

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 that the Fifteenth ANNUAL GENERAL MEETING of the Members of **INOX LEISURE LIMITED** will be held on Wednesday, 10th September, 2014 at 11.00 a.m., at Maple Hall, Hotel Express Residency, 18/19, Alkapuri Society, Vadodara – 390 007, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2014, the Balance Sheet and Cash Flow Statement as at that date, the report of Auditors thereon and the report of the Board of Directors for the said year.
2. To appoint a Director in place of Mr. Pavan Jain (DIN: 00030098), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Vivek Jain (DIN: 00029968), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 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 Clause 49 of the Listing Agreement, Mr. Haigreve Khaitan (DIN: 00005290), Independent Director of the Company whose period of office is liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 31st March, 2019.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 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 Clause 49 of the Listing Agreement, Mr. Amit Jatia (DIN: 00016871), Independent Director of the Company whose period of office is liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 31st March, 2019.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 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 Clause 49 of the Listing Agreement, Mr. Kishore Biyani (DIN: 00005740), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and pursuant to Article 141 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has

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received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 31st March, 2019.”

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

“RESOLVED THAT in supersession of resolution passed under Section 293(1)(d) of the Companies Act, 1956 by Members through Postal Ballot on 4th October, 2012 and subject to the provisions of Section 180(1)(c), 180(2) and other applicable provisions and Rules, if any, of the Companies Act, 2013, any amendments/enactments/re-enactments thereof, consent of the Company be hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” and which term shall be deemed to include any duly authorised committee(s) thereof, for the time being exercising the powers conferred by the Board by this resolution) for borrowing from time to time and in any manner, any sum or sums of money upon such terms and conditions and with or without security as the Board may in its absolute discretion think fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company will exceed the aggregate of its paid-up share capital and free reserves, apart from the temporary loans obtained or to be obtained from time to time from the Company’s Bankers/Lenders in the ordinary course of business, provided however that the sums so borrowed and remaining outstanding on account of principal amount shall not, at any time, exceed ₹ 10,00,00,00,000/- (Rupees One Thousand Crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto; and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

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

“RESOLVED THAT in supersession of resolution passed under Section 293(1)(a) of the Companies Act, 1956 by Members through Postal Ballot on 18th November, 2009 consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) thereof) under Section 180(1)(a) and other applicable provisions and Rules, if any, of the Companies Act, 2013, (including any amendment thereto or enactment/re-enactment thereof), to sell, lease or otherwise dispose of whole or substantially the whole of undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings or create such charges, mortgages, hypothecations and pledges in addition to the existing charges, mortgages, hypothecations and pledges created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the management and concern of the Company in certain events, in favour of the Banks/Financial Institutions/NBFCs/Lenders, other investing agencies and trustees for the holders of debentures/bonds and/or other securities/instruments to secure rupee/foreign currency loans and/or the issue of any securities/debentures whether partly/fully convertible or non-convertible and/or securities linked to ordinary shares and/or rupee/foreign currency convertible bonds/securities and/or bonds/securities with detachable share warrants and any other form of loan/borrowing of whatever nature or by whatever name (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, for which such charges, mortgages, hypothecations or pledges are created, shall not, at any time exceed the limit of ₹ 10,00,00,00,000/- (Rupees One Thousand Crores only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto; and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 30,000/- (Rupees Thirty Thousand Only) plus service tax as applicable and reimbursement of out of pocket expenses, at actual, as approved by Board of Directors of the Company, to be paid to M/s. Y. S. Thakar, Cost Auditors of the Company for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2015, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company or Mr. Upen Shah, Chief Finance Officer & Head – Legal or Mr. Miket Shashikant Bahuva – Company Secretary & General Manager – Legal be and are hereby severally authorised to do all such acts, deeds & things and to take all such steps as they may deem necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT in compliance Section 188 of the Companies Act, 2013 (hereinafter referred to as “Act”) read with Rule (15) of the Companies (Meeting of Board and its powers) Rules, 2014 and other applicable provisions, if any, of the Act, and subject to other approvals, consents, permissions and sanctions of authorities as may be necessary, consent of the Company be and is given to the Board of Directors to continue with the existing transaction and also to renew this transaction from time to time at any time in future, with the Related Party as defined under Section 2 of the Act, as per details given below:

Sr. No.	Name of Related Party	Nature of relationship as defined under the Companies Act, 2013	Nature and Particulars of Contract	Amount per annum (₹ in lacs)
1.	Hardcastle Restaurants Private Limited	2 (76) (iv) Private Company in which Mr. Amit Jatia is a Director.	Renting of Immovable Property	75.00

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, matters and things as may be necessary to give effect to the above resolution.”

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

“RESOLVED THAT in compliance Section 188 of the Companies Act, 2013 (hereinafter referred to as “Act”) read with Rule (15) of the Companies (Meeting of Board and its powers) Rules, 2014 and other applicable provisions, if any, of the Act, and subject to other approvals, consents, permissions and sanctions of authorities as may be necessary, consent of the Company be and is given to the Board of Directors to enter into the fresh transactions and to renew these transactions from time to time at any time in future, with the Related Parties as defined under Section 2 of the Act, as per details given below:

Sr. No.	Name of Related Party	Nature of relationship as defined under the Companies Act, 2013	Nature and Particulars of Contract	Amount per annum (₹ in lacs)
1.	Inox Wind Limited	2 (76)(viii) Subsidiary Company of Holding Company. Hence, a Related Party under this category.	Sales & Services	50.00
2.	Khaitan & Co.	2 (76) (iii) Firm in which Mr. Haigreave Khaitan is a Partner.	Legal Advisory Services	400.00

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, matters and things as may be necessary to give effect to the above resolution.”

13. 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 42, Section 71, and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (hereinafter collectively referred to as “the Rules”) including any

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Statutory modification/ amendment thereto or re-enactment thereof for the time being in force, the relevant provision(s) of the Memorandum & Articles of Association of the Company, and subject to such other approvals, as may be necessary and subject to such modifications as may be prescribed while granting such approvals, which may be agreed to by the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of the Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to make an offer(s) or invitation(s) for subscription of Non-convertible Debentures (NCD) including but not limited to Subordinated Debentures, bonds, and/or other debt securities, etc. on Private Placement basis, in one or more tranches, during the period of one year from the date of passing of the Special Resolution by the Members, for an amount not exceeding Rs. 5,00,00,00,000 (Rupees Five Hundred Crores Only), on such terms and conditions, including issue price thereof, and to such person(s) not exceeding two hundred or as permitted under the relevant Rules in this behalf through issue of Private Placement Letter of Offer as the Board deems fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents as may be required, to appoint intermediaries including but not limited to arranger for the NCD, Law Firm(s) / Legal expert(s), Registrar & Share Transfer Agent, Depositories i.e. NSDL / CDSL, Trustee(s), Bankers and generally to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company or Mr. Upen Shah – Chief Finance Officer & Head – Legal be and are hereby severally authorised to execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies.”

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

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

**Place: Mumbai
Date: 28th July, 2014**

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF 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.
- A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN 10%, OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.**
- The Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of special business as per Item Nos. 5 to 13 hereinabove is annexed hereto.
- The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 3rd September 2014 to Wednesday, 10th September 2014 (both days inclusive).

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5. Appointment / Re-appointment of Directors:

The information required to be provided under the Listing Agreement in respect of Directors being appointed/re-appointed is given herein below:

Name of the Director	Mr. Pavan Jain	Mr. Vivek Jain	Mr. Haigreve Khaitan	Mr. Amit Jatia	Mr. Kishore Biyani
Date of Birth	17/05/1951	30/08/1955	13/07/1970	11/02/1967	09/08/1960
Date of Appointment	09/11/1999	09/11/1999	22/10/2007	26/05/2011	16/10/2013
Directors Identification Number	00030098	00029968	00005290	00016871	00005740
Expertise in Specific Functional Area	Mr. Pavan Jain is a chemical engineer from Indian institute of Technology, New Delhi, and an industrialist with over 35 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. Vivek Jain is a graduate in Economics from St. Stephens, New Delhi, and a post graduate in business administration with specialization in finance, from the Indian Institute of Management, Ahmedabad. He has business experience of over 28 years and is currently the Managing Director of the Gujarat Fluorochemicals Limited	Mr. Haigreve Khaitan's main area of expertise are commercial and corporate laws, tax laws, mergers and acquisitions, restructuring, foreign collaboration, licensing.	Mr. Amit Jatia holds a degree in Business Administration from the University of Southern California, Los Angeles. He is the Vice-Chairman and Executive Director of Hardcastle Restaurants Private Limited which operates McDonald's stores in West and South India. He has over 15 years of experience. He is a member of the Young Presidents' Organization.	Mr. Kishore Biyani is a Commerce Graduate from the University of Mumbai and post graduate diploma in Marketing Management from the university of Mumbai. He is the Chief Executive Officer of Future Group of Companies. He has over 25 years of experience in the field of manufacturing and retailing. He has received several awards including 'the CEO of the Year – 2001', 'the most Admired Retailer of the year – 2004', 'the Retail Face of the Year – Images Retail Awards 2005' and 'the E&Y Entrepreneur of the Year – Services – 2006'.
Qualification	Chemical Engineer	Post graduate in Business Administration	Law Graduate	Degree in Business Administration	Post graduate diploma in Marketing Management
Directorships held in other Companies (Excluding Foreign Companies)	1. Inox Air Products Limited 2. Inox Leasing and Finance Limited 3. Gujarat Fluorochemicals Limited 4. Inox India Limited 5. Inox Renewables Limited 6. Inox Chemicals Private Limited 7. Siddho Mal Investments Private Limited 8. Siddhapavan Trading and Finance Private Limited 9. Devansh Trading and Finance Private Limited 10. Devansh Gases Private Limited	1. Gujarat Fluorochemicals Limited 2. Inox Air Products Limited 3. Inox India Limited 4. Inox Leasing and Finance Limited 5. Inox Renewables Limited 6. Inox Chemicals Private Limited 7. Siddho Mal Investments Private Limited 8. Siddhapavan Trading and Finance Private Limited 9. Devansh Trading and Finance Private Limited 10. Devansh Gases Private Limited	1. Ambuja Cements Limited 2. Bajaj Corp Limited 3. CEAT Limited 4. First Source Solutions Limited 5. Harrisons Malayalam Limited 6. Jindal Steel & Power Limited 7. Karam Chand Thapar & Bros (Coal Sales) Limited 8. National Engineering Industries Limited 9. Sterlite Technologies Limited 10. Torrent Pharmaceuticals Limited	1. Saubhagya Impex Pvt. Ltd 2. Anand Veena Twisters Pvt. Ltd 3. Horizon Impex Pvt. Ltd 4. Subh Ashish Exim Pvt. Ltd. 5. Achal Exim Private Limited 6. Vandeeep Trade Links P Ltd 7. Acasia Impex Pvt Ltd 8. Akshay Ayush Impex Pvt. Ltd 9. Hardcastle Restaurants Private Limited	1. Future Retail Limited 2. Future Lifestyle Fashions Limited 3. Future Generali India Life Insurance Company Limited 4. Future Generali India Insurance Company Limited 5. Future Consumer Enterprise Limited 6. Future Media (India) Limited 7. Future Corporate Resources Limited 8. Embassy Property Developments Private Limited

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Directorships held in other Companies (Excluding Foreign Companies)	11. Rajni Farms Private Limited 12. Inox Infrastructure Limited 13. Siddhomal Air Products Private Limited 14. Sitashri Trading and Finance Private Limited 15. Inox International Private Limited	11. Rajni Farms Private Limited 12. Inox Infrastructure Limited 13. Siddhomal Air Products Private Limited 14. Sitashri Trading and Finance Private Limited 15. Inox International Private Limited 16. Inox DPNC Outsourcing Services Private Limited 17. Megnasolace City Private Limited	11. XPRO India Limited 12. AVTEC Limited 13. Great Eastern Energy Corporation Limited 14. Vinar Systems Private Ltd 15. Bharat Fritz Werner Limited	10. Hardcastle Petrofer Pvt. Ltd. 11. Sterling Holiday Resorts (India) Ltd. 12. Westlife Development Limited 13. Amit BL Properties Pvt. Ltd 14. Riddhika Properties Pvt. Ltd.	9. Eclipse Infrastructure Private Limited 10. Uccal Infrastructure Private Limited 11. Softtouch Multitrading Private Limited
Membership/ Chairmanship of Committees of other public Companies (includes only Audit Committee and Shareholders' and Investors' Grievance Committee)	1. Gujarat Fluorochemicals Limited (Member of Share Transfer & Investors' Grievance Committee) 2. Inox India Limited (Chairman of Audit Committee) 3. Inox Air Products Limited (Chairman of Audit Committee)	1. Gujarat Fluorochemicals Limited (Member of Share Transfer & Investors' Grievance Committee) 2. Inox India Limited (Member of Audit Committee) 3. Inox Leasing and Finance Limited (Member of Audit Committee) 4. Inox Air Products Limited (Member of Audit Committee)	1. Harrisons Malayalam Limited (Member of Audit Committee) 2. AVTEC Limited (Member of Audit Committee) 3. Jindal Steel & Power Limited (Member of Audit Committee) 4. National Engineering Industries Limited (Member of Audit Committee and Shareholders' Grievance Committee)	1. Westlife Development Ltd (Member of Audit Committee)	1. Future Media (India) Limited (Member of Audit Committee) 2. Future Lifestyle Fashions Limited (Member of Shareholders'/ Investors' Grievance Committee) 3. Future Consumer Enterprises Limited (Chairman of Shareholders'/ Investors' Grievance & Share Transfer Committee)
			5. Sterlite Technologies Limited (Member of Audit Committee) 6. Torrent Pharmaceuticals Limited (Member of Audit Committee)		
Shareholding in the Company	6,50,000	6,50,445	Nil	Nil	Nil
Relationship between directors inter-se	Mr. Vivek Jain is brother and Mr. Siddharth Jain is son.	Mr. Pavan Jain is brother and Mr. Siddharth Jain is brother's son.	Not related to any Directors.	Not related to any Directors.	Not related to any Directors.

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6. 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 Reports for Financial Year 2013- 2014 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 addresses registered with the Registrar and Share Transfer Agents.
7. In compliance with provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide e-voting facility to all members 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 shareholders/beneficial owners shall be reckoned on the equity shares held by them as on 25th July, 2014.

The process and instructions for e-voting are as under:

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) 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> <ul style="list-style-type: none"> 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 last 8 digits of the demat account/folio number in the PAN Field. In case the folio 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 folio number 100 then enter RA00000100 in the PAN Field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date i.e. 25th July, 2014 in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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

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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.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- i. Please follow all steps from sr. no. (i) to sr. no. (xvi) above to cast vote.
- ii. The voting period begins on 3rd September, 2014 (9:00 am) and ends on 5th September, 2014 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 25th July, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- iii. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- I. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 25th July, 2014.
- II. A copy of this notice has been placed on the website of the Company and the website of CDSL.
- III. M/s. Samdani Shah and Associates, Practicing Company Secretary (Certificate of Practice Number 2863) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- IV. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Director or Company Secretary of the Company.

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- V. 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 within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange Limited.
8. Members holding shares in physical form are requested to intimate Registrar and Transfer Agents of the Company viz., M/s. Karvy Computershare Private Limited, Unit: Inox Leisure Limited, Plot No. 17-24, Vittal Rao Nagar, Madhopur, Hyderabad – 500 081, 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.
9. 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.
10. Members / Proxies are requested to bring their Attendance Slip filled in and their copy of Annual Report to the Meeting.
11. 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.
12. Members holding shares in single name and in Physical form are advised to make nomination in respect of their shareholding in the Company.

THE STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013:

ITEM NOS. 5 & 6:

Mr. Haigreave Khaitan (DIN: 00005290) and Mr. Amit Jatia (DIN: 00016871) are Independent Directors of the Company and hold this position as per the current provisions of the Listing Agreement. Mr. Haigreave Khaitan has held the position as an Independent Director of the Company for more than 5 (five) years. The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

It is proposed to appoint Mr. Haigreave Khaitan and Mr. Amit Jatia as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to 31st March, 2019 and they shall not be included in the total number of directors liable to retire by rotation at the Annual General Meeting.

Mr. Haigreave Khaitan and Mr. Amit Jatia are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Mr. Haigreave Khaitan and Mr. Amit Jatia for the office of Directors of the Company.

The Company has also received declarations from Mr. Haigreave Khaitan and Mr. Amit Jatia that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Haigreave Khaitan and Mr. Amit Jatia fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mr. Haigreave Khaitan and Mr. Amit Jatia are independent of the management.

Brief resume of Mr. Haigreave Khaitan and Mr. Amit Jatia, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Note no. 5 of the Notice.

Copy of the letters for respective appointments of Mr. Haigreave Khaitan and Mr. Amit Jatia as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. Haigreave Khaitan and Mr. Amit Jatia are interested in the resolutions set out respectively at Item Nos. 5 and 6 of the Notice with regard to their respective appointments. The relatives of Mr. Haigreave Khaitan and Mr. Amit Jatia may be deemed to be interested in the resolutions set out respectively at Item Nos. 5 and 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

NOTICE

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 these resolutions.

The directors recommend the Resolutions as stated at Item Nos. 5 and 6 of the Notice for approval of the Members by way of Ordinary Resolutions.

ITEM NO. 7.

Pursuant to the provisions of Section 161(1) of the Act and pursuant to Article 141 of the Articles of Association of the Company, the Board of Directors of the Company had appointed Mr. Kishore Biyani (DIN: 00005740) as an Additional Director of the Company with effect from 16th October, 2013. In terms of the provisions of Section 161(1) of the Act, Mr. Kishore Biyani would hold office up to the date of the ensuing Annual General Meeting.

As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

It is proposed to appoint Mr. Kishore Biyani as an Independent Director under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to 31st March, 2019 and they shall not be included in the total number of directors liable to retire by rotation at the Annual General Meeting.

Mr. Kishore Biyani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Kishore Biyani for the office of Director of the Company.

The Company has received a declaration from Mr. Kishore Biyani that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Kishore Biyani fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Kishore Biyani is independent of the management.

Brief resume of Mr. Kishore Biyani, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Note no. 5 of the Notice.

Copy of the letter for appointment of Mr. Kishore Biyani as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. Kishore Biyani is interested in the resolution set out at Item No. 7 of the Notice with regard to his appointment. The relatives of Mr. Kishore Biyani may be deemed to be interested in the resolution set out at Item No. 7 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. 7 of the Notice for approval of the Members by way of Ordinary Resolution.

ITEM NOS. 8 & 9.

The Members of the Company had, vide Postal Ballot dated 4th October, 2012, authorised the Board of Directors of the Company to;

- (i) borrow monies on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up share capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of ₹ 1,000 crores at any point of time; and

NOTICE

- (ii) creation of a mortgage or charge for the said borrowings, as security by way of mortgage/hypothecation on the Company's assets in favour of Company's Bankers/Financial Institutions/other investing agencies and trustees for the amounts borrowed i.e. upto ₹1,000 crores, including interest, charges, etc., payable thereon, as the documents for the said purpose could contain the power to take over the management of the Company, in certain events.

Under the provisions of Section 293(1)(d) and 293(1)(a) of the Companies Act, 1956 respectively by way of Ordinary Resolutions.

Under Section 180 of the Companies Act, 2013, ("the Act") the above powers of the Board are required to be exercised only with the consent of the members by a Special Resolution.

The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 4/2014 dated 25th March, 2014 clarified that the Ordinary Resolutions passed under Sections 293(1)(a) and 293(1)(d) of the Companies Act, 1956 would be sufficient compliance of Section 180 of the Act until 11th September, 2014.

The approval of the Members for the said borrowings and creation of mortgage or charge for the said borrowing is therefore now being sought, by way of Special Resolutions, pursuant to Section 180(1)(c) and 180(1)(a) of the Act, respectively. As per the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, resolution to be passed under Section 180 (1) (a) of the Act is required to be passed by voting through a postal ballot only. Accordingly postal ballot form is sent with this Notice of Annual General Meeting and e-voting facility is provided to the Members for casting their vote on the item no 9 of the Notice. All the Members are requested to kindly refer to the instructions given on the Postal Ballot form.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The directors recommend the Resolutions as stated at Item Nos. 8 & 9 of the Notice for approval of the Members by way of Special Resolutions.

ITEM NO. 10.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 10 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2015.

None of the 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. 10 of the Notice for approval of the Members by way of an Ordinary Resolution.

ITEM NO. 11.

Section 188 of the Companies Act, 2013 (Act) read with Rule 15(3) of the Companies (Meeting of Board and its Powers) states that no Company shall enter into transactions with Related Party as defined under Section 2 (76) of the said Act except with the consent of the Board and Members of the Company which are either not (a) in Ordinary Course of Business or (b) on arm's length basis.

The Company had entered into the transactions with Related Parties as mentioned in item no. 11 of the Notice prior to commencement of the Act which is continuing as on date. In view the requirements of the referred Section as also Clause 49 of the Listing Agreement which shall be effective from 1st October, 2014, if applicable, the Company is required to obtain approval of the Members in respect of this Related Party transaction.

Information required to be provided under Rule 15(3) of the Companies (Meeting of Board and its Powers):

NOTICE

Name of Related Party	Name of the director or key managerial personnel who is related, if any	Nature of relationship	Nature and Particulars of Contract	Monetary Value (₹ in lacs)
Hardcastle Restaurants Private Limited	Mr. Amit Jatia	2 (76) (iv)	Renting of Immovable Property	75.00

Mr. Amit Jatia is interested in resolution set out at Item No. 11 of the Notice. The relatives of Mr. Amit Jatia may be deemed to be interested in the resolution set out at Item No. 11 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. 11 of the Notice for approval of the Members by way of a Special Resolution.

ITEM NO. 12.

Section 188 of the Companies Act, 2013 (Act) read with Rule 15(3) of the Companies (Meeting of Board and its Powers) states that no Company shall enter into transactions with Related Party as defined under Section 2 (76) of the said Act except with the consent of the Board and Members of the Company which are either not (a) in Ordinary Course of Business or (b) on arm's length basis.

The Company proposes to enter into transaction with related party as provided in Resolution at Item No. 12. In view the requirements of the referred Section as also Clause 49 of the Listing Agreement which shall be effective from 1st October, 2014, if applicable, the Company is required to obtain approval of the Members in respect of those Related Party transactions.

Information required to be provided under Rule 15(3) of the Companies (Meeting of Board and its Powers):

Name of Related Party	Name of the director or key managerial personnel who is related, if any	Nature of relationship	Nature and Particulars of Contract	Monetary Value (₹ in lacs)
Inox Wind Limited	Subsidiary Company of Holding Company. Hence, a Related Party under this category.	2 (76)(viii)	Sales & Services	50.00
Khaitan & Co.	Mr. Haigreave Khaitan	2 (76) (iii)	Legal Advisory Services	400.00

Mr. Haigreave Khaitan is interested in resolution set out at Item No. 12 of the Notice. The relatives of Mr. Haigreave Khaitan may be deemed to be interested in the resolution set out at Item No. 12 of the Notice, to the extent of their shareholding interest, if any, in the Company. Mr. Siddharth Jain and Mr. Deepak Asher, Directors of the Company are also Directors in Inox Wind Limited.

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. 12 of the Notice for approval of the Members by way of a Special Resolution.

ITEM NO. 13.

The Ministry of Corporate Affairs (MCA) has notified Section 42 of the Companies Act, 2013 (Act), dealing with an offer / invitation for subscription of Securities on a Private Placement basis and Section 71 of the Act pertaining to issue of debentures to come into effect from 1st April, 2014.

As per section 42 of the Act read with Rule No. 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (hereinafter referred to as "the Rules"), a Company offering or inviting an offer to subscribe to Non-Convertible Debentures ('NCDs') on a Private Placement basis, is required to obtain the prior approval of the Members by way of a Special Resolution. Such an approval by a Special Resolution can be obtained once a year for all the offers and invitations for such NCDs during the year.

NOTICE

The Company may consider an issue of Non-convertible Debentures (NCD) including Subordinated Debentures, Bonds, and/or other debt securities, etc., in future, for an amount not exceeding ₹ 5,00,00,00,000 (Rupees Five Hundred Crores Only) on a Private Placement basis, in one or more tranches, in order to meet the fund requirements of corporate and other general business purposes of the Company. The issue price of the said NCD shall be based on the market trend and Company's negotiations with the prospective buyer(s) for the same on Private Placement basis as evaluated and determined by the Board of Directors of the Company at the time of such issue.

Accordingly, the approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act read with the Rules framed thereunder as set out in Resolution No. 13 appended to this Notice.

None of the 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. 13 of the Notice for approval of the Members by way of a Special Resolution.

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

**Place: Mumbai
Date: 28th July, 2014**

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

**Registered Office:
ABS Towers,
Old Padra Road,
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

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

TO BE RETURNED TO SCRUTINIZER

Sr. No.	Particulars	Details
1.	Name(s) of Member (s) (in block letters) (including joint holders, if any)	
2.	Registered Address of the Sole / First named Member	
3.	Registered Folio No. DP ID No. / Client ID No. (applicable to investors holding shares in Dematerialized Form)	
4.	Number of shares held	

I/We hereby exercise my/our votes in respect of the Special Resolution to be passed through postal ballot set out in the Item No. 9 of Notice of Annual General Meeting dated 28th July, 2014, by sending my / our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below.

Item. No.	Description of Resolution	Type of Resolution	No. of Shares	(FOR) I / We assent to the Resolution	(AGAINST) I / We dissent to the Resolution
9	Consent of the Company with an Authority to the Board of Directors to create charge or mortgage in favour of lending institutions or sell, lease or dispose of undertaking of the Company as permitted under Section 180 (1) (a) of the Companies Act, 2013.	Special Resolution			

Place:

Date:

Signature of the Member(s)

NOTE:

- I. Please select EVSN as I4728002 while casting your vote through electronic mode.
- II. Last Date for receipt of Postal Ballot Form by the Scrutinizer is **8th September, 2014**.
- III. Please read carefully instructions printed overleaf before exercising the vote.

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form in all respects and send it to the scrutinizer in the attached self addressed Business Reply Envelope. Postage will be born and paid by the Company. However, envelopes containing postal ballot forms, if deposited in person or sent by courier/registered post at the expense of the members, will also be accepted. Voting through any other form (other than E-voting) or photocopy of the postal ballot form will not be considered valid.
2. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be completed and signed by the Member as per specimen signature registered with the Company. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA.
4. Unsigned Postal Ballot Form will be rejected.
5. Duly completed Postal Ballot Form should reach the Scrutinizer at the address of the Scrutinizer not later than the close of working hours (06:00 p.m.) on 8th September, 2014. Postal Ballot Form/s received after that date will be strictly treated as if reply from such Member has not been received.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority.
7. Voting rights shall be reckoned on the number of shares registered in the name of the Members on the date of dispatch of notice.
8. A member may request for a duplicate Ballot paper, if so required, to the Company's Registrar and Share Transfer Agents, M/s. Karvy Computershare Private Limited, Unit: Inox Leisure Limited, Plot No. 17-24, Vittal Rao Nagar, Madhopur, Hyderabad – 500 081.
9. A Member neither needs to use all his votes nor he needs to cast all his votes in the same way.
10. Members are requested not to send any other paper (other than the resolution/authority as mentioned under item Nos. 3 & 6 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
11. The exercise of vote by Postal Ballot is not permitted through proxy.
12. There will be only one Postal Ballot Form for every folio irrespective of the number of joint member(s).
13. Votes will be considered invalid on the following grounds:
 - a. if the member's signature does not tally
 - b. if the member has marked all his shares both in favour and also against the special resolution.
 - c. if the postal ballot is unsigned
 - d. if the ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or on one or more of the above grounds.
14. The results of the Postal Ballot will be announced by the Director of the Company on receipt of report of scrutinizers and will also be informed to the stock exchanges, hosted on the Company's website www.inoxmovies.com and published in newspapers.
15. The item of business covered by this Postal Ballot will not be transacted at any General Meeting even though Members who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the meeting.
16. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to the Company Secretary of the Company.
17. The Scrutinizers decision on the validity of the Postal Ballot will be final.
18. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically instead of through physical postal ballot. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. All the Members are requested to refer to e-voting instructions given below the Notes to the Notice of 15th Annual General Meeting and notes thereto.
19. In case a Member has voted through e-voting facility, he need not send the physical postal ballot form. In case a Member votes through e-voting facility as well as sends his vote through physical vote, the votes casts through physical ballot only be considered and the voting through e-voting shall not be considered by the Scrutinizer.