

22nd September, 2021

To,
BSE Limited
P J Towers
Dalal Street
Mumbai – 400 001

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No C/1
G Block, Bandra-Kurla Complex
Bandra (East), Mumbai – 400 051

Symbol: INOXLEISUR

Scrip Code: 532706

Dear Sir/Madam,

Sub: Proceedings and Declaration of Voting Results in respect of Resolutions passed at the 22nd Annual General Meeting (AGM) of the Company held on Wednesday, 22nd September, 2021 at 12:00 noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Ref: Regulation 30 and Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

We would like to inform you that the 22nd Annual General Meeting (AGM) of the Company was held on Wednesday, 22nd September, 2021 at 12:00 noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility in compliance with the applicable provisions of the Companies Act, 2013 read with Rules made thereunder, circular(s) issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India for transacting the business(es) mentioned in the AGM Notice dated 3rd August, 2021 convening the AGM.

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, as amended and aforesaid MCA Circular, the Company had provided facility of remote e-voting to its Members by using remote e-voting system as well as remote e-voting during the AGM in respect of the business to be transacted at the AGM.

Mr. Dhruvil M. Shah, Practicing Company Secretary (FCS No.: 8021: CP: 8978) ("the Scrutinizer") has scrutinized and reviewed the votes cast by the Members through remote e-voting prior to the date of AGM as well as through e-voting process during the AGM on the resolutions at Item Nos. 1 to 3 of the Notice of the AGM and submitted his report today i.e. 22nd September, 2021.

In this regard, we hereby enclose herewith the following:

Proceedings of the AGM pursuant to Part A of Schedule III under Regulation 30 of the Listing Regulations	Annexure 1
Voting results of the AGM pursuant to Regulation 44 of the Listing Regulations	Annexure 2
Consolidated Report of the Scrutinizer dated 22 nd September, 2021 on remote e – Voting and electronic voting at the AGM	Annexure 3

The above voting results will also be available on the website of the Company at www.inoxmovies.com and on website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.

You are requested to take the same on record.

Thanking you.

Yours faithfully,

For INOX Leisure Limited


Parthasarathy Iyengar
Company Secretary
Encl.: as above



Annexure 1

BRIEF PROCEEDINGS OF THE 22ND ANNUAL GENERAL MEETING (AGM) OF THE COMPANY:

The 22nd AGM of the Company was held today on Wednesday, 22nd September, 2021, through Video Conference (VC) /Other Audio Visual Means (OAVM) in compliance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India and as per the applicable provisions of the Companies Act, 2013 and the Rules issued thereunder.

Summary of proceedings:

- The 22nd AGM of the Members of INOX Leisure Limited (the "Company") was held on Wednesday, 22nd September, 2021 through Video Conferencing (VC) / Other Audio Visual Means (OAVM) and the live webcast facility was provided to the Members through CDSL e-voting platform.
- The 22nd AGM of the Members of the Company commenced at 12.00 Noon.
- Mr. Siddharth Jain, Director of the Company, was appointed as the Chairman of the Meeting and he chaired the proceedings of the AGM. The requisite quorum being present, the Meeting was called to order.
- The Statutory, Secretarial Auditors for Financial Year 2020-21 and Scrutinizer for the Meeting were also present during the Meeting.
- The Company Secretary informed that remote e-voting commenced from Sunday, 19th September, 2021 at 9.00 a.m. and ended on Tuesday, 21st September, 2021 at 5.00 p.m. Further, the facility for e-voting during the AGM was also provided to the Members of the Company.
- The questions and suggestions from Members who attended the Meeting virtually and registered themselves as a speaker shareholder for the Meeting were considered. A fair opportunity was given to the Members of the Company to seek clarifications and/ or offer comments to the items of the business and the same were adequately answered/ clarified at the Meeting.
- The following items of business as set out in the Notice calling the Meeting were proposed for Members' approval through remote e-voting and e-voting facility given during AGM to the Members who have attended the Meeting virtually to cast their votes:

Item No.	Brief Description	Type of Business & Resolution Required	Manner of voting
1.	Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31 st March, 2021, the reports of the Board of Directors and Auditors thereon.	Ordinary Business requiring Ordinary Resolution	Remote e-voting prior & during AGM
2.	Reappointment of Mr. Pavan Jain (DIN: 00030098) as a Director of the Company.	Ordinary Business requiring Ordinary Resolution	Remote e-voting prior & during AGM
3.	To approve payment of Remuneration to Non-Executive Director/(s) of the Company	Special Business requiring Special Resolution	Remote e-voting prior & during AGM

The Chairman announced that, Mr. Parthasarathy Iyengar, Company Secretary was authorised, to declare the voting results along with the Scrutinizer's Report which shall be displayed on the website of the Company, website of Central Depository Services (India) Limited (CDSL) and websites of Stock Exchanges within two working days of the conclusion of the Meeting.

All the aforesaid resolutions were passed with requisite majority. Detailed voting results for the votes cast through remote e-Voting and electronic voting at the AGM on all the resolutions as set out in the Notice of AGM are enclosed.

The Chairman then thanked the Members and Stakeholders attending the AGM through video conference for extending their co-operation and concluded the AGM at 12.48 p.m. (including time allowed for e-voting at AGM).



Annexure 2

Date of AGM	Wednesday, 22 nd September, 2021
Total number of shareholders on record date	1,30,468
No. of shareholders present	74
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group:	Not Applicable
No. of Shareholders attended the through Video Conferencing: Promoters and Promoter Group: Public	Promoter and Promoter group: 2 Public: 72

Details of Resolutions and results thereof:

Item No.	Brief Description	Type of Business & Resolution Required	Manner of voting	Results
1.	Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31 st March, 2021, the reports of the Board of Directors and Auditors thereon.	Ordinary Business requiring Ordinary Resolution	Remote e-voting prior & during AGM	Passed with requisite majority
2.	Reappointment of Mr. Pavan Jain (DIN: 00030098) as a Director of the Company.	Ordinary Business requiring Ordinary Resolution	Remote e-voting prior & during AGM	Passed with requisite majority
3.	To approve payment of Remuneration to Non-Executive Director/(s) of the Company	Special Business requiring Special Resolution	Remote e-voting prior & during AGM	Passed with requisite majority



Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To consider and adopt: a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 st March, 2021, 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, 2021 and the report of the Auditors thereon					
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	53373928	53373928	100	53373928	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	53373928	53373928	100	53373928	0	100	0
Public-Institutions	E-Voting	50396563	34121232	67.71	34121232	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	50396563	34121232	67.71	34121232	0	100	0
Public- Non Institutions	E-Voting	18568603	2466129	13.28	2464519	1610	99.93	0.07
	Poll		557	0	557	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	18568603	2466686	13.28	2465076	1610	99.93	0.07
Total		122339094	89961846	73.53	89960236	1610	100	0
Whether resolution is Pass or Not.							Yes	



Resolution(2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To appoint a Director in place of Mr. Pavan Jain (DIN: 00030098), who retires by rotation and being eligible, offers himself for reappointment.					
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	53373928	53373928	100	53373928	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	53373928	53373928	100	53373928	0	100	0
Public-Institutions	E-Voting	50396563	34142682	67.75	28188704	5953978	82.56	17.44
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	50396563	34142682	67.75	28188704	5953978	82.56	17.44
Public- Non Institutions	E-Voting	18568603	2465929	13.28	2463756	2173	99.91	0.09
	Poll		557	0	557	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	18568603	2466486	13.28	2464313	2173	99.91	0.09
Total		122339094	89983096	73.55	84026945	5956151	93.38	6.62
Whether resolution is Pass or Not.							Yes	



Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve payment of Remuneration to Non-Executive Director/(s) of the 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	53373928	53373928	100	53373928	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	53373928	53373928	100	53373928	0	100	0
Public-Institutions	E-Voting	50396563	34142682	67.75	26244463	7898219	76.87	23.13
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	50396563	34142682	67.75	26244463	7898219	76.87	23.13
Public- Non Institutions	E-Voting	18568603	2465583	13.28	2462198	3385	99.86	0.14
	Poll		557	0	557	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	18568603	2466140	13.28	2462755	3385	99.86	0.14
Total		122339094	89982750	73.55	82081146	7901604	91.22	8.78
Whether resolution is Pass or Not.							Yes	




DHRUMIL M. SHAH & CO.

Practising Company Secretaries • Trade Marks Agent

Ref: 962/2021-22

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
 The Chairman,
 INOX Leisure Limited
 CIN: L92199MH1999PLC353754
 5th Floor, Viraj Towers,
 Next to Andheri Flyovers,
 Western Express Highway,
 Andheri (East), Mumbai 400093.

Dear Sir,

Sub: Scrutinizer's Report of remote e-voting conducted for the 22nd (Twenty-Second) Annual General Meeting (AGM) of INOX Leisure Limited ('the Company') held on Wednesday, September 22, 2021 at 12.00 NOON through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

I, Dhrumil M. Shah, Practicing Company Secretary, has been appointed as the Scrutinizer by the Board of Directors of INOX Leisure Limited ('the Company'), pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of monitoring the e-voting process (remote e-voting) and electronic voting (e-voting) during the AGM, in respect of the below mentioned resolutions proposed at the 22nd (Twenty-Second) Annual General Meeting of the Company held on Wednesday, September 22, 2021 at 12.00 Noon through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

The AGM Notice dated August 03, 2021 along with statement setting out material facts under Section 102 of the Act were sent to the shareholders on August 26, 2021 in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email



addresses are registered with the Company/ Depositories, in compliance with the General Circular No. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as "SEBI Circulars").

The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by Central Depository Services (India) Limited (CDSL).

The shareholders of the Company holding shares as on the "cut-off" date i.e. Wednesday, September 15, 2021 were entitled to vote on the resolutions as mentioned in the Notice of the Annual General Meeting.

In accordance with the Notice of the 22nd AGM and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the remote e-voting commenced on Sunday, September 19, 2021 at 09:00 A.M. (IST) and ended on Tuesday, September 21, 2021 at 05:00 P.M. (IST).

At the 22nd AGM of the Company held on Wednesday, September 22, 2021, the facility to vote through electronic voting system had been provided to facilitate voting for those Members who were present at the Meeting through VC/OAVM but could not participate in the remote e-Voting to record their votes on the resolutions to be passed.

After the closure of the e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked on Wednesday, September 22, 2021 at around 12:48 P.M. in the presence of two witnesses who are not in the employment of the Company.

I have scrutinized and reviewed the vote cast through remote e-voting and e-voting during the meeting based on the data downloaded from the CDSL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to remote e-voting & e-voting during the AGM on the resolutions mentioned in the Notice of the AGM.

I now submit my Report as under on the result of the remote e-voting & e-voting during the AGM in respect of the following Resolutions.



Ordinary Business:

Item No. 1 - Ordinary Resolution

To Consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and the Auditors thereon; and*
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 and the report of the Auditors thereon.*

E-Voting

Sr. No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	392	8,99,61,289	-
2.	Total E-voting at Venue	4	557	-
3.	Less-Invalid E-voting	0	0	-
4.	Net valid E-voting	396	8,99,61,846	100%
5.	E-voting with assent	392	8,99,60,236	100%
6.	E-voting with dissent.	4	1,610	0.00%



Item No. 2 - Ordinary Resolution

To appoint a Director in place of Mr. Pavan Jain (DIN: 00030098), who retires by rotation and, being eligible, offers himself for re-appointment.

E-Voting

Sr. No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	392	8,99,82,539	-
2.	Total E-voting at Venue	4	557	-
3.	Less-Invalid E-voting	0	0	-
4.	Net valid E-voting	396	8,99,83,096	100%
5.	E-voting with assent	333	8,40,26,945	93.38%
6.	E-voting with dissent.	63	59,56,151	6.62%

Special Business:**Item No. 3 - Special Resolution**

To approve payment of Remuneration to Non-Executive Director/(s) of the Company.

E-Voting

Sr. No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	389	8,99,82,193	-
2.	Total E-voting at Venue	4	557	-
3.	Less-Invalid E-voting	0	0	-
4.	Net valid E-voting	393	8,99,82,750	100%
5.	E-voting with assent	312	8,20,81,146	91.22%
6.	E-voting with dissent.	81	79,01,604	8.78%



Based on the aforesaid results, you may accordingly declare the result of e-voting (remote e-voting & e-voting during the meeting).

The relevant records relating to e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the 22nd Annual General Meeting and thereafter, the same shall be handed over to the Company Secretary for safe keeping.

Notes:

1. All the figures shown in percentage have been rounded off nearest to two decimal points.

**FOR DHRUMIL M SHAH & CO.
UDIN: F008021C000989782**



A handwritten signature in blue ink, appearing to be "Dh. Shah".

**Dhrumil M. Shah
Practicing Company Secretary
FCS 8021; CP 8978
PR 995/2020**

**Place: Mumbai
Date: 22nd September, 2021**

**Countersigned by
For INOX Leisure Limited**



A handwritten signature in blue ink, appearing to be "P. Iyengar".

**Parthasarathy Iyengar
Company Secretary**