

January 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 December 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 ended December 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

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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 - **31-Dec-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 the director 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 passing 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 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	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		He is a Foreign Director
Mr.	Freya Jamshed Desai	00965073	ID		15-Jun-2017	15-Jun-2022		66.16	23-Dec-1961	No					NA		1	1	2	1	AC,SC,RC,NRC	
Mr.	Paramartha Saikia	07145770	ID		15-Jun-2017	15-Jun-2022		66.16	15-Mar-1962	No					NA		2	2	2	0	SC,NRC	
Mr.	Pradeep Mathur	05198770	ID		05-Dec-2017	05-Dec-2017	04-Dec-2022	60	14-Sep-1957	No					NA		1	1	2	1	AC,RC,NRC	
Mr.	Arindam Kumar Bhattacharya	01570746	ID		11-Apr-2019	11-Apr-2019		44.29	04-Mar-1962	No					NA		2	2	4	0	AC,RC,NRC	
Mr.	Niten Malhan	00614624	ID		06-Nov-2020	06-Nov-2020		25.25	02-Aug-1971	No					NA		3	3	3	1	AC,RC,NRC	



Company Remarks	1. Mr. Patanjali Govind Keswani, Chairman & Managing Director is also the promoter. 2. Mr Pradeep Mathur have been re-appointed by the Board w.e.f 05.12.2022 subject to the approval of the shareholders in the AGM. However, the resolution for his re-appointment has not been passed with the requisite majority in the AGM held on 14.09.2022, hence he has ceased to be Independent Directors from the Board and the committees of the Co w.e.f 04.12.2022.
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	
4	Pradeep Mathur	ID	Chairperson	09-Aug-2018	04-Dec-2022

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	Vikramjit Singh	President	Member	29-May-2019	
6	Kapil Sharma	Chief Financial Officer	Member	09-Feb-2021	
7	Pradeep Mathur	ID	Chairperson	09-Feb-2021	04-Dec-2022

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	Pradeep Mathur	ID	Member	05-Dec-2017	04-Dec-2022
4	Freyan Jamshed Desai	ID	Member	11-Apr-2019	
5	Arindam Kumar Bhattacharya	ID	Member	06-Nov-2020	

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
02-Aug-2022	Yes	8	7	4
11-Nov-2022	Yes	8	7	4

Company Remarks	There were 10 Directors as on the date of the BM held on 02-08-2022 and Number of Directors present in last BM were 9. Out of 9 directors present in the meeting, 6 were ID. However 2 directors have ceased to be ID as on 14-09-2022. The same has been disclosed in previous quarter CG report. However, if we mention the above details for the BM held on 02-08-2022, the XBRL report is showing validation error that we cannot mention no of Directors more than composition of Directors as on 31.12.2022 (i.e 8 Directors). Therefore, we are mentioning Total number of Directors as 8 and Number of Directors present 7 and out of 7, 4 as IDs (excluding the presence of IDs ceased to be directors from the Board)
Maximum gap between any two consecutive (in number of days)	100

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	02-Aug-2022	Yes	5	4	4	0
Audit Committee	10-Nov-2022	Yes	4	3	3	0
Risk Management Committee	11-Nov-2022	Yes	4	3	2	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	99



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	
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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**
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 : **Nikhil Sethi**
 Designation : **Company Secretary & Compliance Officer**

