



Lemon Tree Hotels Limited

CIN No. L74899DL1992PLC049022

Registered Office: Asset No. 6, Aerocity Hospitality District, New Delhi-110037

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Notice of Postal Ballot

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time]

| VOTING STARTS ON | VOTING ENDS ON |
|------------------------------|----------------------------|
| Wednesday, December 20, 2023 | Thursday, January 18, 2024 |

Dear Members,

NOTICE is hereby given pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') vide its General Circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as ('MCA Circulars') and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the special business(es) as set out hereunder by passing Ordinary / Special Resolution, as applicable, by way of postal ballot only by voting through electronic means (remote e-voting) only.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice ('Notice') is being sent by Lemon Tree Hotels Limited ('the Company') only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent ('RTA') / Depository Participants (DPs). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The Company has engaged the services of the National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its Members.

Members desiring to exercise their vote through the remote e-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting of votes not later than 5:00 p.m. (IST) on **January 18, 2024**. The remote e-voting facility will be disabled by NSDL immediately thereafter and voting shall not be allowed beyond the said time and date.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company through Circular Resolution has appointed M/s. Prakash Verma & Associates, Practicing Company Secretaries, NCR of Delhi (Firm Reg. No. S2013DE203700), as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner.

The remote e-voting period commences from **Wednesday, December 20, 2023 at 9.00 a.m. (IST) and ends on Thursday, January 18, 2024 at 5.00 p.m. (IST)**. After completion of scrutiny of the votes cast, the Scrutiniser will submit his report to the Chairman or any other person authorised by him. The results declared, along with the Scrutiniser's Report, shall be announced by the Chairman or such person as authorised, within the stipulated timelines. The Scrutiniser's decision on the validity of votes cast will be final.

The postal ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations. The said results will be displayed on the website of the Company at <https://investors.lemontreehotels.com>, the website of NSDL at www.evoting.nsdl.com and shall also be communicated to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE Limited ('BSE') and The National Stock Exchange of India Limited ('NSE') and be made available on their respective websites viz. at www.bseindia.com and www.nseindia.com.

The Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions of the Act, pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof are annexed to this Notice.

SPECIAL BUSINESSES:

1. Appointment of Mr. Praveen Garg (DIN: 00208604), as a Non-Executive Independent Director of the Company

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Praveen Garg (DIN: 00208604), who was appointed as an Additional Director in the capacity of an Independent Director with effect from November 09, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of five years till November 08, 2028, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. Appointment of Mr. Sanjiv Nandan Sahai (DIN: 00860449), as a Non-Executive Independent Director of the Company

To consider and if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Sanjiv Nandan Sahai (DIN:00860449), who was appointed as an Additional Director in the capacity of an Independent Director with effect from November 09, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of five years till November 08, 2028, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

3. Appointment of Ms. Smita Anand (DIN: 00059228), as a Non-Executive Independent Director of the Company

To consider and if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Ms. Smita Anand (DIN:00059228), who was appointed as an Additional Director in the capacity of an Independent Director with effect from November 09, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of five years till November 08, 2028, and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any

other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By the order of Board
For LEMON TREE HOTELS LIMITED

Date : December 13, 2023
Place : New Delhi

Sd/-

Jyoti Verma
Group Company Secretary
cum Compliance Officer
Membership No. : FCS-7210

Registered Office:
Asset No. 6, Aerocity Hospitality District
New Delhi-110037
CIN No. L74899DL1992PLC049022

NOTES:

An explanatory statement pursuant to the provisions of Section 102 and 110 of the Companies Act, 2013 ('Act') setting out the material facts relating to the business to be transacted is annexed hereto. The relevant details, pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment is annexed.

1. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company / depository participant(s), as on December 15, 2023 ("Cut-off Date"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
2. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500032 or email to einward.ris@kfintech.com.
3. Board Resolution passed by circulation on December 13, 2023, the Board has appointed M/s. Prakash Verma & Associates, Practicing Company Secretaries, NCR of Delhi (Firm Reg. No. S2013DE203700), as the scrutinizer for conducting the postal ballot and remote e-voting process in accordance with the law and in a fair and transparent manner.
4. The voting period commences on **Wednesday, December 20, 2023 at 9.00 a.m. (IST) and ends on Thursday, January 18, 2024 at 5.00 p.m. (IST)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on **Friday, December 15, 2023** cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on the resolutions is cast by the Member, he/she shall not be allowed to change it subsequently.
5. The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the cut-off date.
6. The Scrutinizer will submit his report to the Chairman of the Company or such person as authorized upon completion of scrutiny of the votes received through the e-voting platform on or before Saturday, January 20, 2024. The Chairman or any person so authorized by him, shall announce the results of the Postal Ballot on or before Saturday, January 20, 2024.

7. The result of the Postal Ballot, along with the scrutinizer's report, will be posted on the Company's website <https://investors.lemontreehotels.com/> and communicated to the stock exchanges where the Company's shares are listed and on the website of the NSDL at www.evoting.nsdl.com.
8. The special resolutions mentioned above at Item no. 1 to Item no. 3 shall be declared as passed if the number of votes cast in favour is more than three times the number of votes cast against it. These resolutions shall be deemed to be passed on the last date specified by the Company for Remote e-voting i.e., **Thursday, January 18, 2024**.
9. Resolution passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders convened in that behalf.
10. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on **Friday, December 15, 2023**. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
11. Voting rights through e-voting cannot be exercised by a proxy.
12. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to sectdeptt@lemontreehotels.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
13. For any query(ies)/grievance(s) relating to remote voting, please contact evoting@nsdl.com.
14. The General Instructions for shareholders voting electronically are as under:

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 for Individual shareholders holding securities in demat mode

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 advised to update their mobile number and email Id in their demat accounts in order 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. | <p>A. 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.</p> <p>B. 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</p> <p>C. 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.</p> <p>D. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> |

| | |
|---|--|
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 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 use 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. Additionally, there are 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>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.</p> |

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 and 022 - 2499 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 22 55 33 |

B) Login Method 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 use 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, 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. Shareholders/Members may send a request to **evoting@nsdl.com** for procuring user id and password for e-voting by providing below mentioned documents.
 - a) Members whose shares are held in physical mode, are requested to provide folio no., name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card).
 - b) Members whose shares are held in demat mode, are requested to provide DP ID Client ID (16 digit DP ID + Client ID or 16 digit Beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card). If you are an individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at note no. 5(vii) 'Login method for e-voting for individual shareholders holding securities in demat mode'.
2. 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.

15. GENERAL INFORMATION:

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.

By the order of Board
For LEMON TREE HOTELS LIMITED

Date : December 13, 2023
Place : New Delhi

Sd/-

Jyoti Verma
Group Company Secretary
cum Compliance Officer
Membership No. : FCS-7210

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business under Item Nos. 1 to 3 mentioned in the accompanying Notice.

Item No. 1: Appointment of Mr. Praveen Garg (DIN: 00208604), as a Non-Executive Independent Director of the Company

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on November 9, 2023, appointed **Mr. Praveen Garg (DIN: 00208604)** as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from November 9, 2023 to November 8, 2028, (both days inclusive) not liable to retire by rotation, subject to the approval of the shareholders through special resolution:

The Company has received:

- (i) consent in writing from Mr. Garg to act as Director in Form DIR 2
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Garg to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations.
- (iv) Declaration that he has not been debarred from holding office of a Director by virtue of any Order passed by the SEBI or any other such authority.
- (v) Confirmation that he is registered in the Independent Director's databank.

In the opinion of the Board and Nomination and Remuneration Committee, Mr. Garg fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company.

Mr. Praveen Garg joined the Indian Administrative Service, Madhya Pradesh Cadre in 1988 after qualifying as a Chartered Accountant from ICAI in 1984.

Currently, he is an Advisor, Mobius Foundation (June 2022 onwards); Government Nominee Member, Appellate Authority (Under CA, CS & CMA Laws) (Feb 2022 onwards); Senior Advisor-ESG & Climate Change National Productivity Council (NPC) India (July 2022 onwards) besides other assignments. For last 33 years, he has worked in different positions with the Government of M.P and the Government of India.

The NRC and the Board are of the view that Mr. Garg's skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as a Non-Executive Independent Director.

Mr. Garg has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Garg has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. He has also confirmed that he meets the criteria of Independence in terms of Companies Act and Listing Regulations.

The resolution seeks the approval of members for the appointment of Mr. Garg as a Non-Executive Independent Director of the Company from November 09, 2023 to November 08, 2028 (both days inclusive). All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting.

The profile and specific areas of expertise of Mr. Garg and other relevant information as required under SEBI LODR Regulations and SS-2 are provided as Annexure-'A'. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Garg a Non-Executive Independent Director of the Company, as a special resolution as set out above. No director, key managerial personnel or their relatives except Mr. Garg to whom the resolution relates is interested in or concerned with the resolution. The Board recommends the special resolution set forth in Item No. 1 in this notice for the approval of Members.

Item No. 2: Appointment of Mr. Sanjiv Nandan Sahai (DIN: 00860449), as a Non-Executive Independent Director of the Company

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on November 9, 2023, appointed **Mr. Sanjiv Nandan Sahai (DIN: 00860449)** as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from November 9, 2023 to November 8, 2028, (both days inclusive) not liable to retire by rotation, subject to the approval of the shareholders through special resolution:

The Company has received:

- (i) consent in writing from Mr. Sahai to act as Director in Form DIR 2
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations.
- (iv) Declaration that he has not been debarred from holding office of a Director by virtue of any Order passed by the SEBI or any other such authority.
- (v) Confirmation that he is registered in the Independent Director's databank.

In the opinion of the Board and Nomination and Remuneration Committee, he fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company.

He holds Masters in Public Policy from Princeton University, USA. He has been a Robert McNamara fellow at the Princeton University, USA and a recipient of Joint Japan World Bank Fellowship. In 1994, he was awarded the Governor's Gold Medal in recognition of his exemplary and outstanding service in an insurgency-affected district of Arunachal Pradesh.

Mr. Sahai was posted as the Finance Secretary in the Government of NCT of Delhi where he was instrumental in devising a detailed outcome budget as part of restructuring of governance. He played a pivotal role in the formulation of GST and its introduction in Delhi. Additionally, Mr. Sahai served as the Home Secretary of Delhi and Chairman and MD of Delhi Financial Corporation. His detailed profile and experience is mentioned in Annexure A below.

The NRC and the Board are of the view that Mr. Sahai's skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as a Non-Executive Independent Director.

Mr. Sahai has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. He has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. He has also confirmed that he meets the criteria of Independence in terms of Companies Act and Listing Regulations.

The resolution seeks the approval of members for the appointment of Mr. Sahai as a Non-Executive Independent Director of the Company from November 09, 2023 to November 08, 2028 (both days inclusive). All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting.

The profile and specific areas of expertise of Mr. Sahai and other relevant information as required under SEBI LODR Regulations and SS-2 are provided as Annexure-'A'. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Sahai a Non-Executive Independent Director of the Company, as a special resolution as set out above. No director, key managerial personnel or their relatives except Mr. Sahai to whom the resolution relates is interested in or concerned with the resolution. The Board recommends the special resolution set forth in Item No. 2 in this notice for the approval of Members.

Item No. 3: Appointment of Ms. Smita Anand (DIN: 00059228), as a Non-Executive Independent Director of the Company

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on November 9, 2023, appointed **Ms. Smita Anand (DIN: 00059228)** as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from November 9, 2023 to November 8, 2028, (both days inclusive) not liable to retire by rotation, subject to the approval of the shareholders through special resolution:

The Company has received:

- (i) consent in writing from Ms. Anand to act as Director in Form DIR 2
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations.
- (iv) Declaration that she has not been debarred from holding office of a Director by virtue of any Order passed by the SEBI or any other such authority.
- (v) Confirmation that he is registered in the Independent Director's databank.

In the opinion of the Board and Nomination and Remuneration Committee, she fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company.

Ms. Anand is an MBA in Human Resource from Allahabad University. She carries over 4 decades of experience out of over 3 decade of experience relates to Human resource consultant, leadership Coach and Advisor. She has served as the Managing Director at Korn Ferry's Leadership & Talent Consulting India and as Asia head of Board/CEO Succession

She is also on the Boards of two prestigious listed entities i.e Butterfly Gandhimathi Appliances Limited and Crompton Greaves Consumer Electricals Limited and also member of various committee(s) of Board of Listed entities.

The NRC and the Board are quite sure that that Ms. Anand's skills, background and experience are aligned to the role and capabilities identified by the NRC and she can actively participate in the strategic decision of the Company and provide an Independent view on the same. The Board noted that she is eligible for appointment as a Non-Executive Independent Director.

Ms. Anand has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. She has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. She has also confirmed that she meets the criteria of Independence in terms of Companies Act and Listing Regulations.

The resolution seeks the approval of members for the appointment of Ms. Anand as a Non-Executive Independent Director of the Company from November 09, 2023 to November 08, 2028 (both days inclusive). All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting.

The profile and specific areas of expertise of Ms. Anand and other relevant information as required under SEBI LODR Regulations and SS-2 are provided as Annexure-'A'. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Ms. Anand as a Non-Executive Independent Director of the Company, as a special resolution as set out above. No director, key managerial personnel or their relatives except Ms. Anand to whom the resolution relates is interested in or concerned with the resolution. The Board recommends the special resolution set forth in Item No. 3 in this notice for the approval of Members.

By the order of Board
For LEMON TREE HOTELS LIMITED

Date : December 13, 2023
Place : New Delhi

Sd/-

Jyoti Verma
Group Company Secretary
cum Compliance Officer
Membership No. : FCS-7210

Details of Directors seeking appointment pursuant to Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India

Mr. Praveen Garg

| Sr. No. | Particulars | Details |
|---------|---|---|
| 1. | Name | Mr. Praveen Garg |
| 2. | DIN | 00208604 |
| 3. | Date of Birth | 21-10-1961 |
| 4. | Age | 62 Years 1 Month |
| 5. | Nationality | Indian |
| 6. | Date of first appointment on Board, last drawn remuneration and number of Board meetings attended | It is proposed to appoint Mr. Garg as Director for his first term on the Board and hence, these details are not applicable. |
| 7. | Relationship with Director/ Manager/ KMP | There is no relationship with other Directors on the Board, Managers and KMPs. |
| 8. | Brief Profile | <p>Mr. Praveen Garg joined the Indian Administrative Service, Madhya Pradesh Cadre in 1988 after qualifying as a Chartered Accountant from ICAI in 1984.</p> <p>Currently, he is an Advisor, Mobius Foundation (June 2022 onwards); Government Nominee Member, Appellate Authority (Under CA, CS & CMA Laws) (Feb 2022 onwards); Senior Advisor-ESG & Climate Change National Productivity Council (NPC) India (July 2022 onwards) besides other assignments.</p> <p>For last 33 years, he has worked in different positions with the Government of M.P and the Government of India. He has served as the District Magistrate & Collector of the districts of Sidhi, Satna, Khandwa and Jabalpur. He has also served as Secretary (Finance); Commissioner (Institutional Finance); Managing Director, Madhya Pradesh State Industrial Development Corporation Ltd. (MPSIDC) and MP Trade & Investment Facilitation Corporation Ltd. (MPTRIFAC).</p> <p>As MD MPSIDC, he has been instrumental in initiating "Destination MP" programme to attract investments and industrialization in M.P. He also served as the Secretary, Department of Renewable Energy; Commissioner, MP Housing and Infrastructure Development Board; Executive Director, Environmental Planning & Coordination Organisation (EPCO); CEO, Lake Conservation</p> |

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| | | <p>Authority; Member Secretary, State Environment Impact Assessment Authority (SEIAA); Executive Director, Disaster Management Institute, Bhopal and Revenue Commissioner, Bhopal Division.</p> <p>He joined Government of India in 2013 as a Joint Secretary, Department of Justice and also worked as Joint Secretary, Department of Economic Affairs, Ministry of Finance. He was entrusted with the additional charge of Chairman and Managing Director of Security Printing and Minting Corporation of India Limited (SPMCIL).</p> |
| 9. | Qualification | <p>1. IAS (Retd.)</p> <p>2. Chartered Accountant</p> |
| 10. | Experience/ expertise in specific functional area | Over 33 years of experience at diversified positions with the Government of Madhya Pradesh and the Government of India. More details in brief profile mentioned above. |
| 11. | Terms and Conditions of appointment or reappointment | To be appointed as Non-Executive Independent Director, not liable to retire by rotation, for First term of Five years till November 08, 2028. |
| 12. | Board Membership of Other Companies as on Date | LIC Mutual Fund Asset Management Limited |
| 13. | Chairman/ Member of the Committee of the other Boards | LIC Mutual Fund Asset Management Limited- a) Audit Committee- Chairman |
| 14. | Number of shares held in the Company including shareholding as a beneficial owner | Nil |
| 15. | Listed entities from which the person has resigned in the past three years | Nil |
| 16. | Details of Remuneration sought to be paid | He shall be paid Sitting fees only for attending Board/Committee meetings (as applicable) as per Remuneration Policy of the Company. |
| 17. | Other information | As per Notice & Explanatory Statement |

Mr. Sanjiv Nandan Sahai

| Sr. No. | Particulars | Details |
|---------|---|---|
| 1. | Name | Mr. Sanjiv Nandan Sahai |
| 2. | DIN | 00860449 |
| 3. | Date of Birth | 14-01-1961 |
| 4. | Age | 62 years 11 Months |
| 5. | Nationality | Indian |
| 6. | Date of first appointment on Board, last drawn remuneration and number of Board meetings attended | It is proposed to appoint Mr. Sahai as Director for his first term on the Board and hence, these details are not applicable. |
| 7. | Relationship with Director/ Manager/ KMP | Nil |
| 8. | Brief Profile | <p>Mr. Sahai started his career with Tata Administrative Service and later went on to join the Indian Administrative Service (IAS) in 1986. Over the years he has served on a number of positions, including five years in the Indian Prime Minister's Office and was closely associated, amongst others, with development of infrastructure.</p> <p>Served as Chairman and MD of Delhi Transport Corporation, OSD with the Delhi Metro while also serving as the Secretary-cum-Commissioner Transport for Delhi Government. He was also appointed as the Chairman of the Chandigarh Housing Board.</p> <p>Mr. Sahai was nominated by IDFC Ltd. as the MD & CEO of Delhi Integrated Multi-Modal.</p> <p>Mr. Sahai was posted as the Finance Secretary in the Government of NCT of Delhi where he was instrumental in devising a detailed outcome budget as part of restructuring of governance. He played a pivotal role in the formulation of GST and its introduction in Delhi. Additionally, Mr. Sahai served as the Home Secretary of Delhi and Chairman and MD of Delhi Financial Corporation.</p> <p>Mr. Sahai was appointed the Additional Secretary in the Ministry of Power, Government of India, and was elevated to Secretary in November 2019. He introduced several reforms in the power sector before retiring in January 2021.</p> <p>He currently heads the Prime Ministers Museum and Library as the Director, and is also the Director General of Power</p> |

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| | | Foundation (a think tank under the Ministry of Power). |
| 9. | Qualification | He holds Masters in Public Policy from Princeton University, USA. He has been a Robert McNamara fellow at the Princeton University, USA and a recipient of Joint Japan World Bank Fellowship. In 1994, he was awarded the Governor's Gold Medal in recognition of his exemplary and outstanding service in an insurgency-affected district of Arunachal Pradesh. |
| 10. | Experience/ expertise in specific functional area | He has served on a number of positions with various Government departments i.e. Indian Prime Minister's Office, Delhi Transport Corporation, OSD with the Delhi Metro while also serving as the Secretary-cum-Commissioner Transport for Delhi Government, has also worked as a Chairman and Managing Director of Chandigarh Housing Board etc. |
| 11. | Terms and Conditions of appointment or reappointment | To be appointed as Non-Executive Independent Director, not liable to retire by rotation, for First term of Five years till November 08, 2028. |
| 12. | Board Membership of Other Companies | Nil |
| 13. | Chairman/ Member of the Committee of the other Board of Directors | Nil |
| 14. | Number of shares held in the Company including shareholding as a beneficial owner | 70,722 |
| 15. | Listed entities from which the person has resigned in the past three years | Nil |
| 16. | Details of Remuneration sought to be paid | He shall be paid Sitting fees for attending Board/Committee meetings (as applicable) as per Remuneration Policy of the Company. |
| 17. | Other information | As per Notice & Explanatory Statement |

Ms. Smita Anand

| Sr. No. | Particulars | Details |
|----------------|---|---|
| 1. | Name | Ms. Smita Anand |
| 2. | DIN | 00059228 |
| 3. | Date of Birth | 26-06-1959 |
| 4. | Age as on Date of Appointment | 64 years 5 months |
| 5. | Nationality | Indian |
| 6. | Date of first appointment on Board, last drawn remuneration and number of Board meetings attended | It is proposed to appoint Ms. Anand as Director for her first term on the Board and hence, these details are not applicable. |
| 7. | Relationship with Director/ Manager/ KMP | Nil. |
| 8. | Brief Profile | Ms. Anand possess almost four decades of experience and is active as an Independent Leadership advisor & Executive coach. She has over two decades of experience in global management consulting and human resources firms. She has served as the Managing Director at Korn Ferry's Leadership & Talent Consulting India and as Asia head of Board/CEO Succession. She worked for almost a decade (2002-2011) at Aon Hewitt. Her last stint was as the Greater China Market leader based at Shanghai and then Regional Leader of Consulting for the Asia Pacific region. Earlier in her career, she held consulting roles at EY and at PwC, as Head of the Human Capital Services. She spent her initial career in internal HR roles in marquee Indian companies. |
| 9. | Qualification | MBA in Human Resources from Allahabad University |
| 10. | Experience/ expertise in specific functional area | Over 30 years of Experience as Human Resource Consultant, Leadership Coach and Advisor. |
| 11. | Terms and Conditions of appointment or reappointment | To be appointed as Non-Executive Independent Director, not liable to retire by rotation, for First term of Five years till November 08, 2028. |
| 12. | Board Membership of Other Companies | She holds Board Memberships of the following 2 Listed Companies: - 1. Butterfly Gandhimathi Appliances Limited 2. Crompton Greaves Consumer Electricals Limited |
| 13. | Chairman/ Member of the Committee of the other Board of Directors | 1. Butterfly Gandhimathi Appliances Limited- a) Audit Committee- Member b) Nomination & Remuneration Committee – Chairperson c) Stakeholders' Relationship Committee – Member |

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| | | d) Risk Management Committee – Member e) Corporate Social Responsibility Committee – Member f) Share Transfer Committee-Member 2. Crompton Greaves Consumer Electricals Limited a) Nomination & Remuneration Committee – Member b) Corporate Social Responsibility Committee – Member c) Strategic Investment Committee-Member |
| 14. | Number of shares held in the Company including shareholding as a beneficial owner | Nil |
| 15. | Listed entities from which the person has resigned in the past three years | Nil |
| 16. | Details of Remuneration sought to be paid | She shall be paid Sitting fees for attending Board/Committee meetings (as applicable) as per Remuneration Policy of the Company. |
| 17. | Other Information | As per Notice & Explanatory Statement |