



# THE LEEEA

PALACES HOTELS RESORTS

August 20, 2018

**The Department of Corporate Services**

**BSE Limited**

1<sup>st</sup> floor, Rotunda Building  
B.S. Marg, Fort  
Mumbai – 400 001

**Stock Code: 500193**

**NCD Code: HLVL19DEC08**

**The Listing Department**

**National Stock Exchange of India Limited**

Exchange-Plaza,  
Bandra Kurla Complex  
Bandra (E)  
Mumbai – 400 051

**HOTELEELA**

Dear Sir,

**Sub: Declaration of the 37<sup>th</sup> Annual General Meeting Results and Scrutinizer's Report**

This is to inform you that 37<sup>th</sup> Annual General Meeting of the Company was held on 20<sup>th</sup> August, 2018 at 11.00 A.M. at St. Andrews Auditorium, St. Dominic Road, Bandra West, Opposite Arya Vidya Mandir School, Behind Holy Family Hospital, Off Hill Road, Mumbai – 400 050.

All resolutions set out in the Notice of 37<sup>th</sup> Annual General Meeting have been duly approved and passed by the shareholders with requisite majority.

The details of voting results, in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are enclosed in the prescribed format together with the Report of the Scrutinizer.

Please take the above on record.

Thanking you,

Yours faithfully

For **Hotel Leelaventure Limited**

  
**Alen Ferns**  
Company Secretary



Encl: as above

Regd. Office:

**HOTEL LEEAVENTURE 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](http://www.theleela.com)

The Leela Palaces, Hotels and Resorts: New Delhi, Bengaluru, Chennai, Mumbai, East Delhi, Gurugram, Udaipur, Goa, Kovalam and Mahatma Mandir Convention and Exhibition Centre, Gandhinagar, Gujarat.

Upcoming Hotels: Jaipur, Hyderabad, Bhartiya City Bengaluru, Gandhinagar Gujarat and Agra.

Corporate Identity Number (CIN): L55101MH1981PLC024097



HOTEL LEE LAVENTURE LTD	
Date of the AGM/EGM	20-08-2018
Total number of shareholders on record date	86306
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	14
Public:	71
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	ORDINARY - Adoption of Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.									
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category	No	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		298068744	99.9939	298068744	0	100.0000	0.0000		
	Poll		0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	298087074								
	Total		298068744	99.9939	298068744	0	100.0000	0.0000		
Public- Institutions	E-Voting		22268897	90.4809	22268897	0	100.0000	0.0000		
	Poll		0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	24611719								
	Total		22268897	90.4809	22268897	0	100.0000	0.0000		
Public- Non Institutions	E-Voting		22268897	0.0000	00	0	0.0000	0.0000		
	Poll		95701	0.0311	95621	80	99.9164	0.0835		
	Postal Ballot (if applicable)	307852973		53.7266	165397091	1750	99.9989	0.0010		
	Total		165494542	53.7577	165492712	1830	99.9989	0.0011		
	Total	630551766	485832183	77.0487	485830353	1830	99.9996	0.0004		



2										
ORDINARY - Appointment of Mr. Vijay Sharma (DIN 00138852) as an Independent Director.										
Resolution No.										
Resolution required: (Ordinary/ Special)										
Whether promoter/ promoter group are interested in the agenda/resolution?										
Category	No	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		298068744	99.9939	298068744	0	100.0000	0.0000		
	Poll	298087074		0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)			0	0	0	0.0000	0.0000		
	Total		298068744	99.9939	298068744	0	100	0		
Public- Institutions	E-Voting		22268897	90.4809	22268897	0	100.0000	0.0000		
	Poll	24611719		0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)			0	00	0	0.0000	0.0000		
	Total		22268897	90.4809	22268897	0	100	0		
Public- Non Institutions	E-Voting		95701	0.0311	95581	120	99.8746	0.1253		
	Poll	307852973		53.7266	165397091	1750	99.9989	0.0010		
	Postal Ballot (if applicable)			0	00	0	0.0000	0.0000		
	Total		165494542	53.7577	165492672	1870	99.9989	0.0011		
	Total	630551766	485832183	77.0487	485830313	1870	99.9996	0.0004		



Resolution No.	ORDINARY - Appointment of Ms. Saija Nair (DIN 03623949) as an Independent Director.									
Resolution required: (Ordinary/ Special)	No	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		
Whether promoter/ promoter group are interested in the agenda/resolution?	Mode of Voting									
Category										
Promoter and Promoter Group	E-Voting		298068744	99.9939	298068744	0	100.0000	0.0000		
	Poll	298087074		0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)			0	00	0	0.0000	0.0000		
Public- Institutions	Total		298068744	99.9939	298068744	0	100	0		
	E-Voting		22268897	90.4809	408124	21860773	1.8327	98.1672		
	Poll	24611719		0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	Postal Ballot (if applicable)			0.0000	00	0	0.0000	0.0000		
	Total		22268897	90.4809	408124	21860773	1.8327	98.1673		
	E-Voting	307852973		0.0311	75181	20520	78.5582	21.4417		
Public- Non Institutions	Poll		165398841	53.7266	165397091	1750	99.9989	0.0010		
	Postal Ballot (if applicable)			0.0000	00	0	0.0000	0.0000		
	Total		165494542	53.7577	165472272	22270	99.9865	0.0135		
	Total	630551766	485832183	77.0487	463949140	21883043	95.4958	4.5042		





**PRASHANT S MEHTA**  
**Practicing Company Secretary**

Address: 3 Maitreyi CHS Ltd,  
65(Z)4 Linking Road,  
Santacruz West,  
Mumbai 400054.  
Mobile: 09821231387  
Email:acs.pmehta@gmail.com

FORM No. MGT-13  
**Consolidated Scrutinizer Report**  
[Pursuant to rule section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies  
(Management and Administration) Rules, 2014] :

Name of Company	Hotel Leelaventure Limited
Meeting	37 <sup>th</sup> Annual General Meeting
Date & Time	August 20, 2018 AT 11:00 A.M.
Venue	St. Andrews Auditorium, St. Domnic Road, Bandra West, Opposite Arya Vidya Mandir School, Behind Holy Family Hospital, Off Hill Road, Mumbai - 400 050.

To,  
Mr. Vivek Nair,  
Chairman,  
Hotel Leelaventure Limited,  
The Leela Sahar,  
Mumbai - 400059.

Dear Sir,

I, Prashant S. Mehta, Practicing Company Secretary appointed as Scrutinizer by the Board of the Directors of Hotel Leelaventure Limited at its meeting held on June 11, 2018 to conduct the remote electronic voting process and to scrutinize the physical ballot forms received from the shareholders at the Annual General Meeting held on August 20, 2018, hereby submit my report as under:

1. Pursuant to the Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, the Annual Reports along with the Notice of the 37<sup>th</sup> Annual General Meeting for the financial year 2017-18 had been sent electronically to all those Members whose email addresses are registered with the Company / Depository Participant for communication purposes and the dispatch was completed on July 27, 2018. For Members who have not registered their email addresses or have requested for hard copies of the Annual Report, copies have been sent at their registered address by Courier and the dispatch for the same has been completed on July 27, 2018.
2. The Annual Report along with the Notice convening the 37<sup>th</sup> Annual General Meeting was also placed on the website of the Company. The Members of the Company were given option to vote electronically on Remote E-Voting system, provided by Karvy Computershare Private Limited. ("KARVY")
3. The Remote E-voting period commenced on Friday, August 17, 2018 (9.00 a.m. IST) and ended on Sunday, August 19, 2018 (5.00 p.m. IST). Remote E-voting Portal was blocked at 5:00 P. M.

The members who were present at the Meeting but had not cast their votes by Remote E-voting were allowed to vote through ballot at Annual General Meeting.

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5. After the close of the meeting, as announced by the Chairman, ballot box kept for physical voting was locked in my presence with due identification marks placed. The locked ballot box was subsequently opened by me in the presence of two witnesses, Ms. Hinal Mehta and Ms. Dhara Shah who are not in employment of the Company and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents/ the Company and the authorizations / proxies lodged with the Company.
6. The register has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares, number of vote cast in favour and against. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining the list of shares with differential voting rights.
7. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the annual general meeting is conducted in a fair and transparent manner and render a consolidated report of the total votes cast in favour and against to the Chairman on the resolutions, based on the reports generated from the remote e-Voting system provided by KARVY and voting by use of ballots at the meeting.
8. I did not find any invalid/ defective forms.

The result of the voting is as under:

**ORDINARY BUSINESS:**

**Resolution No.1- Ordinary Resolution**

Adoption of Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Number of Members voted electronically and through ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
67	48,58,30,353	99.9996

(ii) Voted against the resolution:

Number of Members voted electronically and through ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
4	1,830	0.0004

(iii) Invalid votes:

Number of Members voted electronically and through ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

\*1 member holding 100 shares has abstained from voting.



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**SPECIAL BUSINESS:**

**Resolution No.2- Ordinary Resolution:**

**Appointment of Mr. Vijay Sharma (DIN 00138852) as an Independent Director.**

(i) Voted in favour of the resolution:

Number of Members voted electronically and through ballot (including proxies)	Number of votes cast by Them	% of total number of valid votes cast
65	48,58,30,313	99.9996

(ii) Voted against the resolution:

Number of Members voted electronically and through ballot (including proxies)	Number of votes cast by Them	% of total number of valid votes cast
06	1,870	0.0004

(iii) Invalid votes:

Number of Members voted electronically and through ballot (including proxies)	Number of votes cast by Them	% of total number of valid votes cast
0	0	0

\*1 member holding 100 shares has abstained from voting.

**Resolution No.3- Ordinary Resolution:**

**Appointment of Ms. Saija Nair (DIN 03623949) as an Independent Director.**

(i) Voted in favour of the resolution:

Number of Members voted electronically and through ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
60	46,39,49,140	95.4958

(ii) Voted against the resolution:

Number of Members voted electronically and through ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
11	2,18,83,043	4.5042

(iii) Invalid votes:

Number of Members voted electronically and through ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

\*1 member holding 100 shares has abstained from voting.





**Resolution No.4- Ordinary Resolution**

Sale of the Company's land in Pune to Leela Lace Holdings Private Limited, a related party.

(i) Voted in favour of the resolution:

Number of Members voted electronically and through ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
45	16,58,80,351	88.3454

(ii) Voted against the resolution:

Number of Members voted electronically and through ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
13	2,18,83,088	11.6546

(iii) Invalid votes:

Number of Members voted electronically and through ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
0	0	00

\*14 members holding 29,80,68,844 have abstained from voting.

A softcopy containing a list of equity shareholders who voted "FOR"/"AGAINST" and those who "ABSTAINED" for each resolution relating to Remote E- Voting and ballot & all other relevant records were sealed and handed over to Mr. Alen Ferns - Company Secretary of Hotel Leelaventure Limited authorized by the Board for safe keeping.

Based on the above results of voting, I report that all the above FOUR resolutions have been passed by the Shareholders with the requisite majority.

Thanking You,  
Yours Faithfully,

*Prashant S. Mehta*  
**PRASHANT S. MEHTA**  
COMPANY SECRETARY  
M. NO. 5814 CP. NO. 17341



Date: August 20, 2018  
Place: Mumbai

Witness:

1. Hinal Mehta *Hinal*
2. Dhara Shah *Dhara*

**SUMMARY OF E-VOTING AND BALLOT AT THE 37<sup>TH</sup> ANNUAL GENERAL MEETING OF HOTEL LEELAVENTURE LIMITED HELD ON AUGUST 20, 2018.**

Resolution No. 1- Ordinary Resolution	Adoption of Audited Financial Statements of the Company : (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.							
	Assent	%	Dissent	%	Total	%	Abstained	Total Votes Cast
Total No. of shares on E-Voting	32,04,33,262	100	80	0	32,04,33,342	100	100	32,04,33,342
Total No. of shares on Ballot	16,53,97,091	99.9989	1,750	0.0011	16,53,98,841	100	0	16,53,98,841
Total	48,58,30,353		1,830		48,58,32,183		100	48,58,32,183

Resolution No. 2- Ordinary Resolution	Appointment of Mr. Vijay Sharma (DIN 00138852) as an Independent Director.							
	Assent	%	Dissent	%	Total	%	Abstained	Total Votes Cast
Total No. of shares on E-Voting	32,04,33,222	100	120	0	32,04,33,342	100	100	32,04,33,342
Total No. of shares on Ballot	16,53,97,091	99.9989	1,750	0.0011	16,53,98,841	100	0	16,53,98,841
Total	48,58,30,313		1,870		48,58,32,183		100	48,58,32,183

Resolution No. 3- Ordinary Resolution	Appointment of Ms. Saija Nair (DIN 03623949) as an Independent Director.							
	Assent	%	Dissent	%	Total	%	Abstained	Total Votes Cast
Total No. of shares on E-Voting	29,85,52,049	93.1713	2,18,81,293	6.8287	32,04,33,342	100	100	32,04,33,342
Total No. of shares on Ballot	16,53,97,091	99.9989	1,750	0.0011	16,53,98,841	100	0	16,53,98,841
Total	46,39,49,140		2,18,83,043		48,58,32,183		100	48,58,32,183

Resolution No. 4- Ordinary Resolution	Sale of the Company's land in Pune to Leela Lace Holdings Private Limited, a related party.							
	Assent	%	Dissent	%	Total	%	Abstained	Total Votes Cast
Total No. of shares on E- Voting	4,83,260	2.1608	2,18,81,338	97.8392	2,23,64,598	100	29,80,68,844	2,23,64,598
Total No. of shares on Ballot	16,53,97,091	99.9989	1,750	0.0011	16,53,98,841	100	0	16,53,98,841
Total	16,58,80,351		2,18,83,088		18,77,63,439		29,80,68,844	18,77,63,439

Thanking You,  
Yours Faithfully,

*Prashant S. Mehta*  
**PRASHANT S. MEHTA**  
COMPANY SECRETARY  
M. NO. 5814 CP. NO. 17341

Date: August 20, 2018; Place: Mumbai.

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