



**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

**E-mail:** investor.service@hvltd.com ; **Website:** www.hvltd.com

**POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

To

The Shareholders,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the “**Act**”) if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the special business item set out in the resolution appended below is proposed to be passed as a special resolution by way of postal ballot/e-voting. The explanatory statement pertaining to the said resolution setting out the facts concerning the item and the reasons thereof, as required in terms of Section 102 of the Act, is annexed hereto along with a postal ballot form (the “**Form**”) for your consideration.

The Board of Directors, at its meeting held on 12th November, 2019, has appointed Mr. Prashant S. Mehta , Practicing Company Secretary (Membership No. 5814), as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed and signed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours, i.e., 5.00 p.m. on 17th December, 2019.

In compliance with the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has extended e-voting facility, for its Members to enable them to cast their votes electronically instead of dispatching the postal ballot form(s). Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to this Notice and instructions under the section “Voting through Electronic Means”.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman & Managing Director or the Company Secretary of the Company.

The result of the voting conducted through postal ballot would be announced by a Director or the Company Secretary of the Company on or before 19th December, 2019 at the Registered Office of the Company.

The said result would be displayed at the Registered Office of the Company, intimated to BSE Limited and National Stock Exchange of India Limited, where the Company’s shares are listed, published in the newspapers and displayed on the Company’s website, viz., www.hvltd.com and the website of Karvy Fintech Private Limited (“**Karvy**”) viz., <https://evoting.karvy.com>, along with the Scrutinizer’s report.

## **SPECIAL BUSINESS:**

### **Item No. 1: Change of Name of the Company from “Hotel Leelaventure Limited” to “HLV Limited” and consequential alteration to Memorandum of Association and Articles of Association of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and 14 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the relevant rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable, the Memorandum of Association and Articles of Association of the Company and subject to the approval, consent, sanction and permission of the Ministry of Corporate Affairs (MCA)/ Central Government/ Stock Exchanges, and any other appropriate Regulatory and Statutory Authorities, as may be necessary, consent of the Members of the Company be and is hereby accorded for change of name of the Company from **“Hotel Leelaventure Limited” to “HLV Limited”**.

**RESOLVED FURTHER THAT** Clause I (Name Clause) of the Memorandum of Association of the Company be and is hereby altered by substituting existing clause with the following new clause:

“I. The name of the Company is HLV LIMITED.”

**RESOLVED FURTHER THAT** the name “Hotel Leelaventure Limited” wherever appearing in the Memorandum of Association and the Articles of Association and in other relevant documents, papers and places, as applicable, be and is hereby substituted with the new name “HLV Limited”.

**RESOLVED FURTHER THAT** any Director or the Company Secretary or any officer(s) of the Company as delegated by the Board, be and is hereby severally authorized to make, sign, execute and file necessary applications, forms, returns, and documents as may be considered necessary or expedient including appointing attorney(s) or authorized representatives under appropriate Letter(s) of Authority, to appear before the Ministry of Corporate Affairs (MCA), Central and State Government, Stock Exchanges and such other Regulatory or Statutory Authorities, as may be required from time to time and to do all such acts, deeds and things including settling and finalizing all issues that may arise in this regard in order to give effect to this resolution and to delegate all or any of the powers conferred herein as they may, in their absolute discretion, deem fit.”

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

**Alen Ferns**  
Company Secretary

#### **Registered Office:**

The Leela, Sahar, Mumbai - 400 059

**CIN:** L55101MH1981PLC024097

Mumbai, 12th November, 2019

#### **Notes:**

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 (“Act”), read with, Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. The dispatch of the postal ballot notice and the Explanatory Statement shall be announced through advertisement in at least one English newspaper and at least one Marathi newspaper, each with wide circulation in **Mumbai**, where the registered office of the Company is situated, and published on the website of the Company.

3. The postal ballot notice is being sent to all the Members, whose names appear in the Register of Members / Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on the record date, i.e., on close of business hours on 8th November, 2019. A person who is not a Member on the record date should treat this notice, for information purposes only.
4. In compliance with the provisions of Section 108 and 110 of the Act, read with, Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members to exercise their right to vote. For this purpose, the Company has entered into an agreement with Karvy Fintech Private Limited ("**Karvy**") for facilitating e-voting to enable the Members to cast their votes electronically.
5. Only a Member who is entitled to vote is entitled to exercise his/ her vote through the postal ballot form or through e-voting. Voting rights of every Member shall be reckoned on the paid-up value of shares on the basis of names appearing in the 'Register of Members' or in the records of the depository, as applicable, as on 8th November, 2019, and any recipient of the postal ballot notice whose name does not appear as a Member in relation to the shares as on the aforesaid date should treat the same as intimation only.
6. In accordance with the provisions of Section 101 & 110 of the Act, read with, Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this postal ballot notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this postal ballot notice along with the postal ballot form through post.
7. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on 8th November, 2019 (cut-off date).
8. The Special Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
9. Voting period commences on 18th November, 2019, at 9.00 a.m. and ends on 17th December, 2019, at 5.00 p.m.
10. The Company has appointed Mr. Prashant S. Mehta, Practicing Company Secretary (Membership No. ACS 5814), as the Scrutinizer for conducting the postal ballot/e- voting process in a fair and transparent manner.
11. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for the resolution forming part of the Notice of Postal Ballot. Upon completion of the scrutiny of the Ballot Forms and collation of the votes downloaded from the e-voting system, the Scrutinizer shall, within a period not exceeding three working days from the conclusion of the voting by postal ballot/e-voting, submit his consolidated report to the Chairman and Managing Director or the Company Secretary of the Company or a person authorized by him in writing.
12. The results of the voting by postal ballot/e-voting will be announced on or before 19th December, 2019, at the Registered Office of the Company at The Leela, Sahar, Mumbai 400 059.
13. The said results will also be intimated to the stock exchanges, published in newspapers and uploaded on the Company's website viz., [www.hvltd.com](http://www.hvltd.com) and on Karvy's website viz., <https://evoting.karvy.com>.
14. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
15. Kindly note that the Members can opt for only one mode of voting i.e., either by postal ballot or e-voting. If the Members opt for e-voting, then they should not vote by postal ballot and vice versa. However, in case Members cast their vote by postal ballot and e-voting, then voting done through e-voting shall prevail and voting done by postal ballot will be treated as invalid.
16. In case a Member is desirous of obtaining postal ballot in printed form or a duplicate one, the Member may write to the Company or send an e-mail to [investor.service@hvltd.com](mailto:investor.service@hvltd.com). The Company shall send the same along with self- addressed postage prepaid Business Reply Envelope to the Member.

17. The postal ballot notice is also being uploaded on the Company's website viz., [www.hvltd.com](http://www.hvltd.com) and on Karvy's website viz., <https://evoting.karvy.com>.
18. The documents referred to in the explanatory statement will be made available for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 12.00 noon on all working days except Saturdays, Sundays and National holidays, from the date hereof up to 17th December, 2019.

**19. Instructions for Voting:**

A. Voting through Physical Postal Ballot Form

1. A Member desiring to exercise vote by postal ballot is requested to carefully read the instructions printed in the Postal Ballot Form and shall complete the enclosed postal ballot form with assent (for) or dissent (against) and send it to the Scrutinizer in the closed self-addressed postage prepaid Business Reply Envelope. However, in case a Member sends the postal ballot by courier or registered post / speed post or delivers it in person at his expense, such postal ballots will also be accepted.
2. The postal ballot form, duly completed and signed by the Member(s) should be returned in the enclosed self- addressed postage prepaid Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on 17th December, 2019. Any postal ballot form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photo copy of the postal ballot form will be permitted/ accepted.

B. Voting through electronic means

In compliance with provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act 2013, read with, the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "LODR"), the Company is pleased to offer e-voting facility to all the Members of the Company and the business may be transacted through electronic voting system. The Company has engaged the services of Karvy for facilitating e-voting to enable the shareholders to cast their votes electronically. A Member may avail this facility at his discretion as per the instructions provided herein.

- In case of Members receiving postal ballot intimation by e-mail (for members whose email 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 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 or else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
  - l. During the voting period, members can login any number of times till they have not voted on the Resolution.
  - m. 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: acs.pmehta@gmail.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."
- In case of Members receiving postal ballot form by post:
    - a. User ID and Initial password is provided as shown below at the bottom of the postal ballot form to be used to exercise your vote in respect of the proposed resolution.

<b>EVEN (E Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>

- b. Please follow all steps from Sr. No. a to Sr. No. m above, to cast your vote by electronic means.

**General Instructions:**

1. The e-voting period will commence on 18th November, 2019 (9:00 a.m.) and end on 17th December, 2019 (5:00 p.m.) (both days inclusive). During this period, Members holding shares either in physical form or in dematerialized form as on the record date, may cast their vote electronically. The e-voting module shall be disabled by Karvy thereafter. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently.
2. The said results will also be intimated to the stock exchanges, published in newspapers and uploaded on the Company's website viz., www.hvltd.com and on Karvy's website viz., <https://evoting.karvy.com>.
3. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com> or contact Karvy at toll free number 1-800-3454-001.
4. If you are already registered with Karvy for e-voting, then you can use your existing user ID and password for casting your vote.
5. You can also update your e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”) IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE**

### **Item No. 1**

Hotel Leelaventure Limited (HLVL) was incorporated on 20th March, 1981 under the Companies Act, 1956 as a private limited company and became a public limited company on 10th March, 1983. The Company is listed on BSE Limited and National Stock Exchange of India Limited. The Company is engaged in the business of ownership, operation and management of luxury hotels through which it generates revenue primarily from the letting out of rooms and from food and beverage outlets and other amenities and services provided to its hotel guests under the brand name “The Leela”.

As the Members are aware, the Company has recently completed the transaction for sale of its Hotel Undertakings, at Delhi, Bengaluru, Chennai, Udaipur, Company’s Hotel Operations Undertaking and Company’s 100% shareholding in Leela Palaces and Resorts Limited, a wholly owned subsidiary of the Company, to Brookfield. The transaction also included transfer of “The Leela” brand and other associated brands and intellectual property rights owned by the Company and its Promoters/ Promoter Group to Brookfield. The entire consideration received was used to repay the banks and financial institutions who were lenders to the Company, in full and final settlement, as one-time settlement.

As a part of the Brookfield Transaction, it was agreed that the word “Leela” would not be a part of the Company’s name and hence, the Board of Directors in their meeting held on 22nd October 2019, decided to change the name of the Company. As the Company is also well known by its short name, “HLVL”, it was decided to apply for “HLV Limited” as the new name so that the short name can continue to be “HLVL”.

The Registrar of Companies has approved the availability of the desired name i.e. “HLV Limited” vide its approval dated 30th October, 2019. The Company has received in-principle approval from BSE Limited and National Stock Exchange of India Limited for the proposed new name.

In view of the above, it is proposed to change the name of the Company from “Hotel Leelaventure Limited” to “HLV Limited” and make corresponding changes in the Memorandum of Association and Articles of Association of the Company, subject to the approval of the shareholders by way of Postal Ballot, the Registrar of Companies and other statutory authorities, as may be required.

The Members may note that pursuant to the provisions of Sections 4, 13 and 14 of the Companies Act, 2013 and rules made thereunder the resolution mentioned under Item No. 1 of this Notice requires the Company to obtain approval of the Members by a Special Resolution for effecting change in the Company name and consequential alteration in the Memorandum of Association and Articles of Association of the Company.

The proposed change of name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders.

The Board recommends the Special Resolution as set out at Item No. 1 of this Notice, for the approval of the Members.

None of the Directors/Key Managerial Personnel or their relatives is/ are, in any way, financially or otherwise, concerned or interested, in the said resolution set out in this Notice, except to the extent of their shareholding in the Company, if any.

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

**Alen Ferns**  
**Company Secretary**

### **Registered Office:**

The Leela, Sahar, Mumbai - 400 059

**CIN:** L55101MH1981PLC024097

Mumbai, 12th November, 2019