

October 20, 2022

**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 June 30, 2022**

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, 2022.

You are requested to kindly take the same on record.

Thanking You

**For Lemon Tree Hotels Limited**

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

Encl. as above

**Lemon Tree Hotels Limited**

(CIN No. L74899DL1992PLC049022)

Registered Office: Asset No. 6, Aerocity Hospitality District, New Delhi-110037

T +91 11 4605 0101 | F +91 11 46050110 | E hi@lemontreehotels.com

**Central Reservation: +91 9911 701 701 | [www.lemontreehotels.com](http://www.lemontreehotels.com)**

# 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-2022**

### 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 the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	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	No					NA		1	0	1	0	SC,RC	
Mr.	Aditya Madhav Keswani	07208901	NED		17-Jun-2015	17-Jun-2015			07-May-1991	No					NA		1	0	0	0		
Mr.	Willem Albertus Hazeleger	07902239	NED		09-Aug-2017	09-Aug-2017			06-Nov-1968	No					NA		1	0	0	0		foreign director
Mrs.	Freyan Jamshed Desai	00965073	ID		15-Jun-2017	15-Jun-2022		63	23-Dec-1961	No					NA		1	1	2	1	AC,SC,NRC	
Mr.	Paramartha Saikia	07145770	ID		15-Jun-2017	15-Jun-2022		63	15-Mar-1962	No					NA		2	2	2	0	SC,NRC	
Mr.	Pradeep Mathur	05198770	ID		05-Dec-2017	05-Dec-2017		57	14-Sep-1957	No					NA		1	1	2	1	AC,RC,NRC	
Mr.	Arvind Singhania	00934017	ID		15-Jun-2017	15-Jun-2022	14-Sep-2022	63	28-May-1964	No					NA		2	1	1	0		
Mr.	Ashish Kumar Guha	00004364	ID		15-Jun-2017	15-Jun-2022	14-Sep-2022	63	18-Nov-1956	No					NA		1	1	2	1	AC	
Mr.	Arindam Kumar Bhattacharya	01570746	ID		11-Apr-2019	11-Apr-2019		42	04-Mar-1962	No					NA		2	2	3	0	AC,RC,NRC	

Mr.	Niten Malhan	00614624	ID		06-Nov-2020	06-Nov-2020	23	02-Aug-1971	No					NA		3	3	3	0	AC,RC,NRC	
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Company Remarks	1. Mr. Patanjali Govind Keswani, Chairman & Managing Director is also the promoter. 2. Mr. Arvind Singhania & Mr. Ashish Kumar Guha, Independent Directors(ID) of the Co. have been re-appointed by the Board w.e.f 15th June, 2022 subject to the approval of the shareholders in the AGM. However, the resolution for their re-appointment has not been passed with the requisite majority in the AGM held on Sep 14, 2022, hence they ceased to be ID from the Board and the committees of the Co. wef Sep 14, 2022.
Whether Permanent 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	Ashish Kumar Guha	ID	Member	15-Jun-2017	14-Sep-2022
3	Niten Malhan	ID	Member	06-Nov-2020	
4	Freyan Jamshed Desai	ID	Member	09-Feb-2021	
5	Arindam Kumar Bhattacharya	ID	Member	13-Feb-2020	

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	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	Pradeep Mathur	ID	Chairperson	09-Feb-2021	
2	Patanjali Govind Keswani	C & ED	Member	29-May-2019	
3	Niten Malhan	ID	Member	09-Feb-2021	
4	Arindam Kumar Bhattacharya	ID	Member	09-Feb-2021	
5	Vikramjit Singh	President	Member	29-May-2019	
6	Kapil Sharma	Chief Financial Officer	Member	09-Feb-2021	

Company Remarks	
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Whether Permanent chairperson appointed	Yes
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**d. Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Niten Malhan	ID	Chairperson	06-Nov-2020	
2	Paramartha Saikia	ID	Member	09-Aug-2018	
3	Pradeep Mathur	ID	Member	05-Dec-2017	
4	Freyan Jamshed Desai	ID	Member	11-Apr-2019	
5	Arindam Kumar Bhattacharya	ID	Member	06-Nov-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**iii. Meeting of Board of Directors**

Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent Directors present
27-May-2022	Yes	10	6	3
02-Aug-2022	Yes	10	9	6

Company Remarks	
Maximum gap between any two consecutive (in number of days)	66

**iv. Meeting of Committees**

Name of the Committee	Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Total Number of Directors attended the meeting (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	26-May-2022	Yes	5	3	3	0
Audit Committee	02-Aug-2022	Yes	5	4	4	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	67

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** : **Company Secretary & Compliance Officer**

### ANNEXURE III

#### Affirmations

<i><b>Broad Heading</b></i>	<i><b>Regulation Number</b></i>	<i><b>Compliance Status</b></i>	<i><b>Company Remark</b></i>
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:

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

**ANNEXURE IV**

%symbol%	Company Name	Quarter Ended
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**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to**

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	0	0	0	0	0	0	0

**(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

**(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

**(D) If the Listed Entity would like to provide any other information the same may be indicated here**

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Affirmations	
<i>All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company</i>	
Company Remarks in case of non-compliant status	Company has not provided loans, guarantee, comfort letters, security.

<b>Name:</b> Kapil Sharma <b>Designation:</b> Chief Financial Officer <b>Place:</b> NEW DELHI <b>Date:</b> 20-Oct-2022
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