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## **NOTICE**

**Notice is hereby given that an Extra ordinary General Meeting of the shareholders of Lemon Tree Hotels Limited will be held on Friday, the 30<sup>th</sup> day of January, 2015 at Asset No. 6, Aerocity Hospitality District, New Delhi-110037 at 4.30 P.M. to transact the following business:**

### **SPECIAL BUSINESS:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force), the words at the beginning of the Memorandum of Association and before Clause I “(THE COMPANIES ACT, 1956)” be and are hereby substituted by the words “(THE COMPANIES ACT, 1956 AND THE COMPANIES ACT, 2013, TO THE EXTENT IN FORCE)”.

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force), Clause III of the Memorandum of Association of the company be and is hereby amended as under:-

- i. Heading of the Part A of Clause III of Memorandum of Association i.e. “MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:” substituted with the Heading “OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE”.
- ii. Heading of Part B of Clause III of Memorandum of Association i.e. “THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE” substituted with the Heading “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE”.
- iii. Sub-clause 1 of Part B of Clause III of Memorandum of Association be and is hereby amended and substituted with the following sub-clause:

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- "1. In case of the conversion of the company to a public company subject to the provisions of the Companies Act, 2013 or Companies Act, 1956, to the extent applicable, and other such laws, upon any issue of shares, Debentures or such other securities of the company, to employ brokers commission agents and under-writers and to provide remuneration of such persons for their services by payments in cash or by the issue of shares, debentures or such other securities of the company of all types or by the granting of options to take the same, of all types or in any other such manner as may be allowed by law."
- iv. Sub-clause 12 of Part B of Clause III of Memorandum of Association be and is hereby amended and substituted with the following sub-clause:
- "12. Subject to Sections 391 to 394 of the Companies Act, 1956/ Chapter XV of the Companies Act, 2013 as may be applicable, to enter into partnership or any agreement for sharing profits, union of interest, reciprocal concession, amalgamation or co-operation with any person or persons, corporation or company, carrying on or about to carry on, or engage in any business or transaction which this Company is authorized to carry on or to engage in any business or transaction capable of being conducted so as to benefit this Company, directly or indirectly, and to take or otherwise acquire and hold stocks or securities and to subsidies or otherwise assist any such company and to sell hold reissue with or without guarantee or other such shares or securities, and to form, constitute or promote any other such company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other such purpose which may seem directly or indirectly calculated to benefit the Company."
- v. Sub-clause 13 of Part B of Clause III of Memorandum of Association be and is hereby amended and substituted with the following sub-clause:
- "13. Subject to Section 67 of the Companies Act, 2013 to invest in other than investment in Company's own shares and deal with the moneys of the Company not immediately required in any scheduled banks or in trust securities or deposit or interest with anybody corporate/individual/firm or in such other manner as is beneficial to the Company."
- vi. Sub-clause 15 of Part B of Clause III of Memorandum of Association be and is hereby amended and substituted with the following sub-clause:
- "15. Subject to Sections 391 to 394 of the Companies Act 1956/ Chapter XV of the Companies Act, 2013, to amalgamate with or dispose of or exchange any of the business or undertakings, properties or rights of the Company in consideration of shares, debentures or such other securities of all types and

Lemon Tree Hotels Limited

(CIN No. U74899DL1992PLC049022)

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

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to enter into any agreement or arrangement with other companies, firms or individuals for joint working in business or for sharing of profits in any other such company, firm or person if such acts are advantageous to this Company."

- vii. Sub-clause 19 of Part B of Clause III of Memorandum of Association be and is hereby amended and substituted with the following sub-clause:

"19. Subject to Section 181 of the Companies Act, 2013 to subscribe, contribute or guarantee money for any national, charitable, benevolent, public, general or useful object or funds or for any exhibition."

- viii. Sub-clause 29 of Part B of Clause III of Memorandum of Association be and is hereby amended and substituted with the following sub-clause:

"29. Subject to Sections 100 to 105 of the Companies Act, 1956/ Section 66 of the Companies Act, 2013 to distribute among the members in specie or otherwise any property of the company or any proceeds of sale or disposal of any property of the Company in the event of winding up but so that no distribution amounting to a reduction of capital be made except with the sanction, if any, for the time being required by the Companies Act, 2013."

- ix. Sub-clause 30 of Part B of Clause III of Memorandum of Association be and is hereby amended and substituted with the following sub-clause:

"30. To distribute as dividend or bonus among the members or to place reserve or otherwise to apply, as Company may, from time to time, think fit any money received by way of premium of shares or debentures issued at a premium by the Company and any money's received in respect of forfeited shares and money arising from sales by the Company of forfeited shares, subject to the provisions of the Companies Act, 2013 or Companies Act, 1956, to the extent applicable."

- x. Sub-clause 38 of Part B of Clause III of Memorandum of Association be and is hereby amended and substituted with the following sub-clause:

"38. Subject to Sections 179, 180, 185, 186 & Chapter V of the Companies Act, 2013, and the Regulations made there under and the directions issued by Reserve Bank of India to receive money on deposits or loans and to borrow from Banks/ Financial Institutions NBFC's or any other organization or raise money in such manner and at such time or times as the company may determine and in particular by the issue of debentures, debenture-stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owning by mortgage, charge or lien upon all or any of the properties

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or assets of revenues and profits of the company, both present and future, including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other such person or company of any obligation under taken by the company of such other person or company and to give the lenders the power to sell and such other powers as may seem expedient and to purchase redeem or pay off any such securities."

- xi. Part B of Clause III of Memorandum of Association, be and is hereby amended with the insertion of following Sub-clause(s) viz.:

- "40. To carry on and to undertake the sale, purchase or advertise for sale or purchase, assist in selling or purchasing and find purchasers or, vendors of and to manage lands, buildings and other property, whether belonging to the Company or not and to let any portion of any premises for residential, trade or business purposes, or other private or public purposes and to collect income and to supply to occupiers and others, refreshments, clubs, public halls, messengers, lights, waiting rooms, reading rooms, meeting rooms, lavatories, laundry, conveniences, electric conveniences, garages and other such other advantages thereof.
41. To promote companies, associations, partnerships with or without limited liability and to take or otherwise acquire and hold shares, securities and debentures in such company or association or any other company carrying on business in India or elsewhere, whether promoted by this Company or not and to appoint any director, trustee, accountant or agent.
42. To carry on the business of cafe, refreshment room and boarding and lodging-house keepers, licensed victuallers, wine, beer and spirit merchants, brewers, malters, distillers, importers and aerated, mineral and artificial water and other drinks, purveyors, cinemas and show business caterers for public amusements, proprietors of motor and other vehicles, garage proprietors, lively stable keepers, job masters, dairymen, ice merchants, importers and brokers of food, live and dead stock and local and foreign produce of all descriptions, hair dressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries grounds and places of amusement, recreation, sport, entertainment and institutions of all kinds, tobacco and cigar merchants, agents for railway, shipping and air-plane companies and carriers, cinema, theatrical and opera box proprietors.
43. To undertake any advisory, operating, managerial, consultancy or similar work.

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44. To make loans, invest in securities, give guarantees and provide security to any other such Companies or not in terms of section 186 of the Companies Act, 2013 provided that the Companies shall not carry on banking business within the meaning of Banking Regulations Act, 1949.
  45. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of the national economy and for discharging what the Directors may consider to be corporate social and moral responsibility of the Company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social, economic and moral uplift of the public or any section of the public in such manner as directors may think fit.
  46. To undertake, carryout, promote, sponsor, development of rural or backward area, comprising any programme for the betterment of people in any such area with a view to promote the social and economic status of the masses in those areas and to incur any expenditure on any development programme and to assist execution and promotion thereof whether directly or indirectly or in any other such manner of all type and to transfer with or without consideration or at a concessional value and divert the ownership of any property of the Company in favour of any public body or institution or trust engaged in the execution of development programmes as approved by the Central Government or state of any other such appropriate authority related thereto."
- xii. Part C of Clause III of Memorandum of Association i.e. "THE OTHER OBJECTS" be and is hereby deleted (all Sub- clauses 1 to 55).
- xiii. Clause IV of Memorandum of Association of the company be and is hereby amended and substituted with the following Clause:
- "IV** The liability of the Member(s) is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

**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 jointly/severally authorized to do all such acts, matters, deeds and things including subsequent modifications thereto 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-ordinating

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with the Registrar of Companies and to comply with all other requirements in this regard."

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

**"RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force), new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in total exclusion, substitution and superseding of the existing Articles of Association 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 be and are hereby jointly/severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution including but not limited to the filing of necessary forms, returns, documents etc and co-ordination with the Registrar of Companies and to comply with all other requirements in this regard."

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

**"RESOLVED THAT** pursuant to Section 149,152 and other applicable provisions of the Companies Act, 2013 and Rule 4 & 5 of the Companies (Appointment and Qualification of Directors) Rules 2014 including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Sanjeev Duggal (DIN No. 00004977), in respect of whom a notice signifying his candidature for the office of Independent Director has been received, be and is hereby appointed as an Independent Director on Board of the Company to hold the office for a period of 3 years i.e. upto 17<sup>th</sup> September, 2017 and that he shall not be liable to retire by rotation.

**FURTHER RESOLVED THAT** Mr. Patanjali G. Keswani, Chairman & Managing Director and Mr. Rattan Keswani, Deputy Managing Director be and are hereby severally authorized to issue the appointment letter and to do all such things, acts, deeds as may be required in this regard."

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

**“RESOLVED THAT** Mr. Gopal Sitaram Jiwarjka (DIN No. 00024325) be and is hereby appointed as an Independent Director on Board of the Company in terms of Section 149 ,152 and other applicable provisions of the Companies Act, 2013 and Rule 4 & 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, to hold the office for a period of 3 years i.e. upto 17<sup>th</sup> September, 2017 and that he shall not be liable to retire by rotation.

**FURTHER RESOLVED THAT** Mr. Patanjali G. Keswani, Chairman & Managing Director and Mr. Rattan Keswani, Deputy Managing Director be and are hereby severally authorized to issue the appointment letter and to do all such things, acts, deeds as may be required in this regard.”

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

**DATE: 09.12.2014  
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. 1 to 4 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.

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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.
4. Any documents and papers as referred to in this notice and as required by the Companies Act, 2013 or any statutory re-enactment thereof shall be available for inspection between 11 A.M to 1 P.M on all working days at the registered office of the Company and shall also be available during the meeting

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

**1. Alteration of Memorandum of Association of the Company**

The members are informed that the existing Objects clause III of the Memorandum of Association of the Company is divided into (A) Main Objects; (B) Objects incidental or ancillary to attain main objects and (C) Other objects.

In terms of Section 4 of the Companies Act, 2013, Objects clause III of the Memorandum of Association of the Company shall state the objects for which the company is incorporated and any matter considered necessary in furtherance of the objects thereof. Also the liability clause IV is required to be modified in terms of the requirement of the aforementioned section.

Hence, in view of the notification of Companies Act, 2013 and rules there under and partial repeal of Companies Act, 1956 and it is proposed to amend the existing Memorandum of Association of the company to align the same with the Companies Act, 2013.

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

None of the persons specified in Section 102 of the Companies Act, 2013, viz., the Directors, Manager, Key Managerial Personnel(s) and their relatives are concerned or interested in the above resolution.



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

## **2. Adoption of New Set of Articles of Association of the Company**

In view of the notification of Companies Act, 2013 and rules there under and partial repeal of Companies Act, 1956, various articles in the existing Articles of Association necessitate amendment and/or alteration in order to reflect inter-se, various provisions of the Companies Act, 2013 and rules made thereunder.

Thus, it is proposed to adopt new set of Articles of Association of the company 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 of Special Resolution and hence placed 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 till the date of Extra Ordinary General Meeting.

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 Memorandum of Association of the Company by way of Special Resolution.

## **3. Appointment of Mr. Sanjeev Duggal, as an Independent Director of the Company**

In terms of the requirement under the provisions of section 149 of the Companies Act, 2013 read with Rule 4 & 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Board has approved the appointment of Mr. Sanjeev Duggal as an Independent Director of the Company in its meeting on 18<sup>th</sup> September, 2014.

Mr. Sanjeev Duggal is the founder and CEO of Centum Learning Limited, the first Indian Multinational Training & Skills Company with operations in over 19 countries, which has also figured among the Top 15 Leaders in Training Outsourcing Worldwide for three consecutive years under his leadership. He has a proven track record in establishing and leading successful global customer centric organisations with large resource bases and managing transitions profitably. Over the years, he has received

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many honors and accolades including Udyog Rattan Award by the Institute of Economic Studies and Award for “Creating Corporate Advantage in Global Economy” by the Delhi School of Economics.

In the opinion of the Board, Mr. Sanjeev Duggal is a person who possesses relevant expertise and fulfils all the conditions required under the Companies Act, 2013 for such appointment. A notice has been received from a member proposing him as a candidate for the office of Director of the Company. The Board considers that the Company would be immensely benefitted from his association and it is desirable to avail services of Mr. Sanjeev Duggal as an Independent Director.

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

Accordingly, the Board recommends the resolution for appointment of Mr. Sanjeev Duggal as an Independent Director for the approval by the shareholders of the Company by way of Ordinary Resolution.

**4. Appointment of Mr. Gopal Sitaram Jiwarajka, as an Independent Director of the Company**

Mr. Gopal Sitaram Jiwarajka, a non-executive and Independent director on the Board of Company is being appointed as Independent Director in terms of the section 149 of the Companies Act, 2013 and Rule 4 & 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 in the Board Meeting held on 18<sup>th</sup> September, 2014.

Mr. Gopal Sitaram Jiwarajka possesses rich experience in Marketing, Finance, Production and Administration and has extensively traveled all over the globe. He possesses rich experience in TV and electronic industry and possesses in depth knowledge of Indian conditions in respect of this industry.

In the opinion of the Board, Mr. Gopal Sitaram Jiwarjka fulfils all the conditions required under the Companies Act, 2013 for such appointment. The Board acknowledges his contribution and considers that the Company would be benefitted from his continued association and it is desirable to continue to avail services of Mr. Gopal Jiwarajka as an Independent Director.

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

The Board recommends passing of the proposed Ordinary Resolution for appointment of Mr. Gopal Jiwrajka as an Independent Director by the shareholders of the Company.

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

**DATE: 09.12.2014  
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 January 30, 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 EGM, dated 9 <sup>th</sup> December, 2014)	
<b>Item No. 2</b> (of the notice for EGM, dated 9 <sup>th</sup> December, 2014)	
<b>Item No. 3</b> (of the notice for EGM, dated 9 <sup>th</sup> December, 2014)	
<b>Item No. 4</b> (of the notice for EGM, dated 9 <sup>th</sup> December, 2014)	

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

Revenue  Stamp  Re. 1/-
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Signature of shareholder

Signature of Proxy holder(s)

**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

**ATTENDANCE SLIP**

**EXTRA ORDINARY GENERAL MEETING**

Date: 30<sup>th</sup> January, 2015; Time: 4.30 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 Friday, January 30, 2015 at 4.30 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 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.