



October 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 September 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 ended September 30, 2019.

You are requested to kindly take the same on record.

Thanking You

For Lemon Tree Hotels Limited

A circular stamp of Lemon Tree Hotels Limited, New Delhi, is overlaid on the signature of Nikhil Sethi. The signature is written in black ink over the stamp.

Nikhil Sethi

**Group Company Secretary & GM Legal
and Compliance Officer**

Encl. as above

ANNEXURE I

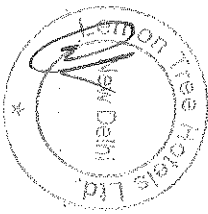
Format to be submitted by listed entity on quarterly basis

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

i. Composition Of Board Of Director

| Title (Mr./ Ms) | Name of the Director | DIN | Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee) | Sub Category | Initial Date of Appointment | Date of Appointment | Date of cessation | Tenure | Date of Birth | No. of Director ship 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 held in listed entities including this listed entity | Membership in Committees of the Company | Remarks |
|-----------------|-----------------------------|----------|--|--------------|-----------------------------|---------------------|-------------------|--------|---------------|--|--|---|---|---|--------------------------|
| Mr. | Paranjali Govind Keswari | 00002974 | C & ED | MD | 07-Oct-2002 | 01-Apr-2018 | | | 09-Feb-1959 | 1 | 0 | 1 | 0 | SC,RC,NRC | |
| Mr. | Ratan Keswari | 05317766 | ED | MD | 12-Dec-2012 | 01-Jan-2017 | | | 12-Feb-1961 | 1 | 0 | 1 | 0 | SC,RC | |
| Mr. | Aditya Madhav Keswari | 07208901 | NED | | 17-Jun-2015 | 17-Jun-2015 | | | 07-May-1991 | 1 | 0 | 0 | 0 | | |
| Mr. | Ravi Kant Jainputra | 00003668 | NED | | 23-Dec-2003 | 23-Dec-2003 | | | 28-Nov-1954 | 2 | 0 | 0 | 0 | | |
| Mr. | Anish Kumar Saraf | 00322784 | NED | | 13-Aug-2018 | 13-Aug-2018 | | | 30-Oct-1977 | 1 | 0 | 1 | 0 | | |
| Mr. | William Albertus Hazleleger | 07902239 | NED | | 09-Aug-2017 | 09-Aug-2017 | | | 06-Nov-1968 | 1 | 0 | 0 | 0 | | He is a Foreign Director |
| Mrs. | Freyan Jamshed Desai | 00965073 | ID | | 15-Jun-2017 | 15-Jun-2017 | | 27 | 23-Dec-1961 | 1 | 1 | 1 | 1 | SC,NRC | |
| Mr. | Paramartha Satika | 07145770 | ID | | 15-Jun-2017 | 15-Jun-2017 | | 27 | 15-Mar-1962 | 1 | 1 | 4 | 0 | AC,SC,NRC | |
| Mr. | Pradeep Mathur | 05198770 | ID | | 05-Dec-2017 | 05-Dec-2017 | | 21 | 14-Sep-1957 | 1 | 1 | 3 | 2 | AC,NRC | |
| Mr. | Arvind Singhania | 00934017 | ID | | 15-Jun-2017 | 15-Jun-2017 | | 27 | 28-May-1964 | 2 | 1 | 1 | 0 | | |
| Mr. | Ashish Kumar Guha | 00004364 | ID | | 15-Jun-2017 | 15-Jun-2017 | | 27 | 18-Nov-1956 | 2 | 2 | 3 | 1 | AC | |
| Mr. | Atridam Kumar Bhattacharya | 01570746 | ID | | 11-Apr-2019 | 11-Apr-2019 | | 6 | 04-Mar-1962 | 1 | 1 | 0 | 0 | | |

| | |
|--------------------------|------------|
| Company Remarks | |
| Whether Permanent | Yes |



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|---|-----|
| chairperson appointed | |
| Whether Chairperson is related to MD or CEO | Yes |

ii. **Composition of Committees**

a. **Audit Committee**

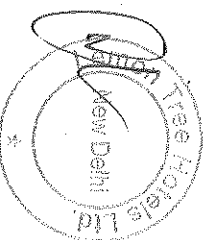
| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1 | Pradeep Mathur | ID | Chairperson | 09-Aug-2018 | |
| 2 | Paramartha Saikia | ID | Member | 11-Apr-2019 | |
| 3 | Ashish Kumar Gulha | ID | Member | 15-Jun-2017 | |

| | |
|---|-----|
| 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 Janshed Desai | ID | Chairperson | 15-Jun-2017 | |
| 2 | Patanjali Govind Keswani | C & ED | Member | 15-Jun-2017 | |
| 3 | Rattan Keswani | ED | Member | 15-Jun-2017 | |
| 4 | Paramartha Saikia | ID | Member | 11-Apr-2019 | |

| | |
|---|-----|
| Company Remarks | |
| 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 | |
| 4 | Kapil Sharma | Member | Member | 29-May-2019 | |
| 5 | Vikranjit Singh | Member | Member | 29-May-2019 | |

| | |
|---|-----|
| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

d. Nomination and Remuneration Committee

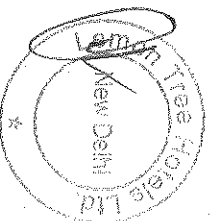
| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|--------------------------|----------|------------------------|------------------|----------------|
| 1 | Paramartha Saikia | ID | Chairperson | 09-Aug-2018 | |
| 2 | Pradeep Mathur |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

| | |
|---|-----|
| 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 | Whether requirement of Quorum met | Number of Directors present | Number of Independent Directors present |
|---|---|-----------------------------------|-----------------------------|---|
| 29-May-2019 | 07-Aug-2019 | Yes | 12 | 6 |
| 28-Jun-2019 | | Yes | 8 | 3 |

| | |
|---|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) | 39 |



iv. Meeting of Committees

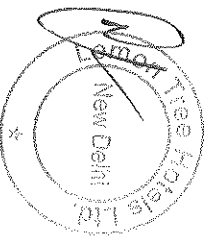
| Name of the Committee | Date(s) of meeting during of the committee in the previous quarter | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Number of Directors present | Number of independent directors present |
|-------------------------------------|--|---|--|-----------------------------|---|
| Audit Committee | 29-May-2019 | | Yes | 3 | 3 |
| Audit Committee | 28-Jun-2019 | | Yes | 3 | 2 |
| Audit Committee | | 07-Aug-2019 | Yes | 3 | 3 |
| Stakeholders Relationship Committee | | 07-Aug-2019 | Yes | 4 | 2 |

| Company Remarks | |
|--|----|
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 39 |

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 | |

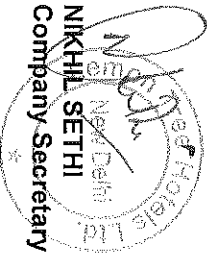
| | |
|--|--|
| Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions | |
|--|--|



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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - a. Any comments/observations/advice of Board of Directors may be mentioned here:
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : 
Designation : **NIKHIL SETHI**
Company Secretary & Compliance Officer



Affirmations

ANNEXURE III

| Broad Heading | Regulation Number | Compliance Status | Company Remark |
|--|--------------------------------------|--------------------------|-----------------------|
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes | |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes | |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes | |
| Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | Yes | |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes | |

Note:

Name :
 Designation :
Nikhil Sethi
Company Secretary & Compliance Officer

