



September 27, 2024

**National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East)
Mumbai – 400 051**

**BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001**

Name of Scrip: LEMONTREE

BSE Scrip Code: 541233

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

Dear Sir/ Madam,

We hereby inform you that the 32nd Annual General Meeting (AGM) of the members of the Company was held through Video Conferencing at 10:30 A.M. on September 26, 2024 and concluded at 10:44 A.M.

Pursuant to Regulation 44 of SEBI (Listing Obligations and 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 of M/s Prakash Verma & Associates, Company Secretary in Practice, has been appointed as the scrutinizer for scrutinizing e-voting process and has submitted his report on all the resolutions contained in the Notice of the AGM.

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

Kindly take the above information into record.

Thanking you,

For **Lemon Tree Hotels Limited**

**Jyoti Verma
Group Company Secretary
& Compliance Officer
M. No.: F7210**

Encl: a/a

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

Voting results	
Record date	19-09-2024
Total number of shareholders on record date	358912
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	4
b) Public	78
No. of resolution passed in the meeting	4

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt: a) the audited standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Auditors and Board of Directors thereon; and b) the audited consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Auditors thereon.				
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	180402353	180402353	100.0000	180402353	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	180402353	180402353	100.0000	180402353	0	100.0000	0.0000
Public-Institutions	E-Voting	327266609	276803772	84.5805	276803772	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	327266609	276803772	84.5805	276803772	0	100.0000	0.0000
Public-Non Institutions	E-Voting	284577502	139435393	48.9973	139432528	2865	99.9979	0.0021
	Poll							
	Postal Ballot (if applicable)							
	Total	284577502	139435393	48.9973	139432528	2865	99.9979	0.0021
	Total	792246464	596641518	75.3101	596638653	2865	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a director in the place of Mr. Aditya Madhav Keswani (DIN: 07208901) who retires by rotation and being eligible, offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	180402353	180402353	100.0000	180402353	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	180402353	180402353	100.0000	180402353	0	100.0000	0.0000
Public-Institutions	E-Voting	327266609	276803772	84.5805	276561389	242383	99.9124	0.0876
	Poll							
	Postal Ballot (if applicable)							
	Total	327266609	276803772	84.5805	276561389	242383	99.9124	0.0876
Public-Non Institutions	E-Voting	284577502	139434159	48.9969	139415257	18902	99.9864	0.0136
	Poll							
	Postal Ballot (if applicable)							
	Total	284577502	139434159	48.9969	139415257	18902	99.9864	0.0136
	Total	792246464	596640284	75.3099	596378999	261285	99.9562	0.0438
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				To approve LTHL Stock Appreciation Rights Scheme -2024				
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	180402353	180402353	100.0000	180402353	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	180402353	180402353	100.0000	180402353	0	100.0000	0.0000
Public-Institutions	E-Voting	327266609	276803772	84.5805	258966097	17837675	93.5558	6.4442
	Poll							
	Postal Ballot (if applicable)							
	Total	327266609	276803772	84.5805	258966097	17837675	93.5558	6.4442
Public-Non Institutions	E-Voting	284577502	139434414	48.9970	139392808	41606	99.9702	0.0298
	Poll							
	Postal Ballot (if applicable)							
	Total	284577502	139434414	48.9970	139392808	41606	99.9702	0.0298
	Total	792246464	596640539	75.3100	578761258	17879281	97.0033	2.9967
Whether resolution is Pass or Not.							Yes	

Resolution (4)*								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve grant of Stock Appreciation Rights to the employees of group company(ies) including subsidiary company, its associate company and/or holding company (ies), in India or outside India, under LTHL Stock Appreciation Rights Scheme- 2024				
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	180402353	180402353	100.0000	180402353	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	180402353	180402353	100.0000	180402353	0	100.0000	0.0000
Public-Institutions	E-Voting	327266609	276803772	84.5805	216131779	60671993	78.0812	21.9188
	Poll							
	Postal Ballot (if applicable)							
	Total	327266609	276803772	84.5805	216131779	60671993	78.0812	21.9188
Public-Non Institutions	E-Voting	284577502	139435267	48.9973	139387305	47962	99.9656	0.0344
	Poll							
	Postal Ballot (if applicable)							
	Total	284577502	139435267	48.9973	139387305	47962	99.9656	0.0344
	Total	792246464	596641392	75.3101	535921437	60719955	89.8230	10.1770
Whether resolution is Pass or Not.							Yes	

*As per the Clarification/ Explanation with regard to Item No. 4 issued by the Company dated September 21, 2024, the said scheme will be made available only to employees of Lemon Tree Hotels Limited and its existing subsidiaries.



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

Tel: +91-9555-311151
Off: +91-9555-194195
Mob: +91-9990-379137
Email: info@TGLadvisors.com
office@TGLadvisors.com
Unique Code: S2013DE203700

CONSOLIDATED REPORT OF SCRUTINIZER

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

To,

The Chairman of 32nd 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 32nd Annual General Meeting of your Company held on Thursday, the 26th day of September, 2024, at 10:30 A.M., through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") without the physical presence of members.

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

Thanking You,
Yours faithfully,

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

PRAKASH VERMA
Digitally signed by
PRAKASH VERMA
Date: 2024.09.27
16:41:02 +05'30'

CS Prakash Verma
FCS No. – 9553 / COP No. – 11671
ICSI UDIN – F009553F001333931

Date – 27/09/2023
Place – Ghaziabad



CONSOLIDATED SCRUTINIZER'S REPORT

Name of the Company	LEMON TREE HOTELS LIMITED
Meeting	32nd Annual General Meeting ("AGM")
Day, Date & Time	Thursday, the 26th day of September, 2024 at 10:30 AM
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") without the physical presence of members

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 32nd Annual General Meeting ("AGM") of **LEMON TREE HOTELS LIMITED** (hereinafter referred to as "**the Company**") scheduled on Thursday, the 26th day of September, 2024 at 10:30 a.m. held through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

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

2.1 Pursuant to General Circulars No. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated 08th April, 2020, 13th April, 2020, 05th May, 2020, 13th January, 2021, 08th December, 2021, 14th December, 2021, 05th May, 2022, 28th December,



2022, September 25, 2023 and September 19, 2024 respectively (**'MCA Circulars'**) issued by the Ministry of Corporate Affairs ("MCA"), the 32nd Annual General Meeting of the Company was held through video conferencing (VC)/ other audio-visual means (OAVM) in view of the relaxation provided under the said circulars.

- 2.2 In accordance with the MCA Circulars read with SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (**'SEBI Circulars'**), the Company has sent the Notice along with the Integrated Report for the financial year 2023-24 through electronic mode, only to those shareholders whose e-mail addresses were registered with the Company/ Depository Participants and whose names were recorded in the Register of Members/ Beneficial owners of the Company.
- 2.3 The Company had also published advertisement in **Financial Express (English) and Jansatta (Hindi) on Friday, 30th August, 2024** 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 de-mat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.
- 2.4 The Company hosted the notice of AGM on its website, website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to BSE Limited and National Stock Exchange of India Limited on 30th August, 2024.



2.5 The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by KFin Technologies Limited, the Registrar and Share Transfer Agents (“RTA”) of the Company and the depositories viz., National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) respectively, the Company has completed the dispatch of Notice of AGM:

- a) On **3rd September, 2024** by **E-mail to 347168 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 **Thursday, 19th September, 2024**, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting at the AGM.

4. Remote e-voting process

4.1 Agency

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

4.2 Remote e-voting period

Remote e-voting platform was open from 9:00 a.m. (IST) on Sunday, September 22, 2024 till 5:00 p.m. (IST) on Wednesday, September 25, 2024 and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by NSDL.

5. Voting at the AGM

- 5.1 As prescribed under the Regulation 44(1) and 44(2) of SEBI (Listing



Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014 for the purpose of ensuring that Members who have casted their votes through remote e-voting do not vote again during the General Meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Members who have casted their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.

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

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

6. Counting Process

6.1 On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by members at the AGM, on the NSDL e-voting platform and downloaded the results in the presence of two witnesses, Ms. Sakshi Nautiyal and Mr. Govind Sharma who are not in the employment of the Company.


(Ms. Sakshi Nautiyal)


(Mr. Govind Sharma)

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



resolution.

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

7. Results

7.1 We observe that:

- a) **82** members have attended the AGM online and **8** Members out of them had casted their votes through e-voting at the AGM for Resolution No. 1 to 4;
- b) **1085** Members had casted their votes through remote e-voting for Resolution No. 1;
- c) **1083** Members had casted their votes through remote e-voting for Resolution No. 2;
- d) **1081** Members had casted their votes through remote e-voting for Resolution No. 3;
- e) **1088** Members had casted their votes through remote e-voting for Resolution No. 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 32nd AGM** as an **Annexure-1**.

7.3 Based on the aforesaid results, we report that **2 Ordinary Resolutions** as set out in **Item Nos. 1 and 2**; and **2 Special Resolution** as set out in **Item Nos. 3 and 4** of the **Notice of the 32nd AGM** have been dealt as follows:



Resolution Number	Result
Resolution No. 1 (Ordinary Resolution)	Passed with the requisite majority
Resolution No. 2 (Ordinary Resolution)	Passed with the requisite majority
Resolution No. 3 (Special Resolution)	passed with the requisite majority
Resolution No. 4 (Special Resolution)	Passed with the requisite majority

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

Thanking You,
Yours faithfully,

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

PRAKASH VERMA
Digitally signed by
PRAKASH VERMA
Date: 2024.09.27
16:41:24 +05'30'

CS Prakash Verma
FCS No. – 9553
COP No. – 11671
ICSI UDIN – F009553F001333931

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

PATANJALI GOVIND KESWANI
Digitally signed by
PATANJALI GOVIND
KESWANI
Date: 2024.09.27
17:03:00 +05'30'

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

Date – 27/09/2024
Place – Ghaziabad



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

RESOLUTION 01: (ORDINARY RESOLUTION)

(a & b) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 and the Reports of the Auditors and Board of Directors in respect thereof; **AND** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 and report of the Auditors in respect thereof.

Mode	Total Voters	Total Shares	No Voting/Invalid Votes		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
Remote E-voting	1085	595414490	0	0	1040	595411625	45	2865
E-voting at AGM	8	1227028	0	0	8	1227028	0	0
Total	1093	596641518	0	0	1048	596638653	45	2865

Total Valid Shares	596641518
Votes in Favour (% of Total Valid Shares)	99.9995
Votes in Against (% of Total Valid Shares)	0.0005

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 7th August, 2024 **has been passed with requisite majority.**



RESOLUTION 02: (ORDINARY RESOLUTION)

To appoint a Director in the place of Mr. Aditya Madhav Keswani (DIN: 07208901) who retires by rotation and being eligible offers himself for re-appointment.

Mode	Total Voters	Total Shares	No Voting/Invalid Votes		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
Remote E-voting	1083	595413256	0	0	1013	595151971	70	261285
E-voting at AGM	8	1227028	0	0	8	1227028	0	0
Total	1091	596640284	0	0	1021	596378999	70	261285

Total Valid Shares	596640284
Votes in Favour (% of Total Valid Shares)	99.9562
Votes in Against (% of Total Valid Shares)	0.0438

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 7th August, 2024 **has been passed with requisite majority.**



RESOLUTION 03: (SPECIAL RESOLUTION)

To Approve LTHL Stock Appreciation Rights Scheme - 2024

Mode	Total Voters	Total Shares	No Voting/Invalid Votes		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
Remote E-voting	1081	595413511	0	0	992	577534230	89	17879281
E-voting at AGM	8	1227028	0	0	8	1227028	0	0
Total	1089	596640539	0	0	1000	578761258	89	17879281

Total Valid Shares	596640539
Votes in Favour (% of Total Valid Shares)	97.0033
Votes in Against (% of Total Valid Shares)	2.9967

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 3** of the Notice of the AGM dated 7th August, 2024 **has been passed with requisite majority.**



RESOLUTION 04: (SPECIAL RESOLUTION)

To approve grant of stock appreciation rights to the employees of Group Company(ies) including Subsidiary Company, its Associate Company and/or Holding Company (ies), in India or outside India under LTHL Stock Appreciation Rights Scheme - 2024

Note - As per the Clarification/Explanation with regard to Item No. 4 issued by the Company dated September 21, 2024, the said scheme will be made available only to employees of Lemon Tree Hotels Limited and its existing subsidiaries.

Mode	Total Vote rs	Total Shares	No Voting/Invalid Votes		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
Remote E-voting	1088	595414364	0	0	946	534694409	142	60719955
E-voting at AGM	8	1227028	0	0	8	1227028	0	0
Total	1096	596641392	0	0	954	535921437	142	60719955

Total Valid Shares	596641392
Votes in Favour (% of Total Valid Shares)	89.8230
Votes in Against (% of Total Valid Shares)	10.1770

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 7th August, 2024 **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 – S2013DE203700
Peer Review Certificate No. – 882/2020

PRAKASH VERMA Digitally signed by
PRAKASH VERMA
Date: 2024.09.27
16:41:50 +05'30'

CS Prakash Verma
FCS No. – 9553
COP No. – 11671
ICSI UDIN – F009553F001333931

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

PATANJALI Digitally signed by
GOVIND KESWANI
Date: 2024.09.27 17:03:26 +05'30'

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

Date – 27/09/2024
Place – Ghaziabad