



**LEMON TREE HOTELS LIMITED**

CIN: L74899DL1992PLC049022

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

Telephone No.: 011-46050101

Email: [sectdeptt@lemontreehotels.com](mailto:sectdeptt@lemontreehotels.com); Website: [www.lemontreehotels.com](http://www.lemontreehotels.com)

**NOTICE OF POSTAL BALLOT**

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations, Lemon Tree Hotels Limited ("the Company") hereby seeks your approval in respect of the special business as stated in this Postal Ballot Notice via Postal Ballot, only by way of remote e-voting ('Postal Ballot' or 'e-voting').

In compliance of the circular issued by the Ministry of Corporate Affairs ('MCA') No. 09/2024 dated 19<sup>th</sup> September, 2024 (in continuation to the circulars issued earlier in this regard) issued by the Ministry of Corporate Affairs ('MCA Circulars') this Postal Ballot Notice is being sent by email only, to the members whose e-mail addresses are registered with the Depository Participants ('DP')/ Depository/ Registrar & Share Transfer Agent of the Company. Further, the assent/ dissent of the members on the resolutions proposed in this Postal Ballot Notice will be considered only through the remote e-voting system.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice.

The e-voting facility will be available during the following period:

Cut-off date for eligibility to vote	September 19, 2025
Commencement of e-voting period	September 27, 2025
Conclusion of e-voting period	October 26, 2025

The remote e-voting facility will be disabled immediately after 5.00 p.m. (IST) on October 26, 2025 and will be disallowed thereafter. Based on the Scrutinizer's Report, the result of remote e-voting will be announced within 2 working days of conclusion of the postal ballot.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website [www.lemontreehotels.com](http://www.lemontreehotels.com) and on the website of National Securities Depository Limited ("NSDL") [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. October 26, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The Board of Directors of the Company recommends approval of the shareholders for the Special Resolution appended below. The detailed explanatory statement setting out the material facts concerning the resolution and instructions for e-voting, are annexed to this Postal Ballot Notice.



**SPECIAL BUSINESS:**

1. Shifting of registered office of the Company from **"Union Territory of Delhi" to the "State of Haryana"**.

To consider and, if thought fit, pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force) ("the Rules") subject to the approval of Central Government [powers delegated to Regional Director (RD)], and such other approvals, permissions and sanctions as may be required under the provisions of the Act or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded to shift the registered office of the Company from "Union Territory of Delhi" to the "State of Haryana" and that the existing Clause II of the Memorandum of Association of the Company be substituted with the following clause:

**"II. The Registered office of the Company will be situated in the State of Haryana".**

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall deem to include any of its duly constituted Committee) or any officer/ executive/ representative and/or any other person so authorized by the Board, be and is hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval/ consent, as may be considered necessary and further authorized to appoint counsels/ consultant and advisors, file applications/ petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the concerned authorities and to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

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

**Date: September 17, 2025  
Place: New Delhi**

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

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



**NOTES:**

1. An Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, in respect of the special business to be transacted at the meeting under Item No. 1 is annexed hereto.
2. As per the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, members are provided the facility to cast their vote on resolutions set forth in this Postal Ballot Notice ('Notice'), through remote e-voting facility ('remote e-voting').
3. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose email address is registered with the Company. The physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.
4. The Notice is being sent to all Members whose names appear in the Register of Members as on close of business hours on September 19, 2025, i.e. 'the cut-off date'. The voting rights of Members shall be in proportion to their shares held in the total paid-up equity share capital of the Company as on the cut-off date i.e. September 19, 2025. The person who is not a member as on the cut-off date should treat this Notice for information purpose only. 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 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 the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
5. Only a member who is entitled to vote is entitled to exercise his/her/its vote through Evoting. Any recipient of this Notice who has no voting rights as on the date mentioned in point 5 above should treat the same for intimation purpose only.
6. The Board of Directors of the Company have appointed Mr. Prakash Verma (COP No. 11671), proprietor of M/s. Prakash Verma & Associates, Practicing Company Secretary as the scrutinizer for conducting the Postal Ballot in true and fair manner.
7. The Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman, and the result of remote e-voting will be announced within 2 working days of conclusion of postal ballot. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.
8. The result of Postal Ballot shall be declared and notified by any officer of the Company authorized by the Chairman in this behalf on or before the closure of business hours at the Registered Office of the Company and displayed along with Scrutinizer's report on the website of Company at [www.lemontreehotels.com](http://www.lemontreehotels.com) and [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
9. Pursuant to the provisions of Sections 108 and other applicable provisions, if any, of the Act and the rules framed thereunder, E-voting facility is provided to all the eligible Members of the Company. The facility of casting vote by the Members using electronic voting system will be provided by E-voting Service Provider (ESP) i.e., National Securities Depository Limited. The Members are requested to read carefully the instructions given below before casting their vote electronically. A Member can log in any number of times till the votes are cast on all the resolutions or till the end of the voting period, whichever is earlier.



10. Kindly note that a member can opt only one mode of voting i.e. E-voting. The Scrutinizer's decision on the validity of the votes cast through E-voting shall be final.
11. Postal Ballot Notice will be available on the website of the Company [www.lemontreehotels.com](http://www.lemontreehotels.com) and on the website of e-voting service provider (ESP) i.e., National Securities Depository Limited [www.evoting.nsdl.com](http://www.evoting.nsdl.com) till October 26, 2025 the last date specified by the Company for voting through e-Voting.
12. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e. October 26, 2025.
13. Voting through electronic means:  
The voting period will commence on September 27, 2025 at 9.00 a.m. (IST) and will end on October 26, 2025 at 5:00 p.m. (IST). During this period the Members of the Company, holding shares, as on the cut-off date i.e. September 19, 2025, may cast their vote electronically. The E-voting module shall be disabled by ESP for voting thereafter.



**Procedure for e-Voting as prescribed by E-voting Service Provider (ESP) i.e., National Securities Depository Limited:**

**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 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.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you</li> </ol>

	<p>will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store            Google Play         </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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 able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 "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.





**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](mailto: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](mailto:einward.ris@kfintech.com) or [sectdeptt@lemontreehotels.com](mailto:sectdeptt@lemontreehotels.com). If you are an Individual shareholder 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.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto: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 to access e-Voting facility.



**GENERAL INFORMATION:**

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](mailto:info@tgladvisors.com) with a copy marked to [evoting@nsdl.com](mailto: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?" option available on [www.evoting.nsdl.com](http://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](http://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](mailto:evoting@nsdl.com) or at telephone no. 022- 48867000.



## **EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 1 Shifting of registered office of the Company from "Union Territory of Delhi" to the "State of Haryana"**

Presently, the registered office of the Company is situated in the Union Territory of Delhi at Asset No. 6, Aerocity Hospitality District, New Delhi-110037 and to exercise better administrative and economic control and enable the Company to rationalize co-ordination & communication for ease of management and streamline its operations as well as the management of affairs including of operational efficiency, the Board of Directors of the Company, by way of its resolution dated September 17, 2025, has approved the shifting of the Registered Office of the Company from the Union Territory of Delhi to the State of Haryana, subject to the approval of the members and requisite statutory / regulatory approvals.

The Company operates several hotels in the state of Haryana and has its own office space situated at Sector 60, Gurgaon, Haryana, where the Company is proposing to shift its Registered Office. Sector 60, Gurgaon is a prime, well-connected commercial and residential area, with convenient access to the Cyber City and Delhi International Airport. The location of the proposed registered office shall be close to the Golf Course Extension Road. Accordingly, the registered office is being shifted to an easily accessible location within the city limits.

The shifting of Registered Office from the Union Territory of Delhi to the State of Haryana is in the best interest of the Company, shareholders, all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees in any manner whatsoever.

Pursuant to the provisions of Sections 12, 13, 110 and all other applicable provisions, if any, of the Act read with applicable Rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and related alteration of Clause II of the Memorandum of Association (the "MOA") of the Company requires the approval of members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to the Regional Director).

Therefore, the approval of the members is sought through Postal Ballot / e-voting for shifting of the Registered Office of the Company from the Union Territory of Delhi to the State of Haryana and consequently, for altering Clause II of the MOA.

The copy of the existing MOA indicating the proposed amendments, resolution passed by the Board of Directors and other allied documents, if any, being referred in the resolution would be available for inspection by the members, free of cost, at the Registered Office of the Company on all working days (except Saturdays, Sundays and National Holidays) between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of this Notice till the last date of e-voting i.e. October 26, 2025.

None of the Directors or Key Managerial Personnel's and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item no. 1 of the Notice, except to the extent of their shareholdings, if any, in the Company.

The Board, accordingly, recommends passing of a Special Resolution as set out in the Notice for the approval of the members.

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

**Date: September 17, 2025**  
**Place: New Delhi**

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

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