

8th August, 2018

To,
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

Stock Code: 532706

Stock Code: INOXLEISUR

Dear Sir / Madam,

Sub: Notice of 19th Annual General Meeting of the Company and intimation regarding closure of Register of Members and Share Transfer Books.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we wish to inform you that the 19th Annual General Meeting (AGM) of the Members of the Company is scheduled to be held on Friday, 31st August, 2018 at 10.00 a.m. at Maple Hall, Hotel Express Residency, 18/19, Alkapuri Society, Vadodara – 390 007. A copy of the notice of the AGM is attached herewith.

Further, pursuant to Regulation 42 of the Listing Regulations, we wish to inform you that the Register of Members and Share Transfer books of the Company will remain closed from Saturday, 25th August, 2018 to Friday, 31st August, 2018 (both days inclusive) for the purpose of Nineteenth Annual General Meeting of the Company.

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 at the AGM is Friday, 24th August, 2018.

We request you to kindly take record of the above information.

Thanking You.

Yours faithfully,
For INOX Leisure Limited



Parthasarathy Iyengar
Company Secretary

Encl: A/a.



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 to the Members of INOX Leisure Limited that the Nineteenth ANNUAL GENERAL MEETING of the Company will be held on Friday, 31st August, 2018 at 10.00 a.m. at Maple Hall, Hotel Express Residency, 18/19, Alkapuri Society, Vadodara – 390 007 on to transact the following business:

Ordinary Business:

1. Adoption of Financial Statements.

To consider and adopt

- 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.

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

To appoint a Director in place of Mr. Vivek Jain (DIN: 00029968), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

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

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 Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) 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 Regulation 16 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Haigreve Khaitan (DIN: 00005290) who was appointed as an Independent Director of the Company and who holds office of Independent Director upto March 31, 2019 and being eligible for re-appointment, and whose re-appointment is approved by the Board based on the recommendation of the Compensation, Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five (5) consecutive years on the Board of the Company from 1st April 2019 upto 31st March, 2024.”

4. To consider and approve 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.

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 Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) 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 Regulation 16 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Amit Jatia (DIN: 00016871) who was appointed as an Independent Director of the Company and who holds office of Independent Director up to March 31, 2019, and being eligible for re-appointment, and whose re-appointment is approved by the Board based on the recommendation of the Compensation, Nomination and Remuneration Committee be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five (5) consecutive years on the Board of the Company from 1st April 2019 upto 31st March, 2024.”

5. To consider and approve 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.

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 Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("the Act") 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 Regulation 16 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kishore Biyani (DIN: 00005740) who was appointed as an Independent Director of the Company and who holds office of Independent Director up to March 31, 2019, and being eligible for re-appointment, and whose re-appointment is approved by the Board based on the recommendation of the Compensation, Nomination and Remuneration Committee be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five (5) consecutive years on the Board of the Company from 1st April 2019 upto 31st March, 2024."

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

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

"RESOLVED THAT pursuant to provisions of Section 197 and any other applicable provisions of the Companies Act, 2013, 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), the consent of the Members of the Company be and is hereby accorded to pay a remuneration upto a sum not exceeding one percent per annum of the Net Profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 to the Non-executive Directors of the Company and that the Compensation, Nomination & Remuneration Committee of the Board of Directors of the Company be and is hereby authorised 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.

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

Place: Mumbai
Date: 24th July, 2018

Parthasarathy Iyengar
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER.** Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. However, a Member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or Member.
3. The Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of special business as per Item Nos. 3 to 6 hereinabove is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 25th August, 2018 to Friday, 31st August, 2018 (both days inclusive).
5. The requirement to place the matter relating to appointment of Auditors for ratification by Members at every Annual General Meeting has been done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on 28th September, 2017.
6. SEBI vide Notification dated 8th June, 2018 amended the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 to state that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In view of the above and to avail various benefits of dematerialisation, the Members are advised to dematerialise the shares held by them in physical form.
7. Information as required to be provided under the Secretarial Standard – 2 / Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) in respect of Director being re-appointed is annexed hereto.
8. 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 2017- 2018 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 address registered with the Registrar and Share Transfer Agents.
9. 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, the Company is pleased to provide e-voting facility to all Members which has been provided through the e-voting platform of CDSL. In this regard, your demat account/folio number has been enrolled by the Company for your participation in e-voting on the resolutions placed by the Company on the e-voting system. Instructions and manner of e-voting process can be downloaded from the link <https://www.evotingindia.com>. E-voting is optional. The e-voting rights of the members /beneficial owners shall be reckoned on the equity shares held by them as on Friday, 24th August, 2018.

The instructions for shareholders voting electronically are as under:

In case of Members receiving e-mail:

- (i) The voting period begins on Tuesday, 28th August, 2018 at 09:00 a.m. and ends on Thursday, 30th August, 2018 at 5:00 p.m. During this period the Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 24th August, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue.
- (iii) The Members should log on to the e-voting website www.evotingindia.com
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details or Date of Birth (DOB)	<p>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.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- A. 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 Friday, 24th August, 2018. For all others who are not holding shares as on Friday, 24th August, 2018 and receive the Annual Report of the Company, the same is for their information.
 - B. A copy of this Notice has been placed on the website of the Company and the website of CDSL.
 - C. M/s. Samdani Shah & Kabra, (erstwhile Samdani Shah & Associates), Practicing Company Secretaries have been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
 - D. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make not later than three days of conclusion of the Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.
 - E. 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.
- (xxii) Member may address their grievances connected with the e-voting to Mr. Parthasarathy Iyengar, Company Secretary, 5th Floor, Viraj Towers, Next to Andheri Flyover, Western Express Highway, Andheri (East), Mumbai – 400093, Email ID – parthasarathy.iyengar@inoxmovies.com, Phone Number – 022 40626900.
10. 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, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, 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.
 11. 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.
 12. Members / Proxies are requested to bring their filled in Attendance Slip and their copy of Annual Report to the Meeting.
 13. 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.
 14. Members holding shares in single name and in Physical form are advised to make nomination in respect of their shareholding in the Company.
 15. The relevant documents referred to in the accompanying Notice of Meeting and in the Explanatory Statement are open for inspection by the Members of the Company at the Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 01.00 p.m. upto the date of the Annual General Meeting and copies thereof shall also be available for inspection in physical form at the Corporate Office of the Company situated at 5th Floor, Viraj Towers, Next to Andheri Flyover, Western Express Highway, Andheri (East), Mumbai – 400 093 and also at the Meeting.
 16. The Chairman shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.

EXPLANATORY STATEMENT IN RESPECT OF ITEM NO. 3 TO 6 OF THE NOTICE**Item Nos. 3 to 5:**

Mr. Haigreave Khaitan (DIN:00005290), Mr. Amit Jatia (DIN: 00016871) and Mr. Kishore Biyani (DIN: 00005740) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. They hold office as Independent Directors of the Company up to 31st March, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Compensation, Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of highly satisfactory performance evaluation of Independent Directors, has recommended re-appointment of Mr. Haigreave Khaitan, Mr. Amit Jatia and Mr. Kishore Biyani as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Compensation, Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Mr. Haigreave Khaitan, Mr. Amit Jatia and Mr. Kishore Biyani would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. Haigreave Khaitan, Mr. Amit Jatia and Mr. Kishore Biyani as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an independent director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. Haigreave Khaitan, Mr. Amit Jatia and Mr. Kishore Biyani 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 also received declarations from Mr. Haigreave Khaitan, Mr. Amit Jatia and Mr. Kishore Biyani that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mr. Haigreave Khaitan, Mr. Amit Jatia and Mr. Kishore Biyani fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations. Mr. Haigreave Khaitan, Mr. Amit Jatia and Mr. Kishore Biyani are independent of the management. Further, the appointees are not debarred from holding the office of Director pursuant to any SEBI Order.

Copy of draft letters of appointment of Mr. Haigreave Khaitan, Mr. Amit Jatia and Mr. Kishore Biyani setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Mr. Haigreave Khaitan, Mr. Amit Jatia and Mr. Kishore Biyani are interested in the resolutions set out respectively at Item Nos. 3 to 5 of the Notice with regard to their respective re-appointments. The relatives of Mr. Haigreave Khaitan, Mr. Amit Jatia and Mr. Kishore Biyani may be deemed to be interested in the respective resolutions 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 these resolutions. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Special Resolutions set out at Item Nos. 3 to 5 of the Notice for approval by the Members.

A brief profile and additional information as required to be provided pursuant to the requirements of Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings (SS-2), in respect of the all the Directors, is provided in the Annexure to this Notice and forms part of the Statement.

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 / re-appointment / revision in remuneration at the Annual General Meeting.

Name of the Director	Mr. Vivek Jain	Mr. Haigreave Khaitan	Mr. Amit Jatia	Mr. Kishore Biyani
Item No	Item No. 2	Item No. 3	Item No. 4	Item No. 5
Brief Resume	Mr. Vivek Jain has over 35 years of business experience. He graduated in Economics from St. Stephens, New Delhi, and did his post-graduation in business administration from IIM, Ahmedabad, where he specialized in Finance. He is currently the Managing Director of Gujarat Fluorochemicals Limited and has grown the Company to be the country's largest manufacturer and exporter of refrigerant gases.	Mr. Haigreave Khaitan is a Senior Partner of Khaitan & Co, one of India's oldest, largest and most prestigious full service law firms. Haigreave heads the Corporate/M&A and Private Equity practice at the Firm. He advises companies, boards of directors and financial institutions on a wide range of corporate matters, including mergers and acquisitions, private equity investments, corporate governance, corporate restructuring and other corporate and securities laws matters. He has been involved in some of the most high profile and complex public M&A and private equity transactions in India and is sought after for his expertise by some of the most prominent Indian promoters, Indian and international companies as well as some of the largest global funds investing in India.	Mr. Amit Jatia has over 25 years of experience in the QSR industry. As Vice-Chairman of Westlife Development Ltd., he has been responsible for providing strategic leadership to the company on all aspects from operations to product development to brand building of McDonald's restaurants in western and southern India. He is the interface between internal operations and external stakeholders. Amit has been vital in providing financial leadership and aligning business and finance strategy to grow the business of Westlife Development Limited. He has been recognised for his achievements with the 'Young Achievers Award', bestowed by the Indo-American Society in 2003, Business World's 'Most Respected Company' award for the Food Sector in 2005, for the third consecutive year, as well as Images 'Retailer of the Year' award in 2004 and 2005.	Mr. Kishore Biyani is the Chairman and Managing Director of Future Retail Limited and founder of Future Group. He is considered as a pioneer of modern retail in India. He has led the Group's foray into organized retail with the opening of the Big Bazaar, FBB, Foodhall Central, Home Town and many other formats in fashion, food and homeware categories. His efforts also brought the evolution of the Group in the areas such as insurance, logistics, food processing, FMCG brands, among others. He has been regularly ranked among India's most admired CEOs, he is the author of the book 'It Happened in India'. He has won numerous awards from government bodies and the private sector in India.
Date of Birth	August 30, 1955	July 13, 1970	February 11, 1967	August 9, 1960
Age	62 Years	48 Years	51 Years	57 Years
Date of first Appointment on the Board	09th November, 1999	09th September, 2008	26th May, 2011	16th October, 2013
Directors Identification Number	00029968	00005290	00016871	00005740
Qualification	Graduate in Commerce and MBA from IIM, Ahmedabad.	LL.B.	B.Sc. in Business Administration (Finance) from the University of Southern California, USA	Commerce Graduate and PG Diploma in Management
Experience / Expertise in Specific Functional Area	Mr. Vivek Jain has business experience of over 35 years and is currently the Managing Director of the Gujarat Fluorochemicals Limited	Mr. Haigreave Khaitan's main area of expertise are commercial and corporate laws, tax laws, mergers and acquisitions, restructuring, foreign collaboration, licensing.	Mr. Amit Jatia has over 25 years of experience in the QSR industry. He has the experience of providing strategic leadership on all aspects of the Business.	Mr. Kishore Biyani is considered as a pioneer of modern retail in India. He has led the Future Group's foray into organized retail with the opening of the Big Bazaar, FBB, Foodhall Central, Home Town and many other formats in fashion, food and homeware categories. His efforts also brought the evolution of the Group in the areas such as insurance, logistics, food processing, FMCG brands, among others.

Name of the Director	Mr. Vivek Jain	Mr. Haigreave Khaitan	Mr. Amit Jatia	Mr. Kishore Biyani
Item No	Item No. 2	Item No. 3	Item No. 4	Item No. 5
Directorships held in other Companies	<ul style="list-style-type: none"> Gujarat Fluorochemicals Limited Devansh Gases Private Limited Inox Air Products Private Limited Inox Renewables Limited Inox Infrastructure Limited Megnasolace City Private Limited Inox Leasing And Finance Limited Rajni Farms Private Limited Inox India Private Limited 	<ul style="list-style-type: none"> Harrisons Malayalam Ltd Torrent Pharmaceuticals Ltd Ceat Limited Ambuja Cements Limited JSW Steel Limited Vinar Systems Private Limited Avtec Limited Mahindra Holdings Limited Aditya Birla Sun Life Insurance Company Limited 	<ul style="list-style-type: none"> V I P Industries Limited Westlife Development Limited Anand Veena Twisters Private Limited Hardcastle Petrofer Private Limited Subh Ashish Exim Private Limited Saubhagya Impex Private Limited Horizon Impex Private Limited Achal Exim P Ltd Akshay Ayush Impex Private Limited Acacia Impex P Ltd Vandeep Trade Links P Ltd Ronald Mcdonald House Charities foundation India (RMHC India) 	<ul style="list-style-type: none"> Future Retail Limited Future Lifestyle Fashions Limited Future Enterprises Limited Future Consumer Limited Future Generali India Life Insurance Company Limited Future Generali India Insurance Company Limited Suhani Trading And Investment consultants Private Limited Retailers Association Of India
Membership / Chairmanship of Committees of other Companies	<ol style="list-style-type: none"> Gujarat Fluorochemicals Limited (Member of Stakeholders Relationship Committee) Inox Leasing and Finance Limited (Member of Audit Committee) 	<ol style="list-style-type: none"> Ambuja Cements Limited – Stakeholders Relationship Committee Harrisons Malayalam Limited (Chairman of Audit Committee) Torrent Pharmaceuticals Limited (Member of Audit Committee and Securities Transfer and Stakeholders Relationship Committee) AVTEC Limited (Member of Audit Committee) Aditya Birla Sun Life Insurance Company Limited (Chairman of Audit Committee) Mahindra Holdings Limited (Member of Audit Committee) 	<ol style="list-style-type: none"> Westlife Development Ltd (Member of Audit Committee and Stakeholders Relationship Committee) 	<ol style="list-style-type: none"> Future Lifestyle Fashions Limited (Member of Shareholders Relationship Committee) Future Retail Limited – (Member of Share Transfer Committee)
The number of Meetings of the Board attended during the year	1	3	3	4
Remuneration last drawn	Nil	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Brother of Mr. Pavan Jain.	None	None	None
Shareholding in the Company	640,445	Nil	Nil	Nil
Summary of the Performance Evaluation Report	N.A.	Feedback received from the Directors reflected highly satisfactory performance.		

Item No. 6:

Section 197 of the Companies Act, 2013 (Act) permits payment of remuneration to a Director who is not in whole time employment of the Company, with the approval of the Shareholders in General Meeting.

In view of the Company's present expansion plan, the business activities have increased considerably due to which the Non-executive Directors are required to devote their valuable time and share additional responsibilities as also their guidance and support for the same. In view of this, it is desirable to pay either to any of the Non-executive Directors or all Non-executive Directors of the Company the remuneration as may be decided by the Compensation, Nomination & Remuneration Committee (CNR Committee) of the Board of Directors of the Company from time to time subject to such aggregate commission amount not exceeding one percent per annum of the net profits of the Company computed in accordance with the applicable provisions of the Companies Act, 2013.

This remuneration to be paid to the Non-executive Directors shall be in accordance with the directions given by the CNR Committee and subject to any other applicable requirements under the Companies Act, 2013.

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.

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 Directors 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 by way of commission to the Non-executive Directors of the Company as set out in the Resolution at Item No. 6 of 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. 6 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. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

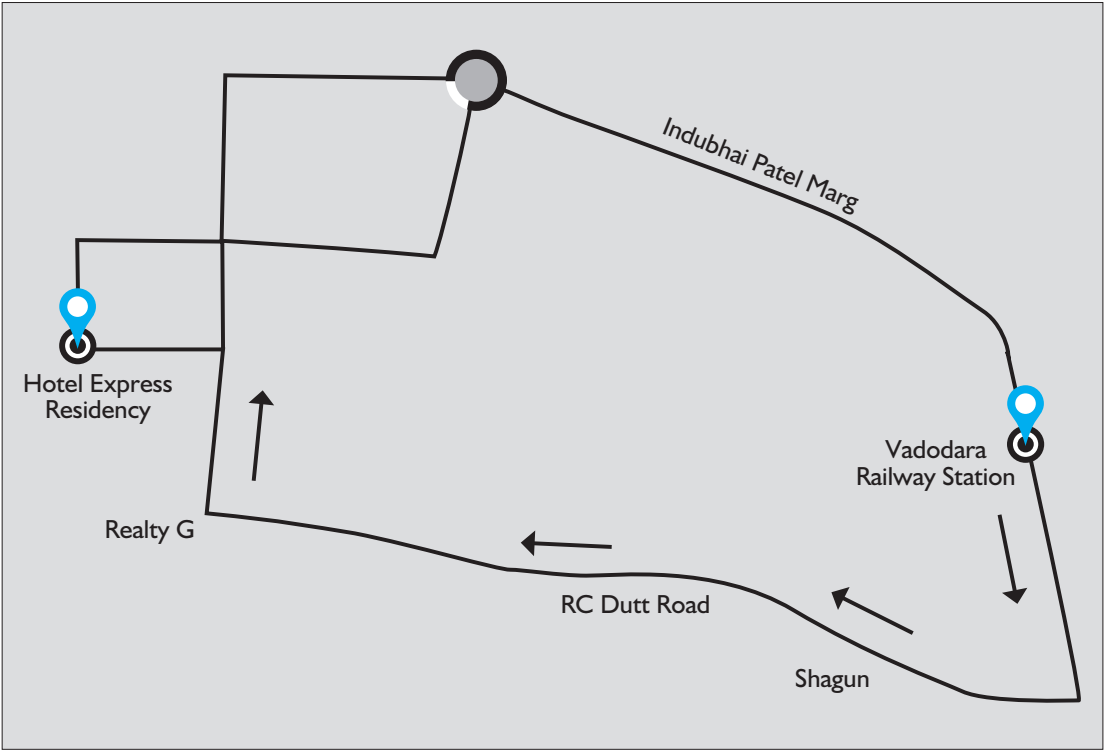
**By Order of the Board of Directors
For INOX Leisure Limited**

Place: Mumbai
Date: 24th July, 2018

**Parthasarathy Iyengar
Company Secretary**

Registered Office:
ABS Towers, Old Padra Road,
Vadodara – 390 007

Route Map for the Venue of the Annual General Meeting





INOX LEISURE LIMITED

(CIN: L92199GJ1999PLC044045)

Registered Office: ABS Towers, Old Padra Road, Vadodara – 390 007.

Telephone: 0265 6198111 | Fax: 0265 2310312

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

ATTENDANCE SLIP

(To be handed over at the entrance of Meeting Hall)

I certify that I am a registered Member /Proxy for the registered Member of the Company.

I hereby record my presence at the Nineteenth Annual General Meeting of the Company held on Friday, 31st August, 2018 at 10:00 a.m. at Maple Hall, Hotel Express Residency, 18/19, Alkapuri Society, Vadodara – 390 007.

Sr. No. :

Member's Name and Address details	
DP ID*	
Client ID*	
Folio No.	
No. of Shares	

* Applicable only for Investors holding shares in Electronic Form.

Note: Please fill in this attendance slip and hand it over at the **ENTRANCE OF THE HALL**.

Members attending the meeting are requested to bring their copies of the Annual Report with them.

Member's/Proxy's Signature

ELECTRONIC VOTING PARTICULARS

Members may please note the user id and password given below for the purpose of e-voting in terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration), Rules, 2014, as amended. Detailed instructions for e-voting are given in the attached AGM Notice.

E Voting Sequence Number (EVSN)	User ID	Sequence Number (Password)
180802023		

Note: The Voting period starts from Tuesday, 28th August, 2018 (9:00 a.m.) and ends on Thursday, 30th August, 2018 (5:00 p.m.). The voting module shall be disabled by CDSL for voting thereafter.

INOX LEISURE LIMITED

(CIN: L92199GJ1999PLC044045)

Registered Office: ABS Towers, Old Padra Road, Vadodara – 390 007.

Telephone: 0265 6198111 | Fax: 0265 2310312

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

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]
19th Annual General Meeting – Friday, 31st August, 2018

Name of the Member(s)	:																	
Registered Address	:																	
E-mail ID	:																	
Folio No./ Client ID	:																	
DP ID	:																	

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

- 1) Name: _____ E-mail id: _____
Address: _____
Signature: _____
or failing him /her
- 2) Name: _____ E-mail id: _____
Address: _____
Signature: _____
or failing him /her
- 3) Name: _____ E-mail id: _____
Address: _____
Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 19th Annual General Meeting of the Company, to be held on Friday, 31st August, 2018, at 10.00 a.m. at Maple Hall, Hotel Express Residency, 18/19, Alkapuri Society, Vadodara – 390 007 and at any adjournment thereof in respect of such Resolutions as are indicated below.

Resolution Number	Resolutions	Vote (Optional-see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business				
1.	Adoption of the (a) Audited Standalone Financial Statements of the Company for the Financial Year ended 31 st 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 31 st March, 2018 and the report of the Auditors thereon.			
2.	Appointment of Director in place of Mr. Vivek Jain (DIN: 00029968), who retires by rotation and being eligible, seeks re-appointment.			
3.	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 st April, 2019 to 31 st March 2024			
4.	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 st April, 2019 to 31 st March 2024			
5.	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 st April, 2019 to 31 st March 2024			
6.	To approve payment of remuneration to Non-executive Directors of the Company			

Signed this _____ day of _____ 2018.

Affix a Revenue
Stamp not less
than ₹ 1

Signature of Member

Signature of Proxy Holder(s)

Notes:

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.