

May 8, 2014

To,
The Board of Directors
Inox Leisure Limited
ABS Towers, Old Padra Road,
Vadodara – 390 007, Gujarat

Sub: Resignation Letter

Dear Sirs,

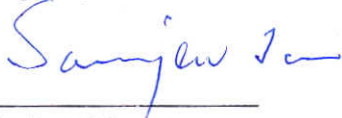
Provisions of Section 149 (6) of the Companies act 2013 which has come into effect from 1 April 2014, defines the Term "Independent Director" and provides that **Independent Director** is a Director who, **inter alia**, is not related to promoters or directors in the company, its holding, subsidiary or associate company.

As you may be aware, my father Mr. Shanti Prashad Jain, a relative as defined under the provisions of the Companies Act 2013, is a Director in Gujarat Fluorochemicals Limited (CIN - L24110GJ1987PLC009362), which is a Holding Company of Inox Leisure Limited. In view of this, I cease to be an Independent Director within the meaning of the Act.

In view of this, I hereby submit my resignation as a Director of Inox Leisure Limited with immediate effect. I also resign as a Chairman of the Audit Committee and the Compensation & Remuneration Committee of Inox Leisure Limited.

I also offer my best wishes for continued success of the company in all its endeavors.

Regards,



Sanjeev Jain