January 18, 2019

National Stock Exchange of India Limited          BSE Limited
Exchange Plaza, C-1, Block G                       Phiroze Jeejeebhoy Towers
Bandra Kurla Complex                               Dalal Street, Mumbai – 400 001
Bandra (E), Mumbai – 400 051

NSE Scrip Symbol: LEMONTREE                        BSE Scrip Code: 541233

Dear Sir

Subject: Reconciliation of Share Capital Audit

Please find enclosed the Reconciliation of Share Capital Audit Report for the Equity Shares, for the quarter ended December 31, 2018 signed by Mr. Dhawal Kant Singh, Practising Company Secretary.

This report is submitted in compliance with Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018 (erstwhile Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996).

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
RECONCILIATION OF SHARE CAPITAL AUDIT

1. For Quarter Ended 31st December, 2018

2. ISIN INE970X01018

3. Face Value Rs.10/-

4. Name of the Company Lemon Tree Hotels Limited

5. Registered Office Address Asset No. 6, Aerocity Hospitality District, IGI Airport, New Delhi-110037

6. Correspondence Address Asset No. 6, Aerocity Hospitality District, IGI Airport, New Delhi-110037

7. Telephone No. and Fax No. Tel No: 011-46050101 Fax: 011-46050110

8. Email Address sectdeptt@lemontreehotels.com

9. Name of the Stock Exchanges where the Company’s Securities are Listed BSE Limited National Stock Exchange of India Limited

10. Issued Capital

<table>
<thead>
<tr>
<th>No. of Shares</th>
<th>% of Total Issued Capital</th>
</tr>
</thead>
<tbody>
<tr>
<td>79,22,46,464</td>
<td>100.00%</td>
</tr>
</tbody>
</table>

11. Listed Capital (Exchange wise) – BSE (As per Company’s Records) - NSE

<table>
<thead>
<tr>
<th>No. of Shares</th>
<th>% of Total Issued Capital</th>
</tr>
</thead>
<tbody>
<tr>
<td>79,22,46,464</td>
<td>100.00%</td>
</tr>
<tr>
<td>79,22,46,464</td>
<td>100.00%</td>
</tr>
</tbody>
</table>

12. Held IN DEMAT Form in CDSL

<table>
<thead>
<tr>
<th>No. of Shares</th>
<th>% of Total Issued Capital</th>
</tr>
</thead>
<tbody>
<tr>
<td>3,23,08,802</td>
<td>4.08%</td>
</tr>
</tbody>
</table>

13. Held IN DEMAT Form in NSDL

<table>
<thead>
<tr>
<th>No. of Shares</th>
<th>% of Total Issued Capital</th>
</tr>
</thead>
<tbody>
<tr>
<td>60,25,17,205</td>
<td>76.05%</td>
</tr>
</tbody>
</table>

14. Physical

<table>
<thead>
<tr>
<th>No. of Shares</th>
<th>% of Total Issued Capital</th>
</tr>
</thead>
<tbody>
<tr>
<td>15,74,20,457</td>
<td>19.87%</td>
</tr>
</tbody>
</table>

15. Total No. of Shares (12+13+14)

<table>
<thead>
<tr>
<th>No. of Shares</th>
<th>% of Total Issued Capital</th>
</tr>
</thead>
<tbody>
<tr>
<td>79,22,46,464</td>
<td>100.00%</td>
</tr>
</tbody>
</table>

16. Reason for Difference if Any, between (10 & 11), (10 & 15), (11 & 15)

<table>
<thead>
<tr>
<th>Reason for Difference</th>
<th>No. of Shares</th>
<th>% of Total Issued Capital</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td>79,22,46,464</td>
<td>100.00%</td>
</tr>
</tbody>
</table>

17. Certifying the Details Of Changes In Share Capital During The Quarter Under Consideration As per Table

18. Register of Members is Updated (Yes / No) (Not, Updated Upto Which Date) Yes

19. Reference of previous quarter with regards to excess dematerialized shares, if any, N.A.

Particulars *** | No. of Shares | Applied/ Not Applied | Listed On Stock Ex. (Names) | Whether Intimated to CDSL | Whether Intimated to NSDL | In-prin.appr. pending for (Names) |
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>

***Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture Any Other (to Specify)

Off. : A-233, Ground Floor, Bunkar Colony, Ashok Vihar IV, Delhi - 110052
Phone : +91 11 27307634, 43085635
Mobile : +91 8212735635
E-mail : info@dssassociate.com
Website: www.dssassociate.com

CERTIFIED TRUE COPY
20. Has the Company resolved the matter mentioned in point no. 19 above in the current quarter? If not, reasons why? 

N.A.

21. Mention the Total No. of Requests, if any, confirmed after 21 days and the total No. of requests beyond 21 days with the reasons for delay:

<table>
<thead>
<tr>
<th>Total No. of Demat Requests</th>
<th>No. of Requests</th>
<th>No. of Shares</th>
<th>Reasons for Delay</th>
</tr>
</thead>
<tbody>
<tr>
<td>Confirmed After 21 Days</td>
<td>Nil</td>
<td>Nil</td>
<td>Nil</td>
</tr>
<tr>
<td>Pending For More than 21 Days</td>
<td>Nil</td>
<td>Nil</td>
<td>Nil</td>
</tr>
</tbody>
</table>

22. Name, Telephone And Fax No. of the Compliance Officer of the Company.

Mr. Nikhil Sethi
Group Company Secretary & GM
Legal and Compliance Officer
Tel: 011-46050122
Fax: 011-46050110

23. Name, Address, Tele No. Fax No. Regn. of the Practicing Company Secretary

Dhawal Kant Singh
Company Secretary
CP No. 7347
A-233, G.F. Bunkar Colony, Ashok Vihar IV, Delhi - 110052
011-27307634

24. Appointment of Common Agency for Share Registry Work(if Yes, Name and Address)

Karvy Fintech Private Limited
“Karvy Selenium Tower B”, Plot NO. 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad-500032, Telangana

25. Any other details that the Practicing Company Secretary may like to Provide (EG. BIFR Company, Delisting From SE, Company Changes its Name Etc. – NIL

Date: January 14, 2019
Place: New Delhi

For D.S. Associates
Company Secretary

Dhawal Kant Singh
Prop.
CP No. 7347