



January 14, 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 December 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 December 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-Dec-2019

**i. Composition Of Board Of Director**

Title (Mr./M/s)	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 membership in Audit/Stake holder Committee(s) including this listed entity	No of post of Chairperson in Audit/Stake holder Committee including this listed entity	Memberships in Committees of the Company	Remarks
Mr.	Patanjali Govind Keswani	00002974	C & ED	MID	07-Oct-2002	01-Apr-2018			09-Feb-1959	NA		1	0	1	0	SC,RC,NR	
Mr.	Rattan Keswani	05317766	ED	MD	12-Dec-2012	01-Jan-2017			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.	William Albertus Hazzeleger	07902239	NED		09-Aug-2017	09-Aug-2017			06-Nov-1968	NA		1	0	0	0		He is a Foreign Director
Mrs.	Freyan Jamsheed Desai	00965073	ID		15-Jun-2017	15-Jun-2017		30	23-Dec-1961	NA		1	1	1	1	SC,NRC	
Mr.	Paramartha Salka	07145770	ID		15-Jun-2017	15-Jun-2017		30	15-Mar-1962	NA		2	2	4	0	AC,SC,NRC	
Mr.	Pradeep Mathur	05198770	ID		05-Dec-2017	05-Dec-2017		24	14-Sep-1957	NA		2	2	3	2	AC,NRC	
Mr.	Arvind Singhania	00934017	ID		15-Jun-2017	15-Jun-2017		30	28-May-1964	NA		2	1	1	0		



Mr. Ashish Kumar Guha	00004364	ID	15-Jun-2017	15-Jun-2017	30	18-Nov-1966	NA	2	2	3	1	AC
Mr. Arindam Kumar Bhattachar ya	01570746	ID	11-Apr-2019	11-Apr-2019	9	04-Mar-1962	NA	1	1	0	0	

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 Regular chairperson appointed	Yes
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 Guha	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 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**

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	Vikramjit 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 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
07-Aug-2019	13-Nov-2019	Yes	9	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	97



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	07-Aug-2019		Yes	3	3
Audit Committee		13-Nov-2019	Yes	3	3

Company Remarks	Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]
	97

v. Related Party Transactions

Subject	Compliance status (Yes/No/N/A)	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 - **No**
  - 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:



**Name :** Nikhili Sethi  
**Designation :** Company Secretary & Compliance Officer