



INOX LEISURE LIMITED

(CIN: L92199GJ1999PLC044045)

Registered Office: ABS Towers, Old Padra Road, Vadodara – 390 007.

Telephone: 0265 6198111 | Fax: 0265 2310312

Website: www.inoxmovies.com | Email ID: contact@inoxmovies.com

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that the Company seeks approval of Members on the following Special Business via Postal Ballot:

(1) To approve payment of Professional Fees to Mr. Deepak Asher, Non-executive Director of the Company.

An Explanatory Statement pursuant to Section 102 of the Act pertaining to Resolution No 1 setting out the material facts and related particulars and the Postal Ballot Form ("the Form") are being sent along with this Notice for your consideration.

The Company has appointed Samdani Shah & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed in all respects with the assent (for) or dissent (against), in the enclosed self-addressed envelope on which postage has been paid by the Company, so as to reach the Scrutinizer on or before the close of Working Hours i.e. 6:00 p. m. on Saturday, 10th January, 2015.

Members may note that as required under the provisions of Section 108, 110 and other applicable provisions, if any, of the Act and the rules as applicable in that regard and Clause 35B of the Listing Agreement, the Company has engaged the services of Karvy Computershare Private Limited to provide e-voting facility to the Members of the Company. Accordingly, the Company is also providing e-voting facility as an alternate, which would enable Members to cast votes electronically, instead of returning Postal Ballot Form. Please read and follow the instructions on e-voting enumerated in the Notes and Instructions to this Notice.

Only Members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of this Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the e-voting facility are given separately.

The Scrutinizer will submit his report to the Director of the Company after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on or before Saturday, 17th January, 2015, at 5.00 PM (Appointed time) by Mr. Pavan Jain, Director of the Company. The Results will be uploaded on the website of the Company (www.inoxmovies.com) and will be intimated to the Stock Exchanges on which the Company is listed. The Resolution, if approved, will be taken as passed effectively on the date of declaration of results by the Company.

RESOLUTION NO. 1

TO CONSIDER AND, IF THOUGHT FIT, TO GIVE ASSENT OR DISSENT TO THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION THROUGH POSTAL BALLOT:

TO APPROVE THE PAYMENT OF PROFESSIONAL FEES TO MR. DEEPAK ASHER, NON-EXECUTIVE DIRECTOR OF THE COMPANY.

"RESOLVED THAT pursuant to the provisions of Section 197 and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Act"), the Rules made thereunder and pursuant to the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges, consent of the Members of the Company be and is hereby given for payment of Professional Fees to Mr. Deepak Asher (DIN 00035371), Non-executive Director of the Company, of ₹ 2,50,000/- (Rupees Two Lacs Fifty Thousand only) per month for the financial years 2014-15, 2015-16 and 2016-17 for availing of his professional services for strategic business planning, formulation and implementation of various growth strategies for the Company as well as financial planning and management of the Company.

RESOLVED FURTHER THAT the above professional fees shall be exclusive of sitting fees payable to Mr. Deepak Asher, Non-Executive Director, for attending meetings of the Board or any Committees thereof.

RESOLVED FURTHER THAT Mr. Pavan Jain and Mr. Vivek Jain, Directors of the Company be and are hereby severally authorized to finalize the other terms and conditions of this engagement including renewal thereof and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

By order of the Board of Directors

Sd/-

Miket Shashikant Bahuva
Company Secretary &
General Manager – Legal

Place: Mumbai

Date: 3rd December, 2014

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM NO. 1

Sub-section (4) of Section 197 of the Companies Act, 2013 provides that the remuneration payable to the Directors of the Company shall be determined, in accordance with the subject to provisions of this Section, either by articles of the Company or, if article so require, by a special resolution passed by the Company in general meeting and the remuneration payable to a director shall be inclusive of the remuneration payable to him for services rendered by him in any other capacity. The Proviso to this sub-section provides that any remuneration for services rendered by any director shall not be so included in computing ceiling limit as provided in the said Section, if the services rendered are of a professional nature; and in the opinion of Compensation, Nomination and Remuneration Committee of the Company, a Director possesses requisite qualification for the practice of the profession.

Clause 49 II C of the Listing Agreement states that all fees/compensation to Non-Executive Directors, including Independent Director, shall be fixed by the Board of Directors and shall require previous approval of shareholders in general meeting.

Accordingly, in compliance of the Section 197 of the Act and Clause 49 of the Listing Agreement, the Compensation, Nomination and Remuneration Committee of the Company and the Board of Directors of the Company at its respective Meetings held on 03rd December, 2014 have passed resolutions, subject to the approval of the Members, to avail professional services of Mr. Deepak Asher, Non- Executive Director of the Company for strategic business planning, formulation and implementation of various growth strategies as well as financial planning and management considering his professional expertise and achievements during the tenure of his directorship with the Company and payment of professional fees to him.

Mr. Deepak Asher besides being Commerce and Law graduate, is an eminent Chartered Accountant and Cost and Works Accountant with more than 25 years' of rich experience in the field of strategic business planning, formulation and implementation of various growth strategies as well as financial planning and management. He has been Director of the Company since 2000 and has been instrumental in setting up various businesses for the Inox Group including, the Cinema Exhibition Business. He has been a President of Multiplex Association of India and a Member of the FICCI Entertainment Committee. In 2002, he won the Theatre World Newsmaker of the Year Award for his contribution to the multiplex sector. Presently, he is a Director and Group Head (Corporate Finance) of the Inox Group of Companies.

Considering the above facts, it is recommended to approve payment of professional fees to Mr. Deepak Asher as mentioned in the proposed Resolution.

The Board of Directors recommends passing of the resolution mentioned at Item No. 1 in the notice by way of Special Resolution.

None of the Directors and Key Managerial Personnel except Mr. Deepak Asher is deemed to be concerned or interested, financially or otherwise in the proposed Special Resolution.

By order of the Board of Directors

Sd/-

**Miket Shashikant Bahuva
Company Secretary &
General Manager – Legal**

Place: Mumbai

Date: 3rd December, 2014



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POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

TO BE RETURNED TO SCRUTINIZER

Sr. No.

1	Name and Registered Address of the Sole / First named Member	
2	Name(s) of joint holders (in block letters)	
3	Registered Folio No / DPID No / Client ID No (applicable to investors holding shares in Dematerialized Form)	
4	No of shares held	

I/We hereby exercise my/our votes in respect of the Special Resolution to be passed through postal ballot set out at Item No. 1 of Notice of Postal Ballot dated 3rd December, 2014, by sending my / our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below.

ITEM. NO.	DESCRIPTION	TYPE OF RESOLUTION	NO. OF SHARES	I / WE ASSENT TO THE RESOLUTION (FOR)	I / WE DISSENT TO THE RESOLUTION (AGAINST)
1	To approve the payment of Professional Fees to Mr. Deepak Asher, Non-Executive Director of the Company.	Special Resolution			

PLACE:

DATE:

SIGNATURE OF THE MEMBER

ELECTRONIC VOTING PARTICULARS

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD / PIN
1533		

NOTE:

- Please select EVEN as 1533 while casting your vote through electronic mode.
- Last Date for receipt of Postal Ballot Form by the Scrutinizer is Saturday, 10th January, 2015.
- Please read carefully instructions printed overleaf before exercising the vote.

Instructions:

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form in all respects and send it to the scrutinizer in the attached self-addressed Business Reply Envelope. Postage has been paid by the Company. However, envelopes containing postal ballot forms, if deposited in person or sent by courier/registered post at the expense of the Members, will also be accepted. Voting through any other form (other than E-voting) or photocopy of the postal ballot form will not be considered valid.
2. The pre-paid self-addressed envelope is enclosed herewith.
3. The Postal Ballot Form should be completed and signed by the Member as per specimen signature registered with the Company. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of Member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA.
4. Unsigned Postal Ballot Form will be rejected.
5. Duly completed Postal Ballot Form should reach the Scrutinizer at the address of the Scrutinizer not later than the close of working hours (06:00 p.m.) on Saturday, 10th January, 2015. Postal Ballot Form/s received after that date will be strictly treated as if reply from such Member has not been received.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority.
7. Voting rights shall be reckoned on the number of shares registered in the name of the Members as on 28th November, 2014.
8. A Member may request for a duplicate Ballot paper, if so required, to the Company's Registrar and Share Transfer Agents, Karvy Computershare Private Limited, Unit: Inox Leisure Limited, Plot No. 17-24, Vittal Rao Nagar, Madhopur, Hyderabad – 500 081.
9. A Member neither needs to use all his votes nor he needs to cast all his votes in the same way.
10. Members are requested not to send any other paper (other than the resolution/authority as mentioned under item Nos. 3 & 6 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
11. The exercise of vote by Postal Ballot is not permitted through proxy.
12. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
13. Votes will be considered invalid on the following grounds:
 - a. if the Member's signature does not tally.
 - b. if the Member has marked all his shares both in favour and also against the Special Resolution.
 - c. if the Postal Ballot paper is unsigned.
 - d. if the Postal Ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or on one or more of the above grounds.
14. The results of the Postal Ballot will be announced by the Director of the Company on receipt of report of Scrutinizers and will also be informed to the Stock Exchanges, hosted on the Company's website www.inoxmovies.com.
15. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to the Company Secretary of the Company.
16. The Scrutinizers decision on the validity of the Postal Ballot will be final.
17. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically instead of through physical postal ballot. Necessary arrangements have been made by the Company with Karvy Computershare Private Limited (Karvy) to facilitate e-voting.

E-voting Instructions:

The procedure and instructions for e-voting are as follows:

- i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii) Enter the login credentials (i.e., user-id & password) mentioned on the Enclosed Form/ Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • <u>Event no.</u> followed by Folio Number registered with the company
Password	Your Unique password is printed on the Note/ via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Members can cast their vote online from 11th December, 2014 (9.00 AM) to 10th January, 2015 (5.30 PM).
- iv) After entering these details appropriately, click on "LOGIN".
- v) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi) You need to login again with the new credentials.
- vii) On successful login, system will prompt to select the 'Event' i.e., **'Company Name'**.
- viii) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your existing login id and password are to be used.
- ix) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not want to cast, select 'ABSTAIN'.
- x) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xii) Corporate/Institutional Members (corporate /FIs/FIIs/Trust/Mutual Funds/Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to sevsamsha@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name _ Event no."
18. In case a Member has voted through e-voting facility, he need not send the physical Postal Ballot form. In case a Member votes through e-voting facility as well as sends his vote through physical vote, the votes casts through physical ballot only be considered and the voting through e-voting shall not be considered by the Scrutinizer.