

NOTICE

NOTICE is hereby given that the THIRTY FOURTH ANNUAL GENERAL MEETING of HOTEL LEELAVENTURE LIMITED will be held at Shree Bhaidas Maganlal Sabhagriha, U-1, Juhu Vile Parle Development Scheme, Vile Parle West, Mumbai- 400 056 on Tuesday, 22nd September, 2015 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the Audited Financial Statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and the Auditors thereon;
 - (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2015 and the report of the Auditors thereon.
2. To appoint a Director in place of Mr. Krishna Deshika (DIN: 00019307), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s. Picardo & Co, Chartered Accountants (Registration No. 107917W), who have offered themselves for reappointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and reimbursement of out of pocket expenses incurred by them in connection with the audit of the Accounts of the Company.”

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the resolution passed by the Members at the 32nd Annual General Meeting held on September 20, 2013 under Section 293(1)(d) of the Companies Act, 1956 and subject to the provisions of Section 180(1)(c), any other applicable provisions and rules, of the Companies Act, 2013, (including any statutory modification(s), amendments or re-enactment thereof, for the time being in force) and subject to the Memorandum and Articles of Association of the Company, the Members of the Company hereby approve, consent to and ratify the power of the Board of Directors of the Company (hereinafter referred to as the “Board” and which term shall be deemed to include any duly authorised committee(s) thereof, exercising for the time being, the powers conferred on the Board by this resolution), for borrowing from time to time and in any manner, any sum or sums of monies, upon such terms and conditions, with or without security, as the Board may in its absolute discretion think fit, which together with the money already borrowed by the

Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of its paid-up share capital and free reserves, provided however that the total sums so borrowed and remaining outstanding on account of principal amount shall not, at any time, exceed Rs.6,000 crores (Rupees Six Thousand Crores only) or the aggregate of paid-up share capital and free reserves, whichever is higher.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto, as it may deem fit, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the resolution passed under Section 293(1)(a) of the Companies Act, 1956 by the Shareholders at the 32nd Annual General Meeting held on September 20, 2013, and subject to the provisions of Section 180(1)(a), any other applicable provisions and rules, of the Companies Act, 2013, (including any statutory modification(s), amendments or re-enactment thereof, for the time being in force) and subject to the Memorandum and Articles of Association of the Company, the Members of the Company hereby approve, consent to and ratify the power of the Board of Directors of the Company (hereinafter referred to as the “Board” and which term shall be deemed to include any duly authorised committee(s) thereof, exercising for the time being, the powers conferred on the Board by this resolution), to create such charges, mortgages, hypothecations and pledges in addition to the existing charges, mortgages, hypothecations and pledges created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the management and substantial assets of the Company in certain events of default, in favour of the banks / financial institutions / NBFCs / lenders, other investing agencies and trustees for the holders of debentures / bonds and/or other securities / instruments to secure rupee / foreign currency loans and/or the issue of any securities / debentures whether partly / fully convertible or non-convertible and/or securities linked to ordinary shares and/or rupee / foreign currency convertible bonds / securities and/or bonds / securities with detachable share warrants and any other form of loan / borrowing of whatever nature or by whatever name called (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, for which such charges, mortgages or hypothecations are created, shall not, at any time exceed the limit of Rs. 6,000 crores (Rupees Six Thousand Crores only), or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such actions and steps, including delegation of authority,

as may be necessary and to settle all matters arising out of and incidental thereto, as it may deem fit, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

6. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 42, Section 62 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules framed under the said Act (including any amendments, modifications, variation or reenactment thereof) (the “Companies Act”), the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, rules, regulations, guidelines, notifications and circulars issued by the Securities and Exchange Board of India (“SEBI”) including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “ICDR Regulations”), the Government of India (“GOI”), the Reserve Bank of India (“RBI”), and / or any other appropriate regulatory authorities as may be required, and clarifications, if any, issued thereon from time to time, the equity listing agreements entered into by the Company with the stock exchanges where the Company’s equity shares of face value of ₹ 2 each (the “Equity Shares”) are listed (the “Listing Agreement”), and subject to any approval, consent, permission and / or sanction as may be necessary from the GOI, RBI, SEBI, the stock exchanges, the Foreign Investment Promotion Board and / or any other appropriate regulatory authorities as may be required, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee thereof constituted / to be constituted by the Board to exercise its powers including powers conferred by this resolution to the extent permitted by law, including the Finance Committee of the Board) and the enabling provisions of the Memorandum and Articles of Association of the Company, consent, approval and authority of the Board is hereby accorded to create, offer, issue and allot Equity Shares, Global Depository Receipts (“GDRs”), American Depository Receipts (“ADRs”), Foreign Currency Convertible Bonds (“FCCBs”), fully convertible debentures / partly convertible debentures, preference shares convertible into Equity Shares, and / or any other financial instruments convertible into or linked to Equity Shares, with or without detachable warrants, with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency (hereinafter, collectively referred to as “Securities”) or any combination of Securities, in one or more tranches, in the course of international and / or domestic offering(s) in one or more foreign markets, by way of a public issue or a private placement, including by way of placement of Equity Shares to qualified institutional buyers (as defined in the ICDR Regulations) in accordance with Chapter VIII of the ICDR Regulations, to any

person, including but not limited to foreign / resident investors (whether institutions, incorporated bodies, mutual funds and / or individuals or otherwise), foreign institutional investors, promoters of the Company, Indian and / or multilateral financial institutions, mutual funds, non-resident Indians, employees of the Company and / or any other categories of investors, whether they be holders of Equity Shares or not (collectively, referred to as the “Investors”), at such time or times, at such price or prices, at a discount or premium to the market price or prices in such manner and on such terms and conditions including security, rate of interest, etc., including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made, to the exclusion of all other categories of Investors, at the time of such issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary as may be decided by the Board in its absolute discretion at the time of issue of Securities, such that the total amount, including premium, raised through the issuance of the aforesaid Securities does not exceed ₹1,000 crores in one or more currencies and in one or more offerings / tranches.

RESOLVED FURTHER THAT in case of the issue of the Securities by way of a qualified institutions placement to qualified institutional buyers (as defined in the ICDR Regulations) in accordance with Chapter VIII of the ICDR Regulations, the “Relevant Date” for determining the floor price of the Securities shall mean, in case of allotment of Equity Shares, the date of the meeting in which the Board or the Finance Committee of the Board decides to open the proposed issue of the Equity Shares, and in case of convertible Securities, either the date of the meeting in which the Board or the Finance Committee of the Board decides to open the issue of the convertible Securities or the date on which the holders of such convertible Securities become entitled to apply for the Equity Shares, as provided under Chapter VIII of the ICDR Regulations.

RESOLVED FURTHER THAT:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- (b) the relevant date for the purposes of determining the floor price of the Securities would be in accordance with the guidelines prescribed by SEBI, RBI, the GOI through its various departments or any other regulator, as applicable, and the pricing of any Equity Shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable adjustments in the applicable rules, guidelines and statutory provisions;
- (c) the number of Equity Shares to be issued and the number and / or conversion price in relation to Equity Shares that may be issued and allotted on conversion of the convertible Securities that may be issued pursuant to this resolution, shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split and consolidation of share capital, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring; and
- (d) the Equity Shares that may be issued by the Company shall rank paripassu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Securities at such premium as may be decided by the Board or such number of Equity Shares as may be required to be issued and allotted upon conversion, redemption or cancellation of the Securities or as may be necessary in accordance with the terms of the issue / offering and all such Equity Shares shall rank paripassu with the existing Equity Shares of the Company in all respects, except the right as to dividend which shall be from the relevant financial year in which they are allotted and / or as provided under the terms of the issue / relevant offering documents.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and such other agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts, agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Securities on one or more recognized (national and international) stock exchange(s).

RESOLVED FURTHER THAT the consent of the Company be and is hereby granted in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to all necessary approvals, to the Board to secure, if necessary, all or any of the above mentioned Securities to be issued, by the creation of mortgage and / or charge on all or any of the Company's immovable, movable and / or intangible assets, both present and future in such form and manner and on such terms and conditions as may be deemed fit and appropriate by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to determine the form, terms and timing of the issue(s) / offering(s), including the type of Security to be issued and allotted, the class of investors to whom the Securities are to be offered / issued and allotted, number of Securities to be issued and allotted in each tranche, issue price, face value, number of Equity Shares or other securities upon conversion or redemption or cancellation of Securities, premium or discount amount on issue / conversion of Securities / exercise of warrants / redemption of Securities / rate of interest / period of conversion or redemption, finalisation and approval of the preliminary as well as final offer documents, listings on one or more stock exchanges in India and / or abroad and fixing of record date or book closure, entering into or execution of all such agreements / arrangements/

memoranda of understanding / documents, authorising the Director(s) or any officer(s) of the Company to sign for and on behalf of the Company the offer document(s), agreement(s), arrangements(s), memoranda of understanding, application(s) authority letter(s) or any other documents, affidavits, undertakings, certificates and related or incidental matters as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and / or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s) / offering(s), allotment and conversion of any of the aforesaid Securities, utilization of issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of Directors or any executive Director or Directors or any other officer or officers of the Company to give effect to this resolution.

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. K. Hemalatha (DIN: 07241869), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 12th August, 2015 and who holds office of Director up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

8. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, as may be necessary, approval of the Company be and is hereby accorded for the re-appointment of Mr. Vivek Nair (DIN:0005870) as the Chairman & Managing Director of the Company for a further period of five years from 1st April, 2016 to 31st March, 2021, on such remuneration, perquisites and benefits, as set out in the annexed Statement.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of re-

appointment of Mr. Vivek Nair, including relating to remuneration, as it may, at its discretion, deem fit, from time to time, provided however that the remuneration after the alteration/variation shall not exceed the overall ceilings specified in Section 196, 197, 203 read with Schedule V in to the Companies Act, 2013, or any statutory amendment or re-enactment thereof.

RESOLVED FURTHER THAT pursuant to all the applicable provisions of the Companies Act, 2013, the remuneration, as set out in the annexed Statement to the Notice, be paid as minimum remuneration to Mr. Vivek Nair, in the event of absence or inadequacy of profits in any financial year during the tenure of his appointment.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution”.

9. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, as may be necessary, approval of the Company be and is hereby accorded for the re-appointment of Mr. Dinesh Nair (DIN:0006609) as the Co-Chairman & Managing Director of the Company for a further period of five years from 1st April, 2016 to 31st March, 2021, on such remuneration, perquisites and benefits, as set out in the annexed Statement.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of re-appointment of Mr. Dinesh Nair, including relating to remuneration, as it may, at its discretion, deem fit, from time to time, provided however that the remuneration after the alteration/variation shall not exceed the overall ceilings specified in Section 196, 197, 203 read with Schedule V in to the Companies Act, 2013, or any statutory amendment or re-enactment thereof.

RESOLVED FURTHER THAT pursuant to all the applicable provisions of the Companies Act, 2013, the remuneration, as set out in the annexed Statement to the Notice, be paid as minimum remuneration to Mr. Dinesh Nair, in the event of absence or inadequacy of profits in any financial year during the tenure of his appointment.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution”.

10. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT in accordance with the provisions of Sections 196,

197, 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, as may be necessary, approval of the Company be and is hereby accorded for the re-appointment of Mr. Krishna Deshika (DIN:0019307) as the Director - Finance & CFO of the Company for a further period of five years from 17th January, 2016 to 16th January, 2021, on such remuneration, perquisites and benefits, as set out in the annexed Statement.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of re-appointment of Mr. Krishna Deshika, including relating to remuneration, as it may, at its discretion, deem fit, from time to time, provided however that the remuneration after the alteration/variation shall not exceed the overall ceilings specified in Section 196, 197, 203 read with Schedule V in to the Companies Act, 2013, or any statutory amendment or re-enactment thereof.

RESOLVED FURTHER THAT pursuant to all the applicable provisions of the Companies Act, 2013, the remuneration, as set out in the annexed Statement to the Notice, be paid as minimum remuneration to Mr. Krishna Deshika, in the event of absence or inadequacy of profits in any financial year during the tenure of his appointment.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution”.

By order of the Board of Directors
For Hotel Leelaventure Limited

Anandghan Bohra
Company Secretary

Registered Office:

The Leela, Sahar
Mumbai - 400 059

CIN: L55101MH1981PLC024097

Mumbai, 12th August, 2015

NOTES FOR MEMBERS ATTENTION:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. PROXY SHALL NOT VOTE EXCEPT ON A POLL. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of special business to be transacted at the meeting is annexed hereto. The statutory registers and the relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 19th September, 2015 to Tuesday, the 22nd September, 2015 (both days inclusive) for the purpose of Annual General Meeting.
6. Members are requested to:
 - (i) send all correspondence concerning registration of transfers, transmissions, subdivision, consolidation of shares or any other shares related matters and bank account details to Company's Registrars at their office at Sharepro Services (India) Pvt. Ltd., 13 A / B Samhita Warehousing Complex, 2nd Floor, Off Andheri Kurla Road, Sakinaka Telephone Exchange Lane, Sakinaka, Andheri East, Mumbai - 400 072;
 - (ii) consolidate shareholding in multiple folios in the same name or in the same order of names into a single folio;
 - (ii) notify immediately any change of address: (i) to their Depository Participants (DP) in respect of shares held in dematerialized form, and (ii) to the Company at its Registered Office or its Registrar & Transfer Agent, Sharepro Services (India) Private Limited in respect of their physical shares, if any, quoting their folio number;
 - (iii) note that in terms of section 72 of the Companies Act, 2013, they are entitled to make nomination in respect of shares held by them in physical form. Members desirous of making nominations are requested to send their requests in the prescribed form in duplicate to the registered office of the Company or the Registrars. The nomination forms will be made available to the members on request.
7. For security reasons and for proper conduct of the Meeting, entry to the venue of the Meeting will be regulated by the Attendance Slip. Members / proxies attending the Meeting are requested to bring their Attendance Slip complete in all respects and signed at the place provided thereat and handover at the entrance of the Meeting Hall. Members holding shares in dematerialized form are requested to carry their depository account number and the depository participant identification number. Members / Proxies are also requested to bring their copy of the Annual Report to the Meeting.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
9. Please note that in terms of applicable SEBI circulars, it is mandatory for the shareholders holding shares in physical form to submit self-attested copy of PAN card for transfer / transmission / deletion / transposition of securities. Requests without attaching copies of PAN card, for transfer / deletion / transmission and transposition of shares of the Company in physical form will be returned under objection.
10. The Company has designated an exclusive email ID viz. investor.service@theleela.com to enable the investors to post their grievances, if any, and monitor its redressal.
11. Members desiring any relevant information or clarifications on the Accounts at the Annual General Meeting are requested to write to the Company Secretary at least seven days in advance of the meeting, so as to enable the Management to compile the information and provide replies at the meeting.
12. Pursuant to Section 124 of the Companies Act, 2013, the dividend amounts which remain unpaid / unclaimed for a period of seven years, are required to be transferred to the Investors Education & Protection Fund (IEPF) of the Central Government. The Company has already transferred the unpaid or unclaimed dividends upto the financial year 2006-07 to the IEPF. Members who have not yet encashed the dividend warrant(s) for the financial year 2007-08 or onwards, are requested to send their claim to the Company/ Registrar, for issue of pay order / demand draft in lieu thereof, after verification. The Company has filed / uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Ministry of Corporate Affairs and on the Company's web-site also.
13. Electronic copy of the Annual Report for the financial year 2014-15 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
14. Electronic copy of the Notice of the 34th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Notice of the 34th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip is being sent in the permitted mode.
15. Please note that the Notice of the 34th Annual General Meeting and the Annual Report for the financial year 2014-15 will also be available on the Company's website www.theleela.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investor.

service@theleela.com or to the Registrar's e-mail id: hotelleela@shareproservices.com.

16. Process and manner for members opting for e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; "e-voting.pdf" with your Client ID or Folio Number as password. The said PDF file contains your user ID and password for remote e-voting.

Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

- (iii) Click on Shareholder - Login

- (iv) Put user ID and password as initial password noted in step (i) above. Click Login. If you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User details/ password", option available on www.evoting.nsdl.com.

- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

- (vii) Select "EVEN" of "Hotel Leelaventure Limited"

- (viii) Now you are ready for remote e-voting as Cast Vote page opens.

- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.

- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to vsundaramfcs1@hotmail.com with a copy marked to evoting@nsdl.co.in

B. I. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote E-voting Event Number) USER ID
PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- IV. 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 15th September, 2015.

- V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 25th August, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

- VI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

- VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

- VIII. Mr. V. Sundaram, Practising Company Secretary (Membership No. 2023) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- IX. The Chairman shall, at the AGM, 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 AGM but have not cast their votes by availing the remote e-voting facility.

- X. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.theleela.com and on the website of NSDL immediately

after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited & National Stock Exchange of India Limited, Mumbai.

17. (a) For the benefit of Members who do not have access to e-voting facility, a Ballot Form is being sent along with the Notice of the Annual General Meeting, to enable them to send their assent or dissent by post. Detailed instructions on voting through post are given on the reverse of the Ballot Form.
- (b) The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post within the prescribed time to declare the final result for each of the Resolutions forming part of the Annual General Meeting Notice.
- (c) Members have option to vote either through e-voting or through physical Ballot Form. If a member has opted for e-voting, then he / she should not vote through the physical Ballot Form also and vice-versa. However, in case members have cast their votes both via physical ballot and e-voting, then the voting through e-voting shall prevail and the voting done through the physical ballot shall be treated as invalid.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Under the Section 293(1)(d) of the Companies Act, 1956 (“CA 1956”), the Board of Directors of a company required the consent of the shareholders by way of an ordinary resolution for borrowing monies, apart from temporary loans obtained from the company’s bankers in the ordinary course of business, in excess of the aggregate of paid-up capital and free reserves of the company, that is to say, reserves not set apart for any specific purpose.

In terms of Section 180(1)(c) of the Companies Act, 2013 (“Act”), which came into effect on September 12, 2013, the Board of Directors cannot, except with the consent of the Company in general meeting by way of a special resolution, borrow monies, apart from temporary loans obtained from the Company’s bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and free reserves of the Company. Further, as per the General Circular 4/2014 dated March 25, 2014, issued by the Ministry of Corporate Affairs (“MCA”), an ordinary resolution passed under Section 293 of the CA 1956 prior to September 12, 2013, with reference to borrowings (subject to limits prescribed) and/or creation of security on assets of the company, would be construed as sufficient for the purpose of compliance with the provisions of Section 180 of the Act, for a period of one year from the date of notification of Section 180 of the Act. The MCA has also clarified by way of General Circular 32/2014 that resolutions approved or passed by companies under the relevant provision of the CA 1956 during the period from September 1, 2013 to March 31, 2014, can be implemented in accordance with the provisions of CA 1956 subject to the condition that the implementation of the resolution commenced prior to April 1, 2014. Such transitional arrangement is available in terms of the aforesaid MCA General Circular 32/2014 for a period of one year from the passing of the resolution or six months of the commencement of the corresponding provision under the Act, whichever is later.

Thus, previously, the approval of the Shareholders for the borrowing in excess of the aggregate of paid-up share capital and free reserves was to be provided by way of an ordinary resolution under Section 293(1)(d) of the CA 1956. The Shareholders of the Company had, through postal ballot, approved borrowing limits in excess of the aggregate of paid-up capital and free reserves, upto a limit of Rs. 5,000 crores on April 19, 2011. Subsequently, the Shareholders of the Company at the 32nd Annual General Meeting held on September 20, 2013 had, in terms of Section 293(1)(d) of the CA 1956, accorded their consent to the Board of Directors for borrowing up to Rs. 6,000 crores or the aggregate of paid-up capital and free reserves, whichever is higher.

The Shareholders may kindly note that there is no change proposed in the borrowing limits and the current proposal is only to comply with the requirement of passing of a special resolution under Section 180 of the Act.

Accordingly, the approval of the Members by way of a special resolution is being sought.

The Directors commend the special resolution for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the proposed special resolution.

Item No. 5

Under the Section 293(1)(a) of the CA 1956, the Board of Directors of a company required the consent of the shareholders by way of an ordinary resolution to sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the company, or where the company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking.

In terms of Section 180(1)(a) of the Act, which came into effect on September 12, 2013, the Board of Directors cannot, except with the consent of the Company in general meeting by way of a special resolution, sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the company, or where the company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking. The creation of mortgage and/or charge by the Company of its movable and/or immovable properties, in favour of the lenders/ agent(s)/trustees, with a power to take over the management and substantial assets of the Company in certain events of default, may be regarded as disposal of the Company’s undertaking(s) within the meaning of Section 180(1)(a) of the Act. Further, as per the MCA General Circular 4/2014 dated March 25, 2014, an ordinary resolution passed under Section 293 of the CA 1956 prior to September 12, 2013, with reference to borrowings (subject to limits prescribed) and/or creation of security on assets of the company, would be construed as sufficient for the purpose of compliance with the provisions of Section 180 of the Act, for a period of one year from the date of notification of Section 180 of the Act. The MCA has also clarified by way of General Circular 32/2014 that resolutions approved or passed by companies under the relevant provision of the CA 1956 during the period from September 1, 2013 to March 31, 2014, can be implemented in accordance with the provisions of CA 1956 subject to the condition that the implementation of the resolution commenced prior to April 1, 2014. Such transitional arrangement is available in terms

of the aforesaid MCA General Circular 32/2014 for a period of one year from the passing of the resolution or six months of the commencement of the corresponding provision under the Act, whichever is later.

Thus, previously, the approval of the Shareholders for disposal of whole or substantially the whole of the assets of an undertaking was to be provided by way of an ordinary resolution under Section 293(1) (a) of the CA 1956. The Shareholders of the Company had approved creation of mortgage and charges by postal ballot held on April 19, 2011. Subsequently, the Shareholders of the Company at the 32nd Annual General Meeting held on September 20, 2013 had, in terms of Section 293(1)(a) of the CA 1956, accorded their consent to the Board of Directors for creating mortgage and/or charge by the Company of its movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company in favour of the lenders/ agent(s)/trustees, with a power to take over the management of the business and concern of the Company in certain events of default by the Company, to secure loans of the Company within applicable limits.

Accordingly, the approval of the Members by way of a special resolution is being sought.

The Directors commend the special resolution for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the proposed special resolution.

Item No. 6

The Company had a debt of ₹ 5,034 Crores, as on 31st March, 2015. The Company has been evaluation various options to deleverage its Balance Sheet, including fresh capital. Further, the Company will also require funds to meet the normal capital expenditure, expenditures for renovations and expansions, to pursue new opportunities, for promotional / brand building exercise and for general corporate purposes. The Board of Directors of the Company has been exploring various fund raising options. The funds so raised will strengthen business of the Company as the Board may in its absolute discretion deem fit. One of the options available for the Company to raise funds is by way of issue of equity / equity linked instruments.

Accordingly, the Company proposes to create, offer, issue and allot Securities, including the Equity Shares or GDRs, ADRs, represented by Equity Shares of the Company, FCCBs, partially / fully convertible debentures convertible into Equity Shares, preference shares and such other securities through various modes which may include public issue(s), private placement(s), including placement of Equity Shares to qualified institutional buyers (as defined in the ICDR Regulations) in accordance with Chapter VIII of the ICDR Regulations, or a combination thereof at such time or times, as stated in the resolution, for an amount not exceeding ₹ 1,000 crores (including premium) at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc. as may be deemed appropriate by the Board at its absolute discretion, including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead managers to be appointed.

Accordingly, the detailed terms and conditions for the offer will be determined by the Board in its sole discretion and in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

Pursuant to Section 62 of the Companies Act, 2013 and the listing requirements of the Stock Exchanges, whenever it is proposed to increase the subscribed capital of a company by a further issue and allotment of shares, such shares needs to be offered to the existing shareholders in the manner laid down in the said section unless the shareholders decide otherwise in a general meeting. The Company makes the following disclosures pursuant to Rule 13 (2) (d) of the Companies (Share Capital and Debentures) Rules, 2014 in this explanatory statement:

(i) Objects of the issue:

To repay part of the debts, to meet normal capital expenditure, renovations, expansions, and new opportunities for growth, promotional as well as brand building exercise and for general corporate purposes.

(ii) Total number of shares or other securities to be issued:

Securities worth upto ₹ 1,000 crores (including premium) will be allotted and issued. The details of such number of Securities can only be decided when the type of issue, price and the prospective investors are finalised in accordance with the SEBI rules and regulations on or prior to the issue of Securities.

(iii) Price or price band at/within which the allotment is proposed:

Price band will be determined in accordance with applicable laws and regulations including SEBI rules and regulations on or prior to the issue of Securities.

(iv) Basis on which the price has been arrived at along with report of the registered valuer:

Such securities will be valued as per the applicable law including SEBI rules and regulations applicable at the time of issue of the Securities.

(v) Relevant date with reference to which the price has been arrived at:

Relevant date will be determined in accordance with the applicable law including SEBI rules and regulations applicable at the time of issue of Securities.

(vi) Class or classes of persons to whom the allotment is proposed to be made:

At this juncture, the class or classes of persons to whom the allotment is proposed is not definitely identified. Such persons will be identified on or prior to the date of issue of such Securities in accordance with applicable law including SEBI rules and regulations applicable to the Company.

(vii) Intention of promoters, directors or key managerial personnel to subscribe to the offer:

At this point in time, the proposed allottees of Securities have not been decided and hence these details cannot be determined at this point.

(viii) Proposed time within which the allotment shall be completed:

Proposed time of completion of allotment will be determined in accordance with the applicable law including SEBI rules and regulations prior to the issue of Securities, once the type of Securities to be issued are decided. However it is intended that this resolution be acted upon within one year from the date of the resolution.

(ix) Names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Depending on the type of Securities issued and the persons to whom it is issued in accordance with applicable law including SEBI rules and regulations, the post preferential offer capital and names of the proposed allottees will be determined. At this juncture, it is not possible to determine the post preferential offer capital of the Company or of the proposed allottees.

(x) Change in control, if any, in the company that would occur consequent to the offer:

Depending on the type of Securities and the persons to whom such securities would be offered, at this juncture, it is not possible to determine the same.

(xi) Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the financial year 2014-15, the Company has allotted 1,49,95,715 Equity Shares of ₹ 2 each a premium of ₹21.34 to Rockfort Estate Developers Private Limited, promoter group entity, on preferential basis.

(xii) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

There will be no Securities issued for consideration other than cash.

(xiii) The pre-issue and post issue shareholding pattern of the company:

Depending on the type of Securities issued in accordance with applicable law including SEBI rules and regulations, the pre and post shareholding pattern will be determined. At this stage this cannot be determined.

The consent of the shareholders is therefore being sought pursuant to provisions of Section 62 and other related provisions of the Act and the listing agreements entered into with the stock exchanges, authorizing the Board to raise additional capital by further issue of equity shares, equity linked securities in such manner or on such terms as the Board may deem fit as proposed in the resolution. The raising of capital pursuant to this resolution is subject to force-majeure circumstances and conducive capital market environment.

The Directors recommend the resolution for approval of the members of the Company.

None of the Key Managerial Personnel (KMP), Directors of the Company or their relatives are concerned or interested in the proposed resolution except to the extent of his/her holding of equity shares and to the extent of his/her subscribing to equity shares/ equity linked securities if and when issued as also to the extent of subscription by a financial institution / company / body corporate in which the KMP, Director or his / her relative may be directly or indirectly interested.

Item No. 7

Ms. K. Hemalatha, [A.C.A., Diploma in International Trade Law, International Airport Professional (IAP)], aged 58 years, joined the

Board of the Company in place of Mr. Anil Kumar Sharma, with effect from 12th August, 2015 as a Nominee of Airports Authority of India ("AAI"). AAI is entitled to appoint their nominee on the Board of the Company in terms of clause 19(a) of the Lease Deed dated 7th February, 1996 signed by the Company with AAI in respect of 11,000 sq. mtrs. of land leased to the Company at Mumbai.

Ms. K. Hemalatha has over 25 years of experience as a Senior Financial and Operational Professional managing regional Airports and directing and improving corporate financial operations both in manufacturing and services sector. She has held various senior positions at AAI such as Airport Director (Coimbatore), Regional Executive Director (North-Eastern Region) and General Manager – Finance. At present, she is the Regional Executive Director for the Western Region and is responsible for strategy, planning, development, growth, expansion and modernization, finances and day-to-day operations and management of all 28 Airports across the Western Region.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. K. Hemalatha for the office of Director of the Company.

The Company has received from Ms. K. Hemalatha (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR-8 in terms of (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Board recommends the resolution for appointment of Ms. K. Hemalatha as director, liable to retire by rotation, for the approval of the members.

Ms. K. Hemalatha is not related to any director of the Company and does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

Except Ms. K. Hemalatha, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the proposed resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 8

The members had reappointed Mr. Vivek Nair as Vice Chairman and Managing Director for a period of 5 years from 1st April, 2011 to 31st March, 2016. He was elevated as Chairman & Managing Director with effect from 7th February, 2013.

In view of his present term expiring on 31st March, 2016, the members' approval is sought to reappoint him for a period of five years with effect from 1st April, 2016 to 31st March, 2021 and pay him the remuneration as laid down herein. The reappointment and payment of remuneration to Mr. Vivek Nair have been approved by the Nomination and Remuneration Committee. The recommendation of the Nomination and Remuneration Committee is subject to the approval of the members and the Central Government as laid down under Section II Part II of Schedule V of the Companies Act, 2013, if required.

The remuneration and other terms as approved by the Board for re-appointment of Mr. Vivek Nair are as follows:

Sr. No.	Particulars	Proposed Remuneration
1	Basic pay	Rs.17,921,360 per annum as remuneration which will also be the minimum remuneration in the event of no profit or inadequacy of profits
2	Commission	1 % of the net profit.
3	Perquisites:	
(i)	Leased Furnished Accommodation / Lease Rent	Actuals
(ii)	Use of chauffeur driven Company car and telecommunication facilities at residence (valued as per Income Tax Act / Rules)	As per the Rules of the Company
(iii)	(i) P.F. (ii) Gratuity	12% of the basic salary Half Month's salary for each year of completed service.
(iv)	Other benefits (a) Personal Accident Insurance Policy (b) Mediclaim Policy for self and family	As per the Rules of the Company
(v)	Leave Encashment	Balance of all leaves subject to a maximum of 30 days per annum as per the Rules of the Company.
4	Annual increment	Not exceeding 20% of CTC.

The monetary value of the perquisites shall be valued as per the provisions of the Income Tax Act / Rules wherever applicable and in absence of any such provision, perquisites shall be valued at actual cost.

Mr. Vivek Nair shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee(s) of Directors. He shall not be liable to retire by rotation.

A draft of the Agreement proposed to be entered into between the Company and Mr. Vivek Nair in connection with his re-appointment and remuneration as Chairman & Managing Director of the Company, is available for inspection by the Members at the Registered Office of the Company on any working day between 11.00 a.m. and 1.00 p.m. prior to the date of declaration of the results.

Information as required in terms of Clause (iv) of Section-II of Part-II of Schedule V of the Companies Act, 2013,

The particulars as required to be disclosed in in terms of Clause (iv) of Section-II of Part-II of Schedule V of the Companies Act, 2013 are as follows:

I. GENERAL INFORMATION:

- (1) **Nature of Industry: Hotel / Hospitality Industry**
- (2) **Date of commencement of commercial production:**

The Company has six owned hotels and two managed hotels.

The details of commencement of operations are as follows:

(a)	Owned Hotels:	Date of commencement
(1)	The Leela, Mumbai	October 1986
(2)	The Leela, Goa	September 1990
(3)	The Leela Palace, Bangalore	July 2001
(4)	The Leela Palace, Udaipur	April 2009
(5)	The Leela Palace, New Delhi	April 2011
(6)	The Leela Palace, Chennai	January 2013
(b)	Managed Hotels:	
(1)	The Leela Ambience Gurgaon Hotel & Residences Delhi (NCR) Gurgaon	-
(2)	The Leela Kovalam	-

- (3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not Applicable.

- (4) **Financial performance based on given indicators:**

₹ Lacs

Particulars	FY 2014-15	FY 2013-14	FY 2012-13
Turnover	76,200.72	76,817.62	65,140.65
EBIDTA	15,078.00	19,493.67	12,264.68
PAT/(Loss)	(41587.74)	(44147.19)	(43,345.81)
EPS (₹)	(9.06)	(10.15)	(10.82)
Net Block of Fixed Assets	530,825.04	569,129.81	576,539.17
Net Worth	(38,602.98)	1,552.02	42,438.28

- (5) **Foreign Investments or collaborations, if any: NIL**

II. INFORMATION ABOUT THE APPOINTEE:

- (1) **Background details:**

Mr. Vivek Nair, B.A. (Hons.), Post Graduate in Hotel Management Program, aged 63 years, has been the Managing Director of the Company since 1983, Vice Chairman & Managing Director since 1996 and Chairman & Managing Director since 2013.

Mr. Vivek Nair has been responsible for the day to day operations of the Company under the overall superintendence, direction and control of the Board. Under Mr. Vivek Nair's able leadership, the Company has achieved phenomenal growth and could set up hotels at various locations and also its asset base has recorded manifold increase. Due to his expertise in the overall management of the Company, the Company could build enviable brand equity through sustained quality standards and marketing arrangements. The Company has also bagged several awards and received accolades for its various hotels.

After graduating from St. Xavier's College, Mumbai, Mr. Vivek Nair underwent a post graduate program in hotel management

from Cornell University's School of Hotel Administration in Ithaca, New York, USA and has over 35 years of rich experience. He is a Council Member of the World Travel and Tourism Council, India Initiative (WTTC-II). He is a Central Governing Council Member of the Services Export Promotion Council (SEPC) of the Government of India and is currently the Secretary of the Federation of Hotel & Restaurant Associations of India (FHRAI), the apex body representing the hospitality industry which represents more than 3800 hotels and restaurants in the country.

Mr. Vivek Nair is a director on the following other companies:

S. No.	Name of the Company
1	Tourism Finance Corporation of India Limited
2	Leela Lace Holdings Private Limited
3	Mumbai International Convention and Exhibition Centre Limited
4	Leela Capital and Finance Limited
5	Leela Palaces and Resorts Limited
6	Leela Realty Limited
7	Armcess Engineers Private Limited
8	Leela Housing Private Limited
9	Elegant Eateries Private Limited
10	Aushim Soft Private Limited
11	Zillion Hotels & Resorts Private Limited
12	Rockfort Estate Developers Private Limited
13	Leela Lace Estates Private Limited
14	L. M. Realtors Private Limited
15	Emmel Realtors And Developers Private Limited
16	The Federation of Hotel and Restaurant Associations of India
17	Bowling and Billiards Association of India

(2) Past remuneration:

In terms of the approval of the Ministry of Corporate Affairs, the Company has paid ₹ 179.21 Lakhs as remuneration to Mr. Vivek Nair for the financial year 2014-15 plus Company's contribution to P.F. aggregating ₹ 21.51 Lakhs.

(3) Recognition or Awards:

The Company's hotels have received numerous awards in the past. Some of the important awards conferred to the hotels of the Company in the last three years have been included in the Annual Report. The awards were conferred on the Company because of the outstanding contribution of all the Directors of the Company, including Mr. Vivek Nair and managerial personnel and other staff members of the Company.

(4) Job profile and his suitability:

Mr. Vivek Nair has been responsible for the management of

the Company under the overall superintendence, direction and control of the Board. Under Mr. Vivek Nair's able leadership, the Company has achieved phenomenal growth, set up hotels at various locations, built enviable brand equity through sustained quality standards and marketing arrangements, and has bagged many awards and received accolades for its hotel various units in the last few years. In view of his professional qualification and experience, he is considered most suitable for the said job profile.

(5) Remuneration proposed:

The remuneration proposed to be paid to Mr. Vivek Nair has been specified in the explanatory statement above.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):

The proposed remuneration is comparable and competitive, considering the industry, size of the Company, the managerial position and the credentials of the appointee.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any:

Mr. Vivek Nair is the Chairman & Managing Director and thus receives Directors' remuneration. He is a promoter director and is related to Mr. Dinesh Nair, Co-Chairman & Managing Director and Mrs. Madhu Nair, Director. He is not related to any other director or Key managerial personnel.

Mr. Vivek Nair holds 477,460 equity shares in the Company in his name and 7,92,335 equity shares jointly with Mr. Dinesh Nair, as trustees of Krishnan Nair Leela Family Trust.

III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profits:

The Company has built super luxury hotels in Udaipur, Delhi and Chennai with a total investment of about ₹ 3,500 Crores. Further, the Company has also invested about ₹ 350 Crores in land in Pune, Hyderabad, Bangalore, Agra and Ashtamudi, and about ₹ 150 Crores for a business park in Chennai. These investments were planned to be funded by a combination of equity and debt and accordingly FCCBs of about USD 100 million and Euro 60 million were issued. However, due to depressed equity market, the FCCBs did not get fully converted to equity and the Company had to redeem the said FCCBs. The Company had a debt of ₹ 5,038 Crores, as on 31st March, 2015. The Company has been incurring losses during the last three years due to interest on the above loans. The Company would incur losses, till such time interest expenditure is reduced. The Company is exploring sale of some of the assets and also proposing to raise capital to reduce the debts. The Company generates operating profits, if the interest expenditure is excluded.

(2) Steps taken or proposed to be taken for improvement:

The Company generates operating profit, if the interest expenditure is excluded. The Company is exploring sale of

some of the assets and raising capital to reduce the debts. The Company also has taken steps to increase the revenues and reduce operating costs.

The Company has adopted an "Asset Light Strategy" for future growth. Pursuant to this strategy, the Company plans to operate hotels through Management Contracts, instead of owning the hotels. The Company has executed a Memorandum of Understanding with several reputed developers to manage the hotels and residences being developed by them.

(3) Expected increase in productivity and profits in measurable terms:

The steps taken by the Company to increase the revenues and cost reduction, including sale of assets and fund raising plans to reduce the outstanding loans would improve performance and profitability of the Company in the medium to long term.

IV. DISCLOSURES:

The other relevant disclosures as prescribed / required have been mentioned in the Board of Directors' Report under the heading "Corporate Governance", attached to the Annual Report, are reproduced hereunder.

The remuneration packages of the Executive Directors comprise of salaries and allowances, contribution to provident funds, etc. The payments made during the financial year 2014-15 are as follows:

₹ Lacs

Name of the Executive Directors	Designation	Salary and Allowances	Company's contribution to Provident Fund
Mr. Vivek Nair	Chairman & Managing Director	179,19,996	21,50,000
Mr. Dinesh Nair	Co-Chairman & Managing Director	179,19,996	21,50,000
Mr. Venu Krishnan*	Deputy Managing Director	50,00,000	5,76,000
Mr. Krishna Deshika	Director- Finance & CFO	132,00,000	15,84,000

* upto 31st July, 2014.

The Company is not paying any bonus, pension, performance linked incentives, etc. to the executive directors. The Company also has not issued any stock options to the Executive / Non-executive Directors during the financial year 2014-15.

The Service Agreement with the Managing Directors provides for a notice period of six months and with Director- Finance & CFO provides for a notice period of 3 months. Severance fees have not been defined in the service agreements.

Item No. 9

Mr. Dinesh Nair was last appointed by the Members through a postal

Ballot held on 7th April, 2011 for a period of five years w.e.f. 1st April, 2011, and his term will expire on 31st March, 2016.

In view of his present term expiring on 31st March, 2016, the members' approval is sought to reappoint him for a period of five years with effect from 1st April, 2016 to 31st March, 2021 and pay him the remuneration as laid down herein. The reappointment and payment of remuneration to Mr. Dinesh Nair have been approved by the Nomination and Remuneration Committee. The recommendation of the Nomination and Remuneration Committee is subject to the approval of the members and the Central Government as laid down under Section II Part II of Schedule V of the Companies Act, 2013, if required.

The remuneration and other terms as approved by the Board for re-appointment of Mr. Dinesh Nair are as follows:

Sr. No.	Particulars	Proposed Remuneration
1	Basic pay	Rs.17,921,360 per annum as remuneration which will also be the minimum remuneration in the event of no profit or inadequacy of profits
2	Commission	1 % of the net profit.
3	Perquisites:	
(i)	Leased Furnished Accommodation / Lease Rent	Actuals
(ii)	Use of chauffeur driven Company car and telecommunication facilities at residence (valued as per Income Tax Act / Rules)	As per the Rules of the Company
(iii)	(i) P.F. (ii) Gratuity	12% of the basic salary Half Month's salary for each year of completed service.
(iv)	Other benefits (a) Personal Accident Insurance Policy (b) Medclaim Policy for self and family	As per the Rules of the Company
(v)	Leave Encashment	Balance of all leaves subject to a maximum of 30 days per annum as per the Rules of the Company.
4	Annual increment	Not exceeding 20% of CTC.

The monetary value of the perquisites shall be valued as per the provisions of the Income Tax Act / Rules wherever applicable and in absence of any such provision, perquisites shall be valued at actual cost.

Mr. Dinesh Nair shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee(s) of Directors. He shall not be liable to retire by rotation.

A draft of the Agreement proposed to be entered into between the Company and Mr. Dinesh Nair in connection with his re-appointment

as Co-Chairman & Managing Director of the Company, is available for inspection by the Members at the Registered Office of the Company on any working day between 11.00 a.m. and 1.00 p.m. prior to the date of declaration of the results.

Information as required in terms of Clause (iv) of Section-II of Part-II of Schedule V of the Companies Act, 2013,

The particulars as required to be disclosed in in terms of Clause (iv) of Section-II of Part-II of Schedule V of the Companies Act, 2013 are as follows:

I. GENERAL INFORMATION:

(1) Nature of Industry: Hotel / Hospitality Industry

(2) Date of commencement of commercial production:

The Company has six owned hotels and two managed hotels. The details of commencement of operations are as follows:

(a)	Owned Hotels:	Date of commencement
(1)	The Leela, Mumbai	October 1986
(2)	The Leela, Goa	September 1990
(3)	The Leela Palace, Bangalore	July 2001
(4)	The Leela Palace, Udaipur	April 2009
(5)	The Leela Palace, New Delhi	April 2011
(6)	The Leela Palace, Chennai	January 2013
(b)	Managed Hotels:	
(1)	The Leela Ambience Gurgaon Hotel & Residences Delhi (NCR) Gurgaon	-
(2)	The Leela Kovalam	-

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

(4) Financial performance based on given indicators:

₹ Lacs

Particulars	FY 2014-15	FY 2013-14	FY 2012-13
Turnover	76,200.72	76,817.62	65,140.65
EBIDTA	15,078.00	19,493.67	12,264.68
PAT/(Loss)	(41587.74)	(44147.19)	(43,345.81)
EPS (₹)	(9.06)	(10.15)	(10.82)
Net Block of Fixed Assets	530,825.04	569,129.81	576,539.17
Net Worth	(38,602.98)	1,552.02	42,438.28

(5) Foreign Investments or collaborations, if any: NIL

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details:

Mr. Dinesh Nair, aged 59 years, is a graduate in Commerce. Mr. Dinesh Nair took over management of Leela Scottish Lace Private Limited in the early 1980s and focused on the American Juniors Sportswear market. He was instrumental in ensuring

rapid growth in sales, transforming Leela Scottish Lace Private Limited into one of the largest manufacturers and exporters of fashion garments from India to the United States. Mr. Dinesh Nair has been associated with our Company since its inception, and has over 35 years of experience in management, administration, exports, marketing, materials and hotel management.

Mr. Dinesh Nair is actively involved in various hotel and commercial projects of the Company. Under his able guidance and supervision, the Company could set up the hotels and commercial premises in Bangalore, Udaipur, New Delhi and Chennai.

Mr. Dinesh Nair has been responsible for the day to day operations of the Company under the overall superintendence, direction and control of the Board. Under Mr. Dinesh Nair's able leadership, the Company has achieved phenomenal growth and could set up hotels at various locations and also its asset base has recorded manifold increase. Due to his expertise in the overall management of the Company, the Company could build enviable brand equity through sustained quality standards and marketing arrangements. The Company has also bagged several awards and received accolades for its various hotels

Mr. Dinesh Nair is a director on the Board of the following other companies:

S. No.	Name of the Company
1	Leela Palaces and Resorts Limited
2	Leela Realty Limited
3	Mumbai International Convention and Exhibition Centre Limited
4	Leela Capital and Finance Limited
5	Leela Lace Holdings Private Limited
6	Leela Lace Software Solutions Private Limited
7	Armcess Engineers Private Limited
8	Leela Capital and Finance Limited
9	Leela Housing Private Limited
10	Elegant Eateries Private Limited
11	Season Apparels Private Limited
12	Zillion Hotels & Resorts Private Limited
13	Rockfort Estate Developers Private Limited
14	Leela Lace Estates Private Limited
15	Emmel Realtors and Developers Private Limited
18	Leela Lace Builders Private Limited
19	Leela Fashions Private Limited
20	Palakkad Infrastructure Private Limited

(2) Past remuneration:

In terms of the approval of the Ministry of Corporate Affairs, the Company has paid ₹ 179.21 Lakhs as remuneration to Mr. Dinesh Nair for the financial year 2014-15 plus Company's contribution to P.F. aggregating ₹ 21.51 Lakhs.

(3) Recognition or Awards:

The Company's hotels have received numerous awards in the past. Some of the important awards conferred to the hotels of the Company in the last three years have been included in the Annual Report. The awards were conferred on the Company because of the outstanding contribution of all the Directors of the Company, including Mr. Dinesh Nair and managerial personnel and other staff members of the Company.

(4) Job profile and his suitability:

Mr. Dinesh Nair has been responsible for the day to day operations of the Company under the overall superintendence, direction and control of the Board. Under Mr. Dinesh Nair's able leadership, the Company has achieved phenomenal growth and could set up hotels at various locations and also its asset base has recorded manifold increase. Due to his expertise in the overall management of the Company, the Company could build enviable brand equity through sustained quality standards and marketing arrangements. The Company has also bagged lot of awards and received accolades for its various hotels. In view of his professional qualification and experience, he is considered most suitable for the said job profile.

(5) Remuneration proposed:

The remuneration proposed to be paid to Mr. Dinesh Nair has been specified in the explanatory statement above.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):

The proposed remuneration is comparable and competitive, considering the industry, size of the Company, the managerial position and the credentials of the appointee.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any:

Mr. Dinesh Nair is the Co-Chairman & Managing Director and thus receives Directors' remuneration. He is a promoter director and is related to Mr. Vivek Nair, Chairman & Managing Director and Mrs. Madhu Nair, Director. He is not related to any other director or Key managerial personnel.

Mr. Dinesh Nair holds 374,050 equity shares in the Company in his name and 7,92,335 equity shares jointly with Mr. Vivek Nair, as trustees of Krishnan Nair Leela Family Trust.

III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profits:

The Company has built super luxury hotels in Udaipur, Delhi and Chennai with a total investment of about ₹ 3,500 Crores. Further, the Company has also invested about ₹ 350 Crores in land in Pune, Hyderabad, Bangalore, Agra and Ashtamudi, and about ₹ 150 Crores for a business park in Chennai. These investments were planned to be funded by a combination of equity and debt and accordingly FCCBs of about USD 100 million and Euro 60 million were issued. However, due to depressed equity market, the FCCBs did not get fully converted

to equity and the Company had to redeem the said FCCBs. The Company had a debt of ₹ 5,038 Crores, as on 31st March, 2015. The Company has been incurring losses during the last three years due to interest on the above loans. The Company would incur losses, till such time interest expenditure is reduced. The Company is exploring sale of some of the assets and also proposing to raise capital to reduce the debts. The Company generates operating profits, if the interest expenditure is excluded.

(2) Steps taken or proposed to be taken for improvement:

The Company generates operating profit, if the interest expenditure is excluded. The Company is exploring sale of some of the assets and raising capital to reduce the debts. The Company also has taken steps to increase the revenues and reduce operating costs.

The Company has adopted an "Asset Light Strategy" for future growth. Pursuant to this strategy, the Company plans to operate hotels through Management Contracts, instead of owning the hotels. The Company has executed a Memorandum of Understanding with several reputed developers to manage the hotels and residences being developed by them.

(3) Expected increase in productivity and profits in measurable terms:

The steps taken by the Company to increase the revenues and cost reduction, including sale of assets and fund raising plans to reduce the outstanding loans would improve performance and profitability of the Company in the medium to long term.

IV. DISCLOSURES:

The other relevant disclosures as prescribed / required have been mentioned in the Board of Directors' Report under the heading "Corporate Governance", attached to the Annual Report, are reproduced hereunder.

The remuneration packages of the Executive Directors comprise of salaries and allowances, contribution to provident funds, etc. The payments made during the financial year 2014-15 are as follows:

₹ Lacs

Name of the Executive Directors	Designation	Salary and Allowances	Company's contribution to Provident Fund
Mr. Vivek Nair	Chairman & Managing Director	179,19,996	21,50,000
Mr. Dinesh Nair	Co-Chairman & Managing Director	179,19,996	21,50,000
Mr. Venu Krishnan*	Deputy Managing Director	50,00,000	5,76,000
Mr. Krishna Deshika	Director-Finance & CFO	132,00,000	15,84,000

* upto 31st July, 2014.

The Company is not paying any bonus, pension, performance linked incentives, etc. to the executive directors. The Company also has not issued any stock options to the Executive / Non-executive Directors during the financial year 2014-15.

The Service Agreement with the Managing Directors provides for a notice period of six months and with Director- Finance & CFO provides for a notice period of 3 months. Severance fees have not been defined in the service agreements.

Item No. 10

Appointment of Mr. Krishna Deshika as Director – Finance & CFO for a period of five years w.e.f. 17th January, 2011 was approved by the Members through a postal Ballot held on 7th April, 2011 and his present term will expire on 16th January, 2016.

In view of his present term expiring on 17th January, 2016, the members' approval is sought to reappoint him for a period of five years with effect from 16th January, 2016 to 17th January, 2021 and pay him the remuneration as laid down herein. The reappointment and payment of remuneration to Mr. Krishna Deshika have been approved by the Nomination and Remuneration Committee. The recommendation of the Nomination and Remuneration Committee is subject to the approval of the members and the Central Government as laid down under Section II Part II of Schedule V of the Companies Act, 2013, if required.

The remuneration and other terms as approved by the Board for re-appointment of Mr. Krishna Deshika are as follows:

Sr. No.	Particulars	Proposed Remuneration
1	Basic pay	₹ 13,200,000 per annum as remuneration which will also be the minimum remuneration in the event of no profit or inadequacy of profits
2	Perquisites and allowances:	
(i)	Use of chauffer driven Company car and telecommunication facilities at residence (valued as per Income Tax Act / Rules)	As per the Rules of the Company
(ii)	P.F.	12% of the basic salary
(iii)	Gratuity	Half Month's salary for each year of completed service.
(iv)	Other benefits:	
	(a) Personal Accident Insurance Policy	As per the Rules of the Company
	(b) Mediclaim Policy for self and family	
3	Leave Encashment	Balance of all leaves subject to a maximum of 30 days per annum as per the Rules of the Company.
4	Annual increment	Not exceeding 20% of CTC.

The monetary value of the perquisites shall be valued as per the provisions of the Income Tax Act / Rules wherever applicable and in absence of any such provision, perquisites shall be valued at actual cost.

Mr. Krishna Deshika shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee(s) of Directors. He shall be liable to retire by rotation.

A draft of the Agreement proposed to be entered into between the Company and Mr. Krishna Deshika in connection with his re-appointment as Director – Finance & CFO of the Company, is available for inspection by the Members at the Registered Office of the Company on any working day between 11.00 a.m. and 1.00 p.m. prior to the date of declaration of the results.

Information as required in terms of Clause (iv) of Section-II of Part-II of Schedule V of the Companies Act, 2013

The particulars as required to be disclosed in in terms of Clause (iv) of Section-II of Part-II of Schedule V of the Companies Act, 2013 are as follows:

I. GENERAL INFORMATION:

(1) Nature of Industry: Hotel / Hospitality Industry

(2) Date of commencement of commercial production:

The Company has six owned hotels and two managed hotels. The details of commencement of operations are as follows:

(a)	Owned Hotels:	Date of commencement
(1)	The Leela, Mumbai	October 1986
(2)	The Leela, Goa	September 1990
(3)	The Leela Palace, Bangalore	July 2001
(4)	The Leela Palace, Udaipur	April 2009
(5)	The Leela Palace, New Delhi	April 2011
(6)	The Leela Palace, Chennai	January 2013
(b)	Managed Hotels:	
(1)	The Leela Ambience Gurgaon Hotel & Residences Delhi (NCR) Gurgaon	-
(2)	The Leela Kovalam	-

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

(4) Financial performance based on given indicators:

₹ Lacs

Particulars	FY 2014-15	FY 2013-14	FY 2012-13
Turnover	76,200.72	76,817.62	65,140.65
EBIDTA	15,078.00	19,493.67	12,264.68
PAT/(Loss)	(41587.74)	(44147.19)	(43,345.81)
EPS (₹)	(9.06)	(10.15)	(10.82)
Net Block of Fixed Assets	530,825.04	569,129.81	576,539.17
Net Worth	(38,602.98)	1,552.02	42,438.28

(5) Foreign Investments or collaborations, if any: NIL

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details:

Mr. Krishna Deshika (B.Com, LL.B, F.C.A, F.C.S.), aged 59 years, has nearly thirty five years of extensive experience in the field of Finance, Accounts, Company Secretarial, Legal and Commercial functions. He was with the JSW Group for about 15 years, with Millipore India Limited for 2 years and with HMT Limited for about 14 years. In JSW Group, he was the Director Finance of JSW Energy Limited till March 2007 and subsequently in his capacity as Joint Group CFO, was on the Board of JSW Bengal Steel Limited, JSW Energy (Bengal) Limited, JSW Aluminium Limited, JSW Cement Limited and JSW Infrastructure Limited.

Mr. Krishna Deshika joined the Company as the Chief Financial Officer with effect from 15th September, 2010 and was appointed as Director – Finance & CFO with effect from 17th January, 2011.

Mr. Krishna Deshika is a director on Board of the following other companies:

S. No.	Name of the Company
1	Leela Palaces and Resorts Limited
2	Leela Realty Limited
3	Mumbai International Convention and Exhibition Centre Limited

(2) Past remuneration:

In terms of the approval of the Ministry of Corporate Affairs, the Company has paid ₹ 144 Lakhs as remuneration to Mr. Krishna Deshika for the financial year 2014-15 plus Company's contribution to P.F. aggregating ₹17.28 Lakhs.

(3) Recognition or Awards:

The Company's hotels have received numerous awards in the past. Some of the important awards conferred to the hotels of the Company in the last three years have been included in the Annual Report. The awards were conferred on the Company because of the outstanding contribution of all the Directors of the Company, including Mr. Krishna Deshika and managerial personnel and other staff members of the Company.

(4) Job profile and his suitability:

Mr. Krishna Deshika is responsible for Finance, Accounts, Legal and Company Secretarial functions under the overall superintendence, direction and control of the Managing Directors. In view of his professional qualification and experience, he is considered most suitable for the said job profile.

(5) Remuneration proposed:

The remuneration proposed to be paid to Mr. Krishna Deshika has been specified in the explanatory statement above.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case

of expatriates the relevant details would be w.r.t. the country of his origin):

The proposed remuneration is comparable and competitive, considering the industry, size of the Company, the managerial position and the credentials of the appointee.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any:

Mr. Krishna Deshika is not related to any directors or Key managerial personnel and does not hold any equity shares in the Company.

III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profits:

The Company has built super luxury hotels in Udaipur, Delhi and Chennai with a total investment of about ₹ 3,500 Crores. Further, the Company has also invested about ₹ 350 Crores in land in Pune, Hyderabad, Bangalore, Agra and Ashtamudi, and about ₹ 150 Crores for a business park in Chennai. These investments were planned to be funded by a combination of equity and debt and accordingly FCCBs of about USD 100 million and Euro 60 million were issued. However, due to depressed equity market, the FCCBs did not get fully converted to equity and the Company had to redeem the said FCCBs. The Company had a debt of ₹ 5,038 Crores, as on 31st March, 2015. The Company has been incurring losses during the last three years due to interest on the above loans. The Company would incur losses, till such time interest expenditure is reduced. The Company is exploring sale of some of the assets and also proposing to raise capital to reduce the debts. The Company generates operating profits, if the interest expenditure is excluded.

(2) Steps taken or proposed to be taken for improvement:

The Company generates operating profit, if the interest expenditure is excluded. The Company is exploring sale of some of the assets and raising capital to reduce the debts. The Company also has taken steps to increase the revenues and reduce operating costs.

The Company has adopted an "Asset Light Strategy" for future growth. Pursuant to this strategy, the Company plans to operate hotels through Management Contracts, instead of owning the hotels. The Company has executed a Memorandum of Understanding with several reputed developers to manage the hotels and residences being developed by them.

(3) Expected increase in productivity and profits in measurable terms:

The steps taken by the Company to increase the revenues and cost reduction, including sale of assets and fund raising plans to reduce the outstanding loans would improve performance and profitability of the Company in the medium to long term.

IV. DISCLOSURES:

The other relevant disclosures as prescribed / required have been

mentioned in the Board of Directors' Report under the heading "Corporate Governance", attached to the Annual Report, are reproduced hereunder.

The remuneration packages of the Executive Directors comprise of salaries and allowances, contribution to provident funds, etc. The payments made during the financial year 2014-15 are as follows:

₹ Lacs

Name of the Executive Directors	Designation	Salary and Allowances	Company's contribution to Provident Fund
Mr. Vivek Nair	Chairman & Managing Director	179,19,996	21,50,000
Mr. Dinesh Nair	Co-Chairman & Managing Director	179,19,996	21,50,000
Mr. Venu Krishnan*	Deputy Managing Director	50,00,000	5,76,000
Mr. Krishna Deshika	Director- Finance & CFO	132,00,000	15,84,000

* upto 31st July, 2014.

The Company is not paying any bonus, pension, performance linked incentives, etc. to the executive directors. The Company also has not issued any stock options to the Executive / Non-executive Directors during the financial year 2014-15.

The Service Agreement with the Managing Directors provides for a notice period of six months and with Director- Finance & CFO provides for a notice period of 3 months. Severance fees have not been defined in the service agreements.

By order of the Board of Directors
For **Hotel Leelaventure Limited**

Anandghan Bohra
Company Secretary

Registered Office:

The Leela,
Sahar,
Mumbai - 400 059
CIN: L55101MH1981PLC024097

Mumbai, 12th August, 2015

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES

Name of the Director	Date of Birth	Number of shares held	Expertise in Specific Functional areas	Qualifications	List of Companies in which outside Directorships held	Chairmanships / Memberships of Committees (includes only Audit Committee and Stakeholders Relationship Committee)
Ms. K. Hemalatha	12.03.1957	Nil	Finance, accounts and commercial functions	B.Sc., F.C.A., Diploma in International Trade Law, International Airport Professional	Nil	Nil
Mr. Vivek Nair	03.01.1952	477,460	Hotel Industry	B.A. Hons, Post Graduate in Hotel Management	Tourism Finance Corporation of India Limited Leela Capital and Finance Limited Mumbai International Convention and Exhibition Centre Limited Leela Palaces and Resorts Limited Leela Realty Limited Leela Lace Holdings Private Limited Armcess Engineers Private Limited Leela Housing Private Limited Elegant Eateries Private Limited Aushim Soft Private Limited Zillion Hotels & Resorts Private Limited Rockfort Estate Developers Private Limited Leela Lace Estates Private Limited L. M. Realtors Private Limited Emmel Realtors And Developers Private Limited The Federation of Hotel and Restaurant Associations of India Bowling and Billiards Association of India	Audit Committee Member - Leela Capital and Finance Limited

Name of the Director	Date of Birth	Number of shares held	Expertise in Specific Functional areas	Qualifications	List of Companies in which outside Directorships held	Chairmanships / Memberships of Committees (includes only Audit Committee and Stakeholders Relationship Committee)
Mr. Dinesh Nair	24.12.1955	374,050	Hotel Industry	B.Com	Leela Palaces and Resorts Limited Leela Realty Limited Mumbai International Convention and Exhibition Centre Limited Leela Capital and Finance Limited Leela Lace Holdings Private Limited Leela Lace Software Solutions Private Limited Armcess Engineers Private Limited Leela Capital and Finance Limited Leela Housing Private Limited Leela Fashions Private Limited Elegant Eateries Private Limited Season Apparels Private Limited Zillion Hotels & Resorts Private Limited Rockfort Estate Developers Private Limited Leela Lace Estates Private Limited Emmel Realtors and Developers Private Limited Leela Lace Builders Private Limited Palakkad Infrastructure Private Limited	Audit Committee Member - Leela Capital and Finance Limited
Mr. Krishna Deshika	21.10.1955	Nil	Finance, accounts, company secretarial, legal and commercial functions	B.Com, LL.B., F.C.A, F.C.S.	Leela Palaces and Resorts Limited Leela Realty limited Mumbai International Convention and Exhibition Centre Limited	Member of Stakeholders' Relationship Committee - Hotel Leelaventure Limited



THE LEELA
PALACES HOTELS RESORTS

HOTEL LEEAVENTURE LIMITED

Registered Office: The Leela, Sahar, Mumbai -400059
CIN: L55101MH1981PLC024097: Website: www.theleela.com : E-mail: investor.service@theleela.com : Tel. +91 22 6691 1182 / 83

Form No. MGT-11

PROXY FORM

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

Folio No. / Client Id and DP ID:

Name of the member(s):

Registered address:

E-mail Id:

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

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:, or failing him

3. Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on 22nd day of September, 2015 at 11.00 a.m. at Shree Bhaidas Maganlal Sabhagriha, U-1, Juhu Vile Parle Development Scheme, Vile Parle West, Mumbai- 400 056 and at any adjournment thereof in respect of such resolutions as are indicated below:

Reso. No.	Description	For*	Against*
1	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2015		
2	To appoint a Director in place of Mr. Krishna Deshika, who retires by rotation and, being eligible, offers himself for re-appointment		
3	Re-appointment of M/s. Picardo & Co., Chartered Accountants, as Statutory Auditors and fixing of their remuneration		
4	Authority to Board of Directors to borrow in excess of paid up capital and free reserves		
5	Authority to Board of Directors for creation of charges/mortgages		
6	Enabling resolution for raising additional long term funds through Further Issue of Securities upto Rs. 1,000 Crores		
7	Appointment of Ms. K. Hemalatha as a Director		
8	Re-appointment and remuneration of Mr. Vivek Nair as Chairman & Managing Director for a period of 5 years.		
9	Re-appointment and remuneration of Mr. Dinesh Nair as Co-Chairman & Managing Director for a period of 5 years.		
10	Re-appointment and remuneration of Mr. Krishna Deshika as Director - Finance & CFO for a period of 5 years.		

Signed this..... day of..... 2015

Signature of shareholder

Affix revenue stamp

Notes:

- * 1. Please put a '√' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
3. This form of Proxy, to be effective, should be deposited at the Registered Office of the Company at The Leela, Sahar, Mumbai - 400 059 not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.



THE LEELA

PALACES HOTELS RESORTS

HOTEL LEEAVENTURE LIMITED

Registered Office: The Leela, Sahar, Mumbai -400059

CIN: L55101MH1981PLC024097: Website: www.theleela.com : E-mail: investor.service@theleela.com : Tel. +91 22 6691 1182 / 83

BALLOT FORM

1. Name and Registered Address :
of the Sole / First named
Shareholder
2. Name(s) of Joint Holder(s), (If :
any)
3. Registered Folio No./
DP ID No. and Client ID No.
4. No. of Share(s) held
5. I / We hereby exercise my / our vote(s) in respect of the resolutions set out in the notice of the 34th Annual General Meeting of the Company to be held on 22nd September, 2015 by recording my / our assent or dissent to the said Resolutions by placing tick (✓) mark in the appropriate box below:

Reso. No.	Description	No. of Shares	For	Against
			I/We assent to the resolutions	I/We dissent to the resolutions
1	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2015			
2	To appoint a Director in place of Mr. Krishna Deshika, who retires by rotation and, being eligible, offers himself for re-appointment			
3	Re-appointment of M/s. Picardo & Co., Chartered Accountants, as Statutory Auditors and fixing of their remuneration			
4	Authority to Board of Directors to borrow in excess of paid up capital and free reserves			
5	Authority to Board of Directors for creation of charges/mortgages			
6	Enabling resolution for raising additional long term funds through Further Issue of Securities upto Rs.1,000 Crores			
7	Appointment of Ms. K. Hemalatha as a Director			
8	Re-appointment and remuneration of Mr. Vivek Nair as Chairman & Managing Director for a period of 5 years.			
9	Re-appointment and remuneration of Mr. Dinesh Nair as Co-Chairman & Managing Director for a period of 5 years.			
10	Re-appointment and remuneration of Mr. Krishna Deshika as Director - Finance & CFO for a period of 5 years.			

Place:

Date:

Signature

INSTRUCTIONS

General Instructions:

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility, to enable them to send their assent or dissent by post.
2. A Member can opt for only one mode of voting, i.e. either by e-voting or through Ballot. In case of Member(s) who cast their votes by both modes, then voting done through e-voting shall prevail and the Ballot Form of that Member shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Annual General Meeting (AGM) Notice.
4. Facility of voting through Poll paper shall also be made available at the AGM. Members attending the AGM, who have not already cast their vote by remote e-voting or through Ballot Form shall be able to exercise their right at the AGM.
5. The Scrutinizer will collate the votes cast at the AGM, votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the AGM Notice.
6. Members who have cast their vote by remote e-voting or through Ballot Form prior to the AGM may also attend the AGM, but shall not be entitled to vote again at the AGM.

Process and manner for Members opting to vote by using the Physical Ballot Form:

1. Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. V. Sundaram, Practicing Company Secretary, in the enclosed self-addressed prepaid envelope. The envelope bears the name and address of the Registered Office of the Company, and is to the attention of the Scrutinizer. However, envelopes containing the Ballot Form(s), if deposited in person or sent by courier or registered / speed post at the expense of the Member, will also be accepted.
2. The Form should be signed by the Member as per the specimen signature registered with the Company / Depository Participants. In case of joint holding, the Form should be completed and signed by the first named Member and in his/ her absence, by the next named joint holder. There will be one Form for every Folio/ Client ID irrespective of the number of joint holders. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA or enclosing an attested copy of the POA. Exercise of vote is not permitted through proxy.
3. For shares held by Financial Institutions, companies, bodies corporate, trusts, societies, etc. the duly completed Form should be accompanied by a certified true copy of the Board Resolution/ Authorization together with attested specimen signature(s) of the duly authorized signatory(ies).
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (P) mark in the column provided for assent/ dissent. Members may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed the Member's total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" in case of any resolution, it will be treated as "ABSTAIN" for that resolution and the shares held will not be counted under either head.
5. The voting rights of the shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on 15th September, 2015 ("Cut-Off Date") as per the Register of Members of the Company and as informed to the Company by the Depositories in case of Beneficial Owners. A person whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by Depositories as on the Cut-Off Date only shall be entitled to cast their vote.
6. Duly completed Forms should reach the Scrutinizer not later than the close of working hours (5.00 p.m.) on 21st September, 2015. Ballot Forms received after this date will be strictly treated as if the reply from the Members has not been received.
7. A Member may request for a duplicate Ballot Form, if so required. However, the duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date specified at Sr. No.6 above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favour or against or if the signature cannot be verified.
9. The Scrutinizer's decision on the validity of a Ballot will be final.
10. Members are requested not to send any other paper along with the Ballot Form in the enclosed self-addressed envelope as all such envelopes will be sent to the Scrutinizer and any other paper found in such envelope would be destroyed by him. They are also requested not to write anything on the Ballot Form except giving their assent or dissent and putting their signature.
11. The results of the voting shall be declared not later than two days from the conclusion of the Annual General Meeting of the Company. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.theleela.com and communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd. and National Stock Exchange of India Ltd.
12. Members may address any query to the Company Secretary, at Tel. No. 91 22 6691 1182 / 83 ; Fax No. 91 22 6691 1458 or by e-mail to investor.service@theleela.com