



January 14, 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

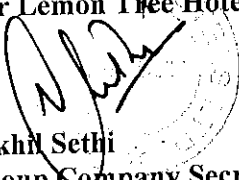
Subject: Corporate Governance Report under Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the quarter ended December 31, 2018

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 December 31, 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: **December 31, 2018**

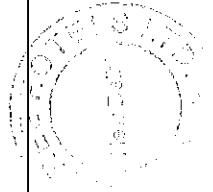
I. Composition of Board of Directors

Title (Mr., Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/ Non-independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in 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	-	1	1	0
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
Mr.	Ravi Kant Jaipuria	00003668	Non-Executive - Non-independent Director	23.12.2003	-	2	0	0

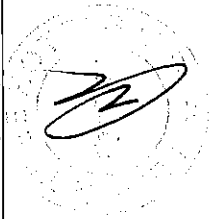
Mr.	Anish Saraf	00322784	Non-Executive - Additional Non-independent Director	13.08.2018	-	1	1	0
Mr.	Willem Albertus Hazeleger	07902239	Non-Executive - Non-independent Director	09.08.2017	-	1	0	0
Mr.	Gopal Sitaram Jiwarajka	00024325	Non-Executive and Independent Director	18.09.2017	52 months	2	3	2
Mrs.	Freyan Jamshed Desai	00965073	Non-Executive and Independent Director	15.06.2017	19 months	1	1	0
Mr.	Paramartha Saikia	07145770	Non-Executive and Independent Director	15.06.2017	19 months	1	2	0
Mr.	Pradeep Mathur	05198770	Non-Executive and Independent Director	05.12.2017	13 months	1	2	1
Mr.	Arvind Singhania	00934017	Non-Executive and Independent Director	15.06.2017	19 months	2	1	0
Mr.	Ashish Kumar Guha	00004364	Non-Executive and Independent Director	15.06.2017	19 months	3	3	1

\$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

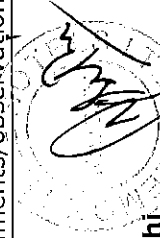
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period



II. Composition of Committees				
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)		
1. Audit Committee	Mr. Gopal Sitaram Jiwarajka	Chairman of Audit Committee and Independent Director		
	Mr. Pradeep Mathur	Non-Executive Independent Director		
	Mr. Ashish Kumar Guha	Non-Executive Independent Director		
	Mr. Pradeep Mathur	Chairman of Nomination & Remuneration Committee and Independent Director		
2. Nomination & Remuneration Committee	Mr. Gopal Sitaram Jiwarajka	Non-Executive Independent Director		
	Mr. Paramartha Saikia	Non-Executive Director		
	Mr. Patanjali Govind Keswani	Executive Director		
3. Stakeholders Relationship Committee	Mr. Gopal Sitaram Jiwarajka	Chairman of Stakeholder's Relationship Committee and Independent Director		
	Mr. Patanjali Govind Keswani	Executive Director		
	Mr. Rattan Keswani	Executive Director		
	Mrs. Freyan Jamshed Desai	Non-Executive Independent Director		
III. Meetings of Board of Directors				
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)		
13.08.2018	13.11.2018	91		
	27.12.2018	43		
IV. Meetings of Committees				
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*	
13.11.2018	Yes	13.08.2018	91	
27.12.2018	Yes			
Nomination & Remuneration Committee				
-	NA	13.08.2018	-	



Stakeholder's Relationship Committee		
-	NA	NA
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional		
V. Related Party Transactions (till date)		
	<i>Subject</i>	<i>Compliance Status (Yes/No/NA)</i>
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>		
Affirmations:		
<ol style="list-style-type: none"> 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities) 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. 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. 5. 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. 		



Nikhil Sethi
Group Company Secretary & General Manager Legal
and Compliance Officer

Date: 14th January, 2019
Place: New Delhi