

January 23, 2025

**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, 2024**

Dear Sir/Madam

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, 2024.

You are requested to kindly take the same on record.

Thanking You

**For Lemon Tree Hotels Limited**

**Kapil Sharma  
Chief Financial Officer**

Encl. as above

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	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Quarterly
Date of Report	31-12-2024
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								
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	Niten Malhan	AJOPM0110G	00614624	Non-Executive - Independent Director	Not Applicable		02-08-1971
7	Mr	Praveen Garg	ADCPG8341H	00208604	Non-Executive - Independent Director	Not Applicable		21-10-1961
8	Mr	Sanjiv Nandan Sahai	AANPS5340L	00860449	Non-Executive - Independent Director	Not Applicable		14-01-1961
9	Ms	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				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active

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)	Reason for Cessation	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(1)	
4	NA		15-06-2017	15-06-2022		90	1	1	3	1			
5	NA		15-06-2017	15-06-2022		90	2	2	2	0			
6	NA		06-11-2020	06-11-2020		49	3	3	3	1			
7	NA		09-11-2023	09-11-2023		13	1	1	3	3			
8	NA		09-11-2023	09-11-2023		13	1	1	3	0			
9	NA		09-11-2023	09-11-2023		13	3	3	2	0			

Text Block	
Textual Information(1)	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	00208604	Praveen Garg	Non-Executive - Independent Director	Chairperson	06-02-2024		Textual Information(1)
2	00860449	Sanjiv Nandan Sahai	Non-Executive - Independent Director	Member	06-02-2024		
3	00965073	Freyan Jamshed Desai	Non-Executive - Independent Director	Member	09-02-2021		

Sr Text Block	
Textual Information(1)	Mr. Praveen Garg was appointed as a chairman of audit committee w.e.f. 29.05.2024.

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	00059228	Smita Anand	Non-Executive - Independent Director	Chairperson	06-02-2024		Textual Information(1)
2	00860449	Sanjiv Nandan Sahai	Non-Executive - Independent Director	Member	29-05-2024		
3	07902239	Willem Albertus Hazeleger	Non-Executive - Non Independent Director	Member	29-05-2024		
4	07145770	Paramartha Saikia	Non-Executive - Independent Director	Member	09-08-2018		
5	00965073	Freyan Jamshed Desai	Non-Executive - Independent Director	Member	11-04-2019		

Sr Text Block	
Textual Information(1)	Ms. Smita Anand was appointed as a chairman of nomination and remuneration committee w.e.f. 29.05.2024.

<b>Stakeholders Relationship Committee</b>							
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	07902239	Willem Albertus Hazeleger	Non-Executive - Non Independent Director	Chairperson	30-05-2023		Textual Information(1)
2	00208604	Praveen Garg	Non-Executive - Independent Director	Member	29-05-2024		
3	07208901	Aditya Madhav Keswani	Non-Executive - Non Independent Director	Member	29-05-2024		
4	00002974	Patanjali Govind Keswani	Executive Director	Member	29-05-2019		
5	00614624	Niten Malhan	Non-Executive - Independent Director	Member	09-02-2021		

Sr Text Block	
Textual Information(1)	Mr. Willem Albertus Hazeleger was appointed as a chairman of risk management committee w.e.f. 29.05.2024.

<b>Corporate Social Responsibility Committee</b>							
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	07-08-2024				Yes	9	9	6
2		14-11-2024	98		Yes	9	9	6

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	06-08-2024				Yes	3	3	3	0
2	Audit Committee	13-11-2024	98			Yes	3	3	3	0
3	Corporate Social Responsibility Committee	14-11-2024				Yes	4	4	2	0
4	Nomination and remuneration committee	07-08-2024				Yes	5	5	4	0
5	Nomination and remuneration committee	14-11-2024	98			Yes	5	5	4	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	NA	
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	Kapil Sharma
2	Designation	Chief Financial 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
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	Kapil Sharma
Designation of person	Chief Financial Officer
Place	New Delhi
Date	23-01-2025

General information about company	
Class Of Security	Equity
NSE Symbol	LEMONTREE
Name of the listed entity	LEMON TREE HOTELS LIMITED
BSE Scrip Code	541233
MSEI Symbol	NOTLISTED
ISIN	INE970X01018
Is SCORE ID Available ?	Yes
SCORE Registration ID	COMZ00248
Reason For No SCORE ID	
Quarter Ending	31-12-2024
Type of Submission	Original
Remarks (In case of any exception)	

<b>Investor Grievance Details</b>	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0