LEMON TREE HOTELS LIMITED

CIN: L74899HR1992PLC140546
Reg. Office: Lemon Tree Corporate Park, Urban Complex, Ullahawas, Sector 60, Gurugram, Haryana-122011
Corporate Office: Asset No. 6, Aerocity Hospitality District, New Delhi-110037
Telephone No.: +91 124 714 2310
Email: hi@lemontreehotels.com; Website: www.lemontreehotels.com

NOTICE

NOTICE is hereby given that the **THIRTY FOURTH (34TH) ANNUAL GENERAL MEETING ("AGM")** of the members of **LEMON TREE HOTELS LIMITED** will be held on Friday the **18TH DAY OF SEPTEMBER, 2026 at 01:00 P.M. (IST)** through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') facility, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 together with the reports of the Auditors and the Board of Directors thereon; and

b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 together with the report of the Auditors thereon.

2. To appoint a Director in place of Mr. Aditya Madhav Keswani (DIN: 07208901) who retires by rotation and being eligible, offers himself for reappointment.

3. To appoint a Director in place of Mr. Willem Albertus Hazeleger (DIN: 07902239) who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

4. Appointment of Mr. Patanjali Govind Keswani (DIN: 00002974) as Chairman and Non-Executive Director ("Non-Executive Chairman") of the Company w.e.f. April 1, 2027

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152 read with other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and subject to such other provisions as may be applicable, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the members be and is hereby accorded for the appointment of Mr. Patanjali Govind Keswani (DIN:00002974) as Chairman and Non-Executive Director ("Non-Executive Chairman") of the Company, liable to retire by rotation, with effect from April 1, 2027, upon expiry of his existing term as Executive Director and Chairman of the Company on March 31, 2027, on such terms and conditions as may be determined in accordance with the applicable provisions of the Act and the SEBI Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution, including delegation of all or any of the powers conferred on it to any Committee of Board of Directors and/or any other person as it deems fit, and to do all such acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to the aforesaid resolution and for matters connected therewith, or incidental thereof."

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

Sd/-
Pawan Kumar Kumawat
Company Secretary
and Compliance Officer
Membership No.: A25377

Date: August 7, 2026
Place: New Delhi

NOTES:

1. An Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the special business to be transacted at the meeting under Item No. 4 is annexed hereto. Additional information, pursuant to 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") is also annexed hereto.

2. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 03/2025 dated September 22, 2025, read with circulars issued earlier on the subject ("MCA Circulars") and the Securities and Exchange Board of India ("SEBI")vide its Circular No. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 read with the circulars issued earlier on the subject ("SEBI Circulars"), have permitted the holding of the Annual General Meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

3. In compliance with applicable provisions of the Act read with aforesaid MCA Circulars and SEBI Circulars, the 34th Annual General Meeting of the Company is being conducted through Video Conferencing (VC) and shall hereinafter be referred to as the "AGM". The deemed venue of the AGM shall be the Registered Office of the Company situated at Lemon Tree Corporate Park, Urban Complex, Ullahawas, Sector 60, Gurugram, Haryana-122011.

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 CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULARS, 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 HOWEVER, THE BODY CORPORATES ARE ENTITLED TO APPOINT AUTHORISED REPRESENTATIVES TO ATTEND THE AGM THROUGH VC/OAVM AND PARTICIPATE THEREAT AND CAST THEIR VOTES THROUGH E-VOTING.**

5. The Attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. Institutional/Corporate shareholders (i.e. other than individuals, HUFs, NRIs etc.) who are intending to appoint their authorised representatives pursuant to Sections 112 or 113 of the Act, as the case may be, to attend the AGM and vote through e-Voting, are required to send certified scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Resolution/ Letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@tgladvisors.com, with a copy marked to evoting@nsdl.com. Institutional / Corporate shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Resolution/ Letter" displayed under "e-Voting" tab in their login.

7. In case of joint holders, only such joint holder whose name appeared as the first holder as per the Register of Members of the Company as of the cut-off date will be entitled to vote at the AGM.

8. The Notice of AGM and Integrated Annual Report ("Annual Report" or "Integrated 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 August 21, 2026.

9. In line with the MCA Circulars and SEBI circulars, the Notice calling the AGM along with the Integrated Report is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories/RTA. The members further note that notice of AGM and Integrated Report has been uploaded on the website of the Company at 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 and www.nseindia.com respectively. The Notice is also available on the website of NSDL at www.evoting.nsdl.com. Besides this, in terms of Regulation 36(1)(b) of the SEBI Listing Regulations, a letter will be sent by the Company to members whose e-mail address is not registered with Company/DP/RTA providing the exact web-link of

Company's website from where the Annual Report for financial year 2025-26 can be accessed. In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2025-26 they may send a request from their registered email address to the Company's e-mail address at sectdeptt@lemontreehotels.com.

10. 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

11. 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 Secretarial Auditors of the Company certifying that Krizm Hotels Private Limited Employee Stock Option Scheme 2006 and LTHL Stock Appreciation Rights Scheme – 2024 of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available electronically for inspection by the Members on the website of the Company at www.lemontreehotels.com during the time of the AGM.

12. 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 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.

13. Members are requested to note that KFin Technologies Limited having its office at Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, is the Registrar and Share Transfer Agent to manage the work related to shares held in physical and dematerialized form.

14. Regulation 40 of Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its Circular number SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 and SEBI Circular HO/38/13/(3)2026-MIRSD-POD/I/3763/2026 dated January 30, 2026 has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/ consolidation of share certificates, etc. In view of this as well as 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 demat mode.

15. 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.

16. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA.

17. 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.

18. 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 11, 2026. 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 11, 2026 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.

19. 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. September 11, 2026, may obtain

the login ID and password by sending a request at evoting@nsdl.com

20. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

21. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

    The remote e-voting period begins on September 14, 2026 at 09:00 A.M. and ends on September 17, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 11, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 11, 2026.

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user 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 email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .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 email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email 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.

   b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. 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.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@tgladvisors.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. 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 to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Pallavi Mhatre, Assistant Vice President, NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Registrar and Share Transfer Agent of the Company at einward.ris@kfintech.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to einward.ris@kfintech.com or sectdeptt@lemontreehotels.com. If you are an Individual shareholders holding

securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

   The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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 kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at sectdeptt@lemontreehotels.com. The same will be replied by the company suitably.

GENERAL INFORMATION:

1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com

2. The Board of Directors has appointed Mr. Prakash Verma, Company Secretary in Whole-Time Practice (email: info@tgladvisors.com), as the Scrutinizer to scrutinize the remote e-voting process before and during the AGM in a fair and transparent manner.

3. 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 and make, not later than 2 working days 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.
4. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.lemontreehotels.com.com and on the website of NSDL 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.

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

Sd/-
Pawan Kumar Kumawat
Company Secretary
and Compliance Officer
Membership No.: A25377

Date: August 7, 2026
Place: New Delhi

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all the material facts relating to the Special Business as set out in Item no. 4 mentioned in the above Notice:

Item No. 4

Appointment of Mr. Patanjali Govind Keswani (DIN: 00002974) as Chairman and Non-Executive Director ("Non-Executive Chairman") of the Company w.e.f. April 1, 2027

Mr. Patanjali Govind Keswani is the promoter of the Company and has been associated with the Company for more than 23 years. He has served as the Chairman and Managing Director of the Company from October 7, 2002 to September 30, 2025 and thereafter was appointed as Chairman and Executive Director for a period of 18 (Eighteen) months commencing from October 01, 2025 to March 31, 2027.

Over the years, Mr. Patanjali Govind Keswani has been instrumental in scripting the phenomenal growth and success of the Company, leading it to become one of the premier hotel chains in India with a consistent track record of profitability and growth.

To facilitate the continuity of the Company's growth and as a part of succession planning, Mr. Patanjali Govind Keswani will transition to the role of Chairman and Non-Executive Director ("Non-Executive Chairman") of the Company effective from April 1, 2027 upon completion of his current tenure. In this role, his invaluable expertise will remain instrumental in shaping the Company's long-term vision, strategic direction, and mentoring the next generation of leaders.

Based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at its meeting held on August 7, 2026, Mr. Patanjali Govind Keswani is proposed to be appointed as Non-Executive Chairman, liable to retire by rotation, with effect from April 1, 2027. The Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company.

Further he will not draw any remuneration from the Company in the capacity of Chairman and Non-Executive Director, except Commission payable to the Non-Executive Directors, in accordance with the applicable provisions of the Companies Act, 2013.

Mr. Keswani is not disqualified under Section 164 of the Companies Act, 2013, nor is he debarred, by virtue of any order of the Securities and Exchange Board of India ("SEBI") or any other such authority, from holding office as a Director. He is a member of the Risk Management Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee, Sustainability Committee, and Share Allotment Committee, and also serves as the Chairman of the Reorganization Committee of the Company.

Further he is also serving as the Executive Director and Chairman of Fleur Hotels Limited (FHL), material subsidiary of the Company, w.e.f. October 01, 2025 for a period of 5 (Five) years. He is drawing remuneration from FHL, as approved by the shareholders of the Company at its 33rd Annual General Meeting.

The brief profile and other particulars of Mr. Patanjali Govind Keswani, as required pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, are provided under the head "Profile of Directors" as Annexure- A forming part of the Notice.

Besides being a promoter of the Company, Mr. Patanjali Govind Keswani does not have any other material pecuniary relationship with the Company.

Mr. Patanjali Govind Keswani is the father of Mr. Aditya Madhav Keswani, Non-Executive Director of the Company.

Other than Mr. Patanjali Govind Keswani and Mr. Aditya Madhav Keswani, none of the other Directors, Key Managerial Personnel of the Company, or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Resolution as set out at Item No. 4 of the Notice for approval of the Members.

Annexure-A

"Profile of Directors"

As required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS-2), the particulars of the Directors seeking appointment/ re-appointment at the Annual General Meeting are given below:

Particulars	Mr. Patanjali Govind Keswani	Mr. Aditya Madhav Keswani	Mr. Willem Albertus Hazeleger
DIN	00002974	07208901	07902239
Date of Birth	09.02.1959	07.05.1991	06.11.1968
Age	67 Years	35 Years	57 Years
Nationality	Indian	Indian	Dutch
Brief Resume of the Director including Qualification and Experience	Mr. Patanjali Govind Keswani graduated with a Bachelor's Degree in Electrical Engineering from IIT Delhi and a Post Graduate Diploma in Business Management from IIM Calcutta. He joined the TATA Administrative Service (TAS) in 1983 and worked with the TATA Group for 17 years, where his last assignment was as Senior Vice President of the Taj Group of Hotels. He subsequently worked with management consulting firm, A.T. Kearney Inc. as an Associate Consultant and Director in their India Office, before promoting Lemon Tree Hotels in 2002. He has served as Chairman and Managing Director of the Company from October 7, 2002 to September 30, 2025 and thereafter was appointed as Chairman and Executive Director for a period of 18 (Eighteen) months commencing from October 01, 2025 to March 31, 2027. 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 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 in India and has set new benchmarks in the hotel industry. The Company was publicly listed under his guidance on April 9, 2018.	Mr. Aditya Madhav Keswani holds a Bachelor's Degree in arts from the New York University. Post the completion of his education, Mr. Aditya Madhav Keswani has joined the Company as a non-executive Director on our Board on June 17, 2015 and has not drawn any remuneration from this Company except Commission.	Mr. Willem Albertus Hazeleger holds Executive MBA from INSEAD in France and Executive MBA from Tsinghua University School of Economics and Management in the People's Republic of China. He also holds LLM from Utrecht University in Netherlands and Diploma in Corporate Governance from the Corporate Governance Institute. He has held various executive and non-executive roles in private and public companies and non-profit organisations. Most recently, Mr. Hazeleger served as the Chief Executive Officer for Asia Pacific of APG Asset Management, one of the largest institutional investors globally. Before joining APG Asset Management, Mr. Hazeleger worked as a senior securities and capital markets lawyer with global law firms Linklaters and Allen & Overy. He started his career at PricewaterhouseCoopers.

Particulars	Mr. Patanjali Govind Keswani	Mr. Aditya Madhav Keswani	Mr. Willem Albertus Hazeleger
Nature of expertise in specific functional areas	Business, Leadership, Industry Knowledge, Strategy & Planning, Governance & Compliance, Financial, Business Development	Corporate Governance, Strategic Management, Board oversight	Asset Management, Capital Markets & Securities Law, Corporate Governance, and Global Executive Leadership
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements (In case of Independent Directors only)	Not Applicable	Not Applicable	Not Applicable
Date of first appointment on the Board	August 3, 2002	June 17, 2015	August 9, 2017
Directorship held in other companies (excluding foreign companies and Section 8 companies)	• Fleur Hotels Limited • Totally Foxed Solutions Private Limited • Crow Real Estates Private Limited • Toucan Real Estates Private Limited • Oceanus Development Company Private Limited • Myna Real Estates Private Limited • Redstart Real Estate Private Limited • Sparrow Buildwell Private Limited • Spank Management Services Private Limited • Garnet Hotels Private Limited • Unistar Hotels Private Limited • Carnation Hotels Private Limited • Prinia Hotels Private Limited	• Fleur Hotels Limited • Totally Foxed Solutions Private Limited • Garnet Hotels Private Limited • Crow Real Estates Private Limited • Toucan Real Estates Private Limited • Oceanus Development Company Private Limited • Myna Real Estates Private Limited • Viva Botanica Private Limited • Pony Tale Hotels Private Limited • Redstart Real Estate Private Limited • Sparrow Buildwell Private Limited • Spank Management Services Private Limited • Prinia Hotels Private Limited • Unistar Hotels Private Limited	None
Memberships/ Chairmanships of Committees of other Public Companies	• Fleur Hotels Limited (Chairman of General Management Committee, Finance Committee and Member in Corporate Social Responsibility Committee, Reorganization Committee)	• Fleur Hotels Limited (Chairman of Corporate Social Responsibility Committee and Member in General Management Committee)	Not Applicable
Listed entities from which the person has resigned in the past three year	Nil	Nil	Nil
Inter-se relationship between Directors and KMP's	Mr. Patanjali Govind Keswani is the father of Mr. Aditya Madhav Keswani, Non-Executive Director of the Company.	Mr. Aditya Madhav Keswani is the son of Mr. Patanjali Govind Keswani, Chairman and Executive Director of the Company.	There is no relationship with other Directors on the Board and KMPs.

Particulars	Mr. Patanjali Govind Keswani	Mr. Aditya Madhav Keswani	Mr. Willem Albertus Hazeleger
Last Drawn Remuneration (FY 2025-26)	₹ 689.34 Lakhs (including one time Ex-gratia as approved by the members of the Company) during FY 2025-26 from the Company. He has also drawn remuneration of ₹ 164.37 Lakhs from Fleur Hotels Limited during FY 2025-26 in the capacity of Executive Director.	₹ 8.93 Lakhs (Commission paid for FY 2025-26 from the Company) He has also paid commission of ₹ 8.01 Lakhs from Fleur Hotels Limited for FY 2025-26 in the capacity of Non-Executive Director.	₹ 16.38 Lakhs (Sitting Fees and Commission paid for FY 2025-26 from the Company)
Number of Meetings of the Board attended during the year	7 out of 7	7 out of 7	7 out of 7
No. of equity shares held in the Company (singly or jointly as first holder) as on the date of Notice	30,000	15,500	NIL
Terms and conditions of Appointment or Re-appointment	Appointment as Non - Executive Non - Independent Director, liable to retire by rotation.	Re-appointment as Non - Executive Non - Independent Director, liable to retire by rotation.	Re-appointment as Non - Executive Non - Independent Director, liable to retire by rotation.
Remuneration sought to be paid	He will not be drawing any remuneration from the Company except Commission, in accordance with the applicable provisions of the Companies Act, 2013. (He was getting remuneration from Fleur Hotels Limited, material subsidiary of the Company, as approved by the shareholders of the Company, due to his active engagement as Executive Director)	He will not be drawing any remuneration from the Company except Commission, in accordance with the applicable provisions of the Companies Act, 2013. (He will not be drawing any remuneration from Fleur Hotels Limited (FHL), material subsidiary of the Company, except commission in the capacity of Non-Executive Director, as may be approved by the Board of FHL.)	He will not be drawing any remuneration from the Company except sitting fees and Commission, in accordance with the applicable provisions of the Companies Act, 2013.