

26th August, 2021

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

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

Scrip Code: 532706

Symbol: INOXLEISUR

Dear Sir / Madam,

Sub: Notice of 22nd Annual General Meeting (AGM) of the Company.

This is in continuation of our letter dated 24th August, 2021 intimating that the 22nd AGM of the Members of the Company is scheduled to be held on Wednesday, 22nd September, 2021 at 12.00 noon (IST) through Video Conferencing / Other Audio Visual Means (VC / OAVM) facility.

Pursuant to Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of the Notice of the 22nd AGM of the Members of the Company is attached herewith.

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

The cut-off date for determining the eligibility of Members to vote by remote e-Voting for the AGM is Wednesday, 15th September, 2021.

The Notice convening the 22nd AGM is also made available on the website of the Company at www.inoxmovies.com under 'Investor Relations' section.

We request you to kindly take the above on record.

Thanking You.

Yours faithfully,
For INOX Leisure Limited



Parthasarathy Iyengar
Company Secretary

Encl.: a/a.



INOX LEISURE LIMITED

(CIN: L92199MH1999PLC353754)

Regd. Office: 5th Floor, Viraj Towers, Next to Andheri Flyover, Western Express Highway, Andheri (East), Mumbai – 400 093.

Telephone: 022 40626900

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

Notice is hereby given to the Members of **INOX Leisure Limited** that the Twenty-second ANNUAL GENERAL MEETING of the Company will be held on Wednesday, 22nd September, 2021 at 12:00 noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements.

To consider and adopt:

- the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2021, the reports of the Board of Directors and Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2021 and the report of the Auditors thereon.

2. Reappointment of Mr. Pavan Jain (DIN: 00030098) as a Director of the Company.

To appoint a Director in place of Mr. Pavan Jain (DIN: 00030098), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. To approve payment of Remuneration to Non-Executive Director/(s) of the Company.

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

"RESOLVED THAT in supersession of the earlier resolution passed in this regard and pursuant to provisions of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013 (Act), the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or any re-enactment thereof for the time being in force), and in accordance with provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to pay a minimum remuneration of ₹ 1,50,00,000/- per annum (Rupees One Crore and Fifty Lakhs) or upto 5% of the Net Profits of the Company (calculated in accordance with the provisions of Section 198 of the Act), whichever is higher, as may be determined by the Compensation, Nomination & Remuneration Committee of the Board of Directors of the Company (Committee) for the Financial Years 2021-22, 2022-23 and 2023-24 to any Non-Executive Director/(s) of the Company as the Committee may deem fit from time to time.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the term mentioned above, the Non-Executive Director/(s) shall be paid remuneration as set out above, notwithstanding that it may exceed one percent of the net profits of the Company calculated in accordance with Section 198 of the Act and pursuant to Section 197 and Schedule V of the Act, including any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT the above remuneration shall be in addition to the Sitting fees payable to the director(s) for attending the meetings of the Board or any Committee thereof as may be decided by the Board of Directors and reimbursement of expenses for participation in such Board and Committee meetings."

By order of the Board of Directors
For INOX Leisure Limited

Parthasarathy Iyengar
Company Secretary

Place: Mumbai
Date: 3rd August, 2021

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 02/2021 dated 13th January, 2021 (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 ('SEBI Circulars'), have permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof for the time being in force) read with rules made there under, as amended from time to time, read with MCA Circulars, SEBI Circulars and pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, the AGM of the Company is scheduled to be held on Wednesday, 22nd September, 2021, at 12:00 noon (IST) through VC/OAVM.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
3. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
4. The Statement pursuant to Section 102 (1) of the Act, in respect of special business as per Item No. 3 hereinabove is annexed hereto.
5. Information as required to be provided under the Secretarial Standard – 2 / Regulation 36(3) of the Listing Regulations, in respect of a Director being appointed / re-appointed is annexed hereto as Annexure A.
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM facility.
7. Corporate Members intending to appoint their authorised representatives pursuant to Section 113 of the Act, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Company at investors@inoxmovies.com.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Compensation, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
10. In line with the MCA Circulars, the Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. The Notice convening the 22nd AGM along with the Annual Report 2020-21 has been uploaded on the website of the Company at www.inoxmovies.com under 'Investor Relations' section and may also be accessed on the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also available on the website of CDSL at www.evotingindia.com.
11. The requirement to place the matter relating to appointment of Statutory Auditors for ratification by Members at every Annual General Meeting has been done away with vide notification dated 7th May, 2018 issued by the MCA. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors, who were appointed in the Annual General Meeting held on 28th September, 2017.

12. As per Regulation 40 of the Listing Regulations, as amended, Securities of listed companies can be transferred only in dematerialised form from a cut-off date i.e. 1st April, 2019. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form.

13. In compliance with provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, Annual Report for Financial Year 2020-21 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. 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.

14. Process for registering e-mail addresses to receive this Notice electronically and cast votes electronically:

- A. For Members holding shares in Physical – please provide necessary details like Folio No., Name of Member, scanned copy of the Share Certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to Company at investors@inoxmovies.com/ RTA at einward.ris@kfintech.com.
 - B. For Members holding shares in Demat - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) to Company at investors@inoxmovies.com / RTA at einward.ris@kfintech.com.
15. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended and Regulation 44 of the Listing Regulations, as amended and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a Member using remote e-Voting system as well as remote e-Voting during the AGM will be provided by CDSL.

16. Members will be provided with the facility for voting through electronic voting system during the VC / OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again.

17. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Wednesday, 15th September, 2021 (cut-off date) shall be entitled to avail the facility of remote e-Voting before as well as during the AGM.

Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date should follow the same procedure of e-Voting as mentioned below.

18. Instructions for attending the AGM through VC/OAVM and remote e-Voting (before and during the AGM) are given below:

A. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under Shareholders/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder/ Members login where the EVSN of the Company will be displayed.
- ii. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- iii. Further, Shareholders will be required to allow Camera and use the Internet with a good speed to avoid any disturbances during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connected via Mobile Hotspot may experience Audio/Video loss due to Fluctuations in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@inoxmovies.com.
- vi. The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@inoxmovies.com. These queries will be replied to by the Company suitably by email.
- vii. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

B. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The remote e-voting period will commence on Sunday, 19th September, 2021 at 09:00 a.m. and ends on Tuesday, 21st September, 2021 at 05:00 p.m. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 15th September, 2021, 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December,

2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

- (iv) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- (v) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (vi) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with National Securities Depository Limited (NSDL)	3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (vii) Below is the Login method for e-Voting and joining virtual meeting for shareholders.
- (viii) The Shareholders should log on to the e-voting website www.evotingindia.com.
- (ix) Click on “Shareholders” tab.
- (x) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (xi) Next enter the Image Verification as displayed and Click on Login.
- (xii) 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.
- (xiii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company at investors@inoxmovies.com / RTA at einward.ris@kfintech.com .
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 (x).

- (xiv) After entering these details appropriately, click on “SUBMIT” tab.
- (xv) 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.
- (xvi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xvii) Click on the EVSN for ‘INOX LEISURE LIMITED’.
- (xviii) 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.
- (xix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xx) 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.
- (xxi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

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

(xxiii) 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.

(xxiv) Facility for Non – Individual Shareholders and Custodians – Remote Voting

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at investors@inoxmovies.com, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

C. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- i. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those Shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- iii. If any votes are cast by the Shareholders through the e-voting available during the AGM and if the same Shareholders have not participated in the meeting through VC/OAVM facility, then the votes casted by such Shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the Shareholders attending the meeting.
- iv. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

In case you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Rakesh Dalvi (022- 23058542/43).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

19. The voting rights of Members shall be in proportion to their shares of the Paid - Up Equity Share Capital of the Company as on the cut-off date of Wednesday, 15th September, 2021. For all others who are not holding shares as on cut-off date and receive the Annual Report of the Company, the same is for their information.

20. Mr. Dhruvil M. Shah, Practicing Company Secretary (FCS: 8021; CP: 8978) and failing him Ms. Monica Momaya, Practicing Company Secretary (ACS: 62561; CP: 23319) have been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
21. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM, 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 48 hours of the conclusion of the AGM, 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. The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.
22. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.inoxmovies.com and on the website of CDSL and communicated to the BSE Limited and National Stock Exchange of India Limited.
23. Members holding shares in physical form are requested to intimate Registrar and Transfer Agents of the Company viz., M/s. KFin Technologies Private Limited, Unit: INOX Leisure Limited, Selenium Building, Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, changes, if any, in their Bank details, registered address, Email ID, etc. along with their Pin Code. Members holding shares in electronic form may update such details with their respective Depository Participant. Further, Members may note that Securities and Exchange Board of India ('SEBI') has mandated the submission of PAN by every participant in the securities market.
24. 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, so as to enable the Company to keep the information ready.
25. Pursuant to provisions of Section 124 of the Companies Act, 2013, the total amount of interim dividend which remained unpaid or unclaimed were transferred to the Company's Unpaid Dividend Account 2019-20. Members who have still not encashed or claimed the dividend declared in Financial Year 2019-20, are advised to write to the M/s. KFin Technologies Private Limited for claiming the same immediately at einward.ris@kfintech.com. The dividend which remains unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof with the Company. Members may visit the Company's website <https://www.inoxmovies.com/Index.aspx> for tracking details of any unclaimed amounts, pending transfer to IEPF.
- Members whose unclaimed dividends/shares are/will be transferred to the IEPF Authority can claim the same by making an online application to the IEPF Authority in the prescribed Form No. IEPF-5 by following the refund procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html>.
26. Members holding shares in single name and in Physical form are advised to make nomination in respect of their shareholding in the Company.
27. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice and the Explanatory Statement will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. Wednesday, 22nd September, 2021. Members seeking to inspect such documents can send an email to investors@inoxmovies.com.
28. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes through remote e-Voting facility. The remote e-Voting module during the AGM shall be disabled by CDSL for voting 15 minutes after the conclusion of the Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (the “Act”)

As required under Section 102(1) of the Act, the following explanatory statement sets out all material facts relating to the special business mentioned under Item No. 3 of this Notice.

Item No. 3:

The shareholders of the Company, at their 19th AGM held on 31st August, 2018, had approved the payment of remuneration to Non-Executive Directors of the Company upto 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013 (Act) and had authorised the Compensation, Nomination and Remuneration Committee of the Board of Directors of the Company (Committee) to finalise and decide on payment of such remuneration either to any of the Non-executive Directors or all of the Non-executive Directors of the Company subject to the overall ceiling of one percent of the Net Profits of the Company for a period of five Financial Years commencing from Financial Year 2018-19.

The Ministry of Corporate Affairs (MCA) vide notifications dated 18th March, 2021 amended provisions of Sections 149, 197 and Schedule V of the Act to enable the companies having no profits or inadequate profits to pay remuneration to its Non-Executive Directors (including Independent Directors), in accordance with the provisions of Schedule V of the Act with the approval of the Shareholders in General Meeting. Pursuant to the aforesaid amendment, the Company is permitted to pay remuneration to Non-Executive Directors exceeding the limits prescribed if the same is approved by the Shareholders of the Company by way of Special Resolution.

In view of the ongoing operations and future plans combined with increased demands on Non-Executive Directors' participation in Board and Committee Meetings, the Non-Executive Directors are required to devote their valuable time and share additional responsibilities. In view of this, it is proposed to pay the Non-Executive Director/(s) of the Company a minimum remuneration of ₹ 1,50,00,000/- per annum (Rupees One Crore and Fifty Lakhs) or upto 5% of the Net Profits of the Company (calculated in accordance with the provisions of Section 198 of the Act), whichever is higher, as may be determined by the Committee for the Financial Years 2021-22, 2022-23 and 2023-24 to any Non-Executive Director/(s) of the Company as the Committee may deem

fit from time to time notwithstanding loss or inadequacy of profits in any financial year during the term mentioned above.

Accordingly, the Board of Directors, based on the recommendations of the Committee and subject to the approval of Shareholders, have recommended and approved payment of remuneration to the Non-Executive Director/(s).

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

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

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

Accordingly, approval of the Members is sought by way of a Special Resolution for payment of remuneration to the Non-Executive Director/(s) of the Company as set out in the Resolution at Item No. 3 of the Notice. The information as required to be disclosed under paragraph (iv) of the second proviso after Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 is given in the Annexure B to the Notice.

Non-executive Directors of the Company or their relatives shall be deemed to be concerned or interested in resolution set out at Item No. 3 of the Notice to the extent of the remuneration that may be received by them in future years. None of the Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

Annexure A

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

Name of the Director	Mr. Pavan Jain
Item No.	Item No. 2
Brief Resume	Pavan Jain, Chairman of the INOX Leisure Limited, is a Chemical Engineer from IIT, New Delhi, and an industrialist with over 46 years of experience. As the Managing Director of INOX Air Products Private Limited, Pavan Jain has steered the company's growth from a single plant business to one of the leading players in the domestic industrial gases business. In addition, Pavan Jain has been instrumental in diversifying the INOX Group into various industries such as Refrigerant Gases, Chemicals, Cryogenic Engineering and Entertainment.
Date of Birth	17 th May, 1951
Age	70 years
Date of first Appointment on the Board	9 th November, 1999
Directors Identification Number	00030098
Qualification	Chemical Engineer from IIT, New Delhi
Experience / Expertise in Specific Functional Area	Mr. Pavan Jain has been a director on our Board since 9 th November, 1999. Mr. Pavan Jain is the Chairman and Non-Executive Director of our Company and holds a bachelor's degree in Chemical Engineering from Indian Institute of Technology, Delhi. Mr. Pavan Jain has been instrumental in diversifying the INOX Group into various industries such as Refrigerant Gases, Chemicals, Cryogenic Engineering and Entertainment. He has over 46 years of experience.
Directorships held in other Companies	<ol style="list-style-type: none"> 1. GFL Limited 2. INOX Air Products Private Limited 3. INOX Leasing and Finance Limited 4. INOX India Private Limited 5. INOX Infrastructure Limited
Membership / Chairmanship of Committees of other Companies (Membership / Chairmanship in Audit Committee and Stakeholder Relationship Committee is considered)	<ol style="list-style-type: none"> 1. GFL Limited, Member of Stakeholders Relationship Committee 2. INOX Leasing and Finance Limited, Member and Chairman of Stakeholders Relationship Committee 3. INOX Leasing and Finance Limited, Member and Chairman of Audit Committee. 4. INOX Leisure Limited, Member of Stakeholders Relationship Committee 5. INOX Infrastructure Limited, Member of Audit Committee 6. INOX Air Products Private Limited, Member and Chairman of Audit Committee and Stakeholders Relationship Committee
The number of Meetings of the Board attended during the year	3 out of 4
Remuneration last drawn	₹ 0.80 Lakhs by way of sitting fees.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Related to Mr. Vivek Jain and Mr. Siddharth Jain
Shareholding in the Company	2,19,975

I. General Information

4. Financial performance based on given indicators:

	(₹ in Lakhs)	
Financial Year	2020-21	2019-20
Income from Operations	10,593.13	189,744.34
Profit/(Loss) from operations before Other Income and Finance Cost and Exceptional Items	(23,342.11)	33,263.62
Net Profit/ (Loss) for the year	(33,765.68)	1,494.47

5. Foreign investments or collaborations, if any – None.

[illegible]

Particulars	Mr. Pavan Jain	Mr. Vivek Jain	Mr. Siddharth Jain	Mr. Haigreve Khaitan	Mr. Amit Jatia	Ms. Girija Balakrishnan	Mr. Vishesh Chandiok
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	<p>Mr. Pavan Jain and Mr. Vivek Jain are brothers, Mr. Pavan Jain is the father of Mr. Siddharth Jain. None of the other directors are related to each other or to the Key Managerial Personnel of the Company. Non-Executive Directors do not have any pecuniary relationship with the Company except to the extent of Sitting Fees or Remuneration, as applicable, and reimbursement of out of pocket expenses received by them for attending the meetings. Details of Shares held by the Non-Executive Directors as on 31st March, 2021 are as under:</p> <ol style="list-style-type: none"> 1. Mr. Pavan Jain – 219,975 2. Mr. Vivek Jain – 640,445 3. Mr. Siddharth Jain – 619,965 4. Others - Nil 						

III. Other Information

1. Reasons of loss or inadequate profits:

The COVID-19 pandemic and the resultant lockdown declared by the Government of India in March 2020 has impacted the entire entertainment industry and consequently the business activities of the Company are also adversely affected. The cinema exhibition sector started to commence operations based on the opening announcement by various State Governments in a phased manner from mid-October 2020 onwards. However due to the second wave of COVID-19 from the beginning of 2021, various State Governments have imposed fresh restrictions/ lockdown which has continued the adverse impact on the cinema exhibition industry and the operations of the Company.

2. Steps taken or proposed to be taken for improvement:

- Stringent cost control procedures continue to remain implemented.
- With a massive lineup of great quality content in Hindi, English and other Indian languages, Company expects a robust recovery in coming times.

- Company has been actively engaging with key stakeholders including the Government Authorities, Mall Developers & Content Producers to garner critical support and ensure a smooth and prompt return to normalcy. With an objective to keep the costs under a check, the Company will continue to implement active cost control measures and bring down major expenses.
- The Company managed to successfully raise ₹ 250 Cr in the month of November 2020 and ₹ 300 Cr in the month of June 2021 through Qualified Institutional Placement to ensure adequate working capital and smooth running of the business.

3. Expected increase in productivity and profits in measurable terms:

With an aim to resume operations in a safe and hygienic manner, and with an objective to ensure employee safety, the Company has carried out vaccination of all the employees across the country. Under this initiative, 100% employees have been administered with the 1st dose of vaccine. Company is optimistic about the robust lineup of movies to release once normalcy returns.

By order of the Board of Directors
For INOX Leisure Limited

Parthasarathy Iyengar
Company Secretary

Place: Mumbai

Date: 3rd August, 2021

Registered Office:

5th Floor, Viraj Towers, Next to Andheri Flyover
Western Express Highway, Andheri (East)
Mumbai – 400 093.