



THE LEELA

PALACES HOTELS RESORTS

August 22, 2016

**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
HOTEL LEELA

Dear Sir/Madam,

Sub: Postal Ballot Notice

Further to our letter dated 1st August, 2016, we enclose herewith, in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements, Regulations, 2015, a copy of the Postal Ballot Notice dated 1st August, 2016, together with explanatory statement, seeking approval of the shareholders of the Company for commencement of process for sale of certain undertakings of the Company i.e. The Leela Palace, Chennai and/or The Leela Palace, New Delhi and to increase limits for making investments, give loans, guarantees and provide securities beyond the prescribed limits, subject to the approval of the members through a postal ballot and e-voting. A specimen of the Postal Ballot Form is also enclosed. The Company has already issued the above notice to the shareholders.

Kindly take the above on record.

Thanking you,

Yours faithfully
For **Hotel Leelaventure Limited**

A. S. Bohra
Anandghan Bohra
Company Secretary



Encl: As above

Regd. Office:

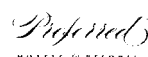
HOTEL LEELAVENTURE LIMITED

The Leela Mumbai, Sahar, Mumbai 400 059 India. Phone: (91-22) 6691 1234; Fax: (91-22) 6691 1212; Email: leela@theleela.com; www.theleela.com

The Leela Palaces, Hotels and Resorts: New Delhi, Bengaluru, Chennai, Mumbai, Gurgaon, Udaipur, Goa and Kovalam.

Upcoming Properties: Jaipur; Agra; Lake Ashtamudi (Kerala); Bhartiya City, Bengaluru and Lucknow.

Corporate Identity Number (CIN): L55101MH1981PLC024097





HOTEL LEEAVENTURE LIMITED

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

CIN: L55101MH1981PLC024097:

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

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 Member,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the special businesses set out in the resolutions appended below is proposed to be passed as special resolution by way of postal ballot/e-voting. The explanatory statement pertaining to the said resolutions setting out the facts concerning the items and the reasons thereof, as required in terms of Section 102 of the Act, is annexed hereto along with a postal ballot form (the "Form") for your consideration.

The Board of Directors, at its meeting held on August 1, 2016, has appointed Mr. V. Sundaram, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed and signed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours, i.e., 5:00 p.m. on September 16, 2016.

In compliance with Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching the Form. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to this Notice and instructions on the overleaf of the Form.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman and Managing Director.

The result of the voting conducted through postal ballot and e-voting would be announced by a Director or the Company Secretary of the Company on September 20, 2016 at the Registered Office of the Company.

The said result would be displayed at the Registered Office of the Company, intimated to the BSE Limited and National Stock Exchange of India Limited, where the Company's shares are listed, published in the newspapers and displayed on the Company's website, viz. www.theleela.com and the website of Karvy Computershare Private Limited viz. <https://www.evoting.karvy.com>, along with the Scrutinizer's report.

1. **Item No. 1: Approval for sale/transfer of the undertaking of the Company pertaining exclusively to *The Leela Palace, Chennai* and/or the undertaking of the Company pertaining exclusively to *The Leela Palace, New Delhi***

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 180(1)(a) and all other relevant provisions of the Companies Act, 2013 ("Act"), if any and the rules framed thereunder (including, any statutory modification(s) or amendment thereto or re-enactment thereof); the applicable law (including, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")); the Memorandum and Articles of Association of the Company; and other applicable statutory provisions and regulations, if any, as amended from time to time and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines and subject to such terms and conditions as may be specified by

any of them while granting any such approvals and which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include a duly constituted committee thereof and any person authorised by the Board in this behalf), the consent, authority and approval of the members of the Company, including confirmation of actions taken hitherto, be and is hereby accorded, to the Board to sell, transfer, dispose, assign or cause to be sold, assigned, transferred and delivered the undertaking of the Company pertaining exclusively to the hotel in Chennai, namely "*The Leela Palace, Chennai*" ("**Chennai Hotel Undertaking**"); and/or the undertaking of the Company pertaining exclusively to the hotel in Delhi, namely "*The Leela Palace, New Delhi*" ("**Delhi Hotel Undertaking**"), by way of one or more transactions and to one or more persons, not being "related parties" as defined under the Act and/or the Listing Regulations ("**Related Parties**"), at such price (payable/in cash and/or securities and/or otherwise), and at such time and in such manner (which does not require a change in the shareholding pattern of the Company or issuance of shares to the public shareholders of the Company in any unlisted company), whether by way of business transfer or otherwise to one or more purchasers (not being Related Parties), with effect from such date and on such terms and conditions, and with such modifications as may be required, as the Board may deem fit and appropriate, without any further reference to or approval of the shareholders in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform or cause to be done all such acts, deeds, matters and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, to effect the sale and transfer of the undertaking of the Company in the Chennai Hotel Undertaking and/or the undertaking of the Company in the Delhi Hotel Undertaking; to undertake all actions and deeds as may be required in relation to the aforesaid sale/s, including determination of the purchaser/s, manner and mode of sale, consideration for sale, timing of sale, and related matters; finalizing, varying and settling the terms and conditions of the sale and transfer of the Chennai Hotel Undertaking or the Delhi Hotel Undertaking; to settle and finalise all issues that may arise in this regard, without further referring to the members of the Company; to negotiate and finalize all relevant transaction documents (including providing such representations, warranties, indemnities and covenants, as may be required) and to execute, deliver and perform all such transaction documents, other contracts, deeds, undertakings and other documents and subsequent modifications thereto; to file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities and lenders; to suitably inform and apply to all the concerned authorities, including in respect of the requirements of the Central and/or State Government(s) and/or local authorities; and to take all necessary steps in the matter as it may deem necessary, desirable or expedient, to give effect to the above resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers or authorities herein conferred by this resolution, to any Director(s) or to any other official of the Company or to any Committee of Directors or any other Officer(s)/ Authorized Representative(s) of the Company or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution."

2. **Item 2: To make investments, give loans, guarantees and provide securities beyond the prescribed limits under Section 186**

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 186 and all other relevant provisions of the Companies Act, 2013, if any, and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof), the provisions of the Memorandum and Articles of Association of the Company and other necessary approvals, if any, and to the extent required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include any of its duly authorised committees or one or more Directors) to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of Company's paid up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more, provided that the total loans or investments made, guarantees given, and securities provided shall not exceed an aggregate amount of Rs. 1,000 crores.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith.”

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

**Anandghan Bohra
Company Secretary**

Registered Office:

The Leela, Sahar
Mumbai - 400 059

Mumbai, August 1, 2016

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. V. Sundaram, 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 August 5, 2016. 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 August 18, 2016 and ends on September 16, 2016.
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>.
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 September 16, 2016.

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 August 5, 2016. The special resolutions mentioned herein shall be declared as passed if the number of votes cast in its favour is not less than three times the number of votes cast against the special resolution.

12. Instruction 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 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 September 16, 2016. 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: vsundaramfcs1@hotmail.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 resolutions.

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 August 18, 2016 (9:00 a.m.) and end on September 16, 2016 (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 of 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 September 20, 2016 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 SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE

1. **Item No. 1: Approval for sale/transfer of the undertaking of the Company pertaining exclusively to *The Leela Palace, Chennai* and/or the undertaking of the Company pertaining exclusively to *The Leela Palace, New Delhi***

As the Members are aware, the Company had restructured its debts, under the Corporate Debt Restructuring ("CDR") mechanism in September, 2012. In terms of the CDR package, the Company was required to reduce its debts by Rs. 2,031 crores by selling a hotel by March 31, 2014. However, the Company could not meet this requirement due to the unfavourable economic environment. In view of the delay in the sale of assets of the Company, 14 out of a total of 17 CDR lenders having an exposure of about 95.6% of the total CDR debt, assigned the debt in favour of JM Financial Asset Reconstruction Company Private Limited ("**JMFARC**"), with effect from June 30, 2014 and the CDR Empowered Group has approved the exit of the Company from CDR.

The Company has been seeking a viable restructuring package from its lenders, but the lenders have advised that the debt level of the Company be reduced. The Company has already reduced its debts by selling the Goa Hotel. The Company has been in discussions with the lenders in relation to steps for further reduction of debts. Pursuant thereto, the Board of Directors of the Company ("**Board**"), at its meeting held on August 1, 2016 have, subject to the approval of the Members and other requisite approvals, approved the commencement of the process for sale and transfer of the undertaking of the Company pertaining exclusively to the hotel in Chennai, namely "*The Leela Palace, Chennai*" ("**Chennai Hotel Undertaking**") and/or the undertaking of the Company pertaining exclusively to the hotel in Delhi, namely "*The Leela Palace, New Delhi*" ("**Delhi Hotel Undertaking**").

The Company has owned, built and is managing and operating "*The Leela Palace Chennai*", located at Adyar Sea face, M. R. C. Nagar, Chennai 600 026, having a capacity of 326 guest rooms. The Company has also owned, built and is managing and operating "*The Leela Palace New Delhi*" located at Chanakyapuri, Diplomatic Enclave, New Delhi 110 023 having a capacity of 254 guest rooms.

JM Financial Institutional Securities Limited has been given the exclusive mandate as financial advisors for the sale of the Chennai Hotel Undertaking and the Delhi Hotel Undertaking. Expressions of interest are invited from interested parties by way of advertisement/invitation. A bid process will be undertaken where expressions of interest received will be duly evaluated based on factors including consideration, mode of payment, terms and conditions attached to the sale, terms of management contract and other relevant aspects.

Further, subject to the Board's evaluation of the terms and conditions attached to the sale, including consideration offered, and in order to secure long term hotel management arrangements and to protect the interests of the Company in continuing to manage such hotels, it may be required to retain or invest in a minority stake in the shareholdings in the relevant companies to which such divested hotels are transferred to, subject to the determination of the terms as may be agreed with the relevant purchasers, including whether such shareholding is to be acquired partly as consideration for the sale / transfer of such hotels, and/or, by way of fresh subscription simultaneous with receipt of consideration for such sale / transfer and/or in any other manner taking into account various legal, tax and other considerations. The relevant terms shall be finalized by the Board in consultation with advisors and experts as may be required.

Pursuant to such bid process, the Company will be additionally obtaining a fairness opinion from an independent merchant banker. The approval of the Audit Committee of the Company in connection with the valuation will also be sought, and based thereon, the final terms and conditions (including consideration) will be approved by the Board. The transaction/s will also be subject to the consent of the lenders.

The proceeds (net of expenses) of the sale/disposal will be utilized towards reduction of the debt of the Company or for such purposes as the lenders may approve.

In terms of Section 180(1)(a) of the Companies Act, 2013 (the "**Act**"), the Board may sell or dispose the whole of the undertaking or substantially the whole of the undertaking of the company with the consent of the Members by way of a special resolution. As per the explanation to Section 180(1)(a), "undertaking" is construed to mean an undertaking where the investment of the company exceeds 20% of the net worth of the company as per the audited balance sheet of the preceding financial year or if the undertaking generated 20% of the total income of the company during the previous financial year.

As per the certificate received by the Company from M/s. Picardo & Co., Statutory Auditors, the Chennai Hotel Undertaking and the Delhi Hotel Undertaking constitute an 'undertaking' in terms of Section 180(1)(a) of the Act. Hence, it is proposed that shareholder consent by way of a special resolution be obtained for the proposed transfer and sale in terms of and pursuant to Section 180(1)(a) of the Act.

Basis the foregoing, assent (FOR) or dissent (AGAINST) of the shareholders of the Company in respect of the aforementioned special resolution, is being sought through postal ballot / e-voting.

None of the Directors/ Managers/ Key Managerial Personnel of the Company and their relatives is / are, in any way, concerned or interested in the said resolution, except to the extent of their respective shareholdings in the Company, if any.

The Board recommend passing of this resolution.

2. Item No. 2: To make investments, give loans, guarantees and provide securities beyond the prescribed limits

As per the provisions of Section 186(2) of the Companies Act, 2013 ("Act"), no company shall directly or indirectly (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Where any such loan or guarantee or providing any security or acquisition exceeds the limits specified under Section 186(2) of the Act, prior approval of shareholders by means of a special resolution is to be obtained. Previously, the shareholders by way of postal ballot dated 30th December, 2014 had approved granting loans, guarantee, providing security or making an acquisition under Section 186 of the Companies Act, 2013 upto a limit of Rs. 500 crores.

As explained in the Explanatory Statement to Item 1 above, in order to secure long term hotel management arrangements and to protect the interests of the Company in continuing to manage such hotels, it may be required to retain or invest in a minority stake in the shareholdings in the relevant companies to which such divested hotels are transferred to, and such shareholding may be acquired partly as consideration for the sale/transfer of such hotels, and/or, by way of fresh subscription simultaneous with receipt of consideration for such sale/transfer and/or in any other manner taking into account various legal, tax and other considerations. To enable such investments and as a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Act to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or giving guarantee or provide security in connection with such loans for an amount not exceeding Rs. 1000 crores.

Accordingly, the consent of the Members by way of special resolution is being sought under the provisions of Section 186 of the Act to give powers to the Board of Directors or any duly constituted committee thereof, for making further investments, providing loans or give guarantee or provide security in connection with loans for an amount not exceeding the limit of Rs. 1000 crores.

Basis the foregoing, assent (FOR) or dissent (AGAINST) of the shareholders of the Company in respect of the aforementioned special resolution, is being sought through postal ballot/ e-voting.

None of the Directors / Managers / Key Managerial Personnel of the Company and their relatives is / are, in any way, concerned or interested in the said resolution, except to the extent of their respective shareholdings in the Company, if any.

The Board of Directors recommend passing of this resolution.

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

**Anandghan Bohra
Company Secretary**

Registered Office:

The Leela, Sahar
Mumbai - 400 059

Mumbai, August 1, 2016

HOTEL LEEAVENTURE LIMITED

CIN: L55101MH1981PLC024097

Registered Office: The Leela, Sahar, Mumbai -400059; Tel. +91 22 6691 1182 / 83; Fax: 022-6691 1458

E-mail: investor.service@theleela.com; Website: www.theleela.com

BALLOT FORM

Serial No. _____

1. Name and Registered Address of the Sole / First named shareholder :

2. Name(s) of Joint Holder(s), (If any) :

3. Registered Folio No./DP ID No. and Client ID No.* :
(*Applicable to investors holding shares in dematerialised form)

4. No. of Share(s) held :

I / We hereby exercise my / our vote(s) in respect of the Special Resolutions to be passed through Postal Ballot as specified in the Notice dated 1st August, 2016, by conveying my/our assent/dissent to the said Resolution by placing tick (√) mark in the appropriate box below:

Item of Notice No.	Description	No. of Shares	OPTION (Please put "√" in the appropriate box below)	
			I / We assent (agree) to the Resolution (Vote in favour)	I / We dissent (disagree) to the Resolution (Vote Against)
1	Approval for sale/transfer of the undertaking of the Company pertaining exclusively to The Leela Palace, Chennai and/or the undertaking of the Company pertaining exclusively to The Leela Palace, New Delhi			
2	To make investments, give loans, guarantees and provide securities beyond the prescribed limits			

Date: _____

Place: _____

Signature _____

Email ID : _____ Contact No : _____

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

NOTE: Please return your Postal Ballot Form in the Postage-prepaid self-addressed envelope enclosed herewith. The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
18 th August, 2016 (9:00 A.M.)	16 th September, 2016 (5:00 P.M.)

Notes:

1. Please read the instructions printed overleaf carefully before filling this Form and for e-voting. Please refer to the instructions for voting through electronic means.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is 16th September, 2016 up to 5:00 p. m.

INSTRUCTIONS

INSTRUCTIONS FOR VOTING BY PHYSICAL MODE

1. Shareholder(s) desirous of exercising vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage prepaid business reply envelope. However, envelopes containing Postal Ballots, if sent by courier at the expense of the shareholder(s) will also be accepted.
2. This form should be duly completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company or furnished by NSDL/CDSL to the Company, in respect of shares held in the physical form or demat form respectively) by the first named shareholder and in his absence, by the next named joint shareholder.
3. Unsigned/Incomplete Postal Ballot Forms will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 5.00 p.m. on 16th September, 2016. Postal Ballot Form received after this date will be strictly treated as if the reply from the shareholder has not been received.
5. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on the cut-off date i.e. 5th August, 2016.
6. A shareholder may request for a duplicate Postal Ballot Form, if so required. The Postal Ballot Form can also be downloaded from the link <https://evoting.karvy.com>. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than 5.00 p.m. on 16th September, 2016.
7. The exercise of vote through Postal Ballot is not permitted through a proxy.
8. The Scrutinizer's decision on the validity of the Postal Ballot Form would be final.
9. Shareholders are requested not to send any other paper/documents along with the Postal Ballot Form. If sent, the same paper/document will not be acted upon.
10. Shareholders are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium/s like pencil).
11. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint holders.

INSTRUCTIONS FOR E-VOTING

1. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
2. Enter the Login credentials (i.e., User Id & Password) mentioned on the Postal Ballot Form.

User-ID	For Members holding Shares in Demat Form (Electronic Mode): a) For NSDL: 8 Character DP-ID (Starts with "IN") followed by 8 Digits Client ID. b) For CDSL: 16 Digits beneficiary ID. For Members holding Shares in Physical Form: c) Event Number followed by Folio Number registered with the Company.
Password	Your Unique Password is printed on the Postal Ballot Form / via email forwarded through the Electronic Notice.
Captcha	Enter the Verification Code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

3. Please contact Karvy toll free No. 1-800-34-54-001 for any further clarifications.
4. Members can cast their vote online from 18th August, 2016 from 9.00 a.m. to 16th September, 2016, 2016 till 5.00 p.m.
5. After entering these details appropriately, click on "LOGIN".
6. Members holding shares in Demat/Physical form will now reach Password Change Menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID, etc. on first login. You may also enter the Secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
7. You need to login again with the new credentials.
8. On successful login, system will prompt to select the "EVENT" i.e., Hotel Leelaventure Limited.
9. On the voting page, you will see Resolution Descriptions and against the same the option "FOR/AGAINST/ABSTAIN" for voting. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote. Once you have voted on the resolution, you will not be allowed to modify your vote.
10. In case you are already registered with Karvy, you can use your existing User ID and Password for casting your vote.

OTHER INSTRUCTIONS

1. In case of shares held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified true copy of the resolution of its Board of Directors / authority Letter authorising the person to represent in terms of Section 113 of the Companies Act, 2013 read Shareholder voting through e-voting mode should send a scanned copy (PDF Format) of the aforesaid document(s) together with attested specimen signature of the duly authorized signatory(ies) to the Scrutinizer through e-mail vsundaramfcs1@hotmail.com with a copy marked to evoting@karvy.com.
2. The date of declaration of results of the postal ballot (i.e. 20th September, 2016) shall be the date on which the resolution(s) would be deemed to have been passed, if approved by requisite majority.
3. Kindly note that the shareholders can opt only one mode of voting i.e. either by physical Ballot or e-voting. If you are opting for e-voting, then do not vote by physical Ballot and vice versa. However, in case a shareholder has voted both in physical as well as e-voting, then voting done through e-voting shall prevail over physical Ballot and physical Ballot will be treated as invalid.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User manual for Shareholders available at the "Downloads" section of <https://evoting.karvy.com> or toll free No. 1-800-34-54-001 for any further clarifications.
