

October 19, 2023

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

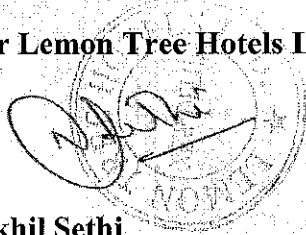
Subject: Corporate Governance Report under Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the Quarter ended September 30, 2023

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 ended September 30, 2023

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

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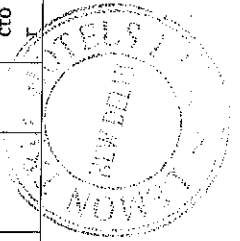
ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Lemon Tree Hotels Limited
2. Quarter ending - 30-Sep-2023

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 the direct or is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg. 17 (1A) of Listing Regulations)	Date of special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	No of membership in Audit/Audit/ Stakeholder Committee	No of post in Chairpersons/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-2023			09-Feb-1959	No					NA		1	0	1	0	SC, RC	
Mr.	Aditya Madhav Keswani	07208901	NED		17-Jun-2015	17-Jun-2015			07-May-1991	No					NA		1	0	0	0		
Mr.	Willem Albertus Hazeleger	07902239	NED		09-Aug-2017	09-Aug-2017			06-Nov-1968	No					NA		1	0	0	0	RMC	He is a Foreign Director



Mrs.	Freyan Jamshed Desai	00 96 50 73	ID		15-Jun-2017	15-Jun-2022	75	23-Dec-1961	No				1	2	1	AC, SC, R, C, NR, C
Mr.	Paramartha Saikia	07 14 57 70	ID		15-Jun-2017	15-Jun-2022	75	15-Mar-1962	No	NA			2	2	0	SC, NR, C
Mr.	Arindam Kumar Bhattacharya	01 57 07 46	ID		11-Apr-2019	11-Apr-2019	53	04-Mar-1962	No	NA			4	6	0	AC, R, C, NR, C
Mr.	Niten Malhan	00 61 46 24	ID		06-Nov-2020	06-Nov-2020	34	02-Aug-1971	No	NA			3	5	2	AC, R, C, NR, C

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

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Niten Malhan	ID	Chairperson	06-Nov-2020	
2	Arindam Kumar Bhattacharya	ID	Member	13-Feb-2020	
3	Freyan Jamshed Desai	ID	Member	09-Feb-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Freyan Jamshed Desai	ID	Chairperson	15-Jun-2017	
2	Patanjali Govind Keswani	C & ED	Member	15-Jun-2017	
3	Paramartha Saikia	ID	Member	11-Apr-2019	

Company Remarks	
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Freyan Jamshed Desai	ID	Chairperson	04-Dec-2022	
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	Willem Albertus Hazeleger	NED	Member	30-May-2023	
6	Vikramjit Singh	President	Member	29-May-2019	
7	Kapil Sharma	Chief Financial Officer	Member	09-Feb-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Niten Malhan	ID	Chairperson	06-Nov-2020	
2	Paramartha Saikia	ID	Member	09-Aug-2018	
3	Freyan Jamshed Desai	ID	Member	11-Apr-2019	

4	Arindam Kumar Bhattacharya	ID	Member	06-Nov-2020
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Company Remarks	
Whether Regular chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	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
28-Apr-2023	Yes	7	6	3
30-May-2023	Yes	7	7	4
10-Aug-2023	Yes	7	7	4

Company Remarks	71
Maximum gap between any two consecutive (in number of days)	

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	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)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	28-Apr-2023	Yes	3	3	3	0

Audit Committee	29-May-2023	Yes	3	3	3	3	0
Audit Committee	09-Aug-2023	Yes	3	3	3	3	0
Nomination & Remuneration Committee	30-May-2023	Yes	4	4	4	4	0
Nomination & Remuneration Committee	10-Aug-2023	Yes	4	4	4	4	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	71

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
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	
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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 1000 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**
 - 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 : Nikhil Sethi
Designation : Company Secretary & Compliance Officer

ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status	Company Remark
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	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

Name : 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						
Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promoter or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them
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)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0

0	0	0	0
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them	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

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Affirmations <i>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</i>
Company Remarks in case of non-compliant status

Name: KAPIL SHARMA
Designation: Chief Financial Officer
Place: New Delhi
Date: 19-Oct-2023

