August 4, 2018

National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G  
Bandra Kurla Complex  
Bandra (E), Mumbai – 400051

NSE Scrip Symbol: LEMONTREE

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai – 400001

BSE Scrip Code: 541233

Subject: Voting Results under Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sir

We wish to inform you that the 26th Annual General Meeting (AGM) of the members of the Company was held on August 3, 2018 at 03.00 p.m at Air Force Auditorium, Subroto Park, New Delhi-110010.

Pursuant to Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Section 108 of the Companies Act, 2013 and rules made thereunder, the Company had provided e-voting facility to the members entitled to cast their votes on all resolutions. Further, the Company provided voting facility at the AGM Venue through a Postal Ballot for those who have not exercised e-voting facility.

Mr. Prakash Verma, Company Secretary in whole time practice has been appointed as the scrutinizer for scrutinizing e-voting & postal ballot process and has submitted his report on all the resolutions contained in the Notice of the AGM.

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

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

Kindly take the above information into record.

Thanking You

For Lemon Tree Hotels Limited

Nikhil Seth
Group Company Secretary & GM Legal  
and Compliance Officer
Consolidated Report of Scrutinizer on Remote E-voting and Voting through Polling Paper


To,

The Chairman of Annual General Meeting,
Held on Friday, the 3rd day of August, 2018,
At 03:00 P.M.,
At Air Force Auditorium, Subroto Park,
New Delhi – 110 010

Report on e-voting and voting by Poll at the Annual General Meeting (“the AGM/AGM”) of the Members of Lemon Tree Hotels Limited (“the Company/Company”) held on Friday, the 3rd day of August, 2018, at 03:00 P.M., at Air Force Auditorium, Subroto Park, New Delhi - 110010

1. Appointment as Scrutinizer:

I, CS Prakash Verma, Proprietor of Prakash Verma & Associates, Company Secretaries, was appointed as the Scrutinizer for conducting the remote e-voting process and voting through polling papers, in pursuance of the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management And Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, at the AGM of Lemon Tree Hotels Limited, held on Friday, the 3rd day of August, 2018, at 03:00 P.M., at Air Force Auditorium, Subroto Park, New Delhi - 110010.

2. Agency:

The Company had appointed Karvy Computershare Private Limited (“Karvy”) as the agency for providing the remote e-Voting platform. The service provider accordingly has set up e-voting facility on their website evoting.karvy.com.

3. Dispatch of Notice convening the Meeting:

The Company has completed on 09th day of July, 2018 the dispatch of Notice of AGM along with details of Login ID and password to its members through Courier and through mail by Karvy to members whose email id was registered with the Company or with the Depository Participant(s).

4. Cut-off date:

The voting rights were reckoned as on Friday, the 27th day of July, 2018, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the Meeting.
5. Remote E-voting:

Remote e-Voting platform was opened from Tuesday, the 31st day of July, 2018 at 9:00 A.M. (IST) and ended on Thursday, the 02nd day of August, 2018 at 5:00 P.M. (IST) and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary/Special Resolutions, on the e-voting platform provided by Karvy.

6. Voting at the AGM:

6.1 As prescribed under Rule 20 (4) (xiii) of the Companies (Management and Administration) Rules, 2014, as amended from time to time, for the purpose of ensuring that members who have cast their votes through remote e-Voting do not vote again at 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 related to members who have cast their votes through remote e-Voting, such as their names, DP Id/Client Id, folios, number of shares held but not the manner in which they have voted.

6.2 Accordingly, Karvy, the remote e-Voting Agency provided us with the names, DP Id/Client Id, folios, shareholding of the members who had cast their votes through remote e-Voting.

6.3 In line with the provisions of the Companies Act, 2013 and in term of the clarification issued by MCA, voting by show of hands was not conducted at the General Meeting as e-voting has been offered to the Members. Therefore, at the AGM of the Company, voting was conducted by means of poll under Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.

6.4 At the AGM, after the declaration of Poll by the Chairman, One (1) ballot box which was kept for polling was locked in my presence with due identification marks placed by me.

6.5 Considering the aforesaid, ballot papers has issued to the members who attended the meeting.

7. Counting Process:

7.1 On Completion of voting at the meeting, M/s. Karvy Computershare Private Limited, Registrar and Transfer Agent (RTA) of the Company provided me with the list of members who had cast their votes, their holding details and details of vote cast on each of the resolution.

7.2 The votes were reconciled with the records maintained by the Company and RTA with respect to the authorization/ proxies lodged with the Company.

7.3 The locked ballot box was subsequently opened in my presence along with two (2) witness a) Ms. Shivani Dhingra, R/o RZF 95, Sadh Nagar-2, Palam, New Delhi - 110045 and b) Ms. Shweta Sharma, R/o D Block, House No - 58, Laxmi Nagar, Delhi - 110092, who are not in the employment of the Company and poll papers were diligently scrutinized. The Witnesses have signed below in confirmation of the Ballot Boxes being
unlocked in my presence. The Poll papers have been reconciled with the records maintained by the Company and RTA of the Company and the authorization / proxies lodged with the Company.

(Shivani Dhiniga)  
(Shweta Sharma)

7.4 The polling papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

7.5 After counting the votes casted by the members and proxy holders present at the AGM through polling papers the votes casted through remote e-voting by the members were unblocked on Friday, the 03rd day of August, 2018 at 03:43 P. M. (IST) in the presence of two (2) witnesses namely Ms. Shivani Dhiniga and Ms. Shweta Sharma, who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.

(Shivani Dhiniga)  
(Shweta Sharma)

7.6 Thereafter, the details containing, inter-alia, the information about shareholders voting “For” and “Against” the resolutions, were generated from the e-voting website of Karvy.

8. Results:

8.1 I observed that:

a) 54 members in total had casted their votes at the meeting and out of which vote of 6 members were found as invalid.

b) 204 members had cast their votes through remote e-Voting.

8.2 Based on the reports generated from the e-voting system provided by Karvy and votes casted on Poll, we submit the consolidated results of e-voting and Poll herewith, in respect to each item on the agenda as set out in the Notice of the AGM.

9. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof on the resolutions contained in the Notice of AGM. Our responsibilities as scrutinizers are restricted to make a Scrutinizers' Report of the votes cast "For" or "Against" the resolutions stated in the Notice.

10. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairman of the AGM to declare the result of the meeting.
11. The Register, all other papers and relevant records relating to remote e-voting and voting by poll (Polling Paper) at the AGM shall remain in my safe custody until the Chairman consider, approves and signs the minutes of the aforesaid Annual General Meeting; and thereafter, the same will be handed over to the Company Secretary of the Company for safe keeping.

Thanking You,

Yours faithfully,
For and on behalf of
Prakash Verma & Associates
(Company Secretaries in Practice)

Prakash Verma
Proprietor (Scrutinizer)
FCS No. 9553
COP No. 11671

Date: 03rd August, 2018
Place: New Delhi
"Annexure to Scrutinizer's Report"  

**RESOLUTION 01: (ORDINARY RESOLUTION)**  

a) To Receive, consider and adopt the Audited Standalone Financial Statements of the Company for the period ended March 31, 2018 including the Audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss and Cash Flow Statements for the year ended March 31, 2018 and the Reports of the Auditors and Board of Directors in respect thereof.

<table>
<thead>
<tr>
<th>Mode</th>
<th>Total Voters</th>
<th>Total Shares</th>
<th>No Voting/Invalid Poll</th>
<th>Favour</th>
<th>Against</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>Number</td>
<td>Votes</td>
<td>Number</td>
</tr>
<tr>
<td>E-voting</td>
<td>204</td>
<td>703250785</td>
<td>7</td>
<td>3033667</td>
<td>196</td>
</tr>
<tr>
<td>Poll</td>
<td>48</td>
<td>7435</td>
<td>1</td>
<td>1</td>
<td>45</td>
</tr>
<tr>
<td>Total</td>
<td>252</td>
<td>703258220</td>
<td>8</td>
<td>3033668</td>
<td>241</td>
</tr>
</tbody>
</table>

Total Valid Shares (Total Shares) = 703258220  
Votes in Favour (% of Total Valid Shares) = 99.99%  
Votes in Against (% of Total Valid Shares) = 0.01%

b) To Receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the period ended March 31, 2018 and report of the Auditors in respect thereof.

<table>
<thead>
<tr>
<th>Mode</th>
<th>Total Voters</th>
<th>Total Shares</th>
<th>No Voting/Invalid Poll</th>
<th>Favour</th>
<th>Against</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>Number</td>
<td>Votes</td>
<td>Number</td>
</tr>
<tr>
<td>E-voting</td>
<td>204</td>
<td>703250785</td>
<td>7</td>
<td>3033667</td>
<td>196</td>
</tr>
<tr>
<td>Poll</td>
<td>48</td>
<td>7435</td>
<td>1</td>
<td>1</td>
<td>45</td>
</tr>
<tr>
<td>Total</td>
<td>252</td>
<td>703258220</td>
<td>8</td>
<td>3033668</td>
<td>241</td>
</tr>
</tbody>
</table>

Total Valid Shares (Total Shares) = 703258220  
Votes in Favour (% of Total Valid Shares) = 99.99%  
Votes in Against (% of Total Valid Shares) = 0.01%

**RESOLUTION 02: (ORDINARY RESOLUTION)**

For appointment of a director in the place of Mr. Rattan Keswani who retires by rotation and is eligible for re-appointment.
<table>
<thead>
<tr>
<th>Mode</th>
<th>Total Voters</th>
<th>Total Shares</th>
<th>No Voting/Invalid Poll</th>
<th>Favour</th>
<th>Against</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>Number</td>
<td>Votes</td>
<td>Number</td>
</tr>
<tr>
<td>E-voting</td>
<td>204</td>
<td>703250785</td>
<td>2</td>
<td>405</td>
<td>188</td>
</tr>
<tr>
<td>Poll</td>
<td>48</td>
<td>7435</td>
<td>1</td>
<td>1</td>
<td>45</td>
</tr>
<tr>
<td>Total</td>
<td>252</td>
<td>703258220</td>
<td>3</td>
<td>406</td>
<td>233</td>
</tr>
</tbody>
</table>

Total Valid Shares (Total Shares) = 703258220

Votes in Favour (% of Total Valid Shares) = 92.94%

Votes in Against (% of Total Valid Shares) = 07.06%

**RESOLUTION 03: (ORDINARY RESOLUTION)**

For appointment of a director in the place of Mr. Niten Malhan who retires by rotation and is eligible for re-appointment.

<table>
<thead>
<tr>
<th>Mode</th>
<th>Total Voters</th>
<th>Total Shares</th>
<th>No Voting/Invalid Poll</th>
<th>Favour</th>
<th>Against</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>Number</td>
<td>Votes</td>
<td>Number</td>
</tr>
<tr>
<td>E-voting</td>
<td>204</td>
<td>703250785</td>
<td>2</td>
<td>405</td>
<td>200</td>
</tr>
<tr>
<td>Poll</td>
<td>48</td>
<td>7435</td>
<td>1</td>
<td>1</td>
<td>45</td>
</tr>
<tr>
<td>Total</td>
<td>252</td>
<td>703258220</td>
<td>3</td>
<td>406</td>
<td>245</td>
</tr>
</tbody>
</table>

Total Valid Shares (Total Shares) = 703258220

Votes in Favour (% of Total Valid Shares) = 99.99%

Votes in Against (% of Total Valid Shares) = 0.01%

**RESOLUTION 04: (ORDINARY RESOLUTION)**

For appointment of a director in the place of Mr. Ravi Kant Jaipuriya who retires by rotation and is eligible for re-appointment.
RESOLUTION 05: (ORDINARY RESOLUTION)

For appointment of Mr. Pradeep Mathur (DIN: 05198770) as an Independent Director of the Company for a period of 5(Five) Years w.e.f. December 05, 2017.

<table>
<thead>
<tr>
<th>Mode</th>
<th>Total Voters</th>
<th>Total Shares</th>
<th>No Voting/Invalid Poll</th>
<th>Favour</th>
<th>Against</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>Number</td>
<td>Votes</td>
<td>Number</td>
</tr>
<tr>
<td>E-voting</td>
<td>204</td>
<td>703250785</td>
<td>2</td>
<td>290</td>
<td>199</td>
</tr>
<tr>
<td>Poll</td>
<td>48</td>
<td>7435</td>
<td>1</td>
<td>1</td>
<td>45</td>
</tr>
<tr>
<td>Total</td>
<td>252</td>
<td>703258220</td>
<td>3</td>
<td>291</td>
<td>244</td>
</tr>
</tbody>
</table>

Total Valid Shares (Total Shares) = 703258220
Votes in Favour (% of Total Valid Shares) = 99.99%
Votes in Against (% of Total Valid Shares) = 0.01%

RESOLUTION 06: (ORDINARY RESOLUTION)

For contribution to Charitable or other funds/institutions in terms of Section 181 of the Companies Act, 2013.

<table>
<thead>
<tr>
<th>Mode</th>
<th>Total Voters</th>
<th>Total Shares</th>
<th>No Voting/Invalid Poll</th>
<th>Favour</th>
<th>Against</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>Number</td>
<td>Votes</td>
<td>Number</td>
</tr>
<tr>
<td>E-voting</td>
<td>204</td>
<td>703250785</td>
<td>4</td>
<td>805</td>
<td>176</td>
</tr>
<tr>
<td>Poll</td>
<td>48</td>
<td>7435</td>
<td>1</td>
<td>1</td>
<td>45</td>
</tr>
<tr>
<td>Total</td>
<td>252</td>
<td>703258220</td>
<td>5</td>
<td>806</td>
<td>221</td>
</tr>
</tbody>
</table>

Total Valid Shares (Total Shares) = 703258220
Votes in Favour (% of Total Valid Shares) = 92.16%
Votes in Against (% of Total Valid Shares) = 07.84%

RESOLUTION 07: (SPECIAL RESOLUTION)

For approval of payment of remuneration to Mr. Patanjali Govind Keswani, Chairman & Managing Director of the Company.
E-voting | 204 | 703250785 | 3 | 780 | 197 | 703247735 | 5 | 2267  
Poll | 48 | 7435 | 1 | 1 | 45 | 7109 | 2 | 215  
Total | 252 | 703258220 | 4 | 781 | 242 | 703254844 | 7 | 2482

Total Valid Shares (Total Shares) = 703258220  
Votes in Favour (% of Total Valid Shares) = 99.99%  
Votes in Against (% of Total Valid Shares) = 0.01%

Thanking You,

Yours faithfully,
For and on behalf of
Prakash Verma & Associates
(Company Secretaries in Practice)

Prakash Verma  
Proprietor (Scrutinizer)  
FCS No. 9553  
COP No. 11671

Date: 03rd August, 2018  
Place: New Delhi