



October 4, 2012

National Stock Exchange of India Limited

Exchange Plaza, Plot No. C / 1, G Block,
Bandra-Kurla Complex, Bandra (East), Mumbai – 51.

Hand Delivery

Bombay Stock Exchange Limited

Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001

Hand Delivery

Dear Sir / Madam,

Sub: Declaration of result of Postal Ballot & Compliance with Clause 35A of the Listing Agreement.

A notice pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 was sent to the Members of the Company for seeking their approval by means of Postal Ballot process for (1) Increase in borrowing powers of the Board of Directors of the Company in accordance with provisions of 293(1) (d) of the Companies Act 1956, (2) Creation of charges/mortgages/hypothecations on the assets of the Company in accordance with provisions of 293(1) (a) of the Companies Act 1956 and (3) Waiver of recovery of excess remuneration paid to Mr. Alok Tandon – Manager of the Company for the Financial Year 2010-11..

The Board of Directors had vide Circular Resolution dated 9th August, 2012, appointed M/s. S. Samdani & Associates, Vadodara, Practicing Company Secretaries, as scrutinizer for conducting the Postal Ballot process. The Scrutinizer after completion of the scrutiny of the Postal Ballot Forms received from the Members up to the close of working hours of October 1, 2012 has submitted the report dated October 4, 2012 to the Company which is enclosed herewith.

The Summary of the Scrutinizer's Report is as given below:

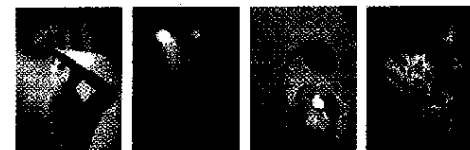
Resolution No. 1

	Particulars	No. of postal ballot forms	No. of Shares (of Rs. 10 each)	% of total votes represents
a.	Total postal ballot forms received	483	44315513	100
b.	Less : Invalid postal ballot forms (as per register)	20	2694	0.007
c.	Net valid postal ballot forms (as per register)	463	44312819	99.993
d.	Postal ballot forms with ASSENT for the Resolution	402	44302065	99.969
e.	Postal ballot forms with DISSENT for the Resolution	61	10754	0.024

INOX LEISURE LTD.

5th Floor, Viraj Towers, Next to Andheri Flyover, Western Express Highway, Andheri (East), Mumbai 400 093, India.
Tel. : (91 22) 4062 6900, Fax : (91 22) 4062 6999, www.inoxmovies.com

Registered Office : ABS Towers, Old Padra Road, Vadodara 390 007. Tel (91 265) 6198111, Fax (91 265) 2310312



**Resolution No. 2**

	Particulars	No. of postal ballot forms	No. of Shares (of Rs. 10 each)	% of total votes represents
a.	Total postal ballot forms received	483	44315513	100
b.	Less : Invalid postal ballot forms (as per register)	23	4079	0.009
c.	Net valid postal ballot forms (as per register)	460	44311434	99.991
d.	Postal ballot forms with ASSENT for the Resolution	397	44300716	99.967
e.	Postal ballot forms with DISSENT for the Resolution	63	10718	0.024

Resolution No. 3

	Particulars	No. of postal ballot forms	No. of Shares (of Rs. 10 each)	% of total votes represents
a.	Total postal ballot forms received	483	44315513	100
b.	Less : Invalid postal ballot forms (as per register)	26	4335	0.009
c.	Net valid postal ballot forms (as per register)	457	44311178	99.991
d.	Postal ballot forms with ASSENT for the Resolution	331	44287733	99.938
e.	Postal ballot forms with DISSENT for the Resolution	126	23445	0.053

On the basis of above results, it is announced that the Resolutions as set out in the notice dated 9th August, 2012 have been duly passed by the Members as Resolutions with requisite majority.

The breakup of the voting pattern as required under Clause 35A of the Listing Agreement is annexed in Annexure A.

Thanking you.

Yours faithfully,
For Inox Leisure Limited


Miket Shashikant Bahuva
Deputy Company Secretary
& Senior Manager – Legal

Encl. As above

Annexure I**Voting Results pursuant to Clause 35A**

Total number of shareholders on record date: 39602

(Agenda-wise Result)**Resolution No. 1:**

Increase in borrowing powers of the Board of Directors of the Company in accordance with provisions of 293(1) (d) of the Companies Act 1956

Resolution Required: Ordinary Resolution**Mode of Voting: Postal Ballot**

Promoter/Public	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	41202553	41202553	100.00%	41202553	0	100.00%	0.00%
Public – Institutional holders	568352	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	20124643	3110266	15.46	3099512	10754	99.65	0.35
Total	61895548	44312819	71.59	44302065	10754	99.98	0.02

Result: Passed with requisite majority**Resolution No. 2:**

Creation of charges/mortgages/hypothecations on the assets of the Company in accordance with provisions of 293(1) (a) of the Companies Act 1956

Resolution Required: Ordinary Resolution**Mode of Voting: Postal Ballot****For INOX LEISURE LIMITED**

Miket S. Bahlwa
MIKET S. BAHUWA
 DEPUTY COMPANY SECRETARY
 & SENIOR MANAGER-LEGAL

Promoter/Public	No. of shares held	No. of votes polled	% of Votes on Polled outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	41202553	41202553	100.00%	41202553	0	100.00%	0.00%
Public – Institutional holders	568352	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	20124643	3108881	15.45	3098163	10718	99.66	0.34
Total	61895548	44311434	71.59	44300716	10718	99.98	0.02

Result: Passed with requisite majority

Resolution No. 3:

Waiver of recovery of excess remuneration paid to Mr. Alok Tandon – Manager of the Company for the Financial Year 2010-11.

Resolution Required: Ordinary Resolution

Mode of Voting: Postal Ballot

Promoter/Public	No. of shares held	No. of votes polled	% of Votes on Polled outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	41202553	41202553	100.00%	41202553	0	100.00%	0.00%
Public – Institutional holders	568352	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	20124643	3108625	15.45	3085180	23445	99.25	0.75
Total	61895548	44311178	71.59	44287733	23445	99.47	0.05

Result: Passed with requisite majority

M. Bhatia
MIKET S. BAHUVA
 DEPUTY COMPANY SECRETARY
 & SENIOR MANAGER-LEGAL

S. SAMDANI
and associates

Company Secretaries

103, Tanishq, Opp. SBI Urmi Branch,
Productivity Road, Vadodara-390 020.
Ph.: +91-265-2330583, 2321494. 3907389
email: cssamdani@gmail.com
email: cssamdani@yahoo.com

SSA/1213
4th October, 2012

The Board of Directors
INOX LEISURE LIMITED
ABS Towers, Old Padra Road,
Vadodara – 390007
Gujarat

Dear Sirs,

Sub: Scrutinizer Report

1. The Board of Directors of the Company, by passing a circular resolution on 9th August, 2012, has appointed me as the Scrutinizer to conduct the Postal Ballot voting process in terms of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, in respect of the followings;
 - (a) Increase in borrowing powers of the Board of Directors of the Company in accordance with provisions of Section 293(1)(d) of the Companies Act, 1956,
 - (b) Creation of charges/mortgages/hypothecations on the assets of the Company in accordance with provisions of Section 293(1)(a) of the Companies Act, 1956, and
 - (c) Waiver of recovery of excess remuneration paid to Mr. Alok Tandon - Manager of the Company for the Financial Year 2010-2011.
2. I submit my report as under:
 - 2.1 The Company has completed on 31st August 2012, the dispatch of postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members as on 24th August, 2012.
 - 2.2 Particulars of all the postal ballot forms received from members have been entered in a register separately maintained for the purpose.
 - 2.3 The postal ballot forms were kept under safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
 - 2.4 ~~The ballot boxes were opened on 3rd October, 2012 in my presence.~~
For INOX LEISURE LIMITED

M. Bahuva
MIKET S. BAHUYA
DEPUTY COMPANY SECRETARY
& SENIOR MANAGER-LEGAL



- 2.5 The ballot forms were duly opened in my presence and scrutinized by me and the shareholding was matched/confirmed with the Register of Members of the Company as on 24th August, 2012.
- 2.6 All postal ballot forms received upto the close of working hours on 1st October, 2012, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- 2.7 No envelopes containing postal ballot forms were received after office hours on 1st October, 2012.
- 2.8 Envelopes containing postal ballot forms returned undelivered aggregated to 641 nos. These envelopes were not opened and kept separately.
- 2.9 I find two defaced or mutilated ballot papers and one with undesirable papers.
3. A summary of the postal ballot forms received is given below:

Resolution No. 1

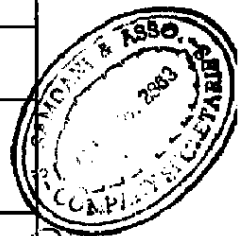
	Particulars	No. of postal ballot forms	No. of Shares (of Rs. 10 each)	% of total votes represents
a.	Total postal ballot forms received	483	44315513	100
b.	Less : Invalid postal ballot forms (as per register)	20	2694	0.007
c.	Net valid postal ballot forms (as per register)	463	44312819	99.993
d.	Postal ballot forms with ASSENT for the Resolution	402	44302065	99.969
e.	Postal ballot forms with DISSENT for the Resolution	61	10754	0.024

Resolution No. 2

	Particulars	No. of postal ballot forms	No. of Shares (of Rs. 10 each)	% of total votes represents
a.	Total postal ballot forms received	483	44315513	100
b.	Less : Invalid postal ballot forms (as per register)	23	4079	0.009
c.	Net valid postal ballot forms (as per register)	460	44311434	99.991

CONFIRMED TRUE COPY
For INOX LEISURE LIMITED

MIKET S. BAHUVA
DEPUTY COMPANY SECRETARY
& SENIOR MANAGER-LEGAL



d.	Postal ballot forms with ASSENT for the Resolution	397	44300716	99.967
e.	Postal ballot forms with DISSENT for the Resolution	63	10718	0.024

Resolution No. 3

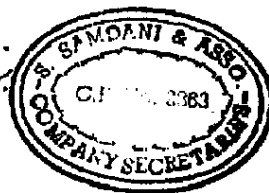
	Particulars	No. of postal ballot forms	No. of Shares (of Rs. 10 each)	% of total votes represents
a.	Total postal ballot forms received	483	44315513	100
b.	Less : Invalid postal ballot forms (as per register)	26	4335	0.009
c.	Net valid postal ballot forms (as per register)	457	44311178	99.991
d.	Postal ballot forms with ASSENT for the Resolution	331	44287733	99.938
e.	Postal ballot forms with DISSENT for the Resolution	126	23445	0.053

4. I have handed over the postal ballot forms and other related papers/ registers and records for safe custody to Miket Shashikant Bahuva, Deputy Company Secretary & Senior Manager – Legal who was authorized by the Board to supervise the postal ballot process.
5. I report that the aforesaid resolutions are carried with requisite majority.
6. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Yours truly,

S. Samdani
Company Secretary
S. Samdani & Asso.
Company Secretaries
Vadodara



Date: 04.10.2012
Place: Vadodara

CERTIFIED TRUE COPY
For INOX LEISURE LIMITED

Miket S. Bahuva
DEPUTY COMPANY SECRETARY
& SENIOR MANAGER-LEGAL