



THE LEEEA
PALACES HOTELS RESORTS

HOTEL LEEAVENTURE LIMITED

Registered Office: The Leela Mumbai, Sahar, Mumbai - 400 059

CIN: L55101MH1981PLC024097 : **Website:** www.theleela.com

E-mail: investor.service@theleela.com : **Tel.** +91 22 6691 1182

Postal Ballot Notice

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

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), that the resolution appended below is proposed to be passed by the Members through postal ballot / electronic voting (e-voting). The explanatory statement pertaining to the aforesaid resolution setting out the material facts and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Prashant S. Mehta, Practicing Company Secretary, as the Scrutinizer ('Scrutinizer') for conducting the postal ballot / e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope not later than 17:00 hours IST on 23rd January, 2018. Postage will be borne and paid by the Company. Postal Ballot Form(s) sent by courier or by registered post / speed post at the expense of the Member(s), will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the Business Reply Envelope. Please note that if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman & Managing Director or the Company Secretary or any other authorized director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballot shall be declared on or before 27th January, 2018 and communicated to the Stock Exchanges, Registrar and Share Transfer Agents and shall also be displayed on the Company's website, www.theleela.com.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Vinay Hansraj Kapadia (DIN: 0007958301), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 7th October, 2017, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Vinay Hansraj Kapadia as a candidate for the office of a director of the Company, be and is hereby appointed as an independent director of the Company up to 6th October, 2022, not liable to retire by rotation.

Registered Office:

The Leela
Sahar
Mumbai 400 059
CIN: L55101MH1981PLC024097
Mumbai, 7th December, 2017

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

Anandghan Bohra
Company Secretary

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 Company has appointed Mr. Prashant S. Mehta, Practicing Company Secretary, to act as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
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 15th December, 2017. A person who is not a Member on the record date should treat this notice, for information purposes only.

4. In accordance with the provisions of Section 101 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.
5. In compliance with the provisions of Section 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 as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with Karvy Computershare Private Limited ("**Karvy**") for facilitating e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional.
6. Voting period commences on 25th December, 2017 and ends on 23rd January, 2018.
7. 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.
8. 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@theleela.com. The Company shall forward the same along with self- addressed pre-paid postage Business Reply Envelope to the Member.
9. The postal ballot notice is also being uploaded on the Company's website viz., www.theleela.com and of Karvy viz., [https:// www.evoting.karvy.com](https://www.evoting.karvy.com).
10. All documents referred to in this postal ballot notice and explanatory statement setting out material facts are open 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 upto 23rd January, 2018.
11. 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 15th December, 2017. The ordinary resolution mentioned herein shall be declared as passed if the number of votes cast in its favour is not less than the number of votes cast against the ordinary resolution.

12. Instructions for Voting:

A. Voting through Physical Postal Ballot Form

1. A Member desiring to exercise vote by postal ballot shall complete the enclosed postal ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the closed self-addressed prepaid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. 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 pre-paid postage Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on 23rd January, 2018. 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. E-Voting Facility

In compliance with Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), provisions of Section 108 of the Act, read with, the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to the postal ballot to all the shareholders of the Company. For this purpose, the Company has entered into an agreement with Karvy for facilitating e-voting to enable the shareholders to cast their votes electronically instead of dispatching duly filled postal ballot forms. E-voting is optional.

- **In case of Members receiving postal ballot intimation by e-mail**

1. Launch an internet browser by typing the URL:<https://evoting.karvy.com>.
2. Enter the login credentials (i.e., User ID and password). The Event No. + 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.
3. After entering the above details click on Login.

4. 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 which enables you 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.
5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the E-Voting Event Number for Hotel Leelaventure Limited.
7. 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 record date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
8. Members holding shares under multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
9. Voting has to be done for each items of the postal ballot notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstention.
10. You may then cast your vote by selecting an appropriate option and click on "Submit".
11. 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).
12. 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, they may also upload the same in the e-voting module in their login. 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:**

1. Initial password is provided as below at the bottom of the postal ballot form to be used to exercise your vote in respect of the proposed resolution.

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

2. Please follow all steps from Sr. No. 2 to Sr. No. 12 above, to cast your vote by electronic means.

• **General Instructions:**

1. The e-voting period will commence on 25th December, 2017 (9:00 a.m.) and end on 23rd January, 2018 (5:00 p.m.) (both days inclusive). During this period Members, holding shares either in physical form or in dematerialized form as of 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 Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company. The Scrutinizer will then submit his report to the Chairman and Managing Director of the Company after completion of the scrutiny and the results of the voting by postal ballot/e-voting will be announced on or before 27th January, 2018 at the Registered Office of the Company at The Leela, Sahar, Mumbai 400 059. The said results will also be intimated to the stock exchanges, published in newspapers and uploaded on the Company's website viz., www.theleela.com and of Karvy viz., <https://www.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>.
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 Sections 102(1) and 110 of the Companies Act, 2013

The Board, at its meeting held on 18th September, 2017, appointed Mr. Vinay Hansraj Kapadia as an additional director of the Company with effect from 7th October, 2017, pursuant to Section 161 of the Companies Act, 2013, read with Article 119 of the Articles of Association of the Company.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 100,000 proposing the candidature of Mr. Vinay Hansraj Kapadia for the office of independent director, to be appointed as such under the provisions of Section 149, 152 of the Companies Act, 2013.

The Company has received (i) consent in writing from Mr. Vinay Hansraj Kapadia to act as director in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, from Mr. Vinay Hansraj Kapadia to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of Members for the appointment of Mr. Vinay Hansraj Kapadia as an independent director of the Company up to 6th October, 2022 pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Vinay Hansraj Kapadia, the independent director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Vinay Hansraj Kapadia as an independent director setting out the terms and conditions is available for inspection without any fee by the Members at the Company's registered office during normal business hours on working days up to 23rd January, 2018.

No director, key managerial personnel or their relatives, except Mr. Vinay Hansraj Kapadia to whom the resolution relates, is interested or concerned in the resolution.

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

Registered Office:

The Leela
Sahar
Mumbai 400 059
CIN: L55101MH1981PLC024097
Mumbai, 7th December, 2017

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

Anandghan Bohra
Company Secretary

Additional information on director recommended for appointment required under Clause 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Brief Profile:

Mr. Vinay Hansraj Kapadia, aged 61 years, is a Commerce Graduate and Bachelor of General Law. He has over 30 years of experience in the field of General Management, Accounts and Finance. At present, he is in the business of automobile servicing and trading in used automobiles.

Nature of his expertise in specific functional areas:

Mr. Vinay Hansraj Kapadia has over 30 years of experience in the field of General Management, Accounts and Finance.

Disclosure of relationships between directors inter-se:

Mr. Vinay Hansraj Kapadia is not related to any directors of the Company.

Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board:

Mr. Vinay Hansraj Kapadia is not a director on the board of any other listed company.

Shareholding in the Company:

Mr. Vinay Hansraj Kapadia does not hold any shares in the Company.