



September 28, 2023

**National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G  
Bandra Kurla Complex  
Bandra (E), Mumbai – 400051**

**BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai – 400001**

**NSE Scrip Symbol: LEMONTREE**

**BSE Scrip Code: 541233**

**Subject: Submission of Voting Results under Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Report of Scrutinizer pursuant to Section 108 of the Companies Act, 2013**

**Dear Sir,**

We hereby inform you that the 31<sup>st</sup> Annual General Meeting (AGM) of the members of the Company was held through Video Conferencing at 03.00 p.m. on September 27, 2023 and concluded at 03:27 p.m.

Pursuant to Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Section 108 of the Companies Act, 2013 and rules made thereunder, the Company had provided facility of remote e-voting and voting at AGM to the members entitled to cast their votes on all resolutions.

Mr. Prakash Verma, Company Secretary in whole time practice has been appointed as the scrutinizer for scrutinizing e-voting process and has submitted his report on all the resolutions contained in the Notice of the AGM.

The consolidated voting results in the prescribed format along with the scrutinizer's report are enclosed herewith for your records.

Kindly take the above information into record.

Thanking You

**For Lemon Tree Hotels Limited**

**Nikhil Sethi  
AVP Legal & Group Company Secretary  
& Compliance Officer**

**Lemon Tree Hotels Limited**

(CIN No. L74899DL1992PLC049022)

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

T +91 11 4605 0101 | F +91 11 46050110 | E hi@lemontreehotels.com

**Central Reservation: +91 9911 701 701 | www.lemontreehotels.com**

<b>Voting results</b>	
Record date	20-09-2023
Total number of shareholders on record date	280280
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	2
b) Public	106
<b>No. of resolution passed in the meeting</b>	<b>5</b>

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt: a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 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 financial year ended March 31, 2023 and report of the Auditors in respect thereof.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	184502343	184502343	100.0000	184502343	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	184502343	184502343	100.0000	184502343	0	100.0000	0.0000
Public-Institutions	E-Voting	304128087	247829028	81.4884	247829028	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	304128087	247829028	81.4884	247829028	0	100.0000	0.0000
Public- Non Institutions	E-Voting	303616034	175681024	57.8629	175678884	2140	99.9988	0.0012
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	303616034	175681024	57.8629	175678884	2140	99.9988	0.0012
<b>Total</b>		792246464	608012395	76.7454	608010255	2140	99.9996	0.0004
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a director in the place of Mr. Willem Albertus Hazeleger who retires by rotation and being eligible offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	184502343	184502343	100.0000	184502343	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	184502343	184502343	100.0000	184502343	0	100.0000	0.0000
Public-Institutions	E-Voting	304128087	248503047	81.7100	246268656	2234391	99.1009	0.8991
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	304128087	248503047	81.7100	246268656	2234391	99.1009	0.8991
Public- Non Institutions	E-Voting	303616034	175681055	57.8629	175674895	6160	99.9965	0.0035
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	303616034	175681055	57.8629	175674895	6160	99.9965	0.0035
<b>Total</b>		792246464	608686445	76.8304	606445894	2240551	99.6319	0.3681
<b>Whether resolution is Pass or Not.</b>							Yes	

### Resolution (3)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To consider and approve re-appointment of Dr. Arindam Kumar Bhattacharya as an Independent Director of the Company						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	184502343	184502343	100.0000	184502343	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	184502343	184502343	100.0000	184502343	0	100.0000	0.0000
Public-Institutions	E-Voting	304128087	248503047	81.7100	126773870	121729177	51.0150	48.9850
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	304128087	248503047	81.7100	126773870	121729177	51.0150	48.9850
Public- Non Institutions	E-Voting	303616034	175680512	57.8627	56943215	118737297	32.4129	67.5871
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	303616034	175680512	57.8627	56943215	118737297	32.4129	67.5871
<b>Total</b>		792246464	608685902	76.8304	368219428	240466474	60.4942	39.5058
<b>Whether resolution is Pass or Not.</b>							No	

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To consider and approve related party transaction with Fleur Hotels Private Limited, a material subsidiary of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	184502343	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	184502343	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	304128087	248503047	81.7100	248503047	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	304128087	248503047	81.7100	248503047	0	100.0000	0.0000
Public- Non Institutions	E-Voting	303616034	173772938	57.2344	173768340	4598	99.9974	0.0026
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	303616034	173772938	57.2344	173768340	4598	99.9974	0.0026
<b>Total</b>		792246464	422275985	53.3011	422271387	4598	99.9989	0.0011
<b>Whether resolution is Pass or Not.</b>							Yes	

## Resolution (5)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
Description of resolution considered		To consider and approve related party transaction with Iora Hotels Private Limited, a material subsidiary of the Company						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	184502343	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	184502343	0	0.0000	0	0	0.0000	0.0000
<b>Public-Institutions</b>	E-Voting	304128087	248503047	81.7100	248503047	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	304128087	248503047	81.7100	248503047	0	100.0000	0.0000
<b>Public- Non Institutions</b>	E-Voting	303616034	173776046	57.2355	173770354	5692	99.9967	0.0033
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	303616034	173776046	57.2355	173770354	5692	99.9967	0.0033
<b>Total</b>		792246464	422279093	53.3015	422273401	5692	99.9987	0.0013
<b>Whether resolution is Pass or Not.</b>							Yes	



**PRAKASH VERMA & ASSOCIATES**  
**(Company Secretaries in Practice)**  
Plot No-14, Rajbagh Colony,  
Sahibabad, Ghaziabad, Uttar  
Pradesh - 201005, India (Near  
Rajbagh Metro Station & On Jain  
Mandir Road)

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[office@TGLadvisors.com](mailto:office@TGLadvisors.com)  
**Unique Code:** S2013DE203700

## **CONSOLIDATED REPORT OF SCRUTINIZER**

[Pursuant to Section 108 of the Companies Act, 2013 and  
Rule 20 of the Companies (Management and Administration) Rules, 2014 and  
Regulation 44 of the SEBI (LODR) Regulations, 2015 and  
Read with different circulars issued by MCA and SEBI from time to time, as applicable]

To,

**The Chairman of 31<sup>st</sup> Annual General Meeting of the Members of  
LEMON TREE HOTELS LIMITED,**

**CIN: L74899DL1992PLC049022,**

**Address: Asset No.-6, Aerocity Hospitality District, New Delhi - 110037, India**

Dear Sir,

We thank you for appointing us as the Scrutinizer for remote e-voting process and e-voting by your Members during the 31<sup>st</sup> Annual General Meeting of your Company held on Wednesday, the 27<sup>th</sup> day of September, 2023, at 03:00 P.M. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) without the physical presence of members.

We are pleased to submit the **Consolidated Scrutinizer’s Report**, which is comprehensive and self-explanatory in all respects.

Thanking You,  
Yours faithfully,

**For and on behalf of**  
**M/s. Prakash Verma & Associates**  
**(Company Secretaries in Practice)**  
**ICSI Unique Code – S2013DE203700**  
**Peer Review Certificate No. – 882/2020**

**PRAKASH VERMA**

Digitally signed by PRAKASH VERMA  
DN: cn=Prakash Verma,  
2.5.4.22=+919555311151, o=Prakash Verma & Associates,  
2.5.4.22=+919990379137, ou=Prakash Verma & Associates,  
serialNumber=2013151205616902019947,  
email=prakash@prakashverma.com,  
2.5.4.22=+919555311151, o=Prakash Verma & Associates,  
2.5.4.22=+919990379137, ou=Prakash Verma & Associates,  
serialNumber=2013151205616902019947,  
email=prakash@prakashverma.com,  
Date: 2023.09.28 13:53:15 +05'30'

**CS Prakash Verma**  
**FCS No. – 9553 / COP No. – 11671**  
**ICSI UDIN – F009553E001106715**

**Date – 28/09/2023**  
**Place – Ghaziabad**





## CONSOLIDATED SCRUTINIZER'S REPORT

<b>Name of the Company</b>	<b>LEMON TREE HOTELS LIMITED</b>
<b>Meeting</b>	<b>31<sup>st</sup> Annual General Meeting (“AGM”)</b>
<b>Day, Date &amp; Time</b>	<b>Wednesday, the 27<sup>th</sup> day of September, 2023 at 03:00 PM</b>
<b>Deemed Venue</b>	<b>Registered Office of the Company situated at Asset No.-6, Aerocity Hospitality District, New Delhi –110037, India</b>
<b>Mode</b>	<b>Video Conferencing (“VC”)/ Other Audio-Visual Means  (“OAVM”) without the physical presence of members</b>

### 1. Appointment as Scrutinizer

1.1 We were appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Members during the 31<sup>st</sup> Annual General Meeting (“AGM”) of **LEMON TREE HOTELS LIMITED** (hereinafter referred to as “**the Company**”) scheduled on Wednesday, the 27<sup>th</sup> day of September, 2023 at 03:00 p.m. held through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer’s report on the voting on the resolutions based on the reports generated from the electronic voting system.

### 2. Convening the AGM through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)

2.1 Pursuant to General Circulars No. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 and 10/2022 dated 08<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 05<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021, 08<sup>th</sup> December, 2021, 14<sup>th</sup> December, 2021, 05<sup>th</sup> May, 2022 and 28<sup>th</sup> December, 2022 respectively (**‘MCA Circulars’**) issued by the Ministry of Corporate



Affairs (“MCA”), the 31<sup>st</sup> Annual General Meeting of the Company was held through video conferencing (VC)/ other audio-visual means (OAVM) in view of the relaxation provided under the said circulars.

- 2.2 In accordance with the MCA Circulars read with SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05<sup>th</sup> January, 2023 (**SEBI Circulars'**), the Company has sent the Notice along with the Integrated Report for the financial year 2022-23 through electronic mode, only to those shareholders whose e-mail addresses were registered with the Company/ Depository Participants and whose names were recorded in the Register of Members/ Beneficial owners of the Company.
- 2.3 The Company had also published advertisement in **Financial Express (English) and Jansatta (Hindi)**, having **electronic editions on Thursday, 31<sup>st</sup> August, 2023** specifying the date & time of the AGM, availability of the notice on Company’s website and website of Stock Exchanges, manner of registration of email ids by the members (both physical and demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.
- 2.4 The Company hosted the notice of AGM on its website, website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to BSE Limited and National Stock Exchange of India Limited on 4<sup>th</sup> September, 2023.
- 2.5 The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by KFin Technologies Limited, the Registrar and Share Transfer Agents (“RTA”) of the



Company and the depositories viz., National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) respectively, the Company has completed the dispatch of Notice of AGM:

- a) On **4<sup>th</sup> September, 2023** by **E-mail** to **2,68,832 Members** who had already registered their E-mail IDs with the Company / Depositories.

### **3. Cut-off date**

- 3.1 Voting rights were reckoned as on **Wednesday, 20<sup>th</sup> September, 2023**, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting at the AGM.

### **4. Remote e-voting process**

#### **4.1 Agency**

The Company has appointed NSDL as the agency for providing the platform for remote e-voting and e-voting at the AGM. The Service provider accordingly has set up e-voting facility on their website <https://www.evoting.nsdl.co.in>.

#### **4.2 Remote e-voting period**

Remote e-voting platform was open from 9:00 a.m. (IST) on Saturday, September 23, 2023 till 5:00 p.m. (IST) on Tuesday, September 26, 2023 and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by NSDL.

### **5. Voting at the AGM**

- 5.1 As prescribed under the Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20(4)(xiii) of the Companies (Management and



Administration) Rules, 2014 for the purpose of ensuring that Members who have casted their votes through remote e-voting do not vote again during the General Meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Members who have casted their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, NSDL, the remote e-voting agency provided us with the names, DP ID & Client ID / folios and shareholding of the members who had casted their votes through remote e-voting.

5.3 In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by poll and show of hands were not available at the General Meeting as e-voting was offered to the members.

## **6. Counting Process**

6.1 On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by members at the AGM, on the NSDL e-voting platform and downloaded the results.

6.2 On Completion of voting at the meeting, the NSDL/service provider of e-voting platform provided us with the List of Members who had casted their votes, their holding details and details of vote casted on each of the resolution.

6.3 The votes were reconciled with the records maintained by the Company with RTA.



## 7. Results

7.1 We observe that:

- a) **108** members have attended the AGM online and **10** Members out of them had casted their votes through e-voting at the AGM.
- b) **1025** Members had casted their votes through remote e-voting for Resolution No. 1;
- c) **1025** Members had casted their votes through remote e-voting for Resolution No. 2;
- d) **1025** Members had casted their votes through remote e-voting for Resolution No. 3;
- e) **1016** Members had casted their votes through remote e-voting for Resolution No. 4;
- f) **1017** Members had casted their votes through remote e-voting for Resolution No. 5;

7.2 Based on the reports generated from the e-voting system provided by NSDL and e-voting casted at Annual General Meeting, we submit the consolidated results of remote e-voting and e-voting casted at Annual General Meeting herewith, in respect to each item on the agenda as set out in the **Notice of the 31<sup>st</sup> AGM** as an **Annexure-1**.

7.3 Based on the aforesaid results, we report that **4 Ordinary Resolutions** as set out in **Item Nos. 1 to 2** and **Item No. 4 to 5**; and **1 Special Resolution** as set out in **Item No. 3** of the **Notice of the 31<sup>st</sup> AGM** have been dealt as follows:

<b>Resolution Number</b>	<b>Result</b>
Resolution No. 1 (Ordinary Resolution)	Passed with the requisite majority
Resolution No. 2 (Ordinary Resolution)	Passed with the requisite majority



**PRAKASH VERMA & ASSOCIATES**  
**(Company Secretaries in Practice)**  
Plot No-14, Rajbagh Colony,  
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Rajbagh Metro Station & On Jain  
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[office@TGLadvisors.com](mailto:office@TGLadvisors.com)  
**Unique Code:** S2013DE203700

Resolution No. 3 (Special Resolution)	Not passed with requisite majority
Resolution No. 4 (Ordinary Resolution)	Passed with the requisite majority
Resolution No. 5 (Ordinary Resolution)	Passed with the requisite majority

8. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereof on the resolutions contained in the Notice of AGM. Our responsibilities as scrutinizers are restricted to make a Scrutinizers' Report of the votes cast "For" or "Against" the resolutions stated in the Notice.
9. Based on the above voting, the result of the resolutions has entailed in **Annexure-1**; accordingly, we request the Chairman of the AGM to declare the result of the meeting.

Thanking You,  
Yours faithfully,

**For and on behalf of**  
**M/s. Prakash Verma & Associates**  
**(Company Secretaries in Practice)**  
**ICSI Unique Code – S2013DE203700**  
**Peer Review Certificate No. – 882/2020**

**PRAKASH VERMA**

Digitally signed by PRAKASH VERMA  
DN: cn=Prakash,  
2.5.4.20=c392d2f9f9a8d687cc0e791005  
3748411148d626e9f11e950c0e348  
postalCode=201005, st=UTTAR PRADESH,  
serialNumber=c20f11327095950402014627  
a8b7c37324726c1d446c9f5778e3a48513e  
15, cn=PRAKASH VERMA, c=IN, o=PV&A,  
pseudoym=a8c6112d61b1d4d49f5e55bd2d  
496d6, email=PRIVEMAN@GMAIL.COM  
Date: 2023.09.28 15:23:34 +05'30'

**CS Prakash Verma**  
**FCS No. – 9553**  
**COP No. – 11671**  
**ICSI UDIN – F009553E001106715**

**Date – 28/09/2023**  
**Place – Ghaziabad**

**By the Order of the Board of Directors**  
**For Lemon Tree Hotels Limited**

**PATANJALI GOVIND KESWANI**

Digitally signed by  
PATANJALI GOVIND  
KESWANI  
Date: 2023.09.28  
15:18:08 +05'30'

**Patanjali Govind Keswani**  
**Chairman and Managing Director**  
**DIN No. – 00002974**



**“ANNEXURE-1 TO SCRUTINIZER’S REPORT - CONSOLIDATED RESULTS”**

**RESOLUTION 01: (ORDINARY RESOLUTION)**

(a & b) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 and the Reports of the Auditors and Board of Directors in respect thereof; **AND** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and report of the Auditors in respect thereof.

Mode	Total Voters	Total Shares	No Voting/Invalid Votes		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
Remote E-voting	1025	607973463	1	8	993	607972245	32	1210
E-voting at AGM	10	38940	0	0	9	38010	1	930
<b>Total</b>	<b>1035</b>	<b>608012403</b>	<b>1</b>	<b>8</b>	<b>1002</b>	<b>608010255</b>	<b>33</b>	<b>2140</b>

<b>Total Valid Shares</b>	<b>608012395</b>
<b>Votes in Favour (% of Total Valid Shares)</b>	<b>99.9996</b>
<b>Votes in Against (% of Total Valid Shares)</b>	<b>0.0004</b>

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 1** of the Notice of the AGM dated 10<sup>th</sup> August, 2023 **has been passed with requisite majority.**



**RESOLUTION 02: (ORDINARY RESOLUTION)**

To appoint a Director in the place of Mr. Willem Albertus Hazeleger who retires by rotation and being eligible offers himself for re-appointment.

Mode	Total Voters	Total Shares	No Voting/Invalid Votes		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
Remote E-voting	1025	608647513	1	8	964	606407884	61	2239621
E-voting at AGM	10	38940	0	0	9	38010	1	930
<b>Total</b>	<b>1035</b>	<b>608686453</b>	<b>1</b>	<b>8</b>	<b>973</b>	<b>606445894</b>	<b>62</b>	<b>2240551</b>

<b>Total Valid Shares</b>	<b>608686445</b>
<b>Votes in Favour (% of Total Valid Shares)</b>	<b>99.6319</b>
<b>Votes in Against (% of Total Valid Shares)</b>	<b>0.3681</b>

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 2** of the Notice of the AGM dated 10<sup>th</sup> August, 2023 **has been passed with requisite majority.**





**PRAKASH VERMA & ASSOCIATES**  
**(Company Secretaries in Practice)**  
Plot No-14, Rajbagh Colony,  
Sahibabad, Ghaziabad, Uttar  
Pradesh - 201005, India (Near  
Rajbagh Metro Station & On Jain  
Mandir Road)

**Tel:** +91-9555-311151  
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[office@TGLadvisors.com](mailto:office@TGLadvisors.com)  
**Unique Code:** S2013DE203700

### **RESOLUTION 03: (SPECIAL RESOLUTION)**

Re-appointment of Dr. Arindam Kumar Bhattacharya (**DIN: 01570746**), as a Non-Executive Independent Director of the Company for second term of five years commencing from April 11, 2024 upto April 10, 2029.

Mode	Total Voters	Total Shares	No Voting/Invalid Votes		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
Remote E-voting	1025	608646970	1	8	866	368181418	159	240465544
E-voting at AGM	10	38940	0	0	9	38010	1	930
<b>Total</b>	<b>1035</b>	<b>608685910</b>	<b>1</b>	<b>8</b>	<b>875</b>	<b>368219428</b>	<b>160</b>	<b>240466474</b>

<b>Total Valid Shares</b>	608685902
<b>Votes in Favour (% of Total Valid Shares)</b>	60.4942
<b>Votes in Against (% of Total Valid Shares)</b>	39.5058

The above resolution, being a **Special Resolution**, required assent of at least 75% of the total voting in terms of relevant provisions of the Act, however, votes casted in favour of the resolution are only **60.4942%** of the total votes cast. **Hence, this resolution is not approved by the shareholders.**



**RESOLUTION 04: (ORDINARY RESOLUTION)**

To enter into / renew the existing Material Related Party Transaction(s) being execution of Hotel Operating Agreement(s) for operating and managing the hotels owned by Fleur Hotels Private Limited, related party / material subsidiary of the Company for a term upto March 31, 2029.

Mode	Total Voters	Total Shares	No Voting/Invalid Votes		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
Remote E-voting	1016	422237053	1	8	974	422233377	42	3668
E-voting at AGM	10	38940	0	0	9	38010	1	930
<b>Total</b>	<b>1026</b>	<b>422275993</b>	<b>1</b>	<b>8</b>	<b>983</b>	<b>422271387</b>	<b>43</b>	<b>4598</b>

<b>Total Valid Shares</b>	422275985
<b>Votes in Favour (% of Total Valid Shares)</b>	99.9989
<b>Votes in Against (% of Total Valid Shares)</b>	0.0011

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 4** of the Notice of the AGM dated 10<sup>th</sup> August, 2023 **has been passed with requisite majority**.

Further, based on votes casted through e-voting, related parties including promoter and promoter group have not voted on the aforesaid resolution.



**PRAKASH VERMA & ASSOCIATES**  
**(Company Secretaries in Practice)**  
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[office@TGLadvisors.com](mailto:office@TGLadvisors.com)  
**Unique Code:** S2013DE203700

### **RESOLUTION 05: (ORDINARY RESOLUTION)**

To enter into Material Related Party Transaction being execution of Hotel Operating Agreement for operating and managing the upcoming hotel, at Mumbai, owned by IORA Hotels Private Limited (IORA), step down & material subsidiary of the Company for a term of 5 years from the date of start of operations of the Hotel and ratify the existing Development Master Agreement with IORA.

Mode	Total Voters	Total Shares	No Voting/Invalid Votes		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
Remote E-voting	1017	422240153	0	0	973	422235391	44	4762
E-voting at AGM	10	38940	0	0	9	38010	1	930
<b>Total</b>	<b>1027</b>	<b>422279093</b>	<b>0</b>	<b>0</b>	<b>982</b>	<b>422273401</b>	<b>45</b>	<b>5692</b>

<b>Total Valid Shares</b>	422279093
<b>Votes in Favour (% of Total Valid Shares)</b>	99.9987
<b>Votes in Against (% of Total Valid Shares)</b>	0.0013

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 5** of the Notice of the AGM dated 10<sup>th</sup> August, 2023 **has been passed with requisite majority.**

Further, based on votes casted through e-voting, related parties including promoter and promoter group have not voted on the aforesaid resolution.

Thanking You,  
Yours faithfully,

**For and on behalf of**  
**M/s. Prakash Verma & Associates**  
**(Company Secretaries in Practice)**  
**ICSI Unique Code – S2013DE203700**  
**Peer Review Certificate No. – 882/2020**

**PRAKASH VERMA**

Digitally signed by PRAKASH VERMA  
DN: c=IN, o=Prakash Verma & Associates, ou=Prakash Verma & Associates, email=prakash.verma@prakashverma.com, cn=PRAKASH VERMA

**CS Prakash Verma**  
**FCS No. – 9553**  
**COP No. – 11671**  
**ICSI UDIN – F009553E001106715**

**Date – 28/09/2023**  
**Place – Ghaziabad**

**By the Order of the Board of Directors**  
**For Lemon Tree Hotels Limited**

**PATANJALI GOVIND KESWANI**  
Digitally signed by  
PATANJALI GOVIND  
KESWANI  
Date: 2023.09.28  
15:18:34 +05'30'

**Patanjali Govind Keswani**  
**Chairman and Managing Director**  
**DIN No. – 00002974**