

01st 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 National Company Law Tribunal Convened Meeting of the Members of the Company held on Friday, August 31, 2018 at 11:00 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 National Company Law Tribunal Convened Meeting of the Members (Meeting) of the Company was held on Friday, August 31, 2018 at 11:00 a.m. at Maple Hall, Hotel Express Residency, 18/19, Alkapuri Society, Vadodara – 390 007 wherein the Company had conducted poll on the Resolution as mentioned in the Notice of the Meeting.

The Voting Results of the Poll conducted at the Meeting and the e-voting opted by the members on all the resolution 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 Meeting, 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.

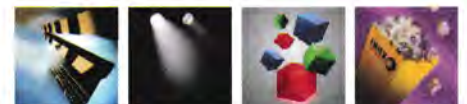
We request you to please take the above on record.

Yours faithfully,

For **INOX Leisure Limited**

Parthasarathy Iyengar
Company Secretary

Encl.: as above

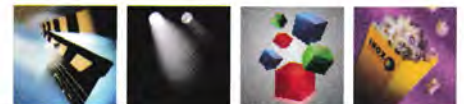


Voting results	
Record date	20-07-2018
Total number of shareholders on record date	37495
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	2
b) Public	42
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	

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Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the Scheme of Amalgamation (Merger by Absorption) between Swanston Multiplex Cinemas Private Limited the Transferor Company and INOX Leisure Limited, the Transferee 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	46973928	100	46973928	0	100	0
Public- Institutions	E-Voting	34285600	26990371	78.7222	26990371	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		647	0.0019	547	100	84.544	15.456
	Total	34285600	26991018	78.7241	26990918	100	99.9996	0.0004
Public- Non Institutions	E-Voting	15198226	6623548	43.5811	6623079	469	99.9929	0.0071
	Poll		172830	1.1372	172830	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	15198226	6796378	44.7182	6795909	469	99.9931	0.0069
Total		96457754	80761324	83.7271	80760755	569	99.9993	0.0007
Whether resolution is Pass or Not.								Yes

FORM No. MGT-13

CONSOLIDATED REPORT OF SCRUTINIZER
[Pursuant to Section 109 of the Companies Act, 2013
and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

Mr. Deepak Asher,

The Chairman of the Meeting of the Equity Shareholders of INOX Leisure Limited convened pursuant to order of the National Company Law Tribunal (NCLT), Ahmedabad Bench in CA (CAA) NO. 79/230-232/NCLT/AHM/2018 dated 20.07.2018 held on the 31st August, 2018 at 11:00 a.m. at Maple Hall, Hotel Express Residency, 18/19, Alkapuri Society, Vadodara – 390 007, Gujarat.

INOX LEISURE LIMITED

CIN: L92199GJ1999PLC044045

ABS Towers, Old Padra Road,

Vadodara-390 007, Gujarat, India.

Dear Sir,

Sub: Consolidated Report of Scrutinizer on Postal Ballot, Remote E-voting and voting conducted through Poll at the meeting of Equity Shareholders of the Company convened by National Company Law Tribunal, Ahmedabad Bench.

I, Satyanarain Samdani, (Membership No F3677 COP No. 2863), Partner, M/s. Samdani Shah & Kabra, Company Secretaries, have been appointed as a scrutinizer by the Hon'ble National Company Law Tribunal, Mumbai Bench, vide order dated 20th July, 2018, in CA (CAA) NO. 79/230-232/NCLT/AHM/2018, as "Scrutinizer" for the purpose of scrutinizing the Postal Ballot forms received from the shareholders, remote e-voting and the voting conducted through Poll at the meeting of the Equity Shareholders (including public shareholders) of the Company convened by the National Company Law Tribunal (NCLT), Ahmedabad Bench ("the meeting") held on Friday, August 31, 2018 at 11:00 a.m. at Maple Hall, Hotel Express Residency, 18/19, Alkapuri Society, Vadodara – 390 007, Gujarat, India, in a fair and transparent manner and for ascertaining the requisite majority on the Postal Ballot, Remote E-voting and Poll at the meeting carried out in accordance with the provisions of Section 108, 109, 110 & 230-232 of the Companies Act, 2013 ("the Act") read with Rule 20, 21 & 22 of the Companies (Management and Administration) Rules, 2014 and Rule 9 & 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Resolution as set out in the notice dated 25th July, 2018 convening the said meeting.



Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in relation to exercising of voting rights through the Postal Ballot, Remote E-voting and Poll conducted at the meeting.

Responsibility as a Scrutinizer

My responsibility as a Scrutinizer for the Postal Ballot, Remote E-voting and Poll conducted at the meeting is restricted to the preparation of the Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution as set out in the Notice of the meeting dated 25th July, 2018, in a fair and transparent manner, based upon the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the Authorized Agency engaged by the Company to provide e-voting facilities, Postal Ballot forms received up to 5:00 p.m. on Thursday, August 30, 2018 and Poll conducted at the meeting.

Further in addition to the above, I submit my report as under:

- The Company has on Saturday, July 28, 2018, completed the dispatch of Notice of the Meeting along with the relevant annexures referred thereto including postal ballot form, proxy form, attendance slip, etc. to the Equity Shareholders of the Company whose names appeared in the Register of Members and the list of beneficiary owners made available by the Depositories, on Friday, July 20, 2018 through its Registrar and Transfer Agent viz. M/s. Karvy Computershare Private Limited and has also published an advertisement in the newspaper(s) in this regard, in English language in "Financial Express" and translation thereof in Gujarati language in "Financial Express", on Saturday, July 28, 2018 both circulated at Vadodara.
- The Shareholders of the Company holding shares as on the "cut-off" date i.e. Friday, July 20, 2018, were entitled to vote on the proposed resolution as set out in the Notice of the meeting dated 25th July, 2018.
- The remote e-voting period remained open from Wednesday, August 01, 2018 at 9:00 a.m. and ended on Thursday, August 30, 2018 at 5:00 p.m. The Postal Ballot forms received up to 5:00 p.m. on Thursday, August 30, 2018 and voting conducted through Poll conducted at the meeting held on Friday, 31st day of August, 2018 were considered valid for scrutiny. The Postal Ballot forms which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.



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- The e-voting module of CDSL was disabled on Thursday, August 30, 2018 at 5:00 p.m. and I, Scrutinizer, unblocked the votes cast, on Friday, August 31, 2018 at 11:30 a.m. in the presence of Mr. Yog Vivek Pathak (Witness No. 1) and Mr. Kunal Mehta (Witness No. 2), who are not in the employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (as amended).
- I have scrutinized the remote e-voting, postal Ballot papers and voting conducted through Poll at the meeting held on August 31, 2018 and votes tendered therein and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).
- I hereby submit my Consolidated Report on the Result of the remote e-voting, postal Ballot papers and voting conducted through Poll at the meeting held on August 31, 2018 in respect of the said resolution as under:

Resolution:

Approval of The Scheme of Amalgamation (Merger By Absorption) for Merger of Swanston Multiplex Cinemas Private Limited ("Transferor Company") with INOX Leisure Limited ("Transferee Company") and their respective shareholders under sections 230 to 232 and other applicable provisions of The Companies Act, 2013.

a) VOTES IN FAVOR OF THE RESOLUTION

Voting Description	Number of Members who voted	Number of shares for which votes casted	% of total number of valid votes casted
Voting through Postal ballot	10	547	0.00
Remote E- voting	175	80587378	99.79
Poll taken at the venue of the meeting	16	172830	0.21
Total	201	80760755	100.00



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b) VOTES AGAINST THE RESOLUTION

Voting Description	Number of Members who voted	Number of shares for which votes casted	% of total number of valid votes casted
Voting through Postal ballot	2	100	0
Remote E- voting	5	469	0
Poll taken at the venue of the meeting	0	0	0
Total	7	569	0

c) INVALID VOTES

Voting Description	Number of Members who voted	Number of shares for which votes casted
Voting through Postal ballot	3	151
Remote E- voting	0	0
Poll taken at the venue of the meeting	3	196
Total	6	347

- The registers and all other papers relating to voting by electronic means, postal ballot and poll conducted at the meeting, shall remain in my custody until the Chairman considers, approves and signs the minutes and thereafter, I shall hand over the register and other related papers to the company.

Thanking you,

Yours Faithfully,


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



Vadodara, August 31, 2018