

January 18, 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**

**Dear Sir**

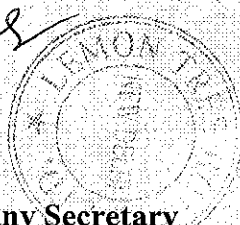
**Subject: Corporate Governance Report under Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the Quarter ended December 31, 2023**

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 December 31, 2023.

You are requested to kindly take the same on record.

Thanking You

**For Lemon Tree Hotels Limited**



**Jyoti Verma**  
**Group Company Secretary**  
**cum 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](http://www.lemontreehotels.com)**

General information about company	
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	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	31-12-2023
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							Textual Information(I)	
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	AEQPK2642L	00002974	Executive Director	Chairperson	MD	09-02-1959
2	Mr	Aditya Madhav Keswani	BQPPK2711N	07208901	Non-Executive - Non Independent Director	Not Applicable		07-05-1991
3	Mr	Willem Albertus Hazeleger	ZZZZZ9999Z	07902239	Non-Executive - Non Independent Director	Not Applicable		06-11-1968
4	Mrs	Freyan Jamshed Desai	AACPD3858M	00965073	Non-Executive - Independent Director	Not Applicable		23-12-1961
5	Mr	Paramartha Saikia	ABZPS9997A	07145770	Non-Executive - Independent Director	Not Applicable		15-03-1962
6	Mr	Arindam Kumar Bhattacharya	AEFPB4416C	01570746	Non-Executive - Independent Director	Not Applicable		04-03-1962
7	Mr	Niten Malhan	AJOPM0110G	00614624	Non-Executive - Independent Director	Not Applicable		02-08-1971
8	Mr	Praveen Garg	ADCPG8341H	00208604	Non-Executive - Independent Director	Not Applicable		21-10-1961
9	Mr	Sanjiv Nandan Sahai	AANPS5340L	00860449	Non-Executive - Independent Director	Not Applicable		14-01-1961
10	Mrs	Smita Anand	ABJPS9673H	00059228	Non-Executive - Independent Director	Not Applicable		26-06-1959

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				
2	No				
3	No				
4	No				
5	No				
6	No				
7	No				
8	No				
9	No				
10	No				

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)	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(2)	
4	NA		15-06-2017	15-06-2022		78	1	1	2	1		
5	NA		15-06-2017	15-06-2022		78	2	2	2	0		
6	NA		11-04-2019	11-04-2019		56	4	4	6	0		
7	NA		06-11-2020	06-11-2020		37	3	3	5	2		
8	NA		09-11-2023	09-11-2023		1	1	1	1	0		
9	NA		09-11-2023	09-11-2023		1	1	1	0	0		
10	NA		09-11-2023	09-11-2023		1	3	3	2	0		

Text Block	
Textual Information(1)	<p>8. The Board at its meeting held on November 9, 2023, appointed Mr. Praveen Garg (DIN: 00208604) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from November 9, 2023 to November 8, 2028, not liable to retire by rotation, subject to the approval of the shareholders through special resolution. The Postal Ballot dated 13.12.2023 for Obtaining Shareholders Approval for his appointment as Non-Executive Independent Director of the Company from November 09, 2023 to November 08, 2028 (both days inclusive) is in Process.</p> <p>9. The Board at its meeting held on November 9, 2023, appointed Mr. Sanjiv Nandan Sahai (DIN: 00860449) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from November 9, 2023 to November 8, 2028, not liable to retire by rotation, subject to the approval of the shareholders through special resolution. The Postal Ballot dated 13.12.2023 for Obtaining Shareholders Approval for his appointment as Non-Executive Independent Director of the Company from November 09, 2023 to November 08, 2028 (both days inclusive) is in Process.</p> <p>10. The Board at its meeting held on November 9, 2023, appointed Mrs. Smita Anand (DIN: 00059228) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from November 9, 2023 to November 8, 2028, not liable to retire by rotation, subject to the approval of the shareholders through special resolution. The Postal Ballot dated 13.12.2023 for Obtaining Shareholders Approval for her appointment as Non-Executive Independent Director of the Company from November 09, 2023 to November 08, 2028 (both days inclusive) is in Process.</p>
Textual Information(2)	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	00614624	Niten Malhan	Non-Executive - Independent Director	Chairperson	06-11-2020		
2	01570746	Arindam Kumar Bhattacharya	Non-Executive - Independent Director	Member	13-02-2020		
3	00965073	Freyan Jamshed Desai	Non-Executive - Independent Director	Member	09-02-2021		

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	00614624	Niten Malhan	Non-Executive - Independent Director	Chairperson	06-11-2020		
2	07145770	Paramartha Saikia	Non-Executive - Independent Director	Member	09-08-2018		
3	00965073	Freyan Jamshed Desai	Non-Executive - Independent Director	Member	11-04-2019		
4	01570746	Arindam Kumar Bhattacharya	Non-Executive - Independent Director	Member	06-11-2020		



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	11-04-2019		

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	00965073	Freyan Jamshed Desai	Non-Executive - Independent Director	Chairperson	04-12-2022		
2	00002974	Patanjali Govind Keswani	Executive Director	Member	29-05-2019		
3	00614624	Niten Malhan	Non-Executive - Independent Director	Member	09-02-2021		
4	01570746	Arindam Kumar Bhattacharya	Non-Executive - Independent Director	Member	09-02-2021		
5	07902239	Willem Albertus Hazeleger	Non-Executive - Non Independent Director	Member	30-05-2023		
6	99999999	Vikramjit Singh	President	Member	29-05-2019		Textual Information(1)
7	99999999	Kapil Sharma	Chief Financial Officer	Member	09-02-2021		Textual Information(2)

Sr Text Block	
Textual Information(1)	He is the President of the Company.
Textual Information(2)	He is the Chief Financial Officer of the Company

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility 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	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	10-08-2023				Yes	7	7	4
2		09-11-2023	90		Yes	10	7	4

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	09-08-2023				Yes	3	3	3	0
2	Audit Committee	08-11-2023	90			Yes	3	3	3	0
3	Audit Committee	13-12-2023	34			Yes	3	3	3	0
4	Nomination and remuneration committee	10-08-2023				Yes	4	4	4	0
5	Nomination and remuneration committee	09-11-2023	90			Yes	4	4	4	0
6	Risk Management Committee	09-11-2023				Yes	5	5	3	2

Annexure 1										
IV. Meeting of Committees										
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)
7	Corporate Social Responsibility Committee	09-11-2023				Yes	4	4	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	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

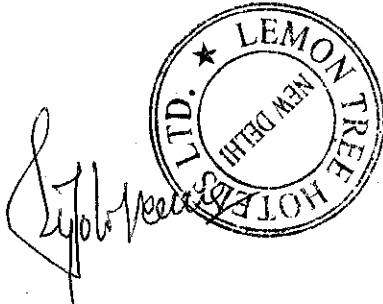
Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure 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

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

Signatory Details	
Name of signatory	JYOTI VERMA
Designation of person	Company Secretary and Compliance Officer
Place	NEW DELHI
Date	18-01-2024

x



The image shows a handwritten signature in cursive script, which appears to read 'Jyoti Verma'. To the right of the signature is a circular stamp. The stamp contains the text 'LEMON TREE HOTELS LTD.' around the top half and 'NEW DELHI' around the bottom half, with a small star symbol in the center.