



June 14, 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 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 May 12, 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 June 14, 2023 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**

Digitally signed
by NIKHIL SETHI
Date: 2023.06.14
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**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

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				APPROVAL FOR RE-APPOINTMENT OF MR. PATANJALI GOVIND KESWANI, AS CHAIRMAN AND MANAGING DIRECTOR				
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	187063907	187063907	100.0000	187063907	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		187063907	187063907	100.0000	187063907	0	100.0000
Public-Institutions	E-Voting	277188103	223118066	80.4934	206017089	17100977	92.3355	7.6645
	Poll							
	Postal Ballot (if applicable)							
	Total		277188103	223118066	80.4934	206017089	17100977	92.3355
Public- Non Institutions	E-Voting	327994454	175165102	53.4049	174952338	212764	99.8785	0.1215
	Poll							
	Postal Ballot (if applicable)							
	Total		327994454	175165102	53.4049	174952338	212764	99.8785
Total		792246464	585347075	73.8845	568033334	17313741	97.0421	2.9579
Whether resolution is Pass or Not.							Yes	

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 by NIKHIL SETHI
 Date:
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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				APPROVAL OF THE LIMITS FOR FURNISHING OF CORPORATE GUARANTEE TO IORA HOTELS PRIVATE LIMITED, RELATED PARTY				
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		0	0.0000	0	0	0	0
	Poll	187063907						
	Postal Ballot (if applicable)							
	Total	187063907	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting		223118066	80.4934	111642790	111475276	50.0375	49.9625
	Poll	277188103						
	Postal Ballot (if applicable)							
	Total	277188103	223118066	80.4934	111642790	111475276	50.0375	49.9625
Public- Non Institutions	E-Voting		54618159	16.6522	54401155	217004	99.6027	0.3973
	Poll	327994454						
	Postal Ballot (if applicable)							
	Total	327994454	54618159	16.6522	54401155	217004	99.6027	0.3973
Total		792246464	277736225	35.0568	166043945	111692280	59.7848	40.2152
Whether resolution is Pass or Not.							Yes	

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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				APPROVAL OF THE LIMITS FOR FURNISHING OF CORPORATE GUARANTEE TO FLEUR HOTELS PRIVATE LIMITED, RELATED PARTY				
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		0	0.0000	0	0	0	0
	Poll	187063907						
	Postal Ballot (if applicable)							
	Total	187063907	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting		223118066	80.4934	111642790	111475276	50.0375	49.9625
	Poll	277188103						
	Postal Ballot (if applicable)							
	Total	277188103	223118066	80.4934	111642790	111475276	50.0375	49.9625
Public- Non Institutions	E-Voting		54617699	16.6520	54400839	216860	99.6029	0.3971
	Poll	327994454						
	Postal Ballot (if applicable)							
	Total	327994454	54617699	16.6520	54400839	216860	99.6029	0.3971
Total		792246464	277735765	35.0567	166043629	111692136	59.7847	40.2153
Whether resolution is Pass or Not.							Yes	

NIKHIL Digitally signed
 by NIKHIL SETHI
 Date: 2023.06.14
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PRAKASH VERMA & ASSOCIATES
(Company Secretaries in Practice)
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Sahibabad, Ghaziabad, Uttar
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Unique Code: S2013DE203700

SCRUTINIZERS' REPORT

To,

LEMON TREE HOTELS LIMITED,

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 April 28, 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 April 28, 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 11/2022, 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 and December 28, 2022 respectively issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and (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**"), 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. Tuesday, June 13, 2023, 5:00 P.M. (IST).

PRAKASH VERMA Digitally signed by
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Date: 2023.06.14
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3. The Members of the Company as on the "cut-off date" i.e. Friday, May 05, 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 Monday, May 15, 2023, at 9:00 A.M. (IST) till the close of working hours i.e. 5:00 P.M. (IST) on Tuesday, June 13, 2023 on the designated website of NSDL i.e. www.evoting.nsdl.com.
5. On Friday, May 12, 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 recorded date i.e. May 5, 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 May 13, 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 May 13, 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 Mr. Sagar Kumar who are not in the employment of the Company.



PRAKASH VERMA & ASSOCIATES
(Company Secretaries in Practice)

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Unique Code: S2013DE203700

- 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:

PRAKASH VERMA Digitally signed
by PRAKASH
VERMA
Date: 2023.06.14
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ITEM NO. 1: APPROVAL FOR RE-APPOINTMENT OF MR. PATANJALI GOVIND KESWANI, AS CHAIRMAN AND MANAGING DIRECTOR, AS A SPECIAL RESOLUTION

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1,223	58,53,47,075
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised	0	0
	No. of Valid Votes Cast	1,223	58,53,47,075

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	1,155	56,80,33,334	97.04
Against	68	1,73,13,741	02.96
Total	1,223	58,53,47,075	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: APPROVAL OF THE LIMITS FOR FURNISHING OF CORPORATE GUARANTEE FOR AND ON BEHALF OF IORA HOTELS PRIVATE LIMITED, RELATED PARTY, AS AN ORDINARY RESOLUTION

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1,203	27,77,36,225
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised	0	0
	No. of Valid Votes Cast	1,203	27,77,36,225

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	1,025	16,60,43,945	59.78
Against	178	11,16,92,280	40.22
Total	1,203	27,77,36,225	100.00

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

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



ITEM NO. 3: APPROVAL OF THE LIMITS FOR FURNISHING OF CORPORATE GUARANTEE FOR AND ON BEHALF OF FLEUR HOTELS PRIVATE LIMITED, RELATED PARTY, AS AN ORDINARY RESOLUTION

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1,200	27,77,35,765
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised	0	0
	No. of Valid Votes Cast	1,200	27,77,35,765

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	1,023	16,60,43,629	59.78
Against	177	11,16,92,136	40.22
Total	1,200	27,77,35,765	100.00

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

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



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(Company Secretaries in Practice)
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Unique Code: S2013DE203700

14.Based on the aforesaid results, the resolutions as mentioned above has been passed with requisite majority as per the applicable resolutions. 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
Date: 2023.06.14
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CS Prakash Verma
Membership No.: F9553
Certificate of Practice No.: 11671
UDIN: F009553E000482951

Date: 14th June, 2023

Place: Ghaziabad

Countersigned by:

For and on behalf of
Lemon Tree Hotels Limited

PATANJALI GOVIND KESWANI Digitally signed
by PATANJALI
GOVIND KESWANI
Date: 2023.06.14
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Patanjali Govind Keswani
Chairman and Managing Director
DIN: 0002974