



July 15, 2019

**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

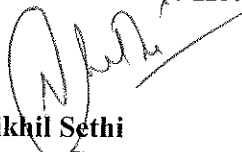
Subject: Corporate Governance Report under Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the quarter ended June 30, 2019

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, 2019.

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 I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Lemon Tree Hotels Limited
2. Quarter ending - 30-Jun-2019

i. Composition Of Board Of Director


Title (Mr./Ms)	Name of the Director	DIN	Category (Chair person /Executive/Non-Executive/Independent/Nominee)	Sub Category	Date of Appointment	Date of Re-appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee of the Company	Remarks
Mr.	Patanjali Govind Keswani	00002974	C & ED	MD	07-10-2002	01-Apr-2018			0	0	1	0	SC,RC, NRC
Mr.	Rattan Keswani	05317766	ED	MD	12-Dec-2002	01-Jan-2017			0	0	1	0	SC,RC
Mr.	Aditya Madhav Keswani	07208901	NED		17-Jun-2015	17-Jun-2015			0	0	0	0	
Mr.	Ravi Kant Jaipuria	00003668	NED		23-Dec-2003	23-Dec-2003			0	0	0	0	
Mr.	Anish Kumar Saraf	00322784	NED		13-Aug-2018	13-Aug-2018			0	0	1	0	
Mr.	Willem	0790	NED		09-Aug-	09-Aug-			0	0	0	0	For Lemon Tree Hotels Ltd.

Group Company Secretary
& General Manager Legal

Albertus Hazeleger	2239																is a Foreign Director or
Mr. Freyan Jamshed Desai	0096 5073	ID								24	1	1	1	1	1	1	SC, NR C
Mr. Paramartha Saikia	0714 5770	ID								24	1	1	1	4	0	0	AC, SC, NRC
Mr. Pradeep Mathur	0519 8770	ID								18	1	1	1	2	2	0	AC, NRC
Mr. Arvind Singhania	0093 4017	ID								24	1	1	1	1	0	0	
Mr. Ashish Kumar Guha	0000 4364	ID								24	3	3	3	3	1	1	AC
Mr. Arindam Kumar Bhattacharya	0157 0746	ID								3	1	1	1	0	0	0	
Mr. Gopal Sitaram Jiwaraika	0002 4325	ID								54	0	0	0	0	0	0	AC, SC, NRC

Company Remarks	<p>1. Mr. Patanjali Govind Keswani is the Chairman & Managing Director, so we have mentioned yes in the column whether Chairperson is related to MD</p> <p>2. Mr. Gopal Sitaram Jiwaraika has resigned from the Board and its committee w.e.f 1st April, 2019, therefore we have not mentioned his directorship in listed entities/member. in AC and SRC of public limited companies</p> <p>3. We have taken the date of initial date of appointment of NED-Non-independent, not the date of re-appt of director retiring by rotation</p>
Whether Permanent chairperson appointed	Yes

For Lemon Tree Hotels Ltd.


 Group Company Secretary
 & General Manager Legal

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Gopal Sitaram Jiwrajka	ID	Member	29-Aug-2012	01-Apr-2019
2	Pradeep Mathur	ID	Chairperson	09-Aug-2018	
3	Ashish Kumar Guha	ID	Member	15-Jun-2017	
4	Paramartha Saikia	ID	Member	11-Apr-2019	

Company Remarks	Mr. Pradeep Mathur become a Chairman of Audit Committee w.e.f 11th April, 2019
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee


Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Paramartha Saikia	ID	Member	11-Apr-2019	
2	Gopal Sitaram Jiwrajka	ID	Chairperson	15-Jun-2017	01-Apr-2019
3	Patanjali Govind Keswani	C & ED	Member	15-Jun-2017	
4	Rattan Keswani	ED	Member	15-Jun-2017	
5	Freyan Jamshed Desai	ID	Chairperson	15-Jun-2017	

Company Remarks	Ms. Freyan Jamshed Desai become a Chairman of Stakeholder's Relationship Committee w.e.f 11th April, 2019
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Patanjali Govind Keswani	C & ED	Chairperson	29-May-2019	
2	Rattan Keswani	ED	Member	29-May-2019	
3	Davander Tomar	Member	Member	29-May-2019	

for Lemon Tree Hotels Ltd.


Group Company Secretary
& General Manager Legal

4	Vikramjit Singh	Member	Member	29-May-2019
5	Kapil Sharma	Member	Member	29-May-2019

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee


Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Freyan Jamshed Desai	ID	Member	11-Apr-2019	
2	Paramartha Saikia	ID	Chairperson	09-Aug-2018	
3	Pradeep Mathur	ID	Member	05-Dec-2017	
4	Patanjali Govind Keswani	C & ED	Member	18-Sep-2014	
5	Gopal Sitaram Jiwarajka	ID	Chairperson	29-Aug-2012	01-Apr-2019

Company Remarks	Mr. Paramartha Saikia became a Chairperson w.e.f 29th May, 2019
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
13-Feb-2019	29-May-2019
	28-Jun-2019

Company Remarks	
Maximum gap between any two consecutive (in number of days)	104

for Lemon Tree Hotels Ltd.

 Anup Kumar
 Deputy Company Secretary
 & General Manager Legal

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee		13-Feb-2019	3	Yes
Audit Committee		29-May-2019	3	Yes
Audit Committee		28-Jun-2019	2	Yes
Nomination & Remuneration Committee		13-Aug-2018	4	Yes
Nomination & Remuneration Committee		29-May-2019	4	Yes

Company Remarks
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]
0

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions
--


 General Manager
 GreenTree Hotels Ltd.

VI. Affirmations

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**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. 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**
4. 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**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:



Lemon Tree Hotels Ltd.
Group Company Secretary
& General Manager Legal

Name :

NIKHIL SETHI

Designation :

Company Secretary & Compliance Officer