

refreshingly different



## **NOTICE**

**NOTICE** is hereby given that the **TWENTY FOURTH ANNUAL GENERAL MEETING** of the members of **LEMON TREE HOTELS LIMITED** will be held on **FRIDAY**, the **30<sup>th</sup> DAY OF SEPTEMBER, 2016** at **ASSET NO. 6, AEROCITY HOSPITALITY DISTRICT, NEW DELHI-110037** at **03.00 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 31st March 2016, the Statement of Profit & Loss, Cash Flow Statement and other annexure(s) for the year ended 31st March, 2016 and the consolidated audited financial statements for the financial year ended 31st March, 2016 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 2016-17, 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. Sachin Doshi who retires by rotation and is eligible for re-appointment.
4. To appoint a director in the place of Mr. Ravi Kant Jaipuria 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, 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 exceed

refreshingly different



Rs. 20,00,000/- (Rupees Twenty Lacs only) in the financial year ending 31st March, 2017.

**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."

6. To consider and if thought fit to pass with or without modification, 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. 2500 crore (Rupees Two Thousand Five Hundred 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."

refreshingly different



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

**DATE:** 07.09.2016  
**PLACE:** New Delhi

**SD/-  
PATANJALI G. KESWANI  
CHAIRMAN & MANAGING DIRECTOR**

**NOTES:**

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, in respect of the special business to be transacted at the meeting under Item No. 5 & 6 is annexed hereto.
2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself and the proxy need not be a member of the company.** The proxy form duly completed and signed should reach the company's registered office not less than 48 hours before the commencement of the meeting. The Proxy Form for the AGM is enclosed herewith.
3. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
5. Members/Proxies/Authorised Representatives are requested to submit the attendance slips duly filled in for attending the Meeting. Members holding shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days of the Company between 11:00 a.m. and 1:00 p.m. upto the date of the General Meeting and at the venue of the Meeting for the duration of the Meeting.
7. Members holding shares are requested to kindly notify the Company of any change in their addresses/e-mail address so as to enable the Company to address future communication to their correct addresses.
8. A route map to the venue of the Annual General Meeting is attached.

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. 5 & 6 of the accompanying Notice.

**ITEM NO.5: CONTRIBUTION TO CHARITABLE OR OTHER FUNDS/INSTITUTIONS IN TERMS OF SECTION 181 OF THE COMPANIES ACT, 2013**

This resolution is for enabling and authorizing 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 2016-2017, 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. 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, 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.

refreshingly different



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

**DATE:** 07.09.2016

**PLACE:** New Delhi

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

**SD/-  
PATANJALI G. KESWANI  
CHAIRMAN & MANAGING DIRECTOR**

**Form No. MGT-11**

**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U74899DL1992PLC049022

Name of the company: LEMON TREE HOTELS LIMITED

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

Name of the member(s):
Registered address:
Email Id:
Folio No./Client Id:
DP ID:

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24<sup>th</sup> Annual General Meeting of the company, to be held on Friday, the 30<sup>th</sup> day of September, 2016 at 03.00 p.m. at Asset No. 6, Aerocity Hospitality District, New Delhi-110037 and at any adjournment thereof.

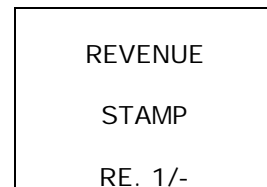
I direct my Proxy to vote on the resolutions in the manner as indicated below:

**Resolutions For/Against**

<b>AGENDA</b>	<b>VOTING INSTRUCTIONS</b>
<b>Item No. 1</b> (of the notice for AGM, dated 7 <sup>th</sup> September, 2016)	
<b>Item No. 2</b> (of the notice for AGM, dated 7 <sup>th</sup> September, 2016)	
<b>Item No. 3</b> (of the notice for AGM, dated 7 <sup>th</sup> September, 2016)	
<b>Item No. 4</b> (of the notice for AGM, dated 7 <sup>th</sup> September, 2016)	
<b>Item No. 5</b> (of the notice for AGM, dated 7 <sup>th</sup> September, 2016)	
<b>Item No. 6</b> (of the notice for AGM, dated 7 <sup>th</sup> September, 2016)	

Signed this..... day of..... 2016

Signature of shareholder



Signature of Proxy holder(s)

**Note:**

1. The Proxy to be effective should be deposited at the Registered Office of the Company not less than FORTY-EIGHT HOURS before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. This form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the Meeting.
6. This is optional. Please put For/Against in the appropriate column against the Resolutions indicated in the Box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular Resolution, he/she should write "Abstain" across the boxes against the Resolution.

**LEMON TREE HOTELS LIMITED**

CIN: U74899DL1992PLC049022

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

Telephone No.: 011-46050101; Fax: 011-46050110

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

**ATTENDANCE SLIP  
ANNUAL GENERAL MEETING**

Date: 30<sup>th</sup> September, 2016; Time: 03.00 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 Friday, September 30, 2016 at 03.00 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.



# ROUTE MAP

