



October 15, 2018

**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 half year ended September 30, 2018

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 and half year ended September 30, 2018 as **Annexure 1 and Annexure 2.**

You are requested to kindly take the same on record.

Thanking You

For Lemon Tree Hotels Limited


Nikhil Sethi
**Group Company Secretary & GM Legal
and Compliance Officer**

Encl. as above

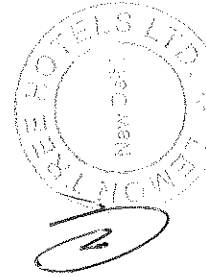
ANNEXURE-1

CORPORATE GOVERNANCE REPORT

Name of the Entity: **Lemon Tree Hotels Limited**
 Quarter Ending: **September 30, 2018**

I. Composition of Board of Directors

Title (Mr., Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including Lemon Tree Hotels Limited (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including Lemon Tree Hotels Limited (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including Lemon Tree Hotels Limited (Refer Regulation 26(1) of Listing Regulations)
Mr.	Patanjali Govind Keswani	00002974	Executive- Chairman and Managing Director	01.04.2018	-	1	1	0
Mr.	Rattan Keswani	05317766	Executive - Deputy Managing Director	01.01.2017	-	1	1	0
Mr.	Aditya Madhav Keswani	07208901	Non-Executive - Non-independent Director	17.06.2015	-	1	0	0
Mr.	Ravi Kant Jaipuria	00003668	Non-Executive - Non-independent Director	23.12.2003	-	2	0	0

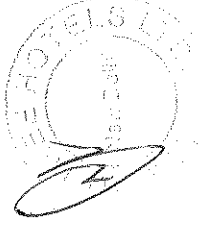



Mr.	Anish Saraf	00322784	Non-Executive – Additional Non-independent Director	13.08.2018	-	1	0	0	0
Mr.	Willem Albertus Hazleger	07902239	Non-Executive - Non-independent Director	09.08.2017	-	1	0	0	0
Mr.	Gopal Sitaram Jiwarajka	00024325	Non-Executive and Independent Director	18.09.2017	49 months	2	3	2	2
Mrs.	Freyan Jamshed Desai	00965073	Non-Executive and Independent Director	15.06.2017	16 months	1	1	0	0
Mr.	Paramartha Saikia	07145770	Non-Executive and Independent Director	15.06.2017	16 months	1	2	0	0
Mr.	Pradeep Mathur	05198770	Non-Executive and Independent Director	05.12.2017	10 months	1	2	1	1
Mr.	Arvind Singhania	00934017	Non-Executive and Independent Director	15.06.2017	16 months	2	1	0	0
Mr.	Ashish Kumar Guha	00004364	Non-Executive and Independent Director	15.06.2017	16 months	3	3	1	1
Mr.	Niten Malhan	00614624	Non-Executive and Non-Independent Director	Date of cessation 13.08.2018	-	-	-	-	-

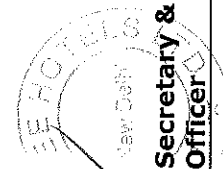
\$PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period



II. Composition of Committees			
Name of Committee	Name of Committee Members		
1. Audit Committee	Mr. Gopal Sitaram Jiwarajka Mr. Pradeep Mathur Mr. Ashish Kumar Guha		
2. Nomination & Remuneration Committee	Mr. Pradeep Mathur Mr. Gopal Sitaram Jiwarajka Mr. Paramartha Saikia		
3. Stakeholders Relationship Committee	Mr. Patanjali Govind Keswani Mr. Gopal Sitaram Jiwarajka Mr. Patanjali Govind Keswani Mr. Rattan Keswani Mrs. Freyan Jamshed Desai		
III. Meetings of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter		
02.04.2018			
25.05.2018	13.08.2018		
IV. Meetings of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
13.08.2018	Yes	25.05.2018	79
Audit Committee			
13.08.2018	Yes	25.05.2018	79
Nomination & Remuneration Committee			
13.08.2018	Yes	25.05.2018	79
Stakeholder's Relationship Committee			
Category (Chairperson/Executive/Non-Executive/Independent/Nominee)		Chairman of Audit Committee and Independent Director	
Non-Executive Independent Director		Non-Executive Independent Director	
Non-Executive Independent Director		Non-Executive Independent Director	
Chairman of Nomination & Remuneration Committee and Independent Director		Non-Executive Independent Director	
Non-Executive Independent Director		Non-Executive Independent Director	
Non-Executive Independent Director		Executive Director	
Chairman of Stakeholders Relationship Committee and Independent Director		Executive Director	
Executive Director		Executive Director	
Executive Director		Non-Executive Independent Director	
Maximum gap between any two consecutive (in number of days)		79	

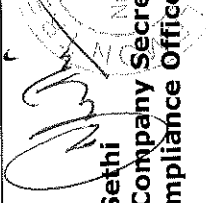


-	NA	25.05.2018	-
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions (till date)			
<i>Subject</i>		<i>Compliance Status (Yes/No/NA)</i>	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	
<p>Note: 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>			
Affirmations:			
<ol style="list-style-type: none"> 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities) 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. 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. 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned. 			
 Nikhil Sethi Group Company Secretary & General Manager Legal and Compliance Officer		Date: 15th October, 2018 Place: New Delhi	



ANNEXURE-2

Compliance Report on Corporate Governance for six months ended September 30, 2018

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) <small>(refer note below)</small>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Note 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		
 Nikhil Sethi Group Company Secretary & General Manager Legal and Compliance Officer		Date: 15th October, 2018 Place: New Delhi

