

01<sup>st</sup> September, 2018

The Secretary  
BSE Limited  
P J Towers  
Dalal Street  
Mumbai – 400 001

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

Central Depository Services  
(India) Limited  
Marathon Futurex, A-Wing, 25th  
floor, NM Joshi Marg, Lower  
Parel, Mumbai 400013

Scrip Code: 532706

Scrip Code: INOXLEISUR

Dear Sir / Madam,

Sub: Declaration of Voting Result in respect of Resolutions passed at the 19<sup>th</sup> Annual General Meeting of the Company held on August 31, 2018 at 10:00 a.m.

Ref: Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

We would like to inform you that the 19<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Friday, August 31, 2018 at 10:00 a.m. at Maple Hall, Hotel Express Residency, 18/ 19, Alkapuri Society, Vadodara – 390 007 wherein the Company had conducted poll on all the Resolutions from Item No. 1 to Item No. 6 of the Notice of the AGM.

The Voting Results of the Poll conducted at the AGM and the e-voting opted by the members on all the resolutions from Item No. 1 to Item No. 6 as mentioned above, based on the report submitted by M/s. Samdani Shah & Kabra, Practicing Company Secretaries, Vadodara who were appointed as Scrutinizers, to the Chairman of the AGM, is enclosed herewith as required under Regulation 44(3) of the Listing Regulations.

The voting results are also being placed on the website of the company – [www.inoxmovies.com](http://www.inoxmovies.com).

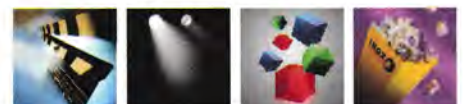
We request you to please take the above on record.

Yours faithfully,

For INOX Leisure Limited

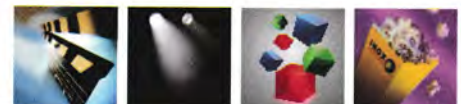
Parthasarathy Iyengar  
Company Secretary

Encl.: as above



Voting results	
Record date	24-08-2018
Total number of shareholders on record date	38014
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	2
b) Public	30
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	6

15.



Resolution(1)									LIVE the
Resolution required: (Ordinary / Special)			Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?			No						
Description of resolution considered			Adoption of: a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2018, the reports of the Board of Directors and Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the report of the Auditors thereon.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	46973928	46973928	100	46973928	0	100	0	
	Poll		0	0	0	0	0		
	Postal Ballot (if applicable)		0	0	0	0	0		
	Total	46973928	46973928	100	46973928	0	100	0	
Public-Institutions	E-Voting	33666646	22846829	67.8619	22846829	0	100	0	
	Poll		0	0	0	0	0		
	Postal Ballot (if applicable)		0	0	0	0	0		
	Total	33666646	22846829	67.8619	22846829	0	100	0	
Public-Non Institutions	E-Voting	15817180	6620887	41.8588	6620809	78	99.9988	0.0012	
	Poll		171644	1.0852	171644	0	100	0	
	Postal Ballot (if applicable)		0	0	0	0	0		
	Total	15817180	6792531	42.944	6792453	78	99.9989	0.0011	
Total		96457754	76613288	79.4268	76613210	78	99.9999	0.0001	
Whether resolution is Pass or Not.							Yes		






Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of a Director in place of Mr. Vivek Jain (DIN: 00029968), who retires by rotation and being eligible, offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46973928	46973928	100	46973928	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	46973928	46973928	100	46973928	0	100	0
Public-Institutions	E-Voting	33666646	22846829	67.8619	17842100	5004729	78.0944	21.9056
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	33666646	22846829	67.8619	17842100	5004729	78.0944	21.9056
Public- Non Institutions	E-Voting	15817180	5760467	36.4191	5760322	145	99.9975	0.0025
	Poll		171644	1.0852	171644	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	15817180	5932111	37.5042	5931966	145	99.9976	0.0024
Total		96457754	75752868	78.5348	70747994	5004874	93.3932	6.6068
Whether resolution is Pass or Not.							Yes	




Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Haigreave Khaitan (DIN: 00005290) as an Independent Director for a period of 5 consecutive years from 1st April, 2019 to 31st March, 2024.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46973928	46973928	100	46973928	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	46973928	46973928	100	46973928	0	100	0
Public- Institutions	E-Voting	33666646	22846829	67.8619	17842100	5004729	78.0944	21.9056
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	33666646	22846829	67.8619	17842100	5004729	78.0944	21.9056
Public- Non Institutions	E-Voting	15817180	6620887	41.8588	6620759	128	99.9981	0.0019
	Poll		171644	1.0852	171644	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	15817180	6792531	42.944	6792403	128	99.9981	0.0019
Total		96457754	76613288	79.4268	71608431	5004857	93.4674	6.5326
Whether resolution is Pass or Not.							Yes	

9.5



Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Amit Jatia (DIN: 00016871) as an Independent Director for a period of 5 consecutive years from 1st April, 2019 to 31st March, 2024				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46973928	46973928	100	46973928	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		46973928	46973928	46973928	0	100	0
Public- Institutions	E-Voting	33666646	26238969	77.9376	21484240	4754729	81.8791	18.1209
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		26238969	77.9376	21484240	4754729	81.8791	18.1209
Public- Non Institutions	E-Voting	15817180	6620887	41.8588	6620759	128	99.9981	0.0019
	Poll		171644	1.0852	171644	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6792531	42.944	6792403	128	99.9981	0.0019
Total		96457754	80005428	82.9435	75250571	4754857	94.0568	5.9432
Whether resolution is Pass or Not.							Yes	






Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Kishore Biyani (DIN: 00005740) as an Independent Director for a period of 5 consecutive years from 1st April, 2019 to 31st March, 2024.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46973928	46973928	100	46973928	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	46973928	46973928	100	46973928	0	100	0
Public-Institutions	E-Voting	33666646	26238969	77.9376	25816353	422616	98.3894	1.6106
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	33666646	26238969	77.9376	25816353	422616	98.3894	1.6106
Public- Non Institutions	E-Voting	15817180	6620887	41.8588	6620742	145	99.9978	0.0022
	Poll		171644	1.0852	171644	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	15817180	6792531	42.944	6792386	145	99.9979	0.0021
Total		96457754	80005428	82.9435	79582667	422761	99.4716	0.5284
Whether resolution is Pass or Not.								Yes




Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of payment of Remuneration to Non-executive Directors of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46973928	46973928	100	46973928	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		46973928	100	46973928	0	100	0
Public-Institutions	E-Voting	33666646	26238969	77.9376	26238969	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		33666646	77.9376	26238969	0	100	0
Public- Non Institutions	E-Voting	15817180	6620887	41.8588	6620712	175	99.9974	0.0026
	Poll		171644	1.0852	171644	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15817180	6792531	6792356	175	99.9974	0.0026
Total		96457754	80005428	82.9435	80005253	175	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	






### Consolidated Scrutinizer's Report

To,  
The Chairman,  
19<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
**INOX Leisure Limited**  
Held on the 31<sup>th</sup> day of August, 2018, at 10:00 a.m.,  
At Maple Hall, Hotel Express Residency, 18/19, Alkapuri Society,  
Vadodara – 390007.

**Scrutinizer's Report on Poll including voting by Electronic Means in respect of the resolution(s) / business(es) contained in the Notice dated July 24, 2018.**

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Dear Sir,

I, S. Samdani, Partner, Samdani Shah & Kabra, Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of **INOX Leisure Limited**, for the purpose of scrutinizing the e-voting process (remote e-voting) and poll taken on the below mentioned resolution(s) / business(es), at the 19<sup>th</sup> Annual General Meeting of the Equity Shareholders of INOX Leisure Limited, held on Friday, August 31, 2018, at 10:00 a.m.

The Management of the company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made there under; (ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, relating to the Poll including voting by electronic means (remote e-voting). My responsibility as a Scrutinizer is restricted to give a Consolidated Report on the votes cast by the members for the resolution(s) / business(es) contained in the Notice dated July 24, 2018, based upon:

- a) The report generated from the e-voting platform provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facilities and;
- b) The scrutiny of the Polling papers received at the 19<sup>th</sup> Annual General Meeting.

1. I submit my report as under:


1.1 After declaration of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks.

1.2 The locked ballot box was subsequently opened by me in the presence of two witnesses namely Mr. Yog Vivek Pathak and Mr. Kunal Mehta and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company. Then the votes cast through remote e-voting were unblocked on August 31, 2018 around 10:45 a.m. in the presence of above named witnesses who are not in the employment of the Company.



The witnesses have signed below in confirmation of the ballot boxes being unlocked in their presence and also in confirmation of the remote votes being unblocked in their presence.

  
Mr. Yog Vivek Pathak

  
Mr. Kunal Mehta

1.3 There were no incomplete/ defective poll papers.

2. The result of the scrutiny of voting by Poll and voting by electronic means in respect of resolution(s) / business(es) contained in notice dated July 24, 2018 is as under:

**2.1 Resolution (Business) No. 1: (Ordinary Resolution)**

**Adoption of Financial Statements.**

- the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018, the reports of the Board of Directors and Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 and the report of the Auditors thereon.

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	142	76441566	12	171644	154	76613210	100.00
Voted against	1	78	0	0	1	78	0.00
<b>Total</b>	<b>143</b>	<b>76441644</b>	<b>12</b>	<b>171644</b>	<b>155</b>	<b>76613288</b>	<b>100.00</b>
Invalid votes	0	0	0	0	0	0	N.A.



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**2.2 Resolution (Business) No. 2: (Ordinary Resolution)**

**Re-appointment of Mr. Vivek Jain as a Director of the Company.**

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	93	70576350	12	171644	105	70747994	93.39
Voted against	48	5004874	0	0	48	5004874	6.61
<b>Total</b>	<b>141</b>	<b>75581224</b>	<b>12</b>	<b>171644</b>	<b>153</b>	<b>75752868</b>	<b>100.00</b>
Invalid votes	0	0	0	0	0	0	N.A.

**2.3 Resolution (Business) No. 3: (Special Resolution)**

**To consider and approve re-appointment of Mr. Haigreve Khaitan (DIN: 00005290) as an Independent Director for a period of 5 consecutive years from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.**

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	96	71436787	12	171644	108	71608431	93.47
Voted against	47	5004857	0	0	47	5004857	6.53
<b>Total</b>	<b>143</b>	<b>76441644</b>	<b>12</b>	<b>171644</b>	<b>155</b>	<b>76613288</b>	<b>100.00</b>
Invalid votes	0	0	0	0	0	0	N.A.



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#### 2.4 Resolution (Business) No. 4: (Special Resolution)

To consider and approve re-appointment of Mr. Amit Jatia (DIN: 00016871) as an Independent Director for a period of 5 consecutive years from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	100	75078927	12	171644	112	75250571	94.06
Voted against	46	4754857	0	0	46	4754857	5.94
<b>Total</b>	<b>146</b>	<b>79833784</b>	<b>12</b>	<b>171644</b>	<b>158</b>	<b>80005428</b>	<b>100.00</b>
Invalid votes	0	0	0	0	0	0	N.A.

#### 2.5 Resolution (Business) No. 5: (Special Resolution)

To consider and approve re-appointment of Mr. Kishore Biyani (DIN: 00005740) as an Independent Director for a period of 5 consecutive years from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	135	79411023	12	171644	147	79582667	99.47
Voted against	11	422761	0	0	11	422761	0.53
<b>Total</b>	<b>146</b>	<b>79833784</b>	<b>12</b>	<b>171644</b>	<b>158</b>	<b>80005428</b>	<b>100.00</b>
Invalid votes	0	0	0	0	0	0	N.A.



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**2.6 Resolution (Business) No. 6: (Special Resolution)**

**To approve payment of Remuneration to Non-executive Directors of the Company.**

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	142	79833609	12	171644	154	80005253	100.00
Voted against	4	175	0	0	4	175	0.00
Total	146	79833784	12	171644	158	80005428	100.00
Invalid votes	0	0	0	0	0	0	N.A.

3. All the figures shown in percentage have been rounded off to 2 decimal points.
4. All the resolution(s) / business(es) are passed / conducted and carried with requisite majority.
5. The poll papers and all other relevant records will remain in my custody and will be handed over to the Chairman / Company Secretary for safe keeping after the Chairman signs the minutes.

Thanking you,

Yours Faithfully,

S. Samdani  
Partner  
Samdani Shah & Kabra  
Company Secretaries  
CP No. 2863



Vadodara, Augsut 31, 2018