27th March, 2022

To,

BSE Limited
P J Towers,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No C/1,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai – 400 051

Scrip Code: 532706

Symbol: INOXLEISUR

Dear Sir / Madam,

Sub.: Press Release – "INOX Leisure Limited and PVR Limited Announce Merger"

Please find enclosed a press release with title – "INOX Leisure Limited and PVR Limited Announce Merger", dated 27th March, 2022 for your information.

We request you to kindly take the same on record.

Thanking you.

Yours faithfully,
For INOX Leisure Limited

Parthasarathy Iyengar
Company Secretary & Compliance Officer



INOX Leisure Limited and PVR Limited Announce Merger

Key Highlights

- Merger to bring together two of India's best cinema brands to deliver an unparalleled consumer experience with a network of more than 1500 screens
- Significant complementarity and growth potential drives the merger
- Merger offers compelling Revenue and Cost Synergies
- Share Exchange Ratio of 3 shares of PVR for 10 shares of INOX
- Pavan Kumar Jain to be the Non-Executive Chairman of the Board and Ajay Bijli to be appointed as the Managing Director of the merged entity

Mumbai, March 27, 2022 : The Board of Directors of INOX Leisure Limited (INOX) and the Board of Directors of PVR Limited (PVR), at their respective meetings held today, have approved an all stock amalgamation of INOX with PVR.

The amalgamation is subject to approval of the shareholders of INOX and PVR respectively, stock exchanges, SEBI and such other regulatory approvals as may be required.

Upon obtaining all approvals, when the merger becomes effective, INOX will merge with PVR. Shareholders of INOX will receive shares of PVR in exchange of shares in INOX at the approved share exchange ("swap") ratio.

Merger Terms

Post the merger, the promoters of INOX will become co-promoters in the merged entity along with the existing promoters of PVR. Upon effectiveness of the scheme, the Board of Directors of the merged company would be re-constituted with total board strength of 10 members and both the promoter families having equal representation on the Board with 2 board seats each.

Pavan Kumar Jain would be appointed as the Non- Executive Chairman of the Board. Ajay Bijli would be appointed as the Managing Director and Sanjeev Kumar would be appointed as the Executive Director. Siddharth Jain would be appointed as Non-Executive Non-Independent Director in the combined entity.

The combined entity will be named as PVR INOX Limited with branding of existing screens to continue as INOX and PVR respectively. New cinemas opened post the merger will be branded as PVR INOX.

Drushti Desai, Registered Valuer, Partner at Bansi S. Mehta & Co. and SSPA & Co, Chartered Accountants, the Independent Valuers appointed by INOX and PVR respectively, have recommended a share exchange ratio, which has been accepted by the respective Boards.

Ernst & Young Merchant Banking Services LLP provided the Fairness Opinion to INOX, while Axis Capital Limited provided a Fairness Opinion to PVR on the share

exchange ratio. Accordingly, INOX shareholders will receive 3 shares of PVR for 10 shares of INOX.

Post the merger, INOX Promoters will have 16.66% stake while PVR Promoters will have 10.62% stake in the combined entity.

Strategic rationale and benefits

With INOX operating 675 screens across 160 properties in 72 cities and PVR currently operating 871 screens across 181 properties in 73 cities and, the combined entity will become the largest film exhibition company in India operating 1546 screens across 341 properties across 109 cities. The combination would augur well for the growth of the Indian cinema exhibition industry, besides ensuring tremendous value creation for all stakeholders, including customers, real estate developers, content producers, technology service providers, the state exchequer and above all, the employees.

With consumers at the core of the decision, the merger would focus on using the strengths of both the organisations to provide an exceptional customer service and cinema experience to Indian moviegoers.

While strongly countering the adversities posed by the advent of various OTT platforms and the after-effects of the pandemic, the combined entity would also work towards taking world-class cinema experience closer to the consumers in Tier 2 and 3 markets.

Commenting on the announcement, **Siddharth Jain, Director – INOX Leisure Ltd** said, "Coming together of two iconic cinema brands, which are driven by passion, is certainly the most historic moment in the Indian cinema exhibition industry. Both companies have set high service benchmarks in an endeavor to offer the best cinema experience in the world, to the most passionate moviegoers, and would continue to do so as a unified entity. As we head into the industry's revival amidst headwinds, this decisive partnership would bring in enhanced productivity through scale, a deeper reach in newer markets and numerous cost optimization opportunities, and continue to delight cinema fans with world-class experiences and landmark innovations."

Commenting on the announcement, **Ajay Bijli, Chairman and Managing Director of PVR** said – "This is a momentous occasion that brings together two companies with significantly complementary strengths. The partnership of these two brands will put consumer at the center of its vision and deliver an unparalleled movie going experience to them. The film exhibition sector has been one of the worst impacted sectors on account of the pandemic and creating scale to achieve efficiencies is critical for the long-term survival of the business and fight the onslaught of digital OTT platforms."

EY is the exclusive financial advisor on the transaction. Dhruva Advisors and Khaitan & Co acted as the transaction tax advisors and legal advisors respectively to INOX.

About INOX Leisure Limited

INOX Leisure Limited (INOX) operates 160 multiplexes and 675 screens in 72 cities, entertaining close to 70 million patrons every year. INOX has redefined movie experiences in India making it truly a 7-star experience. Each INOX property is unique with its own distinct architecture and aesthetics.

About PVR

PVR is one of the most premium film exhibition companies in India. Since its inception in 1997, the brand has redefined the way entertainment is perceived in the country. PVR currently operates a cinema circuit comprising of 871 screens at 180 properties in 73 cities (India and Sri Lanka), serving over 100 million patrons annually.

For media queries, contact:
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