



July 13, 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 ended June 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 ended June 30, 2018 as **Annexure-1**.

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

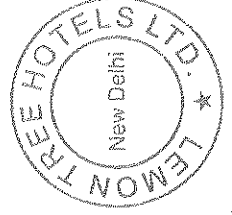
**ANNEXURE-1**

**CORPORATE GOVERNANCE REPORT**

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

**I. Composition of Board of Directors**

Title (Mr., Ms.)	Name of the Director	PAN <sup>s</sup> & 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	-	2	3	1
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



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Mr.	Ravi Kant Jaipuria	00003668	Non-Executive - Non-independent Director	23.12.2003	-	2	0	0
Mr.	Niten Malhan	00614624	Non-Executive - Non-independent Director	26.07.2006	-	1	1	0
Mr.	Willem Albertus Hazeleger	07902239	Non-Executive - Non-independent Director	09.08.2017	-	1	0	0
Mr.	Gopal Sitaram Jiwarajka	00024325	Non-Executive and Independent Director	18.09.2017	45 months	2	3	3
Mrs.	Freyan Jamshed Desai	00965073	Non-Executive and Independent Director	15.06.2017	12 months	1	2	1
Mr.	Paramartha Saikia	07145770	Non-Executive and Independent Director	15.06.2017	12 months	1	2	0
Mr.	Pradeep Mathur	05198770	Non-Executive and Additional Independent Director	05.12.2017	7 months	1	0	0
Mr.	Arvind Singhania	00934017	Non-Executive and Independent Director	15.06.2017	12 months	2	1	0
Mr.	Ashish Kumar Guha	00004364	Non-Executive and Independent Director	15.06.2017	12 months	3	2	0

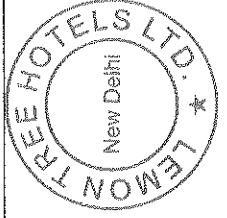
\$PAN number of any director would not be displayed on the website of Stock Exchange

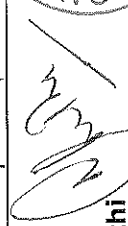
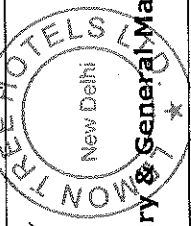
&Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

\* 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 Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
Name of Committee			
1. Audit Committee		Mr. Gopal Sitaram Jiwarajka	Chairman of Audit Committee and Independent Director
		Mr. Niten Malhan	Non-Executive Director
		Mr. Ashish Kumar Guha	Non-Executive Independent Director
		Mr. Pradeep Mathur	Chairman of Nomination & Remuneration Committee and Additional Independent Director
2. Nomination & Remuneration Committee		Mr. Gopal Sitaram Jiwarajka	Non-Executive Independent Director
		Mr. Niten Malhan	Non-Executive Director
		Mr. Patanjali Govind Keswani	Executive Director
3. Stakeholders Relationship Committee		Mr. Gopal Sitaram Jiwarajka	Chairman of Stakeholders Relationship Committee and Independent Director
		Mr. Patanjali Govind Keswani	Executive Director
		Mr. Rattan Keswani	Executive Director
		Mrs. Freyan Jamshed Desai	Non-Executive Independent Director
<b>III. Meetings of Board of Directors</b>			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter		Maximum gap between any two consecutive (in number of days)
14.03.2018	02.04.2018		18
	25.05.2018		52
<b>IV. Meetings of Committees</b>			
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*
25.05.2018	Yes	<b>Audit Committee</b>	
		14.03.2018	71
25.05.2018	Yes	<b>Nomination &amp; Remuneration Committee</b>	
		-	-



Stakeholder's Relationship Committee		
25.05.2018	Yes	-
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional		
<b>V. Related Party Transactions (till date)</b>		
	Subject	Compliance Status (Yes/No/NA)
	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>		
<b>Affirmations:</b>		
<ol style="list-style-type: none"> <li>The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015               <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; remuneration committee</li> <li>Stakeholders relationship committee</li> <li><del>Risk management committee (applicable to the top 100 listed entities)</del></li> </ol> </li> <li>The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>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.</li> <li>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 here: Not Applicable. The Company is submitting its first Corporate Governance Report for the quarter ended June 30, 2018 as the Company got listed on April 9, 2018.</li> </ol>		
<p><b>Nikhil Sethi</b>  <b>Group Company Secretary &amp; General Manager Legal and Compliance Officer</b></p>  		
<p>Date: 13<sup>th</sup> July, 2018          Place: New Delhi</p>		