30th September, 2015



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

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

To, **Central Depository Services India Limited** Phiroze Jeejeebhoy Towers, 17<sup>th</sup> Floor, Dalal Street, Mumbai – 400 023

Dear Sir / Madam,

Sub: <u>Declaration of Voting Results in respect of Resolutions passed at the 16<sup>th</sup> Annual General Meeting of the Company held on Monday, 28<sup>th</sup> September, 2015.</u>

We would like to inform you that the 16<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Monday, 28<sup>th</sup> September, 2015 at 11.00 a.m. at Maple Hall, Hotel Express Residency, 18/19, Alkapuri Society, Vadodara – 390 007 wherein the Company had conducted Poll on all the Resolutions from Item Nos. 1 to 4 of the Notice of AGM.

The Voting Results of the Poll conducted at the AGM and the E-voting opted by the Members on all the Resolutions from Item Nos. 1 to 4 as mentioned above, based on the report submitted by M/s Samdani Shah & Associates, Practicing Company Secretaries, Vadodara who were Scrutinizers, to the Chairman of the AGM, is enclosed as required under Clause 35A of the Listing Agreement.

The Voting Results are also being placed on the website of the Company www.inoxmovies.com

Thanking you. Yours faithfully,

For Inox Leisure Limited

Dhanraj Mulki Vice President -

Vice President – Legal & Company Secretary

Encl.: as above









						28-Sep-15	
						31624	
Date of AGM							
Total No of Shareholders on record date						48	
et المحمد والمحاطمة المحاطمة	either in person	or through prox	*				
No. 01 Strate House Spices registering attendance)	ance)						
* Based on snarellolders registering						2	
Bromoter Group						46	
Public							
	+ing +brough Vide	o Conferencing					
No. of Shareholders who attended the meeting till oder vices	ering trillough vice					Not Applicable	
Promoters and Promoter Group						Not Applicable	
Public							
			Details of	Agenda	3105 Harry 2015	the report of Auditors thereon	and the report of the
Resolution No.: 1a - Adoption of the Audited Standalone Financial Statements of the Company for the Financial Teal Financial Standalone Financial Statements of the Company for the Financial Standalone Financial Statements of the Properties of the Financial Statements of the Company for the Financial Statements of the Financial Statements of the Company for the Financial Statements of the Financial Statements of the Company for the Financial Statements of the Company for the Financial Statements of the Financial Statements of the Company for the Financial Statements of the Financial Statements of the Financial Statements of the Company for the Financial Statements of	ed Standalone Fin	ancial Statemen	ts of the Company for th	ne Financial Teal el	ומפת סיבור השומים ליים		
Board of Directors for the said year - Passed with requisite majority	d with requisite n	ajority					
Besolution required: Ordinray Resolution							of Votos against
Mode of Voting: E-voting & Poll			no bollod sotov to 10	No. of Votes -	No. of Votes -	% of Votes in favour	pallou sotor no
Prornoter/Public	No. of shares	No. of votes polled	outstanding shares	in favour	against	on votes polled	
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
						100.00	0.00
	0.00000	86973978	100.00	46973928	0 0	100 00	00.00
Promoters and Promoter Group	46973920	222727	77.20	22732506	0	100.00	00.00
Public - Institutional Holders	20030377	8763509	41.24	8263418	91	100.00	00:00
Public - Others	20038242	77969943	80.83	77969852	91	00001	
Total					)C darch March 20	115 and the report of the Audi	tors thereon Passed
Resolution No.: 1(b) - Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2013 and are 1 per 1 Resolution No.: 1(b) - Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2013 and are 1 per 1 pe	idited Consolidate	d Financial State	ments of the Company f	for the Financial Ye	ar ended 31st March, 20		
Resolution required: Ordinray Resolution	-						% of Votes against
Mode of Voting: E-voting & Poll		-	% of Votes Polled on	No. of Votes -	No. of Votes -	% of Votes in Tayour	on votes nolled
Prornoter/Public	No. of shares held	No. of votes polled		_	against	on votes polled	and caron in
	5	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(5)]*100
	(1)					100 00	00.00

VICE PRESTOENT - LEGAL & COMPANY SECRETARY

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0.00

100.00

0 0 91

22732506 8263509 77969943

29445584 96457754

100.00 77.20 80.83

46973928

46973928

Promoters and Promoter Group Public - Institutional Holders

Public - Others

Total

Resolution No. 2 - To appoint a Director in place of Mr. Deepak Asher (DIN: 00035371), who retires by rotation and being eligible, offers himself for re-appointment. - Passed with requisite majority Resolution

% of Votes against	7	on votes polled		(7)=[(5)/(2)]*100	000	0.00	200	0.0	000	0.00	000	0.02				
THOUGH in favor 12	% OI VOICES III IBAOM	on votes polled		(6)=[(4)/(2)]*100		100.00		66.63		100.00		86.66				
	No. of Votes -	against	)	(5)			0	10001	16391	147	147	16637	70007			
	No of Votes-	in favour		(4)			46973928		22716115		8238268		77928311			
	and holled and	% of Votes Polled on inc. of social	outstanding snares	(3)=[(2)/(1)]*100	W-1 W-11 (c)		10000	100.00	06 55	07.77	11 11	41.11	80.81	10:00		
		No. of votes	polled	(2)	(7)		000	46973928	000	22732506	0010000	8738509	20000	1/944943		
		No. of shares No. of votes	held	3	(1)			46973928	20000	79445584		20038242		96457754		
La composavi	Indade of Voting: E-voting & Poll	Promoter/Public							Promoters and Promoter Group		Public - Institutional Holder's		Public - Others		Total	

Resolution No.: 3 - To re-appoint Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the Eighteenth Annual General Meeting of the Company and to fix their remuneration - Passed with requisite majority

Resolution required: Ordinray Resolution							ov of Water against	
Ilog & Proting & Poll				Total Land	No of Votes -	% of Votes in favour	% OI Votes against	
Prornoter/Public	No. of shares	No. of votes polled	% of Votes Polled on No. or votes - outstanding shares	No. or votes -	against	on votes polled	on votes polled	
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
					c	100.00	0.00	_
	Occorde.	80027004	100.00	46973928	0	00 001	0.00	_
Description of Dromoter Group	469/3928	403/3370		3737576	0	100.00		_
Olei Saild Floringer	29445584	22732506	77.20	77137300	01	100.00	0.00	_
Public - Institutional Holders		0752500	41.24	8263418	31	0000	0.00	_
pblic - Others	20038242	6762300	20.00	77969852	91	100.00		
	96457754	77969943	80.83					200
ora						0,000	acto perced with requisite	_

Resolution No.: 4 - Appointment of Ms. Girija Balakrishnan as an Independent Director of the Company for five (5) consecutive years for a term up to 2nd December 2019 - Passed with requisite

majority

" CV-ton parinet	% of Votes against	on votes polled		(7)=[(5)/(2)]*100	00:00		0.00	4	0.00	000	0.00			
	% of Votes in favour	logical of the second of the s	on votes polieu	(6)=[(4)/(2)]*100	10000	100.00	100 00	100.00	100.00		100.00			CLIFE
		No. of Votes -	against	(5)		0		0	7 7 7	141	111	141		Calabirate a Control of the Control
		No. of Votes -	in favour	(4)		00000000	403/3370	30305700	77137300	8263368		77969802		
		% of Votes Polled on No. of Votes -	outstanding shares	(3)=[(2)/(1)]*100			100.00		17.20	11 24	+7.1+	80.83		
		No of votes	polled	(2)			16973978	27001004	22732506	0000	8763509	77969943	or coord	
		at february	No. or snares No. or solded	(1)			00000000	469/3970	29445584	2000	20038242	ATELIATO	96451154	
Resolution required: Ordinray Resolution	The solution of the solution o	Mode of Voting: E-voting & Poll	Prornoter/Public					Promoter Group	Promoters and remotes	Prublic - Institutional Holders		Public - Others	Total	Lotal

For INOX LEISURE LIMITED



103, Tanishq, Opp. SBI Urmi Branch, Productivity Road, Vadodara - 390 020.

Ph.: +91 265 3054015, 2330583, 2321494, (M) 94234 62962 Email: samdanics@gmail.com, cssamdani@gmail.com

Web: www.samdanishah.com

## Consolidated Scrutinizer's Report

To,
The Chairman of
16<sup>th</sup> Annual General Meeting of the Equity Shareholders of
Inox Leisure Limited
Held on the 28<sup>th</sup> day of September, 2015 at 11:00 a.m.
At Maple Hall, Hotel Express Residency, 18/19, Alkapuri Society, Vadodara-390007.

Scrutinizer's Report on Poll including Voting by Electronic Means in respect of passing of the resolutions contained in the Notice dated July 17, 2015.

Dear Sir,

I, S. Samdani, Partner, Samdani Shah & Associates, Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of Inox Leisure Limited (the Company), for the purpose of scrutinizing the Poll taken on the below mentioned resolution(s), including the remote e-voting process at the 16<sup>th</sup> Annual General Meeting of the Equity Shareholders of Inox Leisure Limited, held on Monday, 28<sup>th</sup> September, 2015 at 11:00 a.m.

The Management of the company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made there under and (ii) Listing Agreement with the Stock Exchanges, relating to the Poll including remote e-voting. My responsibility as a Scrutinizer is restricted to give a consolidated report on the votes cast by the members for the resolutions contained in the Notice dated 17<sup>th</sup> July, 2015, based upon:

- a) the report generated from the e-voting platform provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facilities and;
- b) the scrutiny of the Physical Polling papers received at the 16<sup>th</sup> Annual General Meeting.
- 1. I, submit my report as under:
  - 1.1 After declaration of the Poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
  - 1.2 The locked ballot box was subsequently opened by me in the presence of two witnesses namely Ms. Kaushal Shah residing at 91, Adinath Society, B/h Bright School, VIP Road, Karelibaug, Vadodara 390018 and Ms. Pooja Jadwani residing at 15, Adinath Duplex Near Jain Derasar, Manjalpur, Vadodara –390011 and the





Poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company. Then the votes cast through remote e-voting were unblocked on 28<sup>th</sup> September, 2015 around 11:40 a.m. in the presence of above mentioned witnesses who are not in the employment of the Company.

The witnesses have signed below in confirmation of the ballot boxes being unlocked in their presence and also in confirmation of the remote votes being unblocked in their presence.

Ms. Kaushal Shah

Ms. Pooja Jadwani

- 1.3 The Poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- The results of the scrutiny of the above Poll voting including voting by electronic means in respect of passing of resolutions contained in notice dated 17<sup>th</sup> July, 2015 is as under:
  - 2.1 Resolution No. 1: To consider and adopt
    - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2015, the reports of the Board of Directors and Auditors thereon;
    - (I) Voted in Favour of the Resolution:

Particulars (Mode of Voting)	Number Members voted	of who	Number of Votes cast by them	% of the total number of valid votes cast
Poll		19	2304530	2.96
Remote e-voting		120	75665322	97.04
Total		139	77969852	100.00

# (II) Voted against the Resolution:

Particulars (Mode of Voting)	A STATE OF THE STA	- 1	Number of Votes cast by them	% of the total number of valid votes cast
Poll		0	0	0.00
Remote e-voting		3	91	0.00
Total		3	91	0.00





## (III) Invalid Votes:

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of shares
Poll	2	4
Remote e-voting	0	0
Total	2	4

- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2015 and the report of the Auditors thereon.
- (I) Voted in Favour of the Resolution:

Particulars (Mode of Voting)	Number Members w	1	Number of Votes cast by them	% of the total number of valid votes cast
Poll		19	2304530	2.96
Remote e-voting		120	75665322	97.04
Total		139	77969852	100.00

## (II) Voted against the Resolution:

					A STATE OF THE PARTY OF THE PAR
Particulars (Mode of Voting)	Number Members voted	of who	Number of cast by them	Votes	% of the total number of valid votes cast
Poll		0		0	0.00
Remote e-voting		3		91	0.00
Total		3		91	0.00

## (III) Invalid Votes:

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	
Poll	2	4
Remote e-voting	0	0
Total	2	4

### 2.2 Resolution No. 2:

To appoint a Director in place of Mr. Deepak Asher (DIN: 00035371), who retires by rotation and being eligible, offers himself for re-appointment.





# (I) Voted in Favour of the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	19	2304530	2.96
Remote e-voting	117	75623781	97.02
Total	136	77928311	99.98

# (II) Voted against the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0.00
Remote e-voting	5	16632	0.02
Total	5	16632	0.02

## (III) Invalid Votes:

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid		
Poll	2	4.	
Remote e-voting	1	*25000	
Total	3	25004	

<sup>\*1</sup> shareholder holding 25000 shares have neither voted in 'favour' nor 'against' the Resolution no. 2

#### 2.3. Resolution No. 3

To appoint Statutory Auditors, to hold office from the conclusion of this meeting until the conclusion of the Eighteenth Annual General Meeting of the Company and to fix their remuneration.

# (I) Voted in Favour of the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	19	2304530	2.96
Remote e-voting	120	75665322	97.04
Total	139	77969852	100.00





## (II) Voted against the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0.00
Remote e-voting	3	91	0.00
Total	3	91	0.00

## (III) Invalid Votes:

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of shares	
Poll	2	4	
Remote e-voting	0	0	
Total	2	4	

### 2.4. Resolution No. 4:

To appoint Independent Director, Ms. Girija Balakrishnan (DIN-06841071) who was appointed as an Additional Director Independent Director of the company to hold the office for five consecutive years for a term upto 2<sup>nd</sup> December, 2019.

# (I) Voted in Favour of the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	19	2304530	2.96
Remote e-voting	119	75665272	97.04
Total	138	77969802	100.00

# (II) Voted against the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0.00
Remote e-voting	4	141	0.00
Total	4	141	0.00





### (III) Invalid Votes:

Particulars (Mode of Voting)	Total number of *members whose votes were declared invalid	Total number of shares	
Poll	2	4	
Remote e-voting	0	0	
Total	2	4	

Note: Figures in percentage have been rounded off to 2 decimal points.

- 3. All the resolutions are passed with requisite majority.
- 4. The electronic data along with the poll papers and all the other relevant records relating to e-voting and the Poll papers received are under my safe custody and will be handed over to the Company Secretary / Chairman duly authorized by the Board for preserving safely after the Chairman signs the minutes.

Thanking you,

Yours Faithfully,

S. Samda

Partner

Samdani Shah & Associates

**Company Secretaries** 

CP # 2863

Date: 30/09/2015 Place: Vadodara

> Countersigned by: For Inox Leisure Limited

**Chairman / Company Secretary**