

4th September, 2017

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

Stock Code: 532706

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: INOXLEISUR

Dear Sir / Madam,

Sub: Notice of 18th Annual General Meeting of the Company and intimation regarding closure of Register of Members and Share Transfer Books.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we wish to inform you that the 18th Annual General Meeting (AGM) of the Members of the Company is scheduled to be held on Thursday, 28th September, 2017 at 12.00 noon at Maple Hall, Hotel Express Residency, 18/19, Alkapuri Society, Vadodara – 390 007. A copy of the notice of the AGM is attached herewith.

Further, pursuant to Regulation 42 of the Listing Regulations, we wish to inform you that the Register of Members and Share Transfer books of the Company will remain closed from Saturday, 16th September, 2017 to Thursday, 28th September, 2017 (both days inclusive) for the purpose of Eighteenth Annual General Meeting of the Company.

Further, pursuant to 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, we wish to inform you that the Company is providing e-voting facility to the Members of the Company to cast their votes by electronic means on all the resolutions set out in the notice of AGM through the E-voting services provided by Central Depository Services (India) Limited.

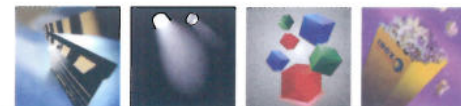
The cut-off date for determining the eligibility of Members to vote by remote e-voting at the AGM is Saturday, 16th September, 2017.

We request you to kindly take record of the above information.

Thanking You.

Yours faithfully,
For INOX Leisure Limited


Dhanraj Mulki
Company Secretary &
Vice President – Legal



Notice

INOX LEISURE LIMITED

(CIN: L92199GJ1999PLC044045)

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

Telephone: 0265 6198111 | **Fax:** 0265 2310312

Website: www.inoxmovies.com | **Email ID:** contact@inoxmovies.com

Notice is hereby given to the Members of **INOX Leisure Limited** that the Eighteenth ANNUAL GENERAL MEETING of the Company will be held on Thursday, 28th September, 2017 at 12:00 noon at Maple Hall, Hotel Express Residency, 18/19, Alkapuri Society, Vadodara – 390 007 to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements.

To consider and adopt

- a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017, 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 31st March, 2017 and the report of the Auditors thereon.

2. Re-appointment of Mr. Pavan Jain as a Director of the Company.

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

3. To consider and approve appointment of Independent Auditors and to authorize the Board of Directors of the Company to fix their remuneration.

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable (including any statutory modification, variation or re-enactment thereof), and pursuant to the recommendations of the Audit Committee, approval of the Members of the Company be and is hereby accorded for appointment of M/s. Kulkarni and Company, Chartered Accountants (Firm Registration No. 140959W), as independent auditors of the Company, in place of retiring auditors M/s. Patankar & Associates, Chartered Accountants (Firm Registration No. 107628W), to hold office for a period of five years from the conclusion of 18th Annual General Meeting (AGM) until the conclusion of the 23rd AGM, subject to ratification by the Members every year, as applicable, for audit of financial statements and that the Board of Directors of the Company be and are hereby authorized to fix their remuneration, based on the recommendation of Audit Committee, including reimbursement of actual out of pocket expenses.”

**By Order of the Board of Directors
For INOX Leisure Limited**

Place: Mumbai
Date: 26th July, 2017

**Dhanraj Mulki
Vice President – Legal
& Company Secretary**

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting ("Meeting") is entitled to appoint one or more proxies to attend and vote on a poll only instead of himself/herself and a proxy need not be a Member. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. However, a Member holding more than ten percent (10%) of the total Share Capital of the Company carrying voting rights may appoint a single person as a Proxy and such person shall not act as a Proxy for any other person or Member.
3. Though not mandatory, an explanatory statement in respect of Item No. 3 of the Notice is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 16th September, 2017 to Thursday, 28th September, 2017 (both days inclusive).
5. **Re-appointment of Director:**

The information required to be provided under the Secretarial Standard – 2 / Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Discloser Requirements) Regulations, 2015 (Listing Regulations) in respect of Director being re-appointed is given herein below and also in the Corporate Governance Report:

Name of the Director	Mr. Pavan Jain
Date of Birth	17 th May, 1951
Age	66 Years
Date of first Appointment on the Board	9 th November, 1999
Directors Identification Number	00030098
Qualification	Chemical Engineer from IIT, New Delhi
Experience / Expertise in Specific Functional Area	Mr. Pavan Jain, Chairman of the INOX Group, is a Chemical Engineer from IIT, New Delhi, and an industrialist with over 40 years of experience. With over 30 years of experience as the Managing Director of INOX Air Products Private Limited, Mr. Jain has steered the company's growth from a single plant business to one of the leading domestic players in the Industrial Gases business. In addition, Mr Jain has been instrumental in diversifying the INOX Group into various industries such as Refrigerant Gases, Chemicals, Cryogenic Engineering, Entertainment and Renewable Energy.
Directorships held in other Companies	1. INOX Air Products Private Limited 2. INOX Leasing & Finance Private Limited 3. INOX India Private Limited 4. Gujarat Fluorochemicals Limited 5. INOX Renewables Limited 6. Devansh Gases Private Limited 7. Rajni Farms Private Limited 8. INOX Infrastructure Private Limited

Name of the Director	Mr. Pavan Jain
Membership / Chairmanship of Committees of other Companies	1. Gujarat Fluorochemicals Limited Member – Stakeholders Relationship Committee 2. INOX Leasing and Finance Limited Chairman – Share Transfer and Stakeholders Relationship Committee and Chairman – Audit Committee 3. INOX Air Products Private Limited Chairman – Share Transfer and Stakeholders Relationship Committee and Chairman – Audit Committee
The number of Meetings of the Board attended during the year	5
Remuneration last drawn	₹ 1,40,000 towards sitting fees.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Related to Mr. Vivek Jain and Mr. Siddharth Jain
Shareholding in the Company	2,19,975 Equity Shares of ₹ 10 each.

6. In compliance with provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, Annual Report for Financial Year 2016- 2017 of your Company has been sent via Electronic Mode (E-mail) to the Members whose E-mail ID was made available to us by the Depositories Participants. We request the Members to register / update their e-mail address with their Depository Participant, in case they have not already registered / updated the same. Members who are holding shares in physical form are requested to get their email address registered with the Registrar and Share Transfer Agents.
7. 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, the Company is pleased to provide e-voting facility to all Members which has been provided through the e-voting platform of CDSL. In this regard, your demat account/folio number has been enrolled by the Company for your participation in e-voting on the resolutions placed by the Company on the e-voting system. Instructions and manner of e-voting process can be downloaded from the link <https://www.evotingindia.com>. **E-voting is optional.** The e-voting rights of the Members /beneficial owners shall be reckoned on the equity shares held by them as on Saturday, 16th September, 2017.

The instructions for shareholders voting electronically are as under:

In case of Members receiving e-mail:

- (i) The voting period begins on Monday, 25th September, 2017 at 09:00 a.m. and ends on Wednesday, 27th September, 2017 at 5:00 p.m. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, 16th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The members should log on to the e-voting website www.evotingindia.com
- (iv) Click on "Shareholders/Members" tab.

- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
Date of Birth (DOB)	

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies

that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- A. The voting rights of Members shall be in proportion to their shares of the Paid - Up Equity Share Capital of the Company as on the cut-off date of Saturday, 16th September, 2017. For all others who are not holding shares as on Saturday, 16th September, 2017 and receive the Annual Report of the Company, the same is for their information.
 - B. A copy of this Notice has been placed on the website of the Company and the website of CDSL.
 - C. M/s. Samdani Shah & Kabra (erstwhile Samdani Shah & Asso.), Practicing Company Secretaries have been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
 - D. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make

not later than three days of conclusion of the Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.

- E. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.inoxmovies.com and on the website of CDSL and communicated to the BSE Limited and National Stock Exchange of India Limited.

(xxii) Member may address their grievances connected with the e-voting to Mr. Dhanraj Mulki, Vice President – Legal & Company Secretary, 5th Floor, Viraj Towers, Next to Andheri Flyover, Western Express Highway, Andheri (East), Mumbai – 400093, Email ID – ghanraj.mulki@inoxmovies.com, Phone Number – 022 40626900.

8. Members holding shares in physical form are requested to intimate Registrar and Transfer Agents of the Company viz., M/s. Karvy Computershare Private Limited, Unit: INOX Leisure Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, changes, if any, in their Bank details, registered address, Email ID, etc. along with their Pin Code. Members holding shares in electronic form may update such details with their respective Depository Participant.
9. Members desiring any relevant information on the accounts at the Annual General Meeting are requested to write to the Company Secretary at least seven days in advance at its Registered Office, so as to enable the Company to keep the information ready.
10. Members / Proxies are requested to bring their filled in Attendance Slip and their copy of Annual Report to the Meeting.
11. Corporate Members intending to send their Authorised Representative(s) to attend the Annual General Meeting are requested to send duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Annual General Meeting.
12. Members holding shares in single name and in Physical form are advised to make nomination in respect of their shareholding in the Company.
13. The relevant documents referred to in the accompanying Notice of Meeting and in the Explanatory Statement are open for inspection by the Members of the Company at the Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 01.00 p.m. upto the date of this Meeting and copies thereof shall also be available for inspection in physical form at the Corporate Office of the Company situated at 5th Floor, Viraj Towers, Next to Andheri Flyover, Western Express Highway, Andheri (East), Mumbai – 400 093 and also at the Meeting.
14. The Chairman shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.

EXPLANATORY STATEMENT IN RESPECT OF ITEM NO. 3 OF THE NOTICE

Though not mandatory, below explanatory statement is provided for reference.

Pursuant to provision of Section 139 (2) of the Companies Act, 2013 (the Act), a listed Company shall not appoint an audit firm as auditor for more than two terms of five consecutive years.

As per third proviso to Section 139(2) of the Act, a transition period of three years from the commencement of the Act (1st April 2014), was provided to the Companies to comply with the provisions of Section 139 (2) where the existing auditors have completed more than ten years as auditors with the Company.

M/s. Patankar & Associates, Chartered Accountants, had completed more than 10 years as Auditors of the Company as of 1st April 2014. In terms of third proviso to Section 139 (2) of the Act, they were appointed as auditors of the Company at 16th AGM held on 28th September 2015 for a period from conclusion of 16th AGM until the conclusion of the 18th AGM of the Company.

In compliance with the aforesaid requirements of the Act, M/s. Patankar & Associates, Chartered Accountants will retire at the forthcoming AGM of the Company.

Based on recommendation of the Audit Committee, the Board of Directors of the Company proposes to appoint M/s. Kulkarni and Company, Chartered Accountants (Firm Registration No. 140959W) as independent auditors for a period of 5 years, commencing from the conclusion of 18th AGM till the conclusion of the 23rd AGM, subject to ratification by Members at every AGM, as may be applicable.

Brief Profile of M/s. Kulkarni And Company:

M/s. Kulkarni and Company, Chartered Accountants, was established by CA Nikhil Kulkarni and CA Aditya Talavlikar who have experience of statutory audit, tax audit and internal audit assignments of various entities. The partners have experience in the Ind AS requirements and implementation. M/s. Kulkarni and Company holds Peer Review Certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

M/s. Kulkarni and Company, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as independent auditors in terms of the provisions of the Section 139 and Section 141 of the Act read with the provisions of the Companies (Audit and Auditors) Rules, 2014. Further, M/s. Kulkarni and Company, Chartered Accountants, have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India as required under the Listing Regulations.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Resolution set out at item No. 3 of the notice.

The Board recommends the Resolution set forth in item No. 3 of the notice for approval of the Members.

**By Order of the Board of Directors
For INOX Leisure Limited**

**Dhanraj Mulki
Vice President – Legal
& Company Secretary**

Place: Mumbai
Date: 26th July, 2017

Registered Office:
ABS Towers, Old Padra Road,
Vadodara – 390 007

**INOX LEISURE LIMITED**

(CIN: L92199GJ1999PLC044045)

Registered Office: ABS Towers, Old Padra Road, Vadodara – 390 007.**Telephone:** 0265 6198111 | **Fax:** 0265 2310312**Website:** www.inoxmovies.com | **Email ID:** contact@inoxmovies.com**ATTENDANCE SLIP**

(To be handed over at the entrance of Meeting Hall)

I certify that I am a registered Member /Proxy for the registered Member of the Company.

I hereby record my presence at the Eighteenth Annual General Meeting of the Company held on Thursday, 28th September, 2017 at 12:00 noon at Maple Hall, Hotel Express Residency, 18/19, Alkapuri Society, Vadodara – 390 007.

Sr. No. :

Member's Name and Address details	
DP ID*	
Client ID*	
Folio No.	
No. of Shares	

* Applicable only for Investors holding shares in Electronic Form.

Note: Please fill in this attendance slip and hand it over at the ENTRANCE OF THE HALL.
Members attending the meeting are requested to bring their copies of the Annual Report with them.

Member's/Proxy's Signature**ELECTRONIC VOTING PARTICULARS**

Members may please note the user id and password given below for the purpose of e-voting in terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration), Rules, 2014, as amended. Detailed instructions for e-voting are given in the attached AGM Notice.

E VOTING SEQUENCE NUMBER (EVSN)	USER ID	SEQUENCE NUMBER (PASSWORD)
170829098		

Note: The Voting period starts from Monday, 25th September, 2017 (9:00 a.m.) and ends on Wednesday, 27th September, 2017 (5:00 p.m.). The voting module shall be disabled by CDSL for voting thereafter.

**INOX LEISURE LIMITED**

(CIN: L92199GJ1999PLC044045)

Registered Office: ABS Towers, Old Padra Road, Vadodara – 390 007.**Telephone:** 0265 6198111 | **Fax:** 0265 2310312**Website:** www.inoxmovies.com | **Email ID:** contact@inoxmovies.com**PROXY FORM**

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

18th Annual General Meeting – Thursday, 28th September, 2017

Name of the Member(s) :	
Registered Address :	
E-mail ID :	
Folio No./ Client ID :	
DP ID :	

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

1) Name: _____	E-mail id: _____
Address: _____	
Signature: _____	
or failing him /her	
2) Name: _____	E-mail id: _____
Address: _____	
Signature: _____	
or failing him /her	
3) Name: _____	E-mail id: _____
Address: _____	
Signature: _____	

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 18th Annual General Meeting of the Company, to be held on Thursday, 28th September, 2017, at 12.00 noon at Maple Hall, Hotel Express Residency, 18/19, Alkapuri Society, Vadodara – 390 007 and at any adjournment thereof in respect of such Resolutions as are indicated below.

Resolution Number	Resolution	Vote (Optional-see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business				
1.	Adoption of the (a) Audited Standalone Financial Statements of the Company for the Financial Year ended 31 st March, 2017, the report of Auditors thereon and the report of the Board of Directors for the said year; and b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 st March, 2017 and the report of the Auditors thereon.			
2.	Appointment of Director in place of Mr. Pavan Jain (DIN: 00030098), who retires by rotation and, being eligible, seeks re-appointment.			
3.	Appointment of M/s. Kulkarni and Company, Chartered Accountants (Firm Reregistration No. I40959W), as Independent Auditors of the Company and to authorize the Board of Directors of the Company to fix their remuneration.			

Signed this _____ day of _____ 2017.

Signature of Member_____
Signature of Proxy Holder(s)Affix a Revenue
Stamp not less
than ₹ 1**Notes:**

- This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- It is optional to indicate your preference. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.