

24th August, 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: Notice of 20th Annual General Meeting of the Company and intimation regarding closure of Register of Members and Share Transfer Books.

We wish to inform you that the 20th Annual General Meeting (AGM) of the Members of the Company is scheduled to be held on Wednesday, 18th September, 2019 at 11.00 A.M. at INOX Screen 3, INOX Leisure Limited, Race Course Road, Gopal Baug, Ellora Park, Vadodara – 390 007. A copy of the notice of the AGM is attached herewith.

Further, pursuant to Regulation 42 of the Listing Regulations, we wish to inform you that the Register of Members and Share Transfer books of the Company will remain closed from Friday, 6th September, 2019 to Wednesday, 18th September, 2019 (both days inclusive) for the purpose of Twentieth Annual General Meeting of the Company.

Further, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Listing Regulations, we wish to inform you that the Company is providing e-voting facility to the Members of the Company to cast their votes by electronic means on all the resolutions set out in the notice of AGM through the E-voting services provided by Central Depository Services (India) Limited.

The cut-off date for determining the eligibility of Members to vote by remote e-voting at the AGM is Friday, 6th September, 2019.

We request you to kindly take the above on record.

Thanking You.

Yours faithfully,
For INOX Leisure Limited



Parthasarathy Iyengar
Company Secretary

Encl.: a/a.



NOTICE

INOX LEISURE LIMITED

(CIN: L92199GJ1999PLC044045)

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

Telephone: 0265 6198111 | Fax: 0265 2310312

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

Notice is hereby given to the Members of **INOX Leisure Limited** that the Twentieth ANNUAL GENERAL MEETING of the Company will be held on Wednesday, 18th September, 2019 at 11.00 A.M. at INOX Screen 3, INOX Leisure Limited, Race Course Road, Gopal Baug, Ellora Park, Vadodara – 390 007 to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements.

To consider and adopt

- a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019, the reports of the Board of Directors and Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the report of the Auditors thereon.

2. Re-appointment of Mr. Deepak Asher as a Director of the Company.

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

SPECIAL BUSINESS:

3. To approve the payment of professional fees to Mr. Deepak Asher (DIN: 00035371), Non-executive Director of the Company.

To consider and if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**.

“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 Regulation 17(6)(a) and any other regulation as applicable of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and any other law as may be applicable from time to time, consent of the Members of the Company be and is hereby given for payment of Professional Fees of ₹10,00,000/- (Rupees Ten Lakhs only) per month, plus taxes as may be applicable, to Mr. Deepak Asher (DIN 00035371), Non-executive Director of the Company for the Financial Years 2019-20, 2020-21 and 2021-22 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, Mr. Vivek Jain and Mr. Siddharth 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.”

4. To consider and approve payment of remuneration to Mr. Pavan Jain, Chairman and Non-Executive Director of the Company for the Financial Year 2018-19.

To consider and if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**.

“**RESOLVED THAT** pursuant to provisions of Section 197 and any other applicable provisions of the Companies Act, 2013, the rules made thereunder and Regulation 17(6)(a) and 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or any re-enactment thereof for the time being in force) (hereinafter referred to as Listing Regulations) and any other applicable provisions of the Listing Regulations, and pursuant to the consent of the Members of the Company accorded in the 19th Annual General Meeting of the Company, the approval of the Members of the Company be and is hereby accorded to pay a remuneration upto a sum not exceeding 1 % per annum of the Net Profits of the Company for the Financial Year 2018-2019 calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 or ₹1,85,00,000/- (Rupees One Crore Eighty Five Lakhs Only) whichever is lower to Mr. Pavan Jain, Chairman and Non-executive Director of the Company for the Financial Year 2018-2019.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to the above resolution.”

5. To consider and approve payment of remuneration to Mr. Siddharth Jain, Non-Executive Director of the Company for the Financial Year 2019-20.

To consider and if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**.

“**RESOLVED THAT** pursuant to provisions of Section 197 and any other applicable provisions of the Companies Act, 2013, the rules made thereunder and Regulation 17(6)(a) and 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or any re-enactment thereof for the time being in force) (hereinafter referred to as Listing Regulations) and any other applicable provisions of the Listing Regulations, and pursuant to the consent of the Members of the Company accorded in the 19th Annual General Meeting of the Company, the approval of the Members of the Company be and is hereby accorded to pay a remuneration upto a sum not exceeding 1% per

annum of the Net Profits of the Company for the Financial Year 2019-2020 calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 or ₹3,00,00,000/- (Rupees Three Crores Only) whichever is lower to Mr. Siddharth Jain, Non-executive Director of the Company for the Financial Year 2019-2020.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to the above resolution.”

6. To consider and approve re-appointment of Ms. Girija Balakrishnan (DIN: 06841071) as an Independent Director for a period of 5 consecutive years from 3rd December, 2019 to 2nd December, 2024.

To consider and if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**.

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) 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 Regulation 16 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Girija Balakrishnan (DIN: 06841071) who was appointed as an Independent Director of the Company and who holds office of Independent Director upto 2nd December, 2019 and being eligible for re-appointment, and whose re-appointment is approved by the Board based on the recommendation of the Compensation, Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five (5) consecutive years on the Board of the Company from 3rd December, 2019 upto 2nd December, 2024.”

By order of the Board of Directors
For INOX Leisure Limited

Place: Mumbai
Date: 2nd August, 2019

Parthasarathy Iyengar
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“MEETING”) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER.** Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. However, a Member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or Member.
3. The Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of special business as per Item Nos. 3 to 6 hereinabove is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 6th September, 2019 to Wednesday, 18th September, 2019 (both days inclusive).
5. The requirement to place the matter relating to appointment of Auditors for ratification by Members at every Annual General Meeting has been done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on 28th September, 2017.
6. SEBI has decided that Securities of listed companies can be transferred only in dematerialised form from a cut-off date i.e. 1st April, 2019. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form.
7. Information as required to be provided under the Secretarial Standard – 2 / Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) in respect of Director being re-appointed is annexed hereto.
8. In compliance with provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the

Companies (Management and Administration) Rules, 2014, Annual Report for Financial Year 2018- 2019 of your Company has been sent via Electronic Mode (E-mail) to the Members whose E-mail ID was made available to us by the Depositories Participants. We request the Members to register / update their e-mail address with their Depository Participant, in case they have not already registered / updated the same. Members who are holding shares in physical form are requested to get their email address registered with the Registrar and Share Transfer Agents.

9. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended and Regulation 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to all Members which has been provided through the e-voting platform of CDSL. In this regard, your demat account/ folio number has been enrolled by the Company for your participation in e-voting on the resolutions placed by the Company on the e-voting system. Instructions and manner of e-voting process can be downloaded from the link <https://www.evotingindia.com>. **E-voting is optional.** The e-voting rights of the members /beneficial owners shall be reckoned on the equity shares held by them as on Friday, 6th September, 2019.

The instructions for shareholders voting electronically are as under:

In case of Members receiving e-mail:

- (i) The voting period begins on Sunday, 15th September, 2019 at 9:00 A.M. and ends on Tuesday, 17th September, 2019 at 5:00 P.M. During this period Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Friday, 6th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue.
- (iii) The Members should log on to the e-voting website www.evotingindia.com
- (iv) Click on “Shareholders” tab.
- (v) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of O's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

A. The voting rights of Members shall be in proportion to their shares of the Paid - Up Equity Share Capital of the Company as on the cut-off

date of Friday, 6th September, 2019. For all others who are not holding shares as on Friday, 6th September, 2019 and receive the Annual Report of the Company, the same is for their information.

- B. A copy of this Notice has been placed on the website of the Company and the website of CDSL.
- C. M/s. Samdani Shah & Kabra, (erstwhile Samdani Shah & Associates), Practicing Company Secretaries have been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- D. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make not later than three days of conclusion of the Meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.
- E. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.inoxmovies.com and on the website of CDSL and communicated to the BSE Limited and National Stock Exchange of India Limited.

(xxii) Member may address their grievances connected with the e-voting to Mr. Parthasarathy Iyengar, Company Secretary, 5th Floor, Viraj Towers, Next to Andheri Flyover, Western Express Highway, Andheri (East), Mumbai – 400093, Email ID – parthasarathy.iyengar@inoxmovies.com, Phone Number – 022 40626900.

10. Members holding shares in physical form are requested to intimate Registrar and Transfer Agents of the Company viz., M/s. Karvy Fintech Private Limited, Unit: INOX Leisure Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, changes, if any, in their Bank details, registered address, Email ID, etc. along with their Pin Code. Members holding shares in electronic form may update such details with their respective Depository Participant.

11. Members desiring any relevant information on the accounts at the Annual General Meeting are requested to write to the Company Secretary at least seven days in advance at its Registered Office, so as to enable the Company to keep the information ready.
12. Members / Proxies are requested to bring their filled in Attendance Slip and their copy of Annual Report to the Meeting.
13. Corporate Members intending to send their Authorised Representative(s) to attend the Annual General Meeting are requested to send duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Annual General Meeting.
14. Members holding shares in single name and in Physical form are advised to make nomination in respect of their shareholding in the Company.
15. The relevant documents referred to in the accompanying Notice of Meeting and in the Explanatory Statement are open for inspection by the Members of the Company at the Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M. to 01.00 P.M. upto the date of the Annual General Meeting and copies thereof shall also be available for inspection in physical form at the Corporate Office of the Company situated at 5th Floor, Viraj Towers, Next to Andheri Flyover, Western Express Highway, Andheri (East), Mumbai - 400 093 and also at the Meeting.
16. The Chairman shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.

EXPLANATORY STATEMENT IN RESPECT OF ITEM NO. 3 TO 6 OF THE NOTICE

Item No 3:

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, 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.

Regulation 17 (6) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) states that all fees or compensation, if any, paid to non-executive directors, including independent directors shall be recommended by Board of Directors of the Company and shall require approval of Members in general meeting.

Accordingly, in compliance of Section 197 of the Act, Regulation 17 (6) (a) of the Listing Regulations, the Compensation, Nomination and Remuneration Committee of the Company and the Board of Directors of the Company at its Meetings held on 11th April, 2019 and 13th May, 2019 respectively 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, in addition to being a Commerce and Law graduate, is an eminent Chartered Accountant and Cost and Works Accountant with more than 35 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 instrumental in setting up various businesses for the INOX Group including the cinema exhibition business, the renewable energy business and the path-breaking carbon credit business. He is a founder president of Multiplex Association of India and a member of the FICCI Entertainment Committee.

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

Mr. Deepak Asher is interested in the resolution set out at Item No. 3 of the Notice with regard to payment of professional fees to him. The relatives of Mr. Deepak Asher may be deemed to be interested in the Resolution set out at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Directors recommend the Resolution as stated at Item No. 3 of the Notice for approval of the Members by way of a Special Resolution.

Item No 4:

Section 197 of the Companies Act, 2013 (Act) permits payment of remuneration to a Director who is not in whole time employment of the Company, with the approval of the Shareholders in General Meeting. Accordingly, the Members of the Company in the Nineteenth Annual General Meeting of the Company held on 31st August, 2018 approved the payment of remuneration to Non-Executive Directors of the company subject to overall ceiling of one percent of the Net Profits of the Company (calculated in accordance with the provisions of Section 198 of the Act) for a period of five Financial Years commencing from Financial Year 2018-19. Further, the Members of the Company authorised the Compensation, Nomination and Remuneration Committee of the Company to finalise and decide on payment of such remuneration either to any of the Non-executive Directors or all of the Non-executive Directors of the Company.

Accordingly, the Compensation, Nomination and Remuneration Committee of the Company in its' meeting held on 11th April, 2019 approved the payment of remuneration upto a sum not exceeding 1 % per annum of the Net Profits of the Company for the Financial Year 2018-2019 calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 or ₹1,85,00,000/- (Rupees One Crore Eighty Five Lakhs Only) whichever is lower to Mr. Pavan Jain,

Chairman and Non-executive Director of the Company for the Financial Year 2018-2019.

Net Profits of the Company for the Financial Year 2018-2019 calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 is ₹18,860.52 Lakhs. 1% of the same is ₹188.61 Lakhs. Accordingly, a sum of ₹1,85,00,000/- (Rupees One Crore Eighty Five Lakhs Only) is proposed to be paid to Mr. Pavan Jain, Chairman and Non-executive Director of the Company for the Financial Year 2018-2019 as the same is lower than the 1% of the Net Profits of the Company for Financial Year 2018-19.

This remuneration shall be in addition to fees payable to the Director for attending the meetings of the Board or Committee thereof as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.

In terms of provisions of Section 197 and any other relevant provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (Listing Regulations) any payment of remuneration to the Non-executive Directors is required to be approved by the Members in the General Meeting.

Further, Regulation 17(6)(ca) of the Listing Regulations, inter alia provides that the approval of the shareholders by special resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof. Accordingly, the details of remuneration paid to Non-Executive Directors for Financial Year 2018-2019 is as under:

Remuneration to Non-Executive Director for FY 2018-2019				
Name of Director	Sitting Fees (₹)	Remuneration (₹)	Total Remuneration (₹)	% of Total Remuneration paid to All Non-executive Directors
Mr. Deepak Asher	2,80,000	30,00,000	32,80,000	14.17%
Mr. Pavan Jain	1,40,000	1,85,00,000	1,86,40,000	80.55%
Mr. Siddharth Jain	2,40,000	-	2,40,000	1.04%
Mr. Vivek Jain	60,000	-	60,000	0.26%
Mr. Haigreve Khaitan	2,60,000	-	2,60,000	1.12%
Mr. Amit Jatia	2,60,000	-	2,60,000	1.12%
Mr. Kishore Biyani	2,40,000	-	2,40,000	1.04%
Ms. Girija Balakrishnan	1,60,000	-	1,60,000	0.69%
Total	16,40,000	2,15,00,000	2,31,40,000	100.00%

Since the remuneration proposed to be paid to Mr. Pavan Jain for the Financial Year 2018-2019 will exceed the 50% of the total annual remuneration payable to all non-executive directors the approval for resolution at Item No. 4 of the Notice is sought by way of a Special Resolution for payment of remuneration to Mr. Pavan Jain for the Financial Year 2018-2019.

Mr. Pavan Jain and his relatives shall be deemed to be concerned or interested in resolution set out at Item No. 4 of the Notice to the extent of the remuneration that may be received by him. None of the Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No 5:

Section 197 of the Companies Act, 2013 (Act) permits payment of remuneration to a Director who is not in whole time employment of the Company, with the approval of the Shareholders in General Meeting. Accordingly, the Members of the Company in the Nineteenth Annual General Meeting of the Company held on 31st August, 2018 approved the payment of remuneration to Non-Executive Directors of the company subject to overall ceiling of one percent of the Net Profits of the Company (calculated in accordance with the provisions of Section 198 of the Act) for a period of five Financial Years commencing from Financial Year 2018-19. Further, the Members of the Company authorised the Compensation, Nomination and Remuneration Committee of the Company to finalise and decide on payment of such remuneration either to any of the Non-executive Directors or all of the Non-executive Directors of the Company.

Accordingly, the Compensation, Nomination and Remuneration Committee of the Company in its' meeting held on 11th April, 2019 approved the payment of remuneration upto a sum not exceeding 1 % per annum of the Net Profits of the Company for the Financial Year 2019-2020 calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 or ₹3,00,00,000/- (Rupees Three Crores Only) whichever is lower to Mr. Siddharth Jain, Non-executive Director of the Company for the Financial Year 2019-2020.

This remuneration shall be in addition to fees payable to the Director for attending the meetings of the Board or Committee thereof as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.

In terms of provisions of Section 197 and any other relevant provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (Listing Regulations) any payment of remuneration to the Non-executive Directors is required to be approved by the Members in the General Meeting.

Further, Regulation 17(6)(ca) of the Listing Regulations, inter alia provides that the approval of the shareholders by special resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof. It is assumed that the annual remuneration for Financial Year 2019-2020 to Mr. Siddharth Jain, Non-Executive Director will exceed the 50% of the total annual remuneration payable to all Non-Executive Directors for Financial Year 2019-2020 and hence the approval for resolution at Item No. 5 of the Notice is sought by way of a Special Resolution for payment of remuneration to Mr. Siddharth Jain for Financial Year 2019-2020.

Mr. Siddharth Jain and his relatives shall be deemed to be concerned or interested in resolution set out at Item No. 5 of the Notice to the extent of the remuneration that may be received by him. None of the Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No 6:

Ms. Girija Balakrishnan (DIN: 06841071), was appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. She holds office as Independent Director of the Company up to 02nd December, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Compensation, Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of highly satisfactory performance evaluation of Ms. Girija Balakrishnan as an Independent Director, has recommended her re-appointment as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Ms. Girija Balakrishnan, Independent Director and as per the recommendation of the Compensation, Nomination and Remuneration Committee, considers that, given her background and experience and contributions made by her during her tenure, the continued association of Ms. Girija Balakrishnan would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director. Accordingly, it is proposed to re-appoint Ms. Girija Balakrishnan (DIN: 06841071) as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) inter alia prescribe that an independent director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board’s report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Ms. Girija Balakrishnan, is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has also received declarations from Ms. Girija Balakrishnan, that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and

under the Listing Regulations. In the opinion of the Board, Ms. Girija Balakrishnan fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations. Ms. Girija Balakrishnan is independent of the management. Further, the appointee is not debarred from holding the office of Director pursuant to any SEBI Order.

Copy of draft letters of appointment of Ms. Girija Balakrishnan setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Ms. Girija Balakrishnan is interested in the resolution set out at Item No. 6 of the Notice with regard to her re-appointment. The relatives of Ms. Girija Balakrishnan may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

A brief profile and additional information as required to be provided pursuant to the requirements of Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings (SS-2), in respect of the all the Directors seeking appointment / re-appointment / revision in remuneration at the Annual General Meeting, is provided in the Annexure to this Notice and forms part of the Statement.

Information as required pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), in respect of Directors seeking appointment / re-appointment / revision in remuneration at the Annual General Meeting.

Name of the Director	Mr. Deepak Asher	Mr. Pavan Jain	Mr. Siddharth Jain	Ms. Girija Balakrishnan
Item No.	Item No. 2 & 3	Item No. 4	Item No. 5	Item No. 6
Brief Resume	Mr. Deepak Asher is a Graduate in Commerce and Law, and thereafter took up Chartered Accountancy and Cost Accountancy as professional qualifications. He is presently a Fellow Chartered Accountant and an Associate Cost Accountant.	Mr. Pavan Jain, Chairman of the INOX Group, is a Chemical Engineer from IIT, New Delhi, and an industrialist with over 45 years of experience.	Mr. Siddharth Jain is a Member of the Board of the INOX Group. A diversified Indian conglomerate with activities spanning Manufacturing Industrial Gases, Fluorochemicals, PTFE, Cryogenic Equipment, LNG Storage & Distribution Equipment, Wind Turbines and Renewable Energy.	Ms. Girija Balakrishnan, after graduating from the prestigious National Law School of India University in 1993, joined Malvi Ranchoddas & Co. as an associate in November 1993 and became a partner of the firm in April 2001. She is a member of the Bar Council of Karnataka.

Name of the Director	Mr. Deepak Asher	Mr. Pavan Jain	Mr. Siddharth Jain	Ms. Girija Balakrishnan
Item No.	Item No. 2 & 3	Item No. 4	Item No. 5	Item No. 6
	<p>He has been associated, in different capacities, with the INOX Group of Companies, a USD 3 Bn. business group, for more than 30 years now. He is designated as Director and Group Head (Corporate Finance) for the INOX Group, sits on the Board of most of the Group Companies, and advises the Group on corporate finance, growth, diversification and other strategic initiatives.</p> <p>Mr. Asher pioneered the Clean Development Mechanism (CDM) Project Development of Gujarat Fluorochemicals Limited. GFL's CDM Project was the first in the world to seek registration under the United Nations Framework Convention of Climate Change. The Project has been amongst the largest in the world, having reduced more than 55 Mn. tonnes of carbon dioxide emissions, contributing significantly to the environment, as well as earning the company valuable carbon credits.</p> <p>Besides, Mr. Asher has set up the INOX Group's entertainment business.</p>	<p>With over 40 years of experience as the Managing Director of INOX Air Products Limited, Mr. Jain has steered the company's growth from a single plant business to one of the leading domestic players in the industrial gases business. In addition, Mr. Jain has been instrumental in diversifying the INOX Group into various industries such as Refrigerant Gases, Chemicals, Cryogenic Engineering, Entertainment and Renewable Energy.</p>	<p>The Group also owns one of the largest chains of movie cinemas in India with close to 600 screens serving more than 62 Mn. people annually. The Group has a track record of building successful businesses over the past 80 years, distinguished by integrity, delivery and best practices accompanied by sustained growth.</p> <p>Mr. Siddharth Jain joined the Group in 2001 and has been actively involved in the Group's strategic planning & business development initiatives. He is directly responsible for the Industrial Gases, Entertainment and Cryogenics Equipment Manufacturing businesses. Under his management, each of these companies today have achieved leadership positions in their respective industries.</p>	<p>She presently heads the general corporate advisory practice at Malvi Ranchoddas & Co.</p> <p>Ms. Balakrishnan specializes in Corporate Laws, Mergers and Acquisitions, Commercial Laws, Foreign Direct Investments, Joint Ventures and Foreign Collaboration.</p> <p>Ms. Balakrishnan has advised clients across a spectrum of sectors including Chemical Industry, Clutch and Automotive parts Industry, Multiplex Industry, Retail Industry operating on franchise model, Industrial Gas Industry, Power sector, the Hotel Industry, the Advertisement Industry, Storage Tanks & Terminal Business, Computer Industry, Business Process Outsourcing sector, Real Estate Development sector, insurance sector, companies engaged in designing, manufacturing, installing and commissioning equipment in field of bio-technology, pharmaceutical and other allied industry, companies dealing in specialty materials and filtration and separation capabilities, strategy and general management consulting company etc.</p>

Name of the Director	Mr. Deepak Asher	Mr. Pavan Jain	Mr. Siddharth Jain	Ms. Girija Balakrishnan
Item No.	Item No. 2 & 3	Item No. 4	Item No. 5	Item No. 6
	<p>Operated under the INOX brand of multiplexes, this is amongst India's largest, fastest growing, most premium and profitable multiplex brand. Apart from driving organic growth, Mr. Asher also spearheaded several acquisitions in the multiplex space.</p> <p>Mr. Asher also helped formulating the INOX Group's growth and diversification strategy in the renewable energy space, and helped develop an implementation plan to set up a significant renewable energy business.</p> <p>Mr. Asher has been a member of the Entertainment Committee of the Federation of Indian Chambers of Commerce and Industry, and the Founder President of the Multiplex Association of India. Mr. Asher has been elected to this post continuously since the past 17 years.</p> <p>Mr. Asher has been awarded the "Newsmaker of the Year Award" and the "Lifetime Achievement Award" for his contribution to the Indian cinema exhibition industry.</p>		<p>He is an Alumnus of University of Michigan Ann Arbor, with a degree in Mechanical Engineering and has an MBA from INSEAD. He is a Member at the World Economic Forum at Davos. He is also a Member of Young Presidents' Organization & President of the Gas Industries Association of India. He is involved in various social work through his family's foundation and is an avid golfer.</p>	<p>Ms. Balakrishnan also has immense experience in advising promoters of leading family owned business houses on family settlement matters.</p> <p>Ms. Balakrishnan has also represented clients in various Courts, tribunals and forum including the High Court, Securities Appellate Tribunal, the Debt Recovery Tribunal, Consumer Forum, mediators, arbitrators, proceedings before the Estate Officer appointed under the Public Premises (Eviction) Act and adjudication proceedings before officers appointed by the Securities & Exchange Board of India.</p> <p>In her spare time, Ms. Balakrishnan is actively engaged in dealing with social issues affecting the society at large through a non- governmental organization (NGO) with which she has been associated for several years.</p> <p>Ms. Balakrishnan has also presented papers on "Key Aspects of Legal Documentation in Business Transaction" to a select group of chartered accountants.</p>

Name of the Director	Mr. Deepak Asher	Mr. Pavan Jain	Mr. Siddharth Jain	Ms. Girija Balakrishnan
Item No.	Item No. 2 & 3	Item No. 4	Item No. 5	Item No. 6
	He has been recognized by the Institute of Chartered Accountants of India for enhancing the brand image of the Institute. He has also appeared in a global compilation of "Who's Who in the World" for his professional accomplishments.			She was also invited by the Bombay Chartered Accountants Society and a leading on-line legal research company to speak on various aspects of law.
Date of Birth	15 th Jan, 1959	17 th May, 1951	21 st September, 1978	30 th March, 1969
Age	60 Years	68 Years	40 Years	50 Years
Date of first Appointment on the Board	15 th January, 2000	9 th November, 1999	10 th September, 2004	3 rd December, 2014
Directors Identification Number	00035371	00030098	00030202	06841071
Qualification	Commerce & Law Graduate, Chartered Accountant & Cost & Works Accountant	Chemical Engineer from Indian Institute of Technology, New Delhi	Mechanical Engineer from University of Michigan Ann Arbor and MBA from INSEAD.	LL.B. from National Law School of India University
Experience / Expertise in Specific Functional Area	Mr. Deepak Asher has more than 35 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 instrumental in setting up various businesses for the INOX Group including the cinema exhibition business, the renewable energy business and the path breaking carbon credit business. He is a founder president of Multiplex Association of India and a Member of the FICCI Entertainment Committee.	Mr. Pavan Jain is a chemical engineer from Indian institute of Technology, New Delhi, and an industrialist with over 45 years of experience. He has been instrumental in diversifying the INOX Group into various industries such as refrigerant gases, chemicals, cryogenic engineering, entertainment and renewable energy.	Mr. Siddharth Jain has over 19 years of work experience in various management positions. Mr. Siddharth Jain has been actively involved in the Groups' strategic planning and business development initiatives.	Ms. Girija Balakrishnan's main area of expertise are commercial and corporate laws, mergers and acquisitions, Foreign Direct Investments, Joint Ventures and Foreign Collaboration.

Name of the Director	Mr. Deepak Asher	Mr. Pavan Jain	Mr. Siddharth Jain	Ms. Girija Balakrishnan
Item No.	Item No. 2 & 3	Item No. 4	Item No. 5	Item No. 6
Directorships held in other Companies	<ul style="list-style-type: none"> GFL Limited Gujarat Fluorochemicals Limited INOX Infrastructure Limited Swanston Multiplex Cinemas Private Limited 	<ul style="list-style-type: none"> GFL Limited Gujarat Fluorochemicals Limited Devansh Gases Private Limited INOX Air Products Private Limited INOX Renewables Limited INOX Infrastructure Limited INOX Leasing And Finance Limited Rajni Farms Private Limited INOX India Private Limited N. K. Patni charitable foundation 	<ul style="list-style-type: none"> INOX Wind Limited INOX Consumer Products Private Limited Devansh Gases Private Limited INOX Air Products Private Limited Megnasolace City Private Limited INOX Leasing and Finance Limited Rajni Farms Private Limited INOX FMCG Private Limited INOX India Private Limited 	<ul style="list-style-type: none"> Lingamaneni Land Marks Developers Private Limited
Membership / Chairmanship of Committees of other Public Companies	<ul style="list-style-type: none"> GFL Limited (Member of Audit Committee and Stakeholders' Relationship Committee) INOX Infrastructure Limited (Member of Audit Committee) 	<ul style="list-style-type: none"> GFL Limited (Member of Stakeholders' Relationship Committee) 	<ul style="list-style-type: none"> INOX Leasing and Finance Limited (Member of Audit Committee and Share Transfer and Stakeholders' Relationship Committee) 	<ul style="list-style-type: none"> INOX Leisure Limited (Member of Stakeholders' Relationship Committee)
The number of Meetings of the Board attended during the year	7 out of 7	5 out of 7	7 out of 7	6 out of 7
Remuneration last drawn	₹32.80 Lakhs	₹186.40 Lakhs	₹2.40 Lakhs	₹1.60 Lakhs
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	Related to Mr. Siddharth Jain	Related to Mr. Pavan Jain	None
Shareholding in the Company	25,000	2,19,975	6,19,965	Nil
Summary of the Performance Evaluation Report		N.A.		Feedback received from the Directors reflected highly satisfactory performance.

By order of the Board of Directors
For INOX Leisure Limited

Parthasarathy Iyengar
Company Secretary

Place: Mumbai
Date: 2nd August, 2019

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

ROUTE MAP FOR THE VENUE OF THE ANNUAL GENERAL MEETING



Address of the AGM Venue: INOX Screen 3, INOX Leisure Limited, Race Course Road, Gopal Baug, Ellora Park, Vadodara – 390 007



INOX LEISURE LIMITED

(CIN: L92199GJ1999PLC044045)

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

Telephone: 0265 6198111 | **Fax:** 0265 2310312

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

ATTENDANCE SLIP

(To be handed over at the entrance of Meeting Hall)

I certify that I am a registered Member /Proxy for the registered Member of the Company.

I hereby record my presence at the Twentieth Annual General Meeting of the Company held on Wednesday, 18th September, 2019 at 11:00 A.M. at INOX Screen 3, INOX Leisure Limited, Race Course Road, Gopal Baug, Ellora Park, Vadodara – 390 007.

Sr. No. :

Member's Name and Address details	
Signature	
DP ID*	
Client ID*	
Folio No.	
No. of Shares	
Name of the Proxy	
Signature	

* Applicable only for investors holding shares in Electronic Form.

Note: Please fill in this attendance slip and hand it over at the **entrance of the hall**.

Members attending the meeting are requested to bring their copies of the Annual Report with them.

Member's/Proxy's Signature

ELECTRONIC VOTING PARTICULARS

Members may please note the user id and password given below for the purpose of e-voting in terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration), Rules, 2014, as amended. Detailed instructions for e-voting are given in the attached AGM Notice.

E Voting Sequence Number (EVSN)	USER ID	Sequence Number (Password)
190819064		

Note: The Voting period starts from Sunday, 15th September, 2019 (9:00 A.M.) and ends on Tuesday, 17th September, 2019 (5:00 P.M.). The voting module shall be disabled by CDSL for voting thereafter.



INOX LEISURE LIMITED

(CIN: L92199GJ1999PLC044045)

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

Telephone: 0265 6198111 | **Fax:** 0265 2310312

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

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

20th Annual General Meeting – Wednesday, 18th September, 2019

Name of the Members	
Registered Address	
Email ID	
Folio No./Client ID*	
DP ID*	

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

1) Name: _____ E-mail id: _____

Address: _____

Signature: _____, or failing him/her

2) Name: _____ E-mail id: _____

Address: _____

Signature: _____, or failing him/her

3) Name: _____ E-mail id: _____

Address: _____

Signature: _____,

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 20th Annual General Meeting of the Company, to be held on Wednesday, 18th September, 2019, at 11.00 A.M. at INOX Screen 3, INOX Leisure Limited, Race Course Road, Gopal Baug, Ellora Park, Vadodara – 390 007 and at any adjournment thereof in respect of such Resolutions as are indicated below.

Resolution Number	Resolutions	Vote (Optional – see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business:				
1.	Adoption of the: a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 st March, 2019, the reports of the Board of Directors and Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 st March, 2019 and the report of the Auditors thereon.			
2.	Appointment of a Director in place of Mr. Deepak Asher (DIN: 00035371), who retires by rotation and being eligible, seeks re-appointment			
Special Business				
3.	To Approve the payment of professional fees to Mr. Deepak Asher (DIN: 00035371), Non-executive Director of the Company.			
4.	To Consider and Approve payment of remuneration to Mr. Pavan Jain, Chairman and Non-Executive Director of the Company for the Financial Year 2018-19.			
5.	To Consider and Approve payment of remuneration to Mr. Siddharth Jain, Non-Executive Director of the Company for the Financial Year 2019-20.			
6.	To Consider and Approve re-appointment of Ms. Girija Balakrishnan (DIN: 06841071) as an Independent Director for a period of 5 consecutive years from 3 rd December, 2019 to 2 nd December, 2024.			

Signed this on _____ day of _____ 2019.

Signature of Member

Signature of Proxy Holder(s)

Affix a
Revenue
Stamp not
less than
₹ 1

Notes:

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.