



July 17, 2024

National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G  
Bandra Kurla Complex  
Bandra (E), Mumbai – 400 051

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

NSE Scrip Symbol: LEMONTREE

BSE Scrip Code: 541233

**Subject: Corporate Governance Report under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter ended June 30, 2024**

Dear Sir/ Madam

Pursuant to the provisions of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Corporate Governance Report of the Company for the Quarter ended June 30, 2024.

You are requested to kindly take the same on record.

Thanking You

For Lemon Tree Hotels Limited

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

Encl. as above

**Lemon Tree Hotels Limited**

(CIN No. L74899DL1992PLC049022)

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

T +91 11 4605 0101 | F +91 11 46050110 | E hi@lemontreehotels.com

Central Reservation: +91 9911 701 701 | www.lemontreehotels.com

| <b>General information about company</b>                       |                           |
|--|---------------------------|
| Scrip code   | 541233                    |
| NSE Symbol   | LEMONTREE                 |
| MSEI Symbol  | NOTLISTED                 |
| ISIN   | INE970X01018              |
| Name of the entity   | LEMON TREE HOTELS LIMITED |
| Date of start of financial year                                | 01-04-2024                |
| Date of end of financial year                                  | 31-03-2025                |
| Reporting Quarter  | Quarterly                 |
| Date of Report   | 30-06-2024                |
| Risk management committee                                      | Applicable                |
| Market Capitalisation as per immediate previous Financial Year | Top 500 listed entities   |



| Annexure I   |                 |                            |     |          |  |                         |                         |               |
|--|-----------------|----------------------------|-----|----------|--|-------------------------|-------------------------|---------------|
| Annexure I to be submitted by listed entity on quarterly basis       |                 |                            |     |          |  |                         |                         |               |
| I. Composition of Board of Directors                                 |                 |                            |     |          |  |                         |                         |               |
| Disclosure of notes on composition of board of directors explanatory |                 |                            |     |          |  |                         |                         |               |
| Whether the listed entity has a Regular Chairperson                  |                 |                            |     |          |  |                         |                         | Yes           |
| Whether Chairperson is related to MD or CEO                          |                 |                            |     |          |  |                         |                         | Yes           |
| Sr   | Title (Mr / Ms) | Name of the Director       | PAN | DIN      | Category 1 of directors                  | Category 2 of directors | Category 3 of directors | Date of Birth |
| 1  | Mr              | Patanjali Govind Keswani   |     | 00002974 | Executive Director                       | Chairperson             | MD                      | 09-02-1959    |
| 2  | Mr              | Aditya Madhav Keswani      |     | 07208901 | Non-Executive - Non Independent Director | Not Applicable          |                         | 07-05-1991    |
| 3  | Mr              | Willem Albertus Hazeleger  |     | 07902239 | Non-Executive - Non Independent Director | Not Applicable          |                         | 06-11-1968    |
| 4  | Mrs             | Freyan Jamshed Desai       |     | 00965073 | Non-Executive - Independent Director     | Not Applicable          |                         | 23-12-1961    |
| 5  | Mr              | Paramartha Saikia          |     | 07145770 | Non-Executive - Independent Director     | Not Applicable          |                         | 15-03-1962    |
| 6  | Mr              | Niten Malhan               |     | 00614624 | Non-Executive - Independent Director     | Not Applicable          |                         | 02-08-1971    |
| 7  | Mr              | Praveen Garg               |     | 00208604 | Non-Executive - Independent Director     | Not Applicable          |                         | 21-10-1961    |
| 8  | Mr              | Sanjiv Nandan Sahai        |     | 00860449 | Non-Executive - Independent Director     | Not Applicable          |                         | 14-01-1961    |
| 9  | Ms              | Smita Anand                |     | 00059228 | Non-Executive - Independent Director     | Not Applicable          |                         | 26-06-1959    |
| 10   | Mr              | Arindam Kumar Bhattacharya |     | 01570746 | Non-Executive - Independent Director     | Not Applicable          |                         | 04-03-1962    |



| I. Composition of Board of Directors                                       |                                       |                                |                              |                             |                |
|--|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|
| Disqualification of Directors under section 164 of the Companies Act, 2013 |                                       |                                |                              |                             |                |
| Sr   | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status |
| 1  | No                                    |                                |                              |                             | Active         |
| 2  | No                                    |                                |                              |                             | Active         |
| 3  | No                                    |                                |                              |                             | Active         |
| 4  | No                                    |                                |                              |                             | Active         |
| 5  | No                                    |                                |                              |                             | Active         |
| 6  | No                                    |                                |                              |                             | Active         |
| 7  | No                                    |                                |                              |                             | Active         |
| 8  | No                                    |                                |                              |                             | Active         |
| 9  | No                                    |                                |                              |                             | Active         |
| 10   | No                                    |                                |                              |                             | Active         |



| I. Composition of Board of Directors |   |                                    |                             |                        |                   |                                |  |  |   |  |                      |                             |                             |
|--------------------------------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|--|---|--|----------------------|-----------------------------|-----------------------------|
| Sr                                   | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)] | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Reason for Cessation | Notes for not providing PAN | Notes for not providing DIN |
| 1                                    | NA  |                                    | 07-10-2002                  | 01-04-2023             |                   |                                | 1  | 0  | 1   | 0  |                      |                             |                             |
| 2                                    | NA  |                                    | 17-06-2015                  | 17-06-2015             |                   |                                | 1  | 0  | 0   | 0  |                      |                             |                             |
| 3                                    | NA  |                                    | 09-08-2017                  | 09-08-2017             |                   |                                | 1  | 0  | 0   | 0  |                      | Textual Information(1)      |                             |
| 4                                    | NA  |                                    | 15-06-2017                  | 15-06-2022             |                   | 84                             | 1  | 1  | 2   | 1  |                      |                             |                             |
| 5                                    | NA  |                                    | 15-06-2017                  | 15-06-2022             |                   | 84                             | 2  | 2  | 2   | 0  |                      |                             |                             |
| 6                                    | NA  |                                    | 06-11-2020                  | 06-11-2020             |                   | 43                             | 3  | 3  | 4   | 1  |                      |                             |                             |
| 7                                    | NA  |                                    | 09-11-2023                  | 09-11-2023             |                   | 7                              | 1  | 1  | 2   | 2  |                      |                             |                             |
| 8                                    | NA  |                                    | 09-11-2023                  | 09-11-2023             |                   | 7                              | 1  | 1  | 1   | 0  |                      |                             |                             |
| 9                                    | NA  |                                    | 09-11-2023                  | 09-11-2023             |                   | 7                              | 3  | 3  | 2   | 0  |                      |                             |                             |
| 10                                   | NA  |                                    | 11-04-2019                  | 11-04-2019             | 10-04-2024        | 60                             | 0  | 0  | 0   | 0  | Tenure Completion    |                             |                             |



| Text Block             |                          |
|------------------------|--------------------------|
| Textual Information(1) | He is a foreign Director |



| Audit Committee Details                               |            |                            |                                      |                         |                     |                   |                        |
|---|------------|----------------------------|--------------------------------------|-------------------------|---------------------|-------------------|------------------------|
| Whether the Audit Committee has a Regular Chairperson |            |                            |                                      |                         | Yes                 |                   |                        |
| Sr  | DIN Number | Name of Committee members  | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks                |
| 1   | 00208604   | Praveen Garg               | Non-Executive - Independent Director | Chairperson             | 06-02-2024          |                   | Textual Information(1) |
| 2   | 00860449   | Sanjiv Nandan Sahai        | Non-Executive - Independent Director | Member                  | 06-02-2024          |                   |                        |
| 3   | 00965073   | Freyan Jamshed Desai       | Non-Executive - Independent Director | Member                  | 09-02-2021          |                   |                        |
| 4   | 00614624   | Niten Malhan               | Non-Executive - Independent Director | Chairperson             | 06-11-2020          | 29-05-2024        |                        |
| 5   | 01570746   | Arindam Kumar Bhattacharya | Non-Executive - Independent Director | Member                  | 13-02-2020          | 10-04-2024        | Textual Information(2) |



| Sr Text Block          |   |
|------------------------|---|
| Textual Information(1) | Designated as Chairperson w.e.f. 29.05.2024 |
| Textual Information(2) | Tenure Completion                           |





| Nomination and remuneration committee                                       |            |                            |  |                         |                     |                   |                        |
|---|------------|----------------------------|--|-------------------------|---------------------|-------------------|------------------------|
| Whether the Nomination and remuneration committee has a Regular Chairperson |            |                            |  |                         | Yes                 |                   |                        |
| Sr  | DIN Number | Name of Committee members  | Category 1 of directors                  | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks                |
| 1   | 00059228   | Smita Anand                | Non-Executive - Independent Director     | Chairperson             | 06-02-2024          |                   | Textual Information(1) |
| 2   | 00860449   | Sanjiv Nandan Sahai        | Non-Executive - Independent Director     | Member                  | 29-05-2024          |                   |                        |
| 3   | 07902239   | Willem Albertus Hazeleger  | Non-Executive - Non Independent Director | Member                  | 29-05-2024          |                   |                        |
| 4   | 07145770   | Paramartha Saikia          | Non-Executive - Independent Director     | Member                  | 09-08-2018          |                   |                        |
| 5   | 00965073   | Freyan Jamshed Desai       | Non-Executive - Independent Director     | Member                  | 11-04-2019          |                   |                        |
| 6   | 00614624   | Niten Malhan               | Non-Executive - Independent Director     | Chairperson             | 06-11-2020          | 29-05-2024        |                        |
| 7   | 01570746   | Arindam Kumar Bhattacharya | Non-Executive - Independent Director     | Member                  | 06-11-2020          | 10-04-2024        | Textual Information(2) |

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| Sr Text Block          |   |
|------------------------|---|
| Textual Information(1) | Designated as Chairperson w.e.f. 29.05.2024 |
| Textual Information(2) | Tenure Completion                           |



| Stakeholders Relationship Committee                                       |            |                           |                                      |                         |                     |                   |         |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson |            |                           |                                      |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 00965073   | Freyan Jamshed Desai      | Non-Executive - Independent Director | Chairperson             | 15-06-2017          |                   |         |
| 2   | 00002974   | Patanjali Govind Keswani  | Executive Director                   | Member                  | 15-06-2017          |                   |         |
| 3   | 07145770   | Paramartha Saikia         | Non-Executive - Independent Director | Member                  | 15-06-2017          |                   |         |



| Risk Management Committee                                       |            |                            |  |                         |                     |                   |                        |
|---|------------|----------------------------|--|-------------------------|---------------------|-------------------|------------------------|
| Whether the Risk Management Committee has a Regular Chairperson |            |                            |  |                         | Yes                 |                   |                        |
| Sr  | DIN Number | Name of Committee members  | Category 1 of directors                  | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks                |
| 1   | 07902239   | Willem Albertus Hazeleger  | Non-Executive - Non Independent Director | Chairperson             | 30-05-2023          |                   | Textual Information(1) |
| 2   | 00208604   | Praveen Garg               | Non-Executive - Independent Director     | Member                  | 29-05-2024          |                   |                        |
| 3   | 07208901   | Aditya Madhav Keswani      | Non-Executive - Non Independent Director | Member                  | 29-05-2024          |                   |                        |
| 4   | 00002974   | Patanjali Govind Keswani   | Executive Director                       | Member                  | 29-05-2019          |                   |                        |
| 5   | 00614624   | Niten Malhan               | Non-Executive - Independent Director     | Member                  | 09-02-2021          |                   |                        |
| 6   | 00965073   | Freyan Jamshed Desai       | Non-Executive - Independent Director     | Chairperson             | 04-12-2022          | 29-05-2024        |                        |
| 7   | 01570746   | Arindam Kumar Bhattacharya | Non-Executive - Independent Director     | Member                  | 09-02-2021          | 10-04-2024        | Textual Information(2) |



| Sr Text Block          |   |
|------------------------|---|
| Textual Information(1) | Designated as Chairperson w.e.f. 29.05.2024 |
| Textual Information(2) | Tenure Completion                           |



| Corporate Social Responsibility Committee                                       |            |                           |  |                         |                     |                   |         |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson |            |                           |  |                         |                     |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 07145770   | Paramartha Saikia         | Non-Executive - Independent Director     | Chairperson             | 13-08-2018          |                   |         |
| 2   | 00002974   | Patanjali Govind Keswani  | Executive Director                       | Member                  | 20-03-2014          |                   |         |
| 3   | 00965073   | Freyan Jamshed Desai      | Non-Executive - Independent Director     | Member                  | 13-08-2018          |                   |         |
| 4   | 07208901   | Aditya Madhav Keswani     | Non-Executive - Non Independent Director | Member                  | 13-08-2018          |                   |         |



| Other Committee |            |                           |                         |                         |                         |         |
|-----------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr              | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |



| Annexure 1   |   |  |   |                              |  |   |   |   |
|--|---|--|---|------------------------------|--|---|---|---|
| Annexure 1   |   |  |   |                              |  |   |   |   |
| III. Meeting of Board of Directors                               |   |  |   |                              |  |   |   |   |
| Disclosure of notes on meeting of board of directors explanatory |   |  |   |                              |  |   |   |   |
| Sr   | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
| 1  | 06-02-2024  |  |   |                              | Yes  | 10  | 10  | 7   |
| 2  |   | 29-05-2024   | 112   |                              | Yes  | 9   | 9   | 6   |





| Annexure 1   |                                       |   |   |                         |                               |  |  |  |   |  |
|--|---------------------------------------|---|---|-------------------------|-------------------------------|--|--|--|---|--|
| IV. Meeting of Committees                                |                                       |   |   |                         |                               |  |  |  |   |  |
| Disclosure of notes on meeting of committees explanatory |                                       |   |   |                         |                               |  |  |  |   |  |
| Sr   | Name of Committee                     | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors Present (All Directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
| 1  | Audit Committee                       | 05-02-2024  |   |                         |                               | Yes  | 3  | 2  | 2   | 0  |
| 2  | Audit Committee                       | 28-05-2024  | 112   |                         |                               | Yes  | 4  | 4  | 4   | 0  |
| 3  | Nomination and remuneration committee | 29-05-2024  | 0   |                         |                               | Yes  | 4  | 4  | 4   | 0  |
| 4  | Stakeholders Relationship Committee   | 29-05-2024  |   |                         |                               | Yes  | 3  | 3  | 2   | 0  |



| Annexure 1                    |  |                               |  |
|-------------------------------|--|-------------------------------|--|
| V. Related Party Transactions |  |                               |  |
| Sr                            | Subject  | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1                             | Whether prior approval of audit committee obtained   | Yes                           |  |
| 2                             | Whether shareholder approval obtained for material RPT   | NA                            |  |
| 3                             | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes                           |  |



| Annexure 1       |   |                            |
|------------------|---|----------------------------|
| VI. Affirmations |   |                            |
| Sr               | Subject   | Compliance status (Yes/No) |
| 1                | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015   | Yes                        |
| 2                | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee   | Yes                        |
| 3                | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee                                    | Yes                        |
| 4                | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee                                    | Yes                        |
| 5                | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities) | Yes                        |
| 6                | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                               | Yes                        |
| 7                | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                   | Yes                        |
| 8                | This report and/or the report submitted in the previous quarter has been placed before Board of Directors.  | Yes                        |



| Annexure 1 |                   |  |
|------------|-------------------|--|
| Sr         | Subject           | Compliance status                        |
| 1          | Name of signatory | JYOTI VERMA                              |
| 2          | Designation       | Company Secretary and Compliance Officer |

A circular stamp containing a handwritten signature in black ink. The signature appears to be 'JY' followed by a stylized flourish.

| Details of Cyber security incidence  |                   |                            |
|--|-------------------|----------------------------|
| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter |                   | No                         |
| Number of cyber security incidence or breaches or loss of data event occurred during the quarter   |                   |                            |
| Sr.  | Date of the event | Brief details of the event |



| Signatory Details     |  |
|-----------------------|--|
| Name of signatory     | JYOTI VERMA                              |
| Designation of person | Company Secretary and Compliance Officer |
| Place                 | NEW DELHI                                |
| Date                  | 17-07-2024                               |



