



May 30, 2025

**National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East)
Mumbai – 400051**

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

Name of Scrip: LEMONTREE

BSE Scrip Code: 541233

Subject: Annual Secretarial Compliance Report for financial year 2024-25

**Ref: Regulation 24(A) of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Secretarial Compliance Report of the Company dated May 29, 2025 issued by M/s DPV & Associates LLP, Company Secretaries for the financial year 2024-25.

The report may also be accessed on the website of the Company at www.lemontreehotels.com

This is for your kind information and record.

Thanking You

For Lemon Tree Hotels Limited

**Pawan Kumar Kumawat
Company Secretary
& Compliance Officer
M.No: A25377**

Encl a/a

Lemon Tree Hotels Limited

(CIN No. L74899DL1992PLC049022)

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

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**Annual Secretarial Compliance Report of LEMON TREE HOTELS LIMITED
for the financial year ended 31st March 2025**

[Under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **LEMON TREE HOTELS LIMITED** (hereinafter referred as the 'listed entity'), having its Registered Office at Asset No. 6, Aerocity Hospitality District, New Delhi - 110037. Secretarial Review was conducted in a manner that provided us with a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

We have examined:

- all the documents and records made available to me and explanation provided by the listed entity;
- the filings/ submissions made by the listed entity to the Stock Exchanges;
- the website of the listed entity; and
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended **31st March 2025** ('Review Period') in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ('SEBI');

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI LODR Regulations**');
- SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the Company during the Review Period);
- SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- SEBI (Buy-Back of Securities) Regulations, 2018 (Not applicable to the Company during the Review Period);
- SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the Company during the Review Period);

- (g) SEBI (Prohibition of Insider Trading) Regulations, 2015 and circulars/ guidelines issued thereunder;
- (h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with listed entity; and
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and based on the above examination, we hereby report that, during the Review Period:
- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of the matters specified below:

Sl. No.	Compliance Requirement (Regulations / circulars / guidelines including Specific clause)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action (Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Nil										

- (b) The Listed entity has taken the following actions to comply with the observations made in the previous reports:

Sl. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the financial year ended 31 March 2024	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation/ deviations and actions taken/ penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable						

- (c) We hereby report that, during the Review Period, the compliance status of the listed entity with the following requirements:

Sl. No.	Particulars	Compliance Status (Yes/ No/ N.A.)	Observations/Remarks by Practicing Company Secretary*
1.	<u>Secretarial Standards</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS), issued by The Institute of Company Secretaries of India (ICSI).	Yes	-
2.	<u>Adoption and timely updation of the Policies</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of the Board of Directors of the listed entity. • All the policies are in conformity with SEBI Regulations and have been reviewed and 	Yes	-

	timely updated as per the regulations/ circulars/ guidelines issued by SEBI.		
3.	<p><u>Maintenance and disclosures on Website</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	Yes	-
4.	<p><u>Disqualification of Director</u></p> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	-
5.	<p><u>Details related to Subsidiaries of listed entity</u></p> <p>a) Identification of material subsidiary companies.</p> <p>b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	Yes	-
6.	<p><u>Preservation of Documents</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival Policy prescribed under SEBI LODR Regulations.</p>	Yes	-
7.	<p><u>Performance Evaluation</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in the SEBI (LODR) Regulations.</p>	Yes	-
8.	<p><u>Related Party Transactions</u></p> <p>a) The listed entity has obtained prior approval of the Audit Committee for all Related Party Transactions.</p> <p>b) The listed entity has provided detailed reasons along with confirmation whether</p>	Yes	-

	the transactions were subsequently approved/ ratified/rejected by the Audit Committee, in case no prior approval has been obtained.		
9.	<u>Disclosure of events or information</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations within the time limits prescribed thereunder.	Yes	-
10.	<u>Prohibition of Insider Trading</u> The listed entity is in compliance with Regulation 3(5) and 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any</u> No Action has been taken against the listed entity/ its promoters/ directors/ subsidiaries, either by the SEBI or by Stock Exchanges (including under the Standard Operating Procedures, issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	N.A.	There was no action taken either by SEBI or Stock Exchange
12.	<u>Resignation of Statutory Auditors from the listed entity or its material subsidiaries</u> In case of resignation of Statutory Auditors from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/ or its material subsidiary(ies) has/ have complied with Paragraph 6.1 and 6.2 of Section V-D of Chapter V of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 .	N.A.	There was no event of resignation of the Statutory Auditors during the Review Period in the listed entity or any of its material subsidiaries.
13.	<u>Additional Non-compliances, if any</u> No additional non-compliances observed for any SEBI Regulations/ circulars/ guidance notes etc., except as reported above.	N.A.	There was no noncompliance observed in the listed entity

*Observations/ Remarks by PCS are mandatory, if the Compliance status is provided as 'No' or 'N.A.'.

In terms Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 we further confirm that:

The Listed Entity has complied with the following requirements for disclosure of Employee Benefit Scheme Documents in terms of regulation 46(2)(za) of the SEBI LODR Regulations:

- a. The scheme documents have been uploaded on the website of the listed entity.
- b. The documents uploaded on the website have minimum information to be disclosed to shareholders as per Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify, based upon our examination of relevant documents and information.
3. We have not verified the correctness and appropriateness of the financial Records and Books of Account of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI (LODR) Regulations and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



Date: May 29, 2025
Place: Faridabad

For DPV & Associates LLP
Company Secretaries
Firm Reg. No.: L2021HR009500
Peer Review Certificate No. 6189/2024

Devesh Kumar Vasisht
Managing Partner
CP No.:13700 / Mem. No. F8488
UDIN: F008488G000482467