



# THE LEELA

PALACES HOTELS RESORTS

September 19, 2014

## The Department of Corporate Services

### BSE Limited

1<sup>st</sup> floor, Rotunda Building

B.S. Marg, Fort

Mumbai – 400 001

Stock Code: 500193

## The Listing Department

### National Stock Exchange of India Limited

Exchange-Plaza, Bandra Kurla Complex

Bandra (E)

Mumbai – 400 051

HOTELEELA

Dear Sir,

**Sub: Proceedings at the 33<sup>rd</sup> Annual General Meeting held on 18<sup>th</sup> September, 2014 and disclosure of e-voting and poll results (Clause – 31(d) / 35A)**

In terms of Clause 31(d) of the Listing Agreement, we hereby inform you that the shareholders of the Company at the 33<sup>rd</sup> Annual General Meeting held on 18<sup>th</sup> September, 2014 have passed the following resolutions:

Resolu-tion No.	Description	Type of Resolution (Ordinary / Special)	Result
1	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2014	Ordinary	Carried with requisite majority
2	Retirement of Mr. Indur Kirpalani, Director, who does not seek re-appointment and not to fill the vacancy	Ordinary	Carried with requisite majority
3	Re-appointment of director in place of Mrs. Madhu Nair, who retires by rotation and being eligible offers herself for re-appointment	Ordinary	Carried with requisite majority
4	Re-appointment of M/s. Picardo & Co., Chartered Accountants, as Statutory Auditors and fixing of their remuneration	Ordinary	Carried with requisite majority
5	Appointment of Mr. V. P. Shetty as a Director	Ordinary	Carried with requisite majority
6	Appointment of Mr. Anil R. Bhatia as a Director	Ordinary	Carried with requisite majority
7	Appointment of Mr. Vikram Singh Mehta as an Independent Director	Ordinary	Carried with requisite majority
8	Appointment of R. Venkatachalam as an Independent Director	Ordinary	Carried with requisite majority
9	Appointment of Mrs. Anna Malhotra as an Independent Director	Ordinary	Carried with requisite majority
10	Appointment of Dr. K. U. Mada as an Independent Director	Ordinary	Carried with requisite majority
11	Appointment of Mr. Vijay Amritraj as an Independent Director	Ordinary	Carried with requisite majority

Regd. Office:

HOTEL LEELAVENTURE LIMITED

The Leela Mumbai, Sahar, Mumbai 400 059 India. Tel: (91-22) 6691 1234 Fax: (91-22) 6691 1212 [www.theleela.com](http://www.theleela.com)

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

Upcoming Properties: Jaipur, Agra, Lake Ashtamudi (Kerala); Bhartiya City, Bangalore, and Supernova, Noida.

Corporate Identity Number (CIN)

L55101MH1981PLC024097



12	Appointment of Mr. Anil Harish as an Independent Director	Ordinary	Carried with requisite majority
13	Appointment of Mr. M. Madhavan Nambiar as an Independent Director	Ordinary	Carried with requisite majority
14	Issue of equity shares on a preferential basis to a Promoter Group Entity of the Company	Special	Carried with requisite majority
15	Raising long term funds through further issue of Securities	Special	Carried with requisite majority
16	Increase in maximum number of directors of the Company from Fifteen to Sixteen directors	Special	Carried with requisite majority
17	Alteration of existing Article 117 of the Articles of Association of the Company to increase the number of Directors to Sixteen	Special	Carried with requisite majority

The disclosure of e-voting and poll results in the prescribed format is submitted in terms of Clause 35A of the Listing Agreement.

We request you to place this information on record.

Thanking you,

Yours Faithfully,  
**For Hotel Leelaventure Limited**



**Dinesh Kalani**  
**Company Secretary**

Encl: as above

**HOTEL LEELAVENTURE LIMITED (CIN : L55101MH1981PLC024097)**  
**Clause 35A (Mode of voting - Physical and e-Voting)**

Date of Annual General Meeting : 18th September, 2014  
 Total Number of Shareholders on record date : 114017

No. of Shareholders present in the meeting either in person or through proxy:  
 (based on shareholders registering attendance)

Promoters and Promoter Group : 10  
 Public : 93

No. of Shareholders attended the meeting through Video Conferencing  
 Promoters and Promoter Group: Not applicable  
 Public: Not applicable

**Detail of the Agenda:**

Resolution 1 - Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2014 (Ordinary)									
	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100	
Promoter/Public									
Promoter and Promoter Group	16	283184467	283184467	100.00	283184467	0	100.00	0.00	
Public - Institutional holders	11	27616720	2413846	8.74	2413846	0	100.00	0.00	
Public-Others	195	140811405	1178975	0.84	1175530	3445	99.71	0.29	
<b>Total</b>	<b>222</b>	<b>451612592</b>	<b>28677288</b>	<b>63.50</b>	<b>286773843</b>	<b>3445</b>	<b>99.99</b>	<b>0.01</b>	

**Resolution 2 - Retirement of Mr. Indur Kirpalani, Director, who does not seek re-appointment and not to fill the vacancy (Ordinary Resolution)**

	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter/Public								
Promoter and Promoter Group	16	283184467	283184467	100.00	283184467	0	100.00	0.00
Public - Institutional holders	11	27616720	2413846	8.74	2413846	0	100.00	0.00
Public-Others	194	140811405	802475	0.57	798680	3795	99.53	0.47
<b>Total</b>	<b>221</b>	<b>451612592</b>	<b>286400788</b>	<b>63.42</b>	<b>286396993</b>	<b>3795</b>	<b>99.99</b>	<b>0.01</b>



Resolution 3 - Re-appointment of director in place of Mrs. Madhu Nair, who retires by rotation and being eligible offers herself for re-appointment (Ordinary Resolution)									
	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100	
Promoter/Public									
Promoter and Promoter Group	15	283184467	283184107	100.00	283184107	0	100.00	0.00	
Public - Institutional holders	11	27616720	2413846	8.74	274180	2139666	11.36	88.64	
Public-Others	193	140811405	1174400	0.83	1138680	35720	96.96	3.04	
<b>Total</b>	<b>219</b>	<b>451612592</b>	<b>286772353</b>	<b>63.50</b>	<b>284596967</b>	<b>2175386</b>	<b>99.24</b>	<b>0.76</b>	

Resolution 4 - Re-appointment of M/s. Picardo & Co., Chartered Accountants, as Statutory Auditors and fixing of their remuneration (Ordinary Resolution)									
	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100	
Promoter/Public									
Promoter and Promoter Group	16	283184467	283184467	100.00	283184467	0	100.00	0.00	
Public - Institutional holders	11	27616720	2413846	8.74	2413846	0	100.00	0.00	
Public-Others	192	140811405	1175839	0.84	1149731	26108	97.78	2.22	
<b>Total</b>	<b>219</b>	<b>451612592</b>	<b>286774152</b>	<b>63.50</b>	<b>286748044</b>	<b>26108</b>	<b>99.99</b>	<b>0.01</b>	

Resolution 5 - Appointment of Mr. V. P. Sheety as a Director (Ordinary Resolution)									
	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100	
Promoter/Public									
Promoter and Promoter Group	16	283184467	283184467	100.00	283184467	0	100.00	0.00	
Public - Institutional holders	11	27616720	2413846	8.74	2413846	0	100.00	0.00	
Public-Others	190	140811405	1174035	0.83	1162919	11116	99.05	0.95	
<b>Total</b>	<b>217</b>	<b>451612592</b>	<b>286772348</b>	<b>63.50</b>	<b>286761232</b>	<b>11116</b>	<b>99.99</b>	<b>0.01</b>	

Resolution 6 - Appointment of Mr. Anil R. Bhatia as a Director (Ordinary Resolution)									
	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100	
Promoter/Public									
Promoter and Promoter Group	16	283184467	283184467	100.00	283184467	0	100.00	0.00	
Public - Institutional holders	11	27616720	2413846	8.74	2413846	0	100.00	0.00	
Public-Others	193	140811405	1176775	0.84	1166539	10236	99.13	0.87	
<b>Total</b>	<b>220</b>	<b>451612592</b>	<b>286775088</b>	<b>63.50</b>	<b>286764852</b>	<b>10236</b>	<b>99.99</b>	<b>0.01</b>	

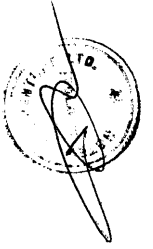


Resolution 7 - Appointment of Mr. Vikram Singh Mehta as an Independent Director (Ordinary Resolution)									
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100	
Promoter and Promoter Group	16	283184467	283184467	100.00	283184467	0	100.00	0.00	
Public - Institutional holders	11	27616720	2413846	8.74	2413846	0	100.00	0.00	
Public-Others	192	140811405	1152574	0.82	1145920	6654	99.42	0.58	
<b>Total</b>	<b>219</b>	<b>451612592</b>	<b>286750887</b>	<b>63.49</b>	<b>286744233</b>	<b>6654</b>	<b>99.99</b>	<b>0.01</b>	

Resolution 8 - Appointment of R. Venkatachalam as an Independent Director (Ordinary Resolution)									
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100	
Promoter and Promoter Group	16	283184467	283184467	100.00	283184467	0	100.00	0.00	
Public - Institutional holders	11	27616720	2413846	8.74	2413846	0	100.00	0.00	
Public-Others	188	140811405	1174705	0.83	1167537	7168	99.39	0.61	
<b>Total</b>	<b>215</b>	<b>451612592</b>	<b>286773018</b>	<b>63.50</b>	<b>286765850</b>	<b>7168</b>	<b>99.99</b>	<b>0.01</b>	

Resolution 9 - Appointment of Mrs. Anna Malhotra as an Independent Director (Ordinary Resolution)									
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100	
Promoter and Promoter Group	16	283184467	283184467	100.00	283184467	0	100.00	0.00	
Public - Institutional holders	11	27616720	2413846	8.74	2413846	0	100.00	0.00	
Public-Others	188	140811405	1159925	0.82	1151360	8565	99.26	0.74	
<b>Total</b>	<b>215</b>	<b>451612592</b>	<b>286758238</b>	<b>63.50</b>	<b>286749673</b>	<b>8565</b>	<b>99.99</b>	<b>0.01</b>	

Resolution 10 - Appointment of Dr. K. U. Mada as an Independent Director (Ordinary Resolution)									
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100	
Promoter and Promoter Group	16	283184467	283184467	100.00	283184467	0	100.00	0.00	
Public - Institutional holders	11	27616720	2413846	8.74	2413846	0	100.00	0.00	
Public-Others	190	140811405	1165344	0.83	1157890	7454	99.36	0.64	
<b>Total</b>	<b>217</b>	<b>451612592</b>	<b>286763657</b>	<b>63.50</b>	<b>286756203</b>	<b>7454</b>	<b>99.99</b>	<b>0.01</b>	



Resolution 11 - Appointment of Mr. Vijay Amritraj as an Independent Director (Ordinary Resolution)								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	16	283184467	283184467	100.00	283184467	0	100.00	0.00
Public - Institutional holders	11	27616720	2413846	8.74	274180	2139666	11.36	88.64
Public-Others	191	140811405	1118339	0.79	1102441	15898	98.58	1.42
<b>Total</b>	<b>218</b>	<b>451612592</b>	<b>286716652</b>	<b>63.49</b>	<b>284561088</b>	<b>2155564</b>	<b>99.25</b>	<b>0.75</b>

Resolution 12 - Appointment of Mr. Anil Harish as an Independent Director (Ordinary Resolution)								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	16	283184467	283184467	100.00	283184467	0	100.00	0.00
Public - Institutional holders	11	27616720	2413846	8.74	2372607	41239	98.29	1.71
Public-Others	191	140811405	1179059	0.84	1170141	8918	99.24	0.76
<b>Total</b>	<b>218</b>	<b>451612592</b>	<b>28677372</b>	<b>63.50</b>	<b>286727215</b>	<b>50157</b>	<b>99.98</b>	<b>0.02</b>

Resolution 13 - Appointment of Mr. M. Madhavan Nambiar as an Independent Director (Ordinary Resolution)								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	16	283184467	283184467	100.00	283184467	0	100.00	0.00
Public - Institutional holders	11	27616720	2413846	8.74	2372607	41239	98.29	1.71
Public-Others	191	140811405	1179059	0.84	1169584	8371	99.29	0.71
<b>Total</b>	<b>218</b>	<b>451612592</b>	<b>28677372</b>	<b>63.50</b>	<b>286726658</b>	<b>49610</b>	<b>99.98</b>	<b>0.02</b>

Resolution 14 - Issue of equity shares on a preferential basis to a Promoter Group Entity of the Company (Special Resolution)								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	15	283184467	250223007	88.360	250223007	0	100.00	0.00
Public - Institutional holders	11	27616720	2413846	8.741	2413846	0	100.00	0.00
Public-Others	194	140811405	117925	0.838	1152341	27384	97.68	2.32
<b>Total</b>	<b>220</b>	<b>451612592</b>	<b>253816578</b>	<b>56.202</b>	<b>253789194</b>	<b>27384</b>	<b>99.99</b>	<b>0.01</b>



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Resolution 15 - Raising long term funds through further issue of Securities (Special Resolution)								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	16	283184467	283184467	100.00	283184467	0	100.00	0.00
Public - Institutional holders	11	27616720	2413846	8.74	274180	2139666	11.36	88.64
Public-Others	196	140811405	1179975	0.84	1167616	12359	98.95	1.05
<b>Total</b>	<b>223</b>	<b>451612592</b>	<b>286778288</b>	<b>63.50</b>	<b>284626263</b>	<b>2152075</b>	<b>99.25</b>	<b>0.75</b>

Resolution 16 - Increase in maximum number of directors of the Company from Fifteen to Sixteen directors (Special Resolution)								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	16	283184467	283184467	100.00	283184467	0	100.00	0.00
Public - Institutional holders	11	27616720	2413846	8.74	2413846	0	100.00	0.00
Public-Others	192	140811405	1179224	0.84	1151245	27979	97.63	2.37
<b>Total</b>	<b>219</b>	<b>451612592</b>	<b>286777537</b>	<b>63.50</b>	<b>286749558</b>	<b>27979</b>	<b>99.99</b>	<b>0.01</b>

Resolution 17 - Alteration of existing Article 117 of the Articles of Association of the Company to Increase the number of Directors to Sixteen (Special Resolution)								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	16	283184467	283184467	100.00	283184467	0	100.00	0.00
Public - Institutional holders	11	27616720	2413846	8.74	2413846	0	100.00	0.00
Public-Others	196	140811405	1180424	0.84	1156345	24079	97.96	2.04
<b>Total</b>	<b>223</b>	<b>451612592</b>	<b>286778737</b>	<b>63.50</b>	<b>286754658</b>	<b>24079</b>	<b>99.99</b>	<b>0.01</b>



# V. Sundaram & Co.

## COMPANY SECRETARIES

**Residential Address :**  
704, Satyam Tower, 90 Ft. Road,  
Thakur Complex, Kandivli (E),  
Mumbai - 400 101.  
Mobile : 9833159899  
e-mail : vsundaramfcs1@hotmail.com

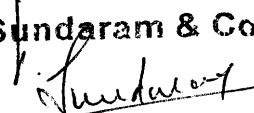
Chairman,  
Hotel Leelaventure Limited,  
Mumbai

Sub: Summary of the Results of the Voting on the resolution (including e-Voting and poll at AGM) passed at the Annual General Meeting held on 18<sup>th</sup> September, 2014.

Item no. of Notice	Votes in favour of the resolution			Votes against the resolution			Abstained from voting	
	Numbers		% of total votes cast	Numbers		% of total votes cast	Numbers	
	Persons	Votes		Persons	Votes		Persons	Votes
1	215	286773843	99.99	7	3445	0.01	3	1650
2	213	286396993	99.99	8	3795	0.01	4	378150
3	182	284596967	99.24	37	2175386	0.76	6	6585
4	196	286748044	99.99	23	26108	0.01	6	4786
5	197	286761232	99.99	20	11116	0.01	8	6590
6	203	286764852	99.99	17	10236	0.01	5	3850
7	200	286744233	99.99	19	6654	0.01	6	28051
8	199	286765850	99.99	16	7168	0.01	10	5920
9	195	286749673	99.99	20	8565	0.01	10	20700
10	199	286756203	99.99	18	7454	0.01	8	15281
11	185	284561088	99.25	33	2155564	0.75	7	62286
12	198	286727215	99.98	20	50157	0.02	7	1566
13	198	286726658	99.98	20	49610	0.02	7	2670
14	184	253789194	99.99	36	27384	0.01	5	32962360
15	194	284626263	99.25	29	2152025	0.75	2	650
16	177	286749558	99.99	42	27979	0.01	6	1401
17	185	286754658	99.99	38	24079	0.01	2	201

Place: Mumbai  
Date: 19<sup>th</sup> September, 2014

Thanking You,

Yours faithfully,  
For **V. Sundaram & Co.**  
  
V. Sundaram  
Company Secretary  
CP No.: 3373



**FORM No. MGT-13**

**Report of Scrutinizer(s)**

*[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

Chairman,  
Hotel Leelaventure Limited,  
Mumbai

Sub: Annual General Meeting of the Equity Shareholders of Hotel Leelaventure Limited held on Thursday, 18<sup>th</sup> September, 2014 at Mumbai, Maharashtra.

Dear Sir,

I, V. Sundaram, Practicing Company Secretary, was appointed by the Chairman of the Meeting as Scrutinizer for the purpose of the poll conducted on the below mentioned resolutions, at the Annual General Meeting of the Equity Shareholders of Hotel Leelaventure Limited, held on Thursday, 18<sup>th</sup> September, 2014 at Mumbai, of which we submit our report as under:

1. After the closing of the poll as announced by the Chairman, ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective for any reason have been treated as invalid and kept separately.
4. The result of the Poll is as under:

Resolution 1:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2014 together with the report of the Directors and Statutory Auditors thereon.



1

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast on poll
41	296118	99.93

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	205	0.07

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
Nil	Nil

Resolution 2:

To appoint a Director in place of Mr. Indur Kirpani, who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
41	296118	99.93

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	205	0.07

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
Nil	Nil

Resolution 3:

To appoint a Director in place of Mrs. Madhu Nair, who retires by rotation and, being eligible, offers himself for re-appointment.



(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
41	296118	99.93

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	205	0.07

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
Nil	Nil

Resolution 4:

To appoint M/s Picardo & Co, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of next AGM.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
38	290968	98.19

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	5355	1.81

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
Nil	Nil



**Resolution 5:**

To appoint Mr. V. P. Shetty (DIN 00021773) Director of the Company as an Ordinary Resolution.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
40	295618	99.76

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	705	0.24

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
Nil	Nil

**Resolution 6:**

To appoint Mr. Anil R. Bhatia (DIN 01310959), Director of the Company as an Ordinary Resolution

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
41	296118	99.93

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	205	0.07

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
Nil	Nil



**Resolution 7:**

To appoint Mr. Vikram Singh Mehta (DIN 00041197), as an Independent Director of the Company as an Ordinary Resolution

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
40	295618	99.76

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	705	0.24

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
Nil	Nil

**Resolution 8:**

To appoint Mr. R. Venkatachalam (DIN 00005815), as an Independent Director of the Company as an Ordinary Resolution.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
41	296118	99.93

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	205	0.07

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
Nil	Nil



Resolution 9:

To appoint Mrs. Anna Malhotra (DIN 00005903) Director as an Independent Director of the Company as an Ordinary Resolution.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
41	296118	99.93

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	205	0.07

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
Nil	Nil

Resolution 10:

To appoint Dr. K. U. Mada (DIN 00011395), Director as an Independent Director of the Company as an Ordinary Resolution.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
40	295618	99.76

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	705	0.24

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
Nil	Nil



Resolution 11:

To appoint Mr. Vijay Amritraj (DIN 00020077), Director as an Independent Director of the Company as an Ordinary Resolution.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
40	295618	99.76

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	705	0.24

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
Nil	Nil

Resolution 12:

To appoint Mr. Anil Harish (DIN 00001685), Director as an Independent Director of the Company as an Ordinary Resolution.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
41	296118	99.93

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	205	0.07

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
Nil	Nil



Resolution 13:

To appoint Mr. M. Madhavan Nambiar (DIN 03487311), Director as an Independent Director of the Company as an Ordinary Resolution.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
41	296118	99.93

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	205	0.07

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
Nil	Nil

Resolution 14:

To Issue of Equity shares on a preferential basis to a Promoter group Entity of the Company as a Special resolution.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
39	291468	98.36

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	4855	1.64

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
Nil	Nil





**Resolution 15:**

To Raising long term funds through further issue of securities as a Special Resolution.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
41	296118	99.93

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	205	0.07

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
Nil	Nil

**Resolution 16:**

To Increase in maximum number of directors of the Company from Fifteen to Sixteen directors as a Special Resolution..

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
41	296118	99.93

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	205	0.07

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
Nil	Nil



Resolution 17:

To Alteration of existing Articles 117 of the Articles of Association of the Company to increase the number of Directors to Sixteen as a Special Resolution.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
41	296118	99.93

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	205	0.07

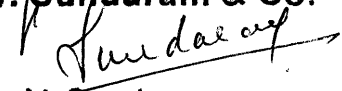
(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
Nil	Nil

5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary who was authorized by the Board for safe keeping.

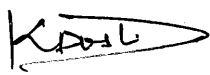
Thanking you,

Yours faithfully,  
**For V. Sundaram & Co.**

  
**V. Sundaram**  
Company Secretary  
CP No.: 3373

Place: Mumbai  
Dated: 18<sup>th</sup> September, 2014

Witness

  
Mr. Kaushal Doshi

  
Mr. Abraham K.G.

# V. Sundaram & Co.

COMPANY SECRETARIES

**Residential Address :**  
704, Satyam Tower, 90 Ft. Road,  
Thakur Complex, Kandivli (E),  
Mumbai - 400 101.  
Mobile : 9833159899  
e-mail : vsundaramfcs1@hotmail.com

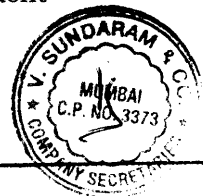
Chairman,  
Hotel Leelaventure Limited,  
Mumbai.

Sub: Passing of Resolutions through e-Voting and Ballot Paper at the AGM of Hotel Leelaventure Limited to be held on Thursday, 18<sup>th</sup> September, 2014.

1. I, V. Sundaram, Company Secretary in practice, was appointed as a scrutinizer by
  - (i) The Board of Directors of Hotel Leelaventure Limited (the Company) for the purpose of scrutinizing the process of e-voting and Ballot Paper under the provision of section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration ) Rules, 2014 (Rules) and
  - (ii) The Company had appointed NSDL as the service provider, for extending the facility of electronic voting to the shareholders of the Company from Thursday, 11<sup>th</sup> September, 2014 at 9.00 am till Saturday, 13<sup>th</sup> September, 2014 at 6.00 pm Sharepro Services (India) Private Limited, are the Registrar and Share Transfer Agents of the Company. After the date and time fixed for closing of the e-Voting, the site was blocked and any votes received thereafter were treated as invalid.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e- voting, Physical Ballot and poll on the resolutions contained in the notice to the Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting and Physical ballot process is restricted to make a Scrutinizer's report of the votes cast " In favour" or "against" the resolutions stated below, based on the report generated from the e- voting system provided by the NSDL, the Authorized agency engaged by the Company to provide E- voting facilities.

## ITEMS

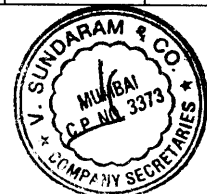
- 1) Adoption of Annual Accounts and Reports thereon for the financial year ended 31<sup>st</sup> March, 2014.
- 2) Retirement of Mr. Indur Kirpalani (DIN 03471511), Director, who does not seek re-appointment and not to fill the vacancy.
- 3) Re-appointment of director in place of Mrs Madhu Nair (DIN 00011223), who retires by rotation and being eligible offers herself for re-appointment.
- 4) Re-appointment of M/s. Picardo & Co., Chartered Accountants, as Statutory Auditors and fixing their remuneration.
- 5) Appointment of Mr. V. P. Shetty (DIN 00021773) as a Director.
- 6) Appointment of Mr. Anil R. Bhatia (DIN 01310959) as a Director.
- 7) Appointment of Mr. Vikram Singh Mehta (DIN 00041197) as an Independent Director.
- 8) Appointment of Mr. R. Venkatachalam (DIN 00005815) as an Independent Director.
- 9) Appointment of Mrs. Anna Malhotra (DIN 00005903) as an Independent Director.
- 10) Appointment of Dr. K. U. Mada (DIN 00011395) as an Independent Director.



- 11) Appointment of Mr. Vijay Amritraj (DIN 00020077) as an Independent Director.
- 12) Appointment of Mr. Anil Harish (DIN 00001685) as an Independent Director.
- 13) Appointment of Mr. M. Madhavan Nambiar (DIN 03487311) as an Independent Director
- 14) Issue of Equity shares on a preferential basis to a Promotes group Entity of the Company as a Special resolution.
- 15) Raising long term funds through further issue of securities as a Special Resolution.
- 16) Increase in maximum number of directors of the Company from Fifteen to Sixteen directors as a Special Resolution.
- 17) Alteration of existing Articles 117 of the Articles of Association of the Company to increase the number of Directors to Sixteen as a Special Resolution.

3. The Scrutinizer report on the e-voting and Physical ballot of the resolutions contained in the notice to the AGM of the Company is submitted as under:-

Item no. of Notice	Mode	Votes in favour of the resolution		Votes against the resolution		Abstained from voting					
		Numbers	% of total votes cast	Numbers	% of total votes cast	Persons	Votes				
								Persons	Votes		
1	Electronic	146	2267713	99.99	4	3240	0.01	3	1650		
	Ballot	28	284210012					0	0	-	-
	Total	174	286477725					4	3240	3	1650
2	Electronic	145	2265863	99.99	5	3590	0.01	3	3150		
	Ballot	27	283835012					0	0	1	375000
	Total	172	286100875					5	3590	4	378150
3	Electronic	114	91197	99.24	34	2175181	0.76	5	6225		
	Ballot	27	284209652					0	0	1	360
	Total	141	284300849					34	2175181	6	6585
4	Electronic	130	2247064	99.99	17	20753	0.01	6	4786		
	Ballot	28	284210012					0	--	-	-
	Total	158	286457076					17	20753	6	4786
5	Electronic	129	2255602	99.99	16	10411	0.01	8	6590		
	Ballot	28	284210012					0	--	-	-
	Total	157	286465614					16	10411	8	6590
6	Electronic	134	2258722	99.99	14	10031	0.01	5	3850		
	Ballot	28	284210012					0	0	-	-
	Total	162	286468734					14	10031	5	3850
7	Electronic	133	2263603	99.99	15	5949	0.01	5	3051		
	Ballot	27	284185012					0	000	1	25000
	Total	160	286448615					15	5949	6	28051
8	Electronic	131	2260220	99.99	13	6963	0.01	9	5420		
	Ballot	27	284209512					0	0	1	500
	Total	158	286469732					13	6963	10	5920
9	Electronic	127	2246043	99.99	17	8360	0.01	9	18200		
	Ballot	27	284207512					0	0	1	2500
	Total	154	286453555					17	8360	10	20700
10	Electronic	132	2262073		14	6749		7	3781		
	Ballot	27	284198512					0	0	1	11500




	Total	159	286460585	99.99	14	6749	0.01	8	15281
11	Electronic	119	115563	99.25	29	2154859	0.75	5	2181
	Ballot	26	284149907		0	-		2	60105
	Total	145	284265470		30	2154859		7	62286
12	Electronic	129	115563	99.25	17	2154859	0.75	7	1566
	Ballot	28	284210012		0	-		-	-
	Total	157	284325575		17	2154859		7	1566
13	Electronic	129	2220528	99.98	17	49405	0.02	7	2670
	Ballot	28	284210012		0	0		-	-
	Total	157	286430540		17	49405		7	2670
14	Electronic	118	2249174	99.99	31	22529	0.01	4	900
	Ballot	27	251248552		0	0		1	32961460
	Total	145	253497726		31	22529		5	32962360
15	Electronic	125	120133	99.25	26	2151820	0.75	2	650
	Ballot	28	284210012		0	0		-	-
	Total	153	284330145		26	2151820		2	650
16	Electronic	108	2243428	99.99	39	27774	0.01	6	1401
	Ballot	28	284210012		0	0		-	-
	Total	136	286453440		39	27774		6	1401
17	Electronic	116	2248528	99.99	35	23874	0.01	2	201
	Ballot	28	284210012		0	0		-	-
	Total	144	286458540		35	23874		2	201

4. All relevant records were sealed and handed over to the Company Secretary/ Authorized person authorized on his behalf by the board for safe keeping.

Thanking you,

For **V. Sundaram & Co.**

  
V. Sundaram  
Company Secretary  
CP No.: 3373

Place: Mumbai  
Dated: 16<sup>th</sup> September, 2014