

To,  
 The Members of  
**LEMON TREE HOTELS LIMITED**  
 (CIN: L74899DL1992PLC049022)  
 Asset No. 6, Aerocity Hospitality District,  
 New Delhi - 110037

**Secretarial Auditors' Certificate on implementation of Employees Stock Option Schemes in accordance with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and resolution passed by the shareholders in the general meeting of the Company**

1. As per Regulation 13 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SBEB & SE Regulations') *"in the case of every company which has passed a Resolution for the scheme(s) under these Regulations, the Board of Directors shall at each annual general meeting place before the shareholders a certificate from the Secretarial Auditors of the Company that the scheme(s) has been implemented in accordance with these regulations and in accordance with the Resolution of the Company in the general meeting"*.
2. **Lemon Tree Hotels Limited** ('the Company') has approached us, being Secretarial Auditors of the Company, to issue this certificate as required under Regulation 13 of SBEB & SE Regulations to be placed at the ensuing Annual General Meeting to be held for the financial year ended on March 31, 2024 that the Scheme has been implemented in accordance with SBEB & SE Regulations and in accordance with the resolutions of the Company.
3. The Company had approved the implementation of 'Employees Stock Option Scheme 2006' (the Scheme) which was approved by members of the Company on August 25, 2006.

**Management's Responsibility**

4. The preparation and maintenance of all accounting and other records is solely the responsibility of the Management of the Company. This responsibility includes the design, implementation and maintenance of internal controls that are reasonable in the circumstances.
5. The Management is also responsible for ensuring that the Company complies with the requirements of SBEB & SE Regulations and the resolutions passed in the general meeting of the Company and for providing all the relevant information to the shareholders of the Company and the Stock Exchanges.

### **Auditor's Responsibility**

6. It is our responsibility to obtain reasonable assurance and form an opinion as to whether the Scheme has been implemented, in all material respects during the financial year ended March 31, 2024, in accordance with SBEB & SE Regulations and the resolutions passed by the Company.

### **Opinion**

7. Based on our examination and the information and explanations given to us, we are of the opinion that the Scheme has been implemented, in all material respects, during the financial year ended March 31, 2024, in accordance with SBEB & SE Regulations and the resolutions passed by the Company.

### **Restriction on Use**

8. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of placing before the shareholders of the Company at the forthcoming Annual General Meeting pursuant to the requirements of SBEB & SE Regulations. It should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.



Date: May 29, 2024  
Place: New Delhi

**For DPV & Associates LLP**

**Company Secretaries**

Firm Reg. No.: L2021DE009500

Peer Review Certificate No. 2792/2022

A handwritten signature in black ink, appearing to read "Devesh Kumar Vasisht".

**Devesh Kumar Vasisht**

Managing Partner (Scrutinizer)

CP No.:13700 / Mem. No. F8488

UDIN: F008488F000478397