



THE LEELA

PALACES HOTELS RESORTS

19th September, 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
HOTELEELA

Dear Sir,

Sub: Proceedings of Declaration of the Result of Postal Ballot

We enclose herewith a copy of the proceedings of the Declaration of the result of the Postal Ballot in terms of Regulation 30 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

Please take the above document on record.

Thanking you,

Yours faithfully
For **Hotel Leelaventure Limited**

A.S. Bohra
Anandghan Bohra
Company Secretary



Encl: As above

Regd. Office:

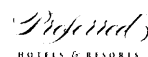
HOTEL LEEVAVENTURE LIMITED

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



HELD AT _____

ON _____

TIME _____

HOTEL LEELAVENTURE LIMITED**MINUTES OF THE DECLARATION OF RESULT OF THE POSTAL BALLOT HELD ON MONDAY, THE 19TH SEPTEMBER, 2016, AT 11.00 A. M. AT THE REGISTERED OFFICE OF THE COMPANY AT THE LEELA, SAHAR, MUMBAI- 400 059****PRESENT:**

Mr. Vivek Nair : Chairman & Managing Director
(in the Chair)
Mr. Dinesh Nair : Co-Chairman & Managing Director
Mr. Anandghan Bohra : Company Secretary

Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice along with explanatory statement dated 1st August, 2016 was sent to the Members of the Company for passing of the below mentioned special resolutions by Postal Ballot. The voting rights were reckoned on the paid up value of shares registered in the name of the shareholders as on 5th August, 2016. The dispatch of postal ballot notice and form were completed for electronic mode through email and for physical mode along with postage prepaid business reply envelope on 17th August, 2016. Newspaper advertisement informing the date of completion of dispatch (of Postal Ballot Notice along with Explanatory Statement and Postal Ballot Form) was published, both in English and Marathi, on 19th August, 2016.

The Board of Directors at their meeting held on 1st August, 2016, had appointed Mr. V. Sundaram, of M/s. V. Sundaram & Co., Practicing Company Secretaries, as the Scrutinizer to receive and scrutinize the filled in forms from the Members and for conducting the postal ballot process in a fair and transparent manner. The Company had provided the facility of e-voting through Karvy Computershare Private Limited and also ballot voting facility to the shareholders to enable them to cast their votes on the resolutions proposed in the said Notice. The e-voting commenced on 18th August, 2016 and ended on 16th September, 2016. The last date for accepting ballot votes from the shareholders was 16th September, 2016.

The Company Secretary informed that Mr. V. Sundaram, Scrutinizer, had carried out the scrutiny of all votes cast through electronic mode and the postal ballot forms received upto the close of working hours (5.00 p.m.) on 16th September, 2016. Accordingly, the Scrutinizer has submitted his report.

The Report submitted by the Scrutinizer was taken on record and the Chairman announced the results of voting by Postal Ballot as under:



[Handwritten Signature]
CHAIRMAN'S INITIALS

HELD AT _____

ON _____

TIME _____

Resolution 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

No. of Ballot Forms and e-Voting received : 143

No. of Valid Ballot Forms and e-Voting : 141

Category	Mode of Voting	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 Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	e-Voting	298087074	295716279	99.20	295716279	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot		2352465	0.79	2352465	0	100.00	0
	Total		298068744	99.99	298068744	0	100.00	-
Public-Institutions	e-Voting	25274561	500000	1.98	500000	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot		0	-	0	0	-	-
	Total		500000	1.98	500000	0	100.00	-
Public- Non Institutions	e-Voting	143246672	891894	0.62	840445	51449	94.23	5.77
	Poll		-	-	-	-	-	-
	Postal Ballot		697328	0.49	697328	0	100.00	-
	Total		1589222	1.11	1537773	51449	96.76	3.24
Total		466608307	300157966	64.33	300106517	51449	99.98	0.02



CHAIRMAN'S INITIALS _____

HELD AT _____

ON _____

TIME _____

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

No. of Ballot Forms and e-Voting received : 143

No. of Valid Ballot Forms and e-Voting : 141

Category	Mode of Voting	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 Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	e-Voting	298087074	295716279	99.20	295716279	0	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		2352465	0.79	2352465	0	100.00	-
	Total		298068744	99.99	298068744	0	100.00	-
Public-Institutions	e-Voting	25274561	500000	1.98	500000	0	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		0	-	0	0	-	-
	Total		500000	1.98	500000	0	100.00	-
Public- Non Institutions	e-Voting	143246672	891896	0.62	883918	7978	99.11	0.89
	Poll		-	-	-	-	-	-
	Postal Ballot		696453	0.49	689993	6460	99.07	0.93
	Total		1588349	1.11	1573911	14438	99.09	0.91
Total		466608307	300157093	64.33	300142655	14438	99.99	0.01

The Chairman announced that the Special Resolutions as set out in the Postal Ballot Notice dated 1st August, 2016 were carried with the requisite majority:

The Chairman, after announcing the results, directed that the resolutions be recorded in the Minutes Book recording the proceedings of General Meetings of the Members and authorized the Company Secretary to announce the postal ballot results to all the concerned authorities and to upload the same on concerned web-sites.

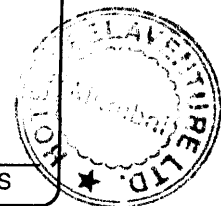
The Special Resolutions duly approved by the Members were as under:

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

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

CHAIRMAN'S INITIALS



HELD AT _____

ON _____

TIME _____

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



CHAIRMAN'S INITIALS _____

HELD AT _____

ON _____

TIME _____

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.”

Item No. 2:

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

“**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.”

Date: 19th September, 2016


CHAIRMAN



CHAIRMAN'S INITIALS