

# NOTICE

## LEMON TREE HOTELS LIMITED

CIN: L74899DL1992PLC049022

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

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

E-mail: sectdept@lemonreehotels.com; Website: www.lemonreehotels.com

NOTICE is hereby given that the **TWENTY SEVENTH ANNUAL GENERAL MEETING** of the members of **LEMON TREE HOTELS LIMITED** will be held on **THURSDAY**, the **22<sup>nd</sup> DAY OF AUGUST, 2019** at **AIR FORCE AUDITORIUM, SUBROTO PARK, NEW DELHI 110010** at **03.00 P.M.** to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt:
  - a) the Audited Standalone Financial Statements of the Company for the period ended March 31, 2019 including the Audited Balance Sheet as at March 31, 2019 and the Statement of Profit and Loss and Cash Flow Statements for the year ended March 31, 2019 and the Reports of the Auditors and Board of Directors in respect thereof; and
  - b) the Audited Consolidated Financial Statements of the Company for the period ended March 31, 2019 and report of the Auditors in respect thereof.
2. To appoint a director in the place of Mr. Aditya Madhav Keswani (DIN No. 07208901) who retires by rotation and is eligible for re-appointment.
3. To appoint a director in the place of Mr. Willem Albertus Hazeleger (DIN No. 07902239) 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** pursuant to the provisions of Sections 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 (DIN No: 05317766) as the Deputy Managing Director of the Company, and in respect of whom a notice proposing his candidature has been received, for a period of 3 years with effect from January 1,

2020, liable to retire by rotation, in terms of details provided in explanatory statement.

**RESOLVED FURTHER THAT** Mr. Patanjali G. Keswani, Chairman & Managing Director, Mr. Kapil Sharma, Chief Financial Officer and Mr. Nikhil Sethi, Group Company Secretary & GM Legal of the Company be and are hereby severally authorized to file requisite forms, returns and memorandum of information in respect of the above with the Registrar of Companies and other authorities concerned and to do all the such acts, deeds and things as may be required, considered necessary and incidental".

5. 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 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and rules framed there under, as amended from time to time, Mr. Anish Kumar Saraf (DIN No. 00322784), who was appointed as an Additional Director, in terms of the provisions of Section 161 of the Companies Act, 2013 and in respect of whom a notice proposing his candidature has been received, be and is hereby appointed as Director of the Company w.e.f August 13, 2018 and shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Patanjali G. Keswani, Chairman & Managing Director, Mr. Rattan Keswani, Deputy Managing Director, Mr. Kapil Sharma, Chief Financial Officer and Mr. Nikhil Sethi, Group Company Secretary & GM Legal of the Company be and are hereby severally authorized to file requisite forms, returns and memorandum of information in respect of the above with the Registrar of Companies and other authorities concerned and to do all the such acts, deeds and things as may be required, considered necessary and incidental".

6. 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 Sections 149, 150 & 152 read with Schedule IV and

other applicable provisions, if any of the Companies Act, 2013 and rules framed there under, as amended from time to time, Dr. Arindam Kumar Bhattacharya (DIN No. 01570746), who was appointed as an Additional Director in the capacity of Independent Director, in terms of the provisions of Section 161 of the Companies Act, 2013 and in respect of whom a notice proposing his candidature for the office of Independent Director has been received, be and is hereby appointed as Independent Director of the Company for a period of 5 years w.e.f. April 11, 2019 and he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Patanjali G. Keswani, Chairman & Managing Director, Mr. Rattan Keswani, Deputy Managing Director, Mr. Kapil Sharma, Chief Financial Officer and Mr. Nikhil Sethi, Group Company Secretary & GM Legal of the Company be and are hereby severally authorized to file requisite forms, returns and memorandum of information in respect of the above with the Registrar of Companies and other authorities concerned and to do all the such acts, deeds and things as may be required, considered necessary and incidental”.

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

**NIKHIL SETHI**

**DATE: 29.05.2019**

**GROUP COMPANY SECRETARY**

**PLACE: New Delhi**

**& GM LEGAL**

**NOTES:**

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“Act”), in respect of the special business to be transacted at the meeting under Item No. 4 to 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/HERSELF 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 ANNUAL GENERAL MEETING 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. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

4. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Act is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on their 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 and members holding shares in dematerialized form are requested to write their client ID and DP ID on 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 Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.
7. Members holding Equity Shares in physical form are requested to notify any change in their address, to the Registrar & Share Transfer Agents of the Company - M/s. Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 and Members holding Equity Shares in dematerialized form are requested to contact their respective Depository Participants for updation of their addresses, e-mail ID, bank account details, if any.
8. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
9. The information about the Director, proposed to be appointed / reappointed, as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India, is given in the **Annexure A** to this Notice.

10. Pursuant to Section 101 and Section 136 of the Act read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). The Notice of Annual General Meeting, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address is registered with the Company, its RTA or the Depository participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of Annual General Meeting, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company, its RTA or depository participant(s). Members who have received the Notice of Annual General Meeting, Annual Report and Attendance slip in electronic mode are requested to print the Attendance slip and submit a duly filled in Attendance slip at the Registration Counter at the Annual General Meeting.
11. Members may also note that the Notice of Annual General Meeting, Attendance Slip, Proxy Form and Annual Report for the financial year 2018-19 will also be available on the Company's website [www.lemontreehotels.com](http://www.lemontreehotels.com) for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office, for inspection during normal business hours on working days.
12. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.  
  
Even after registering for e-communication, Members are entitled to receive such communication(s) in physical form, upon making a request for the same, by post free of cost. For any communication, the Members may also send requests to the Company's investor email id: [sectdeptt@lemontreehotels.com](mailto:sectdeptt@lemontreehotels.com).
13. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Karvy / Secretarial Department of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
14. Pursuant to Section 72 of the Act, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/ their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent (RTA). In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
15. Certificates from Statutory Auditor of the Company certifying that the Employee Stock Option Scheme, 2006 is being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, will be available for inspection at the AGM.
16. The voting rights of member(s) shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. August 14, 2019. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. August 14, 2019 only shall be entitled to avail the facility of remote e-voting / Poll.
17. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 ('Act') and the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, will be available for inspection by the members at the Meeting.
18. Voting through electronic means
  - (i) In compliance with provisions of Section 108 of the Act read with Rules prescribed thereunder, as amended and Reg. 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to its members to exercise their right to vote on resolutions proposed to be considered at the meeting by electronic means and the items of business given in the Notice of meeting may be transacted through e-Voting Services.

- (ii) The facility for voting through poll shall be made available at the meeting and the member(s) attending the meeting who have not cast their vote by remote e-voting shall be entitled to cast their vote at the meeting through poll. No voting by show of hands will be allowed at the Meeting. Please note that the member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- (iii) Members who have casted their vote by both the modes, than vote casted through poll will be treated invalid.
- (iv) The Company has appointed Mr. Prakash Verma, Company Secretary in whole time practice (email: info@TGLadvisors.com), to act as the Scrutinizer for conducting the remote electronic voting process and voting at the Annual General Meeting in a fair and transparent manner.
- (v) The remote e-voting period commences at 09.00 a.m. on Monday, August 19, 2019 and ends at 5:00 p.m. on Wednesday, August 21, 2019 and remote e-voting shall not be allowed beyond the said date and time;. During this period, member(s) of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, August 14, 2019, may cast their vote by remote e-voting and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- (vi) The Members desiring to vote through remote e-voting may refer to the detailed procedure given hereinafter.
  - I Procedure of E-Voting
 

The Company has engaged the services of Karvy Fintech Private Limited ("Karvy") for facilitating remote e-voting for the Annual General Meeting. The instructions for remote e-voting are as under:
  - (a) In case of Members receiving an e-mail from Karvy:
 

Launch an internet browser and open <https://evoting.karvy.com>
- (i) Enter the login credentials (i.e. User ID and Password). The Event No.+ Folio No. or DP ID - Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- (ii) After entering the above details Click on - Login.
- (iii) Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.) The system will also prompt you to update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. You need to login again with the new credentials.
- (iv) On successful login, the system will prompt you to select the E-Voting Event.
- (v) Select the EVENT of Lemon Tree Hotels Limited and click on - Submit.
- (vi) Now you are ready for e-voting as "Cast Vote" page opens.
- (vii) Cast your vote by selecting appropriate option and click on "Submit". Click on "OK" when prompted.
- (viii) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (ix) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (x) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutinizer by an e-mail at info@TGLadvisors.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned

documents should be in the naming format "Corporate Name\_ EVENT NO."

- (b) In case of Shareholders receiving physical copy of the Notice of Annual General meeting and Attendance Slip:
  - (i) Initial password is provided, as follows, at the bottom of the Attendance Slip.
  - (ii) Please follow all steps from Sl. No. (i) to Sl. No. (x) above, to cast vote.
- II In case of any queries, you may refer to the "Frequently Asked Questions" (FAQs) and "remote e-voting user manual" available in the downloads section of Karvy's e-voting website <https://evoting.karvy.com>.
- III The voting rights shall be as per the number of equity shares held by the Member(s) as on August 14, 2019, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date. The right of voting of the Members shall be reckoned on August 14, 2019.
- IV Members who have acquired shares after the dispatch of the Annual Report and before the cut-off date i.e. August 14, 2019 may obtain the user ID and Password for exercising their right to vote by electronic means as given below:
  - a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD Event number + Folio No. or DP ID Client ID to 9212993399  
  
Example for NSDL: MYEPWD IN12345612345678  
Example for CDSL: MYEPWD 1402345612345678  
Example for Physical: MYEPWD Event Number LTH123456789
  - b. If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - c. Member may call Karvy's toll free number 1-800-3454-001.

- d. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com). However, if you are already registered with Karvy Fintech Private Limited for remote e-voting, then you can use your existing User Id and Password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot Password" option available on <https://evoting.karvy.com> or contact Karvy Fintech Private Limited at toll free no. 1800-345-4001 or email at [evoting@karvy.com](mailto:evoting@karvy.com).

In case of any other queries/grievances connected with voting by electronic means, you may also contact Mr. Prem Kumar, Manager, Corporate Registry of Karvy Fintech Private Limited, at telephone no +91 40 6716 1509, email id: [prem.kumar@karvy.com](mailto:prem.kumar@karvy.com) and address: Karvy Selenium, Tower-B, Plot No. 31& 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana.

- (c) The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a Director authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. [www.lemontreehotels.com](http://www.lemontreehotels.com) immediately after the declaration of result by the Chairman or a director authorised by him in writing and at the website of e-voting agency viz. Karvy Fintech Private Limited at <https://evoting.karvy.com> and shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

#### 19. Poll at the Meeting

After the items of the notice have been discussed, the Chairman will order poll in respect of the items. Poll will be conducted and supervised by the

Scrutinizer appointed for remote e-voting and poll as stated above. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date and who have not cast their vote by remote e-voting and being present at the Annual General Meeting either personally or through proxy, only shall be entitled to vote at the AGM. After conclusion of the poll, the Chairman may declare the meeting as closed. The results of the poll aggregated with the results of remote e-voting will be announced by the Company on its website: [www.lemontreehotels.com.com](http://www.lemontreehotels.com.com) within 48 hours of conclusion of the Annual General Meeting and on the website of Karvy <https://evoting.karvy.com> and also informed to the stock exchanges where the securities of the Company are listed within 48 hours of conclusion of the Annual General Meeting.

20. A route map to the venue of the Annual 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. 4 to 6 mentioned in the accompanying Notice.

**ITEM NO. 4: RE-APPOINTMENT OF MR. RATTAN KESWANI AS DEPUTY MANAGING DIRECTOR OF THE COMPANY**

Mr. Rattan Keswani was re-appointed as Deputy Managing Director for a period of three (3) years w.e.f. January 1, 2017 and it is proposed to re-appoint him for a further period of 3 years w.e.f. January 1, 2020, at Nil remuneration as he is drawing remuneration as Whole Time Director from its subsidiary company i.e. Carnation Hotels Private Limited effective from July 1, 2015. The members are further apprised that his appointment has been recommended by Nomination and Remuneration Committee in terms of the Nomination & Remuneration Policy of the Company.

The Company has received a notice under Section 160 of the Companies Act, 2013 ("the Act") proposing his candidature for the office of Deputy Managing Director of the Company.

The disclosures prescribed under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company

Secretaries of India ('SS-2') are provided in Annexure-A of the Notice.

Except Mr. Rattan Keswani, being an appointee, none of the other Directors, Key Managerial Personnel(s) and their relatives are concerned or interested in the above resolution.

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

**ITEM NO. 5: APPOINTMENT OF MR. ANISH KUMAR SARAF AS DIRECTOR OF THE COMPANY**

Mr. Anish Kumar Saraf was appointed as an Additional Director w.e.f. August 13, 2018 and he holds office upto the ensuing Annual General Meeting of the Company in terms of the provisions of the Companies Act, 2013. The members are further apprised that his appointment as Director has been recommended by Nomination and Remuneration Committee in terms of the Nomination & Remuneration Policy of the Company.

Mr. Anish Kumar Saraf is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received a notice under Section 160 of the Companies Act, 2013 ("the Act") proposing his candidature for the office of Director of the Company.

The disclosures prescribed under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') are provided in Annexure-A of the Notice.

Except Mr. Anish Kumar Saraf, being an appointee, none of the other Directors, Key Managerial Personnel(s) and their relatives are concerned or interested in the above resolution.

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

**ITEM NO. 6: APPOINTMENT OF DR. ARINDAM KUMAR BHATTACHARYA AS INDEPENDENT DIRECTOR OF THE COMPANY**

Dr. Arindam Kumar Bhattacharya was appointed as an Additional Director in the capacity of an Independent Director w.e.f. April 11, 2019 and he holds office upto the ensuing Annual General Meeting of the Company in terms of the provisions of the Companies Act, 2013. The members are further apprised that his appointment as Director has been recommended by Nomination and

Remuneration Committee in terms of the Nomination & Remuneration Policy of the Company.

The Company has received a notice under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director of the Company.

Dr. Arindam Kumar Bhattacharya is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He has given his consent to act as a Director and a declaration to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Dr. Arindam Kumar Bhattacharya possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as an Independent Director as specified in the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he is independent of the management.

Copy of the letter for appointment of Dr. Arindam Kumar Bhattacharya as an Independent Director setting out the

terms and conditions of his appointment is available for inspection by members at the Registered Office of the Company.

The disclosures prescribed under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India('SS-2') are provided in Annexure-A of the Notice.

Except Dr. Arindam Kumar Bhattacharya, being an appointee, none of the other Directors, Key Managerial Personnel(s) and their relatives are concerned or interested in the above resolution.

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

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

**NIKHIL SETHI  
GROUP COMPANY SECRETARY  
& GM LEGAL**

**DATE: 29.05.2019  
PLACE: NEW DELHI**

**Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company pursuant to Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India**

**1. Mr. Rattan Keswani, Deputy Managing Director**

Mr. Rattan Keswani aged 58 years, is an executive Director of our Company. He holds a bachelor's degree in commerce from DAV College, Panjab University and a diploma degree in hotel management from Oberoi School of Hotel Management. Prior to joining our Company, Mr. Rattan Keswani acted as the president of the Trident Hotels of the Oberoi Group, where he was engaged for a period 30 years. He has more than 35 years of experience in the hospitality industry.

Mr. Rattan Keswani has been on our Board since December 12, 2012 and was last re-appointed as Deputy Managing Director with effect from January 1, 2017 and has not drawn any remuneration from the Company during the last financial year.

Mr. Rattan Keswani has attended six (6) Board meetings during the financial year 2018-19.

Mr. Rattan Keswani is not related with any other director and KMP(s) of the Company and holds 427,270 shares in the company.

Details of other Entities in which Mr. Rattan Keswani holds directorship, Chairmanship / Membership of Committees of their Board.

S. No.	Name of the Companies	Position held	Name of the Committees of the Board	Chairman/Member
1.	Fleur Hotels Private Limited	Director	Corporate Social Responsibility Committee General Management Committee Finance Committee	Member Member Member
2.	Carnation Hotels Private Limited	Whole Time Director	-	-

Note: The Directorships held by Director as mentioned above does not include alternate directorships, directorships in foreign companies, companies registered under Section 8 of the Companies Act, 2013.

**2. Mr. Anish Kumar Saraf, Director**

Mr. Anish Kumar Saraf, aged 41 years, holds a Chartered Accountancy degree from The Institute of

Chartered Accountants of India and an M.B.A. from the Indian Institute of Management, Ahmedabad. Mr. Anish Kumar Saraf is based in Mumbai and joined Warburg Pincus in 2006 and since then has been working with the firm's Indian affiliate. He is involved in the firm's investment advisory activities in India and evaluates opportunities in real estate, industrial and consumer sectors in India. Prior to joining Warburg Pincus, Mr. Saraf started his own mild steel manufacturing business. He has over 12 years of professional experience. Mr. Anish Kumar Saraf is also a Director on the Board of Fleur Hotels Private Limited, our material subsidiary Company.

Mr. Anish Kumar Saraf was appointed as an Additional Director of the Company w.e.f. August 13, 2018 and has not drawn any remuneration from the Company.

Mr. Anish Kumar Saraf has attended three (3) Board meetings during the financial year 2018-19, since his appointment.

Mr. Anish Kumar Saraf is not related with any other director and KMP(s) of the Company and doesn't hold any shares in the company.

Details of other Entities in which Mr. Anish Kumar Saraf holds directorship and Chairmanship / Membership of Committees of the Board

S. No.	Name of the Companies	Position held	Name of the Committees of the Board	Chairman/Member
1.	Fleur Hotels Private Limited	Director	Nomination & Remuneration Committee	Member
2.	Warburg Pincus India Pvt. Ltd.	Managing Director	Corporate Social Responsibility Committee	Member
3.	PRL Developers Private Limited	Director	Corporate Social Responsibility Committee	Member
4.	Kalyan Jewellers India Ltd.	Director	Audit Committee and Nomination & Remuneration Committee	Member
5.	Hamstede Living Private Limited	Director	-	-
6.	Biba Apparels Private Limited	Director	-	-



Note: The Directorships held by Director as mentioned above does not include alternate directorships, directorships in foreign companies, companies registered under Section 8 of the Companies Act, 2013.

### 3. Dr. Arindam Kumar Bhattacharya

Dr. Arindam Kumar Bhattacharya, aged 57 years, was educated at the Indian Institute of Technology, Kharagpur, Indian Institute of Management, Ahmedabad, and Warwick Manufacturing Group, University of Warwick, UK where he completed Doctorate of Engineering. Dr. Arindam Kumar Bhattacharya is the Senior Partner and Director of The Boston Consulting Group ('BCG'), India, and the co-leader of Bruce Henderson Institute, BCG's thought leadership institution. He is also a BCG Fellow. Before taking over the current role he headed BCG India, he led BCG India for 6 years. He is member of global leadership team of the Global Advantage and was earlier member of the global leadership teams of Industrial Goods, Public Sector and Social Impact practices and co-leader of BCG's Global Advantage Initiative. As a BCG Fellow over the past three years he has focused his research on Globalization and has been writing and speaking extensively on the subject.

He started his career with the Eicher Group in India as a graduate engineer trainee has over 30 years of experience in the industry and consulting with focus on the industrial sector. In recent years he has led the BCG's growing engagement with Central and State Governments on both economic and on social sector topics like education and health, and consulted with organizations like World Food Programme, Save the Children, Gates Foundation and World Bank. He is also a member of Confederation of Indian Industry's (CII) National Council, International Advisory Board of Oxford India Center of Sustainable Development, Oxford University, School of Global Policy and Strategy, University of California, San Diego and Munjal School for Global Manufacturing at the Indian Business School.

Dr. Arindam Kumar Bhattacharya was appointed as an Additional Director of the Company w.e.f. April 11, 2019 and has not drawn any remuneration from this Company as he has been appointed in the current financial year.

Dr. Arindam Kumar Bhattacharya is not related with any other director and KMP(s) of the Company and he holds 690,490 shares in the company.

Details of other Entities in which Dr. Arindam Kumar Bhattacharya holds directorship is given hereinbelow, however he doesn't hold any Chairmanship /

### Membership of Committees of the Board.

S. No.	Name of the Companies	Position held
1.	Fleur Hotels Private Limited	Independent Director
2.	The Boston Consulting Group (India) Private Limited	Director
3	Vulture Management Services Private Limited	Director

Note: The Directorships held by Director as mentioned above does not include alternate directorships, directorships in foreign companies, companies registered under Section 8 of the Companies Act, 2013.

### 4. Mr. Aditya Madhav Keswani

Mr. Aditya Madhav Keswani, aged 28 years holds a bachelor's degree in arts from the New York University. Post the completion of his education, Mr. Aditya Madhav Keswani has joined our Company as a non-executive Director on our Board on June 17, 2015 and has not drawn any remuneration from this Company.

Mr. Aditya Madhav Keswani has attended five (5) Board meetings during the financial year 2018-19.

Mr. Aditya Madhav Keswani is a son of Mr. Patanjali Govind Keswani, Chairman and Managing Director of the Company and is not related with any other director and KMP(s) of the Company and doesn't hold any shares in the company.

Details of other Entities in which Mr. Aditya Madhav Keswani holds directorship is given hereinbelow and he is not a Member/Chairman of Committee of any other Board.

S. No.	Name of the Companies	Position held
1.	Spank Management Services Private Limited	Director
2.	Toucan Real Estates Private Limited	Director
3.	Sparrow Buildwell Private Limited	Director
4.	Myna Real Estates Private Limited	Director
5.	Crow Real Estates Private Limited	Director
6.	Garnet Hotels Private Limited	Director
7.	Redstart Real Estate Private Limited	Director
8.	Oceanus Development Company Private Limited	Director
9.	Prinia Hotels Private Limited	Director
10.	Pony Tale Hotels Private Limited	Director

S. No.	Name of the Companies	Position held
11.	Poplar Homestead Holdings Private Limited	Director
12.	Madder Stays Private Limited	Director
13.	Jessamine Stays Private Limited	Director

Note: The Directorships held by Director as mentioned above does not include alternate directorships, directorships in foreign companies, companies registered under Section 8 of the Companies Act, 2013.

**5. Mr. Willem Albertus Hazeleger**

Mr. Willem Albertus Hazeleger, aged 50 years holds an executive master's degree in business administration from the Institut Européen d'Administration des Affaires (INSEAD) and an executive master's degree in business administration from Tsinghua University. He also has a master's degree in law from University

of Utrecht. Mr. Willem Albertus Hazeleger has been associated with APG Asset Management N.V. since 2009. At present, he serves as the chief executive officer of APG Investments Asia Limited, the Hong Kong subsidiary of APG Asset Management N.V. He has also worked with Linklaters LLP. Mr. Willem Albertus Hazeleger is experienced in investment management.

Mr. Willem Albertus Hazeleger has been on our Board since August 9, 2017 and he has attended three (3) Board meetings during the financial year 2018-19 and has not drawn any remuneration from this Company.

Mr. Willem Albertus Hazeleger is not related with any other director and KMP(s) of the Company and doesn't hold any shares in the Company.

Mr. Willem Albertus Hazeleger doesnot holds directorship and Chairmanship / Membership of Committees of the Board of other entities.



### ROUTE MAP

