

refreshingly different



## **NOTICE**

**NOTICE** is hereby given that the **TWENTY THIRD ANNUAL GENERAL MEETING** of the members of **LEMON TREE HOTELS LIMITED** will be held on **THURSDAY, the 30<sup>TH</sup> DAY OF JULY, 2015** 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 financial statements of the Company comprising of Balance Sheet as at 31<sup>st</sup> March 2015, the Statement of Profit & Loss, Cash Flow Statement and other annexure(s) for the year ended 31<sup>st</sup> March 2015 and the consolidated audited financial statements for the financial year ended 31<sup>st</sup> March 2015 together with the Report of the Board of Directors and the Auditors thereon.
2. To consider and ratify the appointment of M/s S.R. Batliboi & Co. LLP (LLP No. AAB-4294), Chartered Accountants as Statutory Auditors of the Company for the financial year 2015-16, at a remuneration to be determined by the Board of Directors/Chairman & Managing Director of the Company.
3. To appoint a director in the place of Mr. Rattan Keswani who retires by rotation and is eligible for re-appointment.

### **SPECIAL BUSINESS**

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

**"RESOLVED THAT** Mrs. Ila Dubey, who was appointed as an Additional Director of the Company w.e.f 17<sup>th</sup> June, 2015 and holds office upto the date of this Annual General Meeting, and in respect of whom a notice signifying her candidature for the office of Director has been received, be and is hereby appointed as Director of the Company."

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

**"RESOLVED THAT** Mr. Aditya Madhav Keswani, who was appointed as an Additional Director of the Company w.e.f 17<sup>th</sup> June, 2015 and holds office upto the date of this Annual General Meeting, and in respect of whom a notice signifying his candidature for the office of Director has been received, be and is hereby appointed as Director of the Company."

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

refreshingly different



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

**"RESOLVED THAT** pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and amendment(s) made there under, if any, for the time being in force) and the applicable rules and regulations thereto and subject to the approval of the Financial Institutions, and such other approvals including approvals as are specifically required under the Articles of Association of Company, wherever applicable

- (a) the Company be and is hereby authorised to grant loan to its subsidiary companies or employees or employee welfare trust, give guarantee or provide security in connection with a loan to its subsidiary companies and to acquire by way of subscription, purchase or otherwise, the securities of any subsidiary company or the securities of any other company for acquisition/development of new project(s), 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. 2000 crore (Rupees Two Thousand Crores), regardless that the aggregate of the loans, guarantees, securities and investments 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 the 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(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 181 and other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and amendment(s) made there under, if any, for the time being in force) and the applicable rules and regulations thereto, consent of the members 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

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

refreshingly different



exceed Rs. 1,00,00,000/- (Rupees One Crore only) in the financial year ending 31<sup>st</sup> March, 2016.

**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.”

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

**“RESOLVED THAT** pursuant to section 188 and other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and amendment(s) made there under, if any, for the time being in force) and the applicable rules and regulations thereto, consent of the members of the company be and is hereby accorded to the Company to enter into an agreement with Begonia Hotels Private Limited (‘Related Party’) for providing services for management and operation of the resort property i.e. Lemon Tree Amarante Beach resort, Goa 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 Hotel Operating agreement and other documents in the form and substance as finalized with the Related Party and to file necessary forms with the Registrar of Companies, NCT of Delhi & Haryana and to do such other acts, things, deeds as may be deemed essential and incidental for the purpose.”

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

**“RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and amendment(s) made there under, if any, for the time being in force) and the applicable rules and regulations thereto, consent of the members of the company be and is hereby accorded to the Company to enter into an agreement with Mrs. Sharanita Keswani (‘Related Party’) for availing her services as Marketing and Brand Consultant on such revised terms and conditions as detailed in the explanatory statement hereto.

**RESOLVED FURTHER THAT** Mr. Rattan Keswani, Deputy Managing Director and Mr. Kapil Sharma, Chief Financial Officer be and are hereby severally authorized to execute the agreement and other documents in the form and substance as finalized

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

refreshingly different



with the Related Party and to file necessary forms with the Registrar of Companies, NCT of Delhi & Haryana and to do such other acts, things, deeds as may be deemed essential and incidental for the purpose.”

10. 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 applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and amendment(s) made there under, if any, for the time being in force) and the applicable rules and regulations thereto and the provisions of the Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to revise the limit of grant of Employees Stock options to the employees of the Company from a maximum of 42,00,000 (Forty Two Lacs) to a maximum of 47,00,000 (Forty Seven Lacs) at an exercise price of Rs. 21.50/- per option and on such other terms and conditions in accordance with the Employee Stock Option Program 2006 duly amended in terms of the applicable provisions of the Companies Act, 2013 (‘ESOP Scheme’) and in such manner as it may deem fit.

**RESOLVED FURTHER THAT** in case of any further rights issue, bonus issue or merger, the options granted shall be proportionately adjusted and the above ceiling shall be deemed to be increased accordingly.

**RESOLVED FURTHER THAT** Mr. Patanjali G. Keswani, Chairman & Managing Director of the Company is hereby authorized to exercise all such authorities, powers and functions as may be necessary or required for the purpose of grant of options under the ESOP Scheme, including the terms and conditions for grant, issue, vesting and exercise of Options, and/ or concerning issue of shares, if any, to do all other acts or things which are necessary, expedient or desirable in this connection and to settle any question or doubt that may arise in relation thereto.”

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

“**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 subject to such other necessary approvals, if any, consent of the members be and 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 persons/entities on preferential basis at an issue price of Rs 16.50/- each as per the details mentioned in the table herein below:

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

refreshingly different



<b>Sr No</b>	<b>Name &amp; Address of the Proposed allottees</b>	<b>No. of Shares (Face value of Rs. 10/- per share)</b>	<b>Amount (In Rs.)</b>
1	Spank Management Services P Ltd B 6/17, Safdarjung Enclave, New Delhi 110029	1,500,000	24,750,000
2	Ms. Pinky Pandit S 24/7, Phase 3, DLF, Gurgaon – 122001	58,908	971,982
3	Mr. Atul Bakshi 21/603, Heritage City, Gurgaon, Haryana 122002	58,908	971,982
4	Mr. Anoop Sharma 112-C, Pocket 4, Mayur Vihar Phase I, New Delhi 110091	39,270	647,955
5	Mr. R.P.Gandhi P-2/50, DLF Phase-II, Gurgaon, Haryana 122008	39,270	647,955
6	Mr. R.N. Sinha 401, Nabin Kunj, CGHC, Nasirpur Dwarka, New Delhi 110045	23,562	388,773
7	Mr. Hemant Sahai House No. 21, National Media Center Campus, Nathupur, National Highway 8, Gurgaon, Haryana 122016	15,708	259,182
8	Mr. Aparajit Bhattacharya E 950 Chittaranjan Park, First Floor, New Delhi 110019	7,854	129,591

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

refreshingly different



Sr No	Name & Address of the Proposed allottees	No. of Shares (Face value of Rs. 10/- per share)	Amount (In Rs.)
9	Mr. Sitesh Mukherjee KA 21, Kaushambi, Ghaziabad, Uttar Pradesh 201010	7,854	129,591
10	Ms. Gopika Chowfla Gopika Chowfla Graphic Design, C 296, Defence Colony, New Delhi 110024	7,854	129,591
11	Mr. Alok Ranjan Flat no. Sra -1d, Shipra Riviera, Ghaziabad, Uttar Pradesh 201014	32,730	540,045
12	Mr. Sunil Yadav T-108, B/3, New Palam Vihar, Block -7, New Palam Vihar, Phase- 1, Gurgaon 122017	13,092	216,018
13	Rajesh Nahelia 64, Hewo Apts, Sector 16A, Near Metro Hospital, Sai Mandir Road Faridabad, Haryana 121002	19,638	324,027
14	Manoj Kumar Verma 32/30 Type I, 3 <sup>rd</sup> Floor, Near D.A.V School, Sadar Bazar, Delhi Cantt. 110010	9,426	155,529
	<b>Total</b>	<b>1,834,074</b>	<b>30,262,221</b>

**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 persons against receipt of the subscription price for their respective portions, which shall be paid by the subscribing person(s), on or before 90 days from the date of passing of special resolution in the annual general meeting of the Company or such other time as may be extended by the Board.

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

refreshingly different



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 Persons 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 Ms. Suman Singh, DGM & Group Company Secretary of the Company be and are hereby severally authorized to execute all documents, communications or filings and to take all necessary steps in this regard and to do all further acts, deeds and things as may be required in connection with filings with any governmental Authority, including the Registrar of Companies.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and amendment(s) made there under, if any, for the time being in force) and the applicable rules and regulations thereto, approval of the members be and is hereby accorded to amend the Articles of Association of the company as detailed herein below:

A) by amending the existing Article 81 and inserting the following Article 81 which will be read as follows: -

“81. (a) The Company shall have a Common Seal and the Directors shall provide for the safe custody thereof.

(b) Subject to the provisions of the Act, the seal of the Company shall be affixed to any instrument (other than share certificates) by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, either generally or in respect of any specified matters, and in the presence of a director or secretary or such other person as the Board or committee may appoint for the purpose and such director or secretary or

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

refreshingly different



other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

- (c) The common seal shall be affixed on the share certificates of the Company in the presence of, and signed by (a) two directors duly authorized by the Board of Directors of the company for the purpose or the committee of the Board, if so authorized by the Board; and (b) the secretary, if appointed, or any person authorised by the Board for the purpose."

**RESOLVED FURTHER THAT** Mr. Patanjali G. Keswani, Chairman & Managing Director, Mr. Rattan Keswani, Deputy Managing Director, Mr. Kapil Sharma, Chief Financial Officer and Ms. Suman Singh, DGM & Group Company Secretary 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."

13. To consider and if thought fit, to pass, with or without modification(s), 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, consent of the members be and is hereby accorded to revise the remuneration including perquisites and allowances of Mr. Rattan Keswani, Deputy Managing Director of the Company for his remaining tenure i.e. with effect from 1<sup>st</sup> July, 2015 to 31<sup>st</sup> December, 2016 as recommended by the Nomination & Remuneration Committee and detailed herein below:

(A) For the period from 1<sup>st</sup> July, 2015 till 31<sup>st</sup> March, 2016:

- (i) Remuneration shall be Rs. 674,999/- (Rupees Six Lac Seventy Four Thousand Nine Hundred and Ninety Nine only) per month.
- (ii) Perquisites & other benefits:
  - a. Bonus including Performance Linked Bonus upto a maximum of Rs 125,000 (Rupees One Lac Twenty Five Thousand only) per month as per scheme of the company and rules thereof.

(A) For the period from 1<sup>st</sup> April, 2016 till 31<sup>st</sup> December, 2016 - Nil remuneration

**RESOLVED FURTHER THAT** consent of the members be and is hereby accorded to the company to vary the terms and conditions of his remuneration 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 as amended from time to time.

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



refreshingly different



**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 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. Patanjali G. Keswani, Chairman & Managing Director, Mr. Kapil Sharma, Chief Financial Officer and Ms. Suman Singh, DGM & Group Company Secretary 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."

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

**DATE: 17<sup>TH</sup> JUNE, 2015  
PLACE: New Delhi**

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

**NOTES:**

1. The explanatory statement as required under Section 102 of the Companies Act, 2013 to the Item No. 4 to 13 of the Notice as set out herein above 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.

refreshingly different



**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. 4 to 13 mentioned in the accompanying Notice.

**ITEM NO. 4: APPOINTMENT OF MRS. ILA DUBEY AS DIRECTOR OF THE COMPANY**

Mrs. Ila Dubey, sister of Mr. Patanjali G. Keswani and a Promoter Nominee, was appointed as an Additional Director with effect from 17<sup>th</sup> June, 2015 under section 161 of the Companies Act, 2013 to fill the position of women director and holds office up to the date of this Annual General Meeting. Being eligible, she offers herself for the appointment as Director of the Company. It would be in the best interests of the Company, if she is appointed as a Director.

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

The Board recommends the Ordinary Resolution for approval of the members.

**ITEM NO. 5: APPOINTMENT OF MR. ADITYA MADHAV KESWANI AS DIRECTOR OF THE COMPANY**

Mr. Aditya Madhav Keswani, son of Mr. Patanjali G. Keswani, was appointed as an Additional Director under Section 161 of the Companies Act, 2013 with effect from 17<sup>th</sup> June, 2015 in the capacity of Promoter Nominee 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.

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

The Board recommends the Ordinary Resolution for approval of the members.

**ITEM NO. 6: INTER CORPORATE LOANS, GUARANTEES, SECURITIES AND INVESTMENTS IN TERMS OF SECTION 186 OF THE COMPANIES ACT, 2013**

In terms of the provisions of Section 186 of the Companies Act, 2013, the power of making of loan to the subsidiary companies, employees or employees welfare trust,

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

refreshingly different



giving guarantee or providing security in connection with a loan and acquiring by way of subscription, purchase or otherwise, the securities of subsidiaries or other companies, requires prior approval of shareholders by way of Special Resolution for the prescribed limits in the proposed resolution. Although the Company, being engaged in the hotel business, is classified as providing infrastructure facilities in terms of the Schedule VI to the Act and is exempted from the compliance of the provisions of Section 186 for loans made, guarantees given and security provided in terms of section 186 (11) of the Act, however, the Board still recommends the Special Resolution for approval of the members.

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

**ITEM NO. 7: CONTRIBUTION TO CHARITABLE OR OTHER FUNDS/INSTITUTIONS IN TERMS OF SECTION 181 OF THE COMPANIES ACT, 2013**

This resolution is for enabling and authorising 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 2015-2016, 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.

The Board recommends the Ordinary resolution for approval of the members.

**ITEM NO. 8: APPROVAL FOR EXECUTION OF HOTEL OPERATING AGREEMENT WITH BEGONIA HOTELS PRIVATE LIMITED**

The Company is proposing to enter into Hotel Operating Agreement with Begonia Hotels Private Limited, a related party of the company, for providing services for management and operation of its Amarante Beach Resort, Goa.

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:

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

refreshingly different



(i)	Name of the related party	Begonia Hotels Private Limited ('Related Party/Begonia')
	Nature of relationship	Subsidiary Company
(ii)	Nature, Duration of The Contract And Particulars Of The Contract Or Arrangement	Hotel Operating Agreement for a term of 12 years for providing services for management and operation of Lemon Tree Amarante Beach Resort, Goa
(iii)	Material terms, monetary value and particulars of the contract or arrangement;	<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>
(iv)	Any Advance Paid Or Received For The Contract Or Arrangement, If Any	Nil
(v)	The Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The pricing is commensurate with the general trend in the hospitality industry for other hotel operators and is at the rates prevalent in the market for such services.
(vi)	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Yes

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

refreshingly different



(vii)	Any other information relevant or important for the members to take a decision on the proposed resolution	The transaction for entering into agreement for management and operation services is advantageous for the Company and the Related Party and is in compliance with Section 188 and other applicable provisions of the Companies Act, 2013 and the rules thereto.
-------	---	---

The shareholders consent is sought to authorize the Company to enter into Hotel operating agreement with Begonia 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 Ordinary resolution for approval of the members.

**ITEM NO. 9: APPROVAL FOR EXECUTION OF AGREEMENT FOR AVAILING MARKETING AND BRAND CONSULTANCY SERVICES FROM MRS. SHARANITA KESWANI**

The Company is proposing to enter into agreement with Mrs. Sharanita Keswani (Related Party), for availing her professional services as a Marketing and Brand consultant on revised terms and conditions.

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	Mrs. Sharanita Keswani
	Nature of relationship	Relative of Mr. Patanjali G.Keswani, Mr. Aditya Madhav Keswani and Mrs. Ila Dubey
(ii)	Nature, Duration of The Contract And Particulars Of The Contract Or Arrangement	Service Agreement for a period of 3 (three) years for availing her professional services as Marketing and Brand Consultant for the Company
(iii)	Material terms, monetary value and particulars of the contract or arrangement;	The fee for the said services shall be paid within 15 days of receipt of the invoice and the total fee payable in a year shall not exceed : Rs. 42 lacs- For FY ending 2015-16 Rs. 42 lacs- For FY ending 2016-17 Rs. 42 lacs- For FY ending 2017-18

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

refreshingly different



(iv)	Any Advance Paid Or Received For The Contract Or Arrangement, If Any	Nil
(v)	The Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The pricing is commensurate with the general trend in the hospitality industry for availing such services
(vi)	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Yes
(vii)	Any other information relevant or important for the members to take a decision on the proposed resolution	The transaction for entering into service agreement is advantageous for the Company and the Related Party considering the expertise of the Related party in providing the services and is in compliance with Section 188 and other applicable provisions of the Companies Act, 2013 and the rules thereto.

The shareholders consent is sought to authorize the Company to enter into marketing consultancy agreement with Mrs. Sharanita Keswani.

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

The Board recommends the resolution for approval of the members as an Ordinary Resolution.

refreshingly different



**ITEM NO. 10: APPROVAL FOR GRANT OF OPTIONS TO EMPLOYEES OF COMPANY**

The Company has passed a resolution for fixing the maximum limit of grant of stock options to the employees of the Company in the extra-ordinary general meeting of Company on 26<sup>th</sup> February, 2015, which is proposed to be revised now and hence, the resolution at item no 10 is proposed to be passed by way of special resolution.

The Directors, Key Managerial Personnel(s) of the Company are concerned or interested in the above resolution only to the extent of their eligibility for grant of the options in terms of the ESOP Scheme of the Company. However, the relative of the Directors and KMP's, are not interested in the said resolution.

Your directors, therefore, recommend the resolution to be passed as Special resolution by the members.

**ITEM NO. 11: APPROVAL FOR ISSUANCE OF 1,834,074 EQUITY SHARES OF COMPANY ON PREFERENTIAL BASIS**

The Company is proposing to raise the necessary funds amounting to Rs.30,262,221/- (Rupees Three Crores Two Lacs Sixty Two Thousand Two Hundred and Twenty one only) by issuance of total 1,834,074 equity shares of face value of INR 10/- at an issue price of 16.50/- (Face value of INR 10/- and a premium of INR 6.50/-) 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.

(i)	The objects of the issue	To augment the funding requirements of the Company by way of issuance of shares to
(ii)	The total number of shares or other securities to be issued	1,834,074 Equity Shares of Face value of INR 10/- each
(iii)	The price or price band at which the allotment is proposed;	INR 16.50/- per share (including premium of INR 6.50/- per share)
(iv)	Justification of the price	The price has been decided on the basis of the valuation report of the M/s MSPA & Company, Chartered Accountants

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

refreshingly different



(v)	The relevant date on the basis of which price has been arrived at;	March 10,2015			
(vi)	The class or classes of persons to whom the allotment is proposed to be made;	Promoter Company and Resident Individuals			
(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 promoters and other persons only by issuance of equity shares of the Company on private placement basis			
(viii)	The Shareholding pattern of the Company before and after the allotment of securities under the preferential offer	Shareholding Before the offer:			
		<b>S. No.</b>	<b>Category</b>	<b>No. of shares</b>	<b>%</b>
		<b>A Promoters holding:</b>			
		1	Indian:		
			Individual	6,052,808	0.78%
			Bodies Corporate	221,813,392	28.56%
			Sub Total	<b>227,866,200</b>	<b>29.34%</b>
		2	Foreign Promoters	Nil	Nil
			Sub Total (A)	<b>227,866,200</b>	<b>29.34%</b>

		<b>B Non-Promoters holding:</b>			
		1	Institutional Investors		
		2	Non-Institution:		
			Private Corporate Bodies		
		a)	Indian	116,831,934	15.04%
		b)	Foreign	367,164,792	47.28%
		c)	OCB & NRI's	17,840,988	2.30%
			Directors & Relatives	3,239,844	0.42%
			Indian Public	-	-
			Others	43,649,994	5.62%
			Sub Total (B)	<b>548,727,552</b>	<b>70.66%</b>
			<b>TOTAL</b>	<b>776,593,752</b>	<b>100%</b>
		Shareholding after the offer:			
		<b>S.</b>	<b>Category</b>	<b>No. of shares</b>	<b>%</b>

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



refreshingly different



		<table border="1"> <thead> <tr> <th>No.</th> <th></th> <th></th> <th></th> </tr> </thead> <tbody> <tr> <td colspan="4"><b>A Promoters holding:</b></td> </tr> <tr> <td>1</td> <td>Indian:</td> <td></td> <td></td> </tr> <tr> <td></td> <td>Individual</td> <td>6,052,808</td> <td>0.78%</td> </tr> <tr> <td></td> <td>Bodies Corporate</td> <td>224,813,392</td> <td>28.69%</td> </tr> <tr> <td></td> <td>Sub Total</td> <td><b>229,366,200</b></td> <td><b>29.47%</b></td> </tr> <tr> <td>2</td> <td>Foreign Promoters</td> <td>Nil</td> <td>Nil</td> </tr> <tr> <td></td> <td>Sub Total (A)</td> <td><b>229,366,200</b></td> <td><b>29.47%</b></td> </tr> <tr> <td colspan="4"><b>B Non-Promoters holding:</b></td> </tr> <tr> <td>1</td> <td>Institutional Investors</td> <td>Nil</td> <td>Nil</td> </tr> <tr> <td>2</td> <td>Non-Institution:</td> <td></td> <td></td> </tr> <tr> <td></td> <td>Private Corporate Bodies:</td> <td></td> <td></td> </tr> <tr> <td>a)</td> <td>Indian</td> <td>116,831,934</td> <td>15.00%</td> </tr> <tr> <td>b)</td> <td>Foreign</td> <td>367,164,792</td> <td>47.17%</td> </tr> <tr> <td>c)</td> <td>OCB &amp; NRI's</td> <td>17,840,988</td> <td>2.29%</td> </tr> <tr> <td></td> <td>Directors &amp; Relatives</td> <td>3,239,844</td> <td>0.42%</td> </tr> <tr> <td></td> <td>Indian Public</td> <td>-</td> <td>-</td> </tr> <tr> <td></td> <td>Others</td> <td>43,984,068</td> <td>5.65%</td> </tr> <tr> <td></td> <td>Sub Total (B)</td> <td>549,061,626</td> <td><b>70.53%</b></td> </tr> <tr> <td></td> <td><b>TOTAL</b></td> <td><b>778,427,826</b></td> <td><b>100.00%</b></td> </tr> </tbody> </table>	No.				<b>A Promoters holding:</b>				1	Indian:				Individual	6,052,808	0.78%		Bodies Corporate	224,813,392	28.69%		Sub Total	<b>229,366,200</b>	<b>29.47%</b>	2	Foreign Promoters	Nil	Nil		Sub Total (A)	<b>229,366,200</b>	<b>29.47%</b>	<b>B Non-Promoters holding:</b>				1	Institutional Investors	Nil	Nil	2	Non-Institution:				Private Corporate Bodies:			a)	Indian	116,831,934	15.00%	b)	Foreign	367,164,792	47.17%	c)	OCB & NRI's	17,840,988	2.29%		Directors & Relatives	3,239,844	0.42%		Indian Public	-	-		Others	43,984,068	5.65%		Sub Total (B)	549,061,626	<b>70.53%</b>		<b>TOTAL</b>	<b>778,427,826</b>	<b>100.00%</b>
No.																																																																																		
<b>A Promoters holding:</b>																																																																																		
1	Indian:																																																																																	
	Individual	6,052,808	0.78%																																																																															
	Bodies Corporate	224,813,392	28.69%																																																																															
	Sub Total	<b>229,366,200</b>	<b>29.47%</b>																																																																															
2	Foreign Promoters	Nil	Nil																																																																															
	Sub Total (A)	<b>229,366,200</b>	<b>29.47%</b>																																																																															
<b>B Non-Promoters holding:</b>																																																																																		
1	Institutional Investors	Nil	Nil																																																																															
2	Non-Institution:																																																																																	
	Private Corporate Bodies:																																																																																	
a)	Indian	116,831,934	15.00%																																																																															
b)	Foreign	367,164,792	47.17%																																																																															
c)	OCB & NRI's	17,840,988	2.29%																																																																															
	Directors & Relatives	3,239,844	0.42%																																																																															
	Indian Public	-	-																																																																															
	Others	43,984,068	5.65%																																																																															
	Sub Total (B)	549,061,626	<b>70.53%</b>																																																																															
	<b>TOTAL</b>	<b>778,427,826</b>	<b>100.00%</b>																																																																															
(ix)	The proposed time within which the allotment shall be completed	The Company will complete the allotment of shares within a period of 60 days from the date of receipt of share application money																																																																																
(x)	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Name of the proposed allottees</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Spank Management Services P Ltd</td> <td>21.47%</td> </tr> <tr> <td>2.</td> <td>Ms. Pinky Pandit</td> <td>0.05%</td> </tr> <tr> <td>3.</td> <td>Mr. Atul Bakshi</td> <td>0.02%</td> </tr> <tr> <td>4.</td> <td>Mr. Anoop Sharma</td> <td>0.01%</td> </tr> <tr> <td>5.</td> <td>Mr. R.P. Gandhi</td> <td>0.18%</td> </tr> </tbody> </table>	S. No.	Name of the proposed allottees	%	1.	Spank Management Services P Ltd	21.47%	2.	Ms. Pinky Pandit	0.05%	3.	Mr. Atul Bakshi	0.02%	4.	Mr. Anoop Sharma	0.01%	5.	Mr. R.P. Gandhi	0.18%																																																														
S. No.	Name of the proposed allottees	%																																																																																
1.	Spank Management Services P Ltd	21.47%																																																																																
2.	Ms. Pinky Pandit	0.05%																																																																																
3.	Mr. Atul Bakshi	0.02%																																																																																
4.	Mr. Anoop Sharma	0.01%																																																																																
5.	Mr. R.P. Gandhi	0.18%																																																																																
		<table border="1"> <tbody> <tr> <td>6.</td> <td>Mr. R.N. Sinha</td> <td>0.00%</td> </tr> <tr> <td>7.</td> <td>Mr. Hemant Sahai</td> <td>0.00%</td> </tr> <tr> <td>8.</td> <td>Mr. Aparajit Bhattacharya</td> <td>0.00%</td> </tr> <tr> <td>9.</td> <td>Mr. Sitesh Mukherjee</td> <td>0.00%</td> </tr> <tr> <td>10.</td> <td>Ms. Gopika Chowfla</td> <td>0.00%</td> </tr> <tr> <td>11.</td> <td>Mr. Alok Ranjan</td> <td>0.00%</td> </tr> </tbody> </table>	6.	Mr. R.N. Sinha	0.00%	7.	Mr. Hemant Sahai	0.00%	8.	Mr. Aparajit Bhattacharya	0.00%	9.	Mr. Sitesh Mukherjee	0.00%	10.	Ms. Gopika Chowfla	0.00%	11.	Mr. Alok Ranjan	0.00%																																																														
6.	Mr. R.N. Sinha	0.00%																																																																																
7.	Mr. Hemant Sahai	0.00%																																																																																
8.	Mr. Aparajit Bhattacharya	0.00%																																																																																
9.	Mr. Sitesh Mukherjee	0.00%																																																																																
10.	Ms. Gopika Chowfla	0.00%																																																																																
11.	Mr. Alok Ranjan	0.00%																																																																																

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

refreshingly different



		12.	Mr. Sunil Yadav	0.00%
		13.	Mr. Rajesh Nahelia	0.00%
		14.	Mr. Manoj Kumar Verma	0.00%
(xi)	Change in control, if any in the Company that would occur consequent to the preferential offer	The change in control will not be diluted by allotment consequent to the preferential offer.		
(xii)	Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	No allotment on preferential basis has been made by the Company during this financial year		
(xiii)	Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	N.A.		

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.

None of the Directors, key managerial personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of shares that may be subscribed by them or Companies/firms in which they are interested.

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

**ITEM NO. 12: APPROVAL FOR ALTERATION OF ARTICLE 81 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY**

In view of the Companies (Amendment) Act, 2015 amending the provisions of the Companies Act, 2013 pertaining to the common seal, it is proposed to amend and replace the existing Article 81 for the common seal with the new Article 81 and as per the provisions of Section 14 of the Companies Act, 2013, alteration in Articles of Association of the Company requires approval of shareholders of the Company by way

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

refreshingly different



of Special Resolution and hence the resolution is proposed for seeking approval of shareholders.

Copy of existing and amended Articles of Association of the Company will be available for inspection by members during business hours at the registered office of the Company.

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

Your Board recommends passing of this resolution for amendment of Articles of Association of the Company by way of Special Resolution.

**ITEM NO. 13: APPROVAL FOR REVISION IN THE TERMS OF REMUNERATION OF MR. RATTAN KESWANI AS DEPUTY MANAGING DIRECTOR OF THE COMPANY**

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:

Financial Year	(In Rs.)		
	2014-15	2013-14	2012-13
Total Income	2,245,846,927	1,945,770,923	1,458,874,727
Profit before Depreciation & amortisation and Tax	269,547,687	364,411,336	(54,131,883)
Profit/(Loss) after tax	(7,281,192)	144,586,470	(168,673,616)

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

refreshingly different



4) Export performance and net foreign exchange collaborations:

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

Financial Year	(In Rs.)		
	2014-15	2013-14	2012-13
Earning in Foreign Currency	193,746,633	130,249,900	196,228,728

5) Foreign investments: The foreign investors in the company hold 49.15% of the issued and paid up Share Capital of Company.

## II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details:

1. Name : Mr. Rattan Keswani
2. Designation : Deputy Managing Director
3. Age : 54 Years
4. Experience : 32 Years

Mr. Rattan Keswani has started his career with The Oberoi Mumbai in 1983. A hotelier for over 32 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, 2015, Mr. Rattan Keswani earned a remuneration of Rs. 20,637,050/- in the capacity of Deputy Managing Director of the Company, which includes the expenses related to the Company Car provided to him.

(3) Job profile and his suitability:

Mr. Rattan Keswani has been with Lemon Tree Hotels 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.

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

refreshingly different



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

The Board is informed that Company is proposing to revise the terms of remuneration of Mr. Rattan Keswani, Deputy Managing Director of the Company w.e.f 1<sup>st</sup> July, 2015 for his remaining tenure. The revision is proposed considering his appointment as whole time director on board of its subsidiary company i.e. Carnation Hotels Private Limited effective from 1<sup>st</sup> July, 2015 and drawing of salary from the Company and Carnation Hotels P Ltd. for the FY 2015-16 and nil remuneration for remaining tenure. The total remuneration payable to him from both the companies is within the terms of remuneration approved by the members in the annual general meeting of the Company held on 24<sup>th</sup> July, 2014, which 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 and his eligibility to get the stock options in terms of the policies of 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 other directors of the Company except Mr. Patanjali G. Keswani in the capacity of Chairman & Managing director of the Company.

The Board therefore recommends the Special Resolution for approval of the Members of the Company for the revision in remuneration of Deputy Managing Director of the company w.e.f. 1<sup>st</sup> July, 2015.

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.

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

refreshingly different



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: 17<sup>TH</sup> JUNE, 2015  
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 23<sup>rd</sup> Annual General meeting/Extraordinary general meeting of the company, to be held on the 30<sup>th</sup> day of July, 2015 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:

**Resolutions For/ Against**

<b>Agenda</b>	<b>Voting instructions</b>
<b>Item No. 1</b> (of the notice for AGM, dated 17 <sup>th</sup> June, 2015)	
<b>Item No. 2</b> (of the notice for AGM, dated 17 <sup>th</sup> June, 2015)	
<b>Item No. 3</b> (of the notice for AGM, dated 17 <sup>th</sup> June, 2015)	
<b>Item No. 4</b> (of the notice for AGM, dated 17 <sup>th</sup> June, 2015)	
<b>Item No. 5</b> (of the notice for AGM, dated 17 <sup>th</sup> June, 2015)	
<b>Item No. 6</b> (of the notice for AGM, dated 17 <sup>th</sup> June, 2015)	
<b>Item No. 7</b> (of the notice for AGM, dated 17 <sup>th</sup> June, 2015)	
<b>Item No. 8</b> (of the notice for AGM, dated 17 <sup>th</sup> June, 2015)	
<b>Item No. 9</b> (of the notice for AGM, dated 17 <sup>th</sup> June, 2015)	
<b>Item No. 10</b> (of the notice for AGM, dated 17 <sup>th</sup> June, 2015)	
<b>Item No. 11</b> (of the notice for AGM, dated 17 <sup>th</sup> June, 2015)	
<b>Item No. 12</b> (of the notice for AGM, dated 17 <sup>th</sup> June, 2015)	
<b>Item No. 13</b> (of the notice for AGM, dated 17 <sup>th</sup> June, 2015)	

Signed this on ..... day of .....2015

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

**ATTENDANCE SLIP**  
**ANNUAL GENERAL MEETING**

Date: 30<sup>th</sup> July, 2015; Time: 04.30 p.m.

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

I / We hereby record my/our presence at the Annual General Meeting of the Company at Asset No. 6, Aerocity Hospitality District, New Delhi-110037 on Thursday, July 30<sup>th</sup>, 2015 at 04.30 p.m.

\_\_\_\_\_

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 Annual General Meeting (AGM) 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 AGM can print copy of this Attendance Slip.
4. Physical copy of the Notice of the AGM 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.