

13 January 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

Dear Sir / Madam,

Sub: Declaration of Result of Postal Ballot conducted by the Company.

A notice of Postal Ballot dated 3rd December 2014 was sent to the Members of the Company for seeking their approval by means of Postal Ballot process for payment of Professional Fees to Mr. Deepak Asher, Non-executive Director of the Company.

The Board of Directors had appointed M/s. Samdani Shah & Associates, Vadodara, Practicing Company Secretaries, as scrutinizer for conducting the Postal Ballot process. The Scrutinizer has submitted the report dated 13th January, 2015 to the Company which is enclosed herewith.

The Summary of the Scrutinizer's Report is as given below:

	Particulars	Aggregate of Physical Ballot Forms & Electronic Voting	No. of Equity Shares (of Rs. 10 each)	% of Valid Votes received
a.	Total Valid Postal Ballot / Votes received	126	58905897	100.00
b.	<u>Assented to the Resolution</u>	97	58712840	99.67
c.	<u>Dissented to the Resolution</u>	29	193053	00.33
d.	Not Voted for shares	-	04	0.00

On the basis of above results, it is announced that the Resolution as set out in the notice dated 3rd December, 2014 has been duly passed by the Members as Resolution with requisite majority.

The breakup of the voting pattern as required under Clause 35A of the Listing Agreement is annexed in Annexure A.

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

Thanking you.
Yours faithfully,

For Inox Leisure Limited


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

Encl.: as above



Annexure A
Voting Results pursuant to Clause 35A

Total number of shareholders on record date: 31862

No. of valid Shareholders Voting
Promoters & Promoter Group: 2
Public 124

No. of Shareholders who attended the Meeting through Video Conferencing:

Promoters & Promoter Group: Not Applicable
Public Not Applicable

Details of Agenda	
Resolution No.: 1 - To approve payment of Professional Fees to Mr. Deepak Asher, Non-executive Director of the Company.	
- Passed with requisite majority	
Resolution required: Special Resolution	
Mode of Voting (E-voting and Postal Ballot)	

Category	Shares Held (1)	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
Promoter and Promoter Group	46973928	46973928	100	46973928	0	100	0
Public â€” Institutional Holders	16893370	9619094	56.9401	9431076	188018	98.0453	1.9546
Total	96457754	58905893	61.07	58712840	193053	99.67	0.33

For INOX PAPER LIMITED

Miket Shashikan Bahuva
Company Secretary &
General Manager — Legal

**The Board of Directors
INOX LEISURE LIMITED
ABS Towers, Old Padra Road,
Vadodara – 390 007
Gujarat.**

Dear Sirs,

Sub: Scrutinizers' Report

1. The Board of Directors of the Company, by passing a Board Resolution on 03rd December, 2014, has appointed us as the Scrutinizers 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 Rule 22 of The Companies (Management and Administration) Rules, 2014 and pursuant to SEBI guidelines, in respect of the Special Resolution as circulated in Notice dated 03rd December, 2014 for the following purpose;

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

2. We submit our report as under:

- 2.1 The Company has completed the dispatch of Notice along with the Postal Ballot Forms and business reply pre paid envelopes to its Members whose name(s) appeared on the Register of Members as on 28th November, 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 10th January, 2015, at 6.10 p.m. from the website of the Karvy (www.evoting.karvy.com) after the end of the prescribed period of evoting i.e. 10th January, 2015 (5.30 p.m.).
- 2.5 Envelopes containing Postal Ballot Forms received after 10th January, 2015 (6.00 p.m.) were not considered for our scrutiny.
- 2.6 The Postal Ballot envelopes were opened from time to time and the last lot was opened on 10th January, 2015 in our presence and scrutinized by us and the shareholding was matched/confirmed with the Register of Members of the Company as on 28th November, 2014.

**CERTIFIED TRUE COPY
For INOX LEISURE LIMITED**

M. Shashikant Bahuva

**MIKET SHASHIKANT BAHUVA
COMPANY SECRETARY &
GENERAL MANAGER - LEGAL**



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

2.8 We have found some defected/mutilated Postal Ballot Form.

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

Resolution to Notice issued on 03rd December, 2014

3.1 Details of Postal Ballot Forms received:

Particulars	No. of physical Postal ballot Forms received	No. of Equity Shares. (Votes)
Total Number of Postal Ballot Forms received	41	6658
<u>Less : Total Number of Invalid Postal Ballot Forms</u>	08	329
Total No. of Valid Postal Ballots	33	6329

Particulars	Valid Postal Ballot	No. of Equity Shares. (Votes)	% of Valid Votes received
Total Valid Postal Ballots received	33	6329	100.00
<u>Assented to Resolution</u>	28	5919	93.52
<u>Dissented to Resolution</u>	05	410	06.48

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

Particulars	No. of Members who cast Electronically	No. of Equity Shares. (Votes)
Total Votes received by electronic mode	94	58899578
<u>Less : Total Number of Invalid Votes</u>	01	10
Total No. of Valid Votes	93	58899568

Particulars	Valid Electronic Voting	No. of Equity shares. (Votes)	% of Valid Votes received
Total Valid E-Voting	93	58899568	100.00
<u>Assented to Resolution</u>	69	58706921	99.67
<u>Dissented to Resolution</u>	24	192643	00.33
<u>Not Voted For Shares</u>	-	04	00.00

CERTIFIED TRUE COPY
For INOX LEISURE LIMITED

MIKET SHASHIKANT BAHUVA
COMPANY SECRETARY &
GENERAL MANAGER - LEGAL



3.3 Details of Voting:

Particulars	Aggregate of Physical Ballot Forms & Electronic Voting	No. of Equity Shares. (Votes)	% of Valid Votes received
Total Valid Postal Ballots/Votes received	126	58905897	100.00
<u>Assented to Resolution</u>	97	58712840	99.67
<u>Dissented to Resolution</u>	29	193053	00.33
<u>Not Voted for shares</u>	-	04	00.00

4. We 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. We 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

Ankita Parmar

Partner

Samdani Shah & Asso.

Company Secretaries

Vadodara

COP# 10740

Membership # A26777



Date: 13.01.2015

Place: Vadodara

CERTIFIED TRUE COPY
For INOX LEISURE LIMITED

Miket

MIKET SHASHIKANT BAHUVA
COMPANY SECRETARY &
GENERAL MANAGER - LEGAL