

PREMIUM CAPITAL MARKET AND INVESTMENTS LIMITED

CIN: L67120MP1992PLC007178

(Regd. Office: 401- Starlit Tower 29- Y.N. Road, Indore, Madhya Pradesh, India, 452003)

Tel No. +91-9109104911; Website: www.premcapltd.com; Email: compliance.premium@gmail.com

Recommendations of the Committee of Independent Directors (IDC) on the Open Offer to the Shareholders of the PREMIUM CAPITAL MARKET AND INVESTMENTS LIMITED ("Target Company") under Regulation 26(7) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations") in relation to the open offer to the public shareholders of the Target Company ("Open Offer") made by Suman Nandi (Acquirer) for the acquisition of Equity Shares of the Target Company.

1. Date	January 12, 2025
2. Name of the Target Company	PREMIUM CAPITAL MARKET AND INVESTMENTS LIMITED
3. Details of the Offer pertaining to Target Company	Open Offer being made by the Acquirer for the acquisition of Up To 17,04,000 (SEVENTEEN LAKH FOUR THOUSAND) fully paid-up equity shares of Rs. 10.00/- each, representing 26.00% of the equity and voting share capital at a price of Rs. 6.40/- (Rupees Six and Forty Paise Only) per equity share ("OFFER PRICE"), payable in cash in terms of regulation 4 of the SEBI (SAST) Regulations,2011.
4. Name(s) of the Acquirer	Suman Nandi (Acquirer).
5. Name of the Manager to the Offer	INTERACTIVE FINANCIAL SERVICES LIMITED Address: Office No. 508, Fifth Floor, Priviera,Nehru Nagar, Manekbag, Ahmedabad - 380015, Gujarat, India. Tel No.: 079 49088019; Web Site: www.ifinservices.in ; Email : mbd@ifinservices.in ; Contact Person: Ms. Jaijin Jain; SEBI Reg No : INM000012856

6. Members of the Committee of Independent Directors ("IDC")
(1) Ms. Arti Nagendra Singh Gour (Chairman);
(2) Ms. Rushmisita Patel (Member).

7. IDC Member's relationship with the Target Company (Director, Equity shares owned, any other contract / relationship), if any:
As on date none of the Members of the IDC hold any equity shares in the Target Company nor have any relationship with the other Directors of the Target Company and apart from being the directors of the TC they are not related to each other in any manner.

8. Trading in the Equity shares/other securities of the Target Company by IDC Members
None of the members of the IDC have traded in any of the equity shares/ securities of the Target Company during 12 months period preceding the date of the PA.

9. IDC Member's relationship with the acquirers (Director, Equity shares owned, any other contract / relationship), if any:
None of the IDC Members have any relationship with the Acquirer.

10. Trading in the Equity shares/other securities of the acquirers by IDC Members
Not Applicable

11. Recommendation on the Open offer, as to whether the offer is fair and reasonable
The IDC is of the opinion that the Offer Price of Rs. 6.40/- per equity share offered by the Acquirer vide Letter of Offer dated January 09, 2026 is fair and reasonable. However, the Shareholders should independently evaluate the offer, market performance of the Equity Shares of the TC and take informed decisions.

12. Summary of reasons for recommendation
IDC has perused the Letter of Offer dated January 09, 2026, Draft Letter of Offer dated October 7, 2025, Detailed Public Statement dated September 29, 2025 and PA issued by Interactive Financial Services Limited (as Manger to the Open offer) on behalf of Acquirer on September 22, 2025, the IDC members have considered the following recommendation:

- a) Offer price is justified in terms of the parameter prescribed under Regulation 8(1) & 8(2) of the SEBI(SAST) Regulations, 2011.
- b) The equity shares of the Target Company are infrequently traded shares within the meaning of explanation provided in Regulation 2(i) of SEBI (SAST) Regulations, 2011.
- c) Keeping in the view of the above fact, the IDC members are of the opinion that the offer price of Rs. 6.40/- per equity shares payable in cash to the public shareholders of the Target company is fair and reasonable.
- d) The shareholders are advised to independently evaluate the open offer and take an informed decision, whether or not to tender their equity shares in the open offer.

13. Details of Independent Advisors, if any:
None

14. Voting Pattern (Assent/Dissent)
The recommendation were unanimously approved by the member of IDC.

15. Any other matter to be highlighted
Nil

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, 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 Committee of Independent Directors of
PREMIUM CAPITAL MARKET AND INVESTMENTS LIMITED

Sd/-
(Arti Nagendra Singh Gour)
Chairman of IDC

Place: Indore
Date: January 12, 2026

This is only an Advertisement for the information purpose and not for publication, distribution, or release, directly or indirectly in the United States of America or otherwise outside India. This is not an offer document. All capitalized terms used and not defined herein shall have the meaning assigned to them in the Letter of Offer dated August 29, 2025 ('Letter of Offer') and Corrigendum to the Letter of Offer dated September 04 and September 16, 2025 respectively filed with the stock exchange where the Equity Shares of the Company are presently listed i.e., 'BSE Limited' ('BSE') and Securities and Exchange Board of India ('SEBI').



ECO HOTELS AND RESORTS LIMITED

Corporate Identification Number: L55101KL1987PLC089987;

Registered Office: 67/6446, Basin Road, Cochin, Ernakulam High Court, Ernakulam 682031, Kerala, India.

Corporate Office: Block No. 4, Second Floor Raj Mahal Building, Veer Nariman Road, Churchgate, Mumbai, Maharashtra, India, 400020;

Tel : +91 4455045-6; Email id: investor.relations@ecohotels.in; Website: www.ehrindia.in

Contact Person: Ms. Heena Supadha, Company Secretary & Compliance Officer

FIRST CALL NOTICE TO THE HOLDERS OF PARTLY PAID-UP EQUITY SHARES OF ECO HOTELS AND RESORTS LIMITED HELD AS ON THE RECORD DATE I.E., THURSDAY, JANUARY 08, 2026

In terms of provisions of the Companies Act, 2013 ('Act') read with the relevant rules made thereunder, and the Letter of Offer dated August 29, 2025 ('Letter of Offer'), and Corrigendum to the Letter of Offer dated September 04 and September 16, 2025 respectively the First Call notice has been sent in electronic mode to the holders of partly paid-up equity shares ('Shareholders') whose e-mail addresses are registered with the Company or its Registrar and Share Transfer Agent ('RTA') or Depository Participant(s) as on the record date i.e., January 08, 2026. Further, physical copy of the First Call notice along with the detailed instructions and ASBA form have been sent vide permitted modes of dispatch, at the registered addresses of those Shareholders a) who have not registered their e-mail address with the Company or its RTA or Depository Participant(s); or b) who have specifically registered their request for the hard copy of the same. The Company has completed the dispatch on January 10, 2026.

The Right Issue Committee of the Board of Directors of the Company ('Board'), at its meeting held on January 02, 2026, had fixed Thursday, January 08, 2026, the record date for the purpose of ascertaining the holders of Rights Equity Shares to whom the First Call notice, would be sent. The Board also at the same meeting had approved making the First Call of ₹ 3.80/- (Rupees Three & Eighty Paise Only), (₹2.50 will be adjusted towards Face Value and ₹1.30- towards the Securities Premium) and fixed the period of First Call from which call money will be payable from Tuesday, January 07, 2026 to Tuesday, February 10, 2026, both days inclusive ('First Call'). The same was intimated to the stock exchanges on January 02, 2026.

Accordingly, the First Call notice has been served as per the details given below:

Payment Period	From	To	Duration
Tuesday, January 27, 2026	Tuesday, February 10, 2026 (Latest by 5.00 p.m.)		15 Days

Mode of Payment
 a. Online ASBA
Through the website of the SCBSes⁽¹⁾

b. Physical ASBA
By submitting physical application to the Designated Branch of SCBSes⁽¹⁾⁽²⁾

c. Online
Using the 3-in-1 online trading-demat-bank account wherever offered by brokers

(1) Please visit <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedPfi=yes&intraId=35> to refer to the list of existing SCBSes [Self-Certified Syndicate Banks]

(2) Available only to resident shareholders

In accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/238/2020 dated December 8, 2020, Shareholders can also make the First Call Money payment by using the facility of linked online trading-demat-bank account [3-in-1 type accounts], provided by some of the brokers. Eligible Shareholders must log into their demat account and under the relevant section proceed with the payment for First Call Money of Eco Hotels and Resorts Limited. Eligible Shareholders are requested to check with their respective brokers for exact process to be followed. Eligible Shareholders may please note that this payment method can be used only if the concerned broker has made this facility available to their customer. The Company, Advisor or Registrar to the issue will not be responsible for non-availability of this payment method to the shareholders.

Shareholders are requested to make the First Call money payment on or before Tuesday, February 10, 2026. Please also note the consequences of failure to pay First Call Money, given below:

a. Interest @ 10.00 % (Ten per cent only) p.a. will be payable for delay in payment of First Call beyond Tuesday, February 10, 2026 till the actual date of payment;

b. The Company shall be entitled to deduct from any dividend payable to you, all sums of money outstanding on account of calls and interest due thereon in relation to the partly paid-up equity shares of the Company; and

c. The partly paid-up Equity Shares of the Company currently held by you, including the amount already paid thereon are liable to be forfeited in accordance with the Articles of Association of the Company and the application form.

Shareholders may also note that:

(i) The ISIN 'IN9638N01010' representing partly paid-up equity shares of face value of ₹ 10/- each (₹ 2.50/- paid-up) has been suspended by the Stock Exchange with effect from Thursday, January 08, 2026 on account of the First Call. The process of corporate action for converting the Partly Paid-up Equity Shares of ₹ 10 each (₹ 2.50 paid-up) to Partly Paid-up Equity Shares of ₹ 10 each (₹ 5 paid-up) to the Investors demat accounts under ISIN IN9638N01028, is estimated to be completed within 2 weeks from the last date of payment of the first call money stipulated under this notice.

(ii) In case of non-receipt of first call money notice, shareholders can request the Registrar by e-mail or letter, for the duplicate call money notice, or may also download the same from the Company's website www.ehrindia.in or the Registrar's website www.bigsshareonline.com. In such a case, however the shareholder has to fill the DP & Client ID, number of partly paid-up shares held and amount payable towards the first call money.

(iii) All Eligible Shareholders should mention in the Application, his/her PAN number allotted under the Income Tax Act, 1961. Applications without PAN will be considered incomplete and are liable to be rejected.

All correspondence in this regard may be addressed to Registrar to the Issue at below mentioned address:

Bigsshare Services Private Limited

Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093.

Tel No.: +91-22-62638200.

Fax No.: +91-22-62638299.

Website: www.bigsshareonline.com

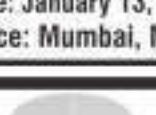
E-mail ID: rightsissue@bigsshareonline.com / investor@bigsshareonline.com

Contact Person: Mr. Prabhakar

SEBI Registration No: INR000001385

Date: January 13, 2026

Place: Mumbai, Maharashtra



For Eco Hotels and Resorts Limited
On Behalf of the Board of Directors
Sd/-
Mr. Vinod Kumar Tripathi
Executive Chairman
DIN: 00798632

Date: January 13, 2026

Place: Mumbai, Maharashtra

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