

NOTICE

NOTICE is hereby given that the THIRTY SIXTH 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 Monday, 18th September 2017 at 10.30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. V. P. Shetty (DIN: 00021773), who retires by rotation and, being eligible, offers himself for re- appointment.
3. To appoint M/s. N. S. Shetty & Co., Chartered Accountants (Registration Number 110101W), as the Statutory Auditors of the Company to hold office from the conclusion of the thirty sixth Annual General Meeting till the conclusion of the forty first Annual General Meeting of the Company and to fix their remuneration and in this regard 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 and other applicable provisions of the Companies Act, 2013, and the rules framed there under, as amended from time to time, M/s. N. S. Shetty & Co., Chartered Accountants, (Registration Number 110101W) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of the thirty sixth Annual General Meeting till the conclusion of the forty first Annual General Meeting and the Board of Directors of the Company be and is hereby authorised to fix their remuneration."

SPECIAL BUSINESS:

4. To consider and if thought, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to and in furtherance of the special resolutions passed by the Members of the Company dated March 28, 2013 (hereinafter referred to as the 'Special Resolutions') under the applicable provisions of the erstwhile Companies Act, 1956 approving inter alia, (i) the corporate debt restructuring scheme for restructuring of the debt facilities availed by the Company from the CDR Lenders (as defined in the Special Resolutions), including conversion of loans into equity in terms of the CDR Package (as defined in the Special Resolutions) as embodied in the Master Restructuring Agreement dated September 28, 2012 ("MRA") executed by the Company; and (ii) allotment of equity shares, in terms of the CDR Package, to the CDR Lenders /Security Trustee / Monitoring Institution (together with their successors and assigns), upon the exercise of right to convert their outstanding loans into equity shares in accordance with the MRA: the members hereby authorize, approve, ratify and confirm, without any further reference to, or their approval in this regard, the terms MRA to convert the outstanding loans into equity shares of the Company and the consequent creation, issue, offer and allotment of fully paid up equity shares of face value of Rs. 2/- (Rupees Two) each to JM Financial Asset Reconstruction Company Limited ("JMFARC"), being an assignee of the CDR Lenders, pursuant to the provisions of Section 62(3) and any other applicable provisions of the Companies Act, 2013 Act, other applicable laws, if any, and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company."

"RESOLVED FURTHER THAT all acts, actions, deeds already executed and things done, if any, by the Board, including a duly constituted committee thereof and any person authorised by the Board, in this regard or otherwise pursuant to the Special Resolutions, are hereby ratified and confirmed."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do and perform or cause to be done all such acts, deeds, matters and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, to effect the conversion of loans into equity shares of the Company; to undertake all

actions and deeds as may be required in relation to the aforesaid, including to settle and finalise all issues that may arise in this regard, without further referring to the members of the Company; and to execute, deliver and perform all documents; to file applications and make representations in respect thereof; to suitably inform and apply to all the concerned authorities; and to take all necessary steps in the matter as it may deem necessary, desirable or expedient, to give effect to the above resolution."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers or authorities herein conferred by this resolution, to any director(s) or to any other official of the Company or to any committee of directors or any other officer(s)/ authorized representative(s) of the Company, as may be deemed necessary to give effect to this resolution.

"RESOLVED FURTHER THAT the board of directors be and is hereby authorised to issue copies of the aforesaid resolutions, certified to be true, as may be required."

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, 10th August, 2017

NOTES FOR MEMBERS' ATTENTION:

1. A member eligible 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 Register of Members and Share Transfer Books of the Company will remain closed from Friday, 15th September, 2017 to Monday, 18th September, 2017 (both days inclusive) for the purpose of Annual General Meeting.
5. **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 the Company's Registrars;
 - (ii) consolidate shareholding in multiple folios in the same name or in the same order of names into a single folio;
 - (iii) 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, in respect of their physical shares, if any, quoting their folio number;
 - (iv) 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.

6. 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.
 7. 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.
 8. 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.
 9. 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.
 10. Members desiring any relevant information or clarification 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.
 11. 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 2008-09 to the IEPF. Members, who have not yet encashed the dividend warrant(s) for the financial year 2009-10 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.
 12. Electronic copy of the Annual Report for the financial year 2016-17 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(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.
 13. Electronic copy of the Notice of the 36th 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 Participant(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 36th 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.
 14. Please note that the Notice of the 36th Annual General Meeting and the Annual Report for the financial year 2016-17 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: einward.ris@karvy.com.
15. Process and manner for members opting for e-voting are as under:
 - I. **In case of Members receiving an e-mail from Karvy Computershare Private Limited (for members whose e-mail addresses are registered with the Company/Depository Participant)**
 - a. Launch an internet browser by typing the URL:https://evoting.karvy.com.
 - b. Enter the login credentials (i.e. User ID and password). Your Folio No. or DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit https://evoting.karvy.com or contact toll free number 1-800-3454-001 for your existing password.
 - c. After entering the above details click on - login.
 - d. You will now reach password change menu, wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.) The system will also prompt you to update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - e. You need to login again with the new credentials.
 - f. On successful login, the system will prompt you to select the E-Voting Event Number for Hotel Leelaventure Limited.
 - g. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - h. Members holding shares under multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
 - i. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - j. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - k. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have not voted on the Resolution(s).
 - l. Corporate/ Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to Scrutinizer at e-mail ID: prashant.m@legacs.com with a copy marked to evoting@karvy.com. The scanned images of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
 - II. **In case a member receives physical copy of the Notice of Annual General Meeting and Attendance Slip**
 - a. User ID and initial password is provided in Attendance Slip.

- b. Please follow all steps from Sr. No. (a) to (l) as mentioned in (l) above, to cast your vote.
 - c. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast vote again.
 - d. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>
- 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 Monday, 11th September, 2017. The remote e-voting period shall commence at 9.00 a.m. on Friday, 15th September, 2017 and will end at 5.00 p.m. on Sunday, 17th September, 2017. The remote e-voting module shall be disabled by Karvy at 5.00 p.m. on 17th September, 2017.
 - V. 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.
 - VI. 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.
 - VII. Mr. Prashant S. Mehta, Practising Company Secretary (Membership No. 5814) has been appointed 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.
 - VIII. 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.
 - IX. The Scrutinizer shall after the conclusion of voting at the general meeting, 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, to the Chairman or a person authorised by him in writing, who will countersign the same and declare the result of the voting forthwith.
 - X. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.theleela.com and on the website of Karvy immediately after the declaration of results 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.

EXPLANATORY STATEMENT

As required by Section 102 (1) of the Companies Act, 2013, in respect of the items of Special Business mentioned in the Notice

Item No. 4

Approval for increase in subscribed capital of the Company caused by the exercise of option attached to the loan raised to convert such loan into shares

The Company and certain public sector banks, which later formed part of Corporate Debt Restructuring ("CDR Lenders") had entered into the Master Restructuring Agreement dated 28th September, 2012 ("MRA") in accordance with the restructuring package approved at the CDR empowered group meeting held in September, 2012.

The MRA, inter alia, provided for an option in favour of the CDR Lenders and/or the assignees thereof for conversion of the whole or part of the outstanding dues into fully paid-up equity shares of the Company.

The members of the Company had passed special resolutions, through postal ballot on March 28, 2013, inter alia, approving, (i) the corporate debt restructuring scheme for restructuring of the existing debt facilities availed by the Company from the CDR Lenders, and issuance of equity shares or any other securities to the CDR Lenders and/or conversion of loans into equity (along with the terms of such conversion), which had been embodied in the terms of the MRA executed by the Company; and (ii) allotment of equity shares, in terms of the CDR Package (as defined in the Shareholder Resolutions), each to the CDR Lenders /Security Trustee / Monitoring Institution (together with their successors and assigns), upon the exercise of the rights of the CDR Lenders /Security Trustee /Monitoring Institution to convert their outstanding loans into equity shares in accordance with the MRA and as per applicable provisions of the erstwhile Companies Act, 1956 ("1956 Act") (the resolutions hereinafter referred to as the "Special Resolutions").

JM Financial Asset Reconstruction Company Limited ("JMFARC"), the assignee of the outstanding dues, vide a letter dated April 10, 2017, called upon the Company to convert part of the existing outstanding dues into equity shares. Accordingly, the Board of the Company has decided to issue and allot upto 16,39,43,459 fully paid up equity shares of face value of Rs. 2 (Rupees Two) each at a conversion price of Rs. 16.78 per equity share aggregating upto Rs. 275.09 Crore, in two or more tranches. The conversion price of Rs. 16.78 per share mentioned in the conversion letter is determined based on the pricing guidelines prescribed under Regulation 76(1)(b) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as on the date of the conversion letter dated April 10, 2017.

The members may note that the present allotment of shares to JMFARC is on account of conversion of loan to equity in terms of the MRA, which embodies the terms of the CDR Package, pursuant to Section 62(3) of the Companies Act, 2013 ("2013 Act") and other applicable laws. The same is exempt from the provisions relating to the preferential allotment of securities provided under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations"), as per Regulation 70(1)(a), which provides that the provisions relating to preferential allotment (i.e., Chapter VII), including the pricing guidelines do not apply where the preferential issue of equity shares is made pursuant to conversion of loan into shares in terms of sub-section (3) of section 62 of the 2013 Act.

The members may further note that the Special Resolutions were passed validly under the 1956 Act. However, it is to be noted that pursuant to the enactment of the 2013 Act, the provisions relating to the conversion of loans into equity by lenders have been set out under Section 62(3) of the 2013 Act which provides that the terms of the loan containing the option to convert such loan into shares is to be approved by a special resolution passed by a company in general meeting. The members would be aware that the Special Resolutions clearly indicated, in the body of the resolution and in the explanatory statement, that the resolutions were for the purpose of approving the terms of a loan, including terms for the conversion of such loans into equity shares in future. Further, the members may note that the relevant explanatory statement as annexed thereto, and forming part of the notice to the postal ballot dated February 7, 2013 stated that the intent of the special resolutions was to approve the term giving the right to the CDR Lenders to convert the loans into equity shares at a future date. In this regard, it is relevant to note that the explanatory statement to the Special Resolutions specifically stated that "The above resolutions proposed to be passed by way of postal ballot shall also be deemed to be an authorisation by the shareholders of the Company: (i) of the CDR Package; and (ii) of the allotment of equity shares to the CDR Lenders / Security Trustee/ Monitoring Institution upon conversion of the outstanding loans into such equity shares...".

As such, although the members of the Company had passed the Special Resolutions approving the conversion of loan into equity shares at a future date (along with the terms of such conversion), and for the issuance of shares to the CDR lenders (together with their successors and assigns) arising out of the exercise of their right to convert their loan into equity shares, the Company, as a matter of prudence, good governance practices and abundant caution, is seeking the approval of its members in terms of Section 62(3) of the 2013 Act, which approval shall be in furtherance and in continuation of the Special Resolutions passed earlier.

Hence, the Board recommends passing of the special resolution at item no. 4 of the notice.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives may be deemed to be interested / concerned in this resolution,

except to the extent of their respective shareholdings in the Company. Further, the promoters, directors or key management personnel of the Company shall not be allotted any shares pursuant to the conversion of loan into equity shares.

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, 10th August, 2017

Additional information of a director seeking re-appointment in terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

Name of the Director	Mr. V. P. Shetty (DIN: 00021773)
Brief resume of the director	<p>Mr. V. P. Shetty [B.Com, C.A.I.I.B.], aged 70 years, has had an illustrious Banking career spanning almost four decades. He has worked in various positions in 4 major nationalized banks. He has worked as Chairman and Managing Director in UCO Bank, Canara Bank and IDBI Bank. He was also Chairman of Indian Banks' Association.</p> <p>Mr. Shetty is an authority in Commercial Banking, Mergers & Acquisitions in Banking, Corporate Governance and Turnaround Management especially in Public Sector. Mr. Shetty was also the Recipient of "Banker of the Year – 2003" Award from the Business Standard Group in recognition of successful turnaround of UCO Bank.</p> <p>Mr. Shetty had also served on the Boards of Life Insurance Corporation of India, Export-Import Bank of India, Infrastructure Development Finance Company Ltd., National Insurance Company Ltd., and General Insurance Corporation of India. He was a Member of the Governing Council of Banking Codes & Standards Board of India (BCSBI).</p> <p>Mr. V. P. Shetty joined the Board of the Company with effect from 11th August, 2014 as a nominee of JM Financial Asset Reconstruction Company Limited (JMFARC), after the CDR lenders assigned the debts to JMFARC.</p>
Expertise in specific functional areas	Commercial banking, mergers and acquisitions in Banking, corporate governance and turnaround management, especially in Public Sector.
Other Directorships in listed companies and membership of Committees	Nil
No. of shares held in the Company	Nil

Except Mr. V. P. Shetty, none of the Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for the approval of the members.



THE LEELA
PALACES HOTELS RESORTS

HOTEL LEELAVENTURE LIMITED
CIN: L55101MH1981PLC024097

Registered Office: The Leela, Sahar, Mumbai -400059
Tel. +91 22 6691 1182 / 83; Fax: 022-6691 1458;

Website: www.theleela.com : E-mail: investor.service@theleela.com

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:

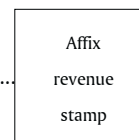
Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company, to be held on 18th day of September, 2017 at 10.30 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 the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.		
2	Re-appointment of Mr. V. P. Shetty (DIN: 00021773) as a Director.		
3	Appointment of Auditors of the Company to hold office from the conclusion of the 36th Annual General Meeting until the conclusion of the 41st Annual General Meeting of the Company.		
4	Approval for increase in subscribed capital of the Company caused by the exercise of option attached to the loan raised to convert such loan into shares		

Signed this..... day of..... 2017

Signature of shareholder



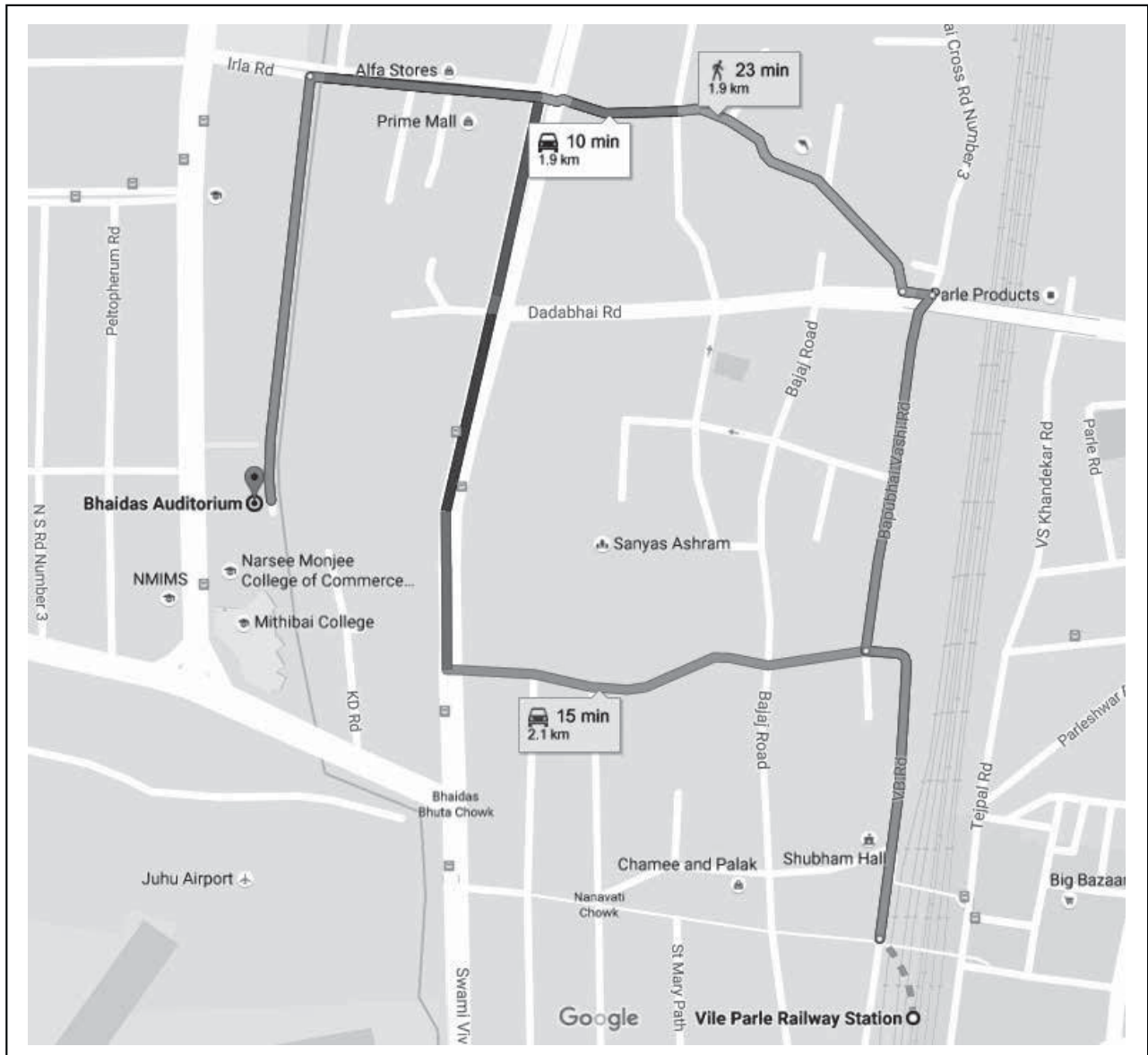
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Notes:

1. You may 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 48 hours before the commencement of the aforesaid meeting.

Route Map to the AGM Venue

Venue : Shree Bhaidas Maganlal Sabhagriha, U-1, Juhu Vile Parle Development Scheme, Vile Parle West, Mumbai 400 056



Landmark : Near Mithibai College.
Distance from Vile Parle Station : 2.1 Km.
Distance from Andheri Station : 2.5 Km.