



## 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](http://www.inoxmovies.com) | Email ID: [contact@inoxmovies.com](mailto:contact@inoxmovies.com)

### NOTICE

**NOTICE is hereby given to the Members of INOX Leisure Limited that an Extra-ordinary General Meeting of the Company will be held on Thursday, 29<sup>th</sup> November, 2018 at 12:00 noon at Maple Hall, Hotel Express Residency, 18/19, Alkapuri Society, Vadodara – 390 007 to transact the following Special Business:**

#### **Item No. 1:**

#### **Issue of Equity Shares on Preferential Basis to the Promoters of the Company:**

*To consider, and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:*

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any amendments, statutory modification(s) or re-enactment thereof, for the time being in force), (hereinafter referred to as the “Companies Act”), the Companies (Share Capital and Debentures) Rules, 2014, as amended, the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, and other applicable rules notified by the Central Government under the Companies Act, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India (GoI), the Reserve Bank of India (RBI) and the Securities and Exchange Board of India (SEBI), the Stock Exchanges, Ministry of Corporate Affairs (MCA), the Registrar of Companies, and/or any other competent authorities and applicable rules, regulations, notifications and circulars, if any, issued by SEBI from time to time, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (2009 ICDR) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (2018 ICDR), as applicable, the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI (LODR) Regulations”), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the uniform listing agreements entered into by the Company with the stock exchanges on which the equity shares of the Company (the “Equity Shares”) are listed and subject to necessary approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, MCA, RBI, GoI or from any other authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and sanctions and which may be agreed to by the Board (including its Committee thereof) (hereinafter referred to as the “Board”), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board, at its absolute discretion, to create, offer, issue and allot a maximum of 64,00,000 Equity Shares of face value of Rs. 10 each by way of preferential allotment, on a private placement basis (**“Preferential Issue”**) to Gujarat Fluorochemicals Limited, (the **“Promoter”**) at price which shall not be less than Rs. 241.71 (hereinafter referred to as the **“Floor Price”**), as determined in accordance with Regulation 76 of the 2009 ICDR and Regulation 164 of the 2018 ICDR, as applicable.

**RESOLVED FURTHER THAT** the relevant date for the purpose of the Preferential Issue shall be Tuesday, 30<sup>th</sup> October, 2018 (“Relevant Date”), which is the date thirty days prior to the date of this Extra-ordinary General Meeting, being Thursday, 29<sup>th</sup> November, 2018.

**RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted to the Promoter shall be in dematerialised form and shall rank pari - passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Equity Shares proposed to be issued pursuant to the Preferential Issue shall be subject to lock-in requirements as per the provisions of the 2009 ICDR and the 2018 ICDR, as applicable.

**RESOLVED FURTHER THAT** the Equity Shares so offered, issued and allotted pursuant to the proposed Preferential Issue will be listed on Stock Exchanges where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;

**RESOLVED FURTHER THAT** the Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of this resolution; provided that where the allotment of Equity Shares is subject to receipt of any approval from any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers to Committee of Directors / any Director(s) / Chief Executive Officer / Chief Financial Officer / Company Secretary or other persons authorised by the Board for obtaining

approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and accept any alteration(s) or modification(s) as they may deem fit and proper and give such direction(s) as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Equity Shares.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board, or any person or committee duly authorised by the Board, be and is hereby authorized to negotiate, modify, sign, execute, register, deliver including sign any declarations, subscription agreement, other necessary agreements, deeds, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any) (the "Transaction Documents") (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the "Ancillary Documents") as may be necessary or required for the aforesaid purpose including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Equity Shares in one or more tranches from time to time and matters connected therewith.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to appoint advisors and all such agencies as are or may be required to be appointed, involved or concerned in the issue and allotment of securities and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies as may be required from time to time.

#### Item No. 2:

#### Approval of Material Related Party Transaction:

*To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:*

**"RESOLVED THAT** in compliance of Regulation 23 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") and other applicable provisions, if any, of the Companies Act 2013, and subject to receipt of necessary approvals, permissions, consents and sanctions as may be necessary, in this regard the consent, authority and approval of the members of the Company be and is hereby accorded to the Board for entering into following related party transaction considered to be material as per the provisions of Regulation 23 of the SEBI (LODR) Regulations.

Name of Related Party	Nature of relationship as defined under the Companies Act, 2013	Nature and Particulars of Contract	Amount per annum (Rs. in Crore)
Gujarat Fluorochemicals Limited	Promoter 2(76)(Viii)	Preferential issue of Equity Shares	160.00

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers to Committee of Directors / any of the Directors / Chief Executive Officer / Chief Financial Officer / Company Secretary or other persons authorised by the Board for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and accept any alteration(s) or modification(s) as they may deem fit and proper and give such direction(s) as may be necessary to settle any question or difficulty that may arise in this regard.

**RESOLVED FURTHER THAT** all actions taken by the Board or its Committee in connection with any matter(s) referred in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the certified copy of the above resolutions duly signed by any one of the Director or Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company be submitted to the concerned Authority(ies) and they be requested to act upon the same."

**By order of the Board of Directors  
For INOX Leisure Limited**

**Date: November 1, 2018  
Place: Mumbai**

**Parthasarathy Iyengar  
Company Secretary  
(Membership No. ACS 21472)**

## NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY 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. A Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to Item No. 1 and 2 of this Notice is annexed herewith and the same should be taken as part of this Notice.
4. Members / Proxies should fill the attendance slip for attending the meeting and bring their attendance slip along with their copy of this notice at the meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.
6. 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) 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, 23<sup>rd</sup> November, 2018 (Cut-off date). Cut-off date is for determining the eligibility to vote by electronic means. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

**The electronic voting instructions for the shareholders are as under:**

In case of Members receiving e-mail:

- i) The voting period begins on Monday, 26<sup>th</sup> November, 2018 at 09.00 a.m. and ends on Wednesday, 28<sup>th</sup> November, 2018 at 5:00 p.m. During this period, Members of the Company, holding Equity Shares either in physical form or in dematerialised form, as on the cut-off date of Friday, 23<sup>rd</sup> November, 2018, 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](http://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](http://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)</p> <p>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 0'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)	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.  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).
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- 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 available for android based mobiles. The 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](http://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](mailto: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](mailto: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 under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- A. A copy of this Notice has been placed on the website of the Company and the website of CDSL.
- B. Details of Scrutinizers: Mr. Satyanarain Samdani (Membership No F3677), Partner of M/s. Samdani Shah & Kabra, Practicing Company Secretaries and failing him Mr. Suresh Kabra, (Membership No. A9711), Partner of M/s. Samdani Shah & Kabra, Practicing Company Secretaries or failing him, Mr. Yog Pathak, (Membership No. A42658), Partner of M/s. Samdani Shah & Kabra, Practicing Company Secretaries have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- C. 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.

- D. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.inoxmovies.com](http://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 – 400 093, Email ID – [parthasarathy.iyengar@inoxmovies.com](mailto:parthasarathy.iyengar@inoxmovies.com), Phone Number – 022 4062 6900.
7. The resolutions as set out in this Notice are since being conducted through e-voting, the said resolutions will not be decided on a show of hands at the EGM.
  8. The facility for voting, through electronic voting system shall also be made available at the meeting for members who have not already cast their vote prior to the meeting. In case of any unforeseen technical failure or eventuality resulting into non-functionality of the electronic voting system at the meeting, members would be provided the polling paper for casting their votes at the meeting.
  9. The members, who have cast their vote prior to the meeting by remote e-voting may also attend the meeting but shall not be entitled to vote again or change their vote at the meeting.
  10. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend the meeting.
  11. All relevant documents referred to in this Notice requiring the approval of the members at the meeting shall be available for inspection by the members at the registered office of the Company on all working days (which excludes Saturdays, Sundays and Public Holidays) between 11.00 a. m. to 1.00 p.m. up to Thursday 29<sup>th</sup> November, 2018 and at the Meeting. The notice is also available on the Company's website, [www.inoxmovies.com](http://www.inoxmovies.com).
  12. SEBI vide notification dated 8<sup>th</sup> June, 2018, amended SEBI (LODR) Regulations to state that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialised form with the depositories. 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.
  13. Communication details of R&T agent are as under:  
**Karvy Computershare Private Limited**  
 Karvy Selenium Tower B, Plot 31-32, Gachibowli,  
 Financial District, Nanakramguda, Hyderabad – 500 032  
 Email: [einward.ris@karvy.com](mailto:einward.ris@karvy.com)  
 Phone: 040-67162222  
 Fax: 040-23001153
  14. In compliance with provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the notice of the Extra-ordinary General Meeting 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.
  15. 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 "Polling Paper" for all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.

## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 1:

*The Shareholders are requested to note that Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (2018 ICDR) was notified in the Official Gazette on 11th September 2018 and it shall come into force on the sixtieth day from the date of its publication in the Official Gazette, replacing the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (2009 ICDR). Depending on the time of undertaking a corporate action, the applicable legal provisions shall be complied with.*

The Board of Directors of the Company at its meeting held on Thursday, 1<sup>st</sup> November, 2018 has approved a proposal to issue a maximum of 64,00,000 Equity Shares of the face value of Rs. 10 each to Gujarat Fluorochemicals Limited, the Promoter of the Company on Preferential basis. The proposed issue of Equity Shares on Preferential basis is subject to the applicable regulations issued by the Securities and Exchange Board of India (SEBI) and any other government / regulatory approvals as may be required in this regard.

Pursuant to the applicable provisions of Section 62 of the Companies Act, 2013 and the listing requirements of the Stock Exchanges, whenever it is proposed to increase the subscribed capital of a company by the way of a further issue of shares, such shares need to be offered to persons who, at the date of the offer, are the holders of shares of the company, in the manner prescribed in the said section unless the shareholders decide otherwise in a general meeting by way of a special resolution.



Approval of the Members is, therefore, sought by way of Special Resolution, inter-alia, pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and as well as the 2009 ICDR and the 2018 ICDR, as applicable.

The relevant details of the proposed Preferential Issue, as required in terms of Regulation 73 of 2009 ICDR and Regulation 163 of the 2018 ICDR, as applicable, are as under:

**(a) Object(s) of the issue**

The objects of the proposed Preferential Issue is to strengthen the Balance Sheet of the Company, by reducing debt, improving leverage, enhancing borrowing power for future growth opportunities and increasing profitability.

**(b) Maximum number of specified securities to be issued**

The resolution set out in the accompanying notice authorises the Board to issue a maximum of 64,00,000 Equity Shares, of the face value of Rs. 10 each, at a price which shall not be less than Rs. 241.71 (hereinafter referred to as the “**Floor Price**”), as determined in accordance with Regulation 76 of the 2009 ICDR and Regulation 164 of the 2018 ICDR, as applicable.

**(c) Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer**

Gujarat Fluorochemicals Limited (GFL), Promoter of the Company intend to subscribe to 64,00,000 Equity Shares of the Company proposed to be issued. None of the Directors or key management personnel of the Company intend to subscribe to the Preferential Issue.

**(d) Pre-issue and Post issue Shareholding Pattern of the Company is given below:**

Sr. No	Category & Name of the Shareholder	Shareholding pattern as on 1 November 2018		Shareholding Pattern on the date of listing of Equity Shares issued pursuant to proposed preferential allotment*	
		No. of shares	% of holding	No. of shares	% of holding
1.	Promoter – Gujarat Fluorochemicals Limited	4,63,86,467	48.09	5,27,86,467	51.32
2.	Promoter Group – Inox Leasing and Finance Limited	5,87,461	0.61	5,87,461	0.57
	<b>Promoter &amp; Promoter Group</b>	<b>4,69,73,928</b>	<b>48.70</b>	<b>5,33,73,928</b>	<b>51.89</b>
3.	Public	4,92,20,075	51.03	4,92,20,075	47.85
4.	INOX Leisure Limited – Employee’s Benefit Trust	2,63,751	0.27	2,63,751	0.26
	<b>TOTAL</b>	<b>9,64,57,754</b>	<b>100.00</b>	<b>10,28,57,754</b>	<b>100.00</b>

\* Considering allotment of 64,00,000 Equity Shares of face value of Rs 10 each to Gujarat Fluorochemicals Limited.

The aforesaid percentages are based on capital as on 01<sup>st</sup> November, 2018 without taking into consideration any potential dilutions by way of issuance of shares under the employee’s stock option scheme of the Company.

**(e) Proposed time frame within which the Preferential Issue shall be completed**

In accordance with the provisions of the 2009 ICDR and the 2018 ICDR, as applicable, the Equity Shares shall be allotted within a period of 15 days from the date of passing of the special resolution by the shareholders at the Extra-ordinary General Meeting of the Company. Provided that where the allotment is pending on account of any approval from any regulatory authority or the Central Government, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of the last of such approvals or such other time as may be prescribed or permitted by the SEBI, stock exchanges or other competent authorities.

**(f) The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees the percentage of the paid-capital of the Company held by the proposed allottee post completion of the proposed Preferential Issue and change in control, if any, in the Company, consequent to the Preferential Issue**

Name of Proposed Allottee	Category	Ultimate beneficial owners	Percentage of post-Preferential Issue capital to be held	Change in Control, if any
Gujarat Fluorochemicals Limited	Promoter	Gujarat Fluorochemicals Limited is a listed company in India	Maximum upto 51.32%	The proposed Preferential Issue would not result in change of control of the Company

**(g) Basis on which the price has been arrived**

The Equity Shares of the Company are listed on BSE Limited and the National Stock Exchange of India Limited and the Equity Shares of the Company are frequently traded in accordance with the 2009 ICDR and 2018 ICDR, as applicable. For the purpose of computation of the price per Equity Share, trading at the National Stock Exchange of India Limited (the stock exchange which has the highest trading volume in respect of the Equity Shares of the Company) during the preceding twenty-six weeks prior to the relevant date has been considered. In terms of the 2009 ICDR and 2018 ICDR, as applicable, the Equity Shares shall be allotted at a price not less than higher of the following:

- i) Average of the weekly high and low of the volume weighted average prices of the Equity Shares of the Company quoted on the stock exchange, during the twenty-six weeks preceding the Relevant Date, or
- ii) Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on the stock exchange, during the two weeks preceding the Relevant Date.

Accordingly, the Equity Shares proposed to be allotted pursuant to the Preferential Issue shall be at or higher than the Floor Price, which is Rs. 241.71 per Equity Share of face value of Rs 10 each. The Floor Price has been calculated in accordance with the above provisions.

Since the Equity Shares of the Company have been listed on a recognized stock exchange for more than 26 weeks and accordingly, provisions of Regulations 76(3) and 78 (5) of the 2009 ICDR and the disclosures and confirmation required pursuant to Regulation 73 (1)(f) and (g) of 2009 ICDR, and Regulations 164(3) and 167(5) of the 2018 ICDR and the disclosures and confirmation required pursuant to Regulation 163 (1)(g) and (h) of the 2018 ICDR, are not applicable.

**(h) Confirmations regarding wilful defaulters, if any**

The Company, the Promoter and none of the Directors have been identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

**(i) Confirmations regarding consideration if payable in other than cash**

As the consideration for issuance of Equity Shares are payable in cash, the disclosures and confirmations required under regulation 73(3) of 2009 ICDR or 163 (3) of 2018 ICDR, are not required.

**(j) Issue Price and Relevant Date**

- (i) The Equity Shares proposed to be issued pursuant to the Preferential Issue shall be allotted at a price not less than Rs. 241.71 per Equity Share of face value of Rs 10 each, which is the Floor Price. The Floor Price has been determined in accordance with Regulation 76 of the SEBI ICDR Regulations, 2009 and Regulation 164 of the SEBI ICDR Regulations, 2018, as applicable.
- (ii) The Relevant Date for determination of the Floor Price is Tuesday, 30<sup>th</sup> October, 2018 i.e. the date thirty days prior to the date of the Extra-ordinary General Meeting to be held on Thursday, 29<sup>th</sup> November, 2018, to approve the proposed Preferential Issue.

**(k) Lock-in Requirements**

- (i) The Equity Shares proposed to be allotted on a preferential basis to the Promoter shall be locked-in for a period of three years from the date of receipt of trading approval, granted for the listing and trading of the Equity Shares proposed to be issued pursuant to the Preferential Issue, in accordance with requirements of SEBI ICDR Regulations 2009 and SEBI ICDR Regulations 2018, as applicable.
- (ii) The entire shareholding of the Promoter, prior to consummation of the Preferential Issue, shall be locked-in from the Relevant Date upto a period of six months from the date of receipt of trading approval for the Equity Shares issued pursuant to the Preferential Issue.

**(l) Other Disclosures**

- (i) A copy of the certificate from M/s Kulkarni and Company, Chartered Accountants, the Statutory Auditors of the Company, certifying that the Preferential Issue is being made in accordance with the requirements of the 2009 ICDR and the 2018 ICDR, as applicable, shall be available for inspection by the Members at the Registered Office of the Company between 11 a.m. to 1:00 p.m. on all working days (except Saturdays, Sundays and Public Holidays) up to Thursday, 29<sup>th</sup> November, 2018 and at the Extra-ordinary General Meeting.
- (ii) The Directors of the Company have not been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.
- (iii) The Promoter and members of the Promoter Group have not sold or transferred Equity Shares of the Company in the six months preceding the Relevant Date.
- (iv) All the pre-Issue Equity Shares of the Company held by the Promoter are in dematerialised form.

- (v) Since it is proposed to issue and allot the aforesaid securities on preferential allotment basis, a Special Resolution is required to be approved by Members pursuant to the provisions of Sections 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 and Chapter VII of the 2009 ICDR and Chapter V of the 2018 ICDR, as applicable.

The Promoter is interested in the proposed resolution to the extent of their shareholding in the Company. Mr. Pavan Jain, Mr. Vivek Jain and Mr. Deepak Asher, being Directors on the Board of the Company as well as on the Board of Gujarat Fluorochemicals Limited, are interested in the above resolution.

None of the other Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding in INOX Leisure Limited, are concerned / interested in the Resolution set out at Item No. 1 of the Notice.

The Board of the Company recommends the Resolution set out at Item No. 1 of the Notice for approval of the Members by way of a Special Resolution.

#### Item No. 2:

Pursuant to provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any material related party transaction proposed to be entered into by the Company are required be approved by the shareholders through resolution.

In view of this, approval of the Members is being sought for authorising the Board of Directors to enter into following material related party transaction in terms of Regulation 23 of SEBI (LODR) Regulations, with the related party.

Name of Related Party	Nature of relationship as defined under the Companies Act, 2013	Nature and Particulars of Contract	Amount per annum (Rs. in Crore)
Gujarat Fluorochemicals Limited	Promoter - 2(76)(Viii)	Preferential issue of Equity Shares	160.00

As required under Section 177 (4) (iv) of the Companies Act, 2013, the Audit Committee of the Company, at its Meeting held on Thursday, 1st November 2018, has approved the aforesaid transactions proposed to be entered into between the related parties.

As the said transactions are "material related party transactions", as defined under Regulation 23 (1) of the SEBI (LODR) Regulations, the related parties of the Company shall abstain from voting on the resolution as stated at Item No. 2 of the Notice.

The Promoter is interested in the proposed resolution to the extent of their shareholding in the Company. Mr. Pavan Jain, Mr. Vivek Jain and Mr. Deepak Asher, being Directors on the Board of the Company as well as on the Board of Gujarat Fluorochemicals Limited, are interested in the above resolution to the extent of their shareholding in the Company. None of the other Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding in the Company, are concerned / interested in the Resolution set out at Item No. 2 of the Notice.

The Board of the Company recommends the Resolution set out at Item No. 2 of the Notice for approval of the Members by way of an Ordinary Resolution.

**By order of the Board of Directors  
For INOX Leisure Limited**

**Date: November 1, 2018  
Place: Mumbai**

**Parthasarathy Iyengar  
Company Secretary  
(Membership No. ACS 21472)**





**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](http://www.inoxmovies.com) | **Email ID:** [contact@inoxmovies.com](mailto: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 Extra-ordinary General Meeting of the Company held on Thursday, 29<sup>th</sup> November, 2018 at 12:00 noon at Maple Hall, Hotel Express Residency, 18/19, Alkapuri Society, 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 Notice of the Meeting 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 Notice.

E Voting Sequence Number (EVSN)	USER ID	Sequence Number (Password)
181030007		

Note: The Voting period starts from Monday, 26<sup>th</sup> November, 2018 (9:00 a.m.) and ends on Wednesday, 28<sup>th</sup> November, 2018 (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](http://www.inoxmovies.com) | **Email ID:** [contact@inoxmovies.com](mailto: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]

Extra-ordinary General Meeting – Thursday, 29<sup>th</sup> November, 2018

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 Extra-ordinary General Meeting of the Company, to be held on Thursday, 29<sup>th</sup> November, 2018, at 12.00 noon at Maple Hall, Hotel Express Residency, 18/19, Alkapuri Society, Vadodara – 390 007 and at any adjournment thereof in respect of such Resolutions as are indicated below.

Resolution Number	Resolutions	Type of Resolution	No. of Share	Vote (Optional – see Note 2) (Please mention no. of shares)		
				For	Against	Abstain
Special Business:						
1	Issue of Equity Shares on Preferential Basis to the Promoters of the Company:	Special Resolution				
2	Approval of Material Related Party Transaction	Ordinary Resolution				

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

\_\_\_\_\_  
Signature of Member\_\_\_\_\_  
Signature of Proxy Holder(s)

Affix a  
Revenue  
Stamp not  
less than  
Re. 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.

ROUTE MAP FOR THE VENUE OF THE MEETING

