



THE LEELA

PALACES HOTELS RESORTS

Hotel Leelaventure Limited

CIN No.: L55101MH1981PLC024097

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

Tel: 022-6691 1182 / 83; **Fax:** 022-6691 1458; **Email:** investor.service@theleela.com

Website: www.theleela.com

Postal Ballot Notice

Dear Member(s),

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. V. Sundaram, 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 17:30 hours IST on 23rd April, 2016. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent 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 April, 2016 and communicated to the stock exchanges, depository, registrar and share transfer agents and shall also be displayed on the Company's website, www.theleela.com.

SPECIAL BUSINESS

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. Ashok Girdharidas Rajani (DIN: 00267748), who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 10, 2016, 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. Ashok Girdharidas Rajani 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 9th February, 2021, not liable to retire by rotation.

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 February, 2016

Notes:

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 11th March, 2016. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's registrar and share transfer agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on 11th March, 2016 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.
4. 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.
5. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
6. The e-voting period commences on 25th March, 2016 (9:00 Hours IST) and ends on 23rd April, 2016 (17:30 Hours IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date i.e. 11th March, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it.
7. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the relevant date i.e. 11th March, 2016. Voting rights in the postal ballot / e-voting cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Notice.
9. A Member cannot exercise his vote by proxy on postal ballot.
10. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 17:30 Hours IST) on 23rd April, 2016. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members, will also be accepted. If any postal ballot is received after 17:30 Hours IST on 23rd April, 2016, it will be considered that no reply from the Member has been received.
11. The Scrutinizer will submit his report to the Chairman & Managing Director or any other director or the Company Secretary after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman & Managing Director or any director or the Company Secretary of the Company duly authorized, on or before 27th April, 2016 at the registered office of the Company and will also be displayed on the Company website (www.theleela.com), and communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
12. 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. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot / e-voting.

Voting through electronic means

In compliance with Regulation 44, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as follows:

1. Members whose email addresses are registered with the Company / depository participant(s) will receive an email from NSDL informing them of their User ID and password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process:
 - a. Open email and open the PDF file titled 'HLVL e-voting.pdf' using your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.

- b. Launch your internet browser and type the following URL: <https://www.evoting.nsdl.com>. Click on Shareholder-Login.
 - c. Enter the user ID and password (the initial password noted in step (a) above).Click on Login.
 - d. The Password change menu will appear. Change the password to a password of your choice. The new password should have a minimum of 8 digits / characters or a combination thereof. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
 - e. The homepage of e-voting will open. Click on e-voting: Active Voting Cycles.
 - f. Select 'EVEN' (E-Voting Event Number) of Hotel Leelaventure Limited.
 - g. Now you are ready for e-voting as the 'Cast Vote' page opens.
 - h. Cast your vote by selecting the option of your choice and click on 'Submit': and also remember to 'Confirm' when prompted.
 - i. On confirmation, the message 'Vote cast successfully' will be displayed.
 - j. After you have voted on a resolution once, you will not be allowed to modify your vote.
 - k. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board resolution / authorization letter etc., together with attested specimen signature of the authorized signatory(ies) who is / are authorized to vote, to the Scrutinizer via e-mail to vsundaramfcs1@hotmail.com, with a copy marked to evoting@nsdl.co.in.
2. For members whose email IDs are not registered with the Company / Depository Participant(s) and who receive the physical Postal Ballot Forms, the following instructions may be noted:
 - a. The initial password is provided at the bottom of the Postal Ballot Form.
 - b. Please follow the instructions from a. to k. as mentioned in step 1 to cast your vote.
 3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of www.evoting.nsdl.com.
 4. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
 5. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
 6. The e-voting period commences on 25th March, 2016 (9:00 Hours IST) and ends on 23rd April, 2016 (17:30 Hours IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date i.e. 11th March, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it.
 7. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the relevant date i.e. 11th March, 2016. Voting rights in the postal ballot / e-voting cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.

Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

The Board, at its meeting held on 10th February, 2016, appointed Mr. Ashok Girdharidas Rajani as an additional director of the Company with effect from 10th February, 2016, 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. Ashok Girdharidas Rajani 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. Ashok Girdharidas Rajani 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. Ashok Girdharidas Rajani 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. Ashok Girdharidas Rajani as an independent director of the Company up to 9th February, 2021 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. Ashok Girdharidas Rajani, the independent director proposed to be appointed, fulfils 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. Ashok Girdharidas Rajani 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 April, 2016.

No director, key managerial personnel or their relatives, except Mr. Ashok Girdharidas Rajani to whom the resolution relates, is interested or concerned in the resolution.

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

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 February, 2016

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

Brief Profile:

Mr. Ashok Girdharidas Rajani, aged 66 years, is a Commerce Graduate and has over four decades of rich and varied experience in the field of textile industries, management, operations and manufacturing. He was on the board of Alok Industries Limited for many years and headed various management committees. He was associated with various garment and textile organizations and at present he is serving as the Chairman of Apparel Export Promotion Council (AEPC), sponsored by the Ministry of Textiles, the Government of India.

Nature of his expertise in specific functional areas:

Industrialist with vast experience in management, operations and manufacturing.

Disclosure of relationships between directors inter-se:

Mr. Ashok Girdharidas Rajani 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. Ashok Girdharidas Rajani is not a director on the board of any other listed company.

Shareholding in the Company:

Mr. Ashok Rajani holds 6,000 equity shares of ₹ 2 each in the Company.