

refreshingly different



LEMON TREE HOTELS LIMITED

CIN No.: U74899DL1992PLC049022

Regd. Office: Asset No. 6, Aerocity Hospitality District, New Delhi-110037
T +91 11 4605 0101 E hi@lemontreehotels.com www.lemontreehotels.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra ordinary General Meeting of the shareholders of Lemon Tree Hotels Limited will be held a shorter notice on Monday, the 19th day of December, 2016 at Asset No. 6, Aerocity Hospitality District, New Delhi 110037 at 04.00 P.M. to transact the following businesses:

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to Section 188 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 and other applicable provisions and rules thereto, consent of the members of the company be and is hereby accorded to the Company to enter into an agreement with Fleur Hotels Private Limited ('Related Party') for providing services for management and operation of existing and proposed Hotels 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 of the Company be and are hereby severally authorized to execute the agreement for management and operation of the hotels of the Related Party in the form and substance as finalized with Related Party and to do such other acts, things, deeds as may be deemed essential and incidental for the purpose.”

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

“RESOLVED THAT pursuant to the provisions of Section 196, 203 and other applicable provisions of the Companies Act, 2013 (‘the Act’) and applicable rules thereto consent of the members be and is hereby accorded for the re-appointment of Mr. Rattan Keswani as the Deputy Managing Director of the Company for a period of 3 years with effect from 1st day of January, 2017, at Nil remuneration.

RESOLVED FURTHER THAT consent of the members be and is hereby severally accorded to Mr. Patanjali G. Keswani, Chairman & Managing Director and Mr. Kapil Sharma, Chief Financial Officer of the Company to take all such steps 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.

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

DATE: 12.12.2016

PLACE: New Delhi

**Sd/-
NIKHIL SETHI
GROUP COMPANY SECRETARY AND GM LEGAL**

NOTES:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, in respect of the special business to be transacted at the meeting under Item No. 1 & 2 is annexed hereto.
2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself and the proxy need not be a member of the company.** The proxy form duly completed and signed should reach the company’s registered office not less than 48 hours before the commencement of the meeting. The Proxy Form for the EGM is enclosed herewith.
3. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
5. Members/Proxies/Authorised Representatives are requested to submit the attendance slips duly filled in for attending the Meeting. Members holding shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.

6. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days of the Company between 11:00 a.m. and 1:00 p.m. upto the date of the General Meeting and at the venue of the Meeting for the duration of the Meeting.
7. Members holding shares are requested to kindly notify the Company of any change in their addresses/e-mail address so as to enable the Company to address future communication to their correct addresses.
8. A route map to the venue of the Extra Ordinary General Meeting is given at the end of notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business under Item No. 1 to 2 mentioned in the accompanying Notice.

ITEM NO. 1: APPROVAL FOR EXECUTION OF HOTEL OPERATING AGREEMENT WITH FLEUR HOTELS PRIVATE LIMITED

The members are apprised that M/s Fleur Hotels Private Limited (“Subsidiary Company/FHPL”) has acquired / proposing to acquire various hotel properties on purchase/long term lease basis at various locations including Goa, Gurgaon, etc and for running such Hotel properties FHPL proposes to execute Hotel Operating Agreement with the Company for rendering Hotel Operating Services.

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:

(a)	Name of the related party	Fleur Hotels Private Limited (“Related Party/FHPL”)
(i)	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 w.e.f the date of start of operations of each Hotel for rendering services for management and operation of the existing and proposed Hotels owned/acquired/leased by the Related Party
(iii)	Material terms, monetary value and particulars of the contract or arrangement;	<p>Base Fees: 3.5 % of Gross Income of the Hotel(s) on a calendar monthly basis;</p> <p>Incentive Fees: (a) 4.0% of Gross Operating Profit of the Hotel(s) where the AGOP Margin is less than or equal to 50%; or (b) 8.0% of Gross Operating Profit of the Hotel(s) where the AGOP Margin is more than 50%;</p> <p>Reimbursements for Additional Services: (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
(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 rendering management and operation services to its related party is on 'arm's length' basis and is advantageous for the Company considering the experience of 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 Fleur Hotels Private Limited. Other than common directors, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution.

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

ITEM NO. 2: APPROVAL FOR RE-APPOINTMENT OF MR. RATTAN KESWANI AS DEPUTY MANAGING DIRECTOR OF THE COMPANY

Mr. Rattan Keswani has been with Lemon Tree Hotels Limited as the Director on the Board since 12th Dec, 2012 and was appointed as Deputy Managing Director for a period of three (3) years w.e.f. 1st January, 2014. He is further proposed to be re-appointed for a period of 3 years w.e.f 1st January, 2017, at Nil remuneration as he is drawing remuneration as Whole Time Director from its subsidiary company i.e. Carnation Hotels Private Limited effective from 1st July, 2015.

General Information about the appointee in accordance with the requirement of Secretarial Standard-I

Mr. Rattan Keswani, aged about 54 years is a graduate in Hotel Management with a remarkable career graph. Mr. Rattan Keswani has over 33 years of experience. He has started his career with The Oberoi Mumbai in 1983 and 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

During the previous financial year ended on 31st March, 2016, he has drawn remuneration of Rs. 13,066,902/- from the Company and has also drawn remuneration of Rs. 7,831,023/- from Carnation Hotels Private Limited, subsidiary company.

During the current financial year under review, he has attended one(1) meeting of the Board and he doesn't hold any shares in the company except employee stock option of the Company as per ESOP policy of the Company.

Mr. Rattan Keswani holds Directorships on Board of three (3) other companies. He also holds membership in two (2) committees.

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

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

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

DATE: 12.12.2016

PLACE: New Delhi

**Sd/-
NIKHIL SETHI
GROUP COMPANY SECRETARY AND GM LEGAL**

Form No. MGT-11

Proxy form

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

CIN: U74899DL1992PLC049022

Name of the company: LEMON TREE HOTELS LIMITED

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on Monday, the 19th day of December, 2016 at 04.00 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

AGENDA	VOTING INSTRUCTIONS
Item No. 1 (of the notice for EGM, dated 12 th December, 2016)	
Item No. 2 (of the notice for EGM, dated 12 th December, 2016)	

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

Signature of shareholder

Signature of Proxy holder(s)

REVENUE
STAMP
RE. 1/-

Note:

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

LEMON TREE HOTELS LIMITED

CIN: U74899DL1992PLC049022

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

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

Website: hi@lemontreehotels.com; www.lemontreehotels.com

**ATTENDANCE SLIP
EXTRA ORDINARY GENERAL MEETING**

Date: 19th December, 2016; Time: 04.00 p.m.

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

I / We hereby record my/our presence at the Extra Ordinary General Meeting of the Company at Asset No. 6, Aerocity Hospitality District, New Delhi-110037 on Monday, December 19th, 2016 at 04.00 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 Extra Ordinary General Meeting (EGM) alongwith proxy form and the attendance slip and has been/is being sent to all the members whose email address is registered with the Company unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the EGM can print copy of this Attendance Slip.
4. Physical copy of the Notice of the EGM along with the proxy form and attendance slip is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

ROUTE MAP

