



ROCKFORT ESTATE DEVELOPERS PVT. LTD.

703, Leela Business Park, Andheri - Kurla Road, Andheri (East), Mumbai - 400 059.

Tel.: 022 - 6773 4514, Fax : 022 - 6773 4510

Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|---|--|--|---|
| 1. Name of the Target Company (TC) | Hotel Leelaventure Limited | | |
| 2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | Rockfort Estate Developers Private Limited (acquirer) and PAC as per Annexure 1 attached | | |
| 3. Whether the acquirer belongs to Promoter/Promoter group | Yes | | |
| 4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE Limited National Stock Exchange of India Limited | | |
| 5. Details of the acquisition / disposal as follows: | Number | % w.r.t. total share / voting capital wherever applicable(*) | % w.r.t. total diluted share/voting capital of the TC(**) |
| Before the acquisition under consideration, under consideration, holding of: | | | |
| a) Shares carrying voting rights | 28,31,84,467 | 62.71 | 62.71 |
| b) Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others) | N.A. | N.A. | N.A. |
| c) Voting rights (VR) otherwise than by shares | N.A. | N.A. | N.A. |
| d) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) | N.A. | N.A. | N.A. |
| e) Total (a+b+c+d) | 28,31,84,467 | 62.71 | 62.71 |
| <u>Details of acquisition /sale</u> | | | |
| f) Shares carrying voting rights acquired/sold | 1,49,95,715 | 3.22 | 3.22 |
| g) VRs acquired/sold otherwise than by shares | N.A. | N.A. | N.A. |
| h) Warrants / convertible securities / any other instrument | N.A. | N.A. | N.A. |



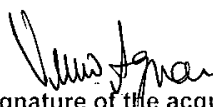
LEELA SOFT PRIVATE LIMITED

703, Leela Business Park, Andheri - Kurla Road, Andheri (East), Mumbai - 400 059.
Tel.: 022 - 6773 4509, Fax : 022 - 6773 4510

| | | | |
|---|---|-------|-------|
| that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold | | | |
| i) Shares encumbered / invoked / released by the acquirer | N.A. | N.A. | N.A. |
| j) Total (a+b+c+d) | 1,49,95,715 | 3.22 | 3.22 |
| After the acquisition/sale, holding of: | | | |
| a) Shares carrying voting rights | 29,81,80,182 | 63.90 | 63.90 |
| b) Shares encumbered with the acquirer | N.A. | N.A. | N.A. |
| c) VRs otherwise than by shares | N.A. | N.A. | N.A. |
| d) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition. | N.A. | N.A. | N.A. |
| e) Total (a+b+c+d) | 29,81,80,182 | 63.90 | 63.90 |
| 6. Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc). | preferential allotment | | |
| 7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable | date of acquisition | | |
| 8. Equity share capital / total voting capital of the TC before the said acquisition / sale | 45,16,12,592 equity shares of Rs.2/- each | | |
| 9. Equity share capital / total voting capital of the TC after the said acquisition / sale | 46,66,08,307 equity shares of Rs.2/- each | | |
| 10. Total diluted share / voting capital of the TC after the said acquisition/sale. | 46,66,08,307 equity shares of Rs.2/- each | | |

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.


Signature of the acquirer / seller / Authorised Signatory
Place: Mumbai
Date: 24th November, 2014



ROCKFORT ESTATE DEVELOPERS PVT. LTD.

703, Leela Business Park, Andheri - Kurla Road, Andheri (East), Mumbai - 400 059.

Tel.: 022 - 6773 4514, Fax : 022 - 6773 4510

Annexure 1

Shareholding of promoters / persons acting in concert (PAC) before acquisition of sharers through Preferential Allotment

| Sr. No. | Name of the promoters / persons acting in concert (PAC) | Details of Shares held | |
|---------|--|------------------------|----------------------|
| | | Number of shares held | % of Paid up Capital |
| 1 | Leela Lace Holdings Pvt. Ltd. (2 Folio) | 188649985 | 41.77 |
| 2 | Leela Lace Software Solutions Pvt. Ltd. (3 Folio) | 55285467 | 12.24 |
| 3 | Leela Fashions Pvt. Ltd. | 4250000 | 0.94 |
| 4 | Rockfort Estate Developers Pvt. Ltd | 32961460 | 7.30 |
| 5 | Krishnan Nair Leela Family Trust (through Trustees Mr.Vivek Nair and Mr.Dinesh Nair) | 792355 | 0.18 |
| 6 | Mr. Dinesh Nair | 374050 | 0.08 |
| 7 | Ms. Amrudha Nair | 300000 | 0.07 |
| 8 | Mr. Vivek Nair | 246460 | 0.05 |
| 9 | Capt C.P.Krishnan Nair (2 Folio) | 231000 | 0.05 |
| 10 | Mrs. P V Leela Amma | 75000 | 0.02 |
| 11 | Mrs. Lakshmi Nair | 18330 | 0.00 |
| 12 | Mrs. Madhu Nair | 360 | 0.00 |
| | | | |
| | TOTAL | 283184467 | 62.71 |

Shareholding of promoters / persons acting in concert (PAC) after acquisition of sharers through Preferential Allotment

| Sr. No. | Name of the promoters / persons acting in concert (PAC) | Details of Shares held | |
|---------|--|------------------------|----------------------|
| | | Number of shares held | % of Paid up Capital |
| 1 | Leela Lace Holdings Pvt. Ltd. (2 Folio) | 188649985 | 40.43 |
| 2 | Leela Lace Software Solutions Pvt. Ltd. (3 Folio) | 55285467 | 11.85 |
| 3 | Leela Fashions Pvt. Ltd. | 4250000 | 0.91 |
| 4 | Rockfort Estate Developers Pvt. Ltd | 47957175 | 10.28 |
| 5 | Krishnan Nair Leela Family Trust (through Trustees Mr.Vivek Nair and Mr.Dinesh Nair) | 792355 | 0.17 |
| 6 | Mr. Dinesh Nair | 374050 | 0.08 |
| 7 | Ms. Amrudha Nair | 300000 | 0.06 |
| 8 | Mr. Vivek Nair | 246460 | 0.05 |
| 9 | Capt C.P.Krishnan Nair (2 Folio) | 231000 | 0.05 |
| 10 | Mrs. P V Leela Amma | 75000 | 0.02 |
| 11 | Mrs. Lakshmi Nair | 18330 | 0.00 |
| 12 | Mrs. Madhu Nair | 360 | 0.00 |
| | | | |
| | TOTAL | 298180182 | 63.90 |