

Date of AGM		10-Sep-14			
Total No of Shareholders on record date		33693			
No. of Shareholders present in the meeting either in person or through proxy* (* Based on shareholders registering attendance)					
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			
Resolution No.: 1 - Adoption of Financial Statements for the year ended 31st March, 2014 - Passed with requisite majority Resolution required: Ordinaray Resolution					
Details of Agenda					
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	Mode of Voting (E-voting)		% of Votes against on votes polled (7)=[(5)/(2)]*100
			% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	
Promoters and Promoter Group	46973928	46973928	100.00	46973928	0
Public - Institutional Holders	2228484	2228484	100.00	2228484	0
Public - Others	22653849	22653849	100.00	22653721	128
<b>Total (A)</b>	<b>71856261</b>	<b>71856261</b>	<b>100.00</b>	<b>71856133</b>	<b>128</b>
Mode of Voting (Poll)					
Promoters and Promoter Group	0	0	0.00	0	0
Public - Institutional Holders	157000	157000	100.00	157000	0
Public - Others	2141407	2141407	100.00	2141407	0
<b>Total (B)</b>	<b>2298407</b>	<b>2298407</b>	<b>100.00</b>	<b>2298407</b>	<b>0</b>
<b>Result (A+B)</b>	<b>74154668</b>	<b>74154668</b>	<b>100.00</b>	<b>74154540</b>	<b>128</b>
				<b>100.00</b>	<b>0.00</b>

For INOX LEISURE LIMITED

Miket Shashikant Bahuva  
Company Secretary &  
General Manager — Legal

**Resolution No. 2 - To appoint a Director in place of Mr. Pavan Jain (DIN: 00030098), who retires by rotation and being eligible, offers himself for re-appointment. - Passed with requisite majority**  
**Resolution required: Ordinary Resolution**

Promoter/Public	Mode of Voting (E-voting)						% of Votes against on votes polled (7)=[(5)/(2)]*100
	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	
Promoters and Promoter Group	46973928	46973928	100.00	46973928	0	100.00	0.00
Public - Institutional Holders	3348215	3348215	100.00	2530953	817262	75.59	24.41
Public - Others	22653849	22653849	100.00	22653521	328	100.00	0.00
<b>Total (A)</b>	<b>72975992</b>	<b>72975992</b>	<b>100.00</b>	<b>72158402</b>	<b>817590</b>	<b>98.88</b>	<b>1.12</b>
<b>Mode of Voting (Poll)</b>							
Promoters and Promoter Group	0	0	0.00	0	0	0.00	0.00
Public - Institutional Holders	157000	157000	100.00	157000	0	100.00	0.00
Public - Others	2141407	2141407	100.00	2141407	0	100.00	0.00
<b>Total (B)</b>	<b>2298407</b>	<b>2298407</b>	<b>100.00</b>	<b>2298407</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>75274399</b>	<b>75274399</b>	<b>100.00</b>	<b>74456809</b>	<b>817590</b>	<b>98.91</b>	<b>1.09</b>

**Resolution No. 3 - To appoint a Director in place of Mr. Vivek Jain (DIN: 00029968), who retires by rotation and being eligible, offers himself for re-appointment. - Passed with requisite majority**  
**Resolution required: Ordinary Resolution**

Promoter/Public	Mode of Voting (E-voting)						% of Votes against on votes polled (7)=[(5)/(2)]*100
	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	
Promoters and Promoter Group	46973928	46973928	100.00	46973928	0	100.00	0.00
Public - Institutional Holders	3348215	3348215	100.00	2530953	817262	75.59	24.41
Public - Others	22653849	22653849	100.00	22653621	228	100.00	0.00
<b>Total (A)</b>	<b>72975992</b>	<b>72975992</b>	<b>100.00</b>	<b>72158502</b>	<b>817490</b>	<b>98.88</b>	<b>1.12</b>
<b>Mode of Voting (Poll)</b>							
Promoters and Promoter Group	0	0	0.00	0	0	0.00	0.00
Public - Institutional Holders	157000	157000	100.00	157000	0	100.00	0.00
Public - Others	2141407	2141407	100.00	2141407	0	100.00	0.00
<b>Total (B)</b>	<b>2298407</b>	<b>2298407</b>	<b>100.00</b>	<b>2298407</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>75274399</b>	<b>75274399</b>	<b>100.00</b>	<b>74456909</b>	<b>817490</b>	<b>98.91</b>	<b>1.09</b>



For INOX **LEISURE LIMITED**

Miket Shashikant Bahuva  
 Company Secretary &  
 General Manager — Legal



Resolution No.: 4 - To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. - Passed with requisite majority

Resolution required: Ordinary Resolution

Promoter/Public	Mode of Voting (E-voting)						
	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoters and Promoter Group	46973928	46973928	100.00	46973928	0	100.00	0.00
Public - Institutional Holders	2228484	2228484	100.00	2228484	0	100.00	0.00
Public - Others	22653849	22653849	100.00	22653721	128	100.00	0.00
<b>Total (A)</b>	<b>71856261</b>	<b>71856261</b>	<b>100.00</b>	<b>71856133</b>	<b>128</b>	<b>100.00</b>	<b>0.00</b>
Mode of Voting (Poll)							
Promoters and Promoter Group	0	0	0.00	0	0	0.00	0.00
Public - Institutional Holders	157000	157000	100.00	157000	0	100.00	0.00
Public - Others	2141407	2141407	100.00	2141407	0	100.00	0.00
<b>Total (B)</b>	<b>2298407</b>	<b>2298407</b>	<b>100.00</b>	<b>2298407</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>74154668</b>	<b>74154668</b>	<b>100.00</b>	<b>74154540</b>	<b>128</b>	<b>100.00</b>	<b>0.00</b>

Resolution No.: 5 - To appoint Mr. Haigreave Khaitan (DIN: 00005290) as an Independent Director of the Company. - Passed with requisite majority

Resolution required: Ordinary Resolution

Promoter/Public	Mode of Voting (E-voting)						
	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoters and Promoter Group	46973928	46973928	100.00	46973928	0	100.00	0.00
Public - Institutional Holders	2228484	2228484	100.00	1411222	817262	63.33	36.67
Public - Others	22653849	22653849	100.00	22653471	378	100.00	0.00
<b>Total (A)</b>	<b>71856261</b>	<b>71856261</b>	<b>100.00</b>	<b>71038621</b>	<b>817640</b>	<b>98.86</b>	<b>1.14</b>
Mode of Voting (Poll)							
Promoters and Promoter Group	0	0	0.00	0	0	0.00	0.00
Public - Institutional Holders	157000	157000	100.00	0	157000	0.00	100.00
Public - Others	2141407	2141407	100.00	2141407	0	100.00	0.00
<b>Total (B)</b>	<b>2298407</b>	<b>2298407</b>	<b>100.00</b>	<b>2141407</b>	<b>157000</b>	<b>93.17</b>	<b>6.83</b>
<b>Result (A+B)</b>	<b>74154668</b>	<b>74154668</b>	<b>100.00</b>	<b>73180028</b>	<b>974640</b>	<b>98.69</b>	<b>1.31</b>

For INOX LEISURE LIMITED

M. Shashikant Bahuva

Miket Shashikant Bahuva  
Company Secretary &  
General Manager — Legal



**Resolution No.: 6 - To appoint Mr. Amit Jatia (DIN: 00016871) as an Independent Director of the Company. - Passed with requisite majority**  
Resolution required: Ordinary Resolution

Promoter/Public	Mode of Voting (E-voting)							% of Votes against on votes polled
	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoters and Promoter Group	46973928	46973928	100.00	46973928	0	100.00	0.00	
Public - Institutional Holders	3348215	3348215	100.00	2530953	817262	75.59	24.41	
Public - Others	22653849	22653849	100.00	22653471	378	100.00	0.00	
<b>Total (A)</b>	<b>72975992</b>	<b>72975992</b>	<b>100.00</b>	<b>72158352</b>	<b>817640</b>	<b>98.88</b>	<b>1.12</b>	
<b>Mode of Voting (Poll)</b>								
Promoters and Promoter Group	0	0	0.00	0	0	0.00	0.00	
Public - Institutional Holders	157000	157000	100.00	157000	0	100.00	0.00	
Public - Others	2141407	2141407	100.00	2141407	0	100.00	0.00	
<b>Total (B)</b>	<b>2298407</b>	<b>2298407</b>	<b>100.00</b>	<b>2298407</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	
<b>Result (A+B)</b>	<b>75274399</b>	<b>75274399</b>	<b>100%</b>	<b>74456759</b>	<b>817640</b>	<b>98.91</b>	<b>1.09</b>	

**Resolution No.: 7 - To appoint Mr. Kishore Biyani (DIN: 00005740) as an Independent Director of the Company. - Passed with requisite majority**  
Resolution required: Ordinary Resolution

Promoter/Public	Mode of Voting (E-voting)							% of Votes against on votes polled
	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoters and Promoter Group	46973928	46973928	100.00	46973928	0	100.00	0.00	
Public - Institutional Holders	3348215	3348215	100.00	3348215	0	100.00	0.00	
Public - Others	22653849	22653849	100.00	22653471	378	100.00	0.00	
<b>Total (A)</b>	<b>72975992</b>	<b>72975992</b>	<b>100.00</b>	<b>72975614</b>	<b>378</b>	<b>100.00</b>	<b>0.00</b>	
<b>Mode of Voting (Poll)</b>								
Promoters and Promoter Group	0	0	0.00	0	0	0.00	0.00	
Public - Institutional Holders	157000	157000	100.00	157000	0	100.00	0.00	
Public - Others	2141407	2141407	100.00	2141407	0	100.00	0.00	
<b>Total (B)</b>	<b>2298407</b>	<b>2298407</b>	<b>100.00</b>	<b>2298407</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	
<b>Result (A+B)</b>	<b>75274399</b>	<b>75274399</b>	<b>100.00</b>	<b>75274021</b>	<b>378</b>	<b>100.00</b>	<b>0.00</b>	

For INOX LEISURE LIMITED

Miket Shashikant Bahuva  
Company Secretary &  
General Manager — Legal



**Resolution No.: 8 - To approve borrowing of money in excess of Paid-Up Capital and Free Reserves of the Company as permitted under Section 180 (1) (c) of the Companies Act, 2013. - Passed with requisite majority**

Resolution required: Special Resolution

Promoter/Public	Mode of Voting (E-voting)						
	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoters and Promoter Group	46973928	46973928	100.00	46973928	0	100.00	0.00
Public - Institutional Holders	3348215	3348215	100.00	3348215	0	100.00	0.00
Public - Others	23276390	23276390	100.00	23276124	266	100.00	0.00
<b>Total (A)</b>	<b>73598533</b>	<b>73598533</b>	<b>100.00</b>	<b>73598267</b>	<b>266</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting (Poll)</b>							
Promoters and Promoter Group	0	0	0.00	0	0	0.00	0.00
Public - Institutional Holders	157000	157000	100.00	157000	0	100.00	0.00
Public - Others	2141407	2141407	100.00	2141407	0	100.00	0.00
<b>Total (B)</b>	<b>2298407</b>	<b>2298407</b>	<b>100.00</b>	<b>2298407</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>75896940</b>	<b>75896940</b>	<b>100.00</b>	<b>75896674</b>	<b>266</b>	<b>100.00</b>	<b>0.00</b>

**Resolution No.: 9 - To give consent to the Company with an authority to the Board of Directors to create charge or mortgage in favour of lending institutions or sell, lease or dispose of undertaking of the Company as permitted under Section 180 (1) (a) of the Companies Act, 2013. - Passed with requisite majority**

Resolution required: Special Resolution - Postal Ballot

Promoter/Public	Mode of Voting (E-voting)						
	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoters and Promoter Group	46973928	46973928	100.00	46973928	0	100.00	0.00
Public - Institutional Holders	2748215	2748215	100.00	2748215	0	100.00	0.00
Public - Others	23299183	23299183	100.00	23296389	2794	99.99	0.01
<b>Total (A)</b>	<b>73021326</b>	<b>73021326</b>	<b>100.00</b>	<b>73018532</b>	<b>2794</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting (Postal Ballot)</b>							
Promoters and Promoter Group	0	0	0.00	0	0	0.00	0.00
Public - Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public - Others	296087	296087	100.00	295809	278	99.91	0.09
<b>Total (B)</b>	<b>296087</b>	<b>296087</b>	<b>100.00</b>	<b>295809</b>	<b>278</b>	<b>99.91</b>	<b>0.09</b>
<b>Result (A+B)</b>	<b>73317413</b>	<b>73317413</b>	<b>100.00</b>	<b>73314341</b>	<b>3072</b>	<b>100.00</b>	<b>0.00</b>

For INOX LEISURE LIMITED

Miket Shashikant Bahuva  
Company Secretary &  
General Manager — Legal





**Resolution No.: 10 - To confirm appointment of M/s. Y. S. Thakar, as Cost Auditor of the Company for the Financial Year 2014-15 and to fix their remuneration. - Passed with requisite majority**  
**Resolution required: Ordinary Resolution**

Promoter/Public	Mode of Voting (E-voting)						
	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoters and Promoter Group	46973928	46973928	100.00	46973928	0	100.00	0.00
Public - Institutional Holders	3348215	3348215	100.00	3348215	0	100.00	0.00
Public - Others	22653849	22653849	100.00	22653621	228	100.00	0.00
<b>Total (A)</b>	<b>72975992</b>	<b>72975992</b>	<b>100.00</b>	<b>72975764</b>	<b>228</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting (Poll)</b>							
Promoters and Promoter Group	0	0	0.00	0	0	0.00	0.00
Public - Institutional Holders	157000	157000	100.00	157000	0	100.00	0.00
Public - Others	2141407	2141407	100.00	2141407	0	100.00	0.00
<b>Total (B)</b>	<b>2298407</b>	<b>2298407</b>	<b>100.00</b>	<b>2298407</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>75274399</b>	<b>75274399</b>	<b>100.00</b>	<b>75274171</b>	<b>228</b>	<b>100.00</b>	<b>0.00</b>

**Resolution No.: 11 - To approve existing transaction with Related Party and also to renew the same from time to time at any time in future, under Section 188 of the Companies Act, 2013. - Passed with requisite majority**

**Resolution required: Special Resolution**

Promoter/Public	Mode of Voting (E-voting)						
	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoters and Promoter Group	46973928	46973928	100.00	46973928	0	100.00	0.00
Public - Institutional Holders	2228484	2228484	100.00	1411222	817262	63.33	36.67
Public - Others	22653849	22653849	100.00	22653613	236	100.00	0.00
<b>Total (A)</b>	<b>71856261</b>	<b>71856261</b>	<b>100.00</b>	<b>71038763</b>	<b>817498</b>	<b>98.86</b>	<b>1.14</b>
<b>Mode of Voting (Poll)</b>							
Promoters and Promoter Group	0	0	0.00	0	0	0.00	0.00
Public - Institutional Holders	157000	157000	100.00	157000	0	100.00	0.00
Public - Others	2141407	2141407	100.00	2141407	0	100.00	0.00
<b>Total (A+B)</b>	<b>74154668</b>	<b>74154668</b>	<b>100.00</b>	<b>73337170</b>	<b>817498</b>	<b>98.90</b>	<b>1.10</b>

For INOX LIMITED

Miket Shashikant Bahuva  
 Company Secretary &  
 General Manager — Legal

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**Resolution No.: 12** - To enter into the fresh transactions and to renew the transactions from time to time in future, with the Related Parties, under Section 188 of the Companies Act, 2013. - Passed with requisite majority

Resolution required: Special Resolution

Promoter/Public	Mode of Voting (E-voting)						
	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoters and Promoter Group	0	0	0.00	0	0	0.00	0.00
Public - Institutional Holders	3348215	3348215	100.00	2530953	817262	75.59	24.41
Public - Others	220140	220140	100.00	219904	236	99.89	0.11
<b>Total (A)</b>	<b>3568355</b>	<b>3568355</b>	<b>100.00</b>	<b>2750857</b>	<b>817498</b>	<b>77.09</b>	<b>22.91</b>
<b>Mode of Voting (Poll)</b>							
Promoters and Promoter Group	0	0	0.00	0	0	0.00	0.00
Public - Institutional Holders	157000	157000	100.00	157000	0	100.00	0.00
Public - Others	1816876	1816876	100.00	1816876	0	100.00	0.00
<b>Total (B)</b>	<b>1973876</b>	<b>1973876</b>	<b>100.00</b>	<b>1973876</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>5542231</b>	<b>5542231</b>	<b>100.00</b>	<b>4724733</b>	<b>817498</b>	<b>85.25</b>	<b>22.91</b>

**Resolution No.: 13** - Private Placement of Non-convertible Debentures and/or other Debt Securities. - Passed with requisite majority

Resolution required: Special Resolution

Promoter/Public	Mode of Voting (E-voting)						
	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoters and Promoter Group	46973928	46973928	100.00	46973928	0	100.00	0.00
Public - Institutional Holders	3348215	3348215	100.00	3348215	0	100.00	0.00
Public - Others	22653849	22653849	100.00	22653583	266	100.00	0.00
<b>Total (A)</b>	<b>72975992</b>	<b>72975992</b>	<b>100.00</b>	<b>72975726</b>	<b>266</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting (Poll)</b>							
Promoters and Promoter Group	0	0	0.00	0	0	0.00	0.00
Public - Institutional Holders	157000	157000	100.00	157000	0	100.00	0.00
Public - Others	2141407	2141407	100.00	2141407	0	100.00	0.00
<b>Total (B)</b>	<b>2298407</b>	<b>2298407</b>	<b>100.00</b>	<b>2298407</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>75274399</b>	<b>75274399</b>	<b>100.00</b>	<b>75274133</b>	<b>266</b>	<b>100.00</b>	<b>0.00</b>

For INOX LEISURE LIMITED

Miket Shashikant Bahuva  
Company Secretary &  
General Manager — Legal



## Scrutinizers' Report

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

The Chairman  
15<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
Inox Leisure Limited,  
to be held on 10<sup>th</sup> day of September, 2014 at 11.00 am,  
At Maple Hall, Hotel Express Residency,  
18/19 Alkapuri Society,  
Vadodara- 390007

Dear Sir,

I, S. Samdani, Partner of M/s. Samdani Shah & Associates, Company Secretaries, having office at 103 Tanishq Complex, Opp. SBI Urmi Branch, Productivity Road, Vadodara-390020, have been appointed as Scrutinizer of Inox Leisure Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), at the 15<sup>th</sup> Annual General Meeting of the Equity Shareholders of Inox Leisure Limited, to be held on 10<sup>th</sup> Day of September, 2014 at 11:00 am at Maple Hall, Hotel Express Residency, 18/19 Alkapuri Society, Vadodara- 390007. I submit the report as under:

1. The e-voting period remained open from 3<sup>rd</sup> September, 2014, 9.00 a.m. to 5<sup>th</sup> September, 2014, 6.00 p.m.
2. The shareholders holding shares as on the "cut off" date i.e. 25<sup>th</sup> July, 2014 were entitled to vote on the proposed resolutions (Item No. 1 to 13 except item no. 9 as set out in the Notice of the 15<sup>th</sup> AGM of the Inox Leisure Limited).
3. The votes were unblocked on 5<sup>th</sup> September, 2014 around 6:30 p.m. in the presence of two witnesses Ms. Ankita Parmar and Mr. Keval Thakkar who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Ms. Ankita Parmar



Name: Mr. Keval Thakkar

4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e voting website of Central Depository Systems Limited (<http://evotingindia.co.in>): - Annexure - A





5. The results of the e-voting for Resolutions passed are as under:

**1. Adoption of Financial Statement for the year ended on 31<sup>st</sup> March, 2014.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
62	7,18,56,133	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
2	128	0.00%

(iii) Invalid Votes(IV)/ Not Voted(NV):

Total number of members whose votes were IV/NV	Total number of votes
6(NV)	17,42,272

**2. Re-appointment of Mr. Pavan Jain, as director, who retires by rotation.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
63	7,21,58,402	98.88%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
6	8,17,590	1.12%

(iii) Invalid Votes(IV)/ Not Voted(NV):

Total number of members whose votes were IV/NV	Total number of votes
1(NV)	6,22,541





### 3. Re-appointment of Mr. Vivak Jain, as a director, who retires by rotation.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
63	7,21,58,502	98.88%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
6	8,17,490	1.12%

(iii) Invalid Votes (IV)/ Not Voted(NV):

Total number of members whose votes were IV/NV	Total number of votes
1(NV)	6,22,541

### 4. Appointment of Independent Auditors and fixing their remuneration.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
62	7,18,56,133	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
2	128	0.00%

(iii) Invalid Votes (IV)/ Not Voted(NV):

Total number of members whose votes were IV/NV	Total number of votes
6(NV)	17,42,272



**5. Appointment of Mr. Haigreve Khaitan as an Independent Director for a term of 5 years.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
57	7,10,38,621	98.86%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
7	8,17,640	1.14%

(iii) Invalid Votes (IV)/ Not Voted (NV):

Total number of members whose votes were IV/NV	Total number of votes
6(NV)	17,42,272

**6. Appointment of Mr. Amit Jatia as an Independent Director for a term of 5 years.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
62	7,21,58,352	98.88%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
7	8,17,640	1.12%

(iii) Invalid Votes(IV)/ Not Voted(NV):

Total number of members whose votes were IV/NV	Total number of votes
1(NV)	6,22,541





**7. Appointment of Mr. Kishore Biyani as an Independent Director for a term of 5 years.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
64	7,29,75,614	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
5	378	0.00%

(iii) Invalid Votes (IV)/ Not Voted (NV):

Total number of members whose votes were IV/NV	Total number of votes
1(NV)	6,22,541

**8. To reconfirm authority to Board of Directors for borrowings up to Rs 1000 Crore.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
64	7,35,98,267	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
6	266	0.00%

(iii) Invalid Votes(IV)/ Not Voted(NV):

Total number of members whose votes were IV/NV	Total number of votes
--	--



9. Postal Ballot Resolution;

10. To approve remuneration to be paid to M/s Y. S. Thakar, Cost Auditor of the Company

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
65	7,29,75,764	100%

(ii) Vote d against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
4	228	0.00%

(iii) Invalid Votes(IV)/ Not Voted(NV):

Total number of members whose votes were IV/NV	Total number of votes
1(NV)	6,22,541

11. To authorize the Board of Directors to continue with existing and also to renew transaction with the Related Party.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
57	7,10,38,763	98.86%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
7	8,17,498	1.14%

(iii) Invalid Votes(IV)/ Not Voted(NV):

Total number of members whose votes were IV/NV	Total number of votes
6(NV)	17,42,272





**12. To authorize the Board of Directors to enter into fresh transaction and renewal of existing related party transactions.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
50	27,50,857	77.09%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
7	8,17,498	22.91%

(iii) Invalid Votes(IV)/ Not Voted(NV):

Total number of members whose votes were IV/NV	Total number of votes
13(NV)	7,00,30,178

**13. To authorize the Board of Directors to make an offer(s) or invitation(s) for subscription of Non-Convertible Debentures including but not limited to Subordinated Debentures, bonds, and/or other debt securities, etc on Private Placement basis.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
63	7,29,75,726	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
6	266	0.00%

(iii) Invalid Votes(IV)/ Not Voted(NV):

Total number of members whose votes were IV/NV	Total number of votes
1(NV)	6,22,541



6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

  
S. Samdani  
Partner  
Samdani Shah & Asso.  
Company Secretaries  
COP # 2863  
Membership # 3677

Place : Vadodara  
Dated : 08.09.2014



9/8/14

CDSL eVoting System



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Manage Users

You will be redirected to a new page after 1800 seconds of inactivity. Welcome admin [Logout](#)

Allocate Functional Users

**Ballot Details**

EVSN

Voting Result as of today.

EVSN Inquiry

Entry

**EVSN**

Upload

**ISIN**

Check File Status

**Nominal Value**

Ballot Details

**Voting Rights**

Finalise Voting

**Total Folios Voted**

140728001 for INOX LEISURE LIMITED

INE312H01016:INOX LEISURE LIMITED

10

1

70

	Res No.			Total
Report	1	71856133 (74.49%)	128 (0.00%)	71856261
Vote Verification	2	72158402 (74.81%)	817590 (0.85%)	72975992
Change Password	3	72158502 (74.81%)	817490 (0.85%)	72975992
	4	71856133 (74.49%)	128 (0.00%)	71856261
	5	71038621 (73.65%)	817640 (0.85%)	71856261
	6	72158352 (74.81%)	817640 (0.85%)	72975992
	7	72975614 (75.66%)	378 (0.00%)	72975992
	8	73598267 (76.30%)	266 (0.00%)	73598533
	10	72975764 (75.66%)	228 (0.00%)	72975992
	11	71038763 (73.65%)	817498 (0.85%)	71856261
	12	2750857 (2.85%)	817498 (0.85%)	3568355
	13	72975726 (75.66%)	266 (0.00%)	72975992

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**Form No. MGT- 13**

**Scrutinizers' Report**

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

The Chairman  
15<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
Inox Leisure Limited,  
held on 10<sup>th</sup> day of September, 2014 at 11.00 am,  
At Maple Hall, Hotel Express Residency, 18/19  
Alkapuri Society, Vadodara- 390007

Dear Sir,

I, Ankita Parmar, Partner of M/s Samdani Shah & Associates, Company Secretaries, having office at 103 Tanishq Complex, Opp. SBI Urmi Branch, Productivity Road, Vadodara - 390020, appointed as a Scrutinizer of Inox Leisure Limited, ("the Company") for the purpose of poll taken on the below mentioned resolution(s), at the 15<sup>th</sup> Annual General Meeting of the Equity Shareholders of Inox Leisure Limited, held on 10<sup>th</sup> day of September, 2014 at 11.00 a.m. at Maple Hall, Hotel Express Residency, 18/19 Alkapuri Society, Vadodara- 390007. I submit the report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:

**1. Adoption of Financial Statements for the year ended on 31<sup>st</sup> March, 2014.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by	Number of votes cast by them	% of total number of valid votes cast
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proxy)		
42	2298407	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	15

**2. Re-appointment of Mr. Pavan Jain, who retires by rotation.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	2298407	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	15



**3. Re-appointment of Mr. Vivak Jain, who retires by rotation.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	2298407	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	15

**4. Appointment of Independent Auditors and fixing their remuneration.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	2298407	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--





(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	15

5. Appointment of Mr. Halgreve Khaitan as an Independent Director for a term of 5 years.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	2141407	93.17%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	157000	6.83%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	15

6. Appointment of Mr. Amlt Jatla as an Independent Director for a term of 5 years.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	2298407	100%



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	15

**7. Appointment of Mr. Kishore Biyani as an Independent Director for a term of 5 years.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	2298407	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	15



**8. To authorize Board of Directors for borrowings upto Rs 1000 Crore.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	2298407	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	15

**9. Postal Ballot resolution**

**10. To approve remuneration to be paid to M/s Y. S. Thakar, Cost Auditor of the Company.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	2298407	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--





(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	15

11. To authorize the Board of Directors to continue with existing and to renew transaction with the Related Party.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	2298407	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	15

12. To authorize the Board of Directors to enter into fresh transaction and renewal of existing related party transactions.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	1973876	100%



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid/Not Voted:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	324546

**13. To authorize the Board of Directors to make an offer(s) or invitation(s) for subscription of Non-Convertible Debentures including but not limited to Subordinated Debentures, bonds, and/or other debt securities, etc on Private Placement basis.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	2298407	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	15



5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,



Ankita Parmar

Partner

Samdani Shah & Asso.

Company Secretaries

COP # 10740

Membership # A26777



Place: Vadodara

Dated: 11.09.2014



**The Board of Directors  
INOX LEISURE LIMITED  
ABS Towers, Old Padra Road,  
Vadodara – 390007  
Gujarat**

Dear Sirs,

**Sub: Scrutinizer Report**

1. The Board of Directors of the Company, by passing a Board Resolution on 28<sup>th</sup> July, 2014, has appointed us as the Scrutinizer to receive, process and scrutinize the Postal Ballot voting process conducted through postal ballot papers as well as e-voting facilities in terms of Section 110 of the Companies Act, 2013 read with Rules 22 of The Companies (Management and Administration) Rules, 2014 and pursuant to SEBI guidelines, in respect of the Special Resolution, item no. 9 as circulated in Notice to the Annual Report for FY 2013-14 for the following purpose;

(a) Creation of charges/mortgages/hypothecations on the assets of the Company in accordance with provisions of Section 180(1)(a) of the Companies Act, 2013.

2. I submit my report as under:

2.1 The Company has completed the dispatch of Notice along with the Postal Ballot Forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members as on 25<sup>th</sup> July, 2014.

2.2 Particulars of all the postal ballot forms received from members and the votes casted by electronic mode have been entered in a register separately maintained for the purpose in electronic mode.

2.3 The sealed Postal Ballot Forms received from the shareholders were kept under the safe custody of the Company and were sent to us for scrutiny from time to time.

2.4 The results of the evoting were downloaded on 9<sup>th</sup> September, 2014, from the website of the CDSL ([www.evotingindia.com](http://www.evotingindia.com)) after the end of the prescribed period of evoting i.e. 8<sup>th</sup> September, 2014 (6.00 p.m.).

2.5 Envelopes containing Postal Ballot Forms received after 8<sup>th</sup> September, 2014 (6.00 p.m.) were not considered for my scrutiny.

2.6 The Postal Ballot envelopes were opened from time to time and the last lot was opened on 9<sup>th</sup> September, 2014 after 11.00 a.m. in my presence and scrutinized by me and the shareholding was matched/confirmed with the Register of Members of the Company as on 25<sup>th</sup> July, 2014.



2.7 Envelopes containing Postal Ballot Forms which were returned undelivered were also not opened.

2.8 I have not found any defaced/mutilated Postal Ballot Form.

3. A summary of the results of the Postal Ballot forms is as below:

**Resolution No. 9 of Notice of Annual Return for FY 2013-14**

**3.1 Details of Postal Ballot Forms received:**

Particulars	No. of physical Postal ballot Forms received	No. of Equity Shares of the Nominal Value of Rs. 10/- each (Votes)
Total Number of Postal Ballot Forms received	19	20227667
<u>Less</u> : Total Number of Invalid Postal Ballot Forms	02	19931580
<b>Total No. of Valid Ballots</b>	<b>17</b>	<b>296087</b>

**3.2 Details of Voting by Electronic Mode, as received from the CDSL is as follows:**

Particulars	No. of Members who cast Electronically	No. of Equity Shares of the Nominal Value of Rs. 10/- each (Votes)
Total Votes received by electronic mode	103	73021326
<u>Less</u> : Total Number of Invalid Votes	0	0
<b>Total No. of Valid Votes</b>	<b>103</b>	<b>73021326</b>

**3.3 Details of Voting:**

Particulars	Aggregate of Physical Ballot Forms & Electronic voting	No. of Equity shares of Rs. 10/- each. (Votes)	% of Valid Votes received
Total Valid Postal Ballots/Votes received	120	73317413	100%
<u>Assented to Resolution</u>	102	73314341	100%
<u>Dissented to Resolution</u>	18	3072	0.00%



4. I have handed over the postal ballot forms and other related papers/ registers and records for safe custody to Mr. Miket Shashikant Bahuva, Company Secretary & General Manager – Legal who was authorized by the Board to supervise the postal ballot process.
5. I report that the aforesaid resolution is carried with requisite majority.
6. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Yours truly,



**Ankita Parmar**  
**Partner**  
**Samdani Shah & Asso.**  
**Company Secretaries**  
**Vadodara**  
**Membership # A26777**  
**COP # 10740**



**Date: 11.09.2014**

**Place: Vadodara**