

# 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: sectdeptt@lemontreehotels.com; Website: www.lemontreehotels.com

NOTICE is hereby given that the **TWENTY EIGHTH ANNUAL GENERAL MEETING ("AGM")** of the members of **LEMON TREE HOTELS LIMITED** will be held on Tuesday, the **29<sup>th</sup> DAY OF SEPTEMBER, 2020** at **3.00 P.M.** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') facility, to transact the following business:

## ORDINARY BUSINESS

- To receive, consider and adopt:
  - the Audited Standalone Financial Statements of the Company for the period ended March 31, 2020 including the Audited Balance Sheet as at March 31, 2020 and the Statement of Profit and Loss and Cash Flow Statements for the year ended March 31, 2020 and the Reports of the Auditors and Board of Directors in respect thereof; and
  - the Audited Consolidated Financial Statements of the Company for the period ended March 31, 2020 and report of the Auditors in respect thereof.
- To appoint a director in the place of Mr. Patanjali Govind Keswani who retires by rotation and is eligible for re-appointment.
- To appoint a director in the place of Mr. Ravi Kant Jaipuria who retires by rotation and is eligible for re-appointment.

## SPECIAL BUSINESS

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

**"RESOLVED THAT** pursuant to the provisions of Section 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and Schedule V (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the Central Government Approval, if required and such other approvals as may be necessary, consent of the members be and is hereby accorded for the payment of Remuneration of Mr. Patanjali Govind Keswani (DIN:00002974), Chairman and Managing Director, for a period of 1 year commencing from April 1, 2021 to March 31, 2022, on the terms and conditions as set out in the explanatory statement forming part of this resolution.

**RESOLVED FURTHER THAT** the consent of the members be and is hereby also accorded that where in any financial year, during the term of office of Mr. Patanjali

Govind Keswani, Chairman & Managing Director the Company has no profits or its profits are inadequate, Mr. Patanjali Govind Keswani, Chairman and Managing Director shall continue to get the same remuneration as minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013 and approval of any appropriate authorities, wherever required;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps including and filing of forms, as may be necessary to give effect to the aforesaid resolution, with the office of the Registrar of Companies, NCT of Delhi & Haryana."

BY ORDER OF THE BOARD  
For LEMON TREE HOTELS LIMITED

Sd/-

NIKHIL SETHI

DATE: 28.08.2020      GROUP COMPANY SECRETARY & GM LEGAL  
PLACE: New Delhi      Membership No:A18883

## NOTES:

- 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. 4 is annexed hereto. Additional information, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS-2), in respect of Director(s) retiring by rotation seeking re-appointment/payment of remuneration at this Annual General Meeting ('Meeting' or 'AGM') is furnished as Annexure-'A' to the Notice.
- In view of the prevailing lock down situation across the country due to outbreak of the COVID-19 pandemic and restrictions on the movements apart from social distancing, MCA (Ministry of Corporate Affairs) vide circular Nos. Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020 ("MCA Circulars") and the Securities and Exchange Board of India ('SEBI') vide its circular dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - COVID-19 pandemic' ('SEBI Circular'), companies are permitted to

hold their AGM through VC/OVAM for the calendar year 2020, without the physical presence of members at a common venue.

3. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars and SEBI Circulars, the 28th AGM of the company being conducted through VC / OAVM herein after called as "AGM". The deemed venue for the meeting shall be the registered office of the Company.
4. **PURSUANT TO PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS AND SEBI CIRCULAR THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ROUTE MAP AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
5. The Attendance of the Members (members logins) attending the AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting, to the Scrutinizer Mr. Prakash Verma, Company Secretary in Whole Time Practice (email:info@TGLadvisors.com) with a copy marked to the evoting@nsdl.co.in.
7. In case of joint holders, only such joint holder whose name appeared as the first holder as per the Register of Members will be entitled to vote.
8. The Notice of AGM and Annual Report will be sent to those Members / beneficial owners whose name will appear in the Register of Members / list of beneficiaries received from the Depositories as on Friday, 28th August, 2020.
9. In line with the MCA Circular May 5, 2020 and SEBI circular dated May 12, 2020, the Notice calling the AGM alongwith the Annual Report is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. The members further note that notice of AGM and Annual Report has been uploaded on the website of the Company at [www.lemontreehotels.com](http://www.lemontreehotels.com). The Notice can also be accessed

from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

10. Process for those Shareholders whose email address are not registered with the Company / Depositories, for procuring user id and password and registration of e-mail address for e-voting for the resolutions set out in this Notice:

#### Physical Holding

Send a request to KFin Technologies Private Limited (formerly Karvy Fintech Private Limited), Registrar and Share Transfer Agent at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) providing your name, folio no., scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and self-attested scanned copy of Aadhar Card, for registering e-mail address.

#### Demat Holding

Please contact your DP and register your e-mail address in your demat account, as per the process advised by your DP.

11. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent to [sectdeptt@lemontreehotels.com](mailto:sectdeptt@lemontreehotels.com).
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and Certificate from Statutory Auditors of the Company certifying that Krizm Hotels Private Limited Employee Stock Option Scheme 2006 of the Company is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 will be available electronically for inspection by the Members on the website of the Company at [www.lemontreehotels.com](http://www.lemontreehotels.com) during the time of the AGM.
13. Members desiring any information/clarification on the accounts or any matter to be placed at the AGM are requested to write to the Company at [sectdeptt@lemontreehotels.com](mailto:sectdeptt@lemontreehotels.com) mentioning their name, DP ID and Client ID/folio number and mobile number at least seven days in advance, to reply to the queries. Members desiring to seek information/clarification during the AGM on the accounts or any matter to be placed at the AGM may ask through the chat box facility provided by NSDL.
14. Members are requested to note that KFin Technologies Private Limited having its office at Selenium Tower B, Plot No. 31 & 32, Gachibowli Financial District, Nanakramguda,

Hyderabad - 500 032, is the Registrar and Share Transfer Agent to manage the work related to shares held in physical and dematerialized form.

15. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of the listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form.
16. To prevent fraudulent transactions, Members are requested to exercise due diligence and immediately notify to the RTA any change in their address and/or bank mandate in respect of shares held in physical form and to their DPs in respect of shares held in the dematerialized form. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member(s) holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
18. 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.
19. 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. September 22, 2020. 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. September 22, 2020 only shall be entitled to avail the facility of remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
20. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Tuesday, 22nd September, 2020, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## 21. INSTRUCTION FOR REMOTE E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

### A. PROCESS AND MANNER FOR VOTING THROUGH ELECTRONIC MEANS

- i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.
- ii) Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period commences on 24th September, 2020 (9:00 a.m. IST) and ends on 28th September, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, 22nd September, 2020 i.e. cutoff date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- iii) Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- iv) The remote voting module on the day of AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the AGM.

### B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM AND REMOTE E-VOTING (BEFORE AND DURING THE AGM) ARE AS UNDER:

- i) The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system and they may access the same at <https://www.evoting.nsdl.com> under the Shareholders/Members login by using the remote e-voting credentials, where the EVEN of the Company i.e. 114011 will be displayed. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID/Password may retrieve the same

by following the remote e-voting instructions mentioned below to avoid last minute rush. Further, Members may also use the OTP-based login for logging into the e-voting system of NSDL.

- ii) Members can join the AGM in the VC/OAVM mode 30 minutes before the commencement of the meeting and 15 minutes after the scheduled time of the commencement of the meeting by following the procedure mentioned in the notice.
- iii) Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- iv) Members are requested to submit their questions in advance with respect to the Accounts or the business to be transacted at the AGM. These queries may be submitted from their registered e-mail address, mentioning their name, DP ID and Client ID/folio number and mobile number, to reach the Company's e-mail address at sectdept@lemontreehotels.com before 3.00 p.m. (IST) on Tuesday, September 22, 2020.
- v) Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in /1800-222-990 or contact Ms. Soni Singh, Assistant Manager – NSDL at SoniS@nsdl.co.in/022-24994360 or Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in/022-24994553.

**C. THE INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/ DURING THE AGM**

The instructions for remote e-voting before the AGM are as under:

The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are mentioned below:

**Step 1: Log-in to NSDL e-voting system at**  
<https://www.evoting.nsdl.com/>

**How to Log-in to NSDL e-voting website?**

- 1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

- 2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder' section.

- 3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to **Step 2 i.e. Cast your vote electronically.**

- 4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company  For example, if folio number is K***** and EVEN is 114011 then user ID is 114011KZ****.

- 5. Your password details are given below:

- (a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.

- (b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- (c) How to retrieve your 'initial password'?

- (i) If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Open the e-mail sent to you by

NSDL and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your e-mail ID is not registered, please follow steps mentioned in process for those shareholders whose e-mail ids are not registered.
6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
  - (a) Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - (b) Click on 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - (c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
8. Now, you will have to click on 'Login' button.
9. After you click on the 'Login' button, Home page of e-voting will open.

**Step 2: Cast your vote electronically on NSDL e-voting system. How to cast your vote electronically on NSDL e-voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
3. Select 'EVEN' of the Company.
4. Now you are ready for e-voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of

shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.

6. Upon confirmation, the message 'Vote cast successfully' will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**D. The instructions for e-voting during the AGM are as under:**

1. The procedure for remote e-voting during the AGM is same as the instructions mentioned above for remote e-voting, since the Meeting is being held through VC/OAVM.
2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote on such resolution(s) through e-voting system during the AGM.

**22. General Guidelines for Shareholders:**

- a. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- b. In case of any queries/grievances pertaining to remote e-voting (before the AGM and during the AGM), you may refer to the Frequently Asked Questions ('FAQs') for Shareholders and e-voting user manual for Shareholders available in the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on the toll-free number: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Soni Singh, Assistant Manager or Mr. Amit Vishal, Senior Manager from NSDL at the designated e-mail IDs: : [SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in) or [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) or at telephone nos.: +91 22 2499 4360/ 4545/4738.

**23. Other Instructions:**

- i. The Board of Directors has appointed Mr. Prakash Verma, Company Secretary in whole time practice (email: [info@TGLadvisors.com](mailto:info@TGLadvisors.com)), as the Scrutinizer to scrutinize the remote e-voting process before and during the AGM in a fair and transparent manner.

- ii. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock and count the votes cast during the AGM, and votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- iii. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.lemontreehotels.com.com](http://www.lemontreehotels.com.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

#### 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** mentioned in the accompanying Notice.

The members are informed that after obtaining requisite approvals and in terms of the provisions of Companies Act, 2013, Mr. Patanjali Govind Keswani, Chairman & Managing Director of the Company was re-appointed for a period of 5 years with effect from 1st April, 2018 and on the remuneration for a period not exceeding 3 years w.e.f 1st April, 2018 as detailed below:

1.	Basic Salary	₹ 2,00,00,000/- per annum.
2.	House Rent Allowance	The expenditure incurred by the Company on hiring unfurnished accommodation subject to a ceiling of 50% of the salary OR in case no accommodation is provided by the Company, the house rent allowance shall be paid @ ₹ 1,00,00,000/- per annum
3.	Medical Reimbursement	Expenses incurred on self and family on actual basis
4.	Gratuity	Half month's salary for each completed year of service
5.	Provident Fund	Company shall contribute to Provident fund as per the scheme of the Company or Where no such PF contribution is made, then the amount equivalent to Provident Fund be given as part of salary
6.	Telephone	Provision of two telephones at the residence on actuals

7.	Conveyance	Company shall provide a Car (Mercedes or equivalent) with running and maintenance expenses
8.	Club facility	Reimbursement of one club bill upto ₹1,25,000/- per year
9.	Drivers Salary	As per actual subject to a maximum of ₹3,00,000/- per annum
10.	Electricity	Expenses incurred at the residence on actual basis
11.	Mobile Telephone expense	Actual expenses to be paid by the company

The members are further apprised that in terms of the approval taken, remuneration can be paid to Mr. Patanjali Govind Keswani for a period upto 31st March, 2021 and accordingly it is proposed to consider and approve the same remuneration for further period of 1 year w.e.f 1st April, 2021 to 31st March, 2022. This requires the approval of shareholders of the Company.

The Nomination & Remuneration Committee & Board of Directors of the Company in their respective meetings held on May 28, 2020 and May 29, 2020 has recommended for approval of remuneration of Mr. Patanjali Govind Keswani for further period of One year w.e.f. 1st April 2021 to 31st March, 2022.

The specified information while seeking approval/consent of the shareholders as required under Schedule V is listed out hereinbelow:

#### I. GENERAL INFORMATION:

- Nature of industry: The Company is engaged in the hotel business since 2004. The Company owns and operates hotels under various brands - 'Lemon Tree Premier', 'Lemon Tree Hotels', 'Red Fox Hotels', 'Aurika', 'Keys Select', 'Keys Lite' and 'Keys Prima'
- Date of commencement/expected date of commencement of commercial production: The Company is in existence since 1992 and the first hotel of the Company started its operation in 2004.
- Financial performance based on given indicators: Following is the financial performance of the Company for last 3 years:

(₹ In Lacs)			
Financial Year	2019-20	2018-19	2017-18
Total Income	27,324.13	28,264.25	23,813.44
Profit before Depreciation & amortisation and Tax	6,233.69	6,828.65	4,604.26
Profit/(Loss) after tax	3,229.52	6,306.58	2,214.25

- Export performance and net foreign exchange collaborations:

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

(₹ In Lacs)			
Financial Year	2019-20	2018-19	2017-18
Earning in Foreign Currency	1574.03	2289.56	2085.99

Further, there is no foreign collaboration in the Company.

- 5) Foreign investments: The foreign investments in the company stand at ~34.46% of the issued and paid up Share Capital of Company.

## II. INFORMATION ABOUT MR. PATANJALI GOVIND KESWANI:

### (1) Background details:

1. Name : Mr. Patanjali G. Keswani
2. Designation : Chairman & Managing Director
3. Age(DOB) : 61 Years (09.02.1959)
4. Experience : 35 Years

Mr. Patanjali G. Keswani is B. Tech in Electrical Engineering from IIT Delhi and PGDBM (Finance and Marketing) from IIM Kolkata. He has had 15 years of experience with The Taj Group of Hotels, where his last role was as Senior Vice President & Chief Operating Officer of Taj Business Hotels. Subsequently he also worked with A.T. Kearney Inc., as Director in their India Office before promoting Lemon Tree Hotels in 2002 and since 03.08.2002, he has been associated with Lemon Tree Hotels in the capacity of Director and since 7.10.2002 in the capacity of Managing Director and was re-appointed as the Chairman & Managing Director for a period of five years w.e.f. 1st April, 2018. Further, he was also appointed as Chairman & Managing Director of Fleur Hotels P Ltd, subsidiary of Lemon Tree Hotels Ltd. with effect from 1st January, 2015, however, he is drawing remuneration from Lemon Tree Hotels Ltd. only.

- (2) Past remuneration: During the previous financial year ended on 31st March, 2020, Mr. Patanjali G. Keswani earned a remuneration of ₹ 348.47 Lakhs approx in the capacity of Chairman & Managing Director of the Company, which includes the expenses incurred with respect to the Company Car provided to him.

### (3) Recognition or awards:

Under the leadership of Mr. Patanjali G. Keswani, it has been constant endeavour of the Company to provide high quality services at the right prices to its customers, which is evident from the various awards received by the Company from time to time, some of the awards received by the Company during the year 2019-20 are enumerated herein below:

- Best Differently Abled Friendly Hotel at FICCI Travel & Tourism Excellence Awards 2019
- Best 3 star Hotel at FICCI Travel & Tourism Excellence Awards 2019
- Awarded BW Pure: Purpose-Led Brand Award 2019
- Won IT Excellence Award by The Indian Express group

- Felicitated by Schneider Electric with the 'Best Responsive Award'
- Amity Corporate Excellence Awards for Best CSR Practices, 2019 by Amity School of Science and Technology

### (4) Job profile and his suitability:

Mr. Patanjali G. Keswani has been associated with the Company since 2002, when he anticipated the enormous latent demand for a right-priced upscale hotel product in India and launched Lemon Tree Hotels in 2002. He is the pioneer of the mid market hotel segment in India and has created the 'low cost carrier' equivalent of the hotel industry.

Mr. Keswani was inducted into the FHRAI (The Federation of Hotel and Restaurant Associations of India) Hall of Fame in 2010 and was also awarded the SATTE 2010 Hotelier for 'Best Mid-Market Developer' of hotels in India. He was also honoured by IIT Delhi for outstanding contributions made by him as an Entrepreneur. He was again inducted into the 'Hall of Fame' at the Hotelier India Awards held in Gurgaon in 2012. Under his leadership, Lemon Tree Hotels is today the fastest growing and largest mid-market and upscale hotel chain across India and has set new benchmarks in the hotel industry and got listed on 9th April, 2018.

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

The proposed remuneration is as detailed in this explanatory statement, which is proper for a person of his caliber in the hotel industry and for the contribution made by Mr. Keswani for making Lemon Tree Hotels Limited a valued brand in India.

### (6) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any,

Apart from the managerial remuneration received by Mr. Patanjali G. Keswani, he also holds 2,78,41,564 Equity Shares of ₹ 10/- each of the Company in his individual capacity and doesn't have any pecuniary relationship with any other managerial personnel.

### (7) Number of Meetings attended during the year;

Mr. Keswani has attended five(5) Board meetings of the Company held during the last FY 2019-20 and two(2) Board meetings held during the FY 2020-2021 till date.

### (8) No(s) of Other Directorships and Membership/ Chairmanships of Committees of other Board of Mr. Keswani:

Mr. Keswani holds directorships on Board of 17 other companies. He also holds membership and Chairmanship in 5 committees of other Boards. The details of the same are given in Annexure-A to this notice.

**III. OTHER INFORMATION:**

Reasons for loss or inadequate profits, steps taken for improvement and expected increase in profits: Due to the depressed market conditions, the profits of the Company have been affected. The Company has taken various sales and marketing initiatives to increase revenue, which are showing positive results and the Company is expecting an increase in the profitability in the coming years.

The disclosures in respect of remuneration package and other details of all the Directors has been given at appropriate places in the Corporate Governance Report, annexed to the Board's Report, as applicable.

The Board therefore recommends the Special Resolution for approval of the Members of the Company for the payment of the remuneration as detailed in this explanatory statement for a period of 1 year w.e.f. 1st April, 2021.

This explanatory statement together with the accompanying notice shall be treated as an abstract of the terms of payment of remuneration to Mr. Patanjali G.

Keswani as required under Section 190 of the Companies Act, 2013.

Mr. Patanjali G. Keswani, himself, and Mr. Aditya Madhav Keswani(Son of Mr. Keswani), Director of the Company, being relative may be deemed to be concerned or interested in the resolution. Save and except the above, none of the other Directors, key managerial personnel of the Company and their relatives are, in any way, concerned or interested in the resolution.

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

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

Sd/-

**NIKHIL SETHI**

**DATE: 28.08.2020      GROUP COMPANY SECRETARY & GM LEGAL  
PLACE: New Delhi                                      Membership No:A18883**



Details of Directors seeking re-appointment/payment of remuneration 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. Patanjali Govind Keswani, Chairman & Managing Director**

For brief profile, please refer to item no. 4, read with the explanatory statement of the notice of Annual General Meeting. Further, details of entities in which Mr. Patanjali Govind Keswani, holds directorship, Chairmanship / Membership of Committees of their Board and details of committees position held in the Company are given herein below.

S. No.	Name of the Companies	Position held	Name of the Committees of the Board	Chairman/Member
1.	Lemon Tree Hotels Limited	Chairman and Managing Director	Corporate Social Responsibility Committee	Member
			Stakeholder's Relationship Committee	Member
			Risk Management Committee	Chairman
			Finance Committee	Chairman
			General Management Committee	Chairman
			Share Allotment Committee	Member
			Nomination & Remuneration Committee	Member
2.	Fleur Hotels Private Limited	Chairman and Managing Director	Corporate Social Responsibility Committee	Chairman
			Finance Committee	Chairman
			General Management Committee	Chairman
			Share Allotment Committee	Chairman
3.	Hamstede Living Private Limited	Director	-	-
4.	Carnation Hotels Private Limited	Director	Corporate Social Responsibility Committee	Chairman
5.	Unistar Hotels Private Limited	Director	-	-
6.	Spank Management Services Private Limited	Director	-	-
7.	Toucan Real Estates Private Limited	Director	-	-
8.	Red Fox Hotel Company Private Limited	Director	-	-
9.	Lemon Tree Hotel Company Private Limited	Director	-	-
10.	Sparrow Buildwell Private Limited	Director	-	-
11.	Crow Real Estates Private Limited	Director	-	-
12.	Myna Real Estate Private Limited	Director	-	-
13.	Garnet Hotels Private Limited	Director	-	-
14.	Redstart Real Estate Private Limited	Director	-	-
15.	Oceanus Development Company Private Limited	Director	-	-
16.	Jessamine Stays Private Limited	Director	-	-
17.	Madder Stays Private Limited	Director	-	-
18.	Poplar Homestead Holdings Private Limited	Director	-	-

**2. Mr. Ravi Kant Jaipuria, Director**

Mr. Ravi Kant Jaipuria, born on 28/11/1954, aged 65 years is a non-executive Director nominated by RJ Corp as a Director on our Board, liable to retire by rotation. He has completed his higher secondary education from Delhi Public School, Mathura Road, New Delhi, India. He has an established reputation as an entrepreneur and business leader and is the only Indian to receive PepsiCo's International Bottler of the Year award, which was awarded in 1997. He is a promoter and Director of Varun Beverages Limited and RJ Corp and has nearly 30 years of experience the food and beverages industry.

Mr. Ravi Kant Jaipuria was appointed as Director of the Company w.e.f. December 23, 2003 and has not drawn any remuneration from this Company.

Mr. Ravi Kant Jaipuria has attended three (3) Board meetings during the FY 2019-20 and two(2) Board meetings held during the FY 2020-2021 till date.

Mr. Ravi Kant Jaipuria 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. Ravi Kant Jaipuria 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	Name of the Committees of the Board	Chairman/ Member
1.	Alisha Retail Private Limited	Director	-	-
2.	Alisha Torrent Closures (India) Private Limited	Director	-	-
3.	Cryoviva Biotech Private Limited	Director	-	-
4.	Devyani Airport Services (Mumbai) Private Limited	Director	-	-
5.	Devyani Food Industries Limited	Director	-	-
6.	Devyani International Limited	Director	-	-
7.	Diagno Labs Private Limited	Director	-	-
8.	Global Health Private Limited	Director	-	-
9.	Lineage Healthcare Limited	Director	-	-
10.	RJ Corp Limited	Director	-	-
11.	Shabnam Properties Private Limited	Director	-	-
12.	Varun Beverages Limited	Director	-	-
13.	Medanta Holdings Private Limited	Director	-	-
14.	Biotech private Limited	Director	-	-
15.	CV Biotech 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.