



GFL LIMITED

Registered office: 7th Floor, Ceejay House, Dr. Annie Besant Road, Worli, Mumbai – 400 018
CIN: L65100MH1987PLC374824 • Tel. No.: +91- 22 4032 3851 • Fax No.: +91- 22 4032 3191
Website: www.gfllimited.co.in • Email ID: contact@gfllimited.co.in

Date: 9th March, 2023

To,
National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051
NSE Scrip Code: PVR

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
BSE Scrip Code: 532689

Dear Sirs,

Sub: Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('Takeover Regulations')

Target Company: PVR Limited

Pursuant to the Scheme of Amalgamation between INOX Leisure Limited ("INOX") and PVR Limited ("PVR") and their respective shareholders and creditors ("Hon'ble Scheme"), approved by the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble NCLT") vide its order dated 12th January, 2023, GFL Limited ("the Company") was issued equity shares in PVR Limited as consideration pursuant to the Scheme. The Company was allotted equity shares in PVR Limited and the shares were credited in demat account on 7th March, 2023.

The disclosure as prescribed under Regulation 29(1) of the Takeover Regulations in relation to the aforesaid issue of shares is enclosed.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For GFL Limited

Divya Shrimali

Company Secretary



Encl.: a/a



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DISCLOSURES UNDER REGULATION 29(1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

Part A – Details of the Acquisition

1. Name of the Target Company (TC)	PVR Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer: GFL Limited PAC: - INOX Infrastructure Limited - Mr. Pavan Kumar Jain - Mr. Siddharth Jain - Ms. Nayantara Jain		
3. Whether the acquirer belongs to Promoter/Promoter group	Yes, the Acquirer forms part of the Promoter/ Promoter Group		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
5. Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
6. Before the acquisition under consideration, holding of acquirer along with PACs of (Please see Table 1):			
a) Shares carrying voting rights	Nil	Nil	Nil
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
e) Total (a+b+c+d)	Nil	Nil	Nil
7. Details of acquisition			
a) Shares carrying voting rights acquired (Please see Table 1)	15835940	16.17%	16.17%
b) VRs acquired otherwise than by equity shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	-	-	-
d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	-	-	-
	15835940	16.17%	16.17%





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a) Total (a+b+c+/-d)			
8. After the acquisition, holding of acquirer along with PACs of (Please see Table 1):			
a) Shares carrying voting rights	16517695	16.86%	16.86%
b) VRs otherwise than equity shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+d)	16517695	16.86%	16.86%
9. Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Equity shares of PVR Limited have been allotted to Acquirer and Persons Acting in Concert (PAC) with the acquirer, pursuant to the Scheme of Amalgamation between INOX Leisure Limited and PVR Limited, as approved by the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated January 12, 2023. The effective date of the said Scheme was February 6, 2023.		
10. Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Equity shares carry voting rights		
11. Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	7 th March, 2023 (date on which shares were credited in Demat account)		
12. Equity share capital / total voting capital of the TC before the said acquisition / sale	INR 61,25,10,850 /- divided into 61251085 Equity Shares of INR 10/- each fully paid up		
13. Equity share capital/ total voting capital of the TC after the said acquisition /-sale	INR 97,95,28,140 /- divided into 97952814 Equity Shares of INR 10/- each fully paid up		
14. Total diluted share/voting capital of the TC after the said acquisition	INR 97,95,28,140/- divided into 97952814 Equity Shares of INR 10/- each fully paid up		





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TABLE 1

Shareholding of acquirer(s), PACs and seller individually in TC (in terms of no. & as a percentage of the total share/voting capital of the TC) before and after the acquisition:

Sr. No.	Name of the Shareholders	Shares held before the acquisition		Shares held after the acquisition	
		No. of equity shares	% w.r.t total share capital / voting rights of TC	No. of equity shares	% w.r.t total share capital / voting rights of TC
	Acquirer(s) and PACs				
	Acquirer(s)				
1	GFL Limited	NIL	-	15835940	16.17%
	PACs				
1	INOX Infrastructure Limited	NIL	-	150174	0.15%
2	Mr. Pavan Kumar Jain	NIL	-	215992	0.22%
3	Mr. Siddharth Jain	NIL	-	282589	0.29%
4	Ms. Nayantara Jain	NIL	-	33000	0.03%
	Total	Nil	-	16517695	16.86%

