



THE LEELA

PALACES HOTELS RESORTS

December 30, 2014

The Department of Corporate Services
BSE Limited
1st floor, Rotunda Building
B.S. Marg, Fort
Mumbai – 400 001

Stock Code: 500193

The Listing Department
National Stock Exchange of India Limited
Exchange-Plaza, Bandra Kurla Complex
Bandra (E)
Mumbai – 400 051

HOTELEELA

Dear Sir,

Sub: Result of Postal Ballot (Clause – 35A)

In terms of Clause 35(A) of the Listing Agreement, the results of Postal Ballot conducted by the Company are submitted in the prescribed form:

Date of Declaration of results of Postal Ballot : 30th December, 2014

Total Number of shareholders as 14th November, 2014 : 1,11,732
(Cut-off date for reckoning the voting rights of the shareholders)

Details of Agenda:

1. Amendment to Main Object Clause of the Memorandum of Association
2. Amendments to Clause III B and Clause III C of the Memorandum of Association
3. Amendment to Clause IV of the Memorandum of Association
4. Adoption of new set of Articles of Association
5. To make investments, give loans, guarantees and provide securities beyond the prescribed limits
6. Approval for sale of Leela Palaces and Resorts Limited, a wholly-owned subsidiary

Resolution required : All Special Resolutions

Mode of Voting : Postal Ballot / E-voting

Result : All resolutions were carried with requisite majority

The details of voting on each item of the agenda are as follows:

1

Regd. Office:

HOTEL LEELAVENTURE LIMITED

Corporate Identity Number (CIN)

L55101MH1981PLC024097

The Leela Mumbai, Sahar, Mumbai 400 059 India. Tel: (91-22) 6691 1234 Fax: (91-22) 6691 1212 www.theleela.com

The Leela Palaces, Hotels and Resorts: New Delhi, Bangalore, Chennai, Mumbai, Gurgaon, Udaipur, Goa and Kovalam.
Upcoming Properties: Jaipur, Agra, Lake Ashtamudi (Kerala), Bangalore, and Noida.



1. **Amendment to Main Object Clause of the Memorandum of Association**

Total Number of Ballots received: 518

Promoter/Public	No of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes- in favour (4)	No of Votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of against on votes polled (7)=[(5)/(2)]*100
Promoter/ Promoter Group	283284072	283056967	99.92	283056967	0	100.00	0.00
Public- Institutional Holders	27374959	23973993	87.58	23973993	0	100.00	0.00
Public-Others	155949276	16267622	10.43	16221263	46359	99.72	0.28
Total	466608307	323298582	69.29	323252223	46359	99.99	0.01

2. **Amendments to Clause III B and Clause III C of the Memorandum of Association**

Total Number of Ballots received: 518

Promoter/Pu blic	No of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes- in favour (4)	No of Votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of against on votes polled (7)=[(5)/(2)]*100
Promoter/ Promoter Group	283284072	283056967	99.92	283056967	0	100.00	0.00
Public- Institutional Holders	27374959	23973993	87.58	23973993	0	100.00	0.00
Public- Others	155949276	16252698	10.42	16200698	52000	99.68	0.32
Total	466608307	323283658	69.28	323231658	52000	99.98	0.02





3. Amendment to Clause IV of the Memorandum of Association

Total Number of Ballots received: 518

Promoter/Public	No of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes-in favour (4)	No of Votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of against on votes polled (7)=[(5)/(2)]*100
Promoter/ Promoter Group	283284072	283056967	99.92	283056967	0	100.00	0.00
Public- Institutional Holders	27374959	23973993	87.58	23973993	0	100.00	0.00
Public-Others	155949276	16262138	10.42	16210212	51926	99.68	0.32
Total	466608307	323293098	69.28	323241172	51926	99.98	0.02

4. Adoption of new set of Articles of Association

Total Number of Ballots received: 518

Promoter/Public	No of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes-in favour (4)	No of Votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of against on votes polled (7)=[(5)/(2)]*100
Promoter/ Promoter Group	283284072	283056967	99.92	283056967	0	100.00	0.00
Public- Institutional Holders	27374959	23973993	87.58	23973993	0	100.00	0.00
Public-Others	155949276	16264843	10.43	16233714	31129	99.81	0.19
Total	466608307	323295803	69.29	323264674	31129	99.99	0.01



5. **To make investments, give loans, guarantees and provide securities beyond the prescribed limits**

Total Number of Ballots received: 518

Promoter/ Public	No of Shares held (1)	No of votes polled (2)	% of votes polled on outstan ding shares (3)=[(2)/ (1)]*100	No of votes- in favour (4)	No of Votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]* 100	% of against on votes polled (7)=[(5)/(2)] *100
Promoter/ Promoter Group	283284072	283056967	99.92	283056967	0	100.00	0.00
Public- Institutional Holders	27374959	23973993	87.58	21860773	2113220	91.16	8.81
Public-Others	155949276	16265677	10.43	16210114	55563	99.66	0.34
Total	466608307	323296637	69.29	321127854	2168783	99.33	0.67

6. **Approval for sale of Leela Palaces and Resorts Limited, a wholly-owned subsidiary**

Total Number of Ballots received: 518

Promoter/Public	No of Shares held (1)	No of votes polled (2)	% of votes polled on outstandin g shares (3)=[(2)/ (1)]*100	No of votes- in favour (4)	No of Votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]* 100	% of against on votes polled (7)=[(5)/(2)] *100
Promoter/ Promoter Group	283284072	283056967	99.92	283056967	0	100.00	0.00
Public- Institutional Holders	27374959	23973993	87.58	23973993	0	100.00	0.00
Public-Others	155949276	16275114	10.44	16229643	45471	99.72	0.28
Total	466608307	323306074	69.29	323260603	45471	99.99	0.01

Accordingly, all the above Special Resolutions as mentioned in the Postal Ballot Notice dated 5th November, 2014 have been passed with requisite majority.



The above results were announced by the undersigned on 30th December, 2014 at the Registered Office of the Company.

We enclose herewith a copy of the report of the Scrutinizer.

Please take the above information and documents on record.

Thanking you,

Yours faithfully
For **Hotel Leelaventure Limited**


Dinesh Kalani
Company Secretary

Encl: As above

SCRUTINIZER'S REPORT

30th December, 2014

Mr. Dinesh Kalani,
Company Secretary
Hotel Leelaventure Limited
The Leela,
Sahar,
Andheri East
Mumbai-400059

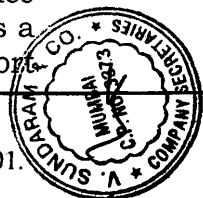
Dear Sir,

Sub: Result of Postal Ballot conducted by Hotel Leelaventure Limited, (the Company), under Section 110 of the Companies Act, 2013 ("the Act") read with the Rule 22 of the Companies (Management and Administration) Rules, 2014.

1. The Board of Directors of the Company at its meeting held on 5th November, 2014 had appointed me as a Scrutinizer for conducting the postal ballot voting process under provisions of Section 110 of the Companies Act, 2013 ("the Act") read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, in respect of Postal Ballot Notice dated 5th November, 2014 for the below mentioned Resolutions:

Sr.No	Resolution proposed to be passed under Section 110 of the Companies Act
I	Amendment to Main object clause of the Memorandum of Association.
II	Amendment to Clause IIIB and Clause IIIC of the Memorandum of Association.
III	Amendment to Clause IV of the Memorandum of Association.
IV	Adoption of new set of Articles of Association
V	Resolution to make investments, give loans, guarantees and provide securities beyond the prescribed limits.
VI	Resolution for Approval for sale of Leela Palaces and Resorts Limited, a wholly owned subsidiary

2. The Company had appointed NSDL as the service provider, for extending the facility of electronic voting to the shareholders of the Company from 10.00 A.M. on Tuesday, 25th November 2014 to 5.00 P.M. on Wednesday, 24th December 2014. After the date and time fixed for closing of the e-Voting, the site was blocked by us.
3. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and physical postal ballot on the resolutions contained in the notice to the Postal Ballot of the members of the Company. My responsibility as a scrutinizer for the voting process is restricted to make a Scrutinizer's report.



of the votes cast “In favour” or “against” the resolutions stated above, based on the report generated from the physical ballot paper and e-voting system provided by the NSDL, the Authorized agency engaged by the Company to provide e-voting facilities.

4. Accordingly, after completing my detailed verification of both e-voting and physical forms received, I submit my report as under:

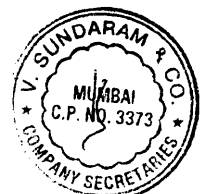
- On 21st November, 2014 the Company had completed the emailing of postal ballot forms to NSDL and on 24th November, 2014 the Company had completed the dispatch of postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members as on 14th November, 2014.
- Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
- The postal ballot forms were kept under safe custody before commencing the scrutiny of such postal ballot forms.
- The details of postal ballot forms and those under e-voting were scrutinized by me and the shareholding was matched / confirmed with the Register of Members of the Company.
- All postal ballot forms received up to the close of working hours on 24th December, 2014 the last date fixed by the Company for receipt of the forms were considered for my scrutiny. The e-voting done through NSDL, and details given by them were also verified and considered.

5. A summary of the postal ballot forms including e-voting received is given below:

(a) Category-wise

Resolution No I:

Promoter/Public	No of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes- in favour (4)	No of Votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of against on votes polled (7)=[(5)/(2)]*100
Promoter/ Promoter Group	283284072	283056967	99.92	283056967	0	100.00	0.00
Public- Institutional Holders	27374959	23973993	87.58	23973993	0	100.00	0.00
Public-Others	155949276	16267622	10.43	16221263	46359	99.72	0.28
Total	466608307	323298582	69.29	323252223	46359	99.99	0.01



Resolution No II:

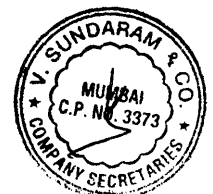
Promoter/Public	No of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes- in favour (4)	No of Votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of against on votes polled (7)=[(5)/(2)]*100
Promoter/ Promoter Group	283284072	283056967	99.92	283056967	0	100.00	0.00
Public- Institutional Holders	27374959	23973993	87.58	23973993	0	100.00	0.00
Public-Others	155949276	16252698	10.42	16200698	52000	99.68	0.32
Total	466608307	323283658	69.28	323231658	52000	99.98	0.02

Resolution No III:

Promoter/Public	No of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes- in favour (4)	No of Votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of against on votes polled (7)=[(5)/(2)]*100
Promoter/ Promoter Group	283284072	283056967	99.92	283056967	0	100.00	0.00
Public- Institutional Holders	27374959	23973993	87.58	23973993	0	100.00	0.00
Public-Others	155949276	16262138	10.42	16210212	51926	99.68	0.32
Total	466608307	323293098	69.28	323241172	51926	99.98	0.02

Resolution No IV:

Promoter/Public	No of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes- in favour (4)	No of Votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of against on votes polled (7)=[(5)/(2)]*100
Promoter/ Promoter Group	283284072	283056967	99.92	283056967	0	100.00	0.00
Public- Institutional Holders	27374959	23973993	87.58	23973993	0	100.00	0.00
Public-Others	155949276	16264843	10.43	16233714	31129	99.81	0.19
Total	466608307	323295803	69.29	323264674	31129	99.99	0.01



Resolution No V:

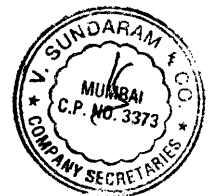
Promoter/Public	No of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes- in favour (4)	No of Votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of against on votes polled (7)=[(5)/(2)]*100
Promoter/ Promoter Group	283284072	283056967	99.92	283056967	0	100.00	0.00
Public- Institutional Holders	27374959	23973993	87.58	21860773	2113220	91.16	8.81
Public-Others	155949276	16265677	10.43	16210114	55563	99.66	0.34
Total	466608307	323296637	69.29	321127854	2168783	99.33	0.67

Resolution No VI:

Promoter/Public	No of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes- in favour (4)	No of Votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of against on votes polled (7)=[(5)/(2)]*100
Promoter/ Promoter Group	283284072	283056967	99.92	283056967	0	100.00	0.00
Public- Institutional Holders	27374959	23973993	87.58	23973993	0	100.00	0.00
Public-Others	155949276	16275114	10.44	16229643	45471	99.72	0.28
Total	466608307	323306074	69.29	323260603	45471	99.99	0.01

(b) General:

Particulars	No. of postal ballot forms including e-Voting	Total No. of shares	% of total shareholdings
Total postal ballot forms mailed / e-mailed	111732	466608307	100
Total No. of Postal Ballot forms including e-voting, received	518	323444469	69.32
Total No. of members who abstained from voting	103	99162	--



6. Details of votes in Favour/Against / Invalid and Abstained as per postal ballot forms, including e-voting, received by the Company:

Resolution	Mode	Ballots Received	Total Votes Cast	In favour		Against		Invalid and Abstained	
				Ballots	Votes	Ballots	Votes	Ballots	Votes
I	Electronic	378	24249232	306	24207894	54	41338	18	13587
	Physical	140	299049350	125	299044329	11	5021	4	130800
	Total	518	323298582	431	323252223	65	46359	22	144387
II	Electronic	378	24240258	302	24193379	59	46879	17	22561
	Physical	140	299043400	121	299038279	11	5121	8	136750
	Total	518	323283658	423	323231658	70	52000	25	159311
III	Electronic	378	24249698	300	24202793	61	46905	17	13121
	Physical	140	299043400	121	299038379	11	5021	8	136750
	Total	518	323293098	421	323241172	72	51926	25	149871
IV	Electronic	378	24252403	306	24226645	55	25758	17	10416
	Physical	140	299043400	120	299038029	12	5371	8	136750
	Total	518	323295803	426	323264674	67	31129	25	147166
V	Electronic	378	24253237	259	22090975	106	2162262	13	9582
	Physical	140	299043400	115	299036879	17	6521	8	136750
	Total	518	323296637	374	321127854	123	2168783	21	146332
VI	Electronic	378	24262674	298	24220234	79	42440	1	145
	Physical	140	299043400	122	299040369	10	3031	8	136750
	Total	518	323306074	420	323260603	89	45471	9	136895

7. The Summary of aforesaid postal ballot forms received including e-voting is as under:

Particulars	A			B		
	In favour			Against		
	No. of Postal Ballot Forms	No. of Votes	% of total valid votes polled	No. of Postal Ballot Forms	No. of Votes	% of total valid votes polled
Resolution I	431	323252223	99.99	65	46359	0.01
Resolution II	423	323231658	99.98	70	52000	0.02
Resolution III	421	323241172	99.98	72	51926	0.02
Resolution IV	426	323264674	99.99	67	31129	0.01
Resolution V	374	321127854	99.33	123	2168783	0.67
Resolution VI	420	323260603	99.99	89	45471	0.01

8. Postal ballot forms and other related papers / registers and records were handed over to Mr. Dinesh Kalani, Company Secretary, as authorized by the Board to supervise the postal ballot process.

9. You may accordingly declare the results of the voting by Postal Ballot.

Thanking you,

Date: 30th December, 2014.

Place: Mumbai

For **V. Sundaram & Co.**

V. Sundaram
V. Sundaram
 Company Secretary
 CP No.: 3373