

2nd June 2016

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: Declaration of result of Postal Ballot under regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

With reference to the captioned subject, we are pleased to inform that members of the Company have passed the Special Resolution for increase in the shareholding limit for Foreign Institutional Investors ("FIIs") / Registered Foreign Portfolio Investors ("RFPIs") from 24% upto an aggregate limit of 49% of the paid-up share capital of the company, as per details set out in the Notice of the Postal Ballot dated 22nd April, 2016.

Please find enclosed herewith result of voting on Postal Ballot under Regulation 44(3) of Listing Regulations along with the Scrutinizer's Report.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,
For Inox Leisure Limited



Dhanraj Mulki
Company Secretary &
Vice President – Legal



Format for Voting Results

Date of the AGM/EGM	2 nd June 2016
Total number of shareholders on record date	35,259
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	Not Applicable Not Applicable

Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/ Special)		Special Resolution. To approve the increase in the shareholding limit for Foreign Institutional Investors ("FIIs") / Registered Foreign Portfolio Investors ("RFPIs") from 24% upto an aggregate limit of 49% of the paid-up share capital of the Company.						
Whether promoter / promoter group are interested in the agenda / resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46973928	46973928	100.00	46973928	0	100.00	0.00
	Poll	46973928	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	46973928	0	0.00	00	0	0.00	0.00
	Total	46973928	46973928	100.00	46973928	0	100.00	0.00

Handwritten signature

Public- Institutions	E-Voting	30202217	24109966	79.83	24109966	0	100.00	0.00
	Poll	30202217	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	30202217	604500	2.00	604500	0	100.00	0.00
	Total	30202217	24714466	81.83	24714466	0	100.00	0.00
Public- Non Institutions	E-Voting	19281609	6628429	34.38	6627752	677	99.99	0.01
	Poll	19281609	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	19281609	817	0.00	817	0	100.00	0.00
	Total	19281609	6629246	34.38	6628569	677	99.99%	0.01%
Total		96457754	78317640	81.19	78316963	677	100.00	0.00

Handwritten signature/initials

**SAMDANI SHAH
and Associates**

Company Secretaries

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Near Centre Square Mall,
Vikram Sarabhai Road,
Vadodara-390023
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E-mail: cssamdani@gmail.com
Web: www.samdanishah.com

Consolidated Scrutinizer's Report

To,
The Chairman
INOX LEISURE LIMITED
ABS Towers, Old Padra Road,
Vadodara – 390 007
Gujarat.

Scrutinizer's Report on Postal Ballot voting including voting by Electronic means in respect of passing of the resolution contained in the Notice dated April 22, 2016 through Postal Ballot.

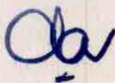
Dear Sir,

I, S. Samdani, Partner, Samdani Shah & Associates, Company Secretaries, have been appointed as a scrutinizer by the Board of Directors of **Inox Leisure Limited** (the Company), for scrutinizing Postal Ballot voting including voting by electronic means (remote e-voting) in respect of the passing of the resolution contained in the notice dated April 22, 2016, through postal ballot.

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 and (ii) the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, relating to the Postal Ballot voting including voting by electronic means (remote e-voting). My responsibility as Scrutinizer is restricted to give a report on the votes cast by the members for the resolution contained in the Notice dated April 22, 2016, based upon;

- a) the reports generated from the e-voting platform provided by Karvy Computershare Private Limited, the authorized agency engaged by the company to provide e-voting facilities for e-voting and
- b) the scrutiny of the physical postal ballot received till the time fixed for closing of the voting process i.e. till 5:00 p.m. on May 31, 2016.

1. I submit my report as under:



- 1.1 After the time fixed for closing of the e-voting, i.e. 5:00 p.m. on May 31, 2016, a final electronic report of the e-voting was generated by me accessing the data available to me from website <https://www.evoting.karvy.com> of Karvy Computershare Private Limited, the authorized agency to provide e-voting facility in presence of two witnesses, who are not in the employment of the Company, namely Ms. Kaushal Shah residing at 91, Adinath Society, B/h Bright School, VIP Road, Karelibaug, Vadodara – 390018 and Mr. Rahul Shah residing at 96, Ashutosh Society, Near VIP Road, Karelibaug, Vadodara – 390018.

The witnesses have signed below in confirmation of the remote votes being unblocked in their presence:

K. P. Shah

Ms. Kaushal Shah

R. Shah

Mr. Rahul Shah

- 1.2 The Physical postal ballots, received till time fixed for closing of the postal ballot i.e. 5:00 p.m. on May 31, 2016, were diligently scrutinized and reconciled with the records maintained by the Company through M/s. Karvy Computershare Private Limited, the Registrar and Transfer Agency of the company and the authorizations lodged with the Company.
- 1.3 The Postal Ballot papers which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.

2. The result of the scrutiny of the above Postal Ballot voting including voting by electronic means in respect of passing of resolution contained in notice dated April 22, 2016 is as under:

2.1 **Special Resolution:**

Increase in the Shareholding limit for Foreign Institutional Investors ("FIIs") / Registered Foreign Portfolio Investors ("RFPIs") from 24% up to an aggregate limit of 49% of the Paid-up Share Capital of the Company.

(I) **Voted in Favour of the Resolution:**

Postal Ballot Voting	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Physical	11	605317	0.77
E-voting	137	77711646	99.23
Total	148	78316963	100.00

(II) **Voted against the Resolution:**

Ob



Postal Ballot Voting	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Physical	0	0	0.00
E-voting	12	677	0.00
Total	12	677	0.00

(III) **Invalid Votes:**

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	*2	*150
E-voting	**1	**38
Total	3	188

*1 shareholder holding 50 shares have neither voted in favour nor voted against.

** 1 shareholder holding 38 shares have neither voted in favour nor voted against.

Note: Figures in percentage have been rounded off to 2 decimal points.

- The electronic data along with Physical Postal Ballots and all the other relevant records relating to e-voting and the Postal Ballots received are under my safe custody and will be handed over to the Company Secretary duly authorized by the Board for preserving safely after the Chairman signs the minutes.
- We report that the aforesaid resolution is carried with requisite majority.
- You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,
Yours faithfully,

[Signature]
S. Samdani
Partner
Samdani Shah & Asso.
Company Secretaries
CP No. 2863



Vadodara, 1st June, 2016

[Signature]
Countersigned by:
For Inox Leisure Limited