NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra ordinary General Meeting of the shareholders of Lemon Tree Hotels Limited will be held on Tuesday, the 8th day of August, 2017 at 12.00 Noon at Asset No. 6, Aerocity Hospitality District, New Delhi-110037 to transact the following businesses:

SPECIAL BUSINESS:

1. To consider and if thought fit to pass, with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company and subject to such approvals, permissions, as may be required, consent of the members be and is hereby accorded to the re-appointment of Mr. Patanjali G. Keswani (DIN 00002974) as the Chairman & Managing Director of the Company for a further period from 1st day of April, 2018 to 31st March, 2023 and the following remuneration may be paid to him w.e.f 1st April, 2018 for a period of 3 (three) years:

1. Basic Salary : Rs. 2,00,00,000/- per annum.

2. House Rent Allowance : The expenditure incurred by the Company on hiring unfurnished accommodation subject to a ceiling of 50% of the salary OR in case no accommodation is provided by the Company, the house rent allowance shall be paid @ Rs. 1,00,00,000/- per annum.

3. Medical Reimbursement : Expenses incurred on self and family on actual basis

4. Gratuity : Half month’s salary for each completed year of service

5. Provident Fund : Company shall contribute to Provident
fund as per the scheme of the Company
or
Where no such PF contribution is made, then the amount equivalent to Provident Fund be given as part of salary.


7. Conveyance : Company shall provide a Car (Mercedes or equivalent) with running and maintenance expenses.

8. Club facility : Reimbursement of one club bill upto Rs. 1,25,000/- per year.

9. Drivers Salary : As per actual subject to a maximum of Rs. 3,00,000/- per annum.

10. Electricity : Expenses incurred at the residence on actual basis.

11. Mobile Telephone expense : Actual expenses to be paid by the company.

RESOLVED FURTHER THAT in the event of the Company having no profits or its profits are inadequate during the abovementioned tenure of Chairman & Managing Director, consent of the members be and is hereby also accorded for payment of the remuneration as mentioned hereinabove or such other amount as may be approved by the Central Government, wherever applicable, in accordance with the provisions of Section II of Part II of Schedule V to the Act as amended from time to time.

RESOLVED FURTHER THAT consent of the members be and is hereby severally accorded to Mr. Rattan Keswani, Deputy Managing Director, Mr. Kapil Sharma, Chief Financial Officer and Mr. Nikhil Sethi, group Company Secretary & GM Legal of the Company to take all such steps including filing application for approval of Central Government and filing of forms, as may be necessary to give effect to the aforesaid resolution, with the office of the Registrar of Companies, NCT of Delhi & Haryana. Further, above may be considered as an abstract pursuant to requirement of the Act.”
2. **To consider and if thought fit to pass, with or without modifications, the following resolution as an Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 & 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and rules framed there under, as amended from time to time, consent of the members be and is hereby accorded for the re-appointment of Mr. Gopal Sitaram Jiwarjka (DIN No. 00024325) as an Independent Director on Board of the Company and in respect of whom a notice proposing his candidature for re-appointment to the office of Independent Director has been received, and shall hold the office for a period of 5 years w.e.f 18th September, 2017 and he shall not be liable to retire by rotation.

**FURTHER RESOLVED THAT** Mr. Patanjali G. Keswani, Chairman & Managing Director, Mr. Rattan Keswani, Deputy Managing Director, Mr. Kapil Sharma, Chief Financial Officer and Mr. Nikhil Sethi, Group Company Secretary & GM Legal of the Company, be and are hereby severally authorized to issue the appointment letter and to do all such things, acts, deeds as may be required in this regard.”

3. **To consider and if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 & 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and rules framed there under, as amended from time to time, Mr. Pradeep Gupta (DIN No. 00007520), who was appointed as an Additional Director in the capacity of Independent Director in the Board meeting held on 15th June, 2017 in terms of the provisions of Section 161 of the Companies Act, 2013 and in respect of whom a notice proposing his candidature for the office of Independent Director has been received, be and is hereby appointed as Independent Director of the Company for a period of 5 years w.e.f 15th June, 2017 and he shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** Mr. Patanjali G. Keswani, Chairman & Managing Director, Mr. Rattan Keswani, Deputy Managing Director, Mr. Kapil Sharma, Chief Financial Officer and Mr. Nikhil Sethi, Group Company Secretary & GM Legal of the Company be and are hereby severally authorized to file requisite forms, returns and memorandum of information in respect of the above with the Registrar of Companies and other authorities concerned and to do all the such acts, deeds and things as may be required, considered necessary and incidental”
4. **To consider and if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149,150 & 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and rules framed there under, as amended from time to time, Mr. Arvind Singhania (DIN No. 00934017), who was appointed as an Additional Director in the capacity of Independent Director in the Board Meeting held on 15th June, 2017 in terms of the provisions of Section 161 of the Companies Act, 2013 and in respect of whom a notice proposing his candidature for the office of Independent Director has been received, be and is hereby appointed as Independent Director of the Company for a period of 5 years w.e.f 15th June, 2017 and he shall not be liable to retire by rotation."

“**RESOLVED FURTHER THAT** Mr. Patanjali G. Keswani, Chairman & Managing Director, Mr. Rattan Keswani, Deputy Managing Director, Mr. Kapil Sharma, Chief Financial Officer and Mr. Nikhil Sethi, Group Company Secretary & GM Legal of the Company be and are hereby severally authorized to file requisite forms, returns and memorandum of information in respect of the above with the Registrar of Companies and other authorities concerned and to do all the such acts, deeds and things as may be required, considered necessary and incidental”.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149,150 & 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and rules framed there under, as amended from time to time, Mr. Ashish Guha (DIN No. 00004364), who was appointed as an Additional Director in the capacity of Independent Director in the Board meeting held on 15th June, 2017 in terms of the provisions of Section 161 of the Companies Act, 2013 in respect of whom a notice signifying his candidature for the office of Independent Director has been received, be and is hereby appointed as Independent Director of the Company for a period of 5 years w.e.f 15th June, 2017 and he shall not be liable to retire by rotation."

“**RESOLVED FURTHER THAT** Mr. Patanjali G. Keswani, Chairman & Managing Director, Mr. Rattan Keswani, Deputy Managing Director, Mr. Kapil Sharma, Chief Financial Officer and Mr. Nikhil Sethi, Group Company Secretary & GM Legal of the Company be and are hereby severally authorized to file requisite forms, returns and memorandum of information in respect of the above with the Registrar of Companies and other authorities concerned and to do all the such acts, deeds and things as may be required, considered necessary and incidental”.

Lemon Tree Hotels Limited
(CIN No. U74899DL1992PLC049022)
Registered Office: Asset No. 6, Aerocity Hospitality District, New Delhi-110037
T +91 11 4605 0101, F +91 11 46050110. E hi@lemontreehotels.com www.lemontreehotels.com
6. **To consider and if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 & 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and rules framed there under, as amended from time to time, Mr. Paramartha Saikia(DIN No. 07145770), who was appointed as an Additional Director in the Board meeting held on 15th June, 2017 in terms of the provisions of Section 161 of the Companies Act, 2013 and in respect of whom a notice signifying his candidature for the office of Independent Director has been received, be and is hereby appointed as Independent Director of the Company for a period of 5 years w.e.f 15th June, 2017 and he shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** Mr. Patanjali G. Keswani, Chairman & Managing Director, Mr. Rattan Keswani, Deputy Managing Director, Mr. Kapil Sharma, Chief Financial Officer and Mr. Nikhil Sethi, Group Company Secretary & GM Legal of the Company be and are hereby severally authorized to file requisite forms, returns and memorandum of information in respect of the above with the Registrar of Companies and other authorities concerned and to do all the such acts, deeds and things as may be required, considered necessary and incidental”.

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 & 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and rules framed there under, as amended from time to time, Ms. Freyan Desai(DIN No. 00965073), who was appointed as an Additional Director in the capacity of Women Independent Director in the Board meeting held on 15th June, 2017 in respect of whom a notice signifying her candidature for the office of Independent Director has been received, be and is hereby appointed as Women Independent for a period of 5 years w.e.f 15th June, 2017 and she shall not be liable to retire by rotation.”
“RESOLVED FURTHER THAT” Mr. Patanjali G. Keswani, Chairman & Managing Director, Mr. Rattan Keswani, Deputy Managing Director, Mr. Kapil Sharma, Chief Financial Officer and Mr. Nikhil Sethi, Group Company Secretary & GM Legal of the Company be and are hereby severally authorized to file requisite forms, returns and memorandum of information in respect of the above with the Registrar of Companies and other authorities concerned and to do all the such acts, deeds and things as may be required, considered necessary and incidental”.

8. To consider and if thought fit to pass, with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT” in accordance with the provisions of Section 62(1)(c) and any other applicable provisions of the of the Companies Act, 2013, along with the rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force, the “Companies Act, 2013”), including, any applicable subsisting provisions of the Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or denotified, as the case may be (the “Companies Act, 1956” and together with the Companies Act, 2013, the “Companies Act”), the Securities Contracts (Regulation) Act, 1956, and the rules framed thereunder, each as amended (“SCRA”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), other applicable regulations and guidelines issued by the Securities and Exchange Board of India (“SEBI”), other applicable laws, regulations, guidelines, policies, notifications, circulars or clarifications issued from time to time by the Government of India (“GoI”), Department of Industrial Policy and Promotion, Government of India (“DIPP”), relevant ministries of the GoI, the Reserve Bank of India (“RBI”), the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi (“Registrar of Companies”), the Department of Economic Affairs, Ministry of Finance, Government of India (“DEA”) and the relevant stock exchanges where the equity shares of the Company of face value `10 (the “Equity Shares”) are proposed to be listed (the “Stock Exchanges”) (collectively the “Applicable Laws”), and the enabling provisions of the Memorandum of Association of the Company and the Articles of Association of the Company, and subject to the approval of relevant government, statutory, supervisory and/or regulatory authorities, including the DIPP, the SEBI, RBI, the Registrar of Companies, DEA and the Stock
Exchanges, and such other approvals, permissions and sanctions, as may be necessary (including approvals and permissions from third parties, such as lenders of the Company and its subsidiaries), and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, the consent, approval, authority and sanction of the board of directors of the Company ("Board") be and is hereby granted to create, issue, offer and allot Equity Shares up to an aggregate of ₹ 1500 million, in the course of the proposed initial public offering (the "Fresh Issue") (provided that such number of additional Equity Shares to the extent of up to 10% of the net offer to public or such other extent as may be permitted under the SEBI ICDR Regulations may be issued and allotted as may be required for the purposes of rounding off the nearest integer while finalising the basis of allotment, including the issue and allotment of Equity Shares to the stabilizing agent pursuant to the green shoe option, in terms of the SEBI ICDR Regulations), which shall include, without limitation, fresh Equity Shares issued and allotted in any private placement to selected investors as permitted under the applicable laws pursuant to any pre-IPO placement in accordance with sections 62(1)(c) and 42 of the Companies Act and other Applicable Laws ("Pre-IPO Placement"), reservation of a certain number of Equity Shares, for any category or categories of persons as permitted under the Applicable Laws including eligible employees, a discount to the Offer price to retail individual bidders or eligible employees and any green shoe option of up to a certain number of Equity Shares at a price to be determined by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as may be fixed and determined by the Board in consultation with the book running lead managers ("BRLMs") and other relevant parties, as applicable, in accordance with the SEBI ICDR Regulations, to any category of persons who are eligible to invest in the Offer as per Applicable Law, who may or may not be the shareholder(s) of the Company as the Board may, in consultation with the BRLMs and other relevant parties, as applicable, decide, including anchor investors and qualified institutional buyers as defined under Regulation 2(1)(zd) of the SEBI ICDR Regulations, foreign/ resident investors (whether institutions, incorporated bodies, mutual funds and/or individuals or otherwise), Hindu undivided families, employees working in India or abroad, non-resident Indians, registered foreign portfolio investors ("FPIs") as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended, alternative investment funds, venture capital funds, foreign venture capital investors, state industrial development corporations, insurance companies, insurance funds, provident funds, pension funds, national investment fund, insurance funds, trusts/societies registered under the Societies Registration Act, 1860, development financial
institutions, multilateral and bilateral financial institutions, systemically important non-banking financial companies, bodies corporate, companies, private or public or other entities whether incorporated or not, authorities and to such other persons, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof, through an offer document, prospectus and/or an information memorandum, if any, and the decision to determine the category or categories of investors to whom the allotment/transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLMs, underwriters, placement agents and/or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board.”

RESOLVED FURTHER THAT, the Equity Shares so allotted or transferred in the Offer shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank pari-passu in all respects with the existing Equity Shares.

RESOLVED FURTHER THAT, the Equity Shares allotted/ transferred through the Offer be listed at one or more recognized stock exchanges in India.

RESOLVED FURTHER THAT, the Board and any other committee of the Board including the IPO Committee of the Board constituted pursuant to the Board meeting held on March 17, 2016 and whose powers were enhanced pursuant to the Board meeting held on June 15, 2017, ("IPO Committee") be and is hereby, subject to Applicable Law, authorized on behalf of the Company to delegate all or any of the powers herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions and any offer, issue, transfer and allotment of Equity Shares pursuant to the Offer, including but without limitation, to the following:

(i) Authorizing the IPO Committee for the purposes of any issue, transfer, offer and allotment of Equity Shares, and other matters in connection with or incidental to the Offer, including determining the anchor investor portion and allocate such number of Equity Shares to Anchor Investors in consultation the BRLMs and such other parties, as relevant and in accordance with the SEBI ICDR Regulations;

(ii) authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with any issue, transfer, offer and allotment of Equity Shares;
(iii) giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;

(iv) seeking, if required, any approval, consent or waiver from the Company’s lenders, and/or the lenders of the subsidiaries of the Company, industry data providers and/or parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and/or any other approvals, consents or waivers that may be required in connection with any issue, transfer, offer and allotment of Equity Shares and approving and issuing advertisements in relation to the Offer;

(v) deciding in consultation with the BRLMs the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Offer, in accordance with Applicable Laws;

(vi) taking on record the approval of the Offer for Sale;

(vii) approval of the draft red herring prospectus ("DRHP"), the red herring prospectus ("RHP") and the prospectus ("Prospectus") (including amending, varying or modifying the same, as may be considered desirable or expedient) and the preliminary and final international wrap in relation to the Offer (and corrigenda and addenda thereto) as finalized in consultation with the BRLMs, in accordance with Applicable Laws;

(viii) withdrawing the DRHP or the RHP or not proceeding with the Offer at any stage in accordance with Applicable Laws and in consultation with the BRLM(s);

(ix) seeking the listing of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing;

(i) making applications to, seeking clarifications and obtaining approvals and relaxations from any other statutory or governmental authorities in connection with the Offer (including, if required, SEBI, DIPP, and the RBI) and, wherever necessary, incorporate relevant modifications/ amendments/ alterations/
corrections as may be required in the DRHP, the RHP and the Prospectus pursuant to such clarifications, approvals or relaxations;

(ii) taking all actions as may be required to dematerialise the Equity Shares, including entry into agreements with the depositories;

(iii) authorising and approving the incurring of expenditure and payment of fees, commissions, remuneration and expenses in connection with the Offer;

(x) appointing, in consultation with the BRLMs, the registrar, the monitoring agency and other intermediaries to the Offer, in accordance with the provisions of the SEBI ICDR Regulations and other Applicable Laws;

(xi) deciding all matters in connection with the Pre-IPO Placement, if any;

(xii) finalization of and arrangement for the submission of the DRHP to be submitted to the SEBI and the Stock Exchanges for receiving comments, the RHP and the Prospectus to be filed with the Registrar of Companies, and any corrigendum, addendum, amendments supplements thereto;

(xiii) authorization of the maintenance of a register of holders of the Equity Shares;

(xiv) finalization of the basis of allotment of the Equity Shares;

(xv) acceptance and appropriation of the proceeds of the Fresh Issue in accordance with Applicable Laws; and

(xvi) to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Offer.

RESOLVED FURTHER THAT the Board and the IPO Committee will be entitled to negotiate, finalize and execute all such agreements and arrangements as well as amendments, supplements, notices or addenda or corrigenda thereto in connection with the Offer, for appointment of BRLMs and in consultation with the BRLMs for appointment of other intermediaries including underwriters, escrow agents, registrars, banker(s) to the Offer legal counsels, depository(ies), custodians, credit rating agencies, monitoring agencies, advertising agencies, and all such persons or agencies
as may be involved in or concerned with the Offer and to remunerate all such agencies in cash or otherwise, including by way of payment of commission, brokerage, fees, or reimbursement for expenses incurred in relation to the Offer.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or the IPO Committee be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer/issue, allotment, transfer and utilization of the proceeds and further to do all such acts, deeds, matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, including the premium to be charged on the shares, to vary the size of the issue as required by the SEBI, lead managers, banks or other authorities or agencies concerned or as the Board or any committee thereof may decide in its absolute discretion in the best interest of the Company without requiring any further approval of the members and to do all such acts, deeds, matters or things whatsoever, including settling any question, doubt or difficulty that may arise from time to time with regard to or in relation to raising of resources as authorized herein and the utilisation of the Offer proceeds in relation to the expansion plans, acquisitions, repayment of secured loans/unsecured loans, capital expenditure, other corporate initiatives or in any other manner it may deem fit, and that all or any of the powers conferred on the Board or any committee thereof vide this resolution may be exercised by the Board or such committee thereof as the Board may constitute in this behalf."

RESOLVED FURTHER THAT, Mr. Patanjali G. Keswani, Chairman & Managing Director, Mr. Rattan Keswani, Deputy Managing Director, Mr. Kapil Sharma, Chief Financial Officer and Mr. Nikhil Sethi, Group Company Secretary & GM Legal be and are hereby authorized to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the RoC."

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary wherever required.
NOTES:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, in respect of the special business to be transacted at the meeting under Item No. 1 to 8 is annexed hereto.

2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself and the proxy need not be a member of the company. The proxy form duly completed and signed should reach the company’s registered office not less than 48 hours before the commencement of the meeting. The Proxy Form for the EGM is enclosed herewith.

3. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

4. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.

5. Members/Proxies/Authorised Representatives are requested to submit the attendance slips duly filled in for attending the Meeting. Members holding shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.

6. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days of the Company between 11:00 a.m. and 1:00 p.m. upto the date of the General Meeting and at the venue of the Meeting for the duration of the Meeting.

7. Members holding shares are requested to kindly notify the Company of any change in their addresses/e-mail address so as to enable the Company to address future communication to their correct addresses.

8. A route map to the venue of the Extra Ordinary General Meeting is given at the end of notice.

Lemon Tree Hotels Limited
(CIN No. U74899DL1992PLC049022)
Registered Office: Asset No. 6, Aerocity Hospitality District, New Delhi-110037
T +91 11 4605 0101, F +91 11 46050110, E hi@lemontreehotels.com   www.lemontreehotels.com
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business under Item No. 1 to 8 mentioned in the accompanying Notice.

ITEM NO. 1: APPROVAL FOR THE RE-APPOINTMENT OF MR. PATANJALI G. KESWANI AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY ON THE REVISED REMUNERATION

The members are apprised that Mr. Patanjali G. Keswani, Chairman & Managing Director of the Company is proposed to be re-appointed for a further period of 5 years from 1st April, 2018 to 31st March, 2023 on the revised remuneration for a period of 3 years w.e.f 1st April, 2018 as enumerated in the resolution. The members are further informed that the increase in remuneration is proposed keeping in view the industry standards and is in accordance with the remuneration payable to a person of his qualification, experience and position.

The Company has received a notice under Section 160 of the Companies Act, 2013 ("the Act") along with the deposit of the requisite amount proposing his candidature for the office of Chairman & Independent Director of the Company.

GENERAL INFORMATION:


2) Date of commencement/expected date of commencement of commercial production: The Company is in existence since 1992 and the first hotel of the Company started its operation in 2004.

3) Financial performance based on given indicators: Following is the financial performance of the Company for last 3 years:

<table>
<thead>
<tr>
<th>Financial Year</th>
<th>2016-17</th>
<th>2015-16</th>
<th>2014-15</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Income</td>
<td>22,543.28</td>
<td>19,462.11</td>
<td>22,458.46</td>
</tr>
<tr>
<td>Profit before Depreciation &amp; amortisation and Tax</td>
<td>2909.92</td>
<td>434.67</td>
<td>5037.48</td>
</tr>
<tr>
<td>-------------------------------------------------</td>
<td>----------</td>
<td>--------</td>
<td>---------</td>
</tr>
<tr>
<td>Profit/(Loss) after tax</td>
<td>660.75</td>
<td>(1759.91)</td>
<td>(72.81)</td>
</tr>
</tbody>
</table>

4) Export performance and net foreign exchange collaborations:

Following is the export performance of the Company for last 3 Years:

<table>
<thead>
<tr>
<th>Financial Year</th>
<th>2016-17</th>
<th>2015-16</th>
<th>2014-15</th>
</tr>
</thead>
<tbody>
<tr>
<td>Earning in Foreign Currency</td>
<td>1838.02</td>
<td>2230.20</td>
<td>1937.46</td>
</tr>
</tbody>
</table>

5) Foreign investments: The foreign investments (other than investment by NRI’s) in the company stand at 49.14% of the issued and paid up Share Capital of Company.

II. INFORMATION ABOUT THE APPOINTEE:

(1) **Background details:**

1. **Name**: Mr. Patanjali G. Keswani
2. **Designation**: Chairman & Managing Director
3. **Age**: 58 Years
4. **Experience**: 32 Years

Mr. Patanjali G. Keswani is B. Tech in Electrical Engineering from IIT Delhi and PGDBM (Finance and Marketing) from IIM Kolkata. He has had 15 years of experience with The Taj Group of Hotels, where his last role was as Senior Vice President & Chief Operating Officer of Taj Business Hotels. Subsequently he also worked with A.T. Kearney Inc., as Director in their India Office before promoting Lemon Tree Hotels in 2002 and since 03.08.2002, he has been associated with Lemon Tree Hotels in the capacity of Director and since 7.10.2002 in the capacity of Managing Director and was re-appointed as the Chairman & Managing Director for a period of three years w.e.f. 1st January, 2013. Further, he was also appointed as Chairman & Managing Director of Fleur Hotels P Ltd, subsidiary of Lemon Tree Hotels Ltd. with effect from 1st January, 2015, however, he is drawing remuneration from Lemon Tree Hotels Ltd only.

(2) **Past remuneration**: During the previous financial year ended on 31st March, 2017, Mr. Patanjali G. Keswani earned a remuneration of Rs. 332 Lacs approx in the capacity of Chairman & Managing Director of the Company, which includes the expenses incurred with respect to the Company Car provided to him.
(3) Recognition or awards:

Under the leadership of Mr. Patanjali G. Keswani, it has been constant endeavour of the Company to provide high quality services at the right prices to its customers, which is evident from the various awards received by the Company from time to time, some of the awards received by the Company during the year 2016 and 2017 are enumerated herein below:

- Ranked #4 Best Company to Work in India and #19 Best Company in Asia by Great Places to Work Institute in 2017

- Best in Diversity Award at People Matters League Awards-Talent Acquisition 2017

- BML Munjal Awards 2017: Runner-Up: Business Excellence through Learning and Development

- People Matters Total Rewards 2017: 'Best in Building Career’ Award

- Ranked the Best Company in India for Workplace Culture Transformation 2016

- BW Hotelier Editor’s Choice Award 2016 for being an equal opportunity employer

- Ministry of Social Justice and Empowerment, Government of India: Best Employer – National Award, 2011. Award received from the President of India


(3) Job profile and his suitability:

Mr. Patanjali G. Keswani has been associated with the Company since 2002, when he anticipated the enormous latent demand for a right-priced upscale hotel product in India and launched Lemon Tree Hotels in 2002. He is the pioneer of the mid market hotel segment in India and has created the ‘low cost carrier’ equivalent of the hotel industry.

Mr. Keswani was inducted into the FHRAI (The Federation of Hotel and Restaurant Associations of India) Hall of Fame in 2010 and was also awarded the SATTE 2010 Hotelier for 'Best Mid-Market Developer’ of hotels in India. He was also honoured by IIT
Delhi for outstanding contributions made by him as an Entrepreneur. He was again inducted into the ‘Hall of Fame’ at the Hotelier India Awards held in Gurgaon in 2012.

Under his leadership, Lemon Tree Hotels is today the fastest growing and largest mid-market and upscale hotel chain across India and has set new benchmarks in the hotel industry.

(4) Remuneration proposed in comparison with respect to remuneration in the industry:

The proposed remuneration is as detailed in the resolution at Item no. 1 to the Notice, which is proper for a person of his caliber in the hotel industry and for the contribution made by Mr. Keswani for making Lemon Tree Hotels Limited a valued brand in India.

(5) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any,

Apart from the managerial remuneration received by Mr. Patanjali G. Keswani, he also holds 19,17,628 Equity Shares of Rs. 10/- each of the Company in his individual capacity.

(6) Number of Meetings attended during the year;

Mr. Keswani has attended two Board meeting of the Company held during the year 2017-18 till date.

(7) No.(s) of Other Directorships and Membership/Chairmanships of Committees of other Board of Mr. Keswani

Mr. Keswani holds directorships on Board of 17 other companies. He also holds membership in 6 committees of other Boards, out of which, he holds Chairmanships of 5 committees.

III. OTHER INFORMATION:

Reasons for loss or inadequate profits, steps taken for improvement and expected increase in profits: Due to the depressed market conditions, the profits of the Company have been affected. The Company has taken various sales and marketing initiatives to increase revenue, which are showing positive results and the Company is expecting an increase in the profitability in the coming years.
The disclosures in respect of remuneration package and other details of all the Directors will be given at appropriate places in the Corporate Governance Report, annexed to the Board’s Report, as applicable.

The Board therefore recommends the Special Resolution for approval of the Members of the Company for the re-appointment of Chairman & Managing Director of the company for a period of 5 years w.e.f 1st April, 2018 to 31st March, 2023 on the revised remuneration for a period of 3 years w.e.f. 1st April, 2018 as enumerated in the resolution.

This explanation together with the accompanying notice is and should be treated as an abstract of the terms of payment of remuneration to Mr. Patanjali G. Keswani as required to be circulated to the members of the Company in accordance with Section 190 of the Companies Act, 2013.

Mr. Patanjali G. Keswani, himself, and Mr. Aditya Madhav Keswani (Son of Mr. Keswani), Director of the Company, being relative may be deemed to be concerned or interested in the resolution. Save and except the above, none of the other Directors, key managerial personnel of the Company and their relatives are, in any way, concerned or interested in the resolution.

**Item No. 2: APPROVAL FOR RE-APPOINTMENT OF MR. GOPAL SITARAM JIWARJAKA AS AN INDEPENDENT DIRECTOR**

Mr. Gopal Sitaram Jiwarjka was appointed as an Independent Director of the Company for a period of 3 years w.e.f 18th September, 2014 and his current tenure is expiring on 17th September, 2017. The members are informed that Mr. Gopal Sitaram Jiwarajka, Non-executive and Independent Director on the Board of Company is proposed to be re-appointed in terms of the Section 149 of the Companies Act, 2013 and Rule 4 & 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Nomination & Remuneration Committee & Board of Directors in their respective meetings held on July 14, 2017 has recommended his re-appointment for approval of the shareholders.

The Company has received a notice under Section 160 of the Companies Act, 2013 (“the Act”) along with the deposit of the requisite amount proposing his candidature for the office of Independent Director of the Company.
Mr. Gopal Sitaram Jiwarjaka is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He has given his consent to act as a Director and a declaration to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Act.

The members are further apprised that Mr. Gopal Sitaram Jiwarajka, aged about 57 years, is a commerce graduate and possesses rich experience in Marketing, Finance, Production and Administration and has extensively travelled all over the globe. He possesses rich experience in TV and electronic industry and possesses in depth knowledge of Indian conditions in respect of this industry.

He is not drawing any remuneration from this Company except the sitting fees for attending the meeting of the Board. During the financial year under review, he has attended one meeting of the Board of Directors of the Company and he holds 657,270 shares in the company.

Mr. Gopal Sitaram Jiwarjka holds Directorships on Board of 6 other companies and members of 2 committee of the Board of other companies.

None of the other Directors, Manager, Key Managerial Personnel(s) and their relatives are concerned or interested in the above resolution.

The Board of Directors recommends the special resolution for your approval.

**Item No. 3: APPROVAL FOR APPOINTMENT OF MR. PRADEEP GUPTA AS AN INDEPENDENT DIRECTOR**

The members are informed that Mr. Pradeep Gupta has been appointed as Additional Director in the capacity of Non-executive and Independent Director on the Board of Company on 15th June, 2017 and he holds office upto the ensuing General Meeting of the Company. He is Chairman and Member of Nomination and Remuneration Committee and also a member of Corporate Social Responsibility Committee of the Board of Directors of the Company

The Nomination & Remuneration Committee & Board of Directors in their respective meetings held on July 14, 2017 has recommended his appointment for approval of the shareholders.
The Company has received a notice under Section 160 of the Companies Act, 2013 ("the Act") along with the deposit of the requisite amount proposing his candidature for the office of Independent Director of the Company.

Mr. Pradeep Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He has given his consent to act as a Director and a declaration to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Act.

The members are further apprised that Mr. Pradeep Gupta, aged about 62 years, is an IIT Graduate and has done Masters from IIM Calcutta.

At present he is the Chairman of CyberMedia Group, the speciality media house with brands Dataquest, Voice&Data, DARE, CIOL, Global Services etc. CyberMedia is executing India’s First Electropreneur Park, and incubation Centre for Electronics start-ups funded by Government of India.

Mr. Pradeep was conferred the National enterpenuership Award as the Best Mentor’ by the Ministry of Skill Development and Enterpenuership, Government of India.

Mr. Pradeep is also an Angel Investor and has mentioned over 150 start-ups. He is the co-founder of Indian Angel Network, Asia’s largest Angel Network with more than 400 members that has done over 100 deals. Current IAN invests in 30-40 deals each year.

Mr. Pradeep also Chair the Alumni Trust, the sponsors of IvyCap Ventures Trust Funds that have a Corpus of $140 mn for investments in medium scale businesses. He has been the past President of PanIIT India and Association of Indian Magazines. He is/has been on the Boards of IIT Mandi, India Newspaper Society, IIT Delhi Incubator etc.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Paramartha Saikia is appointed as an Independent Director and the Board recommends the resolution for approval of the members.

Copy of the draft letter for appointment of Mr. Pradeep Gupta as an Independent Director setting out the terms and conditions of his appointment is available for inspection by members at the Registered Office of the Company.

Further, Mr. Pradeep Gupta is not drawing any remuneration from this Company except the sitting fees for attending the meeting of the Board. During the financial year under
review, he has attended two meeting of the Board of Directors and he doesn’t holds any shares in the Company.

Mr. Pradeep Gupta holds Directorships on Board of 9 other companies and members of 4 Committee of the Board of Director of other Companies.

None of the other Directors, Manager, Key Managerial Personnel(s) and their relatives are concerned or interested in the above resolution.

The Board of Directors recommends the ordinary resolution for your approval.

**Item No. 4: APPROVAL FOR APPOINTMENT OF MR. ARVIND SINGHANIA AS AN INDEPENDENT DIRECTOR**

The members are informed that Mr. Arvind Singhania has been appointed as Additional Director in the capacity of Non-executive and Independent Director on the Board of Company on 15th June, 2017 and he holds office up to the ensuing Annual General Meeting of the Company.

The Nomination & Remuneration Committee & Board of Directors in their respective meetings held on July 14, 2017 has recommended his re-appointment for approval of the shareholders.

The Company has received a notice under Section 160 of the Companies Act, 2013 (“the Act”) along with the deposit of the requisite amount proposing his candidature for the office of Independent Director of the Company.

Mr. Arvind Singhania is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He has given his consent to act as a Director and a declaration to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Act.

The members are further apprised that Mr. Arvind Singhania, aged about 53 years, has earned a degree of B.Com from Delhi University. Mr. Singhania was first introduced to the Board of Ester on 20th November, 1987 as Whole-time Director.

Mr. Arvind Singhania has approx. 30 years of rich and varied operations experience including production, supply chain, finance and people management. Mr. Arvind’s vision and passion have been integral to Ester’s success, building the company from a small
start up to one of India’s leading, most recognized polyester film manufacturing company. Mr. Arvind has been associated with the company since its inception. Under his tutelage, Ester has undertaken and seen tremendous success with its various expansion and modernization initiatives.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Arvind Singhania is appointed as an Independent Director and the Board recommends the resolution for approval of the members.

Copy of the draft letter for appointment of Mr. Arvind Singhania as an Independent Director setting out the terms and conditions of his appointment is available for inspection by members at the Registered Office of the Company.

The members are further informed that he is not drawing any remuneration from this Company except the sitting fees for attending the meeting of the Board. During the financial year under review, since his appointment, he has attended one meeting of Directors of the Company held during the year and he doesn’t hold any shares in the Company.

Mr. Arvind Singhania holds Directorships on Board of 4 other companies and members of 4 Committee of the Board of Director of other Companies.

None of the other Directors, Manager, Key Managerial Personnel(s) and their relatives are concerned or interested in the above resolution.

The Board of Directors recommends the ordinary resolution for your approval.

**Item No. 5: APPROVAL FOR APPOINTMENT OF MR. ASHISH GUHA AS AN INDEPENDENT DIRECTOR**

The members are informed that Mr. Ashish Guha has been appointed as Additional Director in the capacity of Non-executive and Independent Director on the Board of Company on 15th June, 2017 and he holds office upto the ensuing Annual General Meeting of the Company. He is also a member of Audit Committee of the Board of Directors of the Company.

The Nomination & Remuneration Committee & Board of Directors in their respective meetings held on July 14, 2017 has recommended his re-appointment for approval of the shareholders.
The Company has received a notice under Section 160 of the Companies Act, 2013 ("the Act") along with the deposit of the requisite amount proposing his candidature for the office of Independent Director of the Company.

Mr. Ashish Guha is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He has given his consent to act as a Director and a declaration to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Act.

The members are further apprised that Mr. Ashish Guha, aged about 60 years, has earned a Hons. Degree in Economics from Jadavpur University and is also Almuni of London Business School where he did a Leadership Program.

Mr. Ashish Guha started his career as a Management Consultant in 1977, in Kolkata with a firm called Maser. He then moved to Treasury and was involved in forex companies such as Merrill Lynch and Lazard.

While he was heading the forex business in Lazard in India, he also started the defunct equities business of Lazard in the year 1989 and founded the forex, equity and money market entity in Lazard to become its CEO in the year 1990. This entity was one of the first in India to start up equity research along with a few like Enam.

In 1993, Ashish Guha moved to Lazard’s banking business as its Managing Director to head its capital market and international finances.

Mr. Ashish Guha along with the two of his colleagues joined Ambit as Partners to rejuvenate Ambit’s Investment banking business. He worked with Ambit till 2006 until he joined Heidelberg Cement as its founding CEO & MD in India.

While in investment Banking, he has the privilege of closing many marquee deals and advising kosher clients in their pursuits in India.

While he was advising Heidelberg Cement, Germany for its acquisition in India, he was offered the position to lead Heidelberg Cement’s business in India and made a historical turnaround of the acquired company within a short period of 18 months.

Mr. Ashish Guha while at Heidelberg Cement doubled its manufacturing capacity of nearly 6 million tones.
Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Ashish Guha is appointed as an Independent Director and the Board recommends the resolution for approval of the members.

Copy of the draft letter for appointment of Mr. Ashish Guha as an Independent Director setting out the terms and conditions of his appointment is available for inspection by members at the Registered Office of the Company.

He is not drawing any remuneration from this Company except the sitting fees for attending the meeting of the Board. During the financial year under review, he has attended 1 meeting of the Board of Directors held during the year and he doesn’t holds any shares in the Company.

Mr. Ashish Guha holds Directorships on Board of 2 other companies and is also a Member/Chairman of 5 other committees of the Board of Directors of other Companies.

None of the other Directors, Manager, Key Managerial Personnel(s) and their relatives are concerned or interested in the above resolution.

The Board of Directors recommends the ordinary resolution for your approval.

**Item No. 6: APPROVAL FOR APPOINTMENT OF MR. PARAMARTHA SAIKIA AS AN INDEPENDENT DIRECTOR**

The members are informed that Mr. Paramartha Saikia has been appointed as Additional Director in the capacity of Non-executive and Independent Director on the Board of Company on 15th June, 2017 and he holds office up to the ensuing Annual General Meeting of the Company.

The Nomination & Remuneration Committee & Board of Directors in their respective meetings held on July 14, 2017 has recommended his re-appointment for approval of the shareholders.

The Company has received a notice under Section 160 of the Companies Act, 2013 (“the Act”) along with the deposit of the requisite amount proposing his candidature for the office of Independent Director of the Company.
Mr. Paramartha Saikia is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He has given his consent to act as a Director and a declaration to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Act.

Mr. Paramartha Saikia, aged about 55 years, has done Master in Economics from Delhi University. He has been building brands for over 27 years. He was the CEO of JWT in Malaysia from 2010 to July 2013. Prior to that he was the CEO of Iris in India where he put together an integrated team able to deliver across digital, advertising and on ground activation. He joined Iris from Publicis India where he was the COO from 2002 to 2008. He has been on the executive board of McCann Erickson, Euro RSCG and Grey worldwide.

Key clients he has been associated with are Nestle, Coke, Beam brands, Bacardi, HP, Perfetti and HSBC.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Paramartha Saikia is appointed as an Independent Director and the Board recommends the resolution for approval of the members.

Copy of the draft letter for appointment of Mr. Paramartha Saikia as an Independent Director setting out the terms and conditions of his appointment is available for inspection by members at the Registered Office of the Company.

He is not drawing any remuneration from this Company except the sitting fees for attending the meeting of the Board. During the financial year under review, he has attended 1 meeting of the Board of Directors held during the year and holds 153,162 shares in our Company.

Mr. Paramartha Saikia holds Directorships on Board of 7 other Companies and also holds membership/chairmanship in 15 Committees of the Board of Directors of other Companies.

None of the other Directors, Manager, Key Managerial Personnel(s) and their relatives are concerned or interested in the above resolution.

The Board of Directors recommends the ordinary resolution for your approval.
**Item No. 7: APPROVAL FOR APPOINTMENT OF MS. FREYAN DESAI AS AN WOMEN INDEPENDENT DIRECTOR**

The members are informed that Ms. Freyan Desai has been appointed as Additional Director in the capacity of Non-executive and Women Independent Director on the Board of Company on 15th June, 2017 and she holds office upto the ensuing Annual General Meeting of the Company. She is also a member of Stakeholder’s Relationship Committee of the Board of Directors of the Company.

The Nomination & Remuneration Committee & Board of Directors in their respective meetings held on July 14, 2017 has recommended her re-appointment for approval of the shareholders.

Ms Freyan has practiced as a corporate and Mergers and Acquisitions counsel through her career. Ms. Freyan, aged about 55 years, completed her Bachelors in Law from University of Delhi and Masters from Kings College, London. Apart from advising Indian corporate on their inorganic growth opportunities, her practice has focused on advising foreign corporates and private equity funds on structuring of transactions in various sectors in order to do business in India including to invest in/divest from, Indian companies taking them through the gamut of Indian laws involving the FDI policy, FEMA, the Takeover Code as well other SEBI and Indian laws and regulations. She has worked for Indian Law firms which have included the Indian chapter of Jones Day Reavis and Pogue and as a partner at Amarchand Mangaldas, Delhi.

Ms. Freyan has also been the General Counsel of the Novartis group of companies in India, where, apart from general corporate counselling, she worked with the head office in Basel on various transactions for purchase of generic companies, as well as leading litigations protecting their patent rights. She was a permanent invitee to the Board of the Company and was also the Compliance Officer of the Group.

Ms. Freyan has a deep interest in social causes and has been a trustee on the board of a trust which has set up and run, schools imparting non-formal education and vocational training to the children and youth, in two slum areas in Delhi for the last 25 years.

She is not drawing any remuneration from this Company except the sitting fees for attending the meeting of the Board. During the financial year under review, she has attended one meetings of the Board of Directors held during the year and she doesn’t holds any shares in our Company.
Ms. Freyan Desai holds Directorships on Board of 10 other companies and she doesn’t hold any membership/chairmanship of any of the Committees of the Board

None of the other Directors, Manager, Key Managerial Personnel(s) and their relatives are concerned or interested in the above resolution.

The Board of Directors recommends the ordinary resolution for your approval

**ITEM NO. 8: RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING**

The Company proposes to create, offer, issue and allot equity shares of the Company of face value of ₹ 10 (the “Equity Shares”) each up to an aggregate of ₹ 1500 million on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI ICDR Regulations”), to various categories of investors including qualified institutional investors, retail individual investors, non-institutional investors, non-resident Indians, registered foreign portfolio investors and/or eligible employees, as permitted under the SEBI ICDR Regulations and other applicable laws. Further, the existing members of the Company may also participate in such an offering by making an offer for sale in relation to such number of Equity Shares held by them, and which are eligible for offer for sale in accordance with the SEBI ICDR Regulations, as the Board may in consultation with the BRLMs determine. The Equity Shares allotted shall rank in all respects pari passu with the existing Equity Shares.

The proposed offering is likely to include a fresh issue of the Equity Shares by the Company (the “Fresh Issue”) and an offer for sale of Equity Shares (the “Offer for Sale” together with the Fresh Issue, the “Offer”) by certain existing shareholders of the Company (the “Selling Shareholders”).

Material information pertaining to the Offer is as follows:

(i) **Offer Price:**

The price at which the Equity Shares will be allotted through the Offer shall be determined and finalized by the Company in consultation with the book running lead managers and other relevant parties in accordance with the SEBI ICDR Regulations, on the basis of the book building process.
(ii) *The object(s) of the Fresh Issue are:*

The proceeds of the Fresh Issue are to be utilized for the purposes that shall be disclosed in the Draft Red Herring Prospectus to be filed with the SEBI in connection with the Offer, including for general corporate purposes. The proceeds of the offer for sale by the selling shareholders, will not be received by the Company.

(iii) *Intention of Promoters/Directors/Key managerial personnel to subscribe to the Offer:*

The Company has not made and will not make an offer of Equity Shares to any of the promoters, directors or key managerial personnel. However, the directors (other than directors who are also promoters or a part of the promoter group) or the key managerial personnel may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations.

(iv) *Whether a change in control is intended or expected:*

No change in control is intended or expected as a result of the Offer.

The Board recommends the resolution for your approval. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013 and the rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force, the "*Companies Act, 2013*"), the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the Offer, the Board will make necessary amendments.

All the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) may be deemed to be concerned or interested in the proposed resolution to the extent shares may be subscribed for and allotted in their names.

The Board recommends the resolution for approval of the members of the Company.
None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

BY ORDER OF THE BOARD
For LEMON TREE HOTELS LIMITED

DATE: 14.07.2017
PLACE: NEW DELHI

Sd/-
NIKHIL SETHI
GROUP COMPANY SECRETARY & GM LEGAL
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]

CIN: U74899DL1992PLC049022

Name of the company: LEMON TREE HOTELS LIMITED

Registered office: ASSET NO. 6, AEROCITY HOSPITALITY DISTRICT, NEW DELHI-110037

Name of the member(s):

Registered address:

Email Id:

Folio No./Client Id:

DP ID:

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

1. Name: 
   Address: 
   E-mail Id: 
   Signature: 

2. 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 Extra Ordinary General Meeting of the company, to be held on Tuesday, the 8th day of August, 2017 at 12.00 Noon at Asset No. 6, Aerocity Hospitality District, New Delhi-110037 and at any adjournment thereof.

I direct my Proxy to vote on the resolutions in the manner as indicated below:
<table>
<thead>
<tr>
<th>AGENDA</th>
<th>VOTING INSTRUCTIONS</th>
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<tbody>
<tr>
<td><strong>Item No. 1</strong> (of the notice for EGM, to be held on August 8, 2017)</td>
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<td><strong>Item No. 2</strong> (of the notice for EGM, to be held on August 8, 2017)</td>
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<td><strong>Item No. 8</strong> (of the notice for EGM, to be held on August 8, 2017)</td>
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Signed this...... day of........ 2017

Signature of shareholder

Signature of Proxy holder(s)

**Note:**

1. The Proxy to be effective should be deposited at the Registered Office of the Company not less than FORTY-EIGHT HOURS before the commencement of the Meeting.

2. A Proxy need not be a member of the Company.

3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

4. This form of proxy confers authority to demand or join in demanding a poll.

5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the Meeting.

6. This is optional. Please put For/Against in the appropriate column against the Resolutions indicated in the Box. If a member leaves the “For” or “Against” column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular Resolution, he/she should write “Abstain” across the boxes against the Resolution.
ATTENDANCE SLIP
EXTRA ORDINARY GENERAL MEETING

Date: 8th August, 2017; Time: 12.00 Noon

Venue: Asset No. 6, Aerocity Hospitality District, New Delhi-110037

I / We hereby record my/our presence at the Extra Ordinary General Meeting of the Company at Asset No. 6, Aerocity Hospitality District, New Delhi-110037 on Tuesday, August 8, 2017 at 12.00 Noon

Member’s Folio Member’s/Authorised Representative/Proxy’s name in Block Letters Member’s/Authorised Representative/Proxy’s Signature

Note:

1. Sign this attendance slip and hand it over at the attendance verification counter at the entrance of meeting hall.

2. Bodies Corporate, whether a company or not, who are members, may attend through their authorised representatives appointed under Section 113 of the Companies Act, 2013. A copy of authorisation should be deposited with the Company.

3. Electronic copy of Notice of the Extra Ordinary General Meeting (EGM) alongwith proxy form and the attendance slip and has been/is being sent to all the members whose email address is registered with the Company unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the EGM can print copy of this Attendance Slip.

4. Physical copy of the Notice of the EGM along with the proxy form and attendance slip is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.