

15th May, 2019

To,
The Secretary
BSE Limited
P J Towers,
Dalal Street,
Mumbai – 400 001

The Manager
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No C/1,
G Block, Bandra – Kurla Complex,
Bandra (East), Mumbai – 400 051

Stock Code: 532706

Stock Code: INOXLEISUR

Dear Sir / Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2019.
Ref: SEBI Circular no. CIR/CFD/CMD1/27/2019, dated 8th February, 2019,

Pursuant to SEBI Circular no. CIR/CFD/CMD1/27/2019, dated 8th February, 2019, please find enclosed herewith Annual Secretarial Compliance Report for the year ended 31st March, 2019, dated 13th May, 2019, issued by M/s. Samdani Shah & Kabra, Practicing Company Secretaries, Secretarial Auditors of the Company for the year ended 31st March, 2019.

Kindly take the same on record.

Thanking You.

Yours faithfully,
For INOX Leisure Limited



Parthasarathy Iyengar
Company Secretary

Encl.: As above



Secretarial Compliance Report

of Inox Leisure Limited for the year ended March 31, 2019

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, Samdani Shah & Kabra, Company Secretaries have examined:

- a. all the documents and records made available to us and explanation provided by INOX Leisure Limited ("the listed entity"),
- b. the filings / submissions made by the listed entity to the stock exchanges,
- c. website of the listed entity,
- d. any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of :

- a. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- b. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 / 2018;
- e. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- g. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulation, 1993;

and circulars / guidelines issued there under;



There were no action / events in pursuance of the following regulations requiring compliance thereof by the company during the review period:-

- a. Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998/ 2018;
- b. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- c. Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;

and based on the above examination, We hereby report that, during the Review Period:

- a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, **except** in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations / Circulars / Guidelines / including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
Nil			

- b. The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued there under in so far as it appears from our examination of those records.
- c. The following are the details of actions taken against the listed entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. Fines, Warning Letter, Debarment, etc	Observations of the Practicing Company Secretary, if any.
Nil				



- d. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in previous reports	Observations made in the Secretarial Compliance Report for the year ended...	Actions taken by the Listed Entity, if any	Comments of the Practicing Company Secretary on the actions taken by the Listed Entity.
Not Applicable				


S. Samdani
Partner
Samdani Shah & Kabra
Company Secretaries
FCS No.: 3677;
CP No.: 2863



Place: Vadodara
Date: May 13, 2019