



ROCKFORT ESTATE DEVELOPERS PVT. LTD.

(A Leela Group Company)

18th February, 2019

To,
The Manager - Listing Dept.
BSE Limited
Phiroze Jeejebhoy Towers,
Dalal Street, Mumbai- 400 001.

To,
The Manager,
National Stock Exchange of India Ltd.
"Exchange Plaza"
Bandra-Kurla Complex
Bandra (E), Mumbai – 400 051.

Sub: Intimation under Regulation 10(5) for proposed Inter-se transfer of shares amongst the Promoter Group pursuant to Regulation 10(1)(a)(ii) of SEBI (SAST) Regulations, 2011

Sir/ Madam,

Please find enclosed herewith the intimation under Regulation 10(5) for proposed off-market Inter-se transfer of shares of M/s. Hotel Leelaventure Limited amongst the Promoter Group pursuant to Regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011.

Kindly note & oblige.

Thanking You,

Yours faithfully,

For Rockfort Estate Developers Private Limited

Ketan Danak
Director
DIN: 06967227



Date: 18.02.2019
Place: Mumbai

CIN-U45200MH2000PTC128295

703, Leela Business Park, Andheri-Kurla Road, Andheri (East), Mumbai - 400 059. Tel.: 022 - 6773 4507, Fax: 022 - 6773 4510

E-mail : ketansdanak@leelalaceholdings.com

Regd. Off.: Leela Baug, Andheri-Kurla Road, Andheri (East), Mumbai - 400 059. India



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Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | |
|----|--|---|
| 1. | Name of the Target Company (TC) | M/s. Hotel Leelaventure Limited |
| 2. | Name of the acquirer(s) | M/s. Rockfort Estate Developers Private Limited |
| 3. | Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters | The acquirer belongs to existing promoter group |
| 4. | Details of the proposed acquisition | |
| | a. Name of the person(s) from whom shares are to be acquired | M/s. Leela Lace Software Solutions Private Limited |
| | b. Proposed date of acquisition | On or after 25.02.2019 |
| | c. Number of shares to be acquired from each person mentioned in 4(a) above | 67,00,000 |
| | d. Total shares to be acquired as % of share capital of TC | 1.06% |
| | e. Price at which shares are proposed to be acquired | Rs. 13/- per share |
| | f. Rationale, if any, for the proposed transfer | Off-market inter se transfer amongst Promoter Group to increase acquirer's stake. |
| 5. | Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer | 10(1)(a)(ii) of SEBI (SAST) Regulations, 2011 |
| 6. | If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period. | Rs. 15/- per share |
| 7. | If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8. | N.A. |
| 8. | Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable. | Yes |

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| | | | | | |
|-----|---|---------------------------------|-----------------------------------|--------------------------------|-----------------------------------|
| 9. | Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997) | Yes | | | |
| 10. | Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with. | Yes | | | |
| 11. | Shareholding details | Before the proposed transaction | | After the proposed transaction | |
| | | No. of shares /voting rights | % w.r.t total share capital of TC | No. of shares /voting rights | % w.r.t total share capital of TC |
| a | Acquirer(s) and PACs (other than sellers)(*) | 24,44,44,715 | 38.77 | 25,11,44,715 | 39.83 |
| | Acquirer | | | | |
| | M/s. Rockfort Estate Developers Pvt. Ltd. | 4,95,07,175 | 7.85 | 5,62,07,175 | 8.91 |
| | PACs | | | | |
| | Mr. Dinesh Nair | 3,74,050 | 0.06 | 3,74,050 | 0.06 |
| | Mrs. Madhu Nair | 360 | 0.00 | 360 | 0.00 |
| | Ms. Amruda Nair | 3,00,000 | 0.05 | 3,00,000 | 0.05 |
| | Mrs. P. V. Leela Amma Nair | 75,000 | 0.01 | 75,000 | 0.01 |
| | Mrs. Lakshmi Nair | 18,330 | 0.00 | 18,330 | 0.00 |
| | Mr. Vivek Nair | 4,77,460 | 0.08 | 4,77,460 | 0.08 |
| | M/s. Leela Lace Holdings Pvt. Ltd. | 18,86,49,985 | 29.92 | 18,86,49,985 | 29.92 |
| | M/s. Leela Fashions Pvt. Ltd. | 42,50,000 | 0.67 | 42,50,000 | 0.67 |
| | Krishnan Nair Leela Family Trust (through Trustees Mr. Vivek Nair and Mr. Dinesh Nair) | 7,92,355 | 0.13 | 7,92,355 | 0.13 |
| | | | | | |
| b | Seller (s) | | | | |
| | M/s. Leela Lace Software Solutions Pvt. Ltd. | 5,36,42,359 | 8.51 | 4,69,42,359 | 7.44 |
| | Total (a + b) | 29,80,87,074 | 47.27 | 29,80,87,074 | 47.27 |

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Note:

- (*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

We hereby also declared that we will comply with all applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011.

We hereby also declared that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.

For Rockfort Estate Developers Private Limited



Ketan Danak

Director

DIN: 06967227

Date: 18.02.2019

Place: Mumbai

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