



April 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 and year ended March 31, 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 and year ended March 31, 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 - 31-Mar-2019

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Sub Category	Date of Appointment	Date of cessation	Tenure	No of 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 held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Patanjali Govind Keswani	0000 2974	C & ED	MD	01-Apr-2018			1	1	0	SC, NRC	
Mr.	Rattan Keswani	0531 7766	ED	MD	01-Jan-2017			1	1	0	SC	
Mr.	Aditya Madhav Keswani	0720 8901	NED		17-Jun-2015			1	0	0		
Mr.	Ravi Kant Jaipuria	0000 3668	NED		23-Dec-2003			2	0	0		
Mr.	Anish Kumar Saraf	0032 2784	NED		13-Aug-2018			1	1	0		
Mr.	Willem Albertus Hazeleger	0790 2239	NED		09-Aug-2017			1	0	0		nHe is a Foreign Direct

Mr.	Gopal Sitaram Jiwarajka	0002 4325	ID	18-Sep-2017	55	2	3	2	AC,SC,NRC	or
Mrs.	Freyan Jamshed Desai	0096 5073	ID	15-Jun-2017	22	1	1	0	SC	
Mr.	Paramartha Saikia	0714 5770	ID	15-Jun-2017	22	1	2	0	NRC	
Mr.	Pradeep Mathur	0519 8770	ID	05-Dec-2017	16	1	2	1	AC,NRC	
Mr.	Arvind Singhania	0093 4017	ID	15-Jun-2017	22	2	1	0		
Mr.	Ashish Kumar Guha	0000 4364	ID	15-Jun-2017	22	3	3	1	AC	

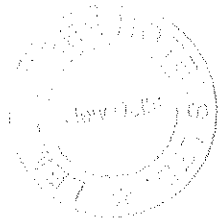
Company Remarks	nMr. Gopal Sitaram Jiwarajka resigned w.e.f 1st April, 2019
Whether Permanent chairperson appointed	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Ashish Kumar Guha	ID	Member	09-Aug-2018	
2	Pradeep Mathur	ID	Member	09-Aug-2018	
3	Gopal Sitaram Jiwarajka	ID	Chairperson	09-Aug-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes



b. Stakeholders Relationship Committee

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

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	
Whether Permanent chairperson appointed	

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Patanjali Govind Keswani	C & ED	Member	09-Aug-2018	
2	Gopal Sitaram Jiwarajka	ID	Member	09-Aug-2018	
3	Paramartha Saikia	ID	Member	09-Aug-2018	
4	Pradeep Mathur	ID	Chairperson	09-Aug-2018	

Company Remarks	
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-Nov-2018	13-Feb-2019
27-Dec-2018	

Company Remarks	47
Maximum gap between any two consecutive (in number of days)	

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	27-Dec-2018	13-Feb-2019		Yes

Company Remarks	47
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	

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	
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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) - **Not applicable**
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:

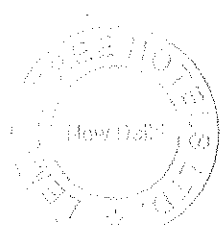
Name : NIKHIL SETHI
Designation : Company Secretary & Compliance Officer



ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
Details of business	Yes		https://www.lemontreehotels.com/
Terms and conditions of appointment of independent directors	Yes		https://www.lemontreehotels.com/factsheet/Policies/Terms_and_Condition_for_Appointment_of_Independent_Directors.pdf
Composition of various committees of board of directors	Yes		https://www.lemontreehotels.com/investors.aspx
Code of conduct of board of directors and senior management personnel	Yes		https://www.lemontreehotels.com/factsheet/Amended_LTHCodeofConductandVigilMechanism.pdf
Details of establishment of vigil mechanism/Whistle Blower policy	Yes		https://www.lemontreehotels.com/factsheet/Amended_LTHCodeofConductandVigilMechanism.pdf
Criteria of making payments to non-policy on dealing with related party transactions	Yes		Disclosed in Annual Report
Policy for determining 'material' subsidiaries	Yes		https://www.lemontreehotels.com/factsheet/Policies/Policy_on_Related_Party_Transaction.pdf
Details of familiarization programs imparted to independent directors	Yes		https://www.lemontreehotels.com/factsheet/Policies/Policy_for_Determination_of_Material_Subsiary-15.06.2017.pdf
Contact information of the designated officials of the listed	Yes		https://www.lemontreehotels.com/factsheet/Policies/Details_of_Familiarisation_Programme.pdf
email address for grievance redressal and	Yes		https://www.lemontreehotels.com/investors.aspx
Financial results	Yes		https://www.lemontreehotels.com/investors.aspx
Shareholding pattern	Yes		https://www.lemontreehotels.com/investors.aspx
Details of agreements entered into with the media companies and/or	Not		
New name and the old name of the listed	Applicable		
II Annual Affirmations	Not		



Particulars	Regulation Number	Compliance status	Company Remark
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1)	Yes	
Meeting of Board of directors	17(2)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(5),(6),(7) &	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes	
Maximum Directorship & Tenure	25(1) & (2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	



Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Other Information

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information

Name : NIKHIL SETHI
Designation : Company Secretary & Compliance Officer

