

NOTICE

(Note: The business of this Meeting may be transacted through electronic voting system)

NOTICE is hereby given that the THIRTY THIRD ANNUAL GENERAL MEETING of HOTEL LEELAVENTURE LIMITED will be held at RangSharda Auditorium, K. C. Marg, Bandra Reclamation, Bandra (West), Mumbai – 400 050, on Thursday, 18th September, 2014 at 10.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year ended 31st March, 2014, the Balance sheet as at that date and the Reports of the Directors and Auditors thereon.

2. To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT Mr. Indur Kirpalani (DIN: 03471511), a Director liable to retire by rotation, who does not seek re-election, be not re-appointed as a Director of the Company.

RESOLVED FURTHER THAT the vacancy, so created on the Board of Directors of the Company, be not filled.

3. To appoint a Director in place of Mrs. Madhu Nair (DIN: 00011223), who retires by rotation and, being eligible, offers herself for re-appointment.

4. To appoint M/s. Picardo & Co., Chartered Accountants (Registration No. 107917W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. V. P. Shetty (DIN: 00021773), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 11th August, 2014 and who holds office of Director up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 read with Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anil R. Bhatia (DIN: 01310959), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 11th August, 2014 and who holds office of Director up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 read with Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014

(including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Vikram Singh Mehta (DIN: 00041197), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 10th August, 2019.”

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. R. Venkatachalam (DIN: 00005815), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 10th August, 2019.”

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. Anna Malhotra (DIN: 00005903), Director of the Company, in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 31, 2019.”

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. K. U. Mada (DIN: 00011395), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 31, 2019.”

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Vijay Amritraj (DIN: 00020077), Director of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 31, 2019.”

12. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Anil Harish (DIN 00001685), Director of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the to hold office for 5 (five) consecutive years for a term up to March 31, 2019.”

13. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. M. Madhavan Nambiar (DIN: 03487311), Director of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 31, 2019.”

14. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 42, Section 62 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules framed under the said Act (including any amendment thereto or reenactment thereof, for the time being in force) (“Companies Act”), Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”), as amended and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India (“GOI”), the Reserve Bank of India (“RBI”), Securities and Exchange Board of India (“SEBI”) and / or prescribed by the listing agreements entered into by the Company with the stock exchanges on which the equity shares of the Company are listed or any other relevant authority from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions as might be required and subject to such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution), is hereby authorized to create, offer, issue, and allot to Rockfort Estate Developers Private Limited, a promoter group entity, for cash on preferential basis, such number of Equity Shares of ₹ 2 each, subject to the pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations, in one or more tranches and on such terms and conditions as prescribed under the applicable SEBI ICDR Regulations, and that the issue size shall not exceed an aggregate value of ₹ 35,00,00,000 (Rupees Thirty Five Crores only), including the premium.

RESOLVED FURTHER THAT the price of the equity shares so issued shall be determined as per the Regulations issued by SEBI in this respect, i.e.

a) The average of the Weekly high and low of the closing prices of the Company’s shares quoted on the Stock Exchange (National Stock Exchange of India Limited) during the six months preceding the ‘relevant date’;

b) The average of the Weekly high and low of the closing prices of the Company’s shares quoted on the Stock Exchange (National Stock Exchange of India Limited) during the two weeks preceding the ‘relevant date’; whichever is higher.

RESOLVED FURTHER THAT the relevant date for the purpose of calculating the exercise price under Chapter VII of “SEBI ICDR Regulations” is 19th August, 2014, which is 30 days prior to 18th September, 2014, the date of this meeting, to consider the proposed issue.

RESOLVED FURTHER THAT the equity shares shall be issued by the Company to Rockfort Estate Developers Private Limited inter alia, on the following terms and conditions:

1. The entire amount towards subscription of the equity shares shall be payable prior to allotment.
2. The fully paid up equity shares to be allotted shall be subject to lock-in, in accordance with the provisions of Chapter VII of SEBI ICDR Regulations.
3. The equity shares proposed to be issued and allotted in the manner aforesaid shall rank pari passu with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may deem necessary, desirable or expedient to effect the issue or allotment of aforesaid securities and listing thereof with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue and allotment of any of the said securities including any adjustment and appropriation of share application money as aforesaid and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company.”

15. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 42, Section 62 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules framed under the said Act (including any amendments, modifications, variation or reenactment thereof) (the “Companies Act”), the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, rules, regulations, guidelines, notifications and circulars issued by the Securities and Exchange Board of India (“SEBI”) including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “ICDR Regulations”), the Government of India (“GOI”), the Reserve Bank of India (“RBI”), and / or any other appropriate regulatory authorities as may be required, and clarifications, if any, issued thereon from time to time, the equity listing agreements entered into by the Company with the stock exchanges where the Company’s equity shares of face value of ₹ 2 each (the “Equity Shares”) are listed (the “Listing Agreement”), and subject to any approval, consent, permission and / or sanction as may be necessary from the GOI, RBI, SEBI, the stock exchanges, the Foreign Investment Promotion Board and / or any other appropriate regulatory authorities as may be required, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions,

OR

consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof constituted / to be constituted by the Board to exercise its powers including powers conferred by this resolution to the extent permitted by law, including the Finance Committee of the Board) and the enabling provisions of the Memorandum and Articles of Association of the Company, consent, approval and authority of the Board is hereby accorded to create, offer, issue and allot Equity Shares, Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs"), fully convertible debentures / partly convertible debentures, preference shares convertible into Equity Shares, and / or any other financial instruments convertible into or linked to Equity Shares, with or without detachable warrants, with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency (hereinafter, collectively referred to as "Securities") or any combination of Securities, in one or more tranches, in the course of international and / or domestic offering(s) in one or more foreign markets, by way of a public issue or a private placement, including by way of placement of Equity Shares to qualified institutional buyers (as defined in the ICDR Regulations) in accordance with Chapter VIII of the ICDR Regulations, to any person, including but not limited to foreign / resident investors (whether institutions, incorporated bodies, mutual funds and / or individuals or otherwise), foreign institutional investors, promoters of the Company, Indian and / or multilateral financial institutions, mutual funds, non-resident Indians, employees of the Company and / or any other categories of investors, whether they be holders of Equity Shares or not (collectively, referred to as the "Investors"), at such time or times, at such price or prices, at a discount or premium to the market price or prices in such manner and on such terms and conditions including security, rate of interest, etc., including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made, to the exclusion of all other categories of Investors, at the time of such issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary as may be decided by the Board in its absolute discretion at the time of issue of Securities, such that the total amount, including premium, raised through the issuance of the aforesaid Securities does not exceed ₹1,000 crores in one or more currencies and in one or more offerings / tranches.

RESOLVED FURTHER THAT in case of the issue of the Securities by way of a qualified institutions placement to qualified institutional buyers (as defined in the ICDR Regulations) in accordance with Chapter VIII of the ICDR Regulations, the "Relevant Date" for determining the floor price of the Securities shall mean, in case of allotment of Equity Shares, the date of the meeting in which the Board or the Finance Committee of the Board decides to open the proposed issue of the Equity Shares, and in case of convertible Securities, either the date of the meeting in which the Board or the Finance Committee of the Board decides to open the issue of the convertible Securities or the date on which the holders of such convertible Securities become entitled to apply for the Equity Shares, as provided under Chapter VIII of the ICDR Regulations.

RESOLVED FURTHER THAT:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- (b) the relevant date for the purposes of determining the floor price of the Securities would be in accordance with the guidelines prescribed by SEBI, RBI, the GOI through its various departments or any other regulator, as applicable, and the pricing of any Equity Shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable adjustments in the applicable rules, guidelines and statutory provisions;

- (c) the number of Equity Shares to be issued and the number and / or conversion price in relation to Equity Shares that may be issued and allotted on conversion of the convertible Securities that may be issued pursuant to this resolution, shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split and consolidation of share capital, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring; and
- (d) the Equity Shares that may be issued by the Company shall rank paripassu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Securities at such premium as may be decided by the Board or such number of Equity Shares as may be required to be issued and allotted upon conversion, redemption or cancellation of the Securities or as may be necessary in accordance with the terms of the issue / offering and all such Equity Shares shall rank paripassu with the existing Equity Shares of the Company in all respects, except the right as to dividend which shall be from the relevant financial year in which they are allotted and / or as provided under the terms of the issue / relevant offering documents.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and such other agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts, agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Securities on one or more recognized (national and international) stock exchange(s).

RESOLVED FURTHER THAT the consent of the Company be and is hereby granted in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to all necessary approvals, to the Board to secure, if necessary, all or any of the above mentioned Securities to be issued, by the creation of mortgage and / or charge on all or any of the Company's immovable, movable and / or intangible assets, both present and future in such form and manner and on such terms and conditions as may be deemed fit and appropriate by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to determine the form, terms and timing of the issue(s) / offering(s), including the type of Security to be issued and allotted, the class of investors to whom the Securities are to be offered / issued and allotted, number of Securities to be issued and allotted in each tranche, issue price, face value, number of Equity Shares or other securities upon conversion or redemption or cancellation of Securities, premium or discount amount on issue / conversion of Securities / exercise of warrants / redemption of Securities / rate of interest / period of conversion or redemption, finalisation and approval of the preliminary as well as final offer documents, listings on one or more stock exchanges in India and / or abroad and fixing of record date or book closure, entering into or execution of all such agreements / arrangements / memoranda

of understanding / documents, authorising the Director(s) or any officer(s) of the Company to sign for and on behalf of the Company the offer document(s), agreement(s), arrangements(s), memoranda of understanding, application(s) authority letter(s) or any other documents, affidavits, undertakings, certificates and related or incidental matters as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and / or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s) / offering(s), allotment and conversion of any of the aforesaid Securities, utilization of issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of Directors or any executive Director or Directors or any other officer or officers of the Company to give effect to this resolution.

16. To consider and, if though fit, to pass with or without permissible modification, the following as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 149(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the maximum number of directors that the Company may appoint be increased from fifteen to a maximum of sixteen directors.

RESOLVED FURTHER THAT any of the Director of the Company and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

17. To consider and, if though fit, to pass with or without permissible modification, the following as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company be and is hereby amended by deleting the existing Article 117 and substituting with the following new Article 117:

"117 The number of Directors shall not be less than three nor more than sixteen."

RESOLVED FURTHER THAT any of the Director of the Company and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

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

Dinesh Kalani
Company Secretary

Registered Office:
The Leela Mumbai
Sahar
Mumbai - 400 059
Mumbai, 11th August, 2014
CIN: L55101MH1981PLC024097

NOTES FOR MEMBERS ATTENTION:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. PROXY SHALL NOT VOTE EXCEPT ON A POLL. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. The Instrument appointing the Proxy, in order to be effective, should be duly stamped, completed, signed and lodged at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of special business to be transacted at the meeting is annexed hereto. The statutory registers and the relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from **Monday, the 15th September, 2014 to Thursday, the 18th September, 2014** (both days inclusive) for the purpose of Annual General Meeting.
6. Members may please note that Equity Share of the face value of ₹ 10 each has been subdivided into face value of ₹ 2 each with effect from 15th September, 2006. The Members are therefore requested not to deal with the earlier share certificates of the face value of ₹ 10 each in any manner as the same stands cancelled. The Members still holding old share certificates of the face value of ₹ 10 each are once again requested to surrender them to the Company / Registrar in order to enable the Company / Registrar to issue sub-divided share certificates of the face value of ₹ 2 each in lieu thereof. Members are requested to send such share certificates by Registered Post only. The Company has already sent three reminders to the concerned members in terms of Clause 5A of the Listing Agreement to exchange their old Certificates with new sub-divided share certificates. The Company will be transferring the unclaimed shares to a "Unclaimed Share Suspense Account" shortly, in compliance with the Clause 5A, if not claimed by the concerned shareholders.
7. Members are requested to:
 - (i) send all correspondence concerning registration of transfers, transmissions, subdivision, consolidation of shares or any other shares related matters and bank account details to Company's Registrars at their office at Sharepro Services (India) Pvt. Ltd., 13 A / B Samhita Warehousing Complex, 2nd Floor, Off Andheri Kurla Road, Sakinaka Telephone Exchange Lane, Sakinaka, Andheri East, Mumbai - 400 072;
 - (ii) consolidate shareholding in multiple folios in the same name or in the same order of names into a single folio;
 - (iii) notify immediately any change of address: (i) to their Depository Participants (DP) in respect of shares held in dematerialized form, and (ii) to the Company at its Registered Office or its Registrar & Transfer Agent, Sharepro Services (India) Private Limited in respect of their physical shares, if any, quoting their folio number;
 - (iv) note that in terms of section 72 of the Companies Act, 2013, they are entitled to make nomination in respect of shares held by them in physical form. Members desirous of making nominations are requested to send their requests in the prescribed form in duplicate to the registered office of the Company or the Registrars. The nomination forms will be made available to the members on request.

8. For security reasons and for proper conduct of the Meeting, entry to the venue of the Meeting will be regulated by the Attendance Slip. Members / proxies attending the Meeting are requested to bring their Attendance Slip complete in all respects and signed at the place provided thereat and handover at the entrance of the Meeting Hall. Members holding shares in dematerialized form are requested to carry their depository account number along with the depository participant identification number. Members / Proxies are also requested to bring their copy of the Annual Report to the Meeting.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
10. Please note that in terms of applicable SEBI circulars it is mandatory for the shareholders holding shares in physical form to submit self-attested copy of PAN card for transfer / transmission / deletion / transposition of securities. Requests without attaching copies of PAN card, for transfer / deletion / transmission and transposition of shares of the Company in physical form will be returned under objection.
11. The Company has designated an exclusive email ID viz. investor.service@theleela.com to enable the investors to post their grievances, if any, and monitor its redressal. Members are advised to refer to Section titled "General Shareholder Information" provided in the Annual Report.
12. Members desiring any relevant information or clarifications on the Accounts at the Annual General Meeting are requested to write to the Company Secretary at least seven days in advance of the meeting, so as to enable the Management to compile the information and provide replies at the meeting.
13. Pursuant to Section 124 of the Companies Act, 2013, the dividend amounts which remain unpaid / unclaimed for a period of seven years, are required to be transferred to the Investors Education & Protection Fund (IEPF) of the Central Government. The Company has already transferred the unpaid or unclaimed dividends upto the financial year 2006-07 to the IEPF. Members who have not yet encashed the dividend warrant(s) for the financial year 2007-08 or onwards, are requested to send their claim to the Company/ Registrar, for issue of pay order / demand draft in lieu thereof, after verification. Pursuant to the provisions of IEPF Rules, 2012, (Uploading of information regarding unpaid and unclaimed amounts lying with companies), the Company has filed / uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Ministry of Corporate Affairs.
14. Electronic copy of the Annual Report for the financial year 2013-14 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
15. Electronic copy of the Notice of the 33rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 33rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip is being sent in the permitted mode.
16. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for the financial year 2013-14 will also be available on the Company's website www.theleela.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investor.service@theleela.com or to the Registrar's e-mail id: hotelleela@shareproservices.com .
- 17. Process and manner for members opting for e-voting are as under:**
- In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of The Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to the Members the facility to exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Ltd. (NSDL).
- The instructions for e-voting are as under:
- A. In case a Member receives an email from NSDL (for Members whose email IDs are registered with the Company / Depository Participants):
 - (i) Open the email and open pdf file "Hotel Leela e-voting.pdf" with your Client ID or Folio No. as password. The pdf file contains your user ID and password / PIN for e-voting. Please note that this password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder - Login
 - (iv) Put User ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) You will now reach Password Change Menu, wherein you are required to mandatorily change your password / PIN with new password of your choice. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.).
On first login, the system will prompt you to change your password and update your contact details like mobile number, email ID, etc. in the user profile details of the folio, which may be used for sending future communications. You will also need to enter a secret question and answer of your choice to retrieve your password in case you forget it. Note your new password. 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.
 - (vi) You need to login again with the new credentials. Home page of e-voting will open. Click on e-voting: Active Voting Cycles.
 - (vii) Select the "EVEN" i.e Hotel Leelaventure Limited. Now you are ready for e-voting as Cast Vote page will open.
 - (viii) The voting rights of the shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on 8th August, 2014 ("Cut-Off Date").
 - (ix) On the voting page, you may cast your vote by selecting an appropriate option "For" or "Against" and click "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm or "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. Upon confirmation, the message "Vote Cast Successfully" will be displayed.
 - (x) You can similarly vote in respect of all other resolutions forming part of the Notice of the Annual General Meeting. During the voting period, Members can login any number of times till they have voted on all the Resolutions.
 - (xi) If you wish to log out after voting on a few resolutions and continue voting for the balance resolutions later, you may click on "RESET" for those resolutions for which you have not yet cast the vote.

- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to vsundaramfcs1@hotmail.com or investor.service@theleela.com with a copy marked to evoting@nsdl.co.in . The scanned image of the above mentioned documents should be in the naming format: Corporate Name_EVEN NO.
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company / Depository Participants(s) or requesting physical copy]:
- (a) Initial password is provided as below / at the bottom of the Attendance Slip for the AGM:
EVEN (E Voting Event Number) / USER ID and PASSWORD.
- (b) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- C. Members who are already registered with NSDL for e-voting can use their existing User ID and password/ PIN for casting their votes.
- D. The e-voting period commences on 11th September, 2014 (9:00 am) and ends on 13th September, 2014 (6:00 pm). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 8th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- E. In case of any query pertaining to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of <https://www.evoting.nsd.com>.
- F. Mr. V. Sundaram, of M/s. V. Sundaram & Co., Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- G. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman & Managing Director of the Company.
- H. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.theleela.com and on the website of NSDL within two (2) working days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited.
18. (a) For the benefit of Members who do not have access to e-voting facility, a Ballot Form is being sent along with the Notice of the Annual General Meeting, to enable them to send their assent or dissent by post. Detailed instructions on voting through post are given on the reverse of the Ballot Form.
- (b) The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Annual General Meeting Notice.
- (c) Members have option to vote either through e-voting or through physical Ballot Form. If a member has opted for e-voting, then he / she should not vote through the physical Ballot Form also and vice-a-versa. However, in case members have cast their votes both via physical ballot and e-voting, then the voting through e-voting shall prevail and the voting done through the physical ballot shall be treated as invalid.

I. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5 & 6

The lenders of the Company had restructured the Company's debts under the Corporate Debt Restructuring (CDR) mechanism effective from January 2012. As on 30th June, 2014, about 97% of the CDR debts have assigned in favour of JM Financial Asset Reconstruction Company Private Limited (JMFARC). Accordingly, the CDR lenders have since withdrawn their nominees from the Board of the Company. JMFARC has nominated Mr. V. P. Shetty and Mr. Anil R. Bhatia as their nominees on the Board of the Company. The Board of Directors of the Company at their meeting held on 11th August, 2014 has appointed Mr. V. P. Shetty and Mr. Anil R. Bhatia, as Additional Directors, representing JMFARC on the Board of the Company.

Mr. V. P. Shetty's brief profile is as follows:

Mr. V. P. Shetty [B.Com, C.A.I.I.B.], aged 67 years, has had an illustrious Banking career spanning almost four decades. He has worked in various positions in 4 major nationalized banks. He has worked as Chairman and Managing Director in UCO Bank, Canara Bank and IDBI Bank. He was also Chairman of Indian Banks' Association.

Mr. Shetty is an authority in Commercial Banking, Mergers & Acquisitions in Banking, Corporate Governance and Turnaround Management especially in Public Sector. Mr. Shetty was also the Recipient of "Banker of the Year – 2003" Award from the Business Standard Group in recognition of successful turnaround of UCO Bank.

Mr. Shetty had also served on the Boards of Life Insurance Corporation of India, Export-Import Bank of India, Infrastructure Development Finance Company Ltd., National Insurance Company Ltd., and General Insurance Corporation of India. He was a Member of the Governing Council of Banking Codes & Standards Board of India (BCSBI).

At present, he is on the Board of the following other companies and Committees thereof:

	Name of the companies	Membership of Committees
1	JM Financial Asset Reconstruction Company Private Limited - Non-Executive Chairman	Audit Committee - Member
2	JM Financial Products Limited - Executive Chairman	-
3	JM Financial Asset Management Limited - Non-Executive Chairman	-
4	FICS Consultancy Services Limited	Audit Committee - Member

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. V. P. Shetty for the office of Director of the Company.

The Company has received from Mr. V. P. Shetty (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR-8 in terms of (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

His brilliance and knowledge, coupled with his deep business perspective will bring added value to the Company. The Board recommends the resolution for appointment of Mr. V. P. Shetty as director, liable to retire by rotation, for the approval of the members.

Mr. V. P. Shetty is not related to any director of the Company and does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Except Mr. V. P. Shetty, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also

be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Mr. Anil R. Bhatia's brief profile is as follows:

Mr. Anil R. Bhatia [B.Com], aged 49 years, has over 29 years of experience in the Indian Financial Markets covering Credit Markets, Debt Capital Markets, Investment Banking, Equity Capital Markets, Retail Distribution and Institutional Sales & Brokerage.

He started his career in 1985 with JM Financial Group and later in 1998, joined ABN AMRO Bank, India, where he was the Country Head – Credit Markets & Debt Capital Markets and a member of the Board of Directors of ABN AMRO Securities India (P) Ltd. He returned to JM Financial group in July 2007 to head the Asset Reconstruction business of the group. He was appointed as the Managing Director and Chief Executive Officer of JM Financial Asset Reconstruction Company Private Limited in May 2008.

His work experience and focus in the last 10 years has been on Credit Markets, Debt Capital Markets, Asset Securitization & Mortgage backed Securitization, Domestic Loan Syndication, Corporate Bond Trading, Cross-Border Financing & Structured Products and Asset Reconstruction. He also has senior level relationships with major Scheduled Banks, Financial Institutions, Corporates, Public Sector Undertakings and Multinationals.

He has extensive experience in Securitization of Auto and Mortgage Receivables and against future receivables for infrastructure related funding including structuring, documentation, legal structures, etc. He also has wide experience of Indian Credit markets having executed more than 300 transactions in Local and Offshore Markets covering all types of Credits ranging from highest credit ratings to distressed, default and non-performing credits.

Mr. Anil R. Bhatia is also a Member of the Audit Committee of the Company.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Anil R. Bhatia for the office of Director of the Company.

The Company has received from Mr. Anil R. Bhatia (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR-8 in terms of (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

His brilliance and knowledge, coupled with his deep business perspective will bring added value to the Company. The Board recommends the resolution for appointment of Mr. Anil R. Bhatia as director, liable to retire by rotation, for the approval of the members.

Mr. Anil R. Bhatia is not related to any director of the Company and does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Except Mr. Anil R. Bhatia, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No.7

Mr. Vikram Singh Mehta, aged 61 years, was the Chairman of the Shell Group of Companies in India since 1994 to October 31, 2012. He was serving the Shell Group since 1988. He was also the Shareholders' representative on the Board of Shell Companies in Saudi Arabia and Middle East during 1988-91 and Managing Director of Shell Marketing and Shell Chemicals Overseas, Cairo, Egypt during 1991-93. Mr. Mehta's illustrious career began as a Member of the Indian Administrative Service of the Government of India in 1978 and he has since held various prestigious positions. These include advisory positions with world-renowned petroleum companies and the Indian Government's Ministry of Petroleum.

Mr. Vikram Singh Mehta completed his Bachelor's Degree in Mathematics from Delhi University. He also holds a Bachelor's and Master's Degree in Politics and Economics from Oxford University and Master's Degree in Energy Economics from Fletchers School of Law and Diplomacy, Tufts University.

He is also on the Board of the following other companies and committees thereof:

	Name of the Company	Membership in Committees
1	Apollo Tyres Ltd	-
2	Colgate-Palmolive (India) Limited	Audit Committee – Member
3	Hindustan Media Ventures Ltd.	-
4	Larsen & Toubro Ltd	-
5	L&T Hydrocarbon Engineering Ltd.	-
6	Mahindra & Mahindra Ltd	-
7	United Spirits Ltd.	Audit Committee – Member
8	Vodafone India Ltd.	-
9	N.V. Advisory Services Private Ltd.	-
10	Brookings Institution India Center	-
11	Mahindra 'Electoral Trust' Company	-
12	Tma Estates LLP	-

Mr. Vikram Singh Mehta holds 25,000 equity shares of ₹ 2 each in the Company.

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Vikram Singh Mehta as an Additional Director of the Company with effect from 11th August, 2014.

In terms of the provisions of Section 161(1) of the Act, Mr. Vikram Singh Mehta would hold office upto the date of the ensuing Annual General Meeting.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term upto 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Vikram Singh Mehta for the office of Director of the Company.

The Company has received from Mr. Vikram Singh Mehta (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

His brilliance and knowledge, coupled with his deep business perspective will bring added value to the Company. In the opinion of the Board, Mr. Vikram Singh Mehta fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Vikram Singh Mehta is independent of the management.

The resolution seeks the approval of the members for the appointment of Mr. Vikram Singh Mehta as an Independent Director of the Company upto August 10, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder.

Copy of the draft letter for appointment of Mr. Vikram Singh Mehta as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours

on any working day, excluding Saturday between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.

The Board considers that his association would be of immense benefit to the Company as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Vikram Singh Mehta as an Independent Director, for the approval of the members.

Except Mr. Vikram Singh Mehta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No.8

Mr. R. Venkatachalam, [B. Com., F.C.A.], aged 57 Years, is a qualified chartered accountant, with more than three decades of post-qualification experience in handling finance, taxation, corporate law, accounts, commercial and project implementation, cost control and related matters. He has also been associated with many corporate revivals, project implementation, mergers and acquisitions and corporate restructuring of companies in a variety of industries.

His earlier association with the Company started in year 1999 as Senior Vice President. Then he was the Director - Finance & CFO of the Company from March 2001 to March 2006. Thereafter, he was Non-executive Director till March 2009 and then he was Independent Director of the Company till September 2012.

At present, he is on the Board of Shree Mother Plast India Private Limited and Shree Mother Capfin and Securities Private Limited promoted by him and holds more than 2% shareholding in these two companies.

He together with his spouse holds 2,500 equity shares in the Company.

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. R. Venkatachalam as an Additional Director of the Company with effect from 11th August, 2014. He is also Chairman of the Audit Committee of the Company.

In terms of the provisions of Section 161(1) of the Act, Mr. R. Venkatachalam would hold office upto the date of the ensuing Annual General Meeting.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term upto 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. R. Venkatachalam for the office of Director of the Company.

The Company has received from Mr. R. Venkatachalam (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

His brilliance and knowledge, coupled with his deep business perspective will bring added value to the Company. In the opinion of the Board, Mr. R. Venkatachalam fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. R. Venkatachalam is independent of the management.

The resolution seeks the approval of the members for the appointment of Mr. R. Venkatachalam as an Independent Director of the Company upto August 10, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder.

Copy of the draft letter for appointment of Mr. R. Venkatachalam as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.

The Board considers that his association would be of immense benefit to the Company as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. R. Venkatachalam as an Independent Director, for the approval of the members.

Except Mr. R. Venkatachalam, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 9

Mrs. Anna Malhotra is a Non-Executive Independent Director of the Company. She joined the Board of Directors of the Company on 14th June, 1993.

Mrs. Anna Malhotra is a Member of Stakeholders Relationship Committee of the Board of Directors of the Company. She was the Chairperson of the Audit Committee.

Mrs. Anna Malhotra, [M.A. Hons.], aged 86 years, now retired, is the first lady who entered the Indian Administrative Service (I.A.S.) in 1951 and had held various positions in the Government of India, including that of Secretary of the Ministry of Agriculture and Education and Chairperson of the Jawaharlal Nehru Port Trust, the high-tech port of India based in Mumbai.

At present, she is also on the Board of Simplex Realty Limited, a listed company, and is a member of its Audit Committee.

Mrs. Anna Malhotra holds 2,500 equity shares of ₹ 2 each in the Company.

Mrs. Anna Malhotra is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mrs. Anna Malhotra being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. A notice has been received from a member proposing Mrs. Anna Malhotra as a candidate for the office of Director of the Company.

The Company has received from Mrs. Anna Malhotra (i) consent in writing to act as director in Form DIR - 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of the members for the appointment of Mrs. Anna Malhotra as an Independent Director of the Company upto March 31, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. She is not liable to retire by rotation.

In the opinion of the Board, Mrs. Anna Malhotra fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mrs. Anna Malhotra as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mrs. Anna Malhotra as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Anna Malhotra as an Independent Director, for the approval of the members.

Except Mrs. Anna Malhotra, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 10

Dr. K. U. Mada has been a Non-Executive Independent Director of the Company since 29th January, 2000. He has been Chairman of the Stakeholders Relationship Committee and Member of the Audit Committee.

Dr. K. U. Mada, aged 80 years, is an eminent Economist and former development banker. He holds M.A. and Ph.D. (Economics) degrees and also Dip. in Fin. Mgt. and FICA. He was on the Faculty of Economics in Jai Hind College (Bombay University) for 7 years and was a guest faculty at management institutes. He was with the Reserve Bank of India and the Industrial Development Bank of India (IDBI) for 27 years; he was Executive Director of IDBI and was also functioning as CMD of a bank. Dr. Mada has been on the boards of directors of several financial institutions and corporate bodies, including as a Member of the Board of Governors of the MDI, Gurgaon. He was Chairman/Member of several expert committees constituted by the Government of India/IDBI or other financial institutions. He has been a participant and speaker at several international conferences on management, corporate and economic affairs.

He has been author of books, including 'A Journey Through Development Banking' and also articles and comments in several leading journals and newspapers.

He is presently on the Boards of Directors and Board-constituted Committees of other companies, as follows:

	Name of the Company	Membership of Committees
1	Lupin Limited	Audit Committee - Chairman Investors Grievances Committee – Member
2	PCI Limited	Audit Committee - Member Investors Grievances Committee – Chairman
3	Tamilnadu Petroproducts Limited	Audit Committee – Member

Dr. K. U. Mada holds 11,500 equity shares of ₹ 2 each in the Company.

In view of his wide and extensive experience in relevant fields, it would be of great benefit to the Company to avail of his expertise as a banker.

He is not related to any other directors of the Company.

Dr. K. U. Mada retires by rotation at the Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Dr. K. U. Mada being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. A notice has been received from a member proposing Dr. K. U. Mada as a candidate for the office of Director of the Company.

The Company has received from Dr. K. U. Mada (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is

not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of the members for the appointment of Dr. K. U. Mada as an Independent Director of the Company upto March 31, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board, Dr. K. U. Mada fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Dr. K. U. Mada as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday between 11.00 a.m. and 1.00 p.m. up to the date of the meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Dr. K. U. Mada as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Dr. K. U. Mada as an Independent Director, for the approval of the members.

Except Dr. K. U. Mada, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested, financially or otherwise, in the resolution set out at Item No.10. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 11

Mr. Vijay Amritraj is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 3rd August, 1983.

Mr. Vijay Amritraj, [B. Com, D. Lit (Hons.)], aged 60 years, has been India's captain of the Davis Cup team and is a renowned international tennis player and, more recently, television entrepreneur. He was also appointed an international peace ambassador by the U.N. Secretary General.

He is also on the Board of California Auto Sale Private Limited and Second Serve Private Limited.

Mr. Vijay Amritraj holds 60,105 equity shares (0.01%) of ₹ 2 each in the Company.

Mr. Vijay Amritraj is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Vijay Amritraj being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. A notice has been received from a member proposing Mr. Vijay Amritraj as a candidate for the office of Director of the Company.

The Company has received from Mr. Vijay Amritraj (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013

The resolution seeks the approval of the members for the appointment of Mr. Vijay Amritraj as an Independent Director of the Company upto March 31, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board, Mr. Vijay Amritraj fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an

Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Vijay Amritraj as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Vijay Amritraj as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Vijay Amritraj as an Independent Director, for the approval of the members.

Except Mr. Vijay Amritraj, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 11. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchanges.

Item No. 12

Mr. Anil Harish is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 13th April, 1998.

Mr. Anil Harish is a Member of the Audit Committee of the Board of Directors of the Company.

Mr. Anil Harish, [B.A., LL.B, LL.M (USA)], aged 60 years, has over thirty years of experience. He is a partner of M/s. D.M. Harish & Co., a renowned firm of advocates specialized inter alia in real estate, international investments, corporate law and taxation matters. He is also associated with a number of trade and professional bodies in various capacities. He has written several articles for various newspapers and magazines and is a renowned speaker on matters which include real estate, taxation and collaborations, at domestic and international levels.

At present, he is on the Board of the following other companies and Committees thereof:

	Name of the Company	Membership in Committees
1.	Ador Welding Limited	Audit Committee - Chairman
2.	Unitech Limited	Audit Committee - Member
3.	Hinduja Ventures Limited	Audit Committee - Chairman
4.	Advani Hotels & Resorts (India) Limited	-
5.	Mahindra Lifespace Developers Limited	Audit Committee - Member
6.	Mukta Arts Limited	-
7.	Hinduja Global Solutions Limited	Audit Committee - Chairman
8.	Future Consumer Enterprise Limited	Audit Committee - Member
9.	Ashok Leyland Limited	Audit Committee - Chairman
10.	Oberoi Realty Limited	Audit Committee - Member
11.	Valecha Engineering Limited	Audit Committee - Member
12.	Future Retail Limited	-
13.	Hinduja Leyland Finance Limited	-
14.	Astoria Maritime Private Limited	-

	Name of the Company	Membership in Committees
15.	Cenmar Maritime Agencies (India) Private Limited	-
16.	Freight Connection (India) Private Limited	-
17.	Helpyourngo.com India Private Limited	-
18.	Mordril Properties (India) Private Limited	-
19.	Oasis Preprint Services Private Limited	-
20.	Trans Atlantic Consultants Private Limited	-

Mr. Anil Harish does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. Anil Harish is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Anil Harish being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. A notice has been received from a member proposing Mr. Anil Harish as a candidate for the office of Director of the Company.

The Company has received from Mr. Anil Harish (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of the members for the appointment of Mr. Anil Harish as an Independent Director of the Company upto March 31, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board, Mr. Anil Harish fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Anil Harish as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Anil Harish as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Anil Harish as an Independent Director, for the approval of the members.

Except Mr. Anil Harish, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 12. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchanges.

Item No. 13

Mr. M. Madhavan Nambiar is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 21st December, 2011.

Mr. Madhavan Nambiar is a Member of Audit Committee of the Board of Directors of the Company.

Mr. Madhavan Nambiar, (M.B.A.), aged 63 years, is retired Indian Administrative Service officer. He retired as the Secretary to the Government of India in the Ministry of Civil Aviation, where he was closely involved in the airport privatization programs, especially in the metros of Delhi, Mumbai, Hyderabad and Bangalore. Earlier, he held posts as Secretary in the Ministry of Information Technology, as Chairman and Managing Director of ELCOT and also TIDCO in the State of Tamil Nadu. He is a fellow at the Judge Business School, Cambridge University. At present he is the Chairman of C-DOT Alcatel Lucent Research Centre Pvt. Limited.

He is also on the Board of the following other companies and committees thereof:

	Name of the Company	Membership in Committees
1	Rediff.com India Limited	Audit Committee – Member
2	Kerala State Industrial Development Corporation Ltd.-State Govt. Nominee	-
3	Punj-Lloyd Limited	-
4	Catholic Syrian Bank Limited	Audit Committee – Member
5	Loyal Textile Mills Limited	-
6	C-DOT Alcatel Lucent Research Centre Private Limited - Chairman	-
7	Air Works India (Engineering) Private Limited	-
8	Indian Institute of Information Technology and Management Kerala- Chairman	-

Mr. Madhavan Nambiar does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. Madhavan Nambiar is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Madhavan Nambiar being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. A notice has been received from a member proposing Mr. Madhavan Nambiar as a candidate for the office of Director of the Company.

The Company has received from Mr. Madhavan Nambiar (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013

The resolution seeks the approval of the members for the appointment of Mr. M. Madhavan Nambiar as an Independent Director of the Company upto March 31, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board, Mr. Madhavan Nambiar fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Madhavan Nambiar as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.

The Board considers that his continued association would be of immense benefit

to the Company and it is desirable to continue to avail the services of Mr. Madhavan Nambiar as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Madhavan Nambiar as an Independent Director, for the approval of the members.

Except Mr. Madhavan Nambiar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 13. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 14

The Company proposes to issue such number of equity shares of ₹ 2 each aggregating ₹ 35 crores, to a promoter group entity at an issue price including such premium not less than the price to be determined as per SEBI ICDR Regulations. The proposed issue is in the larger interest of the Company and it has been approved by the Board at its meeting held on 27th May, 2014. The Directors place before the members the resolution as proposed and seek under Section 62 of the Companies Act, 2013, their consent and authority to issue shares as contemplated. In compliance with the provisions of Regulation 72 and 73 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended and the Companies Act, 2013, the following further details are being furnished:

(a) Object of the preferential issue

The object of the issue is to meet the debt service obligations.

(b) The proposal of the promoters / directors / key management personnel of the Company to subscribe to the offer

Promoters through their existing body corporate, Rockfort Estate Developers Private Limited, intend to subscribe to the equity shares proposed to be issued under this preferential offer. Directors and key managerial personnel or their relatives do not intend to subscribe to the equity shares in their personal capacities.

(c) The shareholding pattern of the Company before and after the preferential issue

Sr. No.	Category	Pre-issue*		Post Issue**	
		No. of Equity Shares held	% of Share holding	No. of Equity Shares held	% of Shareholding
A	Promoters' holding				
1	Indian Promoters:				
	Individuals	12,45,200	0.28	12,45,200	0.27
	Bodies Corporate	28,19,39,267	62.43	29,59,67,323	63.56
2	Foreign Promoters	0	0.00	0	0.00
	Sub Total (A)	28,31,84,467	62.71	29,72,12,523	63.83
B	Non-Promoters' holding				
1	Institutional Investors	2,46,95,523	5.47	2,46,95,523	5.30
2	Non-Institution:				
	Private Bodies Corporate	6,79,28,169	15.04	6,79,28,169	14.59

Sr. No.	Category	Pre-issue*		Post Issue **	
		No. of Equity Shares held	% of Share holding	No. of Equity Shares held	% of Shareholding
	Directors and relatives	4,49,105	0.10	4,49,105	0.10
	Indian Public	6,20,50,339	13.74	6,20,50,339	13.33
	Others (including NRIs)	1,33,04,989	2.95	1,33,04,989	2.86
	Sub Total (B)	16,84,28,125	37.29	16,84,28,125	36.17
	GRAND TOTAL	45,16,12,592	100	46,56,40,648	100

* based on the beneficiary positions in the shares of the Company as on 8th August, 2014, as provided by the depositories.

- ** (i) The number of shares to be allotted is calculated on the basis of issue price as on 8th August, 2014 in terms of pricing formula of Chapter VII of SEBI ICDR Regulations and the same has been considered only for the purpose of disclosing the pre and post issue shareholding pattern. Total number of shares to be allotted, the shareholding pattern and the issue price, on the basis of actual relevant date i.e. 19th August, 2014, may accordingly increase or decrease. However, the value of the total number of shares so issued (including premium) at a price to be determined in accordance with Chapter VII of SEBI ICDR Regulations will not exceed ₹ 35,00,00,000 (Rupees Thirty Five Crores Only).
- (ii) Assuming full allotment of Equity Shares on preferential allotment basis.
- (iii) Post-issue shareholding pattern may vary due to changes in the beneficiary position.
- (d) **Identity of the proposed allottee, number of shares proposed to be issued and percentage of post preferential issue capital that may be held by proposed allottee**

Name of the Proposed allottee	Pre-issue shareholding		Equity shares proposed to be allotted	Post-issue shareholding	
	No. of Equity Shares	Percentage of Capital		No. of Equity Shares*	Percentage of Capital*
Rockfort Estate Developers Private Limited	3,29,61,460	7.30	1,40,28,056	4,69,89,516	10.09

* Assuming full allotment of Equity Shares on preferential basis. The number of shares to be allotted is calculated on the basis of issue price as on 8th August, 2014 in terms of pricing formula of Chapter VII of SEBI ICDR Regulations and the same has been considered only for the purpose of disclosing the pre and post issue shareholding pattern.

Total number of shares to be allotted, the shareholding pattern and the issue price, on the basis of actual relevant date i.e. 19th August, 2014, may accordingly increase or decrease.

- (e) **The natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee:**

Rockfort Estate Developers Private Limited, the proposed allottee, is under

the ultimate control of the Promoters of the Company namely, Mr. Vivek Nair, Chairman & Managing Director, Mr. Dinesh Nair, Co-Chairman & Managing Director and Mrs. Madhu Nair, Director and their relatives. The proposed allottee, in terms of the Regulations, is not disqualified to acquire the equity shares proposed to be offered to them.

- (f) **Proposed time within which the allotment shall be completed**

The allotment of equity shares shall be completed, within a period of 15 days from the date of passing of the resolution by the Members provided that where the allotment is pending on account of pendency of any approval from any regulatory authority or the Central Government, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of such approvals.

- (g) **Change in control of the Company**

As a result of the proposed preferential allotment of equity shares, there will be no change in the control of the Company.

- (h) **Pre-issue holding of shares, non-disposal of shares by the proposed allottee and lock-in period of equity shares**

The proposed allottee has not sold the Company's shares during the six months period prior to the relevant date and hence is eligible for allotment of shares on preferential basis.

The equity shares allotted to the proposed allottee shall be subject to 'lock-in' period of 3 years from the date of Trading Approval in terms of SEBI ICDR Regulations.

The entire pre preferential allotment shareholding of the proposed allottee shall be locked in terms of SEBI ICDR Regulations.

- (i) **Compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

The provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Code") are not attracted for this issue and therefore the proposed allottee is not required to make an open offer or comply with formalities related to an open offer for this preferential issue except the specific disclosures as may be required to be furnished as per the Takeover Code.

- (j) **Undertakings**

In terms of SEBI ICDR Regulations, the Company hereby undertakes that:

- (i) It shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so.
- (ii) If the amount payable on account of re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by allottee.

- (k) **Auditor's Certificate**

A certificate from M/s. Picardo & Co., Chartered Accountants, Statutory Auditor, certifying that the proposed issue of equity shares is in accordance with Chapter VII of SEBI ICDR Regulations, will be obtained and made available for inspection at the Registered Office of the Company.

- (l) **Approval under the Companies Act, 2013**

Pursuant to the provisions of Section 62 of the Companies Act, 2013, any offer or issue of shares in a company to persons other than the holders of the equity shares of a company or to such holders otherwise than in proportion to the capital paid up, requires prior approval of the shareholders in general

meeting by a Special Resolution. Accordingly, in respect of proposed equity shares to be allotted to Rockfort Estate Developers Private Limited, a promoter group entity requires the shareholders' approval. The Board recommends the resolution for approval in accordance with the requirements of Section 62 of the Companies Act, 2013 read with the SEBI ICDR Regulations for preferential issues.

(m) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

During the financial year 2013-14, the Company has allotted only 329,61,460 Equity Shares of ₹ 2 each a premium of ₹ 17.72 to Rockfort Estate Developers Private Limited, promoter group entity, on preferential basis.

(n) Pricing of the issue and Relevant Date with reference to which price will be arrived at

The pricing of the Equity Shares to be allotted on preferential basis shall not be lower than the price determined in accordance with Chapter VII of SEBI ICDR Regulations. SEBI ICDR Regulations provide that the issue of shares on a preferential basis can be made at a price not less than the higher of the following:

i) The average of the weekly high and low of the closing prices of the shares quoted on the stock exchange during the six months preceding the relevant date; or

ii) The average of the weekly high and low of the closing prices of the shares quoted on a stock exchange during the two weeks preceding the relevant date.

The Relevant Date for the purpose of pricing of the Equity Shares to be allotted shall be 19th August, 2014 being the date which is 30 days prior to the date of this meeting. The price shall be determined on the basis of the quotes available on the web-site of National Stock Exchange, being the Stock Exchange having the highest trading volume during the preceding six months prior to the relevant date.

Mr. Vivek Nair, Mr. Dinesh Nair and Mrs. Madhu Nair, directors, and their relatives holds more than 2% of Equity Shares in the proposed allottee and shall be deemed to be concerned or interested to the extent of allotment of shares as they are members, promoters and / or Directors of Rockfort Estate Developers Private Limited, the proposed allottee.

Except the above named directors, none of the other directors and / Key Management Personnel of the Company and their relatives shall be deemed to be concerned or interested in passing of the above resolution. The Board recommends the resolution for the approval of the members.

Item No. 15

The Company has built super luxury hotels in Udaipur, Delhi and Chennai with a total investment of about ₹ 3,500 Crores. Further, the Company has also invested about ₹ 350 Crores in land in Pune, Hyderabad, Bangalore, Agra and Ashtamudi, and about ₹ 150 Crores for a business park in Chennai. These investments were planned to be funded by a combination of equity and debt and accordingly FCCBs of about USD 100 million and Euro 60 million were issued. However, due to depressed equity market, the FCCBs did not get fully converted to equity and the Company had to redeem the said FCCBs. The Company had a debt of ₹ 4,905.02 Crores, as on 31st March, 2014.

The Company is taking various steps to reduce its debt. Further, the Company will also require funds to meet the normal capital expenditure, expenditures for renovations and expansions as well as to pursue new opportunities, organic and inorganic growth, and also promotional as well as brand building exercise and for general corporate purposes. The Board of Directors of the Company has been exploring various fund raising options. The funds so raised will strengthen

the capital base for the above purposes and for any other purpose related to the business of the Company as the Board may in its absolute discretion deem fit. One of the options available for the Company to raise funds is by way of issue of equity / equity linked instruments.

Accordingly, the Company proposes to create, offer, issue and allot Securities, including the Equity Shares or GDRs, ADRs, represented by Equity Shares of the Company, FCCBs, partially / fully convertible debentures convertible into Equity Shares, preference shares and such other securities through various modes which may include public issue(s), private placement(s), including placement of Equity Shares to qualified institutional buyers (as defined in the ICDR Regulations) in accordance with Chapter VIII of the ICDR Regulations, or a combination thereof at such time or times, as stated in the resolution, for an amount not exceeding ₹ 1,000 crores (including premium) at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc. as may be deemed appropriate by the Board at its absolute discretion, including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead managers to be appointed.

Accordingly, the detailed terms and conditions for the offer will be determined by the Board in its sole discretion and in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

Pursuant to Section 62 of the Companies Act, 2013 and the listing requirements of the Stock Exchanges, whenever it is proposed to increase the subscribed capital of a company by a further issue and allotment of shares, such shares needs to be offered to the existing shareholders in the manner laid down in the said section unless the shareholders decide otherwise in a general meeting. The Company makes the following disclosures pursuant to Rule 13 (2) (d) of the Companies (Share Capital and Debentures) Rules, 2014 in this explanatory statement:

(i) Objects of the issue:

To repay part of the debts, to meet normal capital expenditure, renovations, expansions, and new opportunities for growth, promotional as well as brand building exercise and for general corporate purposes.

(ii) Total number of shares or other securities to be issued:

Securities worth upto ₹ 1,000 crores (including premium) will be allotted and issued. The details of such number of Securities can only be decided when the type of issue, price and the prospective investors are finalized in accordance with the SEBI rules and regulations on or prior to the issue of Securities.

(iii) Price or price band at/within which the allotment is proposed:

Price band will be determined in accordance with applicable laws and regulations including SEBI rules and regulations on or prior to the issue of Securities.

(iv) Basis on which the price has been arrived at along with report of the registered valuer:

Such securities will be valued as per the applicable law including SEBI rules and regulations applicable at the time of issue of the Securities.

(v) Relevant date with reference to which the price has been arrived at:

Relevant date will be determined in accordance with the applicable law including SEBI rules and regulations applicable at the time of issue of Securities.

(vi) **Class or classes of persons to whom the allotment is proposed to be made:**

At this juncture, the class or classes of persons to whom the allotment is proposed is not definitely identified. Such persons will be identified on or prior to the date of issue of such Securities in accordance with applicable law including SEBI rules and regulations applicable to the Company.

(vii) **Intention of promoters, directors or key managerial personnel to subscribe to the offer:**

At this point in time, the proposed allottees of Securities have not been decided and hence these details cannot be determined at this point.

(viii) **Proposed time within which the allotment shall be completed:**

Proposed time of completion of allotment will be determined in accordance with the applicable law including SEBI rules and regulations prior to the issue of Securities, once the type of Securities to be issued are decided. However it is intended that this resolution be acted upon within one year from the date of the resolution.

(ix) **Names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:**

Depending on the type of Securities issued and the persons to whom it is issued in accordance with applicable law including SEBI rules and regulations, the post preferential offer capital and names of the proposed allottees will be determined. At this juncture, it is not possible to determine the post preferential offer capital of the Company or of the proposed allottees.

(x) **Change in control, if any, in the company that would occur consequent to the offer:**

Depending on the type of Securities and the persons to whom such securities would be offered, at this juncture, it is not possible to determine the same.

(xi) **Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

During the financial year 2013-14, the Company has allotted only 329,61,460 Equity Shares of ₹ 2 each a premium of ₹ 17.72 to Rockfort Estate Developers Private Limited, promoter group entity, on preferential basis.

(xii) **Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

There will be no Securities issued for consideration other than cash.

(xiii) **The pre-issue and post issue shareholding pattern of the company:**

Depending on the type of Securities issued in accordance with applicable law including SEBI rules and regulations, the pre and post shareholding pattern will be determined. At this stage this cannot be determined.

The consent of the shareholders is therefore being sought pursuant to provisions of Section 62 and other related provisions of the Act and the listing agreements entered into with the stock exchanges, authorizing the Board to raise additional capital by further issue of equity shares, equity linked securities in such manner or on such terms as the Board may deem fit as proposed in the resolution. The raising of capital pursuant to this resolution is subject to force-majeure circumstances and conducive capital market environment.

The Directors recommend the resolution for approval of the members of the Company.

None of the Key Managerial Personnel (KMP), Directors of the Company or their relatives are concerned or interested in the proposed resolution except to the extent of his/her holding of equity shares and to the extent of his/her subscribing to equity shares/equity linked securities if and when issued as also to the extent of subscription by a financial institution / company / body corporate in which the KMP, Director or his / her relative may be directly or indirectly interested.

Item No. 16 and 17

The members of the Company at the Annual General Meeting held on 30th September, 1999 passed a special resolution for appointment of upto 18 eighteen directors on the Board of the Company (excluding Debenture and Alternate Directors) and, upon receipt of the approval of the Central Government under Section 259 of the Companies Act, 1956, Article 117 of the Articles of Association of the Company was amended accordingly to provide for a maximum of eighteen directors.

However, upon the enactment of new Companies Act, 2013, Section 149(1)(b) of the Act stipulates that every company shall have a maximum of 15 (fifteen) directors, provided that a company may appoint more than fifteen directors after passing a special resolution.

Currently, the Company has 15 directors. While providing for a maximum of upto eighteen directors may not be required, in view of the business requirements and the obligations under Clause 49 of the Listing Agreement in relation to the composition of the Board, in order to have an optimum combination of executive and non-executive directors it is proposed to increase the maximum number of directors of the Company from 15 (fifteen), as stipulated under Section 149(1)(b) of the Companies Act, 2013, to 16 (sixteen), in accordance with the requirements of the said section.

Pursuant to the proposed increase in the maximum number of directors of the Company from fifteen to sixteen, as stipulated under Section 149(1)(b) of the Companies Act, 2013, the provisions of the existing Article 117 of the Articles of Association of the Company would be required to be amended to reflect that the maximum number of directors is sixteen. Therefore, it is proposed to amend the Articles of Association of the Company by deleting the existing Article 117 and substituting with new Article 117, to provide for the maximum number of directors of the Company being sixteen, subject to the requirements of the Companies Act, 2013.

The Board recommends the resolution at Item No.16 for the approval of the members of the Company as a special resolution, in terms of Section 149 of the Companies Act, 2013. The Board further recommends the resolution at Item No. 17 for the approval of the members of the Company as a special resolution, in terms of Section 14 of the Companies Act, 2013.

A copy of the Articles of Association of the Company together with the proposed alteration is available for inspection by the members at the Registered office of the Company during normal business hours on any working day, excluding Saturday between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.16 and Item No.17.

By order of the Board of Directors
For Hotel Leelaventure Limited

Dinesh Kalani
Company Secretary

Registered Office:
The Leela Mumbai
Sahar
Mumbai - 400 059
Mumbai, 11th August, 2014
CIN: L55101MH1981PLC024097

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES

Name of the Director	Date of Birth	Number of shares held	Expertise in Specific Functional areas	Qualifications	List of Companies in which outside Directorships held	Chairmanships / Memberships of Committees of other companies (includes only Audit Committee and Shareholders/ Investors Grievance Committee)
Mrs. Madhu Nair	01.11.1961	360	Interior design and project Coordination	B. A. (Hons.)	Leela Lace Holdings Private Limited	NIL

Disclosure in terms of Clause 49(IV)(G) of the Listing Agreement

Mrs. Madhu Nair is closely related to Mr. Dinesh Nair, Co-Chairman & Managing Director and Mr. Vivek Nair, Chairman & Managing Director.