

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, 17th Floor,
Dalal Street, Mumbai – 400 023

Dear Sir / Madam,

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

We would like to inform you that the 16th Annual General Meeting (AGM) of the Company was held on Monday, 28th 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

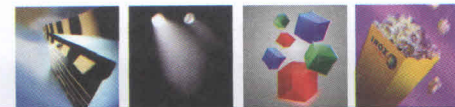

Dhanraj Mulki
**Vice President – Legal
& Company Secretary**

Encl.: as above

INOX LEISURE LTD.

5th Floor, Viraj Towers, Next to Andheri Flyover, Western Express Highway, Andheri (East), Mumbai 400 093, India.
Tel (91 22) 4062 6900 • Fax (91 22) 4062 6999 • E: contact@inoxmovies.com • www.inoxmovies.com

Registered Office : ABS Towers, Old Padra Road, Vadodara 390 007 • Tel (91 265) 6198111 • Fax (91 265) 2310312 • CIN: L92199GJ1999PLC044045



Date of AGM	28-Sep-15
Total No of Shareholders on record date	31624
No. of Shareholders present in the meeting either in person or through proxy* (* Based on shareholders registering attendance)	48
Promoters and Promoter Group	2
Public	46
No. of Shareholders who attended the meeting through Video Conferencing:	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable

Details of Agenda


Resolution No.: 1a - Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2015, the report of Auditors thereon and the report of the Board of Directors for the said year - Passed with requisite majority

Mode of Voting: E-voting & Poll	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter/Public	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoters and Promoter Group	46973928	46973928	100.00	46973928	0	100.00	0.00
Public - Institutional Holders	29445584	22732506	77.20	22732506	0	100.00	0.00
Public - Others	20038242	8263509	41.24	8263418	91	100.00	0.00
Total	96457754	77969943	80.83	77969852	91	100.00	0.00

Resolution No.: 1(b) - Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2015 and the report of the Auditors thereon. - Passed with requisite majority

Mode of Voting: E-voting & Poll	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter/Public	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoters and Promoter Group	46973928	46973928	100.00	46973928	0	100.00	0.00
Public - Institutional Holders	29445584	22732506	77.20	22732506	0	100.00	0.00
Public - Others	20038242	8263509	41.24	8263418	91	100.00	0.00
Total	96457754	77969943	80.83	77969852	91	100.00	0.00

FOR INOX RETAIL LIMITED


PANKAJ MULKI
 VICE PRESIDENT - LEGAL
 & COMPANY SECRETARY

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 required: Ordinaray Resolution						
Mode of Voting: E-voting & Poll	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled
Pronoter/Public	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100
Promoters and Promoter Group	46973928	46973928	100.00	46973928	0	100.00
Public - Institutional Holders	29445584	22732506	77.20	22716115	16391	99.93
Public - Others	20038242	8238509	41.11	8238268	241	100.00
Total	96457754	77944943	80.81	77928311	16632	99.98
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: Ordinaray Resolution						
Mode of Voting: E-voting & Poll	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled
Pronoter/Public	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100
Promoters and Promoter Group	46973928	46973928	100.00	46973928	0	100.00
Public - Institutional Holders	29445584	22732506	77.20	22732506	0	100.00
Public - Others	20038242	8263509	41.24	8263418	91	100.00
Total	96457754	77969943	80.83	77969852	91	100.00
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						
Resolution required: Ordinaray Resolution						
Mode of Voting: E-voting & Poll	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled
Pronoter/Public	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100
Promoters and Promoter Group	46973928	46973928	100.00	46973928	0	100.00
Public - Institutional Holders	29445584	22732506	77.20	22732506	0	100.00
Public - Others	20038242	8263509	41.24	8263368	141	100.00
Total	96457754	77969943	80.83	77969802	141	100.00
Resolution No.: 5 - Appointment of Mr. Deepak Asher (DIN: 00035371), who retires by rotation and being eligible, offers himself for re-appointment. - Passed with requisite majority						
Resolution required: Ordinaray Resolution						
Mode of Voting: E-voting & Poll	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled
Pronoter/Public	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100
Promoters and Promoter Group	46973928	46973928	100.00	46973928	0	100.00
Public - Institutional Holders	29445584	22732506	77.20	22732506	0	100.00
Public - Others	20038242	8263509	41.24	8263368	141	100.00
Total	96457754	77969943	80.83	77969802	141	100.00

For INOX LEISURE LIMITED


DHARMAJ MULKI
 VICE PRESIDENT & LEGAL

Consolidated Scrutinizer's Report

To,
The Chairman of
16th Annual General Meeting of the Equity Shareholders of
Inox Leisure Limited
Held on the 28th 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 16th Annual General Meeting of the Equity Shareholders of Inox Leisure Limited, held on Monday, 28th 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 17th 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 16th Annual General Meeting.

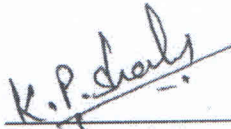
1. I, submit my report as under:

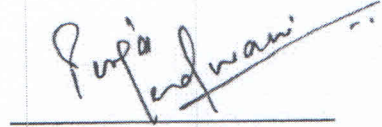
- 1.1 After declaration of the Poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
- 1.2 The locked ballot box was subsequently opened by me in the presence of two witnesses namely Ms. Kaushal Shah residing at 91, Adinath Society, 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 28th 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 unblocked 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.
2. 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 17th 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 31st March, 2015, the reports of the Board of Directors and Auditors thereon;**

(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

- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2015 and the report of the 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:

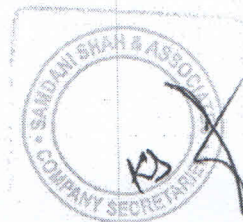
Particulars (Mode of Voting)	Number Members voted	of who	Number of Votes cast by them	% of the total number of valid votes cast
Poll		0	0	0.00
Remote e-voting		3	91	0.00
Total		3	91	0.00

(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

2.2 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	Total number of votes cast by them
Poll	2	4
Remote e-voting	1	*25000
Total	3	25004

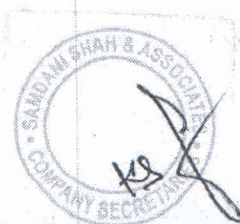
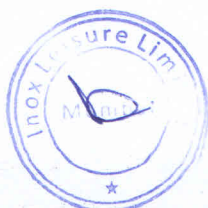
*1 shareholder holding 25000 shares have neither voted in 'favour' nor 'against' the Resolution no. 2

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 voted	of who	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:

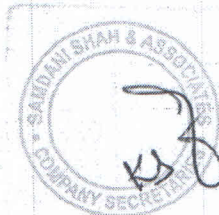
To appoint Independent Director, Ms. Girija Balakrishnan (DIN-06841071) who was appointed as an Additional Director Independent Director of the company to hold the office for five consecutive years for a term upto 2nd December, 2019.

(I) Voted in Favour of the Resolution:

Particulars (Mode of Voting)	Number of 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		119	75665272	97.04
Total		138	77969802	100.00

(II) Voted against the Resolution:

Particulars (Mode of Voting)	Number of Members voted	of who	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:

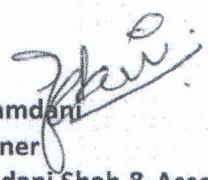
Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of shares
Poll	2	4
Remote e-voting	0	0
Total	2	4

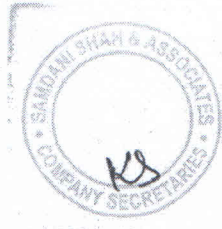
Note: Figures in percentage have been rounded off to 2 decimal points.

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. Samdani
Partner
Samdani Shah & Associates
Company Secretaries
CP # 2863



Date: 30/09/2015

Place: Vadodara

Countersigned by:
For Inox Leisure Limited




Chairman / Company Secretary