

refreshingly different



July 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 June 30, 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 June 30, 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**

1. Name of Listed Entity      **-Lemon Tree Hotels Limited**  
 2. Quarterending              **- 30-Jun-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 members in Audit /Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/Stakeholder Committee(s) including this listed entity | Membership 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         | 29-May-2020       |        | 30-Oct-1977   | NA                                 |                                    | 0   | 0  | 0   | 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         |                   | 36     | 23-Dec-1961   | NA                                 |                                    | 1   | 1  | 1   | 1  | SC,NRC                                  |                          |
| Mr.            | Paramartha Saikia         | 07145770 | ID   |              | 15-Jun-2017                 | 15-Jun-2017         |                   | 36     | 15-Mar-1962   | NA                                 |                                    | 2   | 2  | 4   | 0  | AC,SC, NRC                              |                          |
| Mr.            | Pradeep Mathur            | 05198770 | ID   |              | 05-Dec-2017                 | 05-Dec-2017         |                   | 30     | 14-Sep-1957   | NA                                 |                                    | 2   | 2  | 4   | 2  | AC,NRC                                  |                          |

|     |                            |          |    |  |             |             |  |    |             |    |  |   |   |   |   |    |  |
|-----|----------------------------|----------|----|--|-------------|-------------|--|----|-------------|----|--|---|---|---|---|----|--|
| Mr. | Arvind Singhania           | 00934017 | ID |  | 15-Jun-2017 | 15-Jun-2017 |  | 36 | 28-May-1964 | NA |  | 2 | 1 | 1 | 0 |    |  |
| Mr. | Ashish Kumar Guha          | 00004364 | ID |  | 15-Jun-2017 | 15-Jun-2017 |  | 36 | 18-Nov-1956 | NA |  | 2 | 2 | 3 | 1 | AC |  |
| Mr. | Arindam Kumar Bhattacharya | 01570746 | ID |  | 11-Apr-2019 | 11-Apr-2019 |  | 15 | 04-Mar-1962 | NA |  | 1 | 1 | 2 | 0 | AC |  |

|   |   |
|---|---|
| Company Remarks                             | Mr. Patanjali Govind Keswani is the Chairman and Managing Director of the Company |
| 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      |                |
| 4       | 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       | 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 |
|---|---|-----------------------------------|-----------------------------|---|
| 13-Feb-2020   | 29-May-2020   | Yes                               | 11                          | 6                                       |

|   |     |
|---|-----|
| Company Remarks   |     |
| Maximum gap between any two consecutive (in number of days) | 105 |

**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-Feb-2020  |   | Yes  | 3                           | 3                                       |
| Audit Committee       |  | 29-May-2020   | Yes  | 4                           | 4                                       |
| Nomination &          |  | 28-May-2020   | Yes  | 3                           | 3                                       |

|                        |  |  |  |  |  |
|------------------------|--|--|--|--|--|
| Remuneration Committee |  |  |  |  |  |
|------------------------|--|--|--|--|--|

|  |     |
|--|-----|
| Company Remarks  |     |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 105 |

v. **RelatedPartyTransactions**

| <i>Subject</i>   | <i>Compliancestatus(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 |  |
|--|--|

**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&remunerationcommittee - **Yes**
  - c. Stakeholdersrelationshipcommittee - **Yes**
  - d. Riskmanagementcommittee(applicabletothetop100listedentities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities 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**