

# HOTEL LEELAVENTURE LIMITED ANNUAL REPORT

2016-17

30  
Years of

*The Leela Mumbai*



THE LEELA  
PALACES HOTELS RESORTS



Capt C. P. Krishnan Nair opened his first hotel in Mumbai, The Leela Penta in April 1987 which became The Leela Kempinski in 1988. Being the first in the group, the hotel was built with great attention to detail.

Spread across acres of lush landscaped gardens that the Captain himself took an interest in, a long driveway hemmed with palm groves, cascading waterfalls, and a lotus fountain, the hotel is an oasis of tranquility amidst a bustling metropolis. In the early years the hotel received the National Tourism Award from the Ministry of Tourism for 5 consecutive years from 1996 – 2000 along with many other awards for its environmental programmes.

The hotel has hosted a number of celebrities and dignitaries like His Holiness The Dalai Lama, Late Baroness Margaret Thatcher, Former Prime Minister of United Kingdom, Queen Sofia of Spain, Pierce Brosnan and many more.

We have completed 30 glorious years since the grand opening of The Leela Mumbai. The chain has kept alive the tradition of modern luxury and extending its warmth across its 9 luxurious hotels, palaces and resorts.





# MISSION STATEMENT

*To not just satisfy our guests but delight them.*

*To show the warmth and grace unique to Indian hospitality.*

*To set a new global standard of service in which wishes are not simply granted, but anticipated.*

## *Contents*

|    |                                      |
|----|--------------------------------------|
| 01 | Directors' Report                    |
| 14 | Management's Discussion and Analysis |
| 19 | Report on Corporate Governance       |
| 31 | Standalone Financial Statements      |
| 53 | Consolidated Financial Statements    |
| 72 | Ten-year Financial Highlights        |
| 73 | Notice                               |

## CHAIRMAN'S STATEMENT



Dear Shareholders,

It is my privilege to present to you on behalf of the Board of Directors of Hotel Leelaventure Limited the 36th Annual Report and Financial Statements for the year ended March 31, 2017.

30 years ago in April 1987, our Founder Capt C.P. Krishnan Nair, with the help of family and well-wishers opened The Leela Mumbai, a 5-star hotel in North Mumbai, laying the foundation and vision for one of the most respected names in hospitality worldwide. The hotel since its opening has been the winner of many awards and has hosted a number of celebrities and dignitaries like His Holiness The Dalai Lama, Late Baroness Margaret Thatcher, the Former Prime Minister of United Kingdom, Princess Anne of the United Kingdom, Pierce Brosnan the actor and many others. Over the years, we have added 8 more luxurious hotels to the group and today The Leela Palaces, Hotels and Resorts is a leading player in the luxury hotels business, focusing on building and delivering superior guest experiences that bring us closer to them. Our understanding of the industry has evolved in terms of consumer trends and technological innovations and we aim to be the preferred brand.

Leela could soon become an international brand, as we have signed MOU for managing two hotels overseas. Also, in line with our asset-light strategy, we have secured several

new management contracts and expect our current portfolio of 9 hotels to grow to 15 in next 6 years.

I am pleased to inform you that our properties continue to garner accolades and recognition from leading domestic and international agencies. For the second year in a row, The Leela Palaces, Hotels and Resorts has been voted amongst the 'Top 15 Hotel Brands in the World' by the readers of Travel + Leisure USA in the 2017 World's Best Awards survey. In the same survey, The Leela Palace Udaipur has been ranked Number 7 among the 'Top 10 Best Resort Hotels of Asia' and Number 34 in the 'Top 100 Best Hotels in the World' category. The awards are a result of a worldwide Readers Poll conducted by Travel + Leisure USA, in which travellers, among other things, hand-pick and rate the world's most exceptional hotels on key parameters - quality, location, service, restaurants and value. Closer home, The Leela Palace Udaipur was awarded the 'Favourite Indian Hotel Spa' and a 'Favourite Indian Leisure Hotel' by the Condé Nast Traveller India, Readers' Travel Awards 2016.

Additionally, our Hotels also received top rankings in TripAdvisor 2016 Travellers' Choice™. Most notably, The Leela Palace New Delhi has been named among 'Top 25 Hotels in India,' 'Top 25 Luxury Hotels in India,' and 'Top 25 Hotels for Service in India.' The Leela Palace Udaipur has been named among the 'Top 25 Luxury Hotels in India.' The awards are determined based on the millions of reviews and opinions collected in a single year from travellers worldwide by TripAdvisor, the world's largest travel website. The hallmarks of Travellers' Choice winners are remarkable service, quality and value.

### Outlook

Tourism in India accounts for over 9% of GDP and is the third largest foreign exchange earner in the country. The Indian hospitality industry



continues to be one of the key drivers of growth among the services sector in India and also a potentially large employment generator. Positive growth has been registered in both Domestic and Foreign Tourists visit during 2017.

There has been a growth of 55.3% in Foreign Tourist arrivals on e-Visa in 2017 over 2016. More and more tourists are availing of the e-Visa facilities as the Government has also launched several initiatives such as providing pre-loaded SIM cards to foreign tourists arriving in India on e-Visa. The initiative will help foreign tourists communicate with their acquaintances immediately after arriving in India. In order to simplify and speed up the procedure of obtaining visas for tourists coming to India on medical purposes, the Government of India has extended the facility of e-medical Visa with an extension of duration of stay for up to 6 months (to be granted on a case-to-case basis). More tourists bode for better business for hotels. We hope to continue to see a demand for hotel rooms for more reasons than one.

I would like to take this opportunity to thank the Board, Management and Staff - for their invaluable contribution and deep commitment in delivering excellent services to all our guests. I look forward to their continued support to surpass all expectations in the coming years. I also thank all our esteemed shareholders and valued partners for their loyalty and their support.



**Vivek Nair**  
**Chairman and Managing Director**  
**Hotel Leelaventure Ltd.**



# CORPORATE INFORMATION

## BOARD OF DIRECTORS

|                         |   |
|-------------------------|---|
| Mr. Vivek Nair          | Chairman & Managing Director  |
| Mr. Dinesh Nair         | Co-Chairman & Managing Director                                       |
| Mr. V. P. Shetty        | Director-Nominee of JM Financial Asset Reconstruction Company Limited |
| Mr. Anil R. Bhatia      | Director-Nominee of JM Financial Asset Reconstruction Company Limited |
| Mrs. K. Hemalatha       | Director - Nominee of AAI   |
| Mr. Vijay Amritraj      | Director  |
| Mrs. Anna Malhotra      | Director  |
| Mr. Ashok G. Rajani     | Director  |
| Mr. M. Madhavan Nambiar | Director  |
| Mr. Navnit K. Batheja   | Director  |

## CHIEF FINANCIAL OFFICER

Mr. Krishna Deshika

## PRESIDENT

Mr. Rajiv Kaul

## COMPANY SECRETARY

Mr. Anandghan Bohra

## STATUTORY AUDITORS

Picardo & Co.  
Chartered Accountants

## SOLICITORS & ADVOCATES

Cyril Amarchand Mangaldas

## Registered & Corporate Office

The Leela Mumbai  
Sahar  
Mumbai 400 059  
Website: [www.theleela.com](http://www.theleela.com)  
E-mail: [investor.service@theleela.com](mailto:investor.service@theleela.com)

## Registrar & Transfer Agents

Karvy Computershare Private Limited  
Karvy Selenium Tower B, Plot No. 31-32,  
Gachibowli, Financial District,  
Nanakramguda,  
Hyderabad - 500 032  
Tel: + 91 40 6716 2222  
Fax: + 91 40 2342 0814  
Toll Free No. 1800-3454-001  
E-mail: [einward.ris@karvy.com](mailto:einward.ris@karvy.com)  
Website: [www.karvy.com](http://www.karvy.com)

Corporate Identity Number (CIN) L55101MH1981PLCo24097

## 36th Annual General Meeting

Date | Monday, 18th September, 2017

Time | 10.30 A.M.

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

## Bankers / Financial Institutions

Bank of Baroda  
Housing Development Finance Corporation Limited  
State Bank of India

# DIRECTORS' REPORT

Dear Members,

Your Directors present the 36th Annual Report on the business and operations of your Company, together with the audited accounts for the year ended March 31, 2017.

## 1. Financial Performance

The financial performance of the Company during the year under review is summarised below:

₹ Lakhs

| Particulars  | Financial Year<br>2016-17 | Financial Year<br>2015-16 |
|--|---------------------------|---------------------------|
| Revenue from operations and other income   | 71,378.84                 | 67,033.59                 |
| Operating and other expenses   | 52,353.56                 | 50,777.57                 |
| Earnings before interest, depreciation, taxes and amortisation (EBIDTA)                                    | 19,025.28                 | 16,256.02                 |
| Exceptional items  | -                         | 21,338.94                 |
| Interest   | 9,044.19                  | 8,790.03                  |
| Depreciation   | 20,231.98                 | 23,987.70                 |
| Profit from discontinuing operations & gain on disposal of assets attributable to discontinuing operations | -                         | 19,156.17                 |
| Profit/(Loss) before tax   | (10,250.89)               | (18,704.48)               |
| Provision for taxes / deferred tax   | -                         | (688.46)                  |
| Profit/(Loss) after tax for the year   | (10,250.89)               | (18,016.02)               |
| Balance brought forward  | (89,889.27)               | (99,313.65)               |
| Transferred from revaluation reserve   | 2,897.96                  | 26,990.40                 |
| Transferred from debenture redemption reserve  | -                         | 450.00                    |
| Amount available for appropriation   | (97,242.21)               | (89,889.27)               |
| Appropriations   | -                         | -                         |
| Balance carried to Balance Sheet   | (97,242.21)               | (89,889.27)               |
| EPS - basic and diluted (in ₹)   | (2.20)                    | (3.86)                    |

## 2. Dividend

In view of losses, the directors do not recommend any dividend for the financial year ended 31st March, 2017.

## 3. Subsidiary Company, its performance and financial position

Your Company has one Subsidiary, viz. Leela Palaces and Resorts Limited (a wholly owned subsidiary or WOS). The WOS earned a profit of ₹ 0.30 lakhs during the financial year 2016-17.

The WOS did not carry out any operations during the financial year 2016-17. The WOS is being proposed to be transferred by way of transfer of shares, for which the approval of the Company's shareholders has already been obtained. The WOS has also initiated the process of renewal of relevant regulatory approvals for construction.

The Company has not attached the Balance Sheet, Profit and Loss Account and other documents of the WOS with the Annual Report of the Company in terms of general exemption circular notified by the Ministry of Corporate Affairs, Government of India.

However, the Company will make available these documents upon request by

any member of the Company interested in obtaining the same. Further, these documents will also be available at the Registered Office of the Company for inspection by any member of the Company.

A Statement containing the salient features of the financial statement of the WOS in Form AOC-I (pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014) is attached to this report as Annexure-I. The audited financial statements and related information of the WOS are also available on Company's website at [www.theleela.com](http://www.theleela.com).

The Audited Consolidated Financial Statements, prepared in accordance with Accounting Standard 21 and Clause 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 form part of this Annual Report.

## 4. Directors' Responsibility Statement

Pursuant to the requirement under Section 134 of the Companies Act, 2013, the directors, based on the information and representations received from the operating management, hereby confirm that:

- in the preparation of the annual accounts for the financial year ending 31st March, 2017, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis;
- the directors had laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and were operating effectively; and
- the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

## 5. Directors

Your Company has Nine (9) Directors consisting of Four (4) Independent Directors, Three (3) Non-executive Directors and Two (2) Whole-time Directors as on March 31, 2017.

In terms of the definition of 'Independence' of Directors as prescribed under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149(6) of the Companies Act, 2013 and based on the confirmation/disclosures received from the Directors, the following Non-Executive Directors are Independent Directors :-

- Mrs. Anna Malhotra
- Mr. Vijay Amritraj
- Mr. Ashok Rajani
- Mr. Navnit Kulwantsingh Batheja

### Woman Director

In terms of the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a company shall have at least one Woman Director on the Board of the company. Your Company is in compliance of the same. Mrs. Anna Malhotra and Mrs. K. Hemalatha are the Woman Directors, as on 31st March, 2017.

## Whole-time Directors

Mr. Vivek Nair, Chairman & Managing Director and Mr. Dinesh Nair, Co-Chairman & Managing Director are the Whole-time Directors of the Company.

## Appointments / Resignations from the Board of Directors

Mr. Anil Harish, Independent Director, resigned with effect from November 17, 2016. Mr. Madhavan Nambiar, Independent Director, resigned with effect from January 1, 2017. Dr. K. U. Mada, Independent Director, resigned with effect from January 23, 2017. Mrs. Madhu Nair, Non-executive Director, resigned with effect from February 10, 2017.

The Board places on record their appreciation of the contributions made by them, during their tenure.

Mr. Navnit Kulwantsingh Batheja joined the Board with effect from February 10, 2017 as an Additional Director and the Members approved his appointment as an independent director through postal ballot held on April 11, 2017.

In accordance with Section 152 of the Companies Act, 2013, two thirds of the Board, excluding independent directors, should be directors retiring by rotation. The Company has three non-executive directors, who are liable to retire by rotation and two executive directors who are not liable to retire by rotation in terms of their appointment.

Mr. V. P. Shetty, being longest in office, retires by rotation at the forthcoming Annual General Meeting and has offered himself for re-appointment. The Board recommends his re-appointment.

## 6. Number of Meetings of the Board

Regular meetings of the Board are held to discuss and decide on various business policies, strategies and other businesses. The schedule of the Board / Committee meetings to be held in the forthcoming financial year are circulated to the Directors in advance to enable them to plan their schedule for effective participation in the meetings.

The Board met six (6) times during the FY 2016-17 viz. on 26th May, 2016, 8th July, 2016, 1st August, 2016, 20th September, 2016, 11th November, 2016 and 10th February, 2017. Detailed information on the meetings of the Board is included in the report on Corporate Governance, which forms part of this Annual Report.

Additionally, several committee meetings were held, including Audit Committee meeting, which met four (4) times during the financial year.

## 7. Committees of the Board

The Company has the following Committees:

- (i) Audit Committee
- (ii) Nomination and Remuneration Committee
- (iii) Stakeholders' Relationship Committee
- (iv) Finance Committee
- (v) Assets Sale and Financial Restructuring Committee

The details with respect to the composition, powers, roles, terms of reference, etc. of statutory committees are given in detail in the 'Report on Corporate Governance' of the Company which forms part of this Annual Report.

## 8. Performance Evaluation of the Board

Pursuant to the provisions of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Board has carried out an evaluation of its own performance and of the directors individually.

## 9. Key Managerial Personnel

Mr. Vivek Nair, Chairman & Managing Director, Mr. Dinesh Nair, Co-Chairman & Managing Director, Mr. Krishna Deshika, Chief Financial Officer and Mr. Anandghan Bohra, Company Secretary, are the Key Managerial Personnel in terms of the provisions of the Companies Act, 2013.

## 10. Management's Discussion and Analysis

A detailed review of the operations, performance and future outlook of the Company and its businesses is given in the Management's Discussion and Analysis, which forms part of this Report.

## 11. Corporate Governance

A separate section on Corporate Governance standards followed by your Company, as stipulated under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is enclosed as an Annexure to this report. The report on Corporate Governance also contains certain disclosures as required under the Companies Act, 2013.

A Certificate from M/s. V. Sundaram & Co., Practising Company Secretaries, confirming compliance with the conditions of Corporate Governance, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to the Report on Corporate Governance.

## 12. Vigil Mechanism

The Company has implemented a Whistle Blower Policy pursuant to which whistle blowers can raise concerns relating to Reportable Matters (as defined in the policy) such as fraud, bribery, corruption, illegality, health and safety, environmental issues and wastage/ misappropriation of Company's funds/assets, etc. Further, the mechanism adopted by the Company encourages the whistle blower to report genuine concerns or grievances and provides for adequate safeguards against victimization of the whistle blower who avail of such mechanism. The vigil mechanism also provides direct access to the Members of the Audit Committee, including the Chairman of the Audit Committee. The functioning of the Vigil mechanism is reviewed by the Audit Committee from time to time.

None of the whistle blowers have been denied access to the Audit Committee of the Board. The Whistle Blower Policy is available on the website of the Company <https://theleela.com/img/brand/investor-relations/corporate-governance-policies/whistle-blower-policy.pdf>.

## 13. Risk Management Policy

The Board has approved a Risk Management Policy, wherein all material risks faced by the Company are identified and assessed. For each of the risks identified in the policy, corresponding controls are assessed and policies and procedure are put in place for monitoring, mitigating and reporting risk on a periodic basis.

## 14. Contracts or Arrangements with Related Parties

Your Company undertakes various transactions with related parties in the ordinary course of business. All Related Party Transactions entered into during the year were in the ordinary course of business and on arm's length basis. No material related party transactions, i.e. transactions exceeding ten percent of the annual consolidated turnover as stated in the last audited financial statements, were entered into during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC 2, is not applicable.

There were no materially significant related party transactions with the promoters, directors and Key Managerial Personnel, which may have a potential conflict with the interest of the Company at large.

The Policy on materiality of related party transactions and also in dealing with related party transactions as approved by the Audit Committee and the Board is available on the website of the Company at [www.theleela.com/investor-relations](http://www.theleela.com/investor-relations).

Your Directors draw attention of the members to Note No. 29.10 to the standalone financial statements, which gives the related party disclosures.



## 15. Internal Financial Control Systems and their adequacy

The Company has laid down standards, processes and structures which enable implementation of internal financial control across the organisation and ensure that the same are adequate and operating effectively.

The internal financial controls with reference to the Financial Statements are commensurate with the size and nature of business operations of the Company.

## 16. Auditors

### (a) Statutory Auditors and Auditors' Report

M/s. Picardo & Co., Chartered Accountants, will retire at the conclusion of the forthcoming Annual General Meeting and are not eligible for re-appointment as they have completed the maximum tenure of ten years permissible under the Companies Act, 2013.

Hence, the Board of Directors has recommended appointment of M/s. N. S. Shetty & Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office from the ensuing Annual General Meeting till the conclusion of the Annual General Meeting in the year 2022, subject to ratification by the Members of the Company at every subsequent Annual General Meeting. The Company has received the consent and confirmation to the effect that they are not disqualified to be appointed as the Auditors of the Company in terms of the provisions of the Companies Act 2013 and rules made thereunder.

During the period under review, even though there is no audit qualification, there are audit observations on the financial statements. The explanation for the same has been provided in Note No.29.1 and 29.2 of the standalone Financial Statements. The said note is self-explanatory and does not call for any further comments.

### (b) Secretarial Auditors and Secretarial Audit Report

Pursuant to Section 204 of the Companies Act 2013, the Company had appointed M/s. V. Sundaram & Co., Practicing Company Secretaries, as its Secretarial Auditors to conduct the secretarial audit of the Company for the FY 2016-17. The report of Secretarial Auditor for the FY 2016-17 is annexed to this report as Annexure - II. There is no Audit Qualification in the Secretarial Audit Report.

## 17. Material Changes and Commitments affecting Financial Position of the Company

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company i.e. 31st March, 2017 and the date of the Directors' report i.e. 25th May, 2017.

## 18. Employee Remuneration

(A) The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this report.

(B) The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this report as Annexure III. In terms of Section 136 of the Companies Act, 2013 the same is open for inspection at the Registered Office of the Company. Copies of this statement may be obtained by the Members by writing to the Company Secretary.

## 19. Corporate Social Responsibility (CSR)

In terms of Section 135 of Companies Act, 2013, certain companies have to carry out CSR activities as prescribed. Since the Company does not fall within the criteria of turnover and/or profit, due to continuous losses over the last five financial years, the Company has not formed a CSR Committee.

However, the Company continues to undertake CSR activities for the benefit of the local communities nearby its hotel properties, the details of which are disclosed separately in this Annual Report.

## 20. Fixed Deposits

The Company has not accepted any deposits from the public or from the shareholders.

## 21. Energy Conservation, Technology Absorption, Foreign Exchange Earnings and Outgo and Other Disclosures

(i) The disclosures to be made under sub-section (3) (m) of Section 134 of the Companies Act 2013 read with Rule (8)(3) of the Companies (Accounts) Rules, 2014 by your Company are furnished below:

### (a) Conservation of Energy

Energy Conservation, sustainability and efforts to make the properties more "Green" have been the main drive throughout the year. Major efforts/steps taken towards this are:

- Energy-efficient lighting and high efficiency HVAC systems used/retrofitted extensively in all hotels, has reduced electrical consumption.
- Computerized Power Monitoring is implemented to monitor and control power consumption.
- Main chiller plants and steam boilers have been tuned for best efficiency, to conserve energy.
- Hotels are equipped with solar geysers for generating hot water and the rooms are equipped with energy-saving devices during non-occupancy.
- STP treated water and Rain Water Harvesting has been implemented at four hotels.
- The Company has 23 windmills with a capacity of 13.5 MW power, in the State of Maharashtra (4.5 MW), Karnataka (5 MW) and Tamil Nadu (4 MW). Windmills continue to produce renewable energy for use in own hotels.
- The Leela Palace Bangalore won National Energy Conservation and Certificate of Appreciation from Ministry of Power.
- Boilers are being operated through bio diesel which is produced through used kitchen oil.
- The Leela Palace Chennai and Leela Palace Delhi are LEED platinum rated buildings awarded by IGBC.
- Power is purchased at subsidized rate through open access, in two hotels.

### (b) Technology Absorption:

In the opinion of the Board, the required particulars pertaining to technology absorption under Section 134 of the Companies Act, 2013 read with Rule 8(B) of the Companies (Accounts) Rules, 2014, are not applicable, as hotel is a service industry and the Company does not have any significant manufacturing operations.

### (c) Foreign Exchange Earnings and Outgo:

The foreign exchange earnings of the Company during the year stood at ₹ 30,221.02 lakhs (previous year ₹ 36,521.95 lakhs) and foreign exchange outgo during the year stood at ₹ 2,489.89 lakhs (previous year ₹ 3,621.34 lakhs).

(ii) No significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

(iii) Number of cases filed, if any, and their disposal under Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Your Company has zero tolerance towards any action on the part of any employee which may fall under the ambit of 'Sexual Harassment' at workplace, and is fully committed to uphold and maintain the dignity of every woman employee in the Company. The Company's Policy provides

for protection against sexual harassment of women at workplace and for prevention and redressal of such complaints. During the year, no such cases were reported.

## **22. Extract of Annual Return**

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extract of the Annual Return as at March 31, 2017 forms part of this report and the same is attached to this report as Annexure-IV.

## **23. Unclaimed / unexchanged Equity Shares in the Company**

In compliance with the erstwhile clause 5A of the Listing Agreement, the Company has transferred 25,98,970 unclaimed equity shares belonging to 4,330 shareholders, lying with the Company to "Unclaimed Share Suspense Account" in May, 2015. The Company has released 17,000 shares pertaining to 16 shareholders from the suspense account during the year. As on 31st March, 2017, there are 25,47,950 shares pertaining to 4,283 shareholders in the suspense account.

The voting rights on the shares in the suspense accounts shall remain frozen till the rightful owners of such shares claim the shares.

## **24. Acknowledgements**

The Board wishes to place on record its appreciation for the assistance and support received from the lenders, government and regulatory authorities, customers, business associates and vendors.

Your directors take this opportunity to express their sincere thanks to all the shareholders and stakeholders for the faith and confidence reposed in the Company and the management.

Your directors attach immense importance to the contribution of the employees and sincerely thank "The Leela" team for sharing the Company's vision and philosophy and for the dedication and commitment in ensuring that the Company remains in the forefront as one of the finest hotel groups in India.

**For and on behalf of the Board of Directors**

Vivek Nair  
Chairman & Managing Director

Mumbai, 25th May, 2017