

NOTICE

NOTICE is hereby given that the THIRTY FIFTH ANNUAL GENERAL MEETING of HOTEL LEELAVENTURE LIMITED will be held at Shree Bhaidas Maganlal Sabhagriha, U-1, Juhu Vile Parle Development Scheme, Vile Parle West, Mumbai 400 056 on Tuesday, 20th September, 2016 at 10.30 A.M. to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt:
 - the Audited Financial Statement of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and the Auditors thereon;
 - the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2016 and the report of the Auditors thereon.
- To appoint a Director in place of Mrs. Madhu Nair (DIN: 00011223), who retires by rotation and, being eligible, offers herself for re-appointment.
- 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 Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s. Picardo & Co, Chartered Accountants (Registration No. 107917W), who have offered themselves for reappointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed 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 of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and reimbursement of out of pocket expenses incurred by them in connection with the audit of the Accounts of the Company.”

By order of the Board of Directors
For Hotel Leelaventure Limited

Anandghan Bohra
Company Secretary

Registered Office:

The Leela, Sahar Mumbai - 400 059
CIN: L55101MH1981PLC024097
Mumbai, 26th May, 2016

NOTES FOR MEMBERS' ATTENTION:

- A member eligible 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.
- 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.

- 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.
- The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 17th September, 2016 to Tuesday, the 20th September, 2016 (both days inclusive) for the purpose of Annual General Meeting.
- Members are requested to:
 - 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;
 - consolidate shareholding in multiple folios in the same name or in the same order of names into a single folio;
 - 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, in respect of their physical shares, if any, quoting their folio number;
 - 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.
- 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 and the depository participant identification number. Members / Proxies are also requested to bring their copy of the Annual Report to the Meeting.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the 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.
- 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.
- 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.

10. 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.
11. 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 2007-08 to the IEPF. Members who have not yet encashed the dividend warrant(s) for the financial year 2008-09 or onwards, are requested to send their claim to the Company/ Registrar, for issue of pay order / demand draft in lieu thereof, after verification. 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 and on the Company's web-site also.
12. Electronic copy of the Annual Report for the financial year 2015-16 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(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.
13. Electronic copy of the Notice of the 35th 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 Participant(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 35th 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.
14. Please note that the Notice of the 35th Annual General Meeting and the Annual Report for the financial year 2015-16 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: einward.ris@karvy.com.
15. Process and manner for members opting for e-voting are as under:
 - I. **In case of Members receiving an e-mail from Karvy Computershare Private Limited (for members whose e-mail addresses are registered with the Company/Depository Participant(s))**
 - a. Launch an internet browser by typing the URL:<https://evoting.karvy.com>.
 - b. Enter the login credentials (i.e. User ID and password). Your Folio No. or DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If you required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
 - c. After entering the above details Click on - Login.
 - d. You will now reach password change menu, wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.) The system will also prompt you to update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - e. You need to login again with the new credentials.
 - f. On successful login, the system will prompt you to select the E-Voting Event Number for Hotel Leelaventure Limited.
 - g. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - h. Members holding shares under multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
 - i. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - j. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - k. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have not voted on the Resolution(s).
 - l. Corporate/ Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to Scrutinizer at e-mail ID: vsundaramfcs1@hotmail.com with a copy marked to evoting@karvy.com. The scanned images of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

II. In case a member receives physical copy of the Notice of Annual General Meeting and Attendance Slip

- a. User ID and initial password is provided in Attendance Slip.
 - b. Please follow all steps from Sr. No. (a) to (l) as mentioned in (l) above, to cast your vote.
 - c. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast vote again.
 - d. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 13th September, 2016. The remote e-voting period shall commence at 9.00 a.m. on Saturday, the 17th September, 2016 and will end at 5.00 p.m. on Monday, the 19th September, 2016. The remote e-voting module shall be disabled by Karvy at 5.00 p.m. on 19th September, 2016.
- V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 5th August, 2016, may obtain the login ID and password by sending a request at evoting@karvy.com.
- VI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VIII. Mr. V. Sundaram, Practising Company Secretary (Membership No. 2023) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- X. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, to the Chairman or a

person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.theleela.com and on the website of Karvy immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited & National Stock Exchange of India Limited, Mumbai.
16. (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 within the prescribed time 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.
17. Additional information of a director seeking re-appointment in terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

Name of the Director	Mrs. Madhu Nar (DIN 00011223)
Brief resume of the director	Mrs. Madhu Nair {B.A. (Hons.) Sociology}, aged 54 years, has a wide and varied experience in the field of interior design and project coordination spanning over two decades. She is a promoter director and joined the Board on 28 th September, 2001.
Expertise in specific functional areas	Interior design and project coordination
Other Directorships in listed companies and membership of Committees	Nil
No. of shares held in the Company	350 shares

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

Except Mrs. Madhu Nair, Mr. Dinesh Nair and Mr. Vivek Nair, no other Director and Key Management Personnel or their relatives are in any way interested or concerned in the resolution.

The Board recommends the resolution for the approval of the members.



THE LEELA
PALACES HOTELS RESORTS

HOTEL LEELAVENTURE LIMITED
CIN: L55101MH1981PLC024097

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

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

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Folio No. / Client Id and DP ID:

Name of the member(s):

Registered address:

E-mail Id:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:, or failing him

3. Name:

Address:

E-mail Id:

Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on 20th day of September, 2016 at 10.30 a.m. at Shree Bhaidas Maganlal Sabhagriha, U-1, Juhu Vile Parle Development Scheme, Vile Parle West, Mumbai- 400 056 and at any adjournment thereof in respect of such resolutions as are indicated below:

Reso. No.	Description	For*	Against*
1	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2016		
2	To appoint a Director in place of Mrs. Madhu Nair, who retires by rotation and, being eligible, offers herself for re- appointment		
3	Re-appointment of M/s. Picardo & Co., Chartered Accountants, as Statutory Auditors and fixing of their remuneration		

Signed this..... day of..... 2016

Signature of shareholder

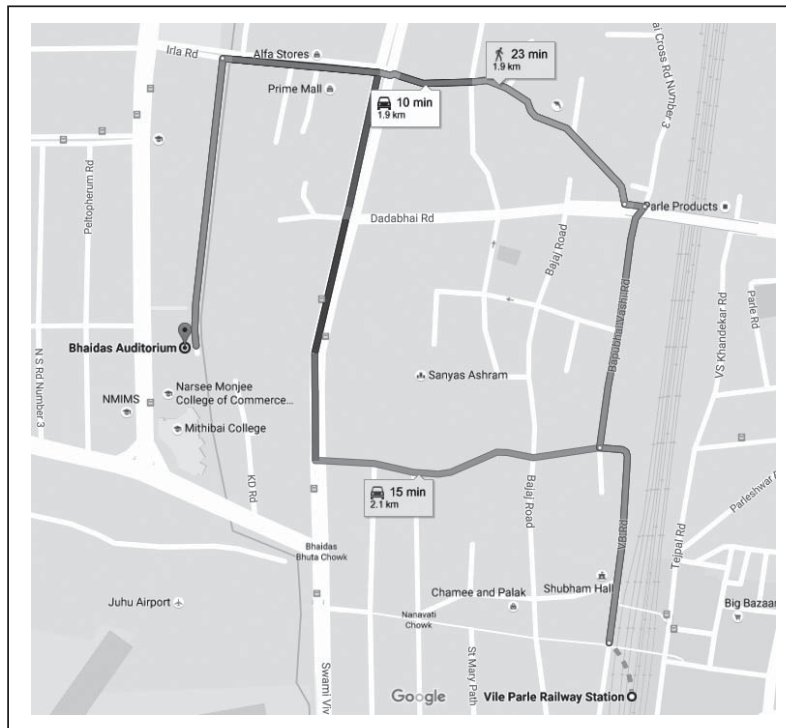
Affix revenue stamp

Notes:

- * 1. Please put a '√' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
3. This form of Proxy, to be effective, should be deposited at the Registered Office of the Company at The Leela, Sahar, Mumbai - 400 059 not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.

Route Map to the AGM Venue

Venue : Shree Bhaidas Maganlal Sabhagriha, U-1, Juhu Vile Parle Development Scheme, Vile Parle West, Mumbai 400 056



Landmark : Near Mithibai College.
Distance from Vile Parle Station : 2.1 Km.
Distance from Andheri Station : 2.5 Km.



THE LEELA

PALACES HOTELS RESORTS

HOTEL LEELAVENTURE LIMITED

CIN: L55101MH1981PLC024097

Registered Office: The Leela, Sahar, Mumbai -400059

Tel. +91 22 6691 1182 / 83; Fax: 022-6691 1458;

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

BALLOT FORM

1. Name and Registered Address :
of the Sole / First named
Shareholder
2. Name(s) of Joint Holder(s), (If
any)
3. Registered Folio No./
DP ID No. and Client ID No.
4. No. of Share(s) held
5. I / We hereby exercise my / our vote(s) in respect of the resolutions set out in the notice of the 35th Annual General Meeting of the Company to be held on 20th September, 2016 by recording my / our assent or dissent to the said Resolutions by placing tick (✓) mark in the appropriate box below:

Reso. No.	Description	No. of Shares	For	Against
			I/We assent to the resolutions	I/We dissent to the resolutions
1	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2016			
2	To appoint a Director in place of Mrs. Madhu Nair, who retires by rotation and, being eligible, offers herself for re- appointment			
3	Re-appointment of M/s. Picardo & Co., Chartered Accountants, as Statutory Auditors and fixing of their remuneration			

Place:

Date:

Signature

INSTRUCTIONS

General Instructions:

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility, to enable them to send their assent or dissent by post.
2. A Member can opt for only one mode of voting, i.e. either by e-voting or through Ballot. In case of Member(s) who cast their votes by both modes, then voting done through e-voting shall prevail and the Ballot Form of that Member shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Annual General Meeting (AGM) Notice.
4. Facility of voting through Poll paper shall also be made available at the AGM. Members attending the AGM, who have not already cast their vote by remote e-voting or through Ballot Form shall be able to exercise their right at the AGM.
5. The Scrutinizer will collate the votes cast at the AGM, 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 AGM Notice.
6. Members who have cast their vote by remote e-voting or through Ballot Form prior to the AGM may also attend the AGM, but shall not be entitled to vote again at the AGM.

Process and manner for Members opting to vote by using the Physical Ballot Form:

1. Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. V. Sundaram, Practicing Company Secretary, in the enclosed self-addressed prepaid envelope. The envelope bears the name and address of the Registered Office of the Company, and is to the attention of the Scrutinizer. However, envelopes containing the Ballot Form(s), if deposited in person or sent by courier or registered / speed post at the expense of the Member, will also be accepted.
2. The Form should be signed by the Member as per the specimen signature registered with the Company / Depository Participants. In case of joint holding, the Form should be completed and signed by the first named Member and in his/ her absence, by the next named joint holder. There will be one Form for every Folio/ Client ID irrespective of the number of joint holders. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA or enclosing an attested copy of the POA. Exercise of vote is not permitted through proxy.
3. For shares held by Financial Institutions, companies, bodies corporate, trusts, societies, etc. the duly completed Form should be accompanied by a certified true copy of the Board Resolution/ Authorization together with attested specimen signature(s) of the duly authorized signatory(ies).
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided for assent/ dissent. Members may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed the Member's total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" in case of any resolution, it will be treated as "ABSTAIN" for that resolution and the shares held will not be counted under either head.
5. 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 13th September, 2016 ("Cut-Off Date") as per the Register of Members of the Company and as informed to the Company by the Depositories in case of Beneficial Owners. A person whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by Depositories as on the Cut-Off Date only shall be entitled to cast their vote.
6. Duly completed Forms should reach the Scrutinizer not later than the close of working hours (5.00 p.m.) on 19th September, 2016. Ballot Forms received after this date will be strictly treated as if the reply from the Members has not been received.
7. A Member may request for a duplicate Ballot Form, if so required. However, the duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date specified at Sr. No.6 above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favour or against or if the signature cannot be verified.
9. The Scrutinizer's decision on the validity of a Ballot will be final.
10. Members are requested not to send any other paper along with the Ballot Form in the enclosed self-addressed envelope as all such envelopes will be sent to the Scrutinizer and any other paper found in such envelope would be destroyed by him. They are also requested not to write anything on the Ballot Form except giving their assent or dissent and putting their signature.
11. The results of the voting shall be declared not later than two days from the conclusion of the Annual General Meeting of the Company. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.theleela.com and communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd. and National Stock Exchange of India Ltd.
12. Members may address any query to the Company Secretary, at Tel. No. 91 22 6691 1182 / 83; Fax No. 91 22 6691 1458 or by e-mail to investor.service@theleela.com.

Hotel Leelaventure Limited

To
The Share Department
Hotel Leelaventure Limited
The Leela Mumbai,
Sahar, Mumbai: 400 059

Updation of Shareholder Information

I/We request you to record the following information against my/our Folio No.:

General Information:

Folio No.:	
Name of the first named Shareholder:	
PAN:*	
CIN/Registration No.:* (applicable to Corporate Shareholders)	
Mobile No.:	
Email Id:	

*Self attested copy of the documents(s) enclosed.

Bank Details:

IFSC: (11 digit)	MICR: (9 digit)
Bank A/c Type:	Bank A/c No.:*
Name of the Bank	
Bank Branch Address:	

*A blank cancelled cheque is enclosed to enable verification of bank details.

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/We understand that the above details shall be maintained by you till I/We hold the securities under the above mentioned folio No.

Place:

Date:

Signature of Sole/First holder