

# 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	31-12-2025
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

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																						true		
Whether Chairperson is related to MD or CEO							false															Disqualification of Directors under section 164 of the Companies Act, 2013		
Sr no.	Title(Mr/Ms)	Name of the Director	DIN	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	00002974	Executive Director	Chairperson		false				Active	NA		07-10-2002	01-10-2025			1	0	1	0			
2	Mr	Neelendra Singh	08491872	Executive Director	Not Applicable	MD	false				Active	NA		01-10-2025				1	0	1	0			
3	Mr	Aditya Madhav Keswani	07208901	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		17-06-2015				1	0	0	0			
4	Mr	Willem Albertus Hazeleger	07902239	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		09-08-2017				1	0	0	0		Textual Information(1)	
5	Mr	Kapil Sharma	00352890	Executive Director	Not Applicable		false				Active	NA		01-10-2025				1	0	1	0			
6	Mr	Niten Malhan	00614624	Non-Executive - Independent Director	Not Applicable		false				Active	NA		06-11-2020	06-11-2025		61	3	3	3	1			
7	Mrs	Freyan Jamshed Desai	00965073	Non-Executive - Independent Director	Not Applicable		false				Active	NA		15-06-2017	15-06-2022		102	1	1	3	1			
8	Mr	Paramartha Saikia	07145770	Non-Executive - Independent Director	Not Applicable		false				Active	NA		15-06-2017	15-06-2022		102	2	2	2	0			
9	Mr	Praveen Garg	00208604	Non-Executive - Independent Director	Not Applicable		false				Active	NA		09-11-2023	09-11-2023		25	2	2	3	3			
10	Mr	Sanjiv Nandan Sahai	00860449	Non-Executive - Independent Director	Not Applicable		false				Active	NA		09-11-2023	09-11-2023		25	2	2	4	0			
11	Mrs	Smita Anand	00059228	Non-Executive - Independent Director	Not Applicable		false				Active	NA		09-11-2023	09-11-2023		25	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	
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### Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						true	
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		
2	00860449	Sanjiv Nandan Sahai	Non-Executive - Independent Director	Member	06-02-2024		
3	00965073	Freya 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	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		
2	00860449	Sanjiv Nandan Sahai	Non-Executive - Independent Director	Member	29-05-2024		
3	07145770	Paramartha Saikia	Non-Executive - Independent Director	Member	09-08-2018		
4	00965073	Freyan Jamshed Desai	Non-Executive - Independent Director	Member	11-04-2019		
5	07902239	Willem Albertus Hazeleger	Non-Executive - Non Independent Director	Member	29-05-2024		

### Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson							true
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		
4	08491872	Neelendra Singh	Executive Director	Member	12-11-2025		
5	00352890	Kapil Sharma	Executive Director	Member	12-11-2025		

## Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson						true	
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	29-05-2024		Textual Information(1)
2	07902239	Willem Albertus Hazeleger	Non-Executive - Non Independent Director	Member	30-05-2023		Textual Information(2)
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	08491872	Neelendra Singh	Executive Director	Member	12-11-2025		
6	00352890	Kapil Sharma	Executive Director	Member	12-11-2025		
7	00614624	Niten Malhan	Non-Executive - Independent Director	Member	09-02-2021		

**Text Block**

Textual Information(1)	Designated as Chairperson w.e.f. 12.11.2025
Textual Information(2)	Designated as Member w.e.f.12.11.2025

### Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
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		
5	08491872	Neelendra Singh	Executive Director	Member	12-11-2025		

### Other Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
No records available						

## 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	17-09-2025			true	9	8	5
2	12-11-2025	55		true	11	11	6
3	29-12-2025	46		true	11	10	5

## 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	08-08-2025				true	3	3	3	0
2	Audit Committee	12-11-2025	95			true	3	3	3	0
3	Audit Committee	29-12-2025	46			true	3	2	2	0
4	Corporate Social Responsibility Committee	08-08-2025				true	4	4	2	0
5	Corporate Social Responsibility Committee	12-11-2025	95			true	4	4	2	0
6	Nomination and remuneration committee	08-08-2025				true	5	5	4	0
7	Nomination and remuneration committee	12-11-2025	95			true	5	5	4	0
8	Risk Management Committee	08-08-2025				true	5	4	1	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 Kumar 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	
No records available	

### Signatory Details

Name of signatory	Pawan Kumar Kumawat
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	30-01-2026

### Investor Grievance Details

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

**Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:**

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					
Sr.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
No records available					

**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	Office of Commercial Tax Officer (Audit), Koramangala, Bangalore	M/s Berggruen Hotels Private Limited ("BHPL"), a material subsidiary of the Company, has received a revised order from the Authority raising a demand of total amount of Rs. 42,92,353 (including Tax for Rs 18,07,307/-, interest of Rs. 23,04,316/- and penalty of Rs 1,80,730/-).	29-11-2025	The order has been passed by the Authority for the period 2018-19 raising demand which comprised of Tax, Interest and Penalty under Section 73 of CGST Act / KGST Act, 2017 read with Section 20 of IGST Act, 2017.	There is no material impact on financial operation except to the extent of amount specified in the order. Based on Company's assessment, the aforesaid demand is not maintainable and the Company is evaluating all options including filing an appeal against the order.
2	Office of the Deputy Commissioner of State Tax (SGST), Gurugram (East)	Order received under Section 74 of the HGST/CGST Act, 2017 from the Authority for payment of Rs. 11,736/- (including Tax, Interest and Penalty) for the period April 2018 to March 2019.	16-12-2025	The order has been passed by the Authority for period from April 2018 to March 2019 raising order which comprised of Tax, interest and Penalty under section 74 of the HGST/CGST Act, 2017 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 in the order.
3	Municipal Corporation Chandigarh	Challan received under Rule 4(1)(c) of Solid Waste Management Rules from the Authority for payment of Rs. 5,000/- as fine.	25-12-2025	Challan received under Rule 4(1)(c) of Solid Waste Management Rules from the Authority in respect of failure to deal with construction and demolition waste in accordance with the Rule.	There is no material impact on financial operation except to the extent of amount specified in the 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	Section 9 under Arbitration and Conciliation Act, 1996 was filed by us seeking interim measures against the security of amount under Arbitral Award, since three months waiting period for filing execution application was not over by the time of its filing i.e. on 01.04.2025, Å however, in the meantime statutory waiting period of 90 was over and we were in the process of filing of our Execution Application for enforcement of the Arbitral Award therefore this Sec 9 Arbitration Application was disposed of granting liberty to the Petitioner to take recourse to appropriate proceedings for enforcement.	In the matter of Fleur Hotels ("Claimant"), Hind Inns & Hotels Ltd. & M/s Hind Motors ("Respondents"), Respondents have filed this Petition challenging the Arbitral Award dated 06.02.2025 passed by Sole Arbitrator Justice Shiv Kirti Singh (Retd.). In this matter, on the request of the Hind Inns & Hotels, Hon'ble High Court vide its order dated 14.10.2025 referred the parties to mediation before the Delhi High Court Mediation and Conciliation Centre. Where, after attending several negotiation sessions, on 18.12.2025 we have closed the Mediation as Judgment Debtor (Hind Inns) was not serious. The matter is now listed before High Court for hearing on 07.04.2026 and Claimant is in process of filing of Execution Application for enforcement of the Arbitral Award.