



INOX LEISURE LIMITED

Regd. Office: ABS Towers, Old Padra Road, Vadodara 390 007, Gujarat, India

Tel.: +91 (265) 6198 1111 Fax : +91 (265) 231 0312

Website : www.inoxmovies.com email investors@inoxmovies.com

CIN No.: L92199GJ1999PLC044045

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENCH, AT AHMEDABAD

CA (CAA) NO. 79/230-232/NCLT/AHM/2018

In the matter of Companies Act, 2013;

AND

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 as amended and including any statutory modifications(s) or re-enactment(s) thereof;

AND

In the matter of Scheme of Amalgamation (Merger by Absorption) of

SWANSTON MUTIPLEX CINEMAS PRIVATE LIMITED

("Transferor Company")

WITH

INOX LEISURE LIMITED

("Transferee Company")

AND THEIR RESPECTIVE SHAREHOLDERS

INOX LEISURE LIMITED

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(CIN: L92199GJ1999PLC044045)

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A Listed Company incorporated under the provisions of the

}

Companies Act, 1956 having its Registered Office at ABS Towers,

}

Old Padra Road, Vadodara – 390 007, Gujarat, India.

}.....Applicant Company

EQUITY SHAREHOLDERS

WHICH INCLUDES PUBLIC SHAREHOLDERS

FORM OF PROXY

[As per Form MGT -11 and Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of member(s):			
Registered address:			
Email id:			
Folio No./ Client id:		DP ID:	

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

1.	Name		
	Address		
	Email id:	Signature	

Or failing him:

2.	Name		
	Address		
	Email id:	Signature	

Or failing him:

3.	Name		
	Address		
	Email id:	Signature	

as my/our proxy, to act for me/us at the meeting of the Equity Shareholders of the Applicant Company to be held at Maple Hall, Hotel Express Residency, 18/19, Alkapuri Society, Vadodara – 390 007, Gujarat, India, on Friday, 31st day of August 2018 at 11.00 a.m., for the purpose of considering and, if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Amalgamation (Merger by Absorption) ('the Scheme') between Swanston Multiplex Cinemas Private Limited, the Transferor Company and INOX Leisure Limited, the Transferee Company and their respective shareholders and at such meeting, and at any adjournment or adjournments thereof, to vote, for me/us and in my/our name(s)_____ (here, if 'for', insert 'FOR', if 'against', insert 'AGAINST', and in the later case, strike out the words below after 'the Scheme') the said arrangement embodied in the Scheme, either with or without modification(s)*, as my/our proxy may approve. (*Strike out whatever is not applicable)

Signed this _____ day of _____ 2018

Affix
revenue
stamp

Signature of shareholder (s)

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Note:

1. The form of proxy must be deposited at the registered office of INOX Leisure Limited at ABS Towers, Old Padra Road, Vadodara – 390 007 Gujarat, India, at least 48 (forty-eight) hours before the scheduled time of the commencement of the said meeting.
2. All alterations made in the form of proxy should be initialed.
3. Please affix appropriate revenue stamp before putting signature.
4. In case of multiple proxies, the proxy later in time shall be accepted.
5. Proxy need not be a shareholder of INOX Leisure Limited.
6. No person shall be appointed as a proxy who is a minor.
7. The proxy of a shareholder, blind or incapable of writing, would be accepted if such shareholder has attached his signature or mark thereto in the presence of a witness who shall add to his signature his description and address, provided that all insertions in the proxy are in the handwriting of the witness and such witness shall have certified at the foot of the proxy that all such insertions have been made by him at the request and in the presence of the shareholder before he attached his signature or mark.
8. The proxy of a shareholder who does not know English would be accepted if it is executed in the manner prescribed in point no. 7 above and the witness certifies that it was explained to the shareholder in the language known to him, and gives the shareholder's name in English below the signature.