

refreshingly different



September 30, 2020

**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 wish to inform you that the 28th Annual General Meeting (AGM) of the members of the Company was held through Video Conferencing at 03.00 p.m on September 29, 2020.

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.

All the resolutions contained in the notice of the above AGM are approved by requisite majority of shareholders through e-voting.

Further in this regard, we enclose the consolidated voting results in the prescribed format alongwith the scrutinizer's report.

Kindly take the above information into record.

Thanking You

For Lemon Tree Hotels Limited


Nikhil Sethi
**Group Company Secretary & GM Legal
and Compliance Officer**

	LEMON TREE HOTELS LIMITED
Date of the AGM/EGM	29-09-2020
Total number of shareholders on record date	90541
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	NA
Public:	NA
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	4
Public:	85

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Annual Accounts (Standalone & Consolidated)									
Whether promoter/ promoter group are interested in the agenda/resolution?	NO									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	247,474,803	247,474,803	100.0000	247,474,803	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		247,474,803	100.0000	247,474,803	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	276,581,795	262,850,031	95.0352	262,850,031	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		262,850,031	95.0352	262,850,031	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	268,189,866	15,105,476	5.6324	15,099,835	5,641	99.9627	0.0373	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		15,105,476	5.6324	15,099,835	5,641	99.9627	0.0373	0	0
Total		792,246,464	525,430,310	66.3216	525,424,669	5,641	99.9989	0.0011	0	0



Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Patanjali Govind Keswani, who retires by rotation									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	247,474,803	247,474,803	100.0000	247,474,803	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		247,474,803	100.0000	247,474,803	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	276,581,795	262,850,031	95.0352	236,736,102	26,113,929	90.0650	9.9349	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		262,850,031	95.0352	236,736,102	26,113,929	90.0651	9.9349	0	0
Public- Non Institutions	E-Voting	268,189,866	15,105,476	5.6324	15,097,669	7,807	99.9483	0.0517	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		15,105,476	5.6324	15,097,669	7,807	99.9483	0.0517	0	0
Total		792,246,464	525,430,310	66.3216	499,308,574	26,121,736	95.0285	4.9715	0	0

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Ravi Kant Jaipuria, who retires by rotation									
Whether promoter/ promoter group are interested in the agenda/resolution?	NO									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	247,474,803	247,474,803	100.0000	247,474,803	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		247,474,803	100.0000	247,474,803	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	276,581,795	262,850,031	95.0352	183,945,974	78,904,057	69.9813	30.0186	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		262,850,031	95.0352	183,945,974	78,904,057	69.9813	30.0187	0	0
Public- Non Institutions	E-Voting	268,189,866	15,105,272	5.6323	15,097,635	7,637	99.9494	0.0506	0	0
	Poll		0	0.0000	0	0	100.0000	0.0000	0	0
	Total		15,105,272	5.6323	15,097,635	7,637	99.9494	0.0506	0	0
Total		792,246,464	525,430,106	66.3215	446,518,412	78,911,694	84.9815	15.0185	0	0



Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for payment of Remuneration to Patanjali Govind Keswani, Chairman & Managing Director									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	247,474,803	247,474,803	100.0000	247,474,803	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		247,474,803	100.0000	247,474,803	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	276,581,795	262,850,031	95.0352	262,850,031	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		262,850,031	95.0352	262,850,031	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	268,189,866	15,105,277	5.6323	15,088,819	16,458	99.8910	0.1090	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		15,105,277	5.6323	15,088,819	16,458	99.8910	0.1090	0	0
Total		792,246,464	525,430,111	66.3215	525,413,653	16,458	99.9969	0.0031	0	0





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CONSOLIDATED REPORT OF SCRUTINIZER

[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20, 21 of the
Companies (Management and Administration) Rules, 2014 and
Regulation 44 of the SEBI (LODR) Regulations, 2015]

To,

**The Chairman of 28th 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 28th Annual General Meeting of your Company held on Tuesday, the 29th day of September, 2020, through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

We are pleased to submit the **Consolidated Scrutinizer’ 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 – I2013DE1000600
Peer Review Certificate No. – 882/2020**

**CS Prakash Verma
FCS No. – 9553
COP No. – 11671
ICSI UDIN – F009553B000824026**



**Date – 30/09/2020
Place – Ghaziabad**



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CONSOLIDATED SCRUTINIZER'S REPORT

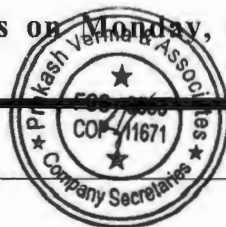
Name of the Company	LEMON TREE HOTELS LIMITED
Meeting	28th Annual General Meeting ("AGM")
Day, Date & Time	Tuesday, the 29th day of September, 2020 at 03:00 PM
Deemed Venue	Registered Office of the Company situated at Asset No.-6, Aerocity Hospitality District, New Delhi – 110037, India
Mode	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

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 28th Annual General Meeting ("AGM") of **LEMON TREE HOTELS LIMITED** (hereinafter referred to as "**the Company**") scheduled on Tuesday, the 29th day of September, 2020 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. Dispatch of Notice convening the AGM

2.1 Pursuant to General Circulars No. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs ("MCA"), advertisements were published in **Financial Express (English) and Jansatta (Hindi)**, having electronic editions on **Monday, 07th September, 2020** 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.

2.2 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 **06th September, 2020**.

2.3 The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by KFin Technologies Private 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 completed dispatch of Notice of AGM:

a) On **5th September, 2020** by E-mail to **82,009** 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 **Tuesday, 22nd September, 2020**, 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 appointed NSDL as the agency for providing the platform for remote e-voting platform and e-voting at the AGM. The Service provider accordingly set up e-voting facility on their website



<https://www.evoting.nsdl.com>.

4.2 Remote e-voting period

Remote e-voting platform was open from 9:00 a.m. (IST) on Thursday, September 24, 2020 till 5:00 p.m. (IST) on Monday, September 28, 2020 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.

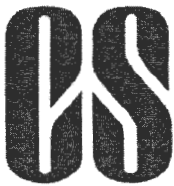
5. Voting at the AGM

5.1 In keeping with 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 cast 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 cast 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 cast 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, KFin Technologies Private Limited, the Registrar and Transfer Agent (RTA) of the Company provided us with the List of Members who had cast their votes, their holding details and details of vote cast on each of the resolution.
- 6.3 The votes were reconciled with the records maintained by the Company and RTA with respect to the authorization lodged with the Company.

7. Results

- 7.1 We observe that:
- 04 Members had cast their votes through e-voting at the AGM;
 - 407 Members had cast their votes through remote e-voting for Resolution No. 1 & 2 and 406 Members had cast their votes through remote e-voting for Resolution No. 3 & 4.
- 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 28th AGM as Annexure-1.**
- 7.3 Based on the aforesaid results, we report that **03 Ordinary Resolutions** as set out in **Item Nos. 1 to 3** and **01 Special Resolution** as set out in **Item No. 4** of the Notice of the 28th AGM have been **passed with the requisite majority.**





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8. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules 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, all resolutions carried on with requisite majority; 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 – I2013DE1000600
Peer Review Certificate No. – 882/2020

CS Prakash Verma
FCS No. – 9553
COP No. – 11671
ICSI UDIN – F009553B000824026



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

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

Date – 30/09/2020
Place – Ghaziabad



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“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 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.

Mode	Total Voters	Total Shares	No Voting/Invalid Votes*		Favour		Against	
			Num ber	Votes	Num ber	Votes	Number	Votes
Remote E-voting	407	525394084	1	99	393	525388344	14	5641
E-voting at AGM	89	249498710	85	249462385	4	36325	0	0
Total	496	774892794	86	249462484	397	525424669	14	5641

Total Valid Shares = 525430310
Votes in Favour (% of Total Valid Shares) = 99.9989
Votes in Against (% of Total Valid Shares) = 0.0011

***This contains the details of shareholders who voted less or not voted on the resolution.**

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 28th August, 2020 has been passed with requisite majority.





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RESOLUTION 02: (ORDINARY RESOLUTION)

To appoint a Director in the place of Mr. Patanjali Govind Keswani who retires by rotation and is eligible for re-appointment.

Mode	Total Voters	Total Shares	No Voting/Invalid Votes *		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
Remote E-voting	407	525394084	1	99	371	499272249	36	26121736
E-voting at AGM	89	249498710	85	249462385	4	36325	0	0
Total	496	774892794	86	249462484	375	499308574	36	26121736

Total Valid Shares = 525430310

Votes in Favour (% of Total Valid Shares) = 95.0285

Votes in Against (% of Total Valid Shares) = 4.9715

***This contains the details of shareholders who voted less or not voted on the resolution.**

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 28th August, 2020 has been **passed with requisite majority**.





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RESOLUTION 03: (ORDINARY RESOLUTION)

To appoint a Director in the place of Mr. Ravi Kant Jaipuria who retires by rotation and is eligible for re-appointment.

Mode	Total Voters	Total Shares	No Voting/Invalid Votes*		Favour		Against	
			Num ber	Votes	Num ber	Votes	Number	Votes
Remote E-voting	406	525393885	2	104	355	446482087	51	78911694
E-voting at AGM	89	249498710	85	249462385	4	36325	0	0
Total	495	774892595	87	249462489	359	446518412	51	78911694

Total Valid Shares = 525430106
Votes in Favour (% of Total Valid Shares) = 84.9815
Votes in Against (% of Total Valid Shares) = 15.0185

***This contains the details of shareholders who voted less or not voted on the resolution.**

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 3** of the Notice of the AGM dated 28th August, 2020 has been **passed with requisite majority**.





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RESOLUTION 04: (SPECIAL RESOLUTION)

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.

Mode	Total Voters	Total Shares	No Voting/Invalid Votes*		Favour		Against	
			Num ber	Votes	Num ber	Votes	Number	Votes
Remote E-voting	406	525393885	1	99	368	525377333	38	16453
E-voting at AGM	89	249498710	85	249462385	3	36320	1	5
Total	495	774892595	86	249462484	371	525413653	39	16458

Total Valid Shares = 525430111
Votes in Favour (% of Total Valid Shares) = 99.9969
Votes in Against (% of Total Valid Shares) = 0.0031

***This contains the details of shareholders who voted less or not voted on the resolution.**

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 4** of the Notice of the AGM dated 28th August, 2020 has been **passed with requisite majority**.

Thanking You,
Yours faithfully,

For and on behalf of
M/s. Prakash Verma & Associates
(Company Secretaries in Practice)
ICSI Unique Code – I2013DE1000600
Peer Review Certificate No. – 882/2020

CS Prakash Verma
FCS No. – 9553
COP No. – 11671
ICSI UDIN – F009553B000824026



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

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

Date – 30/09/2020
Place – Ghaziabad