



January 19, 2024

**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 of Postal Ballot pursuant to Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Report of Scrutinizer pursuant to Section 108 & 110 of the Companies Act, 2013 and Rules made thereunder

Dear Sir

In continuation to our letter dated December 19, 2023, please find enclosed the following

- (a) Voting Results of the Postal Ballot through remote e-voting pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015; and
- (b) Report of the Scrutinizer dated January 19, 2024 pursuant to Section 108 and 110 of the Companies Act, 2013 and Rules made thereunder.

Kindly take the above information into record.

Thanking You

For **Lemon Tree Hotels Limited**

**Jyoti Verma
Group Company Secretary
cum 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

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Praveen Garg (DIN: 00208604), as a Non-Executive 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	183877343	181233143	98.5620	181233143	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	183877343	181233143	98.5620	181233143	0	100.0000	0.0000
Public-Institutions	E-Voting	295984249	245134809	82.8202	244953721	181088	99.9261	0.0739
	Poll							
	Postal Ballot (if applicable)							
	Total	295984249	245134809	82.8202	244953721	181088	99.9261	0.0739
Public-Non Institutions	E-Voting	312384872	122151351	39.1028	122126407	24944	99.9796	0.0204
	Poll							
	Postal Ballot (if applicable)							
	Total	312384872	122151351	39.1028	122126407	24944	99.9796	0.0204
Total		792246464	548519303	69.2359	548313271	206032	99.9624	0.0376
Whether resolution is Pass or Not.							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Sanjiv Nandan Sahai (DIN: 00860449), as a Non-Executive 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	183877343	181233143	98.5620	181233143	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	183877343	181233143	98.5620	181233143	0	100.0000	0.0000
Public-Institutions	E-Voting	295984249	245134809	82.8202	244953721	181088	99.9261	0.0739
	Poll							
	Postal Ballot (if applicable)							
	Total	295984249	245134809	82.8202	244953721	181088	99.9261	0.0739
Public-Non Institutions	E-Voting	312384872	122149803	39.1023	122126358	23445	99.9808	0.0192
	Poll							
	Postal Ballot (if applicable)							
	Total	312384872	122149803	39.1023	122126358	23445	99.9808	0.0192
Total		792246464	548517755	69.2357	548313222	204533	99.9627	0.0373
Whether resolution is Pass or Not.							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Ms. Smita Anand (DIN: 00059228), as a Non-Executive 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	183877343	181233143	98.5620	181233143	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	183877343	181233143	98.5620	181233143	0	100.0000	0.0000
Public-Institutions	E-Voting	295984249	245134809	82.8202	244953721	181088	99.9261	0.0739
	Poll							
	Postal Ballot (if applicable)							
	Total	295984249	245134809	82.8202	244953721	181088	99.9261	0.0739
Public-Non Institutions	E-Voting	312384872	122150151	39.1025	122122723	27428	99.9775	0.0225
	Poll							
	Postal Ballot (if applicable)							
	Total	312384872	122150151	39.1025	122122723	27428	99.9775	0.0225
Total		792246464	548518103	69.2358	548309587	208516	99.9620	0.0380
Whether resolution is Pass or Not.							Yes	



PRAKASH VERMA & ASSOCIATES
(Company Secretaries in Practice)
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Unique Code: S2013DE203700

SCRUTINIZERS' REPORT

To,

LEMON TREE HOTELS LIMITED,

CIN: L74899DL1992PLC049022

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

Sub: Scrutinizers' Report on postal ballot by way of remote e-voting/Voting by electronic means ("e-voting") conducted in terms of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time in respect of passing of the resolutions contained in the Postal Ballot Notice dated December 13, 2023

Dear Sir/Ma'am,

I, Prakash Verma, Proprietor of M/s. Prakash Verma & Associates, Practicing Company Secretaries, having office at Plot No. 14, Rajbagh Colony, Sahibabad, Jain Mandir Road, Ghaziabad, Uttar Pradesh - 201005, was appointed as Scrutinizer by the Board of Directors of Lemon Tree Hotels Limited ("**The Company**") for scrutinizing the postal ballot by way of voting through electronic means / e-voting, in respect of passing of the resolutions contained in the Postal Ballot Notice dated December 13, 2023 ("**Notice**") in a fair and transparent manner.

I submit my report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of: (i) the Companies Act, 2013 and the rules made thereunder including circular no. 14/2020, 17/2020, 20/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022 and 10/2022, 09/2023, dated April 8, 2020, April 13, 2020, May 05, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 respectively issued by the Ministry of Corporate Affairs ("**MCA Circulars**"); (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**"); and (iii) Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations, relating to postal ballot by way of e-voting means.
2. My responsibility as scrutinizer is restricted to prepare a scrutinizers' report of the votes cast by the members for the resolutions contained in the Notice; based on the data downloaded from website of National Securities Depository Limited ("NSDL"), i.e. www.evoting.nsdl.com, an authorised agency engaged by the Company to provide e-voting facilities till the time fixed for closing of the voting process i.e. Thursday, January 18, 2024, 5:00 P.M. (IST).

PRAKASH VERMA
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3. The Members of the Company as on the "cut-off date" i.e. Friday, December 15, 2023 were entitled to vote on the proposed resolutions to be passed through postal ballot by way of e-voting means as set-out in the Notice of Postal Ballot and their shareholding as on cut-off date has been reckoned for the purpose of arriving at the results of the postal ballot.
4. The e-voting period remained open from Wednesday, December 20, 2023, at 9:00 A.M. (IST) till the close of working hours i.e. 5:00 P.M. (IST) on Thursday, January 18, 2024 on the designated website of NSDL i.e. www.evoting.nsdl.com.
5. On Tuesday, December 19, 2023, the Company had completed the dispatch of Postal Ballot notice to those Members whose name(s) appeared in the Register of Members/ List of beneficial owners as on the cut-off date i.e. December 15, 2023 received from Depositories i.e. National Securities Depository Limited ("**NSDL**"), Central Depository Services (India) Limited ("**CDSL**"), Registrars and Share Transfer Agent of the Company ("**RTA**") and whose e-mail id's were registered with the Depositories or with RTA. Pursuant to the MCA Circulars, the Company had dispatched the notice through e-mails only. The Company had not dispatched the postal ballot notice to those members whose e-mail ID's were not registered with the Company and/or Depositories.

However, the Company had also given an option in the Postal Ballot Notice, which was uploaded on the website of the Company (www.lemontreehotels.com), National Securities Depository Limited ("NSDL") (www.evoting.nsdl.com), BSE Limited (www.bseindia.com) and National Stock Exchange of India Ltd. (www.nseindia.com) and also published by way of newspaper advertisements dated December 20, 2023 in "**Financial Express**" (English), all editions and in "**Jansatta**" (Hindi), Delhi edition, to the members to register their e-mail id's with the Company and/ or their depository participants.

6. In view of relaxation given by Ministry of Corporate Affairs and Securities and Exchange Board of India, the Company has not dispatched physical ballots. Further, the Company has also not received any physical ballot form and accordingly, voting done through e-voting means only was considered for this report.
7. As per rule 20 read with rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 47 of listing regulations, Newspaper Advertisements with respect to Postal Ballot Notice were published by the Company in "**Financial Express**" (English), all editions and in "**Jansatta**" (Hindi), Delhi edition on December 20, 2023 informing about the completion of dispatch of Postal Ballot notice to those Members who registered their e-mail id's with the depositories or with RTA of the Company along with other related matters mentioned therein.
8. I had monitored the process of e-voting through the scrutinizer's secured link provided by NSDL through its designated website.
9. After completion of e-voting, votes cast by the Members, were unblocked in the presence of two witnesses, Mr. Akarsh Jain and Ms. Geetika Tiwari who are not in the employment of the Company:



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Mr. Akarsh Jain

Ms. Geetika Tiwari

- 10.**The particulars of report downloaded from the website of NSDL have been entered in a separate register maintained for the purpose of Postal Ballot.
- 11.**Votes casted by the members through e-voting were reconciled with the records maintained by the RTA of the Company and authorizations lodged with the Company.
- 12.**This report is based on votes casted through e-voting, which was downloaded from the website of NSDL i.e. www.evoting.nsdl.com.
- 13.**After ascertaining the votes casted by e-voting, I hereby submit the result as under:

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ITEM NO. 1: APPOINTMENT OF MR. PRAVEEN GARG (DIN: 00208604), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1,370	54,85,24,476
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
	Number of Members & Votes not exercised	1	(5,173)
	No. of Valid Votes Cast	1,370	54,85,19,303

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	1,283	54,83,13,271	99.9624
Against	87	2,06,032	0.0376
Total	1,370	54,85,19,303	100.00

Hence, based on votes casted through e-voting, **the aforesaid resolution was passed with requisite majority as a Special Resolution.**



ITEM NO. 2: APPOINTMENT OF MR. SANJIV NANDAN SAHAI (DIN: 00860449), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1,363	54,85,22,928
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
	Number of Members & Votes not exercised	1	(5,173)
	No. of Valid Votes Cast	1,363	54,85,17,755

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	1,274	54,83,13,222	99.9627
Against	89	2,04,533	0.0373
Total	1,363	54,85,17,755	100.00

Hence, based on votes casted through e-voting, **the aforesaid resolution was passed with requisite majority as a Special Resolution.**



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ITEM NO. 3: APPOINTMENT of MS. SMITA ANAND (DIN: 00059228), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1,369	54,85,23,276
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
	Number of Members & Votes not exercised	1	(5,173)
	No. of Valid Votes Cast	1,369	54,85,18,103

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	1,282	54,83,09,587	99.9620
Against	87	2,08,516	0.0380
Total	1,369	54,85,18,103	100.00

Hence, based on votes casted through e-voting, **the aforesaid resolution was passed with requisite majority as a Special Resolution.**



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14.Based on the aforesaid results, **all three resolutions as mentioned above has been passed with requisite majority as per the applicable resolutions.**

15.Therefore, the Chairman or any other person authorized by him may accordingly declare the result of Postal Ballot process.

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,
2.5.4.20=0C3F282F99A885A87A00E791D
02374841110802609F1165600034,
8 postalCode=201005, st=IN-Ghaziabad,
serialNumber=0C20988565620A3455E
532083A,
serialNumber=S201112709565F0402149
07A837C5724726116A466F5D7782248
52615, ou=Prakash, cn=PRAKASH VERMA
Date: 2024.01.19 14:35:01 +05'30'

CS Prakash Verma
Membership No.: F9553
Certificate of Practice No.: 11671
UDIN: F009553E003257567

Date: 19th January, 2024

Place: Ghaziabad (NCR of Delhi)

Countersigned by:

For and on behalf of
Lemon Tree Hotels Limited

PATANJALI Digitally signed by
GOVIND PATANJALI
KESWANI GOVIND KESWANI
Date: 2024.01.19
15:51:43 +05'30'

Patanjali Govind Keswani
Chairman and Managing Director
DIN: 00002974