

April 20, 2022

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

Dear Sir

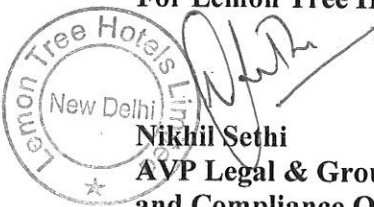
Subject: Corporate Governance Report under Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the Quarter and Year ended March 31, 2022

Pursuant to the provisions of Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed the Corporate Governance Report of the Company for the Quarter & Year ended March 31, 2022.

You are requested to kindly take the same on record.

Thanking You

For Lemon Tree Hotels Limited



Nikhil Sethi
AVP Legal & Group Company Secretary
and Compliance Officer

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

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity -Lemon Tree Hotels Limited
2. Quarter ending - 31-Mar-2022

i. Composition Of Board Of Director

Title (Mr./Ms.)	Name of the Director	DIN	Category (Chairperson / Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee (s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Patanjali Govind Keswani	00002974	C & ED	MD	07-Oct-2002	01-Apr-2018			09-Feb-1959	NA		1	0	1	0	SC, RC	
Mr.	Rattan Keswani	05317766	ED	MD	12-Dec-2012	01-Jan-2020	31-Mar-2022		12-Feb-1961	NA		0	0	0	0	SC	
Mr.	Aditya Madhav Keswani	07208901	NED		17-Jun-2015	17-Jun-2015			07-May-1991	NA		1	0	0	0		
Mr.	Willem Albertus Hazeleger	07902239	NED		09-Aug-2017	09-Aug-2017			06-Nov-1968	NA		1	0	0	0		He is a foreign director
Mrs	Freyan Jamshed Desai	00965073	ID		15-Jun-2017	15-Jun-2017		57	23-Dec-1961	NA		1	1	2	1	AC, SC, NR C	
Mr.	Paramartha Saikia	07145770	ID		15-Jun-2017	15-Jun-2017		57	15-Mar-1962	NA		2	2	2	0	SC, NR C	

Mr.	Pradeep Mathur	05198770	ID		05-Dec-2017	05-Dec-2017		51	14-Sep-1957	NA		1	1	2	1	AC, RC, N RC	
Mr.	Arvind Singhania	00934017	ID		15-Jun-2017	15-Jun-2017		57	28-May-1964	NA		2	1	1	0		
Mr.	Ashish Kumar Guha	00004364	ID		15-Jun-2017	15-Jun-2017		57	18-Nov-1956	NA		1	1	2	1	AC	
Mr.	Arindam Kumar Bhattacharya	01570746	ID		11-Apr-2019	11-Apr-2019		36	04-Mar-1962	NA		2	2	2	0	AC, RC, N RC	
Mr.	Niten Malhan	00614624	ID		06-Nov-2020	06-Nov-2020		17	02-Aug-1971	NA		3	3	3	0	AC, RC, N RC	

Company Remarks	Mr. Patanjali Govind Keswani is the Chairman and Managing Director
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/ Membership	Appointment Date	Cessation Date
1	Pradeep Mathur	ID	Chairperson	09-Aug-2018	
2	Ashish Kumar Guha	ID	Member	15-Jun-2017	
3	Niten Malhan	ID	Member	06-Nov-2020	
4	Freyan Jamshed Desai	ID	Member	09-Feb-2021	
5	Arindam Kumar Bhattacharya	ID	Member	13-Feb-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Freyan Jamshed Desai	ID	Chairperson	15-Jun-2017	
2	Patanjali Govind Keswani	C & ED	Member	15-Jun-2017	
3	Rattan Keswani	ED	Member	15-Jun-2017	21-Mar-2022
4	Paramartha Saikia	ID	Member	11-Apr-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Pradeep Mathur	ID	Chairperson	09-Feb-2021	
2	Patanjali Govind Keswani	C & ED	Member	29-May-2019	
3	Niten Malhan	ID	Member	09-Feb-2021	
4	Arindam Kumar Bhattacharya	ID	Member	09-Feb-2021	
5	Vikramjit Singh	Member	Member	29-May-2019	
6	Kapil Sharma	Member	Member	09-Feb-2021	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Niten Malhan	ID	Chairperson	06-Nov-2020	
2	Paramartha Saikia	ID	Member	09-Aug-2018	
3	Pradeep Mathur	ID	Member	05-Dec-2017	
4	Freyan Jamshed Desai	ID	Member	11-Apr-2019	
5	Arindam Kumar Bhattacharya	ID	Member	06-Nov-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
21-Oct-2021	10-Feb-2022	Yes	9	5
	21-Mar-2022	Yes	7	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	111

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/ No)	Number of Directors present	Number of independent directors present
Audit Committee	20-Oct-2021		Yes	4	4
Audit Committee	22-Dec-2021		Yes	4	4
Audit Committee		09-Feb-2022	Yes	3	3
Audit Committee		21-Mar-2022	Yes	3	3
Risk Management Committee		28-Jan-2022	Yes	3	2
Nomination & Remuneration Committee		10-Feb-2022	Yes	4	4

Company Remarks	In Risk Management Committee meeting, two other members who are not Directors were also present in the meeting.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	48

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/ No/ NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
--	--

VI. Affirmations

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**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. 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**
4. 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**
5. a. This report and/ or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 b. Any comments/ observations/ advice of Board of Directors may be mentioned here:

--

Name :
Designation :

Sd/-
Nikhil Sethi
Company Secretary & Compliance Officer



ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.lemontreehotels.com
Terms and conditions of appointment of independent directors	Yes		www.lemontreehotels.com/investors.aspx
Composition of various committees of board of directors	Yes		www.lemontreehotels.com/investors.aspx
Code of conduct of board of directors and senior management personnel	Yes		www.lemontreehotels.com/investors.aspx
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.lemontreehotels.com/investors.aspx
Criteria of making payments to non-executive directors	Yes		www.lemontreehotels.com/investors.aspx
Policy on dealing with related party transactions	Yes		www.lemontreehotels.com/investors.aspx
Policy for determining 'material' subsidiaries	Yes		www.lemontreehotels.com/investors.aspx
Details of familiarization programs imparted to independent directors	Yes		www.lemontreehotels.com/investors.aspx
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		www.lemontreehotels.com/investors.aspx
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes		www.lemontreehotels.com/investors.aspx
Financial results	Yes		www.lemontreehotels.com/investors.aspx
Shareholding pattern	Yes		www.lemontreehotels.com/investors.aspx
Details of agreements entered into with the media companies and/or their associates	Not Applicable		

Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.lemontreehotels.com/investors.aspx
New name and the old name of the listed entity	Yes		www.lemontreehotels.com/investors.aspx
Advertisements as per regulation 47 (1)	Yes		www.lemontreehotels.com/investors.aspx
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Not Applicable		
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.lemontreehotels.com/investors.aspx
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.lemontreehotels.com/investors.aspx
Materiality Policy as per Regulation 30	Yes		www.lemontreehotels.com/investors.aspx
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.lemontreehotels.com/investors.aspx
It is certified that these contents on the website of the listed entity are correct.	Yes		www.lemontreehotels.com/investors.aspx

II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/ or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/ compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	

Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of Board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of nomination & remuneration committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of stakeholder relationship committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
Meeting of Risk Management Committee	22	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Not Applicable	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Not Applicable	
Maximum Tenure	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
D & O Insurance for Independent Directors	25(10)	Yes	

<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
--------------------------	--

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	
--------------------------	--

Name : Sd/- **Nikhil Sethi**
Designation : **Company Secretary & Compliance Officer**



ANNEXURE IV

% symbol %	% company Name %	% quarter Ended %
------------	------------------	-------------------

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	0	0	0	0	0	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

(D) If the Listed Entity would like to provide any other information the same may be indicated here

--

Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

Company Remarks in case of non-compliant status

Name: Kapil Sharma
Designation: Chief Financial Officer
Place: New Delhi
Date: 20-Apr-2022

