

22nd December, 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: 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 9th September, 2015, bearing reference no. CIR/CFD/CMD/4/2015 (“Disclosure Circular”), as amended from time to time.

This is in furtherance to the disclosure letter dated 27th March, 2022 pursuant to which the board of directors (“**Board**”) of INOX Leisure Limited (“**Company**” or “**Transferor Company**”), at their meeting held on 27th March, 2022, after due deliberations, had considered and authorised execution and undertake obligations under the Merger Co-operation Agreement to be entered between the Transferor Company, PVR Limited (“**Transferee Company**”) and certain identified shareholders (collectively, “**Parties**”) (hereinafter referred to as “**Merger Co-operation Agreement**” or “**MCA**”) 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.

Further, on 21st December, 2022 Parties to the Merger Co-operation Agreement have agreed to amend the Merger Co-operation Agreement. In terms of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 (“**Disclosure Circular**”), we are furnishing herewith the brief details of the above mentioned amendment(s) to the MCA as **Annexure I**.

Further, in compliance with Regulation 30 read with Schedule III of the Listing Regulations, we wish to inform the stock exchanges that the Company has received a disclosure from its Promoter, GFL Limited which states that on 21st December, 2022 GFL Limited has entered into a shareholders agreement with PVR Limited, INOX Infrastructure Limited, Mr. Pavan Kumar Jain, Mr. Siddharth Jain, Mr. Ajay Bijli and Mr. Sanjeev Kumar (collectively, “**SHA Parties**”), to establish the inter-se rights amongst the SHA Parties in the Transferee Company upon the Scheme becoming effective (the Effective Date being as prescribed under the Scheme) (“**Shareholders Agreement**”) and such Shareholders Agreement will supersede the binding term sheet executed by INOX Leisure Limited and the SHA Parties.

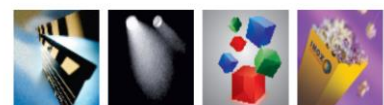
The disclosure filed by GFL Limited under Regulation 30 of the Listing Regulations for execution of the Shareholders Agreement is available at https://www.gflimited.co.in/Material_Events_Information.html.

We request you to kindly take the same on record.

Thanking You.
Yours faithfully,

For INOX Leisure Limited

Vishav Sethi
Company Secretary & Compliance Officer
Encl.: A/a



Annexure I

The information in connection with the amendment(s) to the Merger Co-operation Agreement, required to be furnished pursuant to Regulation 30 of the Listing Regulations read with the Disclosure Circular, is set out herein below:

| S. No. | Particulars | Details |
|--------|--|---|
| 1. | Name of parties to the agreement | 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. |
| 2. | Nature of 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. |
| 3. | Date of execution of the agreement | 27 th March, 2022 |
| 4. | Details of amendment and impact thereof or reasons of termination and impact thereof. | Parties to the Merger Co-operation Agreement have agreed to amend the Merger Co-operation Agreement to record the understanding with respect to usage of the trademark “INOX” post the Scheme becoming effective (Effective Date being as prescribed under the Scheme). |

