



Date: 15th October, 2026

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001
Scrip Code: 532357 - EQ

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400051
Symbol: MUKTAARTS - EQ

Kind Attn: Corporate Relations Department

Dear Sir/Madam,

SUB: POSTAL BALLOT NOTICE

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed herewith a copy of Postal Ballot Notice dated 12th October, 2026, seeking approval of the members of the Company by way of Ordinary Resolution for Material Related Party Transaction(s) with Mukta A2 Cinemas Private Limited.

Events of Postal Ballot as mentioned below:

Sr. No.	Particulars	Date
1.	Date of completion of dispatch of Notice (by electronic means) to members whose names appear in the Register of Members/List of Beneficial Owners as on Monday, 12 th October, 2026	Thursday, 15 th October, 2026
2.	Commencement of remote e-voting	Monday, 19 th October, 2026 at 9.00 a.m. (IST)
3.	End of remote e-voting	Tuesday, 17 th November, 2026 at 5.00 p.m. (IST)

The Postal Ballot Notice along with the Explanatory Statement, instructions and manner of e-voting process is available on the Company's website: <https://muktaarts.com/Aboutus/investorrelations.php>

Kindly take the same on your records.

Thanking you.

Yours faithfully,
For Mukta Arts Limited

PRATIKSH
A JANAK
PANCHAL
Digitally signed
by PRATIKSHA
JANAK PANCHAL
Date: 2026.10.15
10:23:55 +05'30'

Pratiksha Panchal
Company Secretary & Compliance Officer

Encl.: as above



Registered Office: Mukta House, Behind Whistling Woods Institute, Filmcity Complex, Goregaon (E), Mumbai - 400065

Tel. No.: 022-3364 9400 **Fax:** 022-3364 9401

Email: investorrelations@muktaarts.com

CIN: L92110MH1982PLC028180 **Website:** www.muktaarts.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the MCA for holding general meetings/ conducting postal ballot process through e-voting vide General Circular No. 03/2025 dated September 22, 2025 to transact the Special Business as set out hereunder by passing Ordinary Resolution by way of postal ballot only, by voting through electronic means ('remote e-voting').

In compliance with the aforesaid MCA circulars, this Postal Ballot Notice (**'Notice'**) is being sent by Mukta Arts Limited (**'the Company'**) only through electronic mode to those members whose e-mail addresses are registered with the Company / Registrar and Transfer Agent (**'RTA'**) / Depository Participants (**'DPs'**). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

The process for registration of e-mail address is appended in the Notes to this Notice. In compliance with Regulation 44 of SEBI Listing Regulations and pursuant to the provisions of Section 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of assent or dissent of the Members would only take place through remote e-voting system. The Company has engaged the services of National Securities Depository Limited (**'NSDL'**) for providing remote e-voting facility to its members.

The Explanatory Statement pursuant to Section 102 of the Act pertaining to the Resolution setting out the material facts and the rationale thereof forms part of this Notice for your consideration.



Members desiring to exercise their vote through remote e-voting facility are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting of votes. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	Monday, 19 th October, 2026 at 9:00 a.m. (IST)
End of remote e-voting	Tuesday, 17 th November, 2026 at 5:00 p.m. (IST)

The remote e-voting will not be allowed beyond the aforesaid date and time. The remote e-voting facility will be disabled by NSDL immediately after 5.00 p.m. on Tuesday, 17th November, 2026.

The Board of Directors of the Company has appointed M/s. KDA & Associates, Practicing Company Secretary as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

After completion of scrutiny of the votes casted, the Scrutinizer will submit its report to the Chairman of the Company or any other person authorized by the Board. The result along with the Scrutinizer's Report, will be announced by the Chairman or such person as authorized, within the stipulated timelines. The Scrutinizer's decision on the validity of votes cast will be final.

The said result will also be available on the website of the Company at www.muktaarts.com, website of NSDL at www.evoting.nsdl.com and shall also be communicated to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited.

Subject to the approval of the requisite majority, the resolution shall be deemed to have been passed on the last date of remote e-voting i.e. Tuesday, 17th November, 2026.

SPECIAL BUSINESS

1. Approval of Material Related Party Transaction(s) with Mukta A2 Cinemas Private Limited

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), other applicable laws / statutory provisions, if any, (including any



statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to enter into/ continue the related party contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) agreements between the Company and Mukta A2 Cinemas Private Limited, subsidiary company as specified in the explanatory statement to this postal ballot notice for an aggregate value not exceeding Rs. 1,07,69,44,000/- during financial year 2026-27.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they may deem fit in their absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all the Directors and Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies in this regard."

For Mukta Arts Limited

Sd/-

Pratiksha Panchal

Company Secretary & Compliance Officer

Membership No. 28467

Registered Office:

Mukta House, Behind Whistling Woods Institute,
Filmcity Complex, Goregaon (E), Mumbai-400065

CIN: L92110MH1982PLC028180

Tel. No.: 022-3364 9400

Email: investorrelations@muktaarts.com

Date: 12th October, 2026

Place: Mumbai



NOTES:

- 1) The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid resolution and the reasons thereof is annexed to this Notice.
- 2) In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those members whose names appear in the Register of members/list of beneficial owners as on 12th October, 2026 (**Cut-off date**) received from MUFG Intime India Private Limited, Company's RTA / Depositories and whose e-mail addresses are registered with the Company/ RTA/ Depositories (in case of electronic shareholding) or who will register their e-mail address in accordance with the process outlined in this Notice.
- 3) The voting rights of the members/ beneficial owners shall be in proportion to his/her shareholding in the paid-up equity share capital of the Company as on the Cut-off date.
- 4) The Company is pleased to provide remote e-voting facility to its members, to enable them to cast their votes electronically. The instructions for remote e-voting are mentioned in this Notice.
- 5) Only those Members whose name appears in the Register of Members / List of Beneficial Owners as on the Cut-off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-off date should treat this Notice for information purposes only.

It is however, clarified that all the Members of the Company as on the Cut-off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Notice.

- 6) The remote e-voting shall commence on Monday, 19th October, 2026 at 9:00 a.m. (IST) and shall end on Tuesday, 17th November, 2026 at 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-off date may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter.
- 7) A copy of this Postal Ballot Notice is available on the website of the Company at <https://muktaarts.com/Aboutus/investorrelations.php>; NSDL at www.evoting.nsdl.com, BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.



- 8) Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's RTA at rnt.helpdesk@in.mpms.mufg.com
- 9) The Resolution, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting. Further, resolution passed by the Members through postal ballot is deemed to have been passed as if they are passed at a General Meeting of the Members.
- 10) The detailed process and manner for remote e-voting are explained herein below:

The process to vote electronically on NSDL e-Voting system consists of 2 steps:

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services



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	under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service



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

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

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

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



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

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

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

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?



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- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.



5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to team@cskda.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorrelations@muktaarts.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated



Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorrelations@muktaarts.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**By Order of the Board of Directors
For Mukta Arts Limited**

**Sd/-
Pratiksha Panchal
Company Secretary and Compliance Officer
Membership No. 28467**

Registered Office:
Mukta House, Behind Whistling Woods Institute,
Filmcity Complex, Goregaon (E), Mumbai-400065
CIN: L92110MH1982PLC028180
Tel. No.: 022-3364 9400
Email: investorrelations@muktaarts.com

Date: 12th October, 2026
Place: Mumbai



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

Pursuant to Regulation 23 read with Schedule XII of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, a transaction with a related party shall be considered material, if the transaction(s) to be entered into, individually or taken together with previous transactions during a financial year, exceeds 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, where the consolidated turnover of the listed entity is up to Rs. 20,000 Crore.

Mukta A2 Cinemas Private Limited ('Mukta A2') being subsidiary of the Company is a related party within the meaning of Section 2(76) of the Companies Act, 2013 read with Regulation 2(1)(zb) of the SEBI Listing Regulations.

For the furtherance of its business activities, to achieve sustainable growth and to improve cash flow position of Mukta A2, the Company, along with Mukta A2, Mr. Rajiv Malhotra, an existing shareholder of Mukta A2 and Mr. Sunil Shamrao Patil, had entered into the Securities Subscription Agreement and Restated Shareholders Agreement on 23rd September, 2026, pursuant to which Mukta A2 is required to convert the outstanding unsecured loan (including accrued interest) given by the company for an aggregate amount of Rs. 100,15,44,000/- (Rupees One Hundred Crore Fifteen Lakh Forty Four Thousand only) into 100,15,440 Compulsorily Convertible Preference Shares to be issued by Mukta A2 at face value of Rs. 10/- each and securities premium of Rs. 90/- per CCPS on such terms and condition as mentioned in **Annexure – I**. The aforesaid related party transaction is approved by the all the Independent Directors of Audit Committee and the same is approved by the Board at its meeting held on the same date.

Further, the Company already has other related party transactions with Mukta A2 which are in the nature of Sale of services, Interest Income and the Reimbursements transactions which is estimated at Rs. 7,54,00,000/- (Rupees Seven Crore Fifty Four Lakhs only). These related party transactions for financial year 2026-27 are approved by the Audit Committee under the Omnibus approval on 12th February, 2026.

Since the aggregate value of all the transactions of the Company with Mukta A2 during the financial year 2026-27 is expected to exceed the materiality threshold as mentioned above, such transactions will be considered a material related party transaction, accordingly the approval of members by way of ordinary resolution is required.

All related party transactions as set out in this Postal Ballot Notice have been approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business.



The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated 30th January 30, 2026, as amended ("SEBI Master Circular") along with details as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" are set forth below:

PART - A		
Sr. No.	Particulars of the information	Information provided by the management
A(1) Basic details of the related party:		
1	Name of the related party	Mukta A2 Cinemas Private Limited (Mukta A2)
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Exhibition of Cinemas
A(2) Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary ¹ (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Mukta A2 is a subsidiary of Mukta Arts Limited.
	Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Mukta Arts Limited holds 70% directly in Mukta A2
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary).	NA
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which	NA



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	the listed entity/Subsidiary/ related party has control																
	While calculating indirect shareholding, shareholding held by relatives shall also be considered.	NA															
A(3) Details of previous transactions with the related party																	
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	Details of transaction between the Company and Mukta A2 during FY 2025-26: <table> <tr> <th>Sr. No.</th><th>Nature of Transaction</th><th>Amount (in Rs.)</th></tr> <tr> <td>1</td><td>Rent and Maintenance Charges</td><td>30,76,920</td></tr> <tr> <td>2</td><td>Interest Income</td><td>6,87,87,397</td></tr> <tr> <td>3</td><td>Unsecured Loan given</td><td>20,00,000</td></tr> <tr> <td colspan="2">Total</td><td>7,38,64,317</td></tr> </table>	Sr. No.	Nature of Transaction	Amount (in Rs.)	1	Rent and Maintenance Charges	30,76,920	2	Interest Income	6,87,87,397	3	Unsecured Loan given	20,00,000	Total		7,38,64,317
Sr. No.	Nature of Transaction	Amount (in Rs.)															
1	Rent and Maintenance Charges	30,76,920															
2	Interest Income	6,87,87,397															
3	Unsecured Loan given	20,00,000															
Total		7,38,64,317															
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Transaction between the Company and Mukta A2 during FY 2026-27 (as on 30.06. 2026): <table> <tr> <th>Sr. No.</th><th>Particular</th><th>Amount (in Rs.)</th></tr> <tr> <td>1</td><td>Rent and Maintenance Charges</td><td>7,69,230</td></tr> <tr> <td>2</td><td>Interest Income</td><td>1,72,81,795</td></tr> <tr> <td colspan="2">Total</td><td>1,80,51,025</td></tr> </table>	Sr. No.	Particular	Amount (in Rs.)	1	Rent and Maintenance Charges	7,69,230	2	Interest Income	1,72,81,795	Total		1,80,51,025			
Sr. No.	Particular	Amount (in Rs.)															
1	Rent and Maintenance Charges	7,69,230															
2	Interest Income	1,72,81,795															
Total		1,80,51,025															
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No															
A(4) Amount of the proposed transaction(s)																	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 1,07,69,44,000/- (Rupees One Hundred and Seven Crore Sixty Nine Lakh Forty Four Thousand only)															



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2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes								
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	61.93% (Based on the Annual Consolidated turnover of Mukta Arts Limited as on 31.03.2026)								
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA								
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	125.50% (Based on the Standalone turnover of Mukta A2 as on 31.03.2026)								
6	Financial performance of the related party for the immediately preceding financial year <i>Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i>	For financial year 2025-26 <table><tr><th>Particulars</th><th>Amount (in Rs.)</th></tr><tr><td>Turnover</td><td>85,81,26,787</td></tr><tr><td>Profit After Tax</td><td>(9,41,44,562)</td></tr><tr><td>Net worth</td><td>(1,05,92,54,235)</td></tr></table>	Particulars	Amount (in Rs.)	Turnover	85,81,26,787	Profit After Tax	(9,41,44,562)	Net worth	(1,05,92,54,235)
Particulars	Amount (in Rs.)									
Turnover	85,81,26,787									
Profit After Tax	(9,41,44,562)									
Net worth	(1,05,92,54,235)									

A(5). Basic details of the proposed transaction

1.	Specific type of the proposed transaction (e.g. sale of goods / services, purchase of goods / services, giving loan, borrowing etc.)	1. Sale of service 2. Interest Income 3. Reimbursements 4. Conversion of Unsecured Loan into CCPS
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2.	Details of each type of the proposed transaction	1. Rent and maintenance income: Rs. 34,00,000/- 2. Interest Income on ICDs granted: Rs. 7,00,00,000/- 3. Reimbursements / recovery of expenses: Rs. 20,00,000/- 4. Conversion of Unsecured Loan / ICDs (along with accrued interest) granted by Mukta Arts Limited into Compulsorily Convertible Preference Shares of Mukta A2 on such terms and condition specified in Annexure – 1: Rs.1,00,15,44,000/-												
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One Year (Annual)												
4.	Whether omnibus approval is being sought?	Yes (all the related party transaction are part of Omnibus Approval from Audit Committee approved on 12 th February, 2026 except conversion of unsecured loan into CCPS which was approved by Audit Committee at its meeting held on 12 th October, 2026)												
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	FY 2026-27 <table><tr><th>Particulars</th><th>Amount (in Rs.)</th></tr><tr><td>Rendering of Service</td><td>34,00,000</td></tr><tr><td>Interest Income</td><td>7,00,00,000</td></tr><tr><td>Reimbursement of Expenses</td><td>20,00,000</td></tr><tr><td>Conversion of Outstanding Loan into CCPS</td><td>1,00,15,44,000</td></tr><tr><td>Total</td><td>1,07,69,44,000</td></tr></table>	Particulars	Amount (in Rs.)	Rendering of Service	34,00,000	Interest Income	7,00,00,000	Reimbursement of Expenses	20,00,000	Conversion of Outstanding Loan into CCPS	1,00,15,44,000	Total	1,07,69,44,000
Particulars	Amount (in Rs.)													
Rendering of Service	34,00,000													
Interest Income	7,00,00,000													
Reimbursement of Expenses	20,00,000													
Conversion of Outstanding Loan into CCPS	1,00,15,44,000													
Total	1,07,69,44,000													
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The increased stake in Mukta A2 will enable the Company to benefit from its future growth and improved business prospects.												



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7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	a. Mr. Subhash Ghai – Chairman, Whole Time Director, Mr. Rahul Puri – Managing Director and Mr. Parvez Farooqui, Non-Executive Director and Mr. Rajendra Doshi – Independent Director of Mukta Arts Limited are also Directors on the board of Mukta A2, may be deemed to be concerned or interested, in the transactions. b. Mr. Subhash Ghai – Chairman, Whole Time Director, Mr. Rahul Puri – Managing Director and Mr. Parvez Farooqui, Non-Executive Director are holding 1 equity shares of Rs. 10/- by each Director in Mukta A2 as Nominee of Mukta Arts Limited
	a. Name of the director / KMP	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	NA

Part B

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	NA
2.	Basis of determination of price.	1. Rental Income / Sale of services : Based on the fair market value 2. Interest Income on ICD: Gsec Bond yield + Approx 2% margin 3. Reimbursement of Expenses : At Cost 4. Conversion of outstanding Loan into CCPS will be in accordance with the provisions of the Companies Act, 2013.



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3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	NA
B(3) Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.	On conversion of unsecured loan to CPS there will be no funds to be transferred by Mukta Arts Limited to Mukta A2
2.	Where any financial indebtedness is incurred to make investment, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	NA
3.	Purpose for which funds shall be utilized by the investee company	For furtherance of business
4.	Material terms of the proposed transaction	Attached as Annexure -1
Part C		
C(2) Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary		



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1.	Latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This shall be applicable in case of investment in debt securities	N.A.
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained	No

Accordingly, basis the approval of the Audit Committee, the Board of Directors of the Company recommends the Ordinary Resolution forming part of Item No. 1 of the accompanying Postal Ballot Notice to the shareholders for approval.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 1.

Except as mentioned above, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No. 1 of the Notice.

**By Order of the Board of Directors
For Mukta Arts Limited**

**Sd/-
Pratiksha Panchal
Company Secretary & Compliance Officer
Membership No. 28467**

Registered Office:
Mukta House, Behind Whistling Woods Institute,
Filmcity Complex, Goregaon (E), Mumbai-400065
CIN: L92110MH1982PLC028180
Tel. No.: 022-3364 9400
Email: investorrelations@muktaarts.com

Date: 12th October, 2026

Place: Mumbai



Annexure-1

TERMS OF CCPS

The CCPS to be issued to Mukta Arts Limited with the following characteristics and includes the following rights:

1. General Terms

- 1.1. Subject to conversion in accordance with paragraph 3 below, the term of the CCPS shall be 20 years from the date of issue of CCPS ("**Term**").

2. Dividend Rate

Subject to Applicable Law, the CCPS will carry a non-cumulative coupon rate of 0.001% (Zero point Zero Zero One percent) p.a. from date of issue, for the Term.

3. Conversion Event

- 3.1. The Securities shall become convertible upon the occurrence of an event where any third-party investor, other than the existing shareholders of the Company and/or their Affiliates ("**External Investor**") subscribes to the Securities of the Company ("**External Investor Investment Event**") **OR** upon the occurrence of an event of Initial Public Offering (IPO) of the Company; on date that is 30 days prior to the expiry of the Term ("**Conversion upon Expiry Event**"), whichever is earlier.

3.2. Conversion Price

3.2.1. In case of External Investor Investment Event:

The total value of CCPS (*i.e. Rs. 100,15,44,000*) issued shall be converted at a price derived at the time the External Investor subscribes to the Securities of the Company (subject to adjustment as per clause 3.2.3).

3.2.2. In case of Conversion upon Expiry Event:

The total value of the CCPS (*i.e. INR 100,15,44,000*) shall be converted at a price equal to fair market value of Equity Shares of the Company as on the date of conversion. The fair market value should be determined basis the valuation report issued by any reputed valuer as appointed by the Company, subject to consent of the Investor., subject to adjustment as per clause 3.2.3



3.2.3. It is clarified that for the purposes of determining the Equity Value of the Company for conversion of CCPS into Equity Shares of the Company at the time of Conversion Event, the CCPS shall not be deducted from Enterprise Value. That is to say, if Enterprise Value of the Company is determined at INR 300 crores and there is debt (other than CCPS) of INR 50 crores in the Company, the Equity Value shall be calculated as INR 250 crores i.e. Enterprise Value minus Debt Items (except for total CCPS value i.e. INR 100,15,44,000)) and total CCPS value will not be reduced. Accordingly, such INR 250 crores divided by existing number of Equity Shares shall be treated as per share fair market value of Equity Shares of the Company for Conversion.

Example working on conversion

Cap Table Post Investor		
Promoter 1	10,50,000	42%
Promoter 2	4,50,000	18%
Investor	10,00,000	40%
	25,00,000	

Equity Value (as per calculation
under clause 3.2.3 above) 250

Per Share Price 1,000

Total Value of CCPS issued 100,15,44,000

No. of Additional Equity to be issued
pursuant to conversion (Total Value
of CCPS issued / per share value of
equity as calculated under 3.2.3) 10,01,544

Promoter 1	20,51,544	58%
Promoter 2	4,50,000	13%
Investor	10,00,000	29%
	35,01,544	

3.3. If the issue of CCPS Conversion Shares in accordance with this Para 3 would give rise to an obligation on the Company to issue a fraction of a CCPS Conversion Share to that holder of Equity Shares, the number of Conversion Shares to be issued to that holder of the CCPS Conversion Shares shall:



- a. in case the fraction is up to 0.49, be rounded off to the lower whole number; and
 - b. in case the fraction is 0.5 or more, be rounded off to the higher whole number.
- 3.4. The Conversion Shares issued and allotted upon conversion of the CCPS shall be deemed to be issued and registered as of the relevant date on which they are converted in accordance with this Para 3 ("**CCPS Conversion Date**"), and each holder of the CCPS will, with effect from the CCPS Conversion Date, be deemed and treated by the Company for all purposes as the holder on record of the relevant number of Conversion Shares issued upon conversion.
- 3.5. **Buy-Back**

The Company, subject to consent of Investor, shall have a right, but not an obligation, to buy-back the CCPS, in full or in part, at issue price of such CCPS (i.e to clarify the face value plus premium at which the CCPS were issued), prior to the expiry of the Term. Upon exercise of such right by the Company, the CCPS Holder along with the Company shall be under an obligation to take all necessary steps to give effect to the buy-back of CCPS.
- 3.6. **Voting**

The holder of the CCPS shall not be entitled to vote in the shareholders' meeting of the Company.
- 3.7. The liquidity preference and transferability of the CCPS, including any transfer by the Investor to any third party (whether or not an Affiliate), shall be governed by and be subject to the terms and conditions set out in the Transaction Documents.
- 3.8. The CCPS shall not be transferred, assigned or otherwise disposed of, in any manner, in whole or in part, without the prior written consent of the Investor. Any permitted transferee or acquirer of the CCPS shall, as a condition precedent to such transfer, execute a deed of adherence in form and substance satisfactory to the Investor, agreeing to be bound by and comply with all the terms and conditions of CCPS as provided this Agreement as if it were an original party hereto. Any transfer effected in contravention of this Clause shall be null and void and shall not be recognised by the Company.