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## **NOTICE**

**NOTICE** is hereby given that the **TWENTY SECOND ANNUAL GENERAL MEETING** of the members of **LEMON TREE HOTELS LIMITED** will be held on **THURSDAY, the 24<sup>TH</sup> DAY OF JULY, 2014** at **ASSET NO. 6, AEROCITY HOSPITALITY DISTRICT, NEW DELHI-110037** at **4.30 P.M.** to transact the following business:

### ***ORDINARY BUSINESS***

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March 2014 and the Profit & Loss account for the year ended on that date along with the Directors' and Auditors' Report thereon.
2. To consider and appoint M/s S.R. Batliboi & Co. LLP (LLP No. AAB-4294) (Formerly S.R. Batliboi & Co., (Firm regn. no. 301003E)), Chartered Accountants as Auditors of the Company from the date of ensuing Annual General Meeting till the conclusion of the fourth Annual General Meeting in place of M/s. S.R. Batliboi & Associates LLP (LLP No. AAB-4295) (Firm No. 101049W), Chartered Accountants the retiring auditors of the Company, who have shown their un-willingness to be re-appointed as the Auditors of the Company
3. To appoint a director in the place of Mr. Ravi Dubey who retires by rotation and is eligible for re-appointment.
4. To appoint a director in the place of Mrs. Sharanita Keswani who retires by rotation and is eligible for re-appointment.

### **SPECIAL BUSINESS**

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

**"RESOLVED THAT** Mr. Sachin Doshi, who was appointed as an Additional Director of the Company w.e.f 20<sup>th</sup> March, 2014 and holds office upto the date of this Annual General Meeting, be and is hereby appointed as Director of the Company."

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

**"RESOLVED THAT** pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 including the applicable rules thereto and subject to the approval of the Financial Institutions, and such other approvals including approvals

Lemon Tree Hotels Limited (Formerly Lemon Tree Hotels Private Limited)  
(CIN No. U74899DL1992PLC049022)

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as are specifically required under the Articles of Association of Company, wherever applicable:

- (a) the Company be and is hereby authorised to grant a loan, to give guarantee to any other body corporate or person or provide security in connection with a loan to any other body corporate or person and to acquire by way of subscription, purchase or otherwise, the securities of any bodies corporate, on such terms and conditions as the Company may deem fit;
  - (b) the overall limit for the loans, investments, guarantees and securities to be made/given shall not exceed Rs. 1600 crore, regardless that the aggregate of the loans, guarantees, securities and investments in any body/bodies corporate may exceed the percentages prescribed under Section 186 of the Act;
  - (c) the Company hereby delegates all of the above powers or the authority to its Board of Directors/Finance Committee to determine the manner and amount which it shall make as loan, give as guarantee or provide as security in connection with a loan and invest in the securities within the above mentioned limits and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."
7. To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules thereto, consent of the members be and is hereby accorded to the Company for Mortgaging and/or charging of all its immovable and movable properties, wheresoever situate, both present and future and/or whole or substantially the whole of the undertaking(s) of the Company to or in favour of any public or private financial institution(s), banks, non banking financial companies, bodies corporate, debenture trustees or any other person whomsoever participating in extending financial assistance, to secure any term loans, working capital facilities, or any other type of financial assistance or debentures to be issued by the Companies, not exceeding Rs. 650.00 crores (Rupees Six Hundred and Fifty Crores only) lent and advanced/agreed to be lent and advanced by them, together with interest, compound interest, additional interest, liquidated damages, premia on pre-payment, costs, charges, trustees remuneration, expenses or monies payable by the Company to them under loan agreements/letter of sanction.

**RESOLVED FURTHER THAT** the securities to be created by the Company as aforesaid may rank pari passu with the mortgages and / or charges already created or to be created in future by the Company or in such other manner and ranking as

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may thought expedient by the Finance Committee and as may be agreed to between the Company and the concerned parties.

**RESOLVED FURTHER THAT** Board of Directors/Finance Committee of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for implementing this resolution and to resolve any question or doubt relating thereto, or otherwise considered by the Board to be in the best interests of the Company”.

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

**“RESOLVED THAT** subject to the provisions of section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and applicable rules thereto, consent of the members be and is hereby accorded to the Company for borrowing any sum or sums of moneys for and on behalf of the Company, from time to time from any one or more persons, firms, bodies corporate, Banks/ Financial institutions/NBFC’s or from others by way of advances, deposits, loans or otherwise and whether unsecured or secured notwithstanding that the sum or sums of moneys so borrowed together with moneys, if any, already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves which have not been set apart for any specific purpose, provided that the total amount upto which the moneys may be borrowed not exceeding Rs. 650.00 crores (Rupees Six Hundred and Fifty Crores only).

**RESOLVED FURTHER THAT** Board of Directors/Finance Committee of Directors be and is hereby authorised to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 181 and other applicable provisions if any, of the Companies Act and the applicable rules thereto and subject to approval of the members, consent of the Board be and is hereby accorded to the Company for contributing from time to time to any national, charitable, social, benevolent, public or general and other funds/ institutions/ hospitals/ trustees/ entities not directly relating to the business of the Company or the welfare of its employees of any amounts the aggregate of which does not exceed Rs. 1,00,00,000/- (Rs. One crore only) in the financial year ending 31<sup>st</sup> March, 2015.

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**RESOLVED FURTHER THAT** Mr. Patanjali G. Keswani, Chairman & Managing Director and Mr. Kapil Sharma, Chief Financial Officer be and are hereby severally authorised to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and the rules and regulations including the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as may be applicable, consent of the shareholders be and is hereby accorded to the Company to invest a total amount upto Rs. 188,40,00,000/- (Rupees One Hundred Eighty Eight Crores Forty Lacs only) in the preference shares of the related parties comprising of its subsidiaries, which jointly exceeds ten percent (10%) of net worth of the Company as on 31<sup>st</sup> March, 2014, as per the details mentioned in the explanatory statement.

**FURTHER RESOLVED THAT** Mr. Rattan Keswani, Deputy Managing Director, Mr. Rahul Pandit, President & Executive Director and Mr. Kapil Sharma, Authorised Signatory be and are hereby severally authorized and empowered to negotiate, finalise the terms and conditions for such subscription and to sign and execute application form and other necessary agreements, undertakings, document(s), declaration(s), form(s), paper(s), deed(s) etc. and to do all other acts or things which are necessary, expedient or desirable in this connection."

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

**"RESOLVED THAT** pursuant to section 188 and other applicable provisions of the Companies Act, 2013 and the applicable rules and regulations thereto including the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, consent of the shareholders of the company be and is hereby accorded to the Company to enter into an agreement with Hyacinth Hotels Private Limited for providing services for management and operation of its hotel at Delhi Aerocity with effect from 1<sup>st</sup> August, 2014 on such terms and conditions as detailed in the explanatory statement hereto.

**RESOLVED FURTHER THAT** Mr. Patanjali G. Keswani, Chairman & Managing Director, Mr. Rattan Keswani, Deputy Managing Director and Mr. Kapil Sharma, Chief Financial Officer be and are hereby severally authorized to execute the agreement for management and operation of the Delhi Aerocity Hotel in the form and substance

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as finalized with Hyacinth Hotels Private Limited and to do such other acts, things, deeds as may be deemed essential and incidental for the purpose.”

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

“**RESOLVED THAT** pursuant to section 188 and other applicable provisions of the Companies Act, 2013 and the applicable rules and regulations thereto including the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, consent of the shareholders of the company be and is hereby accorded to the Company to enter into an agreement with Grey Fox Project Management Company Private Limited for managing the development of the project(s) with effect from 1<sup>st</sup> August, 2014 on such terms and conditions as detailed in the explanatory statement hereto.

**RESOLVED FURTHER THAT** Mr. Patanjali G. Keswani, Chairman & Managing Director, Mr. Rattan Keswani, Deputy Managing Director, Mr. Rahul Pandit, President & Executive Director and Mr. Kapil Sharma, Chief Financial Officer be and are hereby severally authorized to execute the agreement with Grey Fox Project Management Company Private Limited and to do such other acts, things, deeds as may be deemed essential and incidental for the purpose.”

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

“**RESOLVED THAT** pursuant to section 188 and other applicable provisions of the Companies Act, 2013 and the applicable rules and regulations thereto including the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, consent of the shareholders of the company be and is hereby accorded to the Company to enter into an agreement with Valerian Management Services Private Limited for managing and co-ordinating the designing of the project(s) with effect from 1<sup>st</sup> August, 2014 on such terms and conditions as detailed in the explanatory statement hereto.

**RESOLVED FURTHER THAT** Mr. Patanjali G. Keswani, Chairman & Managing Director, Mr. Rattan Keswani, Deputy Managing Director, Mr. Rahul Pandit, President & Executive Director and Mr. Kapil Sharma, Chief Financial Officer be and are hereby severally authorized to execute the agreement with Valerian Management Services Private Limited and to do such other acts, things, deeds as may be deemed essential and incidental for the purpose.”

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

**“RESOLVED THAT** pursuant to section 188 and other applicable provisions of the Companies Act, 2013 and the applicable rules and regulations thereto including the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, consent of the shareholders of the company be and is hereby accorded to the Company to enter into an agreement with Spank Management Services Private Limited for providing project management services with effect from 1<sup>st</sup> August, 2014 on such terms and conditions as detailed in the explanatory statement hereto.

**RESOLVED FURTHER THAT** Mr. Patanjali G. Keswani, Chairman & Managing Director, Mr. Rattan Keswani, Deputy Managing Director, Mr. Rahul Pandit, President & Executive Director and Mr. Kapil Sharma, Chief Financial Officer be and are hereby severally authorized to execute the agreement with Spank Management Services Private Limited and to do such other acts, things, deeds as may be deemed essential and incidental for the purpose.”

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

**“RESOLVED THAT** pursuant to the provisions of section 197, 203 and other applicable provisions of the Companies Act, 2013 (‘the Act’) and applicable rules thereto read with Schedule V to the Act and all guidelines and clarifications for the managerial remuneration issued by the Central Government from time to time and subject to such approvals as may be required, consent of the members be and is hereby accorded to increase the remuneration of Mr. Patanjali G. Keswani, Chairman & Managing Director of the Company with effect from 1<sup>st</sup> day of July, 2014 including perquisites and allowances as recommended by the Remuneration Committee and detailed herein below:

1. Basic Salary : Rs. 13,35,000/- per month.
2. House Rent Allowance : The expenditure incurred by the Company on hiring unfurnished accommodation subject to a ceiling of 50% of the Basic salary OR in case no accommodation is provided by the Company, the house rent allowance shall be paid @ Rs.6,67,500/- per month.
3. Education Expense : Reimbursement of Education expenses including travel fare, boarding and lodging expenses of 1 (One) child as per actuals subject to maximum of Rs. 40,00,000/- p.a
4. Medical Reimbursement : Expenses incurred on self and family on actual basis
5. Gratuity : Half month’s salary for each completed year of

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6. Provident Fund : service  
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. Telephone : Provision of two telephones at the residence on actuals.
8. Conveyance : Company shall provide a Car (Mercedes or equivalent) with running and maintenance expenses
9. Club facility : Reimbursement of one club bill upto Rs. 60,000/- p.a.
10. Drivers Salary : As per actual subject to a maximum of Rs. 240,000/- p.a.
11. Electricity : Expenses incurred at the residence on actual basis
12. 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 Board 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 accorded to Mr. Rattan Keswani, Deputy Managing Director, Mr. Rahul Pandit, President & Executive Director Ms. Suman Singh, DGM & Group Company Secretary of the Company to take all such steps including 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."

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

**"RESOLVED THAT** pursuant to the provisions of section 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V to the Act and all guidelines and clarifications for the managerial remuneration issued by the Central Government from time to time and subject to such approvals as may be required, consent of the members be and is hereby accorded to increase the remuneration of Mr. Rattan Keswani, Deputy Managing

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Director of the Company with effect from 1<sup>st</sup> day of July, 2014 including perquisites and allowances detailed as recommended by the Remuneration Committee and detailed herein below:

- (A) Basic Salary shall be Rs. 66,667/- (Rupees Sixty Six Thousand Six Hundred and Sixty Seven only) per month.
- (B) Perquisites & other benefits:
- i. House Rent Allowance @ 50% of Basic salary i.e. Rs. 33,333/- (Rupees Thirty Three Thousand Three Hundred and Thirty Three only) per month.
  - ii. Transport Allowance @ Rs. 800/- (Rupees Eight Hundred only) per month.
  - iii. Personal Pay @ Rs. 13,18,920/- (Rupees Thirteen Lacs Eighteen Thousand Nine Hundred and Twenty only) per month.
  - iv. Reimbursement/Allowance of medical expenses @ Rs.1,250/- (Rupees One Thousand Two Hundred and Fifty only) per month.
  - v. Reimbursement/Allowance for Telephone at residence and for a mobile phone @ Rs. 8500/ (Rupees Eight Thousand Five Hundred only) per month.
  - vi. Bonus including Performance Linked Bonus as per scheme of the company and rules thereof.
  - vii. Provision of Company Car with driver, petrol and car maintenance.
  - viii. Group Medical Insurance & Personal Accident Insurance Policy as per rules of the company.
  - ix. Provident Fund, Gratuity, Superannuation as per rules thereof.
  - x. Leave accumulated and not availed of, may be encashed at the end of tenure as per the rules of the Company.
  - xi. Other reimbursement/allowances, options as per rules of the company.

**RESOLVED FURTHER THAT** consent of the Company be and is hereby accorded to the company to vary the terms and conditions of his remuneration and to decide the annual increment based on his performance and industry trends and subject to such other approvals as may be required in accordance with the provisions of Section II of Part II of Schedule V to the Act (including any statutory modification(s), enactment(s) or re-enactment(s), guidelines or clarifications) any as amended from time to time.

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**RESOLVED FURTHER THAT** in the event of the Company having no profits or its profits are inadequate during the abovementioned tenure of Deputy Managing Director, consent of the Committee 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 shareholders be and is hereby accorded to Mr. Patanjali G. Keswani, Chairman & Managing Director or Mr. Rahul Pandit, President & Executive Director of the Company to take all such steps including 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."

**BY ORDER OF THE BOARD  
FOR LEMON TREE HOTELS LIMITED**

**DATE :** 10.06.2014

**PLACE:** NEW DELHI

**Sd/-  
SUMAN SINGH  
DGM & GROUP COMPANY SECRETARY**

**NOTES:**

1. The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 5 to 16 is annexed hereto.
2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and 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 later than 48 hours before the commencement of the meeting.
3. Members holding shares in physical form are requested to kindly notify the Company of any change in their addresses so as to enable the Company to address future communication to their correct addresses.

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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 Nos. 5 to 16 mentioned in the accompanying Notice.

**5. Appointment as Director of the Company**

Mr. Sachin Doshi was appointed as an Additional Director under section 260 of the Companies Act, 1956 with effect from 20<sup>th</sup> March, 2014 and holds office up to the date of this Annual General Meeting. Being eligible, he offers himself for the appointment as Director of the Company. It would be in the best interests of the Company, if he is appointed as a Director.

None of the Directors, key managerial personnel of the Company or their relatives are concerned or interested in the resolution except Mr. Sachin Doshi.

The Board recommends passing of the proposed Ordinary Resolution.

**6. Inter corporate loans, guarantees, securities and investments in terms of section 186 of the Companies Act, 2013**

In terms of the provisions of the Section 186 of the Companies Act, 2013, making of loan to any person/body corporate, giving guarantee or providing security in connection with a loan and acquiring by way of subscription, purchase or otherwise, the securities of bodies corporate, requires prior approval of shareholders by way of Special Resolution in case the same exceed the prescribed limits, hence the proposal for members approval.

None of the Directors, key managerial personnel of the Company or their relatives are concerned or interested in the resolution.

The Board recommends passing of the proposed Special Resolution.

**7. Mortgaging, hypothecating, and charging its assets for securing financial facilities in terms of section 180(1)(a) of the Companies Act, 2013**

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, the consent of the shareholders is required in the General Meeting for mortgaging, hypothecating, and charging the assets of the company, as the mortgage/ charge/ hypothecation by the

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Company on its assets in favour of the Banks and Financial institutions etc. may be regarded as disposal of the Company's properties/undertaking, hence, it is necessary for the members to pass a resolution under section 180(1)(a) of the Companies Act, 2013, for creation of said charge/mortgage/Hypothecation.

None of the Directors, key managerial personnel of the Company or their relatives are concerned or interested in the resolution.

The Board recommends passing of the proposed Special Resolution.

#### **8. Borrowing under section 180(1)(c) of the Companies Act, 2013**

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, borrowing any sum or sums of moneys for and on behalf of the Company, from time to time from any one or more persons, firms, bodies corporate, Financial institutions/NBFC's/ Banks or from others by way of advances, deposits, loans or otherwise and whether unsecured or secured including sum or sums of moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) requires prior approval of shareholders by way of Special Resolution if, exceeds the aggregate of the paid up capital of the Company and its free reserves which have not been set apart for any specific purpose.

None of the Directors, key managerial personnel of the Company or their relatives are concerned or interested in the resolution.

The Directors recommend the resolution for approval of the members as a Special Resolution.

#### **9. Contribution to Charitable or Other Funds/Institutions in terms of Section 181 of the Companies Act, 2013**

This resolution is an enabling resolution authorising the Board of Directors of the Company to contribute to national, charitable, social, benevolent, public or general and other funds/institutions/hospitals/trustees/entities, from time to time during the financial year 2014-2015, for any national, charitable, social, benevolent, public or general causes not directly relating to the business of the Company or the welfare of its employees, above the aggregate maximum amount permissible under section 181 of the Companies Act, 2013.

None of the Directors, key managerial personnel of the Company or their relatives are concerned or interested in the resolution.

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The Directors recommend the resolution for approval of the members as a Special Resolution.

#### 10. Investment in the preference shares of related party(ies)

The Company is proposing to invest in the preference shares a total amount upto Rs. 188,40,00,000/- (Rupees One Hundred Eighty Eight Crores Forty Lacs only) in the preference shares of the related parties comprising of its subsidiaries.

The aforesaid investment jointly exceeds ten percent (10%) of net worth of the Company as on 31<sup>st</sup> March, 2014, hence the special resolution is proposed for the approval of the members of the Company

The disclosures as required in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 for buying of any goods or property of any kind whether movable or immovable is given hereinbelow:

The shareholders consent is sought to authorize the Company to invest in the preference shares of following subsidiary companies (related party) as mentioned herein below:

S. No.	Name of the related party	Name of the Director or Key Managerial Personnel who is related, if any	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement;	Any other information relevant or important for the members to take a decision on the proposed resolution
1	Carnation Hotels P Ltd	1) Mr. Patanjali G. Keswani; 2) Mr. Rattan Keswani; 3) Mr. Rahul Pandit; 4) Mr. Kapil Sharma	Wholly owned subsidiary	Investment upto Rs.3,50,00,000/- for subscribing to 350,000, 5% Redeemable Non-cumulative preference shares at a Face value of Rs. 100/- per share for a term of 10 years	Carnation Hotels is the management arm of Lemon Tree Hotels and it brings together a team of talented hotel industry professionals to deliver best

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					in class financial and guest satisfaction results, to hotel owners.
2	<b>PSK Resorts &amp; Hotels P Ltd</b>	Mr. Kapil Sharma	Wholly owned subsidiary	Investment upto Rs. 50,00,000/- for subscribing to 50,000, 5% Redeemable Non-cumulative preference shares at a Face value of Rs. /- per share for a term of 10 years	PSK Resorts is wholly owned subsidiary of Company, through which the Company indirectly holds the Lemon Tree Vembanad Resort in Alleppey, Kerala.
3	<b>Grey Fox Project Management Company P Ltd</b>	-	Subsidiary	Investment upto Rs. 4,90,00,000/- for subscribing to 490,000, 5% Redeemable Non-cumulative preference shares at a Face value of Rs.100/- per share for a term of 5 yrs	Grey Fox Project Management Co. P Ltd. is a subsidiary company, which specializes in executing projects on a limited or turnkey basis, offering either part or a total end-to-end solution.

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S. No.	Name of the related party	Name of the Director or Key Managerial Personnel who is related, if any	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement;	Any other information relevant or important for the members to take a decision on the proposed resolution
4	<b>Sukhsagar Complexes P Ltd</b>	-	Wholly owned subsidiary	Investment upto Rs. 9,50,00,000/- for subscribing to 9,50,000, 5% Redeemable Non-cumulative preference shares at a Face value of Rs. 100/- per share for a term of 10 yrs	Sukhsagar Complexes P Ltd is a wholly owned subsidiary of Company and is operating Red Fox hotel in Jaipur.
5	<b>Canary Hotels P Ltd</b>	1) Mr. Rahul Pandit; 2) Mr. Kapil Sharma	Wholly owned subsidiary	Investment upto Rs. 5,00,00,000/- for subscribing to 500,000, 5% Redeemable Non-cumulative preference shares at a Face value of Rs. 100/- per share for a term of 10 yrs	Canary Hotels P Ltd is a wholly owned subsidiary of Company and is operating Lemon Tree hotel in Ghaziabad.
6	<b>Oriole Dr. Fresh Hotels Private Limited</b>	Mr. Kapil Sharma	Subsidiary	Investment upto Rs. 25,00,00,000/- for subscribing to 25,00,000, 5% Redeemable Non-cumulative preference shares at a Face value of Rs. 100/- per share for a term of 5 yrs	Oriole Dr. Fresh Hotels P Ltd is a subsidiary of Company and is operating Red Fox Hotel in East Delhi.

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7	<b>Nightingale Hotels P Ltd</b>	Mr. Rahul Pandit	Wholly owned subsidiary	Investment upto Rs. 40,00,00,000/- for subscribing to 40,00,000, 5% Redeemable Non-cumulative preference shares at a Face value of Rs. 100/- per share for a term of 10 yrs	Nightingale Hotels P Ltd is wholly owned subsidiary of Company and Lemon Tree hotel at Gachi Bowli is coming up in the Company.
8	<b>Meringue Hotels P Ltd</b>	Mr. Kapil Sharma	Subsidiary	Investment upto Rs. 100,00,00,000/- for subscribing to 100,00,000, 5% Redeemable Non-cumulative preference shares at a Face value of Rs. 100/- per share for a term of 5 yrs	Meringue Hotels P Ltd is a subsidiary Company and Lemon Tree Premier at Mumbai is coming up in the Company.

None of the Directors, key managerial personnel of the Company or their relatives are concerned or interested in the resolution except as mentioned herein above.

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

#### **11. Approval for execution of Hotel Operating agreement with Hyacinth Hotels Private Limited**

The Company is proposing to enter into Hotel Operating Agreement with Hyacinth Hotels Private Limited, a related party of the company, for providing services for management and operation of its hotel at Delhi Aerocity.

The following disclosure(s) for availing or rendering of any services from or to the related party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014.

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(i)	Name of the related party	<b>Hyacinth Hotels Private Limited</b>
(ii)	Name of the Director or Key Managerial Personnel who is related, if any	Mr. Rahul Pandit
(iii)	Nature of relationship	Wholly Owned Subsidiary
(iv)	Nature, material terms, monetary value and particulars of the contract or arrangement;	<p>Hotel Operating Agreement for term of 12 years for providing services for management and operation of its hotel at Delhi Aerocity on the fees as detailed hereinbelow:</p> <p><u>Base Fees:</u> 3.5 % of Gross Income of the Hotel on a calendar monthly basis;</p> <p><u>Incentive Fees:</u> (a) 4.0% of Gross Operating Profit of the Hotel where the AGOP Margin is less than or equal to 50%; or (b) 8.0% of Gross Operating Profit of the Hotel where the AGOP Margin is more than 50%;</p> <p><u>Reimbursements for Additional Services :</u> (i) all traveling, telephone, telegraph, subsistence, telex, postal, and other expenses (ii) the fees and reimbursable expenses</p>
(v)	Any other information relevant or important for the members to take a decision on the proposed resolution	The transaction for entering into hotel operating agreement with Hyacinth Hotels Private Limited is at the rates prevalent in the market for such services and is on 'arm's length' basis and is in compliance with the Section 188 and other applicable provisions of the Companies Act, 2013 and rules thereto.

The shareholders consent is sought to authorize the Company to enter into Hotel operating agreement with Hyacinth Hotels Private Limited. None of the Directors, key managerial personnel of the Company or their relatives are concerned or interested in the resolution except as mentioned herein above.

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

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**12. Approval for execution of Development Management agreement with Grey Fox Project Management Company Private Limited**

The Company is proposing to enter into Development Management Agreement with Grey Fox Project Management Company Private Limited for managing the development of all the project(s) in the Company including development of hotels taken up by the Company in the joint ventures or its subsidiaries for a period of 8 years.

The following disclosure(s) for availing or rendering of any services from or to the related party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014.

(i)	Name of the related party	<b>Grey Fox Project Management Company Private Limited</b>
(ii)	Name of the Director or Key Managerial Personnel who is related, if any	N.A.
(iii)	Nature of relationship	Subsidiary Company
(iv)	Nature, material terms, monetary value and particulars of the contract or arrangement;	<p>Development Management Agreement for availing services from Grey Fox Project Management Co. P Ltd for managing the development of all the project(s) in the Company including development of hotels taken up by the Company in the joint ventures or its subsidiaries for 8 years</p> <p>Development Management Fee shall be 2.25% of the Total Development Cost of the Project as defined below:</p> <p>“Total Development Cost (TDC)” shall mean as follows: Cost of Project excluding Land Cost but including all expenses incurred till operationalizing the project, which would include all civil work, interior work, engineering services, plant and machinery, all hotel equipment and start-up costs) minus Cost of all project related indirect expenses, capitalized in the Total Project Cost (this would specifically include the following cost heads: Payments made to the PMC (whether for professional services or otherwise) and cost and expenses incurred for procuring the services</p>

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		of external consultants and administrative expenses, professional fees, miscellaneous Government expenses, hotel vehicles, interest and financial charges).
(v)	Any other information relevant or important for the members to take a decision on the proposed resolution	The transaction for entering into Development management agreement with Grey Fox Project Management Company Private Limited is at the rates prevalent in the market for such services and is on 'arm's length' basis and is in compliance with the Section 188 and other applicable provisions of the Companies Act, 2013 and rules thereto.

The shareholders consent is sought to authorize the Company to enter into Development management agreement with Grey Fox Project Management Company Private Limited subsidiary company (related party).

None of the Directors, key managerial personnel of the Company or their relatives are concerned or interested in the resolution except as mentioned herein above.

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

### 13. Approval for execution of agreement with Valerian Management Services Private Limited

The Company is proposing to enter into agreement with Valerian Management Services Private Limited for managing and co-ordinating the designing of all the project(s) in the Company including hotels taken up by the Company in the joint ventures or its subsidiaries for a period of 8 years.

The following disclosure(s) for availing or rendering of any services from or to the related party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014.

(i)	Name of the related party	<b>Valerian Management Services Private Limited</b>
(ii)	Name of the Director or Key Managerial Personnel who is related, if any	Mrs. Sharanita Keswani
(iii)	Nature of relationship	Subsidiary Company

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(iv)	Nature, material terms, monetary value and particulars of the contract or arrangement;	<p>Agreement for managing and co-ordinating the designing of the project(s) in the Company including projects taken up by the Company in the joint ventures or its subsidiaries for a period of 8 years.</p> <table border="1" data-bbox="631 625 1312 905"> <tr> <td colspan="2" data-bbox="631 625 1312 688">Fee for the said services shall be decided on the following basis :</td> </tr> <tr> <td data-bbox="631 688 907 751"></td> <td data-bbox="907 688 1312 751"><b>Rate per sq ft of Built up area (In Rs.)</b></td> </tr> <tr> <td data-bbox="631 751 907 800">Super Structure</td> <td data-bbox="907 751 1312 800">51-80</td> </tr> <tr> <td data-bbox="631 800 907 848">Basement</td> <td data-bbox="907 800 1312 848">30-50</td> </tr> <tr> <td data-bbox="631 848 907 905">Interior Designing</td> <td data-bbox="907 848 1312 905">40-65</td> </tr> </table>	Fee for the said services shall be decided on the following basis :			<b>Rate per sq ft of Built up area (In Rs.)</b>	Super Structure	51-80	Basement	30-50	Interior Designing	40-65
Fee for the said services shall be decided on the following basis :												
	<b>Rate per sq ft of Built up area (In Rs.)</b>											
Super Structure	51-80											
Basement	30-50											
Interior Designing	40-65											
(v)	Any other information relevant or important for the members to take a decision on the proposed resolution	The transaction for entering into agreement with the related party is at the rates prevalent in the market for such services and is on 'arm's length' basis and is in compliance with the Section 188 and other applicable provisions of the Companies Act, 2013 and rules thereto.										

The shareholders consent is sought to authorize the Company to enter into agreement with Valerian Management Services Private Limited.

None of the Directors, key managerial personnel of the Company or their relatives are concerned or interested in the resolution except as mentioned herein above.

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

#### **14. Approval for execution of Project Management Services agreement with Spank Management Services Private Limited**

The Company is proposing to enter into project management services agreement with Spank Management Services Private Limited for supervising and managing all existing and future Projects in the Company including projects taken up by the Company in the joint ventures or its subsidiaries for 8 years.

The following disclosure(s) for availing or rendering of any services from or to the related party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014.

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(i)	Name of the related party	<b>Spank Management Services Private Limited</b>
(ii)	Name of the Director or Key Managerial Personnel who is related, if any	Mr. Patanjali G. Keswani & Mrs. Sharanita Keswani
(iii)	Nature of relationship	The directors named herein above are also directors in the Company.
(iv)	Nature, material terms, monetary value and particulars of the contract or arrangement;	<p>Agreement for supervising and managing all existing and future Projects in the Company including projects taken up by the Company in the joint ventures or its subsidiaries for 8 years.</p> <p><u>Project Management Fee</u> shall be 3.75% of the Total Project Cost as defined below.</p> <p>“Total Project Cost (TPC)” shall mean as follows: Cost of Project excluding Land Cost but including all expenses incurred till operationalizing the project, which would include all civil work, interior work, engineering services, plant and machinery, all hotel equipment and start-up costs) minus Cost of all project related indirect expenses, capitalized in the Total Project Cost (this would specifically include the following cost heads: Payments made to the PMC (whether for professional services or otherwise) and cost and expenses incurred for procuring the services of external consultants and administrative expenses, professional fees, miscellaneous Government expenses, hotel vehicles, interest and financial charges).</p>
(v)	Any other information relevant or important for the members to take a decision on the proposed resolution	The transaction for entering into agreement with the related party is at the rates prevalent in the market for such services and is on ‘arm’s length’ basis and is in compliance with the Section 188 and other applicable provisions of the Companies Act, 2013 and rules thereto.

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The shareholders consent is sought to authorize the Company to enter into agreement with Spank Management Services Private Limited.

None of the Directors, key managerial personnel of the Company or their relatives are concerned or interested in the resolution except as mentioned herein above.

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

**15. Approval for increase in remuneration of Mr. Patanjali G. Keswani Chairman & Managing Director of the company w.e.f. 1<sup>st</sup> July, 2014**

A Statement as per requirement of Schedule V is given to the Shareholders containing following information of the Company and Mr. Patanjali G. Keswani:

**I. GENERAL INFORMATION:**

1) Nature of industry:

The Company is engaged in the hotel business since 2004. The Company owns and operates hotels under three brands – 'Lemon Tree Premier', 'Lemon Tree Hotels' and 'Red Fox Hotels' in the upper-upscale, upscale and midscale segments respectively.

2) Date of commencement/expected date of commencement (in case of new companies) 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:

	<b>(In Rs.)</b>		
<b>Financial Year</b>	<b>2013-14</b>	<b>2012-13</b>	<b>2011-12</b>
Total Income	1,945,770,923	1,458,874,727	1,30,25,96,333
Profit before Depreciation & amortisation and Tax	364,411,336	(54,131,883)	36,410,690
Profit/(Loss) after tax	144,586,470	(168,673,616)	(34,088,612)

(4) Export performance and net foreign exchange collaborations :

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

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(In Rs.)

Financial Year	2013-14	2012-13	2011-12
Earning in Foreign Currency	130,249,900/-	196,228,728/-	219,133,683/-

(6) Foreign investments: The foreign investors in the company hold 49% of the 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 : 55 Years
4. Experience : 29 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 then, 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. 1<sup>st</sup> January, 2013. He has an experience of over 26 years in the hotel business.

(2) Past remuneration:

During the previous financial year ended on 31<sup>st</sup> March, 2014, Mr. Patanjali G. Keswani earned a remuneration of Rs. 29,453,738/- 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, few of which are enumerated herein below:

- (a) Lemon Tree has won the 'Best Mid-range Hotel' brand award by Outlook Traveller readers in 2012.
- (b) Lemon Tree Vembanad Lake Resort in Kerala wins CNBC Awaaz Travel Award 2012 as 'Best Budget Hotel'.

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- (c) Lemon Tree Hotel received The National Award 2011 for 'Best Employer – Empowerment of Persons with Disabilities' by the Ministry of Social Justice And Empowerment.
- (d) Lemon Tree Hotels receives the NCPEDP Mphasis Universal Design Award in 2011.

(4) 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. 15 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 1,453,629 Equity Shares of Rs. 10/- each of the Company in his individual capacity.

**III. OTHER INFORMATION:**

Reasons for loss or inadequate profits, steps taken for improvement and expected increase in profits: Due to the depressed market conditions and new hotels opened during last two-three years not operating at full capacity has affected the profits. The Company is taking various sales and marketing initiatives to increase revenue, which is expected to increase the profitability in the coming years.

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#### **IV. DISCLOSURES:**

Apart from remuneration payable to Mr. Patanjali G. Keswani as detailed above in the capacity of Chairman & Managing Director of the company, the Company does not pay any remuneration including bonus, commission, sitting fees, stock options, pension, etc. to the other directors of the Company except Mr. Rattan Keswani, Deputy Managing Director and Mr. Rahul Pandit, President & Executive Director of the company.

The Board therefore recommends the Special Resolution for approval of the Members of the Company for modification in the terms of remuneration to be paid to Mr. Patanjali G. Keswani as a Chairman & Managing Director of the Company, w.e.f. 1<sup>st</sup> July, 2014.

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 Mrs. Sharanita Keswani and Mr. Ravi Dubey, Directors of the Company, being related to Mr. Patanjali G. Keswani 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.

#### **16. Approval for increase in remuneration of Mr. Rattan Keswani Deputy Managing Director of the company w.e.f. 1<sup>st</sup> July, 2014**

A Statement as per requirement of Schedule V is given to the Shareholders containing following information of the Company and Mr. Rattan Keswani:

##### **I. GENERAL INFORMATION:**

- 1) Nature of industry: The Company is engaged in the hotel business since 2004. The Company owns and operates hotels under three brands – 'Lemon Tree Premier', 'Lemon Tree Hotels' and 'Red Fox Hotels' in the upper-upscale, upscale and midscale segments respectively.
- 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:

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(In Rs.)

Financial Year	2013-14	2012-13	2011-12
Total Income	1,945,770,923	1,458,874,727	1,30,25,96,333
Profit before Depreciation & amortisation and Tax	364,411,336	(54,131,883)	36,410,690
Profit/(Loss) after tax	144,586,470	(168,673,616)	(34,088,612)

- (4) Export performance and net foreign exchange collaborations:  
Following is the export performance of the Company for last 3 Years:

(In Rs.)

Financial Year	2013-14	2012-13	2011-12
Earning in Foreign Currency	130,249,900/-	196,228,728/-	219,133,683/-

- (5) Foreign investments: The foreign investors in the company hold 49% of the Share Capital of Company.

## II. INFORMATION ABOUT THE APPOINTEE:

### (1) Background details:

1. Name : Mr. Rattan Keswani
2. Designation : Deputy Managing Director
3. Age : 53 Years
4. Experience : 31 Years

Mr. Rattan Keswani has started his career with The Oberoi Mumbai in 1983. A hotelier for over 31 years, Mr. Rattan has worked in India and overseas and has been the GM for several marquee The Oberoi Hotels as well as the Executive Vice President for the Oberoi Hotels in Mumbai. In his last role, prior to joining Lemon Tree Hotels, he was President of the Trident Hotels (part of The Oberoi Group) and responsible for the operations of 13 hotels across India. A highly respected figure in the Indian hotel industry, Mr. Rattan brings to Lemon Tree Hotels several years of experience in managing high performance teams across multiple functions and geographies. Effective 23.04.2012, he has been associated with Carnation Hotels P Ltd, the management arm of the group as a Co-Promoter.

(2) Past remuneration: During the previous financial year ended on 31<sup>st</sup> March, 2014 for his tenure of three months, Mr. Rattan Keswani earned a remuneration of Rs. 3,766,880/- in the capacity of Deputy Managing Director of the Company, which includes the expenses related to the Company Car provided to him.

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(3) Job profile and his suitability:

Mr. Rattan Keswani has been with Lemon Tree Hotel Limited as the Director on the Board since 12.12.2012 and was appointed Deputy Managing Director for a period of three (3) years w.e.f. 1<sup>st</sup> January, 2014.

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

The proposed remuneration detailed in the resolution at Item no. 16 to the Notice is proper for a person of his caliber in the hotel industry.

(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. Rattan Keswani from the Company, he has no other pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel.

**III. OTHER INFORMATION:**

Reasons for loss or inadequate profits, steps taken for improvement and expected increase in profits: Due to the depressed market conditions and new hotels opened during last two-three years not operating at full capacity has affected the profits. The Company is taking various sales and marketing initiatives to increase revenue, which is expected to increase the profitability in the coming years.

**IV. DISCLOSURES:**

Apart from remuneration payable to Mr. Rattan Keswani as detailed above in the capacity of Deputy Managing Director of the company, the Company does not pay any remuneration including bonus, commission, sitting fees, stock options, pension, etc. to the other directors of the Company except Mr. Patanjali G. Keswani in the capacity of Chairman & Managing Director of the Company and Mr. Rahul Pandit in the capacity of President & Executive Director of the Company

The Board therefore recommends the Special Resolution for approval of the Members of the Company for the increase in remuneration with effect from Deputy Managing Director of the Company w.e.f. 1<sup>st</sup> July, 2014.

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



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Except Mr. Rattan Keswani, none of the other Directors, key managerial personnel of the Company and their relatives are, in any way, concerned or interested in the resolution.

**BY ORDER OF THE BOARD  
FOR LEMON TREE HOTELS LIMITED**

**DATE :** 10.06.2014  
**PLACE:** NEW DELHI

**Sd/-  
SUMAN SINGH  
DGM & GROUP COMPANY SECRETARY**

**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:
E-mail 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: \_\_\_\_\_, or failing him

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 Annual General meeting/~~Extraordinary general meeting~~ of the company, to be held on the 24<sup>th</sup> day of July, 2014 At 04.30 a.m./p.m. at Asset No. 6, Aerocity Hospitality District, New Delhi and at any adjourned thereof:

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

<b>Agenda</b>	<b>Resolutions For/ Against</b> <b>Voting instructions</b>
<b>Item No. 1</b> (of the notice for AGM, dated 10 <sup>th</sup> June, 2014)	
<b>Item No. 2</b> (of the notice for AGM, dated 10 <sup>th</sup> June, 2014)	
<b>Item No. 3</b> (of the notice for AGM, dated 10 <sup>th</sup> June, 2014)	
<b>Item No. 4</b> (of the notice for AGM, dated 10 <sup>th</sup> June, 2014)	
<b>Item No. 5</b> (of the notice for AGM, dated 10 <sup>th</sup> June, 2014)	
<b>Item No. 6</b> (of the notice for AGM, dated 10 <sup>th</sup> June, 2014)	
<b>Item No. 7</b> (of the notice for AGM, dated 10 <sup>th</sup> June, 2014)	
<b>Item No. 8</b> (of the notice for AGM, dated 10 <sup>th</sup> June, 2014)	
<b>Item No. 9</b> (of the notice for AGM, dated 10 <sup>th</sup> June, 2014)	
<b>Item No. 10</b> (of the notice for AGM, dated 10 <sup>th</sup> June, 2014)	
<b>Item No. 11</b> (of the notice for AGM, dated 10 <sup>th</sup> June, 2014)	
<b>Item No. 12</b> (of the notice for AGM, dated 10 <sup>th</sup> June, 2014)	
<b>Item No. 13</b> (of the notice for AGM, dated 10 <sup>th</sup> June, 2014)	
<b>Item No. 14</b> (of the notice for AGM, dated 10 <sup>th</sup> June, 2014)	
<b>Item No. 15</b> (of the notice for AGM, dated 10 <sup>th</sup> June, 2014)	
<b>Item No. 16</b> (of the notice for AGM, dated 10 <sup>th</sup> June, 2014)	

Signed this on ..... day of .....2014

Signature of shareholder

Signature of Proxy holder(s)

Revenue
Stamp
Re. 1/-

## **INSTRUCTIONS FOR SIGNING AND LODGING THE PROXY FORM**

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: E [hi@lemonreehotels.com](mailto:hi@lemonreehotels.com); [www.lemonreehotels.com](http://www.lemonreehotels.com)

**ATTENDANCE SLIP**

**22<sup>ND</sup> ANNUAL GENERAL MEETING**

Date: 24<sup>th</sup> July, 2014; Time: 4.30 p.m.

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

I / We hereby record my/our presence at the 22<sup>nd</sup> Annual General Meeting of the Company at Asset No. 6, Aerocity Hospitality District, New Delhi-110037 on Thursday, July 24, 2014 at 4.30 p.m.

Member's Folio & Name

\_\_\_\_\_  
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 the Annual Report for 2014 and Notice of the Annual General Meeting (AGM) alongwith attendance slip and proxy form 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 AGM can print copy of this Attendance Slip.
4. Physical copy of the Annual Report for 2014 and Notice of the AGM along with the attendance slip and proxy form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.