

27 March 2022

**The Deputy General Manager
Corporate Relationship Dept.
BSE Ltd.**

1st Floor, New Trading Ring Rotunda
Building, P. J. Towers Dalai Street, Port
Mumbai 400 001

**The Asst. Vice President,
Listing Department**

National Stock Exchange of India Ltd.

Exchange Plaza, 5th Floor Plot No, C/1,
G Block Bandra-Kurla Complex Sandra
(East), Mumbai - 400 051

BSE Security Code: 532689

NSE Symbol: PVR

Sub: Outcome of board meeting held on 27 March 2022.

Ref: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations") read with the Securities and Exchange Board of India ("SEBI") circular dated 9 September 2015, bearing reference no. CIR/CFD/CMD/4/2015 ("Disclosure Circular"), as amended from time to time.

Dear Madam/Sir,

The Board of Directors ("**Board**") of PVR Limited ("**Company**" or "**Transferee Company**"), at their meeting held today (i.e. 27 March 2022), after due deliberations, have considered and approved a scheme of amalgamation of INOX Leisure Limited ("**Transferor Company**") into and with the Company and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules and regulations framed thereunder ("**Scheme**"). The Board of the Company has also approved the execution of a merger co-operation agreement between the Transferor Company, the Transferee Company, GFL Limited, INOX Infrastructure Limited, Mr. Pavan Kumar Jain, Mr. Siddharth Jain, Mr. Ajay Bijli and Mr. Sanjeev Kumar ("**Merger Co-operation Agreement**") which sets out the manner of effecting the proposed amalgamation contemplated under the Scheme, the representations and warranties being given by each party and the rights and obligations of the respective parties.

The Scheme is subject to the receipt of applicable approvals, including approvals from the respective jurisdictional Hon'ble National Company Law Tribunal, SEBI, BSE Limited and the National Stock Exchange of India Limited and such other approvals, permissions, and sanctions of regulatory and other authorities as may be necessary. The Appointed Date for the Scheme shall be the Effective Date of the Scheme (which shall be the date on which the last of the conditions precedent to effectiveness as set out in the Scheme are satisfied) or such other date that the Transferor Company and the Transferee Company may agree mutually, and is the date with effect from which the Scheme shall be operative.

In addition, the Board of the Company, after due deliberations, has considered and approved the entering into a binding term sheet (“**BTS**”) with the Transferor Company, GFL Limited, INOX Infrastructure Limited, Mr. Pavan Kumar Jain, Mr. Siddharth Jain, Mr. Ajay Bijli and Mr. Sanjeev Kumar (collectively, “**Parties**”), to establish the inter-se rights amongst the Parties in the Transferee Company post the Scheme becoming effective (Effective Date being as prescribed under the Scheme).

The Scheme will be filed with the stock exchanges as per the applicable provisions of Regulation 37 of the SEBI Listing Regulations read with the SEBI circular dated 10 March 2017, bearing reference number CFD/DIL3/CIR/2017/21, as amended from time to time.

I. The information in connection with the Scheme, required to be furnished pursuant to Regulation 30 of the Listing Regulations read with the Disclosure Circular, is set out herein below:

(a)	Name of the entities forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	<ol style="list-style-type: none"> 1. As per the standalone audited financials for the quarter and year ended 31 March 2021, INOX Leisure Limited, the Transferor Company has total assets of INR 3,784 crore, turnover of INR148 crore including other income of INR 42 crore and net worth of INR 633 crore. Further, as per the standalone limited review financials for the quarter and six months period ended 30 September 2021, the Transferor Company has total assets of INR 3,892 crore, turnover of INR 79 crore including other income of INR 9 crore and net worth of INR 720 crore. Equity shares of the Transferor Company are listed on BSE and NSE. 2. As per the standalone audited financials for the quarter and year ended 31 March 2021, PVR Limited, the Transferee Company has total assets of INR 7,450 crore, turnover of INR 698 crore including other income of 472 crore and net worth of INR 1,840 crore. Further, as per the standalone limited review financials for the quarter and six months period ended 30 September 2021, the Transferee Company has total assets of INR 7,348 crore, turnover of INR 345 crore including other income of 190 crore (includes other income) crore and net worth of INR 1,485 crore. Equity shares of the Transferee Company are listed on BSE and NSE.
(b)	Whether the transaction would fall within related party transactions? If yes,	No. Since the Transferor Company and the

	whether the same is done at “arms' length”	<p>Transferee Company are not related parties, the amalgamation of the Transferor Company with the Transferee Company will not fall within related party transactions.</p> <p>In any event, the transactions contemplated in the Scheme are being undertaken at arms' length.</p>
(c)	Area of business of the entities	<ol style="list-style-type: none"> 1. The Transferor Company is a public listed company engaged in cinema exhibition, related food & beverages and allied activities. The objects clause of the memorandum of association of the Transferor Company authorises the Transferor Company to carry on its business. 2. The Transferee Company is a public listed company engaged in cinema exhibition, movie distribution, related food & beverages and allied activities. The objects clause of the memorandum of association of the Transferee Company authorises the Transferee Company to carry on its business.
(d)	Rationale for amalgamation/ merger	<p>The proposed amalgamation would be in the best interest of the Transferee Company and the Transferor Company and their respective shareholders, employees, creditors and other stakeholders as the proposed amalgamation will yield advantages as set out, <i>inter alia</i> below:</p> <ol style="list-style-type: none"> (a) consolidation for the long-term sustainability of the business; (b) create value for stakeholders including respective shareholders, customers, lenders and employees as the combined business would benefit from increased scale, innovations in technology and expanded reach with increased growth opportunities, higher cross selling opportunities to a larger base of customers, improvement in productivity and operational efficiencies, amongst others; (c) accelerate growth and expand into Tier-2 and Tier-3 cities and take modern multiplex experience across more states and towns across India; (d) better administration and cost optimization (including optimization in

		<p>administrative and other common costs by bulk negotiations);</p> <p>(e) pooling of resources and creating better synergies;</p> <p>(f) provide material realisable cost and revenue synergies for the benefit of the Parties; and</p> <p>(g) optimal utilisation of resources and economies of scale resulting in improved efficiencies especially in the wake of Covid-19, which has impacted the film exhibition industry at large. The growth of digital OTT platforms due to higher mobile internet penetration, low cost of internet data, ease of access, multi-homing, free content and low subscription charges has already begun to have an impact and will continue to impose significant pressures on the theatrical business. The film business is going through a rapid transformational change due to advent of technology and hence, in order to compete effectively, it has become imperative to consolidate for the long term sustainability of the business.</p>
(e)	In case of cash consideration - amount or otherwise share exchange ratio	<p>The share exchange ratio for the amalgamation of the Transferor Company with the Transferee Company shall be 3 (Three) fully paid up equity shares of the Transferee Company for every 10 (Ten) fully paid up equity shares of Transferor Company.</p> <p>The share exchange ratio has been arrived at based on the joint valuation report dated 27 March 2022 issued by M/s. SSPA & Co., Chartered Accountants (Registered Valuer) and Drushti Desai, Registered Valuer, Partner at Banshi S. Mehta & Co., supported by a fairness opinion dated 27 March 2022 submitted by Axis Capital Limited, an independent SEBI registered merchant banker.</p>
(f)	Brief details of change in shareholding pattern (if any) of the listed entity	<p>Upon the Scheme becoming effective, the Transferee Company will issue equity shares as mentioned in point (e) above to the equity shareholders of the Transferor Company as on the “record date” and all the equity shares of the Transferor Company shall stand extinguished.</p>

II. The information in connection with the Merger Co-operation Agreement, is set out herein below:

a)	Name(s) of parties with whom the agreement is entered	The Merger Co-Operation Agreement has been entered into amongst Transferor Company, GFL Limited, INOX Infrastructure Limited, Mr. Pavan Kumar Jain, Mr. Siddharth Jain, Transferee Company, Mr. Ajay Bijli and Mr. Sanjeev Kumar.
b)	Purpose of entering into the agreement	The Merger Co-Operation Agreement sets out the manner of effecting the proposed amalgamation contemplated under the Scheme, the representations and warranties being given by each party and the rights and obligations of the respective parties.
c)	Shareholding, if any, in the entity with whom the agreement is executed	Transferor Company, GFL Limited, INOX Infrastructure Limited, Mr. Pavan Kumar Jain and Mr. Siddharth Jain do not hold any equity shares in the Transferee Company. In addition, the Transferee Company and its existing promoters do not hold any equity shares in the Transferor Company.
d)	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;	<p>The Merger Co-Operation Agreement, <i>inter alia</i>, sets out the manner of effecting the proposed amalgamation contemplated under the Scheme, the representations and warranties being given by each party and the rights and obligations of the respective parties.</p> <p>Upon the Scheme becoming effective, and in addition to the existing promoters of the Transferee Company, GFL Limited and INOX Infrastructure Limited, will be classified as the 'Promoters' of the Transferee Company</p> <p>Upon the effectiveness of the proposed amalgamation, Mr. Pavan Kumar Jain and Mr. Siddharth Jain will get certain special management rights over the Transferee Company, including their appointment as a director of the Transferee Company and accordingly, both will be classified as 'Promoters'/ 'Promoter Group' of the Transferee Company upon the Scheme</p>

		becoming effective.
e)	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	The Transferor Company is not related to promoter/promoter group/group companies of the Transferee Company and <i>vice-versa</i> .
f)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”	Not applicable.
g)	In case of issuance of shares to the parties, details of issue price, class of shares issued	<p>Upon the Scheme becoming effective, the Transferee Company will issue equity shares basis the share exchange ratio (as described below) to the equity shareholders of the Transferor Company as on the “record date” and all the equity shares of the Transferor Company shall stand extinguished.</p> <p>The share exchange ratio for the amalgamation of the Transferor Company with the Transferee Company shall be 3 (Three) fully paid up equity shares of the Transferee Company for every 10 (Ten) fully paid up equity shares of Transferor Company.</p>
h)	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc;	Not applicable
i)	<p>In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):</p> <p>a) name of parties to the agreement;</p> <p>b) nature of the agreement;</p> <p>c) date of execution of the agreement;</p> <p>d) details of amendment and impact thereof or reasons of termination and impact thereof.</p>	Not applicable

III. The information in connection with the BTS, required to be furnished pursuant to Regulation 30 of the SEBI Listing Regulations read with the Disclosure Circular, is set out herein below:

S. No.	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered.	<p>The parties to the BTS are as follows:</p> <ul style="list-style-type: none"> (i) PVR Limited (“Transferee Company”); (ii) INOX Leisure Limited (“Transferor Company”); (iii) INOX Infrastructure Limited; (iv) GFL Limited; (v) Mr. Pavan Kumar Jain; (vi) Mr. Siddharth Jain; (vii) Mr. Ajay Bijli; and (viii) Mr. Sanjeev Kumar.
2.	Purpose of entering into the agreement.	<p>The BTS has been entered into by the Parties to set out the agreement and relationship amongst them regarding their rights and obligations, <i>inter-alia</i>, Mr. Ajay Bijli and Mr. Sanjeev Kumar on the one hand, and Mr. Pavan Kumar Jain and Mr. Siddharth Jain on the other hand, in relation to the management of the Transferee Company (upon the Scheme becoming effective).</p>
3.	Shareholding, if any, in the entity with whom the agreement is executed.	<p>Transferor Company, GFL Limited, INOX Infrastructure Limited, Mr. Pavan Kumar Jain and Mr. Siddharth Jain do not hold any equity shares in the Transferee Company. In addition, the Transferee Company and its existing promoters do not hold any equity shares in the Transferor Company.</p> <p>Upon the Scheme becoming effective, the Transferee Company will issue equity shares basis the share exchange ratio (as described below) to the equity shareholders of the Transferor Company as on the “record date” and all the equity shares of the Transferor Company shall stand extinguished.</p>

		<p>The share exchange ratio for the amalgamation of the Transferor Company with the Transferee Company shall be 3 (Three) fully paid up equity shares of the Transferee Company for every 10 (Ten) fully paid up equity shares of Transferor Company.</p> <p>The share exchange ratio has been arrived at based on the joint valuation report dated 27 March 2022 issued by M/s. SSPA & Co., Chartered Accountants (Registered Valuer) and Drushti Desai, Registered Valuer, Partner at Bansi S. Mehta & Co., supported by a fairness opinion dated 27 March 2022 submitted by Axis Capital Limited, an independent SEBI registered merchant banker.</p>
4.	<p>Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.</p>	<p>Key terms of the BTS, <i>inter-alia</i>, are as under:</p> <ul style="list-style-type: none"> • Upon the Scheme becoming effective, and in addition to the existing promoters of the Transferee Company, GFL Limited and INOX Infrastructure Limited will be classified as the 'Promoters' of the Transferee Company. Further, Mr. Pavan Kumar Jain and Mr. Siddharth Jain, being appointed as Directors of the Transferee Company and getting certain special management rights of the Transferee Company, will be classified as 'Promoters'/'Promoter Group' of the Transferee Company upon the Scheme becoming effective. • Respective parties to the BTS shall have certain management and governance rights in the Transferee Company, post the amalgamation. • GFL Limited, INOX Infrastructure Limited, Mr. Pavan Kumar Jain, Mr. Siddharth Jain, Mr. Ajay Bijli and Mr. Sanjeev Kumar shall be subject to certain share transfer

		<p>restrictions.</p> <ul style="list-style-type: none"> GFL Limited, INOX Infrastructure Limited, Mr. Pavan Kumar Jain, Mr. Siddharth Jain, Mr. Ajay Bijli and Mr. Sanjeev Kumar shall be subject to reasonable non-compete and non-solicit obligations.
5.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	The Transferor Company is not related to promoter/promoter group/group companies of the Transferee Company and <i>vice-versa</i> .
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”?	Not applicable.
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued.	Upon the Scheme becoming effective, the Transferee Company will issue equity shares basis the share exchange ratio (as mentioned in point 3 above) to the equity shareholders of Transferor Company as on the record date and all the equity shares of the Transferor Company shall stand extinguished.
8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Under the BTS, parties have agreed that subject to certain shareholding thresholds of each of the parties in the Transferee Company, relevant party shall be entitled to nominate and appoint 2 (two) directors on the board of directors of the Transferee Company.
9.	<p>In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):</p> <p>a) name of parties to the agreement;</p> <p>b) nature of the agreement;</p> <p>c) date of execution of the agreement;</p> <p>details of amendment and impact thereof or reasons of termination and impact thereof.</p>	Not applicable.

The meeting of the Board of the Company started at: (a) 02:00 p.m. and concluded at 02:40 p.m.

This is for your information and to all concerned.

Thanking You.

For **PVR Limited**



Mukesh Kumar
SVP – Company Secretary
& Compliance Officer