

Premium Capital Market and Investments Limited

CIN: L67120MP1992PLC007178

Registered Office: 401, Starlit Tower, 4th Floor, 29, Y N Road, Indore – 452 003, Madhya Pradesh, India

Contact No.: Phone No.: 0731-4073642 (M) +91 91091 04911

Email: compliance.premium@gmail.com **Website:** www.premcapltd.com

Date: January 13, 2026

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Subject: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Reference: Premium Capital Market and Investments Limited (Security ID: PREMCAPM, Security Code: 511660)

Recommendations of the Committee of Independent Directors of the Company on the Open Offer for acquisition of up to 17,04,000 (Seventeen Lakh Four Thousand) fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten) each of the Company, 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") from the public shareholders of the Company, made by Suman Nandi (the "Acquirer") pursuant to and in compliance with the requirements of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/ Ma'am,

We write to inform you that in accordance with provisions of Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find enclosed copy of reasoned recommendations of the Committee of Independent Directors ("IDC") of the Company on the aforesaid open offer.

We are also enclosing herewith copy of the IDC recommendations.

This is for your information and record.

Kindly take the same on record and acknowledge the receipt.

Thanking you,

For, Premium Capital Market and Investments Limited

Manisha Sudip Bhattacharya
Wholetime Director
DIN: 09630474



Enclosed: A/a.

PREMIUM CAPITAL MARKET AND INVESTMENTS LIMITED

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

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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 is 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. Jaini Jain; SEBI Reg No : INM000012856
6	Members of the Committee of Independent Directors ("IDC")	Ms. Arti Nagendra Singh Gour (Chairman); Ms. Ruchismita 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(j) of SEBI (SAST) Regulations, 2011. c) Keeping in the view 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

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		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**

Place: Indore

Date: January 12, 2026



A handwritten signature in black ink, appearing to read "Arti" followed by a flourish.

Sd/-

(Arti Nagendra Singh Gour)
Chairman of IDC