

HELD AT _____ ON _____ TIME _____

MINUTES OF THE SIXTEENTH ANNUAL GENERAL MEETING**OF MEMBERS OF INOX LEISURE LIMITED****HELD ON MONDAY, 28TH SEPTEMBER, 2015****AT MAPLE HALL, HOTEL EXPRESS RESIDENCY,****18/19 ALKAPURI SOCIETY, VADODARA – 390 007.****TIME OF COMMENCEMENT OF THE MEETING: 11.00 A.M.****TIME OF CONCLUSION OF THE MEETING: 12.00 NOON****Following were present:**

- | | |
|----------------------------|---|
| 1. Mr. Deepak Asher | – Director |
| 2. Ms. Girija Balakrishnan | – Director |
| 3. Mr. Haigreve Khaitan | – Director |
| 4. Mr. M Y Kulkarni | – Partner, M/s/ Patankar & Associates,
Statutory Auditors of the Company |
| 5. Mr. Alok Tandon | – Chief Executive Officer |
| 6. Mr. Upen Shah | – Chief Financial Officer |
| 7. Mr. Dhanraj Mulki | – Company Secretary &
Vice President – Legal |
| 8. Members Present | –Forty Eight Members (including proxies/representatives) |

Quorum and Chairman of the Meeting:

Mr. Dhanraj Mulki – Company Secretary & Vice President – Legal, announced to the Members that the requisite quorum as required under Section 103 of the Companies Act, 2013, was present and the Meeting was called to order. He further announced that pursuant to the provisions of Article 105 of the Articles of Association of the Company, Directors present at the Meeting had elected Mr. Deepak Asher, Director of the Company to be the Chairman of the Meeting. He therefore requested Mr. Deepak Asher to conduct the Meeting as the Chairman.

Thereafter, Mr. Deepak Asher occupied the Chair. He extended a warm welcome to the Members, Representatives and Proxy holders present at the Meeting. He then introduced his colleagues on the dais to the Members. He further explained to the Members the reasons for absence of following Directors at the Meeting as was conveyed by them to the Company:

Name of Director	Reason of absence
Mr. Pavan Jain	Other prior commitments
Mr. Vivek Jain	Other prior commitments
Mr. Siddharth Jain	Travelling abroad
Mr. Amit Jatia	Travelling abroad
Mr. Kishore Biyani	Other prior commitments

He also informed the Members that Mr. Haigreve Khaitan, Chairman of Audit Committee and Compensation, Nomination & Remuneration Committee was present at the Meeting. He further informed the Members that Mr. Pavan Jain, Chairman of Stakeholder's Relationship Committee had authorised him as a Member of Stakeholder's Relationship Committee to attend this Meeting on his behalf. He also informed the Members that Mr. Sushil Samdani, Partner of Samdani Shah & Associates, Secretarial Auditors, was present at the Meeting.

Proxies and Authority:


The Chairman informed the Members that proxies / authority for 5,46,62,973 Equity Shares representing 56.67% of the voting power held by various Members were received and recorded in the proxy register, which was available for inspection, by the Members present.

Chairman's Speech:

The Chairman then delivered his speech to the Members covering the following matters:

- Industry Overview

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DHANRAJ MULKI
VICE PRESIDENT - LEGAL
& COMPANY SECRETARY

HELD AT _____ ON _____ TIME _____

- Indian Film Industry
- Year under Review (Consolidated)
- About the Present Year
- Inorganic Growth and
- Company's Own Property Pipeline

He also conveyed his sincere thanks to all the Members for the trust and confidence posed in the Board of Directors and Management of the Company. He also conveyed his thanks to all the patrons, suppliers, other business associates and employees for their valuable support and co-operation.

Notice:

The Chairman then requested the Company Secretary to read the Notice convening the Meeting.

Thereafter, the Company Secretary proceeded to read the Notice of the Meeting. While he was reading the Notice, some Members suggested that the Notice of the Meeting be taken as read. The Chairman sought the permission of the Members present to take the Notice as read.

All the Members present at the Meeting unanimously agreed to take the Notice as read.

The Chairman declared that as the Members present desired that the Notice be treated as read, the Notice along with explanatory statement attached thereto was treated as read.

Financial Results:

The Chairman informed the Members that the Financial Results of the Company with other details for the year under review were given in the Annual Report, which was circulated to all the Members of the Company.

The Chairman further informed the Members that the Company's Statutory Auditors, M/s Patnakar & Associates, Chartered Accountants (Firm Registration No 10762W) had not made any qualifications or observations or comments on the financial transactions or matters in their Independent Auditor's Report for the Financial Year 2014-15, which have any adverse effect on the functioning of the Company. Hence, Independent Auditor's Report was not required to be read at the Meeting pursuant to the provisions of Section 145 of the Companies Act, 2013. He also informed the Members that Company's Secretarial Auditors, M/s. Samdani Shah & Associates had not reported any instance of non-compliance in their Secretarial Audit Report. He further informed that Independent Auditor's Report and Secretarial Audit Report for the Financial Year 2014-15, were available for inspection by the Members present at the Meeting.

The Chairman invited the Members to express their views on the matters pertaining to the Company's accounts and the subject matter of the Notice.

Members of the Company sought details in respect of growth prospect of the Company for the remaining part of the year, scope of improvement in advertising revenues of the Company, performance of Satyam Cineplexes Limited, return on investment for the Shareholders who have invested during the Initial Public Offer of the Company and the matters relating thereto which were satisfactorily replied to by the Chairman. All the Members present expressed general satisfaction at the performance of the Company.

The Chairman thereafter informed that some of the Members had submitted their votes through e-voting facility provided by the Company in pursuance of the provisions of Section 108 of the Companies Act, 2013 read with the Rules framed thereunder, through the e-voting platform of Central Depository Services (India) Limited (CDSL) in respect of all the Resolutions proposed to be passed at the Annual General Meeting (AGM) either as an Ordinary or Special Business (Item Nos. 1 to 4). He then explained that in terms of the compliance requirements specified by the Ministry of Corporate Affairs, vide its circular dated 17th June 2014, the Members present were required to exercise their voting rights in proportion to their Shares in the Paid-Up Equity Capital and, therefore, it was required that a Poll be taken on all the resolutions as set out in the Notice of Annual General Meeting. He then requested that the Poll be taken up for the voting on all the resolutions and explained the objectives and implications of the resolutions put to vote.

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CHAIRMAN'S INITIALS

[Signature]
VICE PRESIDENT
& COMPANY SECRETARY

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The Chairman also informed the Members that M/s. Samdani Shah & Associates, Practicing Company Secretaries, Vadodara were appointed as Scrutinizer for the purpose of scrutinizing e-voting process and Poll in a fair and transparent manner and ascertaining the votes cast by the Members and to submit their report. He also informed the Members that the results of e-voting and Poll will be uploaded on the websites of the Stock Exchanges i.e. (BSE & NSE), CDSL and on the website of the Company within 48 hours of the conclusion of this Meeting.

At the request of the Chairman, Mr. Sushil Samdani, Partner of M/s. Samdani Shah & Associates, Vadodara, the Scrutinizer, explained in detail the procedure for casting of the vote on the Poll by the Members present at the Meeting. He displayed the empty Ballot Box which was locked in the presence of the Members, and then proceeded to distribute the Polling Papers to the Members.

After completion of voting by the Members present, the Scrutinizer took custody of the Ballot Box and informed the Chairman that the Polling process was completed.

Conclusion:

The Chairman then announced to the Members that the combined results of the Poll together with results of Electronic Voting shall be displayed on the website of the Company, website of CDSL and Websites of Stock Exchanges within two days of the conclusion of this Meeting.

Thanking the Members for their participation, suggestions and comments, the Chairman announced formal closure of the 16th Annual General Meeting of the Company.

Mr. Alok Tandon, Chief Executive Officer of the Company proposed a vote of thanks to the Chairman and requested all the Members to join for snacks arranged by the Company.

Result of E-voting and Poll at the AGM

On the basis of the Scrutinizer's Report for the Electronic Voting and Poll at the Annual General Meeting, all the Resolutions in respect of the Ordinary and Special Business as set out at Item No. 1 to 4 of the Notice of 16th Annual General Meeting of the Company have been duly passed by the requisite majority. The detailed result together with Reports of Scrutinizer on Electronic Voting and Poll at the 16th Annual General Meeting of the Company have been placed on the website of the Company and submitted to the Stock Exchanges and to the CDSL for publishing the same on their respective websites.

The Resolutions in respect of the Ordinary and Special Business as set out at Item No. 1 to 4 of the Notice of the Annual General Meeting, duly approved by the Members with requisite majority, are recorded hereunder as a part of the proceedings of 16th Annual General Meeting of the Company.

Item No. 1a:

Ordinary Resolution for Adoption of 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:

"RESOLVED THAT 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 be and are hereby received and adopted."

(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	of who	Number of Votes cast by them	% of the Total number of valid
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CHAIRMAN'S INITIALS


DHANI P. MULKI
VICE PRESIDENT - LEGAL
& COMPANY SECRETARY

HELD AT _____ ON _____ TIME _____

	Voted		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

Item No. 1b:

Ordinary Resolution for Adoption of Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2015 and the report of the Auditors thereon:

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2015 and the report of the Auditors thereon be and are hereby received and adopted.”

(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

Item No. 2:

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

“RESOLVED THAT Mr. Deepak Asher (DIN: 00035371), who retires by rotation and has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

(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

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CHAIRMAN'S INITIALS

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DHANRAJ MULKI
VICE PRESIDENT - LEGAL
& COMPANY SECRETARY

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Remote e-voting	117	75623781	97.02
Total	136	77928311	99.98

(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	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 shares
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.

Item No. 3:

Ordinary Resolution for re-appointment of 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.

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Patankar & Associates, Chartered Accountants (Firm Reg. No. 107628W), the retiring Auditors, be and are hereby reappointed as the 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 at a remuneration as may be fixed by the Board."

(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

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 CHAIRMAN'S INITIALS

FOR INOX LEISURE LIMITED


 DHANEAJ MULKI
 VICE PRESIDENT - LEGAL
 & COMPANY SECRETARY

HELD AT _____ ON _____ TIME _____

Item No. 4:

Ordinary Resolution for approval of appointment of Ms. Girija Balakrishnan (DIN: 06841071) as an Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Ms. Girija Balakrishnan (DIN: 06841071), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and pursuant to Article 141 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 2nd 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

Date: 10th October 2015

Deepan
 ✕ Signature of the Chairman of the Meeting

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For INOX LEISURE LIMITED

Dhanraj Mulki
DHANRAJ MULKI
VICE PRESIDENT - LEGAL
& COMPANY SECRETARY

CHAIRMAN'S INITIALS _____