

## Integrated Governance

### LEMON TREE HOTELS LIMITED

#### General information about company

Scrip code	541233
NSE Symbol	LEMONTREE
MSEI Symbol	NOTLISTED
ISIN	INE970X01018
Date of start of financial year	01-04-2025
Date of end of financial year	31-03-2026
Reporting Quarter Type	Quarterly
Date of Quarter Ending	30-06-2025
Type of company	Equity
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false No aquisition of shares or voting rights is made during the quarter by the Company in an Unlisted Company in terms of sub-para 1 of Para A of Part A of Schedule III to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	true
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	true
Risk management committee	true
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities
Is SCORE ID Available ?	true
SCORE Registration ID	COMZ00248
Reason For No SCORE ID	
Type of Submission	Original
Remarks (website dissemination)	

## 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						true																	
Whether the listed entity has a Regular Chairperson						true																	
Whether Chairperson is related to MD or CEO						Disqualification of Directors under section 164 of the Companies Act, 2013																	
Sr no.	Title(Mr/Ms)	Name of the Director	Category 1 of directors	Category 2 of directors	Category 3 of directors	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	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(Refer Regulation 17A(1) of Listing Regulations)	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	Mr	Patanjali Govind Keswani	Executive Director	Chairperson	MD	false				Active	NA		07-10-2002	01-04-2023			1	0	1	0			
2	Mr	Aditya Madhav Keswani	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		17-06-2015	17-06-2015			1	0	0	0			
3	Mr	Willem Albertus Hazeleger	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		09-08-2017	09-08-2017			1	0	0	0		Textual Information(1)	
4	Mrs	Freyan Jamshed Desai	Non-Executive - Independent Director	Not Applicable		false				Active	NA		15-06-2017	15-06-2022		96	1	1	3	1			
5	Mr	Paramartha Saikia	Non-Executive - Independent Director	Not Applicable		false				Active	NA		15-06-2017	15-06-2022		96	2	2	2	0			
6	Mr	Niten Malhan	Non-Executive - Independent Director	Not Applicable		false				Active	NA		06-11-2020	06-11-2020		55	3	3	3	1			
7	Mr	Praveen Garg	Non-Executive - Independent Director	Not Applicable		false				Active	NA		09-11-2023	09-11-2023		19	2	2	3	3			
8	Mr	Sanjiv Nandan Sahai	Non-Executive - Independent Director	Not Applicable		false				Active	NA		09-11-2023	09-11-2023		19	2	2	4	0			
9	Ms	Smita Anand	Non-Executive - Independent Director	Not Applicable		false				Active	NA		09-11-2023	09-11-2023		19	3	3	2	0			

**Text Block**

Textual Information(1)

He is a Foreign Director

Annexure I

II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Praveen Garg	Non-Executive - Independent Director	Chairperson	06-02-2024		
2	Sanjiv Nandan Sahai	Non-Executive - Independent Director	Member	06-02-2024		
3	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						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Smita Anand	Non-Executive - Independent Director	Chairperson	06-02-2024		
2	Sanjiv Nandan Sahai	Non-Executive - Independent Director	Member	29-05-2024		
3	Willem Albertus Hazeleger	Non-Executive - Non Independent Director	Member	29-05-2024		
4	Paramartha Saikia	Non-Executive - Independent Director	Member	09-08-2018		
5	Freyan Jamshed Desai	Non-Executive - Independent Director	Member	11-04-2019		

### Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Freyan Jamshed Desai	Non-Executive - Independent Director	Chairperson	15-06-2017		
2	Patanjali Govind Keswani	Executive Director	Member	15-06-2017		
3	Paramartha Saikia	Non-Executive - Independent Director	Member	11-04-2019		

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Willem Albertus Hazeleger	Non-Executive - Non Independent Director	Chairperson	30-05-2023		
2	Praveen Garg	Non-Executive - Independent Director	Member	29-05-2024		
3	Aditya Madhav Keswani	Non-Executive - Non Independent Director	Member	29-05-2024		
4	Patanjali Govind Keswani	Executive Director	Member	29-05-2019		
5	Niten Malhan	Non-Executive - Independent Director	Member	09-02-2021		



### Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Paramartha Saikia	Non-Executive - Independent Director	Chairperson	13-08-2018		
2	Patanjali Govind Keswani	Executive Director	Member	20-03-2014		
3	Freyan Jamshed Desai	Non-Executive - Independent Director	Member	13-08-2018		
4	Aditya Madhav Keswani	Non-Executive - Non Independent Director	Member	13-08-2018		

Annexure I

III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	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)	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	04-02-2025			true	9	9	6
2	29-05-2025	113		true	9	9	6

## Annexure I

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	03-02-2025				true	3	3	3	0
2	Audit Committee	28-05-2025	113			true	3	3	3	0
3	Risk Management Committee	03-02-2025				true	5	4	2	0
4	Corporate Social Responsibility Committee	04-02-2025	0			true	4	4	2	0
5	Corporate Social Responsibility Committee	29-05-2025	113			true	4	4	2	0
6	Nomination and remuneration committee	04-02-2025				true	5	5	4	0
7	Nomination and remuneration committee	29-05-2025	113			true	5	5	4	0
8	Stakeholders Relationship Committee	29-05-2025				true	3	3	2	0

## Annexure I

V. 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	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable 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.	true
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.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure I

Sr	Subject	Compliance status
1	Name of signatory	Pawan Kumawat
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	false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

Signatory Details

Name of signatory	Pawan Kumar Kumawat
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	16-07-2025

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	
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



**Disclosure of Imposition of Fine or Penalty** The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	Excise and Taxation Department, Gurugram	M/s Fleur Hotels Limited ("the Material Subsidiary Company"), has received an order from the Authority raising demand balance of Tax for Rs. 4,974/- under Haryana Value Added Tax Act, 2003 (HVAT).	15-04-2025	The order has been passed by the Authority for assessment arises for the AY 2021-22 u/s 15(3) of the HVAT.	There is no material impact on Company's financial or operation.
2	Excise and Taxation Department, Gurugram	M/s Lemon Tree Hotels Limited ("the Company"), has received an order from the Authority raising demand balance of Tax for Rs 3,786/- under Haryana Value Added Tax Act, 2003 (HVAT).	15-04-2025	The order has been passed by the Authority for assessment arises for the AY 2021-22 u/s 15(3) of the HVAT.	There is no material impact on financial operation except to the extent of amount specified.
3	District Consumer Disputes Redressal Commission, Nagercoil	M/s Lemon Tree Hotels Limited ("the Company"), has received an order from the Authority in respect of Lemon Tree Hotel, Banjara Hills, Hyderabad, to pay a sum of Rs. 30,200/- as refund amount along with 9% interest, a consolidated compensation of Rs. 50,000/- and cost of Rs. 10,000/- to complainant for deficiency in services.	16-04-2025	The order has been passed by the Authority for deficiency in services to the compliant.	There is no material impact on financial operation except to the extent of amount specified.
4	Municipal Corporation of Gurugram	M/s Fleur Hotels Limited ("the Material Subsidiary Company"), has received a message notifying Challan of Rs. 25,000/- for Lemon Tree Hotel and Red Fox Hotel at Sector 60, Gurugram.	17-04-2025	The Challan has been received by the Authority on April 17, 2025 raising Challan for non-compliance of MCG guideline for installed Organic Waste Converter.	There is no material impact on Company's financials or operations.
5	Municipal Corporation of Gurugram	M/s Lemon Tree Hotels Limited ("the Company"), has received a message of a Challan of Rs 25,000/- for Lemon Tree Premier City Center at Sector 29, Gurugram.	08-05-2025	The Challan has been received by the Authority on May 8, 2025 raising Challan towards non-compliance w.r.t. garbage being collected by non-authorized vendor and for non-maintenance of Organic Waste Converter.	There is no material impact on financial operation except to the extent of amount specified.
6	Office of the Principal Commissioner of Central Goods & Service Tax, Delhi South Commissionerate	M/s Lemon Tree Hotels Limited ("the Company"), has received an order from the Authority raising demand of Total Tax for Rs 16,04,681/- along with interest under Section 75 of Finance Act, 1994 and penalty amounting to Rs. 16,04,681/-.	16-06-2025	The order has been passed by the Authority for period from April 2013 to June 2017 raising demand and order which comprised of Tax, Penalty and Interest under section 73, 75 & 78 of Finance Act, 1994 etc. for short payment of Service Tax on abated value of service charge collected from customers and short payment of Service tax on differential revenue figure between sales ledger and corresponding ST-3 returns.	There is no material impact on financial operation except to the extent of amount specified. The Company is in process of filling appeal against the aforesaid order.
7	Office of the Principal Commissioner of Central Goods & Service Tax, Delhi South Commissionerate	M/s Lemon Tree Hotels Limited ("the Company"), has received an order from the Authority raising demand of Total Tax for Rs 2,55,118/- along with interest under Section 73 & 75 of Finance Act, 1994 and penalty amounting to Rs. 25,512/-.	18-06-2025	The order has been passed by the Authority for period from April 2017 to June 2017 raising demand and order which comprised of Service Tax, interest and Penalty under section 73, 75 & 76 of Finance Act, 1994 etc. for short payment of Service Tax on abated value of service charge collected from customers.	There is no material impact on financial operation except to the extent of amount specified. The Company is in process of filling appeal against the aforesaid order.
8	Office of the Principal Commissioner of Central Goods & Service Tax, Delhi South Commissionerate	M/s Lemon Tree Hotels Limited ("the Company"), has received an order from the Authority raising demand of Total Tax for Rs 26,89,339/- along with interest under Section 73 & 75 of Finance Act, 1994 and penalty amounting to Rs. 26,99,339/-.	25-06-2025	The order has been passed by the Authority for period from July 2012 to June 2017 raising demand and order which comprised of Service Tax, interest and Penalty under section 73, 75, 77 & 78 of Finance Act, 1994 etc. for short payment of Service Tax on abated value of service charge collected from customers.	There is no material impact on financial operation except to the extent of amount specified. The Company is in process of filling appeal against the aforesaid order.
9	Office of the Principal Commissioner of Central Goods & Service Tax, Delhi South Commissionerate	Oriole Dr. Fresh Hotels Private Limited, wholly-owned subsidiary of the Company received an order from the Authority raising demand of Total Tax for Rs 22,07,904/- along with interest under Section 73 & 75 of Finance Act, 1994 and penalty amounting to Rs. 22,17,904/-.	25-06-2025	The order has been passed by the Authority for period from October 2013 to June 2017 raising demand and order which comprised of Service Tax, interest and Penalty under section 73, 75, 76, 77 & 78 of Finance Act, 1994 etc. for short payment of Service Tax on abated value of service charge collected from customers, short payment of Service tax on differential figure of revenue from operation shown in balance sheet vis-À-vis corresponding ST-3 returns and non-payment of Service tax on account of import of services in respect of expenditure incurred in foreign currency.	There is no material impact on financial operation of the Company i.e. Lemon Tree Hotels Limited. Oriole Dr. Fresh Hotels Private Limited is in process of filling appeal against the aforesaid order.
10	Income Tax Department Assessment Unit	Fleur Hotels Limited, a material subsidiary of the Company received an order under section 270A of the Income Tax Act, 1961 from the Authority raising a penalty amounting to Rs. 83,455/- for AY 2018-19.	25-06-2025	The order has been passed by the Authority on the original return of Income for the AY 2018-19 filed by the Subsidiary Company. The case was selected for scrutiny through CASS (Computer Assisted Scrutiny Selection) by the Authority and disallowance was done for Rs. 5,40,161/- on account of belated remittance of Employees Contribution Towards Employee Provident Fund (EPF) and Employee State Insurance (ESI), which are not made within the stipulated period under the provision of Section 36(1)(va) rws 2(24)(x) of the Income Tax Act, 1961.	There is no material impact on financial operation of Lemon Tree Hotels Limited. Fleur Hotels Limited is in process of filling appeal against the aforesaid order.

**Disclosure of Updates to Ongoing Tax Litigations or Disputes** The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	Hind Inns & Hotels Ltd. & M/s Hind Motors	17-04-2023	In the matter of Fleur Hotels ("Claimant"), Hind Inns & Hotels Ltd. & M/s Hind Motors ("Respondents"), Ld. Arbitration Tribunal has passed the award in favour of the Claimant holding that i. Claimant is entitled to receive the Refundable Security Deposit of Rs.11,47,35,650/- from the Respondents along with applicable interest @ 9% p.a. w.e.f. 24.05.2020 till date of Award i.e. 06.02.2025. ii. Claimant is entitled to receive the expenses of Rs. 2,73,501/- towards Property Tax paid on behalf of the Respondents, along with applicable interest @ 9% p.a. w.e.f. 19.10.2021 till 06.02.2025. iii. Ld. Tribunal has directed the Respondents to pay the aforementioned amounts to the Claimant within one month from the date of Award, after adjusting the below mentioned amounts against the Refundable Security Amount payable to the Claimant a) lease rental for 24 days only for the month of May, 2020 amounting to Rs 26,40,000 along with GST.; b) lease rental of Rs. 6,43,50,000 along with GST for the period from 01.10.2020 to 15.05.2022; c) Rs. 2,54,254/- towards electricity dues and water charges along with applicable interest @ 9%p.a. Ld. Tribunal has also directed that in case Respondents failed to make payment to the Claimant within one month as detailed above, it shall pay additional interest to the Claimant @11% p.a. on the aforementioned composite amount i.e. principal and interest.	The Fleur Hotels Limited ("Claimant"), a material subsidiary of the Company has filed an application under Sec 9 Arbitration and Conciliation Act, 1996 before the Hon'ble High Court of Delhi, seeking interim measures against M/s Hind Inns & Hotels Ltd. (the "HIHL") & M/s Hind Motors (Collectively, "Respondents"). The relief sought includes securing the arbitral award dated 06.02.2025 and directing the Respondents to deposit a sum of Rs. 7,63,92,800/- or by furnish an unconditional Bank Guarantee of the same amount in favor of the Claimant/ Petitioner. The matter is pending.