided to undertake a transparent bidding process for identification of an eligible entity (the **"Bid Process"**), having requisite technical and financial capacity (**"Selectee"**), to substitute the Concessionaire for the residual period of the original concession, for undertaking/ executing balance works and the settlement of outstanding dues of the Lenders, in accordance with the terms and conditions specified in the document inviting bids (**"Bid Process Document"**) and the concession agreement.

In this regard, BOB Capital Markets Limited (**"BOBCAPS"**) has been appointed as the process advisor (**"Process Advisor"**) for advising the Lenders in connection with the Bid Process/ incidental matters and conducting the Bid Process.

Bank of Maharashtra, on behalf of the Lenders, hereby invites expression of interest (the **"EOI"**) from interested bidders/ consortium of bidders having requisite technical and financial capacity, substantially in the format(s) stipulated in the Bid Process Document (**"EOI Documents"**), issued by BOM and BOBCAPS (each such entity being an **"Interested Party/ies"**), as may be acceptable to the Lenders and the Authority, for substituting the Concessionaire in the Project. The Substitution of Concessionaire is on "As is where is", "as is what is", "as is how is", "whatever there is" and without recourse basis to the Lenders and/or BOBCAPS and subject to approval/consent of Authority and compliance with the Concession Agreement.

For brief details of the Project, format of the EOI & documents and any further information and updates, the Interested Parties may refer to the website of BOBCAPS (https://www.bobcaps.in/tenders/). For any amendment/modification to the Bid Process Document, EOI Documents and/or the Bid Process, including further updates in relation to the proposed transaction, please visit the above-mentioned website on a regular basis.

Any Interested Party may submit the EOI vide email to project.alpha@bobcaps.in and bmgr2828@bankofmaharashtra.bank.in along with a hardcopy within 2 (two) working days of the email, by either hand delivery, post or courier (at risk and cost of the Interested Party) in a separate envelope with the subject - "Expression of Interest for Substitution of Concessionaire undertaking road project in Tamil Nadu" to **"Kind Attn: Chief Manager, Mid Corporate Branch (MCB) at Bank of Maharashtra, Unit No. G-1, Ground Floor, Shraddha House, Kingsway Road, Nagpur - 440001, Maharashtra, India".**

BOB Capital Markets Limited
Registered Office: 1704, B Wing, 17th Floor, Parinee Crescenzo Plot No.C-38/39, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051. | **CIN:** U65999MH1996GOI098609

In case of any clarifications, please contact the following:

Contact Person	Mobile Number	Email ID
Mr. Sagar Bhadra (BOBCAPS)	+91 7666412395	project.alpha@bobcaps.in
Ms. Maitri Sheth (BOBCAPS)	+91 9867939303	
Mr. Ajeet Kumar Meena (BOM)	+91 8767275174	bmgr2828@bankofmaharashtra.bank.in

Disclaimer :
This advertisement does not constitute and will not be deemed to constitute any commitment on the part of BOM and/or Lenders and/or BOBCAPS to carry out the bidding process and/or to select a Selectee. BOM, the Lenders and BOBCAPS reserve the right to withdraw from/ suspend/annul the Bid Process or any part thereof, to accept or reject any/all EOI offers, at any stage of the Bid Process and/or modify the Bid Process or any part thereof or to vary any terms without assigning any reasons, without any liability. This is not an offer document. The issue of the Bid Process Document shall not imply that BOM and/or Lenders and/or BOBCAPS will be liable in any manner whatsoever for any costs and expenses incurred by the bidders/Interest Party(s), in relation to the transaction contemplated herein and/or in the Bid Process Document. This advertisement subject to disclaimers and limitation specified in the Bid Process Document.

Date : June 03, 2026 **Sd/- Authorized Signatory**
Place : Nagpur **for Bank of Maharashtra**

ethos | WATCH BOUTIQUES

ETHOS LIMITED

(CIN : L52300HP2007PLC030000)
Registered Office: Plot No. 3, Sector – III, Parwanoo, District Solan (Himachal Pradesh) 173220
Head Office: Global Gateway Towers A, First Floor, MG Road, Sector-26, Gurugram, Haryana 122002
Corporate Office: S.C.O. 88-89, Sector 8-C, Madhya Marg, Chandigarh 160009. **Tel.:** +91 0124 6932100/24;
Fax: +91 172 2548302, **website:** www.ethoswatches.com, **email id:** investor.communication@ethoswatches.com

NOTICE OF POSTAL BALLOT AND E-VOTING INFORMATION

NOTICE is hereby given to the Members of Ethos Limited, pursuant to the applicable provisions of the Companies Act, 2013 ("Act") and Rules made thereunder ("Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") read with various general circulars issued by MCA ("MCA Circulars") for holding general meetings/ conducting postal ballot process through remote e-voting, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force, approval of the members of the Company is being sought for the following Resolutions by way of Postal Ballot through remote e-voting process ("e-voting") only:

Sl. No	Brief Description of the Resolution	Type of Resolution
1.	Appointment of Mr. Munish Gupta (DIN – 09350096) as a Director of the Company	Ordinary
2.	Appointment of Mr. Munish Gupta (DIN – 09350096) as a Whole-time Director with functional designation of Executive Director and Chief Financial Officer for a period of 3 (three) years with effect from May 12, 2026, along with the payment of remuneration	Special

In accordance with applicable laws, the Company has completed the dispatch of the Postal Ballot Notice along with Explanatory Statement on Tuesday, June 2, 2026, by electronic means only to those members whose names appeared in the Register of Members/ List of Beneficial Owners and whose e-mail IDs are registered with the Company/ KFin Technologies Limited ("KFin Tech" or "Registrar & Transfer Agent") / Depositories as on Friday, May 29, 2026 ('cut-off date'). The Notice is also available on the website of the Company www.ethoswatches.com, websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com respectively and the Company's RTA i.e. at https://evoting.kfintech.com. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

In accordance with the provisions of the MCA Circulars, physical copy of the Notice along with the Postal Ballot form and the pre-paid business reply envelope are not being sent to the members for this Postal Ballot and member can vote through e-voting only. Members who have not received notice may approach to the company or the RTA to obtain a copy of the said notice.

Instructions for e-voting:

The Company has engaged the services of KFin Technologies Limited, enabling members to cast their votes electronically and in a secure manner. The detailed procedure for casting of votes through e-voting has been provided in the notice. The e-voting shall commence on Thursday, June 4, 2026 from 09:00 A.M. (IST) and end on Friday, July 3, 2026 at 05:00 P.M. (IST). During this period, Members holding shares as on cut-off date shall cast their vote electronically. Members are requested to exercise their ASSENT (FOR) or DISSENT (AGAINST) through the e-voting process not later than Friday, July 3, 2026 at 05:00 P.M. (IST). The e-voting shall be disabled by KFin Tech thereafter. Once the vote on resolution is cast by Member, the Member shall not be able to change it subsequently. Members who have not updated their e-mail addresses are requested to register the same in respect of the shares held by them in electronic form with the depository through their Depository participant.

The Board has appointed CS Jaspreet Singh Dhawan, Practising Company Secretary (Membership No. FCS 9372 and Certificate of Practice no. 8545) as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Friday, July 3, 2026 i.e. the last date of e-voting process. The Results of voting through Postal Ballot (through e-voting process) along with Scrutinizer's Report will be announced on or before July 7, 2026. The same will be available on the website of the Company at www.ethoswatches.com, the website of KFin Tech at https://evoting.kfintech.com and also be communicated to BSE and NSE where equity shares of the Company are listed and be made available on their respective websites www.bseindia.com and www.nseindia.com.

For detailed instructions pertaining to e-voting, members may please refer to the section "Notes" in the Notice. In case, you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at the Downloads section of https://evoting.kfintech.com

Members are requested to address all correspondences, including queries, to the following: -

Particulars	KFin Technologies Limited (Registrar and Share Transfer Agent)	Ethos Limited (Company)
Address	Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana	Plot No. 3, Sector – III, Parwanoo, District Solan, Himachal Pradesh -173 220
Name and Designation	Mr. Sashidhar S Mannava, Vice President Mr. S Balaji Reddy, Senior Manager Corporate Registry	Mr. Yashovardhan Saboo Chairman and Whole Time Director
Tel.	1-800-309-4001 (toll free)	0124 6932100
Email Id.	balajireddy.s@kfintech.com sashi.mannava@kfintech.com evoting@kfintech.com	investor.communication@ethoswatches.com

For and on behalf of the Board of Directors of
Ethos Limited
Sd/-
Yashovardhan Saboo
Chairman and Whole Time Director

Date: June 3, 2026
Place: Gurugram

PNB FINANCE AND INDUSTRIES LIMITED

Corporate Identity Number : L65929DL1947PLC001240
Regd. Office: 2nd Floor, Property No.3/8, Asaf Ali Road, New Delhi-110002
Phone :- 7303495375, **E-Mail-** pnbfinanceindustries@gmail.com, **Website -** www.pnbfinanceandindustries.com

PUBLIC NOTICE

Subject: Special Window for Re-lodgement of Transfer Requests for Physical Shares

Pursuant to SEBI Circular No. SEBI/HO/38/13/11(2)/2026/MIRSD-POD/I/3750/2026 dated January 30, 2026, and in continuation of public notice given by the company dated February 05, 2026, and April 16, 2026, please note that the Company has offered another Special Window for shareholders to submit re-lodgement requests for the transfer of physical shares.

This Special Window has been opened from February 05, 2026 to February 04, 2027, and is specifically applicable to cases where the original transfer requests were lodged prior to April 01, 2019, and were returned or rejected due to deficiencies in documentation, process, or any other reason.

Kindly note that during this window, shares re-lodged for transfer will be processed only in dematerialized (demat) form, in accordance with the above said circular. The circular is available on the website of the Company https://www.pnbfinanceandindustries.com/

Eligible shareholders may submit their transfer requests along with the requisite documents to the Company or its Registrar and Share Transfer Agent (RTA) at the earliest within the stipulated period.

Ms. Shweta Saxena (Company Secretary & Compliance Officer) PNB Finance & Industries Limited **Address :** 2nd Floor, Property No.3/8, Asaf Ali Road, New Delhi-110002 **Telephone no. -** +91-7303495375 **Email :** pnbfinanceindustries@gmail.com	**Skyline Financial Services Pvt. Ltd.** (Registrar and Share Transfer Agent) **Address:** D-153/A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110020 **Telephone no.:** +91-11-26812682 **Fax.** +91-11-26812683 **Email:** virenr@skylinerta.com; Pratap@skylinerta.com

For PNB Finance and Industries Limited
Sd/-
Shweta Saxena
Company Secretary & Compliance Officer

June 02, 2026

"IMPORTANT"

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TVS HOLDINGS LIMITED

Registered office: "Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai 600 006.
Tel : 044-2833 2115; Website : www.tvsholdings.com; Email : corpsec@tvsholdings.com
CIN : L64201TN1962PLC004792

Notice of loss of share certificates

NOTICE is hereby given that the following share certificate(s) issued by the company is stated to be lost / misplaced / stolen and the registered holder have applied to the Company for the issue of duplicate share certificate(s).

Folio No.	Name of the Shareholder (s) (M/s)	No. of shares	Share certificate no.	Distinctive nos. From	To
N01691	Naresh Kumar Agarwal	82	54	4712	4793

Any person(s) having any claim / objection in respect of the aforesaid Equity shares should immediately send full details with documentary evidence to the Company's Registrar and Share Transfer Agents, Integrated Registry Management Services Private Limited ("RTA") at its office at "Kences Towers", 2nd Floor, No. 1 Ramakrishna Street, North Usman Road, T Nagar, Chennai – 600 017 (email ID: sinward@integratedindia.in) or to the Company at its Registered Office mentioned above, so as to reach them / us within 15 days from the date of publication of this notice, failing which the Company / RTA will proceed to issue duplicate share certificates.

The public are hereby warned against purchasing or dealing in any way, with the above share certificates.

For TVS Holdings Limited
R Raja Prakash
Company Secretary

Place : Chennai
Date : 02.06.2026

GLOBAL HOSPITAL AND RESEARCH LIMITED

CIN: L85110GJ2012PLC068700

Regd. Office: 703, Sankalp Square, 3B, Beside Taj Skyline, Sindhu Bhavan Road, Ahmedabad – 380 059, Gujarat, India | Tel No.: +91- 7211104280
Email: investor@globalhospital.co.in | Website: www.globalhospital.co.in

NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING AND E-VOTING INFORMATION

Notice is hereby given that the 15th Annual General Meeting (AGM) of the Members of the Company "Global Longlife Hospital and Research Limited" ("Company") (CIN: L85110GJ2012PLC068700) is scheduled to be held on Thursday, June 25, 2026 at 11.00 A.M. IST through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the businesses as set out in the Notice of AGM pursuant to the Circulars issued by The Ministry of Corporate Affairs, Government of India ('MCA') and The Securities and Exchange Board of India ('SEBI').

Notice of AGM and Annual Report for FY 2025-2026 will be dispatch to all the eligible members whose e-mail address are registered with the Depository Participants (DPs) / Company / Registrar & Transfer Agent of Company through electronic mode only and the physical copy of the AGM Notice and Annual Report will not be sent separately to any shareholder. Pursuant to Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has sent a letter providing a web-link of the Annual Report 2025-2026 to those Members who have not registered their e-mail addresses with the Company/Depositories. The Annual Report is also available on the website of the Company at www.globalhospital.co.in.

The businesses as mentioned in the Notice of AGM may be transacted through e-voting facility to enable the eligible members to cast their votes electronically and accordingly Company has engaged the services of NSDL to provide remote e-voting facility and e-voting facility during the AGM to the eligible members of the company. The Notice of AGM is published on the website of NSDL's at www.evoting.nsdl.com and on Company's website at www.globalhospital.co.in.

The members can participant in the Annual General Meeting **ONLY through VC/OAVM facility**. The details of which is provided by the company in the Notice of the Meeting. Accordingly, no provision had been made to enable the shareholders to attend and participate in the 15th AGM of the company in person. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.

The details required under Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard issued by ICSI, are mentioned below:

1. The Ordinary and Special Businesses as set out in the Notice of AGM may be transacted through voting by electronic means only, which is detailed in the Notice;
2. The cut-off date for determining the eligibility to vote by electronic means is June 18, 2026;
3. The remote e-voting of the Company shall commence on Monday, June 22, 2026 at 09:00 A.M. IST and ends on Wednesday, June 24, 2026 at 05:00 P.M. The remote e-voting shall not be allowed beyond the aforesaid date and time. Once the votes are cast by the members the same cannot be changed by them;
4. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date i.e. Thursday, June 18, 2026, shall only be entitled to avail facility of remote e-voting or e-voting at the AGM;
5. A person, who acquires the shares and becomes a shareholder of the company after the dispatch of the Annual Report and holds shares as on the cut-off date i.e. Thursday, June 18, 2026, may follow the procedure for obtaining User ID and Password as provided in the Notice of the Meeting which is available on the website of the company and on NSDL's website. If the Shareholder is already registered with NSDL for e-voting then he/she can use his/her existing user ID and Password for casting the vote through remote e-voting;
6. The members who have cast their vote through remote e-voting prior to the AGM may also attend the AGM through VC and OAVM but shall not be entitled to cast their vote again;
7. The Company has appointed Ms. Insiya Nalawala, Practicing Company Secretary, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner;

Members are requested to note that pursuant to the MCA and SEBI circulars, the company will not be sending physical copies of AGM Notice and Annual Report to the members of the company.

In case of any queries or issues regarding e-voting, members are advised to refer the "FAQ" and "E-Voting user manual" available at www.evoting.nsdl.com or write an email to evoting@nsdl.co.in

In case of any grievance connected with facility for voting by electronic means members may contact to Ms. Tanvi Solanki, Company Secretary of the Company, Contact Number: +91-7211104280, Email Id: investor@globalhospital.co.in, Address: 703, Sankalp Square, 3B, Beside Taj Skyline, Sindhu Bhavan Road, Ahmedabad - 380059, Gujarat, India.

By order of the Board of Directors
For, **Global Longlife Hospital and Research Limited**
Sd/-
Dhruv Jani
Managing Director
DIN: 03154680

Date : 02/06/2026
Place: Ahmedabad

POST OFFER ADVERTISEMENT TO THE EQUITY SHAREHOLDERS OF

SHAH FOODS LIMITED

("SFL" / "TARGET COMPANY" / "TC") (Corporate Identification No. L27200GJ1982PLC005071)
Registered Office: 301, Sarthik Square, Nr. Shapath – 3, S. G. Highway, Bodakdev, Ahmedabad – 380054, Gujarat, India;
Phone No.: +91-6355582651; Email id: shahfoods.ahmedabad@gmail.com; Website: www.shahfoods.co.in

Open offer for acquisition of 60,61,900 Equity Shares of Rs. 10/- each representing 26.00% of the existing equity and voting share capital of the Target Company by Mr. Ankit Jalan (Acquirer-1) and Mr. Anuj Jalan (Acquirer-2) (Acquirer-1 and Acquirer-2 hereinafter collectively referred to as the "Acquirers") along with Jalan Sarees Private Limited (PAC-1), Ritu Jalan (PAC-2), Daivik Jalan (PAC-3), Prachi Jalan (PAC-4), Ankit Jalan HUF (PAC-5), Anuj Jalan HUF (PAC-6) and Radhika Jalan (PAC-7) (PAC-1, PAC-2, PAC-3, PAC-4, PAC-5, PAC-6 and PAC-7 hereinafter collectively referred to as the "PACs").

This Post offer Advertisement is being issued by Navigant Corporate Advisors Limited, The Manager to the offer, on behalf of the Acquirers and PACs, in connection with the offer made by the Acquirers and PACs in compliance with regulation 18 (12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 and subsequent amendments thereto (**"SEBI (SAST) Regulation, 2011"**).

The Detailed Public Statement (**"DPS"**) pursuant to the Public Announcement (**"PA"**) made by the Acquirers have appeared in Financial Express - English Daily (all editions); Jansatta - Hindi Daily (all editions); Pratahkaal - Marathi Daily (Mumbai edition) on 17th February, 2026.

1. Name of the Target Company : Shah Foods Limited
2. Name of the Acquirers and PACs : Ankit Jalan (Acquirer-1); Anuj Jalan (Acquirer-2); Jalan Sarees Private Limited (PAC-1); Ritu Jalan (PAC-2); Daivik Jalan (PAC-3); Prachi Jalan (PAC-4); Ankit Jalan HUF (PAC-5); Anuj Jalan HUF (PAC-6) and Radhika Jalan (PAC-7)
3. Name of the Manager to the offer : Navigant Corporate Advisors Limited
4. Name of the Register to the officer : Bigshare Services Private Limited
5. Offer details
   a) Date of Opening of the Offer : Wednesday, 13th May, 2026
   b) Date of the Closing of the offer : Tuesday, 26th May, 2026
6. Date of Payment of Consideration : Not Applicable since no shares tendered in the Open Offer
7. Details of the Acquisition :

Sr No.	Particulars	Proposed in the Offer Document	Actual
7.1.	Offer Price	Rs. 62.50 per Equity Share	Rs. 62.50 per Equity Share
7.2.	Aggregate number of Shares tendered	60,61,900	Nil
7.3.	Aggregate number of Shares accepted	60,61,900	Nil
7.4.	Size of the offer (Numbers of shares multiplied by Offer price per share)	Rs. 37,88,68,750	Nil
7.5.	Shareholding of the Acquirers and PACs before Share Purchase Agreement ("SPA") and preferential issue and Public Announcement (No. & %)	Nil (0.00%)**	Nil (0.00%)**
7.6.	Shares Acquired by way of SPA and Preferential Allotment • Number • % Fully Diluted Equity Share Capital	1,61,77,876 (69.39%)**	1,61,77,876 (69.39%)**
7.7.	Shares Acquired by way of Open offer • Number • % Fully Diluted Equity Share Capital	60,61,900 (26.00%)**	Nil (0.00%)
7.8.	Shares Acquired after detailed Public Statement • Number of Shares acquired • Price of the shares acquired • % of the shares acquired	Not Applicable	Not Applicable
7.9.	Post offer Shareholding of Acquirers and PACs • Number • % Fully Diluted Equity Share Capital	2,23,39,776 (95.39%)**	1,61,77,876 (69.39%)**
7.10.	Pre and Post Offer Shareholding of Public Shareholders • Number • % Fully Diluted Equity Share Capital	Pre- Offer 3,04,661 (50.99%)* / Post Offer 10,75,224 (4.61%)**	Pre- Offer 3,04,661 (50.99%)* / Post offer 1,31,37,124 (30.61%)**

*Computed as a %age of pre preferential equity and voting share capital of SFL which was Rs. 59,75,000 consisting of 5,97,500 equity shares of face value of Rs. 10 each.

**Computed as a %age of Existing Equity & Voting Share Capital which consists of 2,33,15,000 fully paid -up equity shares of the face value of Rs. 10/- each of the Target Company being the capital post allotment of 2,27,17,500 equity shares to Acquirers, PACs and public category investors on preferential basis.

8. Equity shares allotted to a public category shareholders through the preferential issue on March 27, 2026, were neither tendered nor accepted in the open offer.
9. The Acquirers and PACs accept full responsibility for the information contained in this Post Offer Advertisement and also for the fulfillment of his obligations as laid down by SEBI (SAST) Regulations, 2011.
10. A copy of this Post Offer Advertisement will be available on the website of SEBI.
11. Capitalized terms used in this advertisement and not define herein, shall have same meaning assigned to them in the Letter of Offer dated 29.04.2026.

ISSUED BY MANAGER TO THE OFFER FOR AND ON BEHALF OF THE ACQUIRERS AND PACs

NAVIGANT CORPORATE ADVISORS LIMITED
804, Meadows, Sahar Plaza Complex, J B Nagar, Andheri Kurla Road, Andheri East, Mumbai - 400059.
Tel No. : +91 22 4120 4837 / 4073 5078
Email id: navigant@navigantcorp.com
Website: www.navigantcorp.com
SEBI Registration No: INM000012243
Contact person: Mr. Sarthak Vijlani

Place: Mumbai
Date: June 02, 2026

rba restaurant brands asia

RESTAURANT BRANDS ASIA LIMITED

CORPORATE IDENTIFICATION NUMBER: L55204MH2013FLC249986;
Registered Office: 2nd Floor, ABR Emerald, Plot No. D-8, Street No. 16, MIDC, Andheri (East), Mumbai - 400093, Maharashtra, India; **Contact Number:** +91 22 7193 3000; **Email:** investor@burgerking.in; **Website:** www.burgerking.in

Recommendations of the Committee of Independent Directors ("**IDC**") of Restaurant Brands Asia Limited ("**Target Company**") under Regulation 26(7) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("**SEBI (SAST) Regulations**") to the public shareholders of the Target Company in relation to the Open Offer (as defined below) made by Lenexis Foodworks Private Limited ("**Acquirer 1**"), Aayush Agrawal Trust ("**Acquirer 2**"), Inspira Foodworks Private Limited (formerly *Inspira Realty 1 Private Limited*) ("**Acquirer 3**") and Mr. Aayush Madhusudan Agrawal ("**Acquirer 4**", collectively "**Acquirers**") together with Inspira Agro Trading LLC ("**PAC**") in its capacity as the person acting in concert with the Acquirers for the purpose of the Open Offer.

1.	**Date**	June 02, 2026
2.	**Name of the Target Company (TC)**	Restaurant Brands Asia Limited
3.	**Details of the Offer pertaining to TC**	The open offer is being made by the Acquirers along with the PAC to the public shareholders of the Target Company under Regulations 3(1), 4 and other applicable regulations of the SEBI (SAST) Regulations, for acquisition of up to 20,80,61,717 (twenty crores eighty lakhs sixty one thousand seven hundred and seventeen) fully paid-up equity shares of the Target Company having face value of INR 10 (Indian Rupees Ten) each ("**Equity Shares**"), representing 26.00% (twenty six per cent) of the Expanded Voting Share Capital (*as defined in the "LOF"*) of the Target Company, from the public shareholders of the Target Company for cash at a price of INR 70 (Indian Rupees Seventy) per Equity Share ("**Offer Price**") with an upward revision of INR 0.39 (Indian Paise Thirty Nine) per Equity Share ("**Applicable Interest**") amounting to INR 70.39 (Indian Rupees Seventy and Paise Thirty Nine) per Equity Share ("**Open Offer**" / "**Offer**"). The public announcement dated January 20, 2026 ("**PA**"), the detailed public statement published on January 28, 2026 ("**DPS**"), the draft letter of offer dated February 4, 2026 ("**DLOF**") and the letter of offer dated May 26, 2026 ("**LOF**") have been issued by Motilal Oswal Investment Advisors Limited, the manager to the Open Offer, on behalf of the Acquirers and the PAC ("**Open Offer Documents**").
4.	**Name(s) of the Acquirer and PACs with the Acquirer**	Acquirer 1: Lenexis Foodworks Private Limited Acquirer 2: Aayush Agrawal Trust Acquirer 3: Inspira Foodworks Private Limited *(formerly Inspira Realty 1 Private Limited)* Acquirer 4: Mr. Aayush Madhusudan Agrawal PAC: Inspira Agro Trading LLC
5.	**Name of the Manager to the Open Offer**	**Motilal Oswal Investment Advisors Limited** Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai - 400025, Maharashtra, India **Contact Person**: Ronak Shah/ Shashank Pisat **Tel**: + 91 22 7193 4380 **Email Address**: rbal.openoffer@motilaloswal.com **Investor grievance Email Address**: moiapiredressal@motilaloswal.com **Website**: www.motilaloswalgroup.com **SEBI Registration Number**: INM000011005
6.	**Members of the Committee of Independent Directors (*Please indicate the chairperson of the Committee separately*)**	a) Mrs. Tara Subramaniam (Chairperson) b) Mr. Andrew Day (Member) c) Mr. Sandeep Chaudhary (Member) d) Mr. Yash Gupta (Member)
7.	**IDC Member's relationship with the TC (Director, equity shares owned, any other contract/ relationship), if any**	The members of the IDC are non-executive independent directors on the board of directors of the Target Company. Except as mentioned below, none of the members of the IDC hold any Equity Shares of the Target Company; • Mrs. Tara Subramaniam holds 6,000 (six thousand) Equity Shares of the Target Company and • Mr. Sandeep Chaudhary holds 6,950 (six thousand nine hundred and fifty) Equity Shares of the Target Company. None of the members of IDC have entered into any contract or have any relationship with the Target Company.
8.	**Trading in the equity shares/ other securities of the TC by IDC Members**	None of the members of the IDC have traded in any of the Equity Shares/ securities of the Target Company during the: a) 12 months period preceding the date of the PA; and b) period from the date of the PA and till the date of this recommendation.
9.	**IDC Member's relationship with the Acquirer and PACs (Director, equity shares owned, any other contract/ relationship), if any.**	None of the members of IDC: a) are directors on the boards of the Acquirers or the PAC; b) hold any Equity Shares or other securities of the Acquirers or the PAC; and c) have any contracts/ relationship with the Acquirers or the PAC.
10.	**Trading in the equity shares/ other securities of the Acquirer and PACs by IDC Members**	None of the members of the IDC have traded in any of the Equity Shares/ securities of the Acquirers or the PAC during the: a) 12 months period preceding the date of the PA; and b) period from the date of the PA and till the date of this recommendation.
11.	**Recommendation on the Open Offer, as to whether the offer is fair and reasonable**	Based on a review of the Open Offer Documents, the IDC notes that the Offer Price i.e., INR 70 (Indian Rupees Seventy) per Equity Share, along with the Applicable Interest i.e., INR 0.39 (Indian Paise Thirty Nine) per Equity Share, is in accordance with the Regulation 8(2) and other applicable regulations of the SEBI (SAST) Regulations and accordingly is of the opinion that the Offer Price, along with Applicable Interest appears to be fair and reasonable.
12.	**Summary of reasons for recommendations**	The IDC has perused the Open Offer Documents, and the recommendation of the IDC set out in paragraph 11 above is based on the following: a) The Applicable Interest of INR 0.39 (Indian Paise Thirty Nine) per Equity Share computed at 10% (ten per cent) per annum has been offered by the Acquirers for the period of delay in making the payment to the public shareholders of the Target Company, in accordance with Regulation 19(1A) and other applicable regulations of the SEBI (SAST) Regulations; b) The Offer Price is in accordance with Regulation 8(2) of the SEBI (SAST) Regulations; c) The Offer Price is equal to the highest negotiated price for acquisition of the Equity Shares i.e., INR 70 (Indian Rupees Seventy) per Equity Share under the agreements attracting the obligation to make the Open Offer i.e., the securities subscription agreement dated January 20, 2026 and share purchase agreement dated January 20, 2026; and d) The Offer Price is higher than the volume-weighted average market price of the Equity Shares for a period of 60 (sixty) trading days immediately preceding the date of the PA, as traded on the National Stock Exchange of India Limited (the stock exchange where the maximum volume of trading in the Equity Shares of the Target Company were recorded) i.e., INR 64.96 (Indian Rupees Sixty Four and Paise Ninety Six) per equity share; However, the members of IDC draw the attention of the public shareholders to the closing market price of the Equity Shares on the National Stock Exchange of India Limited and BSE Limited as on May 26, 2026 (i.e. as of the date of the LoF), being INR 67.95 (Indian Rupees Sixty Seven and Paise Ninety Five) per Equity Share and INR 68.04 (Indian Rupees Sixty Eight and Paise Four) per Equity Share, respectively, which is lower than the Offer Price. The public shareholders of the Target Company are advised to independently evaluate the Open Offer and take an informed decision about tendering the Equity Shares held by them in the Open Offer. The statement of recommendation will be available on the website of the Target Company at www.burgerking.in
13.	**Disclosure of the voting pattern**	The recommendations were unanimously approved by the members of the IDC present at the meeting of the IDC held on June 02, 2026.
14.	**Details of Independent Advisors, if any.**	None
15.	**Any other matter(s) to be highlighted**	None

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respects, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Target Company under the SEBI (SAST) Regulations.

For and on behalf of the Committee of the Independent Directors of
Restaurant Brands Asia Limited
Sd/-
Tara Subramaniam
Chairperson, Committee of the Independent Directors
DIN: 07654007

Place: Mumbai
Date: June 02, 2026

Adfactors 121/26