

refreshingly different



May 7, 2020

**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 March 31, 2020

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 March 31, 2020.

You are requested to kindly take the same on record.

Thanking You

For Lemon Tree Hotels Limited

A handwritten signature in black ink, appearing to read "Nikhil Sethi", with a horizontal line underneath it.

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

Encl. as above

ANNEXURE I

1. Name of Listed Entity **Lemon Tree Hotels Limited**
2. Quarter ending **March 31, 2020**

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	Whether special resolution passed?	Date of passing special resolution	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 held in listed entities including this listed entity	Memberships in Committees of the Company	Remarks
Mr.	Patanjali Govind Keswani	00002974	C & ED	MD	07-Oct-2002	01-Apr-2018			09-Feb-1959	NA		1	0	1	0	SC,RC,NRC	
Mr.	Rattan Keswani	05317766	ED	MD	12-Dec-2012	01-Jan-2020			12-Feb-1961	NA		1	0	1	0	SC,RC	
Mr.	Aditya Madhav Keswani	07208901	NED		17-Jun-2015	17-Jun-2015			07-May-1991	NA		1	0	0	0		
Mr.	Ravi Kant Jaipuria	00003668	NED		23-Dec-2003	23-Dec-2003			28-Nov-1954	NA		2	0	0	0		
Mr.	Anish Kumar Saraf	00322784	NED		13-Aug-2018	13-Aug-2018			30-Oct-1977	NA		1	0	1	0		
Mr.	Willem Albertus Hazeleger	07902239	NED		09-Aug-2017	09-Aug-2017			06-Nov-1968	NA		1	0	0	0		He is a foreign director
Mrs.	Freyan Jamshed Desai	00965073	ID		15-Jun-2017	15-Jun-2017		33	23-Dec-1961	NA		1	1	1	1	SC,NRC	
Mr.	Paramartha Saikia	07145770	ID		15-Jun-2017	15-Jun-2017		33	15-Mar-1962	NA		2	2	4	0	AC,SC,NRC	
Mr.	Pradeep Mathur	05198770	ID		05-Dec-2017	05-Dec-2017		27	14-Sep-1957	NA		2	2	4	2	AC,NRC	
Mr.	Arvind Singhania	00934017	ID		15-Jun-2017	15-Jun-2017		33	28-May-1964	NA		2	1	1	0		
Mr.	Ashish Kumar Guha	00004364	ID		15-Jun-2017	15-Jun-2017		33	18-Nov-1956	NA		2	2	3	1	AC	
Mr.	Arindam	01570746	ID		11-Apr-2019	11-Apr-2019		12	04-Mar-1962	NA		1	1	2	0	AC	

Kumar Bhattacharya																			
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Company Remarks	Mr. Patanjali Govind Keswani is the Chairman and Managing Director of the Company Mr. Rattan Keswani has been re-appointed as Deputy Managing Director w.e.f 1st January, 2020 for a period of 3 years
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Pradeep Mathur	ID	Chairperson	09-Aug-2018	
2	Paramartha Saikia	ID	Member	11-Apr-2019	
3	Ashish Kumar Guha	ID	Member	15-Jun-2017	
4	Arindam Kumar Bhattacharya	ID	Member	13-Feb-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Freyan Jamshed 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

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

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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 Jamshed 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
13-Nov-2019	13-Feb-2020	Yes	12	6

Company Remarks	
Maximum gap between any two consecutive (in number of days)	91

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	13-Nov-2019		Yes	3	3
Audit Committee		13-Feb-2020	Yes	3	3
Risk Management Committee		25-Feb-2020	Yes	2	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	91

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status(Yes/No/NA)</i>	<i>Remark</i>
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) - **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:

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Name : **Nikhil Sethi**
Designation : **Group Company Secretary & GM Legal**

ANNEXURE II

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		https://www.lemontreehotels.com/about-us.aspx
Terms and conditions of appointment of independent	Yes		https://www.lemontreehotels.com/investors.aspx
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/investors.aspx
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.lemontreehotels.com/investors.aspx
Criteria of making payments to non-executive directors	Yes		https://www.lemontreehotels.com/investors.aspx
Policy on dealing with related party transactions	Yes		https://www.lemontreehotels.com/investors.aspx
Policy for determining 'material' subsidiaries	Yes		https://www.lemontreehotels.com/investors.aspx
Details of familiarization programs imparted to independent directors	Yes		https://www.lemontreehotels.com/investors.aspx
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		https://www.lemontreehotels.com/investors.aspx
Contact information of the designated officials of the listed	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 their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or	Yes		https://www.lemontreehotels.com/investors.aspx
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		https://www.lemontreehotels.com/investors.aspx
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Not Applicable		
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.lemontreehotels.com/investors.aspx
As per other regulations of the LODR:			

Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.lemontreehotels.com/investors.aspx
Materiality Policy as per Regulation 30	Yes		https://www.lemontreehotels.com/investors.aspx
Dividend Distribution policy as per Regulation 43A (as	Yes		https://www.lemontreehotels.com/investors.aspx
It is certified that these contents on the website of the listed	Yes		https://www.lemontreehotels.com/investors.aspx
Particulars	RegulationNumber	Compliancestatus (Yes/No/NA)	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	

<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	22	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5)& (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent Directors</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	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	
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Name : **Nikhil Sethi**
Designation : **Company Secretary & Compliance Officer**
Date : **07.05.2020**