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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 Monday, the 24th day of July, 2017 at 12.00 Noon at Asset No. 6, Aerocity Hospitality District, New Delhi-110037 to transact the following businesses:

SPECIAL BUSINESS:

SPECIAL BUSINESS:

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

"**RESOLVED THAT** pursuant to Section 42, 62 and other applicable provisions of the Companies Act, 2013 read with the applicable rules, regulations thereto, and the Articles of Association of the Company and such other necessary approvals, if any the consent of the shareholders is hereby accorded to offer, issue and allot, on preferential basis such no.(s) of Equity Shares of the face value Rs.10/- each to the following person/entity on preferential basis at an issue price of Rs 21.50/- each(including premium of Rs. 11.50/- per share) as per the details mentioned in the table herein below:

Sr.	Name & Address of the	No. of Shares	Amount
No.	Proposed allottees	(Face value	(In Rs.)
		of Rs. 10/-	
		per share)	
1	Patanjali G. Keswani	27,14,056	5,83,52,204/-
	B-6/17, Safdarjung Enclave,		
	New Delhi-110029		
2.	HeadStart Institute Private Limited	106,192	22,83,128/-
	B-6/17, Safdarjung Enclave,		
	New Delhi-110029		
	Total	28,20,248	6,06,35,332/-

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RESOLVED FURTHER THAT the aforementioned issue and allotment shall be made on following terms and conditions:

- 1. The Equity Shares shall be allotted in favour of the subscribing person/entity against receipt of the subscription price, which shall be paid by the subscribing person/entity on or before expiry of 180 days from the date of passing of special resolution in the general meeting of the Company or such other time as may be extended by the Board.
- 2. The Equity Shares shall be allotted within sixty (60) days from the receipt of the share application money.
- 3. These Equity Shares shall rank pari-passu in all respects with the existing fully paid up equity shares of the Company.
- 4. No fresh offer or invitation shall be made on private placement basis unless the allotments with respect to this offer or invitation have been completed or the offer or invitation has been withdrawn or abandoned by the Company.

RESOLVED FURTHER THAT the Equity Shares may be allotted in favour of the Subscribing person/entity and such shares shall rank pari passu in all respects with the existing fully paid up equity shares of the Company.

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 execute all documents, communications and to issue the offer letter and to do all further acts, deeds and things as may be required in this connection including the filings with any governmental Authority and the Registrar of Companies."

2. <u>To consider and if thought fit to pass, with or without modifications, the</u> <u>following resolution as a Special Resolution:</u>

"**RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 and the applicable rules and regulations thereto (including any re-enactment(s) and modification(s) made there under), the new set of Articles of Association ("**Articles**"), be and is hereby approved and adopted as the Articles of the Company in total exclusion, substitution and superseding of the existing Articles of the Company.

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RESOLVED FURTHER THAT Mr. Patanjali G. Keswani, Chairman and 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 severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution including but not limited to the filing of necessary forms, returns, documents etc. and co-ordination with the Registrar of Companies and to comply with all other requirements in this regard."

3. <u>To consider and if thought fit to pass, with or without modifications, the</u> <u>following resolution as a Special Resolution:</u>

"RESOLVED THAT pursuant to applicable provisions of Foreign Exchange Management Act, 1999, as amended ("FEMA"), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended up to date, the current Consolidated Foreign Direct Investment Policy Circular of 2016, the Companies Act, 2013 as amended, Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or de-notified, as the case may be and all other applicable acts, rules, regulations, provisions and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the Foreign Investment Promotion Board, the Reserve Bank of India, Ministry of Finance, Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions, the limit of investment by Foreign Portfolio Investors (as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2014, as amended) in the equity shares of the Company under the Portfolio Investment Scheme under FEMA, be and is hereby increased from 24% to 49% of the paid-up equity share capital of the Company."

"RESOLVED THAT Mr. Patanjali G. Keswani, Chairman and Managing Director, Mr. Rattan Keswani, Deputy Managing Director, Mr. Kapil Sharma, Chief Financial Officer and Mr. Nikhil Sethi, Group Company Secretary & GM Legal, are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including without limitation, intimating the Reserve Bank of India of the increase in investment limits applicable to Foreign Portfolio Investors and to comply with all other requirements in this regard."

"RESOLVED FURTHER THAT, Mr. Patanjali G. Keswani, Chairman and 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 severally authorized to take all steps for giving effect to the above Resolution including filing of the necessary forms with the Registrar of Companies."

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4. <u>To consider and if thought fit to pass, with or without modifications, the following resolution as a Special Resolution:</u>

"RESOLVED THAT pursuant to applicable provisions of Foreign Exchange Management Act, 1999, as amended ("FEMA"), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended up to date, the current Consolidated Foreign Direct Investment Policy Circular of 2016, the Companies Act, 2013 as amended, Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or de-notified, as the case may be and all other applicable acts, rules, regulations, provisions and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the Foreign Investment Promotion Board, the Reserve Bank of India, Ministry of Finance, Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions, the limit of investment by Non-Resident Indians (as defined under FEMA) in the equity shares of the Company under the Portfolio Investment Scheme under FEMA, be and is hereby increased from 10% to 24% of the paid-up equity share capital of the Company."

"RESOLVED THAT Mr. Patanjali G. Keswani, Chairman and Managing Director, Mr. Rattan Keswani, Deputy Managing Director, Mr. Kapil Sharma, Chief Financial Officer and Mr. Nikhil Sethi, Group Company Secretary & GM Legal, are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including without limitation, intimating the Reserve Bank of India of the increase in investment limits applicable to Non-Resident Indians and to comply with all other requirements in this regard."

"RESOLVED FURTHER THAT, Mr. Patanjali G. Keswani, Chairman and 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 severally authorized to take all steps for giving effect to the above Resolution including filing of the necessary forms with the Registrar of Companies."

BY ORDER OF THE BOARD For LEMON TREE HOTELS LIMITED

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DATE: 30.06.2017 PLACE: New Delhi

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

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. 1,2,3 & 4 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.

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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 4 mentioned in the accompanying Notice.

ITEM NO. 1: APPROVAL FOR ISSUANCE OF EQUITY SHARES OF COMPANY ON PREFERENTIAL BASIS

The Company is proposing to raise the necessary funds amounting to 6,06,35,332/-(Rupees Six Crore Six Lacs Thirty Five Thousand Three Hundred and Thirty Two only) by issuance of total 28,20,248 equity shares of face value of INR 10/- at an issue price of 21.50/- (Face value of INR 10/- and a premium of INR 11.50/-) each on preferential basis by way of issuance of the private placement offer.

The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 62 and The Companies (Prospectus and Allotment of Securities) Rules, 2014.

	T I I.I. (II		
(i)	The objects of the	To augment the funding requirements of the Company by	
	issue	way of issuance of shares	
(ii)	The total number of	28,20,248 Equity Shares of Face value of INR 10/- each	
	shares or other		
	securities to be		
	issued		
(iii)	The price or price	INR 21.50/- per share (including premium of INR 11.50/-	
	band at which	per share)	
	the allotment is		
	proposed;		
(iv)	Justification of the	The price has been decided on the basis of the valuation	
	price	report of the M/s MSPA & Company, Chartered	
		Accountants	
(v)	The relevant date on	31 st March, 2017	
	the basis of which		
	price has been		
	arrived at;		
(vi)	The class or classes	Promoter & Promoter Group Company	
	of persons to whom		

Lemon Tree Hotels Limited (CIN No. U74899DL1992PLC049022)

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	the allotment is proposed to be made;				
(vii)	Intention of Promoters, directors or key managerial personnel to subscribe to the offer	Intention is to augment the financial resources for the Company through the promoter and its affiliate by issuance of equity shares of the Company on private placement basis			
(viii)	The Shareholding	<u>Sha</u>	reholding Before the o	ffer:	
	pattern of the Company before and after the allotment	S. No.	Category	No. of shares	%
	of securities under	Α	Promoters holding:	1	
	the preferential offer	1	Indian:		
			Individual	52,36,828	0.67%
			Bodies Corporate	23,65,28,157	30.28%
			Sub Total	24,17,64,985	30.95%
		2	Foreign Promoters	Nil	Nil
			Sub Total (A)	24,17,64,985	30.95%
		В	Non-Promoters holding	j :	
		1	Institutional Investors		
		2	Non-Institution:		
			Private Corporate Bodies:		
		a)	Indian	10,06,26,524	12.88%
		b)	Foreign	36,94,62,520	47.29%
		C)	OCB	144,63,750	1.85%
			Directors & Relatives	29,12,574	0.37%
			Indian Public	-	-
			Others (including NRIs)	5,20,43,712	6.66%
			Sub Total (B)	53,95,09,080	69.05%
			TOTAL	78,12,74,065	100.00%
		<u>*Sh</u>	areholding after the of	fer:	
		No	Category	No. of shares	%
		Α	Promoters holding:		
			Indian:		
			Individual	79,50,884	1.01%

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			Bodies Corporate	23,66,34,3	240	20 10%
			Sub Total			30.18% 31.19%
		2		24,45,85,2		
		2	Foreign Promoters	24 45 05 2	Nil	Nil
		-	Sub Total (A)	24,45,85,2		31.19%
		B		Non-Prom	1	-
		1	Institutional Investors		Nil	Nil
		2	Non-Institution:			
			Private Corporate Bodies:	10.0(.0(.)	504	10.000/
		a)	Indian	10,06,26,		12.83%
		b)	Foreign	36,94,62,		47.12%
		C)	OCB	144,63,		1.85%
			Directors & Relatives	29,12,	574	0.37%
			Indian Public	E 20 42 5	-	-
			Others (Including NRI's)	5,20,43,		6.64%
			Sub Total (B)	53,95,09,0		68.81%
			TOTAL	78,40,94,3	13	100.00%
	allotment shall be completed		re application money	-		
						•
(x)	The names of the	S.	No. Name of the propos	ed	%'	ĸ
	proposed allottees		Allottee		0.5	00/
	and the percentage		1. Patanjali G. Keswani 2. HeadStart Institute Private Limited			9% 4%
	of post preferential		HeadStart Institute Pi	Ivate Limited	0.9	4 70
	offer capital that					
	may be held by them					
(xi)	Change in control, if	The	e change in control will r	not be dilute	d by	/ allotment
	any in the Company	cor	sequent to the preferentia	al offer.		
	that would occur					
	consequent to the					
	preferential offer					
(xii)	Number of persons	N.A	١			
, í	to whom allotment					
	on preferential basis					
	have already been					
	made during the					
	year, in terms of					
	number of securities					
	as well as price					

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



(xiii)	Justification for the	N.A.
	allotment proposed	
	to be made for	
	consideration other	
	than cash together	
	with valuation report	
	of the registered	
	valuer	

*In case of issuance of any ESOPs during the period from the date of issuance of this notice and allotment of shares pursuant to item no.1, the shareholding after the offer and % of the shares allotted to proposed allottees may change accordingly.

The members consent is sought to authorize the Board to issue Equity Shares on private placement basis to the persons in the manner set out in the resolution.

Other than Mr. Patanjali G. Keswani and Mr. Aditya Madhav Keswani, Directors, none of the other Directors, key managerial personnel of the Company or their relatives are concerned or interested in the resolution.

The Board of Directors recommends the Item No. 1 to be passed by the members of the Company as Special Resolution.

Item No. 2: APPROVAL FOR ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

Members are informed that since the company is going for Initial Public Offer, it is proposed to amend the Articles of Association of the Company in accordance with the provisions of Section 14 of the Companies Act, 2013("Act") read with rules made there under and in compliance with the SEBI requirements.

The members are further informed that the proposed Articles of Association shall be in 2 Parts. Part B constitutes existing Articles of Association that shall remain effective till the Listing of the Company and Part A shall be effective post listing and they shall be in compliance with Companies Act, 2013 and SEBI requirements.

Hence, it is considered desirable and simpler to adopt a comprehensive new set of Articles of the Company, in substitution of the present Articles of the Company as per the provisions of Section 14 of the Companies Act, 2013, which requires approval of shareholders of the Company by way of Special Resolution.

Copy of existing and amended Articles of the Company will be available for inspection by members during business hours at the registered office of the Company till the date of Extraordinary General Meeting.

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

The Board of Directors recommends the Item No. 2 to be passed by the members of the Company as Special Resolution.

Item No. 3 & 4: APPROVAL FOR INCREASE IN FPI AND NRI LIMIT

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The members are informed that given that the Company is proposing to undertake an initial public offering of its equity shares, the Company proposes to increase the limits on investment in the Company by (i) Foreign Portfolio Investors from 24% to 49%; and (ii) Non-Resident Indians from 10% to 24%, of the paid-up equity share capital of the Company. This would allow Foreign Portfolio Investors and Non-Resident Indians to acquire to a greater extent under the Portfolio Investment Scheme, the equity shares offered in the proposed initial public offering (if applicable) and also allow effective post-listing trading in the Company's equity shares by Foreign Portfolio Investors and Non-Resident Indians.

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

The Board of Directors recommends the Item No.3 & 4 to be passed by the members of the Company as Special Resolution.

BY ORDER OF THE BOARD For LEMON TREE HOTELS LIMITED

DATE: 30.06.2017 PLACE: NEW DELHI

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

Form No. MGT-11				
	Proxy form on 105(6) of the Companies Act, 2013 and rule 19(3) of the es (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:	
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 <u>Extra Ordinary General Meeting</u> of the company, to be held on Monday, the <u>24th day of</u> <u>July, 2017</u> at 12.00 Noon at <u>Asset No. 6, Aerocity Hospitality District, New Delhi-110037</u> and at any adjournment thereof.

I direct my Proxy to vote on the resolutions in the manner as indicated below:

Resolutions For/Against

AGENDA	VOTING INSTRUCTIONS
Item No. 1 (of the notice for EGM to be held on 24 th July, 2017)	
Item No. 2 (of the notice for EGM to be held on 24 th July, 2017)	
Item No. 3 (of the notice for EGM to be held on 24 th July, 2017)	
Item No. 4 (of the notice for EGM to be held on 24 th July, 2017)	

Signed this..... day of..... 2017

Signature of shareholder

REVENUE

STAMP

RE. 1/-

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.

LEMON TREE HOTELS LIMITED

CIN: U74899DL1992PLC049022 Regd. Office: Asset No. 6, Aerocity Hospitality District, New Delhi-110037 Telephone No.: 011-46050101; Fax: 011-46050110 Website: hi@lemontreehotels.com; www.lemontreehotels.com

ATTENDANCE SLIP EXTRA ORDINARY GENERAL MEETING

Date: 24th July, 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 Monday, July 24, 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.

