



September 03, 2024

**National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East)
Mumbai – 400 051**

**BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001**

Name of Scrip: LEMONTREE

BSE Scrip Code: 541233

Subject: Intimation of 32nd Annual General Meeting (“AGM”) of the Company & submission of Integrated Report for the Financial Year 2023-24

Dear Sir/ Madam,

Pursuant to the Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we hereby inform that 32nd AGM of the Company will be held on Thursday, September 26, 2024 at 10:30 A.M. through Video Conferencing (“VC”) /Other Audio Visual Means (“OAVM”).

Further, pursuant to the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company will be providing the facility for voting by electronic means (“remote e-voting”). The remote e-voting period will commence on Sunday, September 22, 2024 (9:00 a.m. IST) and end on Wednesday, September 25, 2024 (5:00 p.m. IST). The voting rights of Members shall be reckoned on the basis of number of equity shares held by Members of the Company as on the cut-off date viz. Thursday, September 19, 2024.

Pursuant to Regulation 30, 34(1), 36 & other relevant regulations as applicable, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Integrated Report of the Company for Financial Year 2023-24 along with the notice of 32nd AGM of the Company.

The aforesaid documents are also hosted on the website of the Company viz. www.lemontreehotels.com

Please take the above intimation on your record.

Thanking you,

For **Lemon Tree Hotels Limited**

**Jyoti Verma
Group Company Secretary
& Compliance Officer
M. No.: F7210**

Encl: a/a

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



LEMON TREE HOTELS LIMITED

CIN: L74899DL1992PLC049022

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

Telephone No.: 011-46050101; Fax: 011-46050110

Email: sectdept@lemontreehotels.com; Website: www.lemontreehotels.com

Notice

NOTICE is hereby given that the **Thirty Second (32nd) ANNUAL GENERAL MEETING ("AGM")** of the members of **LEMON TREE HOTELS LIMITED** will be held on Thursday, the **26th DAY OF SEPTEMBER, 2024** at **10:30 A.M.** through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') facility, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the audited standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Auditors and Board of Directors thereon; and
 - b) the audited consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Auditors thereon.
2. To appoint a director in the place of Mr. Aditya Madhav Keswani (DIN: 07208901) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. TO APPROVE LTHL STOCK APPRECIATION RIGHTS SCHEME – 2024

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), Regulation 6(1) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), relevant provisions of Memorandum of Association and Articles of Association of the Company, approval of the members be and is hereby accorded for LTHL Stock Appreciation Rights Scheme – 2024 ("Scheme"), the salient features of

which are detailed in the explanatory statement, to this Notice and the Board of Directors (hereinafter referred to as the "Board of Directors" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) be and are hereby authorized to create, grant, offer, issue and allot under the Scheme, in one or more tranches, a maximum of 76,00,000 (Seventy Lakhs Only) Stock Appreciation Right Units ("SAR Units") (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of Eligible Employees of the Company, including Employees and Directors of Group Company including Subsidiary Company or Associate Company in India or outside India or Holding Company of the Company, exercisable into maximum of 20,00,000 (Twenty Lakhs Only) Equity Shares ("Shares") of face value ₹ 10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) as determined by the Board of Directors on the basis of total amount of appreciation so earned by each Employee, minimum 40 % of Appreciation amount will be settled in cash and the number of Equity Shares shall be calculated in accordance with such formula as may be applicable and as defined in the Scheme and on such other terms and conditions as may be decided by the Board of Directors in accordance with the applicable laws as may be prevailing at the relevant time.

RESOLVED FURTHER THAT the Scheme shall be administered by the Nomination and Remuneration Committee of the Company who shall have all necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations for the purpose of administration and superintendence of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be implemented through direct route, for extending the benefits to the eligible Employees by the way of fresh allotment.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted by the Company under the Scheme shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, split/sub-division of shares, consolidation of shares, the outstanding options to be granted under the Scheme shall be suitably adjusted for the number of SAR Units as well as the exercise price in a fair and reasonable manner, in accordance with the Scheme and in terms of SEBI (SBEB & SE) Regulations, 2021.

RESOLVED FURTHER THAT the Board of Directors of the Company is authorized to devise, formulate, evolve, decide upon and bring into effect the Scheme as per the terms approved in this resolution read with the conditions, if any, with which consent from shareholders is received and at any time to modify, alter or amend the said terms subject to compliance with the SEBI (SBEB & SE) Regulations, 2021 and other applicable laws, rules and regulations, as may be prevailing at that time.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to compliance with the SEBI (SBEB & SE) Regulations and other applicable laws, rules and regulations, as may be prevailing at that time all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose, including but not limited to filing of necessary forms with appropriate authorities, admission of Equity Shares allotted under the scheme with the depositories, listing of Shares with the Stock exchanges etc. and

may delegate all or any powers conferred herein, to any committee of directors, with power to further delegate such powers to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents as may be necessary in this regard.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors are authorized to do for the purpose of giving effect to this resolution."

4. TO APPROVE GRANT OF STOCK APPRECIATION RIGHTS TO THE EMPLOYEES OF GROUP COMPANY(IES) INCLUDING SUBSIDIARY COMPANY, ITS ASSOCIATE COMPANY AND/OR HOLDING COMPANY (IES), IN INDIA OR OUTSIDE INDIA UNDER LTHL STOCK APPRECIATION RIGHTS SCHEME – 2024

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), Regulation 6(3)(C) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), relevant provisions of Memorandum of Association and Articles of Association of the Company, consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board of Directors" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) to extend the benefit of the LTHL Stock Appreciation Rights Scheme – 2024 ("Scheme") including the grant of Stock Appreciation Rights Units ("SAR Units") and issuance of Equity Shares ("Shares") at any time, to or for the benefit of Employees and Directors of the Group Company including its Subsidiary Company or its Associate Company, or its Holding Company in India or outside India, and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws



from time to time) and to such other persons as may from time to time be allowed to be eligible for the benefits of the Scheme under applicable laws and regulations prevailing from time to time ("Eligible Employees") on such terms and conditions as may be fixed or determined by the Board of Directors in accordance with the Scheme.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted by the Company under the Scheme shall rank pari-passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, split/sub-division of shares, consolidation of shares, the outstanding options to be granted under the Scheme shall be suitably adjusted for the number of SAR Units as well as the exercise price in a fair and reasonable manner, in accordance with the Scheme and in terms of SEBI (SBEB & SE) Regulations, 2021.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to compliance with the applicable laws, rules and regulations, as may be prevailing at that time and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution.'

By the order of the Board
For **Lemon Tree Hotels Limited**

Sd/-

Jyoti Verma

Group Company Secretary & Compliance Officer
Membership No: F7210

Date: August 7, 2024

Place: New Delhi

NOTES:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, in respect of the special business to be transacted at the meeting under Item No. 3 and 4 is annexed hereto. Additional information, pursuant to Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS-2), in respect of Director(s) retiring by rotation seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as Annexure A to the Notice.
2. In view of the relaxation granted by, the Ministry of Corporate Affairs ('MCA') vide its General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being Circular No. 09/2023 dated September 25, 2023 ('MCA Circular') and the Securities and Exchange Board of India ('SEBI') via circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and subsequent circulars issued in this regard, the latest being Circular No SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated October 07, 2023 ('SEBI circular') (MCA Circular and SEBI Circular collectively referred as 'Circulars') has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue.

3. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with aforesaid MCA circulars and SEBI Circulars, the 32nd Annual General Meeting of the company is being conducted through Video Conferencing (VC) herein after called as "AGM". The deemed venue for the meeting shall be the registered office of the Company situated at Asset No. 6, Aerocity Hospitality District, New Delhi-110037.
4. PURSUANT TO PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS AND SEBI CIRCULAR THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ROUTE MAP AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
5. The Attendance of the Members (member's logins) attending the AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM through VC / OAVM on its behalf and to vote through remote e-voting, to the Scrutinizer Mr. Prakash Verma, Company Secretary in Whole Time Practice (email: info@tgladvisors.com) with a copy marked to sectdept@lemontreehotels.com and evoting@nsdl.com
7. In case of joint holders, only such joint holder whose name appeared as the first holder as per the Register of Members will be entitled to vote.
8. The Notice of AGM and Integrated Report will be sent to those Members / beneficial owners whose name will appear in the Register of Members / list of beneficiaries received from the Depositories as on August 23, 2024.
9. In line with the MCA Circulars and SEBI circulars, the Notice calling the AGM along with the Integrated Report is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories. The members further note that notice of AGM and Integrated Report has been uploaded on the website of the Company at www.lemontreehotels.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also available on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com
10. Process for those Shareholders whose email address are not registered with the Company / Depositories, for procuring user id and password and registration of e-mail address for e-voting for the resolutions set out in this Notice:

Physical Holding

Members holding shares in physical form and who have not registered their email addresses with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 along with self-attested copy of PAN card and self-attested copy of any document (eg. Aadhar Card, driving license, voter id, passport) in support of the address of the Member to KFin Technologies Limited, Registrar and Share Transfer Agent at Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032, Rangareddi, Telangana or email at einward.ris@kfintech.com

Demat Holding

Members holding shares in demat form are requested to register/ update their email addresses with their Depository Participants (DPs)

11. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 20th September 2024 to Thursday, 26th September 2024 (both days inclusive) for the purpose of 32nd AGM of the Company.
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and Certificate from Secretarial Auditors of the Company certifying that Krizm Hotels Private Limited Employee Stock Option Scheme 2006 of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available electronically for inspection by the



Members on the website of the Company at www.lemontreehotels.com during the time of the AGM.

13. Members desiring any information/clarification on the accounts or any matter to be placed at the AGM are requested to write to the Company at sectdept@lemontreehotels.com mentioning their name, DP ID and Client ID/folio number and mobile number at least seven days in advance, to reply to the queries. Members desiring to seek information/clarification during the AGM on the accounts or any matter to be placed at the AGM may ask through the chat box facility provided by NSDL.
14. Members are requested to note that KFin Technologies Limited having its office at Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032, Rangareddi, Telangana, is the Registrar and Transfer Agent (“RTA”) to manage the work related to shares held in physical and dematerialized form.
15. As per Regulation 40 of the Listing Regulations, as amended, securities of the listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form.
16. To prevent fraudulent transactions, Members are requested to exercise due diligence and immediately notify to the RTA any change in their address and/or bank mandate in respect of shares held in physical form and to their Depository Participants (DPs) in respect of shares held in the dematerialized form. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified. The Securities and Exchange Board of India (‘SEBI’) has mandated the submission of Permanent Account Number (‘PAN’) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA.
17. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member(s) holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ RTA.
18. Members may please note that SEBI vide its Circular dated January 25, 2022 has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website under the ‘Investor Relations’ section.
19. Pursuant to Section 72 of the Act, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/ their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company’s Registrar and Transfer Agent (RTA). In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
20. The voting rights of Member(s) shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Thursday, September 19, 2024. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Thursday, September 19, 2024 only shall be entitled to avail the facility of remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
21. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, September 19, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.com.
22. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Listing Regulations and MCA Circulars, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.

23. INSTRUCTION FOR REMOTE E-VOTING AND JOINING THE AGM ARE AS FOLLOWS :

The remote e-voting period begins on Sunday, September 22, 2024 at 09:00 A.M. and ends on Wednesday, September 25, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, September 19, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, September 19, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

a) Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>A. Users Registered with NSDL IDeAS facility</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://eservices.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-services is launched: click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. 2. A new screen will appear: Enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. 3. Click on the options available against Company Name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <p>B. Users not registered for IDeAS e-Services: Option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>C. Visit the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> 1. After successful registering on IDeAS, visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. 2. A new screen will open. Enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 3. Click on the option available against company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <p>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p>

NSDL Mobile App is available on





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>A. Users who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> Shareholders can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. <p>B. Users who are not opted for Easi/Easiest</p> <p>Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>C. Visit the e-Voting website of CDSL:</p> <ol style="list-style-type: none"> Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>Login Method:</p> <ol style="list-style-type: none"> Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-Voting facility. After logging, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on option available against company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL may reach out to below helpdesk

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login"

which is available under 'Shareholder/Member' section.

- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. Members whose shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self -scanned copy of Aadhar Card) by email to sectdeptt@lemontreehotels.com
2. Members whose shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to sectdeptt@lemontreehotels.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER :-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for

e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who need assistance before or during the AGM, may send a request to at NSDL Help desk at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

PROCEDURE TO ASK QUESTIONS /SEEK CLARIFICATIONS WITH RESPECT TO INTEGRATED REPORT:

Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at sectdeptt@lemontreehotels.com .The same will be replied by the company suitably.

The Company reserves the right to restrict the number of questions as appropriate for smooth conduct of AGM

24. GENERAL INFORMATION:

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
2. The Board of Directors has appointed Mr. Prakash Verma in Whole-Time Practice (email: info@tgladvisors.com), as the Scrutinizer to scrutinize the remote e-voting process before and during the AGM in a fair and transparent manner.
3. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock and count the votes cast during the AGM and votes cast through remote e-voting and make, not later than 2 working days of conclusion of the AGM, a consolidated

Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

4. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e www.lemontreehotels.com and on the website of NSDL i.e www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

By the order of the Board
For Lemon Tree Hotels Limited

Sd/-

Jyoti Verma

Group Company Secretary
& Compliance Officer
Membership No: F7210

Date: August 7, 2024

Place: New Delhi

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 6 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021 AND OTHER APPLICABLE LAWS (AS AMENDED)

ITEM No. 3 and 4

Approval of LTHL Stock Appreciation Rights Scheme- 2024

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock- based compensation scheme. Your Company believes that equity- based compensation plans are an effective tool to reward the talents contributing towards the growth of the Company.

In today's competitive world, employees are company's most important resource and asset. The Company fully recognizes the above fact and wants its employees to participate and get benefits from the growth and prosperity of the Company.

With a view to incentivize the critical work force, to create an employee ownership culture, to attract new talents, and to retain them for ensuring sustained growth, the Company intends to implement an Employee Stock Appreciation Rights Scheme seeking to cover eligible employees of the Company.

The Company acknowledges that its growth may be attributed to the direction and contributions of the employees and would therefore like to provide them the option to participate and share in the wealth created similar to other stakeholders and as a gesture aligned to this objective, Stock Appreciation Rights Scheme shall be implemented:

- To motivate the Employees to contribute to the growth, profitability and market capitalisation of the Company.
- To retain the Employees and reduce the attrition rate of Employees having critical roles in the the Company.
- To achieve sustained growth and the creation of Shareholder value by aligning the interests of the Employees with the long-term interests of the Company.
- To create a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come, and
- To provide additional deferred rewards to Employees.

In terms of above objectives, the Company proposes to implement an employee stock appreciation rights scheme, namely the 'LTHL Stock Appreciation Rights

Scheme - 2024' ("the Scheme"). Accordingly, the Nomination and Remuneration Committee of the Board of Directors ("NRC"/ "Committee") and the Board of Directors of the Company at their respective meetings held on May 29, 2024, had approved the LTHL Stock Appreciation Rights Scheme - 2024, subject to members approval by way of special resolution.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, [SEBI (SBEB & SE) Regulations, 2021] the Company seeks your approval for implementation of the Scheme and grant SAR Units thereunder to the eligible employees.

Features of the proposed Scheme are specified under:

a) Brief description of the Scheme:

The Scheme seeks to reward eligible employees by way of granting stock appreciation rights, with a view to reward their association and loyalty which has resulted in corporate growth and value creation over a long period of time.

This Scheme shall be called the "**LTHL -Stock Appreciation Rights Scheme - 2024**" hereinafter referred as "**the Scheme**".

Implementation of the Scheme:-

The Company proposes to implement the Scheme through Direct Route for extending benefits to Employees wherein the Company will distribute the Appreciation partly in cash and partly in the form of Shares in accordance with the Scheme. The Scheme shall continue to be in effect up to 8 years from the effective date of the scheme unless terminated earlier by the Board of Directors.

Eligibility Criteria's:-

The Committee may on the basis of all or any of the following criteria, decide on the Employees / Grantees who are eligible for the grant / vesting of SAR Units under the Scheme and the terms and conditions thereof.

- **Loyalty:** To be determined on the basis of tenure of employment of an Employee / Grantee in the Company/Group/Associate Company /Subsidiary.
- **Performance of Employee / Grantee:** Performance during the financial year on the basis of the parameters decided by the Board of Directors or Committee.

- **Performance of Company:** Performance of the Company as per the standards set by the Board of Directors or Committee.

Any other criteria as decided by the Committee in consultation with Board of Directors from time to time.

b) Total number of SAR Units to be granted:

The maximum number of SAR Units that may be issued pursuant to this Scheme shall not exceed 76,00,000 and the maximum number of Shares that may be issued and allotted pursuant to exercise of SAR Units shall not exceed 20,00,000 at a face value of ₹ 10 each.

If any SAR Unit granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such SAR Unit shall be added back to the pool and shall be available for further grant under the Scheme unless otherwise determined by the Committee.

c) Identification of classes of employees entitled to participate and be Beneficiaries in the Scheme:

Employee means:

- (i) an employee as designated by the company, who is exclusively working in India or outside India; or
- (ii) a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- (iii) an employee as defined in sub-clauses (i) or (ii), of a Group company including subsidiary or its associate company, in India or outside India, or of a holding company of the company, but does not include—
 - (a) an employee who is a promoter or a person belonging to the promoter group; or
 - (b) a director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company;

"Eligible Employee" means those employees who have been identified as Eligible on meeting the eligibility criteria set by the Nomination and Remuneration Committee.

"Eligibility Criteria" means the criteria, as may be determined from time to time by the Committee, for grant or vesting of SAR Units.

d) Requirements of vesting and period of vesting:

Vesting period shall commence after minimum 2 (Two) years from the grant date and shall not exceed the maximum period of 8 (Eight) years from the effective date of the Scheme, subject to achievement of milestones as mentioned below:

- 1st Milestone** Achieving Benchmark Market Price of ₹ 250 Per Share
- 2nd Milestone** Achieving Benchmark Market Price of ₹ 300 Per Share
- 3rd Milestone** Achieving Benchmark Market Price of ₹ 350 Per Share
- 4th Milestone** Achieving Benchmark Market Price of ₹ 400 Per Share

Schedule of vesting under the Scheme shall be as follows:

Milestone to be achieved	% of SAR Units to be vested
At the achievement of First Milestone	25% of the SAR Units granted
At the achievement of Second Milestone	25% of the SAR Units granted
At the achievement of Third Milestone	25% of the SAR Units granted
At the achievement of Fourth Milestone	25% of the SAR Units granted

"Benchmark Market price" means the average of weekly average price of 4 weeks price (Closing) on a recognized stock exchange on which the Shares of the Company are listed on the date immediately prior to the relevant date.

e) Maximum period within which the SAR shall be vested

Vesting period shall not exceed the maximum period of 8 (Eight) years from the effective date of the Scheme, subject to achievement of milestones as mentioned in clause (d) above.

f) Exercise price or pricing formula:

Upon vesting of SAR Units, the Committee in accordance with SEBI (SBEB & SE) Regulations and terms of grant, shall calculate the Appreciation occurred on such SAR Units. The Appreciation value in this case will be based on the difference between the market price on Respective Vesting Date and SAR Price.

"Vesting Date Price" means the price which is calculated by the Committee at the time of vesting of SAR Units with the Grantees. The Vesting Date Price shall be calculated based upon the market price on respective vesting Date.



For the purpose of the Scheme, SAR Price shall be calculated on the basis of Market price as defined in the Scheme.

For the purpose of above:

"Market price" means the latest available closing price on a recognized stock exchange on which the Shares of the Company are listed on the date immediately prior to the relevant date.

"Relevant date" means, -

- i) In the case of grant, the date of the meeting of the Committee on which the grant is made; or
- ii) In the case of vesting, the date of vesting of Options; or
- iii) In the case of exercise, the date on which the notice/letter of exercise is given to the Company by the Grantee.

g) Exercise period and process of exercise/ acceptance of Shares:

The vested SAR Units can be exercised by Grantees within the exercise period which shall be 1 year from the vesting date.

Upon exercising, the Grantee shall be entitled to receive appreciation in the following manner:

In Cash: Minimum 40% of total value of Appreciation shall be rewarded in Cash. However, the percentage of Cash can be increased at the discretion of Committee at the time of exercise.

In Equity Shares: The number of Shares to be determined by dividing the

Appreciation amount (Net of cash) by Exercise Date Price.

Upon allotment of the Shares, the Grantee shall become member of the Company. The Shares to be allotted shall rank pari-passu in all respects within the then existing Shares of the Company.

At the time of exercise, the Committee may on its own discretion in compliance with SEBI (SBEB & SE) Regulations and terms of grant, shall calculate the Exercise Date Price.

h) Appraisal process for determining the eligibility of employees under Scheme:

The Committee may on the basis of all or any of the following criteria, decide on the Employees/ Grantees who are eligible for the grant of SAR Units under the Scheme and the terms and conditions thereof.

- **Loyalty:** To be determined on the basis of tenure of employment of an Employee / Grantee in the Company /Associate Company /Subsidiary.

- **Performance of Employee / Grantee:** Performance during the financial year on the basis of the parameters decided by the Board of Directors or Committee.
- **Performance of Company:** Performance of the Company as per the standards set by the Board of Directors or Committee.

Any other criteria as decided by the Committee in consultation with Board of Directors from time to time.

The Employees / Grantees satisfying the eligibility criteria shall be termed as eligible Employee / Grantee.

i) Maximum number of SARs to be offered per Employee and in aggregate:

The maximum number of SAR Units that may be issued pursuant to this Scheme shall not exceed 76,00,000 and the maximum number of Shares that may be issued and allotted pursuant to exercise of SAR Units shall not exceed 20,00,000 at a face value of ₹ 10 each.

Subject to availability of SAR Units in the pool under the Scheme, the maximum number of SAR Units that can be granted to any eligible Employee during any one year shall be less than 1% of the issued capital of the Company at the time of grant. The Committee may decide to grant such number of SAR Units equal to or exceeding 1% of the issued capital to any eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

j) Maximum quantum of benefits to be provided per employee under the Scheme:

The maximum quantum of benefits that will be provided to every eligible Employee under the Scheme shall be equivalent to the appreciation which shall be the difference between the Vesting Date Price and the SAR Price which shall be partly settled in cash and partly in equity shares, subject to provision of the Scheme.

k) Whether the Scheme is to be implemented and administered directly by the Company or through a trust:

This Scheme shall be administered by the Company directly through Committee working under the powers delegated by the Board or in accordance with the SEBI Regulations and not through Trust.

l) Whether the Scheme involved new issue of Shares by the Company or secondary acquisition by the Trust or both;

The Scheme shall involve new issuance of Shares.

m) The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc:

Not applicable, since the Scheme is proposed to be implemented by direct route.

n) The maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme:

Not applicable, since the Scheme is proposed to be implemented by direct route.

o) Disclosure and Accounting Policies:

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations, 2021 or as may be prescribed by regulatory authorities from time to time.

p) Valuation Method:

The Company shall comply with the requirements of IND-AS and shall use Fair Value method. The Company shall make all the necessary disclosures required under the provisions of the SEBI (SBEB & SE) Regulations, 2021 and other Applicable Laws.

q) Statement with regard to Disclosure in Director's Report:

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share-based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have

been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

r) Lock In : There shall be no Lock in requirements.

s) Terms & conditions for buyback, if any, of specified securities: N.A

Consent of the shareholder is being sought for item no. 3 and 4 of the Notice pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Regulation 6 of the SEBI (SBEB & SE) Regulations.

None of the Directors, Key Managerial Personnel of the Company, and any relatives of such Director, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the SARs Units that may be granted under the Scheme.

A copy of the draft Scheme shall be available on the website of the Company under Investor section at weblink <https://lemontreehotels.com/factsheet/Policies/LTH-Draft-Stock-Appreciation-Rights-Scheme-2024.pdf> for inspection till the conclusion of remote e-voting. The Board of Directors recommends the passing of the Item No. 3 and 4 for the approval of the Shareholders by way of Special Resolutions.

By the order of the Board
For Lemon Tree Hotels Limited

Sd/-

Jyoti Verma

Group Company Secretary
& Compliance Officer
Membership No: F7210

Date: August 7, 2024

Place: New Delhi

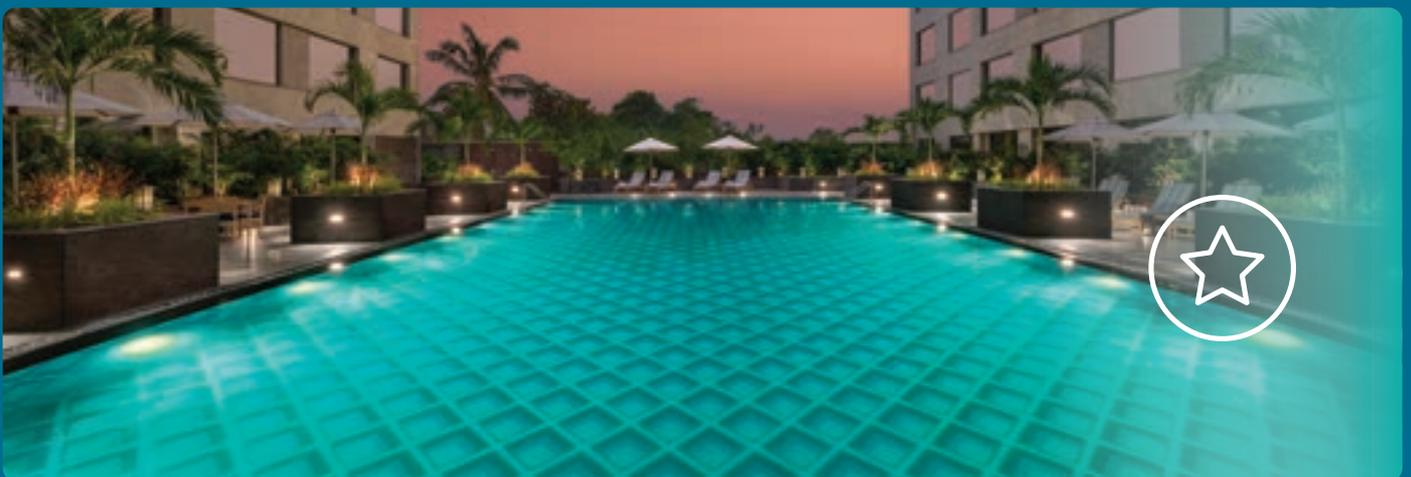


Annexure-'A'

Details of Director seeking re-appointment/ appointment at the Annual General Meeting of the Company pursuant to Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India

Name of the Director	Mr. Aditya Madhav Keswani Non-Executive Director
DIN	07208901
Date of Birth	07/05/1991
Age	33 Years 3 months
Nationality	Indian
Date of First Appointment on Board	17-06-2015
Relationship with Director/Manager/ KMP	Mr. Aditya Madhav Keswani is son of Mr. Patanjali Govind Keswani, Chairman and Managing Director of the Company and is not related with any other director and KMP(s) of the Company and doesn't hold any shares in the company.
Brief Profile	Mr. Aditya Madhav Keswani holds a Bachelor's Degree in arts from the New York University. Post the completion of his education, Mr. Aditya Madhav Keswani has joined the Company as a non-executive Director on our Board on June 17, 2015 and has not drawn any remuneration from this Company.
Qualification & Experience	Bachelor's degree in arts from the New York University.
Terms and Conditions of appointment or reappointment	To be re-appointed as Non-Executive Director, liable to retire by rotation.
Board Membership of Other Companies	<ol style="list-style-type: none"> 1) Fleur Hotels Private Limited 2) Arum Hotels Private Limited 3) Nettle Hotels Private Limited 4) Crow Real Estates Private Limited 5) Toucan Real Estates Private Limited 6) Oceanus Development Company Private Limited 7) Myna Real Estates Private Limited 8) Pony Tale Hotels Private Limited 9) Prinia Hotels Private Limited 10) Redstart Real Estate Private Limited 11) Totally Foxed Solutions Private Limited 12) Sparrow Buildwell Private Limited 13) Spank Management Services Private Limited 14) Madder Stays Private limited 15) Garnet Hotels Private limited
Chairman/ Member of the Committee of the other Board of Directors	Fleur Hotels Private Limited <ol style="list-style-type: none"> a) General Management Committee-Member b) Finance Committee-Member
Number of shares held in the Company	Nil
Remuneration last drawn (₹ In Million)	Nil
Listed entities from which the person has resigned in the past three years	Nil
No. of Board meetings attended during the year	Mr. Aditya Madhav Keswani has attended 5 Board meeting out of 5 during the FY 2023-24
Other information	Mr. Aditya Madhav Keswani is not connected directly or indirectly to the Company except as Director in the Company and its subsidiaries as mentioned above.

Inspired by India, Growing Responsibly



LEMON TREE HOTELS LIMITED

INTEGRATED ANNUAL REPORT 2023-24



FOR WHEREVER YOU WANT TO GO, WE ARE THERE FOR YOU

What began as a single 49-room hotel in 2004 has evolved to almost 10,000 rooms across 100+ hotels under 7 brands, present in 64 destinations in India and 2 internationally. In close to two decades, we are proud to have created a team of ~8,500 employees and have delighted 1.44 lakh customers.



Lemon Tree Hotel, Sonmarg

Inspired by India, Growing Responsibly

Rooted in the spirit of Indian hospitality and innovation, Lemon Tree Hotels (LTH) has been on the path of responsible growth for approximately two decades now, harnessing our nation's dynamic energy and fulfilling the needs of an emerging class of aspirational consumers. Along the way, we have expanded our horizons to reach the length and breadth of India, while creating a sense of belonging and community for every guest. As India emerges as a prominent player on the global stage, it presents us with the opportunity to accelerate responsible growth, even beyond borders while staying true to our ethos of responsibility and sustainability at every step.

Reimagining the future of hospitality, with sustainability at the foundation of our brand, we are committed to blending the richness of India, our innovative spirit and passion for positive impact to deliver extraordinary guest experiences.

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About the Report

Lemon Tree Hotels Limited (hereafter referred to as 'Lemon Tree', 'Lemon Tree Hotels', 'LTH', 'Our Company', 'We') is delighted to present its third Integrated Report (and fourth ESG disclosure report). The Integrated Report for FY24 presents our Financial and Environment, Social and Governance (ESG) performance to our shareholders and other stakeholders, highlighting our key achievements, strategy and prospects.

Scope and Boundary

The Report covers the activities of Lemon Tree Hotels across 41 owned/leased hotels and 22 managed hotels and our subsidiaries, joint ventures, associates and other collaborations. For a comprehensive list of the 63 hotels covered in this Report, please refer to the annexure on [Pg:94](#)

Reporting Period

The Report covers the period from 1st April 2023 to 31st March 2024. The hotel portfolio numbers, including operational and pipeline properties, reported are as on 31st March 2024.

Framework, Guidelines and Standards

The Report has been prepared following the Integrated Reporting <IR> Framework under the International Financial Reporting Standards (IFRS) Foundation. It has also been prepared with reference to the Global Reporting Initiative (GRI) Standards 2021.

The Report is prepared in accordance with:

- The Companies Act, 2013 (and the rules made thereunder)
- National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVG-SEE)
- Indian Accounting Standards (Ind-AS)
- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- The Secretarial Standards issued by the Institute of Company Secretaries of India
- United Nations Sustainable Development Goals (UN SDGs)

Precautionary Approach

We adopt a precautionary approach to minimise the environmental impact of our operations. We regularly review the Environment, Health and Safety (EHS) performance of our hotels to effectively identify and mitigate any potential negative impacts.

Responsibility Statement

The Board of Directors ensures the integrity of the Integrated Report by thoroughly reviewing the content and making sure it covers all significant issues and accurately represents the Company's overall performance and impact.

Data Integrity

Accuracy, reliability and transparency are fundamental in preparation of our Integrated Report. We collect and analyse relevant data to uphold these principles. Our rigorous internal controls are pivotal in delivering unbiased, comparable and comprehensive information within the Report. We prioritise transparency by acknowledging and disclosing any data limitations.

Materiality

We identify material issues by conducting a materiality assessment, which involves engaging with our stakeholders. This process is crucial for creating value among stakeholders and fostering trust and collaboration. Find out more about our materiality process on [Pg:48](#)

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External Assurance

We have obtained independent assurance for our Report from Felix Advisory Private Limited. This assurance aligns with the GRI Standard 2021 and the International Federation of Accountants (IFAC) Code of Ethics for Professional Accountants. Their statement is included in the Report. Our business performance information is sourced from audited financial statements for FY24. You can find the assurance certificate on [Pg:96](#)



Our Capitals

- Financial Capital
- Manufactured Capital
- Human Capital
- Social and Relationship Capital
- Intellectual Capital
- Natural Capital

Our Stakeholders

- Employees
- Customers
- Regulatory Bodies/Government
- Investors and Shareholders
- Owners and Partners
- Suppliers and Vendors
- Contractors
- Online Travel Agents (OTAs)/Portals
- NGOs
- Local Communities
- Industry Associates
- Media
- Auditors
- Bankers

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Feedback

For any inquiries and feedback regarding the Report, please email us at: ESG@lemontreehotels.com

Registered Office

Lemon Tree Hotels Limited, Asset No. 6, Aerocity Hospitality District, New Delhi - 110037

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www.lemontreehotels.com

CIN No.: L74899DL1992PLC049022

FY24 HIGHLIGHTS

Driving Growth Responsibly

Aurika, Mumbai Skycity was launched this year with 669 rooms, making it the largest hotel in the country by number of rooms



Economic¹

We are targeting to stabilise our Net EBITDA at 50% and become debt-free by FY29

₹1,076.8 Cr
Total Revenue

49.1%
EBITDA Margin

₹1,81.7 Cr
PAT

₹1,889 Cr
Gross Debt

¹ This is for LTH at a consolidated level.
² For the 41 owned/leased hotels.

We opened 17 new hotels and signed 38 new hotels

Environment²

Committed to become 100% green building certified by FY26

29.27%
Certified Green Buildings (hotels)

10.75%
Renewable Energy (RE) usage

6.93%
Reduction in Energy Consumption (intensity-based) over the FY19 baseline

8.97%
Reduction in GHG emissions (intensity-based) over the FY19 baseline



Our rating on long-term bank facilities was upgraded to 'CRISIL A/Stable' from 'CRISIL A-/Stable'

Social

Aimed to include 20% Opportunity Deprived Individuals (ODIs) in our workforce by FY26

16.96%
ODIs in the workforce³

13%
Women across the workforce³

98%
Sourcing from local suppliers⁴

₹55.69 Lakhs
CSR spend by Lemon Tree Hotels and its subsidiary companies



³ For the 41 owned/leased hotels.
⁴ For the 41 owned/leased hotels and 22 managed hotels covered in the scope of this Integrated Report.
⁵ For the entire network of owned/leased, managed/franchised hotels.

Our operational inventory exceeded 9,800 rooms⁵



Governance

Maintaining the highest standards of governance and selecting a seasoned Board of Directors are integral to our governance framework.

70%
Independent Directors on the Board

20%
Women on the Board

66.67%
Committees led by Independent Directors

18%
Women participation in senior roles (KMPs and Senior Management)

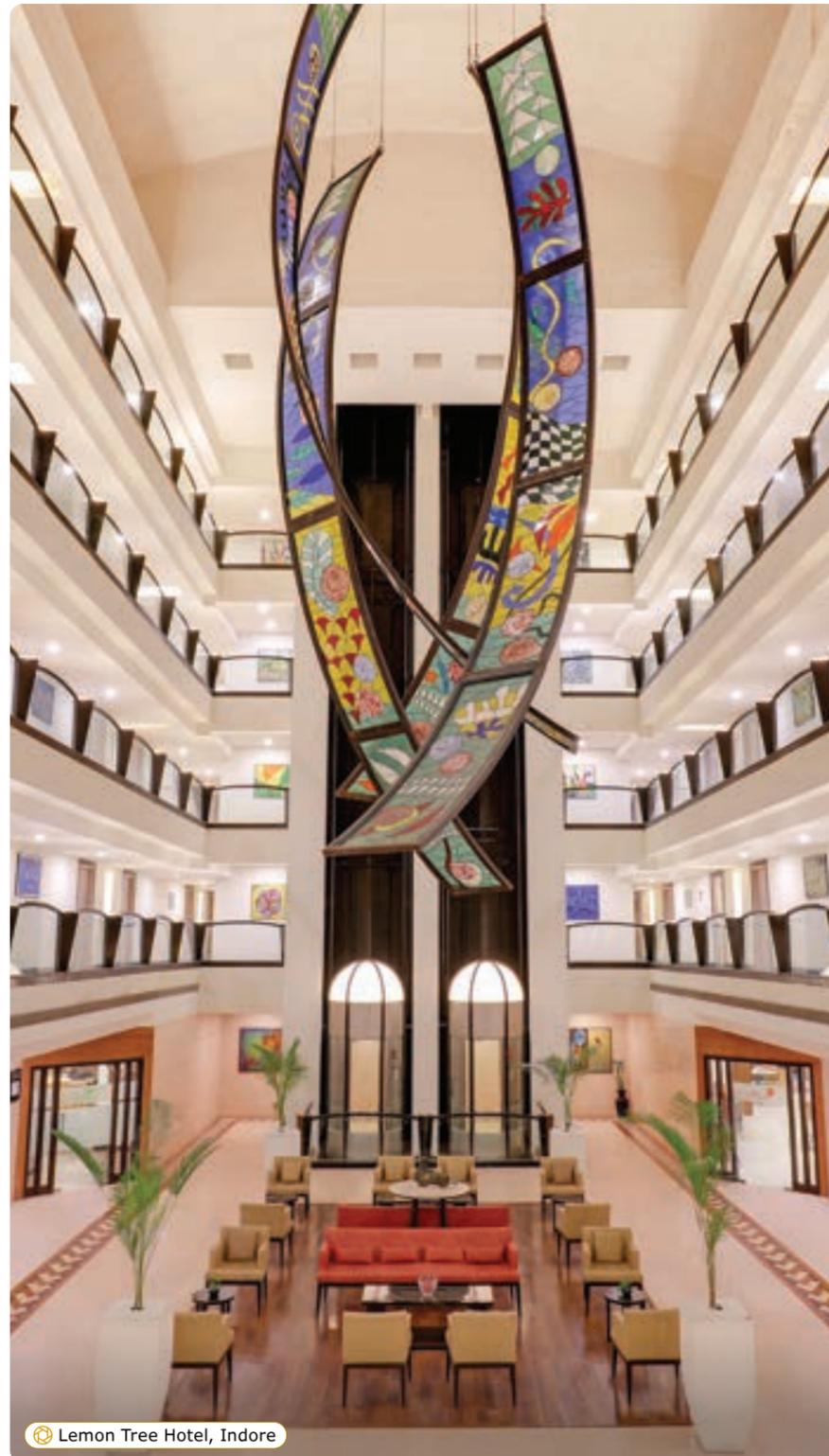




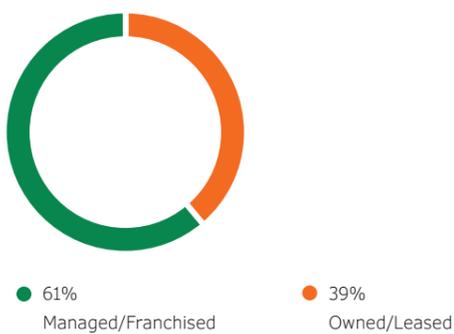
LTH AT A GLANCE

20 Years of Delivering Delight

Lemon Tree is one of the largest hotel chains in India, with seven brands, 104 hotels and 9,858 rooms across 64 destinations in India and 2 overseas. As pioneers in the Indian mid-market hotel space, we have earned a reputation for delivering superior service experiences with an emphasis on affordability. Our compelling value proposition resonates across all segments, making us the go-to choice for travellers looking for great value.



Hotels by Contract Type (%)



Vision

Lemon Tree Hotels shall be the largest and most preferred Indian chain of upscale, upper-midscale, midscale and economy hotels and resorts.

Mission

We shall be committed to:

- Ensuring the well-being and self-worth of our colleagues, who are of the utmost importance to us.
- Contributing to the community we live in and to India in general.
- Delighting our guests, whose comfort, safety, security and well-being is our main reason for being.
- Rewarding our stakeholders, whose trust motivates us to excel further.
- Protecting the environment.
- Maximising the efficiency of our processes, to enable us to be the most cost-effective brand offering the greatest value, which our customers have every right to expect.

Core Values

HAS TO RISE

Health and Safety

We will always focus on ensuring the health, safety, security and well-being of all our stakeholders including the communities within which we operate our business.

Teamwork

We recognize that superlative performance is always the result of teamwork.

Ownership

We always take responsibility for our actions.

Respect and Empathy

We always exhibit respect and concern for colleagues, guests and partners.

Integrity

We always maintain the highest standards of fairness and transparency in all our dealings.

Spirited Fun

We create an exciting and spirited work environment encouraging our colleagues to think freely.

Excellence

We always drive excellence in what we do.



LTH AT A GLANCE

Our Strengths

We own, lease, operate and franchise hotels and resorts across the upscale, upper-midscale, midscale and economy segments.

Cost and Capital Efficiency

Strategic land acquisition by a skilled business development team reduces costs and enhances margins significantly. This enhances our ability to generate cash flows and aligns with our goal to become debt-free by FY29.

A/Stable

Credit rating by CRISIL (Upgraded from A-/Stable)

Affordability and Customer Loyalty

Positioned strongly in the mid-scale segment, we navigate economic downturns effectively. Our loyalty programme facilitates expansion, leveraging a robust base of repeat guests.

84%

Retail Net Promoter Score (NPS)⁶

Pan-India Scale and Network

Broad geographic reach across major metros and Tier I to III cities caters to corporate, business and leisure travellers alike.

Present across

64

destinations⁷

Superior Business Model

1.7X

RoCE compared to five-star hotels, lower development costs per room and higher occupancy rates.

12.25%

Return of Capital Employed (RoCE)

Our Strategic Priorities

- SP 1** Asset-Light Growth and Network Effect
- SP 2** Digital Transformation
- SP 3** Retail Acceleration
- SP 4** Loyalty Programme Expansion
- SP 5** Cost Structure
- SP 6** Capital Recycling
- SP 7** Simplifying Group Structure

Our ESG parameters form the basis for establishing and executing these levers.

↔ Pg:42

⁶ For the 41 owned/leased hotels and 22 managed hotels covered in the scope of this Integrated Report.

⁷ For the entire network of owned/leased, managed/franchised hotels in India.



📍 Lemon Tree Hotel, Hinjawadi, Pune

Our Brands



OUR PORTFOLIO

Quality in Every Segment

Our portfolio covers hotels and resorts across upscale, upper mid-scale, mid-scale and economy segments. Strategically located in India's vibrant urban hubs and iconic tourist hotspots, we provide easy access to comfortable stays, elevating the experience with smart in-room amenities, lively dining options, relaxing recreational activities and more, all at competitive prices.

Expansion and Management Contracts

We focus on asset-light expansion, driven by signing and opening more managed/franchised hotels. Currently, we have an inventory of 166 hotels with 14,014 rooms, including those in the pipeline. Our goal is to achieve a debt-free status in five years, with the incremental cash flow being applied towards debt reduction. Our diverse brand portfolio, extensive sales network, robust distribution platforms and exclusive loyalty programme have successfully attracted standalone hotel owners in Tier-II and Tier-III cities, providing a solid foundation for our growth. In addition to entering the management and franchised space, we further drive growth by penetrating new markets and strengthening our position across segments. Our franchise division leverages existing brands and expands our network.

Upscale Segment



Aurika Hotels and Resorts are upscale properties that go 'beyond the unusual' by offering exclusive experiences in an extraordinary ambience. With an emphasis on sustainable design inspired by local culture and history, these properties combine beauty and elegance with comfortable informality. Our efficient service goes beyond the unusual and is anticipatory yet unobtrusive. Inspiring spaces, unexpected dining experiences, innovative technological solutions and seamless delivery ensure that you can work, play and relax effortlessly.

Upper Mid-scale Segment



Lemon Tree Premier is a chain of sustainably designed upper-midscale hotels and resorts that welcome you with their stylish and contemporary interiors. These refreshingly different properties offer warm, friendly and attentive service in a fresh and inviting ambience. Lemon Tree Premier pampers the style conscious traveller with personalised experiences, award winning restaurants and rejuvenating recreational options in a relaxed atmosphere.



Keys Prima by Lemon Tree Hotels, Thekkady



BY LEMON TREE HOTELS

Keys Prima Hotels are sustainably designed upper-midscale hotels. These properties delight guests with their bright and trendy design and welcoming ambience. At Keys Prima Hotels, the tasteful interiors and thoughtful, anticipatory service coupled with the brand's signature warm welcome and fond farewell make for a truly memorable experience.



Lemon Tree Premier, New Town, Kolkata



Lemon Tree Premier, Ulsoor Lake, Bengaluru



Aurika, Mumbai Skycity

Operational⁸

3
 863

Pipeline⁹

2
 242

Operational¹⁰

1 42

Pipeline¹¹

1 55



Aurika, Mumbai Skycity

Operational¹⁰

19 2,607

Pipeline¹¹

6 479



Keys Prima by Lemon Tree Hotels, Thekkady

Operational⁸	
9,858 Rooms	104 Hotels
Pipeline⁹	
4,156 Rooms	62 Hotels

⁸ For the entire network of owned/leased, managed/franchised hotels.
⁹ For the entire network of owned/leased, managed/franchised hotels. The pipeline is subject to change over time.

¹⁰ For the entire network of owned/leased, managed/franchised hotels.
¹¹ For the entire network of owned/leased, managed/franchised hotels. The pipeline is subject to change over time.



OUR PORTFOLIO

Mid-Scale Segment



Lemon Tree Hotel, Aurangabad



Lemon Tree Hotels are sustainably designed midscale hotels that uplift your spirits at the end of a long day. These refreshingly different properties bring the outdoors in and delight guests with their fresh, vibrant interiors, fun, quirky elements and spirited environment. Warm greetings, friendly smiles and a whiff of our signature lemon fragrance welcome you here. These hotels make you feel close to home with their bright, comfortable rooms and service that goes the extra mile.



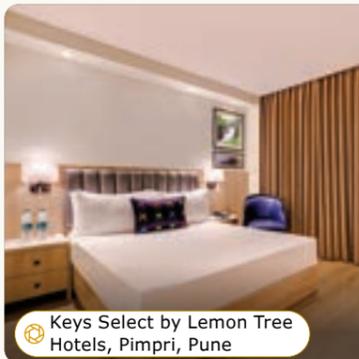
Keys Select Hotels are sustainably designed midscale hotels. These properties delight guests with their chic interiors, comfortable rooms, convenient business facilities and pleasing dependable service. At Keys Select Hotels, the lively ambiance and cheerful smiles go hand-in-hand with the brand's signature warm welcome and fond farewell. All this, at a sensible price.

Operational¹²

12 1,271

Pipeline¹³

4 296



Keys Select by Lemon Tree Hotels, Pimpri, Pune

Economy Segment



Red Fox Hotels are sustainably designed economy hotels. These unbeatably cool properties welcome you with their fun, bold interiors and crisp and clean rooms. Red Fox Hotels are young at heart and let you be yourself. Here, friendly smiles, professional service and reliable safety standards go hand in hand with an unmatched value proposition.



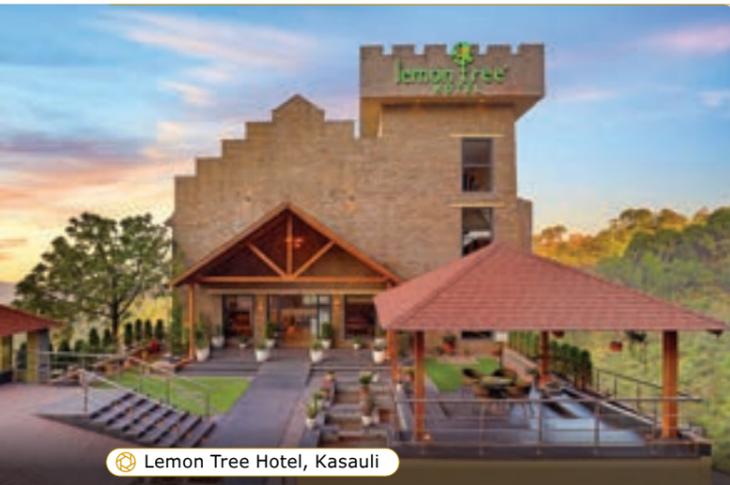
Keys Lite by Lemon Tree Hotels, Sreekanya, Visakhapatnam



Keys Lite Hotels are sustainably designed economy hotels. These properties delight guests with their impeccably clean interiors, efficient, agreeable service and easy going atmosphere. The enhanced safety, security and hygiene measures, combined with the brand's signature warm welcome and fond farewell, make for a stress free stay at an affordable price.



Red Fox Hotel, Neelkanth



Lemon Tree Hotel, Kasauli

Operational¹²

54 3,657

Pipeline¹³

41 2,686



Keys Select by Lemon Tree Hotels, Udaipur



Red Fox Hotel, HITEC City, Hyderabad

Operational¹⁴

11 1,290

Pipeline¹⁵

1 50

Operational¹⁴

4 128

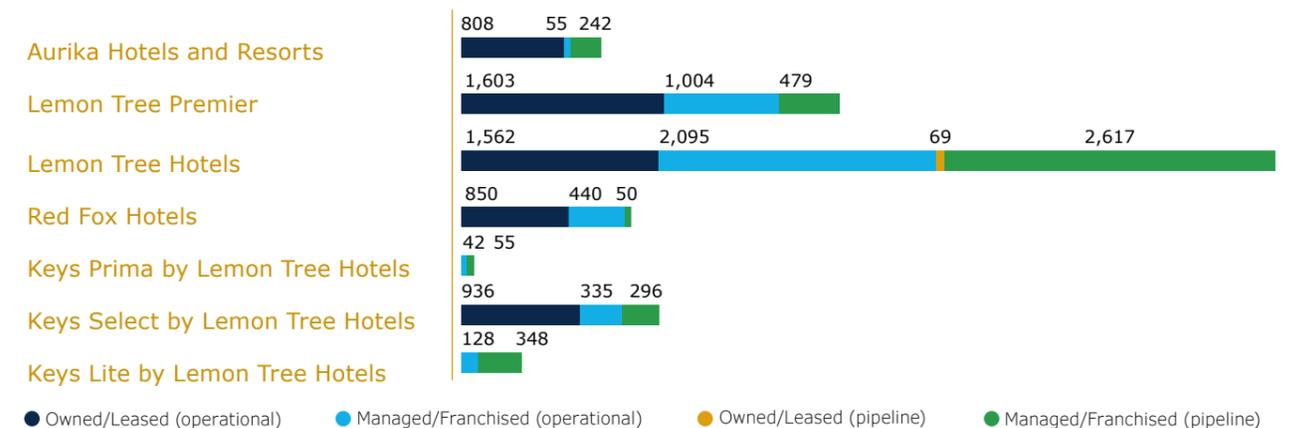
Pipeline¹⁵

7 348



Keys Lite by Lemon Tree Hotels, Sreekanya, Visakhapatnam

Total Rooms by Inventory Type¹⁶



¹² For the entire network of owned/leased, managed/franchised hotels.
¹³ For the entire network of owned/leased, managed/franchised hotels. The pipeline is subject to change over time.

¹⁴ For the entire network of owned/leased, managed/franchised hotels.
¹⁵ For the entire network of owned/leased, managed/franchised hotels. The pipeline is subject to change over time.
¹⁶ For the entire network of owned/leased, managed/franchised hotels. This includes our pipeline, which is subject to change over time.



OUR PRESENCE

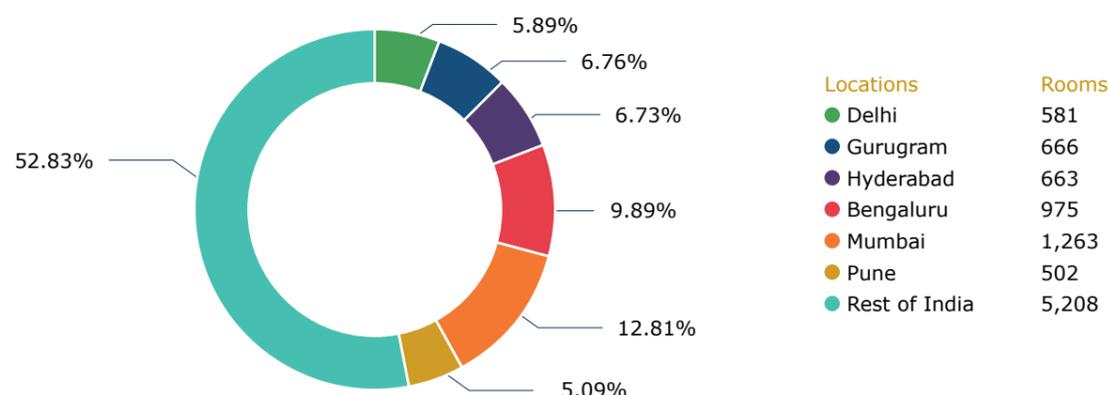
Growing with India, for India

We have opened 17 new hotels in major tourist destinations/business hubs and signed 38 new hotels in unique locations in FY24. With the Indian hospitality market poised for a structural shift, we aim to expand our footprint across the country from Tier II to IV cities, bringing the comfort of our properties to every traveller.

New Hotels Openings in FY24¹⁷

Hotel Name	City	State	Country
1. Aurika, Mumbai Skycity	Mumbai	Maharashtra	India
2. Lemon Tree Hotel, Agra	Agra	Uttar Pradesh	India
3. Lemon Tree Hotel, Bhopal	Bhopal	Madhya Pradesh	India
4. Lemon Tree Hotel, Manali	Manali	Himachal Pradesh	India
5. Lemon Tree Hotel, Rajkot	Rajkot	Gujarat	India
6. Lemon Tree Suites, Whitefield, Bengaluru	Bengaluru	Karnataka	India
7. Lemon Tree Hotel, Haridwar	Haridwar	Uttarakhand	India
8. Lemon Tree Hotel, McLeod Ganj	McLeod Ganj, Dharamshala	Himachal Pradesh	India
9. Lemon Tree Hotel, Sonmarg	Sonmarg	Jammu & Kashmir	India
10. Lemon Tree Hotel, Hubli	Hubli	Karnataka	India
11. Lemon Tree Hotel, Dapoli	Dapoli	Maharashtra	India
12. Lemon Tree Hotel, Hisar	Hisar	Haryana	India
13. Lemon Tree Premier, Malad, Mumbai	Mumbai	Maharashtra	India
14. Keys Lite by Lemon Tree Hotels, Dapoli	Dapoli	Maharashtra	India
15. Lemon Tree Resort, Kumbhalgarh	Kumbhalgarh	Rajasthan	India
16. Keys Select by Lemon Tree Hotels, Udaipur	Udaipur	Rajasthan	India
17. Lemon Tree Hotel, Kasauli	Kasauli	Himachal Pradesh	India

Region-wise Operational Inventory



¹⁷ For the entire network of owned/leased, managed/franchised hotels.

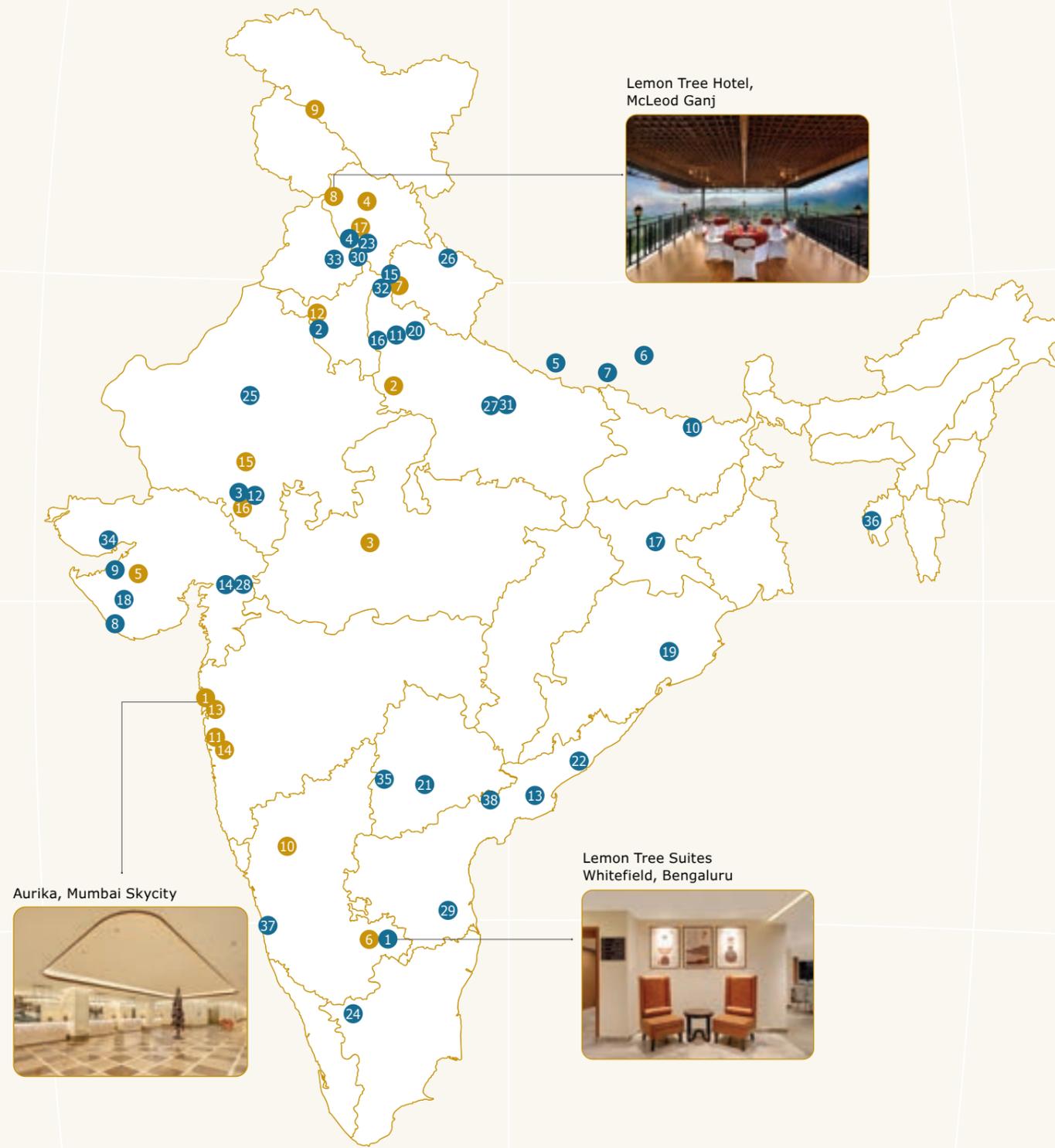
New Signings in FY24¹⁸

Hotel Name	City	State	Country
1. Lemon Tree Suites, Whitefield, Bengaluru	Bengaluru	Karnataka	India
2. Lemon Tree Hotel, Hisar	Hisar	Haryana	India
3. Keys Select by Lemon Tree Hotels, Udaipur	Udaipur	Rajasthan	India
4. Lemon Tree Hotel, Kasauli	Kasauli	Himachal Pradesh	India
5. Lemon Tree Resort, Lumbini	Lumbini	Lumbini Province	Nepal
6. Lemon Tree Premier, Budhanilkantha, Kathmandu	Budhanilkantha, Kathmandu	Bagmati Province	Nepal
7. Tigerland Safari - A Lemon Tree Resort, Chitwan	Chitwan National Park	Chitwan	Nepal
8. Lemon Tree Resort, Somnath	Somnath	Gujarat	India
9. Lemon Tree Hotel, Jamnagar	Jamnagar	Gujarat	India
10. Lemon Tree Hotel, Motihari	Motihari	Bihar	India
11. Lemon Tree Hotel, Meerut	Meerut	Uttar Pradesh	India
12. Keys Lite by Lemon Tree Hotels, Urban Suites, Udaipur	Udaipur	Rajasthan	India
13. Lemon Tree Hotel, Rajahmundry	Rajahmundry	Andhra Pradesh	India
14. Keys Lite by Lemon Tree Hotels, Vadodara	Vadodara	Gujarat	India
15. Lemon Tree Premier, Dehradun	Dehradun	Uttarakhand	India
16. Lemon Tree Hotel, Noida	Noida	Uttar Pradesh	India
17. Lemon Tree Hotel, Ranchi	Ranchi	Jharkhand	India
18. Lemon Tree Hotel, Junagadh	Junagadh	Gujarat	India
19. Lemon Tree Hotel, Bhubaneswar	Bhubaneswar	Odisha	India
20. Lemon Tree Hotel, Mussoorie	Mussoorie	Uttarakhand	India
21. Keys Select by Lemon Tree Hotels, Yadagirigutta	Yadagirigutta	Telangana	India
22. Red Fox Hotel, Visakhapatnam	Visakhapatnam	Andhra Pradesh	India
23. Lemon Tree Hotel, Mashobra, Shimla	Mashobra	Himachal Pradesh	India
24. Keys Lite by Lemon Tree Hotels, Coimbatore	Coimbatore	Tamil Nadu	India
25. Lemon Tree Resort, Sankhwas Garh	Sankhwas Garh	Rajasthan	India
26. Lemon Tree Hotel, Badrinath	Badrinath	Uttarakhand	India
27. Lemon Tree Hotel, Gomti Nagar, Lucknow	Lucknow	Uttar Pradesh	India
28. Keys Select by Lemon Tree Hotels, Vadodara	Vadodara	Gujarat	India
29. Lemon Tree Premier, Tirupati	Tirupati	Andhra Pradesh	India
30. Lemon Tree Mountain Resort, Kasauli	Kasauli	Himachal Pradesh	India
31. Lemon Tree Premier, Lucknow	Lucknow	Uttar Pradesh	India
32. Keys Prima by Lemon Tree Hotels, Dehradun	Dehradun	Uttarakhand	India
33. Lemon Tree Hotel, Zirakpur	Zirakpur	Punjab	India
34. Keys Select by Lemon Tree Hotels, Anjar	Anjar	Gujarat	India
35. Lemon Tree Resort, Marpalle	Marpalle	Telangana	India
36. Lemon Tree Hotel, Agartala	Agartala	Tripura	India
37. Lemon Tree Hotel, Kundapura	Kundapura	Karnataka	India
38. Keys Lite by Lemon Tree Hotels	Vijaywada	Andhra Pradesh	India

¹⁸ For the entire network of owned/leased, managed/franchised hotels.



NEW OPENINGS AND NEW SIGNINGS



- New Signings
- Hotel Openings

Note: Map not to scale.

66
Total Destinations¹⁹

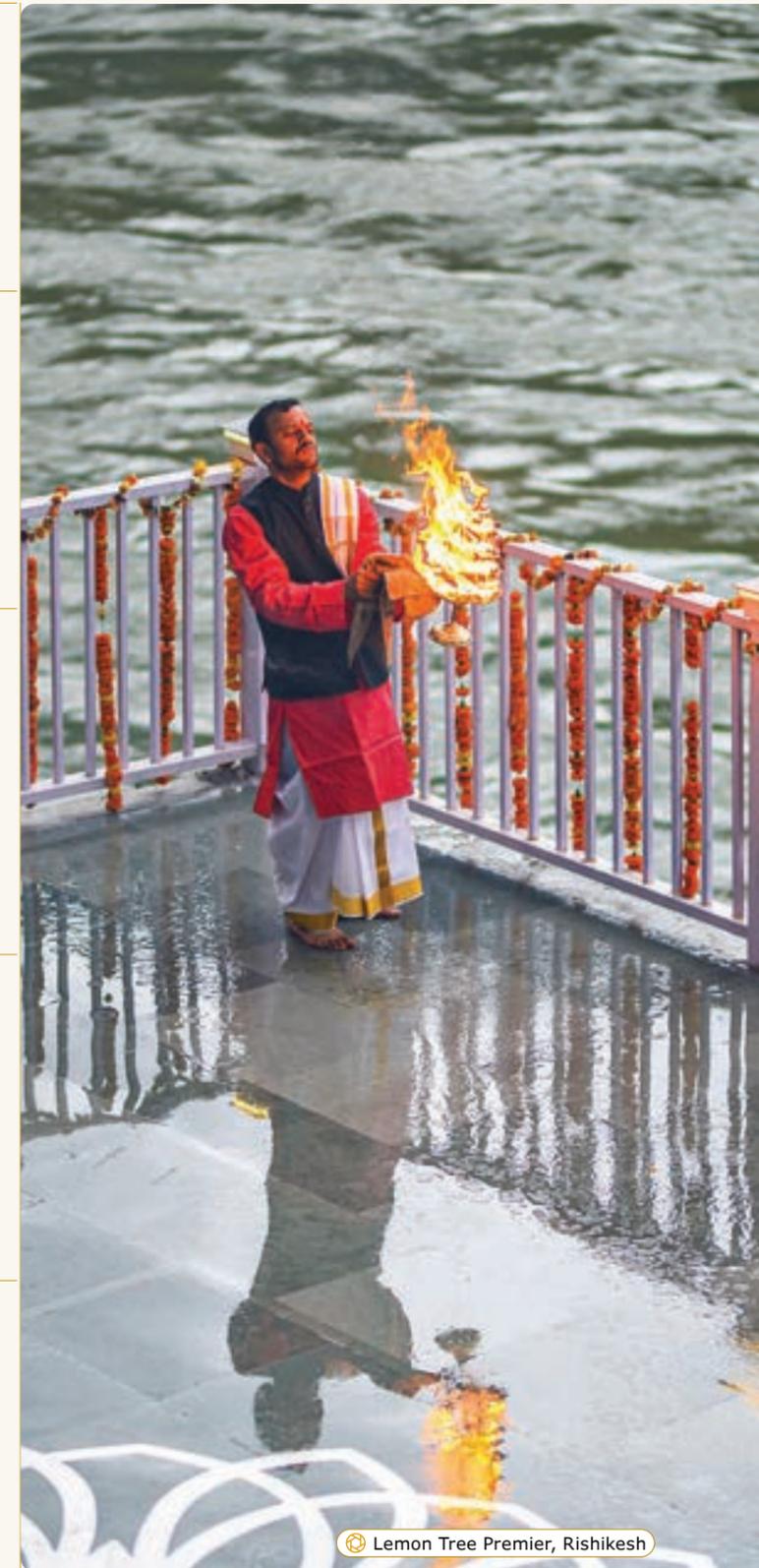
2
International Destinations¹⁹

Total Portfolio

166
Hotels²⁰

14,014
Rooms²⁰

105
Operating Destinations²⁰



Lemon Tree Premier, Rishikesh

¹⁹ For current inventory for the entire network of owned/leased, managed/franchised hotels.

²⁰ For future inventory for the entire network of owned/leased, managed/franchised hotels. This includes our pipeline, which is subject to change over time.



CHAIRMAN'S MESSAGE

A Legacy of Quality and Excellence



Dear Shareholders,

I am delighted to share the third Integrated Report of Lemon Tree Hotels (LTH), which outlines our robust financial and non-financial performance in FY24. We set new milestones in revenue and operational excellence while expanding our footprint in India and internationally. This showcases our ability to navigate a dynamic market landscape. Our journey is inspired by India's growing aspirations. From our small beginning as a single mid-market hotel 20 years ago, we have evolved to own and operate over 100 hotels in nearly 70 destinations, including Dubai and Bhutan, spanning the upscale, upper-midscale, midscale and economy segments. In FY24 also, we witnessed 38 new signings and 17 hotel openings, including Aurika, Mumbai Skycity - India's largest hotel by number of rooms.

Soaring High with India

The Government of India projects the travel and tourism sector to recover to pre-pandemic levels by 2024-25, with foreign tourist arrivals increasing by 435% over three years²¹. By 2024, the sector is expected to contribute \$150 billion to India's GDP, growing to \$250 billion by 2030²¹. However, the Indian hotel industry remains highly fragmented, with under 7% of the 2.8 million available rooms being branded. Our growth prospects are strengthened by an increasing demand for branded rooms, which is anticipated to rise at a CAGR of about 10.6% from FY24 to FY27. This growth rate surpasses the expected supply expansion, which is projected to grow at approximately 6% CAGR during the same period. Future supply growth is expected to be driven more rationally by institutional ownership, leading to healthier financial performance. This robust demand-supply dynamic points to a promising landscape for us. With our asset light strategy in place, Lemon Tree is well poised to keep this momentum going.

Pursuing Growth and Success

In FY24, we recorded a strong 23% Y-o-Y growth in total revenue to ₹1,076.8 Crores. However, our net EBITDA margin dropped 278 bps from FY23 to 49.1% in FY24, as we made strategic investments in renovation, expanding our business development team and addressing payroll increases due to inflation - which were crucial for our long-term growth. Total network revenue stood at ₹1,621 Crores for FY24, compared to ₹1,330 Crores in FY23, which translates to an increase of 22%.

We focused on building occupancy, achieving an increase of 173 bps compared to FY23. Additionally, our Average Room Rate (ARR) increased by 10% compared to FY23, reaching ₹5,876²². This improvement translated into a revenue per available room (RevPAR) of ₹4,103, reflecting a 10.9% growth.

Our Profit After Tax (PAT) for FY24 was at ₹181.7 Crores, an increase of 29% Y-o-Y. Our cash profit demonstrated a 24% Y-o-Y growth, reaching ₹293.8 Crores. The total management fees received was ₹134.3 Crores, which was 30% higher than in FY23.

With prudent financial management, our gross debt (on 31st March 2024) stood at ₹1,889.1 Crores, owing to borrowing against Aurika, Mumbai Skycity, while the average cost of borrowings was 8.86% which was a reduction of 22 bps versus FY23.

Total revenue

₹1,076.8 Cr

23% ↑

↑ Y-o-Y growth

Total network revenue in FY24

₹1,621 Cr

Focus on Inclusivity, Sustainability and Empowerment

At LTH, sustainability is a cornerstone of our business, driven by a strong ESG focus. We aim to become an ESG leader by FY26, making significant progress in our journey and creating measurable impact.

We believe inclusivity drives creativity, loyalty and a sense of belonging within our organisation. By FY26, we aim for 20% of our workforce to be Opportunity Deprived Individuals (ODIs), including those with disabilities and 15% to be women. Through this commitment, we aim to give every individual a chance to live up to their potential and lead a life of purpose. We also actively engage with the communities we operate in, focusing on skilling, which then drives their upliftment and well-being.

Our people-centric approach has led to significant success, as our empowered employees have delivered a noticeable surge in service excellence and guest satisfaction, creating a sense of moving towards a shared purpose.

By CY26, we aim to reduce energy consumption by 15%, fulfil 50% of our energy needs from renewable sources, cut GHG emissions by 40% and reduce water consumption by 10%, all in intensity terms vs. an FY19 baseline. In FY24, 29.27% of our owned portfolio was IGBC Gold certified, achieving significant reductions in energy consumption, emissions and water use. We are committed to adopting innovative measures to reduce our environmental impact. One such initiative is the tracking and monitoring of our Scope 1 and 2 emissions company-wide, reflecting our dedication to sustainability. Aurika, Mumbai Skycity embodies our commitment to sustainability with the implementation of eco-friendly features like a bio-gas plant, a water bottling plant and multiple EV charging stations.

Lemon Tree 2.0: Paving the Path for Growth

As we look towards the future, we are confident that our strategic roadmap 'Lemon Tree 2.0' will make us resilient and guide us towards sustained growth in this dynamic sector. By the end of FY25, we expect our operational inventory to surpass 120 hotels, offering over 11,000 rooms. We are committed to achieving a revenue growth of nearly 15% in the coming years, driven by a strategic mix of Average Room Rate (ARR), occupancy and managed/franchised fee income.

By FY26, we aim for ₹60 Crores in annual EBITDA from the Keys portfolio. We are also committed to debt reduction within four years, ensuring financial stability and enabling reinvestment in growth opportunities. To enhance our guest experience and elevate our standards, we plan to invest ₹100 Crores each in FY25 and FY26 in renovations.

Lemon Tree has undertaken a Digital Transformation exercise in order to create a technology platform that will help transform the performance of all its hotels. This exercise involves designing and deploying analytics and algorithms in a modular technology stack. It would also entail changing business processes and building the desired capabilities for sustained performance and impact.

I want to thank all our employees for their passion, hard work and dedication. Your efforts have shaped us into the resilient and agile organisation we are today. To our stakeholders, your unwavering support has been invaluable and I look forward to continuing this journey together. With your continued support and our collective aspirations, I am confident that we will continue to set new standards in hospitality.

Warm regards,

Patanjali G. Keswani

Chairman and Managing Director
Lemon Tree Hotels Limited

²¹ Source: Business Today | Tourism to return to pre-pandemic levels by 2024-25: Govt | 8th February 2024; Economic Times | "Tourism sector to contribute USD 250 billion to GDP by 2030: Centre" | PTI 20th September 2022

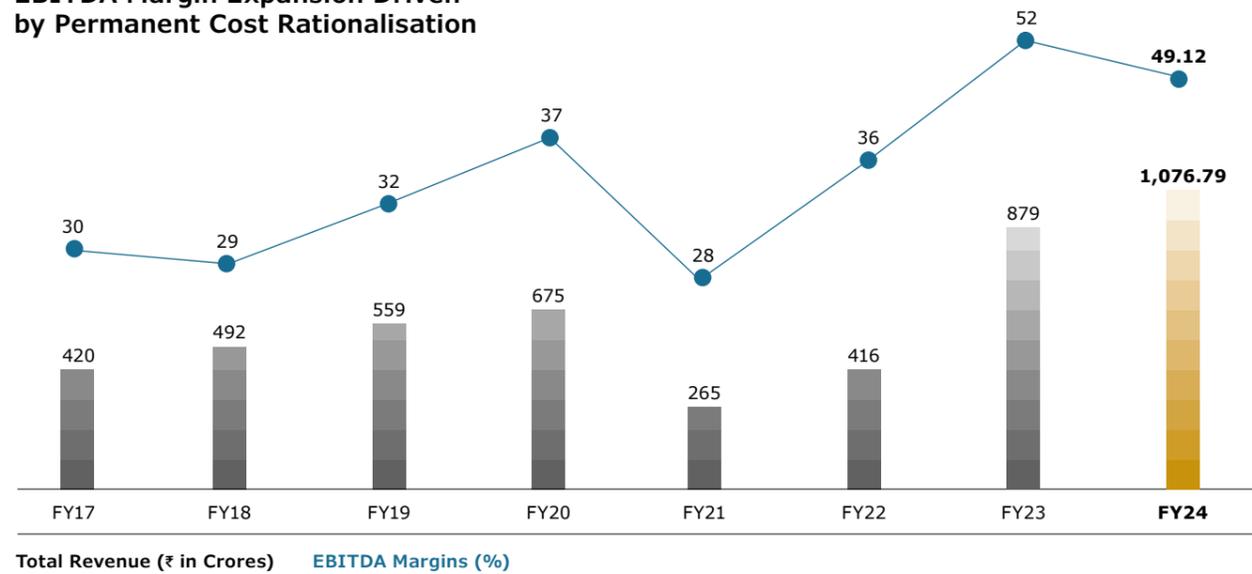
²² For the 41 owned/leased hotels.

FINANCIAL PERFORMANCE

Building On Our Success

The momentum from the previous year has carried over into FY24, resulting in a remarkable year of growth and profitability, with all key metrics showing significant improvement. Our revenue showed significant growth, EBITDA remained robust and we achieved a notable PAT, showcasing strong profitability. Additionally, we effectively managed our cost of debt.

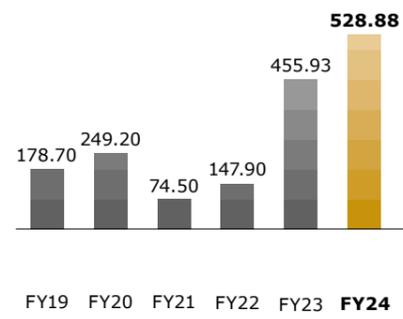
EBITDA Margin Expansion Driven by Permanent Cost Rationalisation



Key Financial Metrics

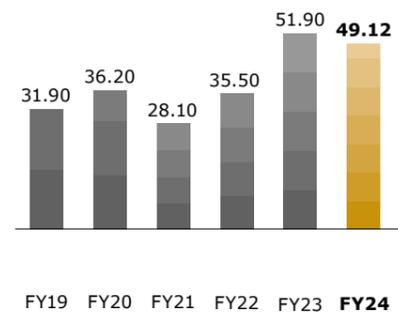
EBITDA

(₹ in Crores)



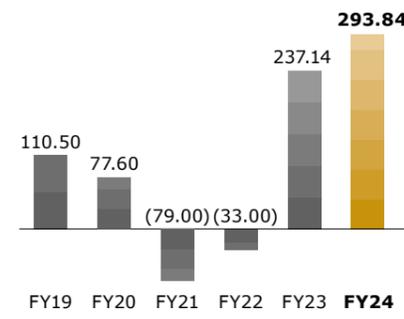
EBITDA Margin

(%)



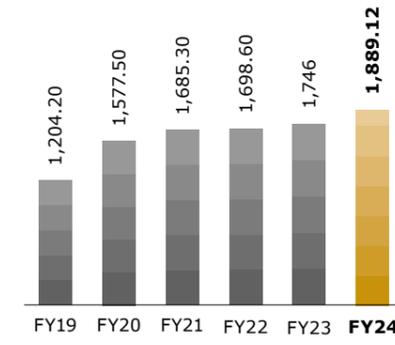
Cash Profit

(₹ in Crores)



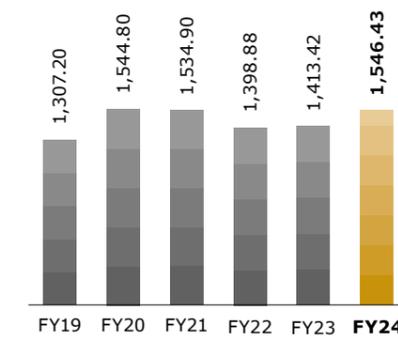
Gross Debt

(₹ in Crores)

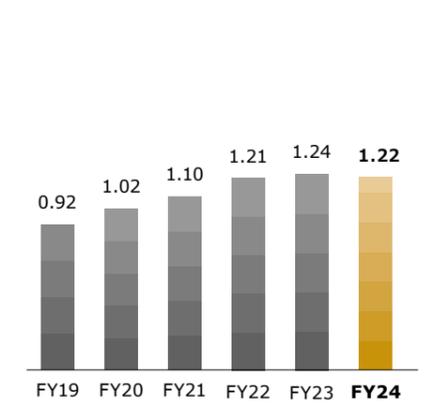


Net Worth

(₹ in Crores)

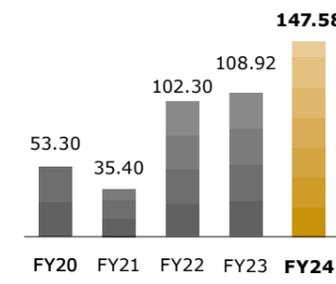


Debt to Equity Ratio



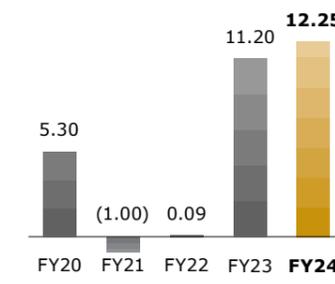
Tax Paid Details

(₹ in Crores)



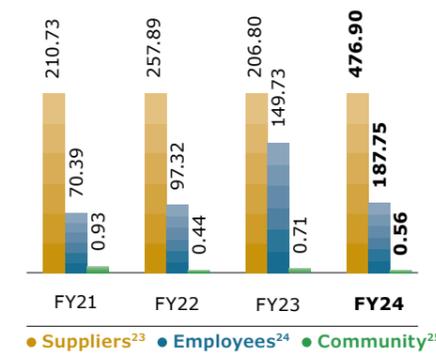
RoCE

(%)



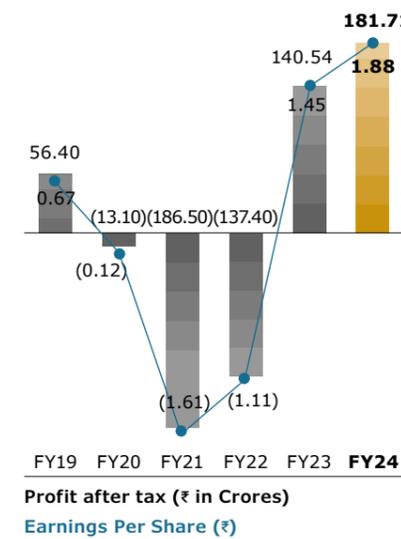
Economic Value Distributed

(₹ in Crores)



(RoCE %) = EBITDA/Capital Employed

PAT and EPS



Total Management Fees in FY24

₹50.1 Cr

40% ↑

Management/Franchise Fees from third-party owned hotels

₹84.2 Cr

25% ↑

Management Fees from Fleur Hotels

Total
₹134.3 Cr

30% ↑

↑ Y-o-Y growth

²³ For the 41 owned/leased hotels and 22 managed hotels covered in the scope of this Integrated Report.

²⁴ For the entire network of owned/leased, managed/franchised hotels.

²⁵ For Lemon Tree Hotels and its subsidiary companies.



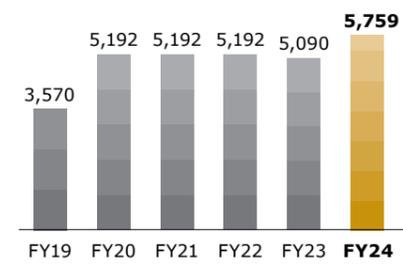
OPERATIONAL PERFORMANCE

Measuring Our Progress

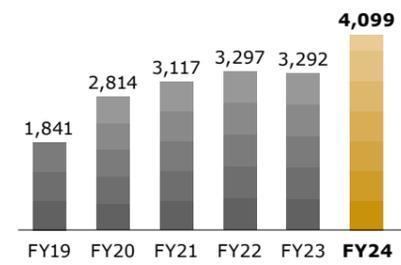
Our operational excellence has facilitated a robust growth trajectory, setting new industry benchmarks. Our network now spans numerous hotels across various destinations, including international locations. Recent highlights include the opening of Aurika, Mumbai Skycity, which stands as the largest hotel in the country by number of rooms.

Key Operational Metrics

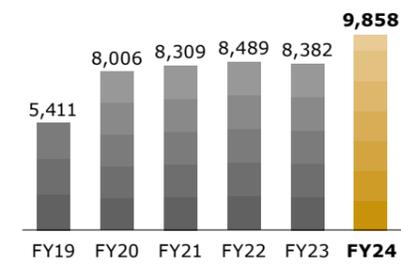
Owned/Leased Rooms



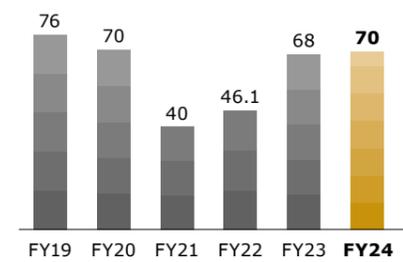
Managed/Franchised Rooms



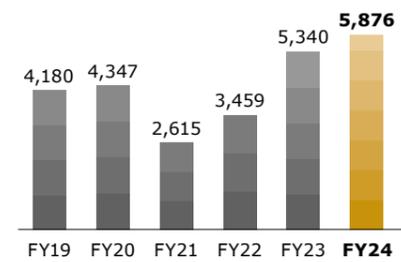
Total Rooms



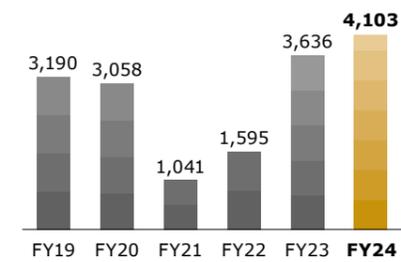
Occupancy Rate – Owned/Leased Hotels (%)



Average Room Rate – Owned/Leased Hotels (₹)



RevPAR – Owned/Leased Hotels (₹)



For 22 Managed Hotels

64%

Occupancy Rate in FY24

₹5,703

Average Room Rate in FY24

₹3,650

RevPAR in FY24



Lemon Tree Suites, Whitefield, Bengaluru



CORPORATE GOVERNANCE

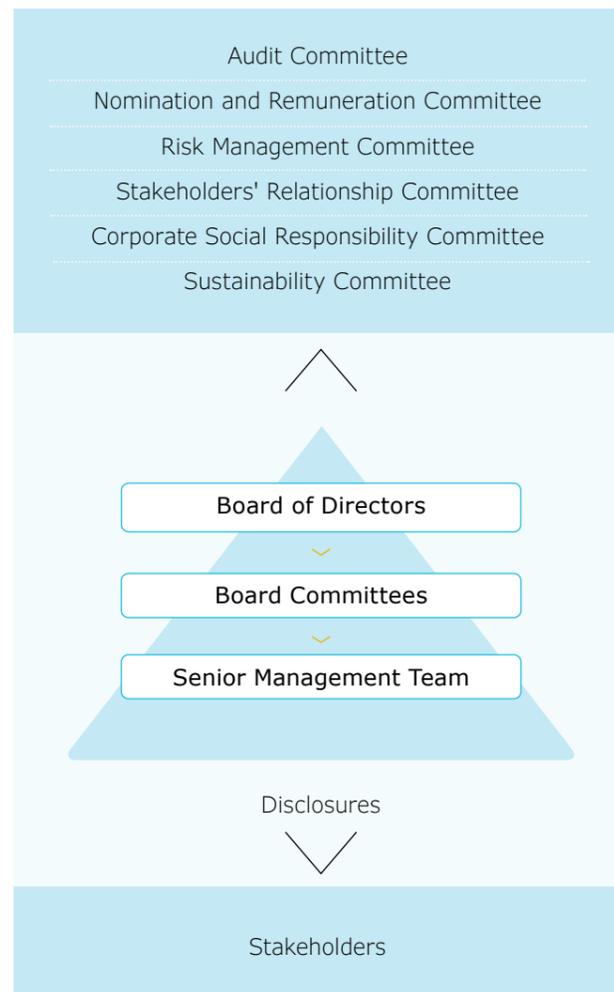
A Culture of Integrity

Our governance strategy is built around stakeholder engagement and sustainable long-term growth. By integrating ESG considerations into our approach, we create a robust framework that supports long-term success. We are dedicated to upholding the highest ethical standards, providing transparent disclosures and embracing a culture of accountability and integrity that guides our daily operations.



Governance Structure

Our governance framework aims to enhance efficient and transparent business practices. We achieve excellence by creating enduring value for all stakeholders, including shareholders, employees, guests, business partners and society at large.



70%
Independent Directors

26
Committee Meetings Held

92%
Average Board Attendance

20%
Women on the Board

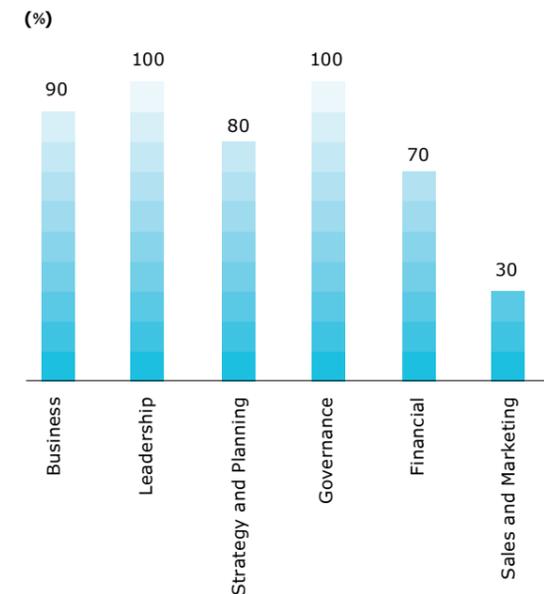
Average Tenure of the Board of Directors

Tenure	Member(s)
Less than 1 year	3
1 to 5 years	1
5 to 10 years	5
10+ years	1

Board Evaluation

The Nomination and Remuneration Committee conducts an annual evaluation of the Board of Directors (BoD) individually as well as its committees. The evaluation includes gathering inputs from Directors and assessing their performance w.r.t. strategy, performance management, risk management, governance, compliance, organisational health and talent management. Independent Directors conduct a separate evaluation of Non-Independent Directors, including the Chairman and the Board as a whole entity. The process follows a predefined framework and criteria established by the Board, ensuring a rigorous and objective assessment of all Directors and the overall Board performance.

Board of Directors Skill Matrix



Code of Conduct

Our comprehensive Code of Conduct (CoC) applies to all Board members, leadership, senior management and employees. The principles of fairness, transparency and professionalism throughout our hotel operations are fundamental to us. The CoC ensures that everyone carries out their duties and responsibilities with integrity, setting the highest standards of business and personal ethics. It promotes ethical and transparent processes across the Company, enabling responsible and accountable management that is aligned with our vision and values. For all related-party transactions involving interested Directors or conflicts of interest, we seek approvals from the Audit Committee and the Board Members. For material related-party transactions, we seek approval from members of the Board.



Key Policies

Environment

- LTH Environmental Policy
- LTH Waste Management Corporate Policy
- LTH ESG Policy
- LTH Climate Change Policy

Social

- Corporate Social Responsibility Policy
- LTH Human Rights Policy
- LTH Health and Safety Policy

Governance

- Determination of Materiality of Events and Information Policy (February 2024)
- LTH Environmental Policy (May 2022)
- LTH ESG Policy (October 2021)
- LTH Climate Change Policy (October 2021)
- LTH Human Rights Policy (October 2021)
- LTH Health and Safety Policy (October 2021)
- LTH Supplier Code of Conduct (December 2021)
- LTH Waste Management Corporate Policy (December 2021)
- Policy on Board Diversity
- Succession Plan
- Nomination and Remuneration Policy
- LTH Stakeholder Relations Policy (October 2021)
- LTH Anti-bribery and Anti-corruption Policy (October 2021)
- Determination of Material Subsidiary Policy
- Dividend Distribution Policy
- Preservation of Blank Stationery & documents and Archival Policy
- Preservation of documents and Archival Policy
- Related Party Transaction Policy
- Risk Management Policy
- Rotation of Auditors Policy
- Corporate Social Responsibility Policy

Access our policies on <https://investors.lemontreehotels.com/>

Compliance

The Board of Directors, Senior Management and the Key Managerial Personnel all ensure complete compliance with applicable laws, regulations, circulars, notifications, etc. The Board regularly reviews all compliances with the leadership team.

There were zero occurrences of fines or non-monetary sanctions on the Company from Stock Exchanges, SEBI, or any statutory authority in relation to capital markets violations. Also, we have had zero proceedings filed against us for anti-competitive acts or anti-trust violations.



CORPORATE GOVERNANCE

Sustainability Training and Awareness

We aim to strengthen our work culture by promoting sustainability through training and awareness. This includes tailored programmes for the Board of Directors (BoDs), Key Managerial Personnel (KMP) and employees, covering areas such as business strategy, digital transformation, risk management, ESG principles and safety protocols. We conduct an ESG test, a multiple-choice exam based on our ESG disclosures, for all managers and supervisors. In FY24, 95% of the 1,443 eligible managers from the 41 owned/leased hotels and 22 managed hotels covered in the scope of this report participated in the test. This included 858 managers from the owned/leased hotels and 519 managers from the managed hotels. The overall passing rate was 98%, with managers from the owned/leased hotels achieving a 99% pass rate and those from the managed hotels achieving 96%.

Segment	Total number of training and awareness programmes held	Percentage of persons in respective category covered by the programmes
BoD	5	97%
KMP	5	100%
Employees other than BoD and KMP	1,201 at 41 owned/leased hotels 994 at 22 managed hotels	Induction: 100% (41 owned/leased, 22 managed hotels) ESG: 33% (41 owned/leased hotels) 60% (22 managed hotels) Operations 101: 45% (41 owned/leased hotels) 79% (22 managed hotels) Sensitisation: 34.42% (41 owned/leased hotels)

Grievance Mechanism

We have a robust vigilance mechanism in place, overseen by the Chairperson of the Audit Committee. In some appropriate and exceptional cases, the Chairman directly addresses grievances reported by employees and Directors who have relied on this mechanism to raise genuine concerns.

We encourage our employees to express their grievances through various channels, thereby creating a culture of support and inclusivity. We actively address issues raised by all shareholders, including complaints regarding the non-receipt of allotments or refunds, share transfers, issuance of share certificates, financial statements and those related to annual reports. Additionally, we uphold employee rights to associate with recognised trade unions and provide fair benefits according to collective bargaining agreements to both union and non-union members.

Employees Part of Unions and Associations



²⁶ For the 41 owned/leased hotels.

Data Security Governance

We prioritise data security governance through a robust governance framework that includes well-defined cybersecurity measures to safeguard the personal information of our stakeholders. We stay ahead of the curve by regularly reviewing and updating our security protocols to align with the latest technological advancements and regulatory requirements. This helps ensure that our secure database is guarded against data loss, misuse, wrongful disclosure, alteration and destruction.

We provide clear information about the personal data collected by LTH, the purpose of collection and how it is used, processed, shared and transferred as part of our Data Privacy Policy. We ensure that personal data is retained only for the necessary duration, in alignment with legal, regulatory, contractual or statutory obligations. Once the required period elapses, the data is either deleted or archived in compliance with applicable obligations.

MEMBERSHIPS AND ASSOCIATIONS

- Association of Domestic Tour Operators of India (ADTOI)
- Confederation of Indian Industry (CII)
- Federation of Hotel and Restaurant Associations of India (FHRAI)
- Federation of Indian Chambers of Commerce and Industry (FICCI)
- Hotel Association of India (HAI)
- Hotel and Restaurant Association of Northern India (HRANI)
- Hotel and Restaurant Association of Western India (HRAWI)
- Indian Association of Tour Operators (IATO)
- PHD Chamber of Commerce and Industry (PHDCCI)
- South India Hotels and Restaurants Association (SIHRA)





RISK MANAGEMENT

Enabling Business Agility

Balancing risk and return during the value creation process is a crucial aspect of our strategy. We have designed our governance strategy to manage risk exposures effectively, while aligning them with our business goals. We incorporate risk management practices in our short-term, medium-term and long-term plans to build resilience and promote strategic growth.

Risk Management Framework

 Identify	 Assess	 Prioritise	 Mitigate/ Remove/ Transfer/Accept	 Monitor/Review
(By risk category along with the opportunity. Most significantly, 'The Risks that Matter')	(Measuring within established tolerance limits)	(Considering factors such as impact and likelihood, etc.)		(Continuous or intermittent)

Risk Governance and Oversight

The Board of Directors at LTH ensures the effectiveness of Enterprise Risk Management (ERM) and Internal Controls (IC). Supported by the Audit Committee (AC), Risk Management Committee and the management team, they maintain a robust framework for overseeing risks, aimed at protecting our Company and promoting sustainable growth.



Note: This structure is as on 31st January 2024.

Key Risks

Preventable Risks

Culture/Reputation

- Non-adherence to vision, mission and core values
- Unacceptable behaviour
- Ethical violations
- Not meeting stakeholder expectations
- Poor health and safety standards
- Promoting/accepting discrimination of any kind

People

- Poor quality of leadership
- Disengagement of employees
- Low compensation
- High attrition
- Shortage in staffing/absenteeism
- Lack of technical skills
- Low level of learning and development
- Poor/absent performance management and incentivisation

Product/Service Quality

- Non adherence to Standard Operating Procedures/ Service Level Agreements
- Low efficiency/effectiveness
- Frequent process changes
- Poor maintenance/repairs

Vendors

- Not meeting contractual obligations
- Uncompetitive pricing
- Non-adherence to quality standards
- Poor delivery
- Misalignment
- Bribing/incentivising the customer

Market

- Inadequate understanding of customer needs
- Unsustainable products/services
- Uncompetitive pricing (too high or too low)
- Delay in fulfilment/response
- Poor customer communication
- Poor/incorrect forecasting

Environment

- High carbon emissions
- Usage of environmentally unfriendly products/ services like plastic
- Absence of recycling, reusing, upcycling waste/ by products
- Inefficient use of natural resources

Management Quality

- Poor/Slow decision making
- Poor leadership
- Overly complex processes
- Absence of succession planning



RISK MANAGEMENT

Preventable Risks

Technology

- Outdated and obsolescent tech infrastructure
- Lack of cyber security
- Non-digitalised operational practices
- Loss of data
- Breach of data

Financial

- High interest rates
- High debt/low debt service coverage
- Low liquidity/low solvency buffers
- Negative/Poor cash flows
- Poor collections/high working capital
- Low EBITDA/ROCE/ROI
- Poor payment process to vendors, i.e. extended outstanding (will impact competitive pricing eventually)

Internal Controls

- Inadequate controls
- Poor quality of reviews
- Non-comprehensive internal audits
- Poor follow up/lack of monitoring

Health and Safety

- Inappropriate fire safety and response mechanism
- Electrical hazards
- Equipment failure
- Accident prone areas/behaviour
- Blocked emergency evacuation pathways
- Unhygienic washing and eating facilities
- Inadequate ventilation
- Unavailability of first aid
- Inadequate maintenance of equipment/buildings, especially during a temporary shutdown

Strategy Risks

Sustainability

- Non-adherence to defined ESG standards
- Loose monitoring of KPIs related to sustainable practices

Capital/Resources Allocation

- Ineffective allocation of capital
- Lack of expertise to evaluate capital allocation opportunities

Business Model Disruptions

- Emergence of disrupters rendering business model obsolescent/ineffective

3rd Party Dependence

- Disintermediation by a third-party
- Too high a dependence on a vendor or a customer
- Vulnerability to outside ecosystem shock

External Risks

Natural/Manmade Disaster

- War/Trade war
- Terror attack
- Earthquake
- Epidemic/Pandemic
- Flood and extreme weather
- Lightning events
- Labour unrest/strikes
- Fire
- Theft
- Civil unrest/riots
- Injury or death of guest(s)/employee(s)

Regulatory

- Unreasonable/unanticipated change in government regulations
- Moral policing (of guests)

Technology

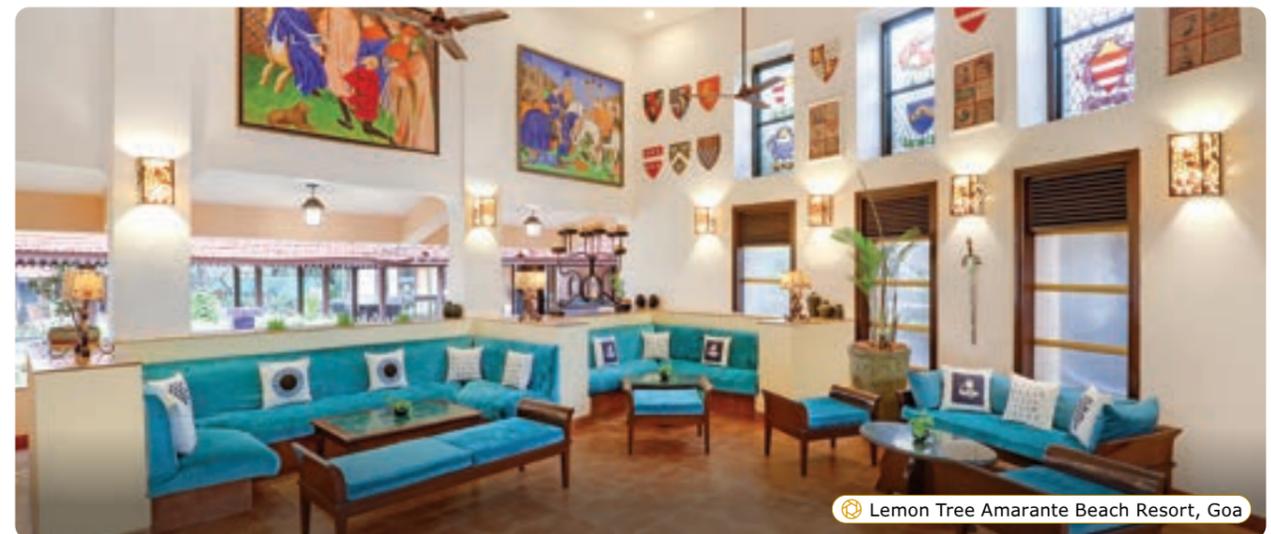
- Disintermediation by a 3rd party
- Cyber attack
- Loss of data/privacy

Economic

- Excess supply of hotel rooms in the market
- Loss of revenue
- High inflation
- Increase in interest rates
- Reduction in liquidity
- Reduction in demand
- Negative shift in consumer preferences
- Negative shift in locational preference
- Negative shift in market catchment
- Irrational competition
- Disruptive competition

Environmental

- Change in standards/regulations
- Gradual but permanent shift in local weather, making a destination unattractive



Lemon Tree Amarante Beach Resort, Goa

BOARD OF DIRECTORS

Guiding Us towards Excellence

We have implemented a robust control system as we prioritise effective corporate governance. The leadership team values business integrity and fosters an inclusive environment where everyone can thrive. This enables us to create sustainable value for all our stakeholders.



1. Mr. Patanjali Govind Keswani

Chairman and Managing Director



- Bachelor's Degree in Electrical Engineering from Indian Institute of Technology, New Delhi
- Post Graduate Diploma in Management from Indian Institute of Management, Calcutta
- 17 years at the Taj Group of Hotels, including roles such as Chief Operating Officer for Business Hotels
- Director at A.T. Kearney Limited in New Delhi
- Founded Lemon Tree Hotels in September 2002

2. Mr. Niten Malhan²⁷

Vice Chairman and Lead Independent Director



- Bachelor's Degree in Computer Science and Engineering from Indian Institute of Technology, New Delhi; Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad
- Founder and Managing Partner of New Mark Advisors LLP, an investment management firm. Previously served as Managing Director and Co-head of India at Warburg Pincus India Private Limited, a global private-equity firm and held roles at Stratum 8, a Silicon Valley technology startup
- Co-founded Plaksha University and served as Vice Chairman of the Indian Private Equity and Venture Capital Association

3. Mr. Aditya Madhav Keswani²⁸

Non-Executive Director



- Bachelor's Degree in Arts from New York University.
- Non-Executive Director on Lemon Tree's Board since June 2015

4. Mr. Willem Albertus Hazeleger^{29/30}

Non-Executive Director



- Executive MBA from INSEAD, France
- Executive MBA from Tsinghua University School of Economics and Management, People's Republic of China
- LLM from Utrecht University in the Netherlands
- Previously, Chief Executive Officer for Asia Pacific of APG Asset Management, one of the largest institutional investors globally
- Senior securities and capital markets lawyer with global law firms Linklaters and Allen and Overy
- Experience in the field of Investment Management

5. Ms. Freyan Jamshed Desai³¹

Independent Director



- Bachelor's Degree in Law from University of Delhi
- Master's Degree in Law from King's College, London
- Previously, General Counsel of the Novartis Group of Companies in India
- Previously Partner, Amarchand and Mangaldas and Suresh A. Shroff & Co.
- 30 years of experience across various legal fields.

6. Dr. Arindam Bhattacharya³²

Independent Director



- Alumnus of Indian Institute of Technology, Kharagpur, Indian Institute of Management
- Ahmedabad and Warwick Manufacturing Group, University of Warwick, UK, where he completed his Doctorate of Engineering
- He has served as the Senior Partner and Director of Boston Consulting Group (BCG), India and the co-leader of Bruce Henderson Institute, BCG's thought leadership institution.
- He has over 30 years of experience in the industry and consulting with a focus on the industrial sector

7. Ms. Smita Anand³³

Independent Director



- Bachelor's Degree in Psychology/Economics from University of Lucknow
- M.B.A. in Human Resources from University of Allahabad
- Previously, MD, Leadership and Talent Consulting India and Head, Board/CEO Succession, Asia for Korn Ferry
- Previously, Regional Leader - Asia Pacific, AON-Hewitt and CEO India/Middle East, Greater China Markets, AON-Hewitt
- Over 30 years of experience and is active as an Independent Leadership Advisor and Executive Coach

8. Mr. Paramartha Saikia

Independent Director



- Bachelor's Degree in Economics from University of Delhi
- Master's Degree in Arts (Economics) from University of Delhi
- Previously, Chief Executive Officer (CEO) of J. Walter Thompson Sdn. Bhd., Malaysia
- Previously, CEO of Iris Worldwide Integrated Marketing Private Limited
- Previously, CEO of Publicis India
- 30 years of experience across the fields of marketing and brand development

9. Praveen Garg³⁴

Independent Director



- B.Com. (Hons.) Delhi University; Chartered Accountant from the Institute of Chartered Accountants of India
- Advisor, Mobius Foundation; Senior Advisor-ESG and Climate Change National Productivity Council (NPC)
- Previously, Chairman and Managing Director, Security Printing and Minting Corporation (SPMCIL)
- Previously, Secretary (Finance); Commissioner (Institutional Finance); MD, MP State Industrial Development Corporation; MD, MP Trade and Investment Facilitation Corporation; Revenue Commissioner (Bhopal Division), all with Government of Madhya Pradesh (MP)
- Over 33 years of experience with the Government of India, the Government of Madhya Pradesh and in the Indian Administrative Service (IAS)

10. Sanjiv Nandan Sahai³⁵

Independent Director



- Bachelor's Degree in History from University of Delhi. Master's in Public Policy from Princeton University and Robert McNamara Fellow at Princeton University
- Joined the Tata Administrative Service (TAS) and later the Indian Administrative Service (IAS)
- Director, Prime Ministers Museum and Library; Director, General of Power Foundation
- Previously, Chairman and MD, Delhi Transport Corporation; OSD, Delhi Metro; Secretary-cum-Commissioner Transport, Delhi Government
- Previously, MD and CEO, Delhi Integrated Multi-Modal Transit System Limited (DIMTS)
- Previously, Finance Secretary, Government of NCT of Delhi; Home Secretary, Delhi and CMD of Delhi Financial Corporation
- Previously, Secretary, Ministry of Power, Government of India

Committee Details

- Nomination and Remuneration Committee
- Finance Committee
- Share Allotment Committee
- Audit Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee
- General Management Committee
- Risk Management Committee
- Sustainability Committee
- ☐ Chairperson
- ☐ Member

²⁷ Chairman of the Audit Committee and Nomination and Remuneration Committee until 29th May 2024.

²⁸ Inducted as Member, Risk Management Committee by the Board on 29th May 2024.

²⁹ Inducted as Member, Nomination and Remuneration Committee by the Board on 29th May 2024.

³⁰ Designated as Chairman, Risk Management Committee by the Board on 29th May 2024.

³¹ Chairperson, Risk Management Committee until 29th May 2024.

³² Board and Committee Member until 10th April 2024.

³³ Inducted on the Board on 9th November 2023; Designated as Chairperson, Nomination and Remuneration Committee by the Board on 29th May 2024.

³⁴ Inducted on the Board on 9th November 2023; Designated Chairman, Audit Committee by the Board on 29th May 2024.

³⁵ Inducted on the Board on 9th November 2023; Inducted as Member, Nomination and Remuneration Committee by the Board on 29th May 2024.



SENIOR MANAGEMENT TEAM

Charting a New Course



1

1. Mr. Kapil Sharma

Executive Vice President and Chief Financial Officer

- Bachelor's Degree in Commerce from University of Delhi
- Qualified Chartered Accountant
- Over 26 years of experience across the fields of accounting, financing and investing



2

2. Mr. Davander Singh Tomar

Executive Vice President – Corporate Affairs

- Bachelor's Degree in Commerce and Law from the University of Delhi
- Master's Degree in Arts from the University of Delhi
- Over 38 years of experience in the hospitality industry



3

3. Mr. Jagdish Kumar Chawla

Executive Vice President – Projects and Engineering Services

- Diploma Degree in Electrical Engineering from Pusa Polytechnic, Pusa, New Delhi
- Over 48 years of experience across engineering, construction and operations



4

4. Ms. Aradhana Lal

Senior Vice President – Sustainability and ESG

- B. Com (Hons) from Lady Shri Ram College, Delhi University
- Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad
- TEDx speaker
- Over 31 years of experience in Sales, Marketing, Corporate Communications and Sustainability/ESG across the hospitality and FMCG sectors



5

5. Ms. Ritu Ranjan

Senior Vice President and Chief Design Officer

- Graduated from Lady Shri Ram College, New Delhi
- Over 11 years of experience



6

6. Mr. Vilas Pawar

Chief Executive Officer – Managed and Franchise Business

- Hotel Management Graduate of IHM, Mumbai
- Over 36 years of experience in the hospitality industry



7

7. Ms. Sareena Kochar

Senior Vice President – Housekeeping

- Post Graduate Degree in Hotel Management from All India Institute of Management Studies, Chennai
- Certified 'Mentor' from XLRI Jamshedpur
- Over 38 years of experience in the hospitality industry



8

8. Mr. Sumant Jaidka

Senior Vice President – Operations

- Graduate of the Salzburg School of Hotel Management, Austria
- Over 31 years of experience in the hospitality industry



9

9. Ms. Harleen Mehta

Senior Vice President – Sales

- Degree in Hotel Management from IHM, Gwalior
- MBA from Symbiosis Institute of Management Studies, Pune
- Over 21 years of experience in the hospitality industry across reservations, front office operations, revenue management, sales and distribution



10

10. Mr. Rajesh Kumar

Senior Vice President – Human Resources

- Post Graduate Degrees in Personnel Management and Industrial Relations, as well as Public Administration from Himachal Pradesh University
- Over 23 years of experience in the hospitality industry



11

11. Chef Rajeev Janveja

Senior Vice President and Corporate Chef

- Graduated from IHM Lucknow
- Over 41 years of experience in the hospitality industry



12

12. Ms. Jyoti Verma

Group Company Secretary and Compliance Officer

- Fellow member of The Institute of Company Secretaries of India, New Delhi
- LL.B from Bikaner University
- M.Com from H.P. University, Shimla
- Over 19 years of experience in Corporate Compliance Management and Corporate Governance Practices

Committee Details

- Nomination and Remuneration Committee
- Finance Committee
- Share Allotment Committee
- Audit Committee
- Stakeholders' Relationship Committee

- Corporate Social Responsibility Committee
- General Management Committee
- Risk Management Committee
- Sustainability Committee

Chairperson

Member

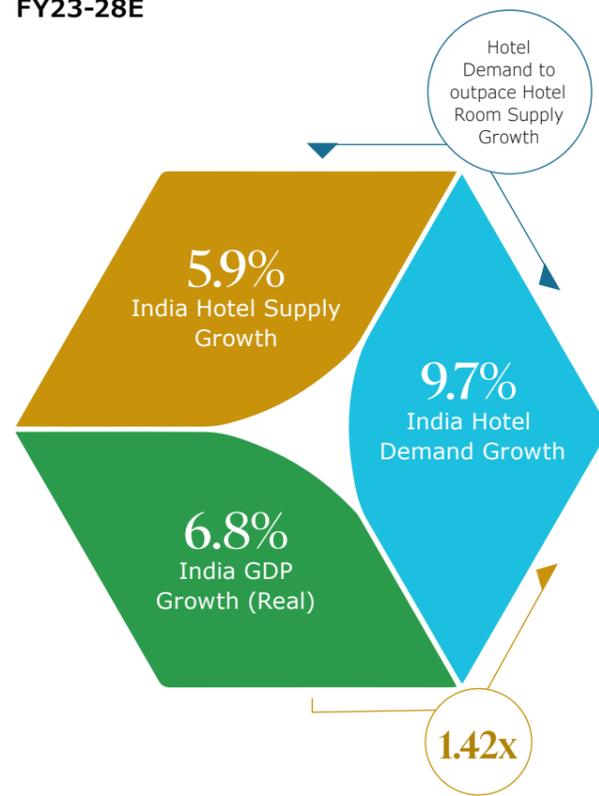


OPERATING ENVIRONMENT

Exploring New Frontiers

Within the new Indian context of rapid economic growth, increasing disposable incomes and friendly government initiatives, the hospitality industry experienced significant growth in FY24. Increased domestic and international travel, along with higher demand for leisure travel and weddings/corporate events, strengthened the sector this year.

Demand-Supply Outlook for the Indian Hospitality Landscape till FY28³⁶
FY23-28E



HOSPITALITY SECTOR: KEY INSIGHTS 2023³⁷

63-65%
Occupancy
3-5 pp ↑ Y-o-Y growth

₹7,400-₹7,600
ARR
21-23% ↑ Y-o-Y growth

₹4,662-₹4,940
RevPAR
29-31% ↑ Y-o-Y growth

³⁶Source: Hotelivate – Trends and Opportunity Report 2023 for India.
³⁷Source: India Hospitality Industry Overview 2023, HVS Anarock.

Key Trends

Rise of Budget and Mid-Segment Hotels

69%
Occupancy in the Economy and Budget segment

5%
of India's total branded hotel supply serves the market

India's economy and budget hotel segment offers vast growth opportunities for expansion and transition from the unorganised to organised sector

Our Response

Pioneering the shift from unorganised to organised supply, we aim to correct the imbalance in the branded hotel market. This will lead to the consolidation of ~2.8 million³⁸ unbranded rooms into the branded space.

Inbound Tourism Witnesses Robust Growth and Preference for Sustainable Brands

26%
Increase (Y-o-Y) in total air traffic 2023

69%
of travellers seeking brands which offer more sustainable ways to travel in 2023

Inbound tourism is recovering strongly, nearing pre-pandemic levels, with India poised to capitalise on Asia Pacific's economic growth, balancing the increase in outbound travel. The preference for sustainable brands is ever-growing.

Our Response

Committed to implementing eco-friendly practices and enhancing our sustainability efforts

Prioritisation of Infrastructure Growth

15
New airport projects inaugurated in 2024

Highlighting connectivity and infrastructure, multiple infrastructure development projects gaining momentum

Our Response

Expansion across strategic, well-connected locations

Tech Innovations Reshaping Hospitality Experiences

Digitalisation
Enhancing growth through customer experience and operational efficiency

Technology integration in hospitality revolutionising guest experiences and operational efficiency through AI-driven personalisation and automated systems

Our Response

We have uploaded 360-degree virtual tours for our key hotels, to enable our teams to conduct digital show-arounds for guests.
We have undertaken a Digital Transformation exercise to create a technology platform that will enhance the performance of all our hotels. This initiative involves designing and deploying analytics and algorithms in a modular technology stack. It also entails changing business processes and building the desired capabilities for sustained performance and impact.

Rising MICE and Bleisure Travel

#2
India ranking amongst 'Bleisure' travellers across 31 countries

\$55.2 billion
Expected Indian business travel market size in 2027

The rise of bleisure and MICE travel is reshaping the hospitality industry, blending business and leisure experiences and boosting demand for advanced convention centres and creative, multifaceted travel offerings

Our Response

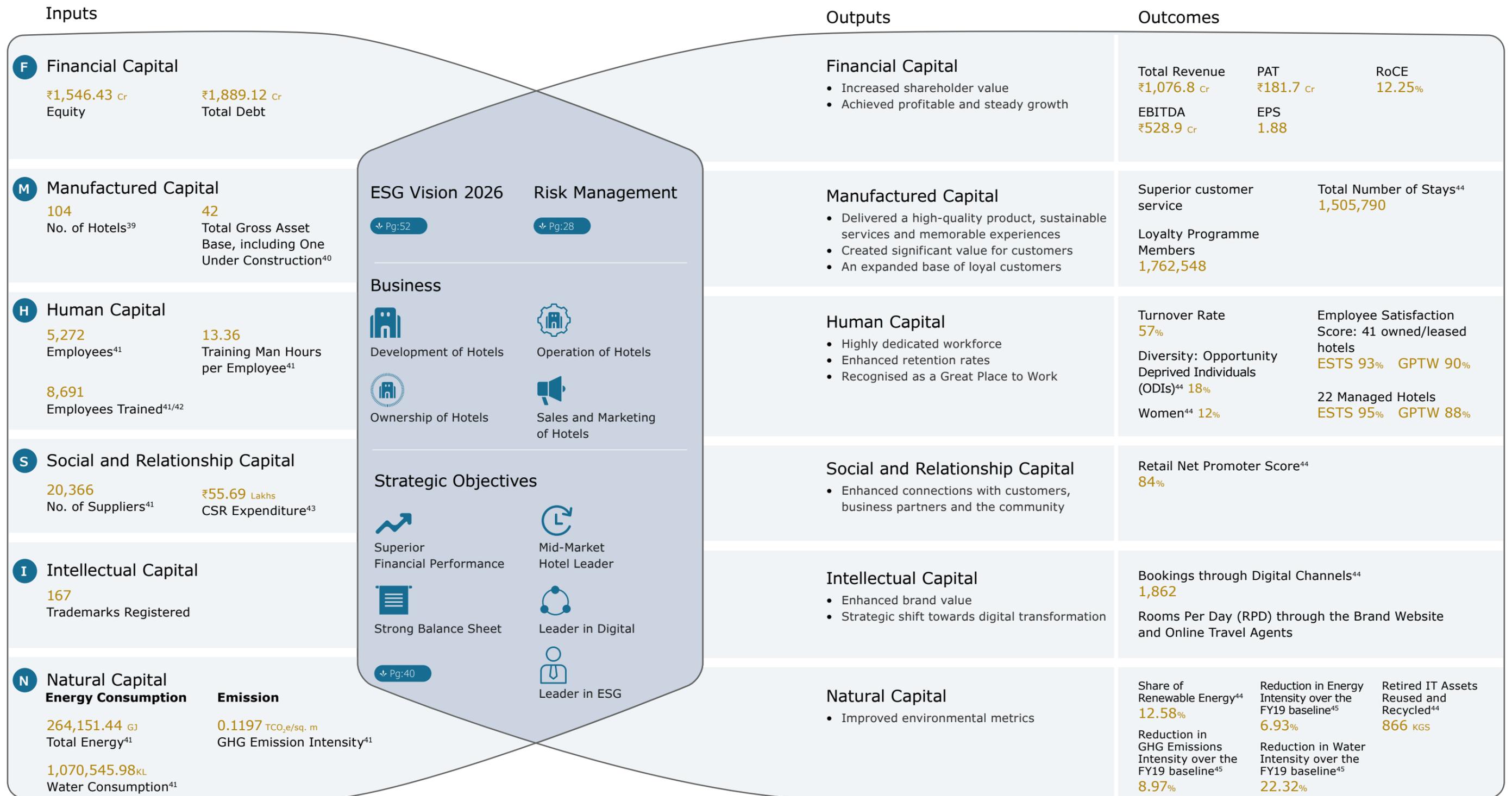
Our business hotels also cater to leisure and bleisure travellers, offering personalised experiences and recreational facilities

³⁸Source: Ministry of Tourism, Govt. of India



VALUE CREATION MODEL

A Purpose-driven Strategy



³⁹For the entire network of owned/leased, managed/franchised hotels

⁴⁰For the entire network of owned/leased hotels. This includes our pipeline, which is subject to change over time

⁴¹For the 41 owned/leased hotels and 22 managed hotels covered in the scope of this Integrated Report

⁴²Employees attending more than 1 training module are counted accordingly i.e. multiple times

⁴³For Lemon Tree Hotels and its subsidiary companies

⁴⁴For the 41 owned/leased hotels and 22 managed hotels covered in the scope of this Integrated Report

⁴⁵For the 41 owned/leased hotels

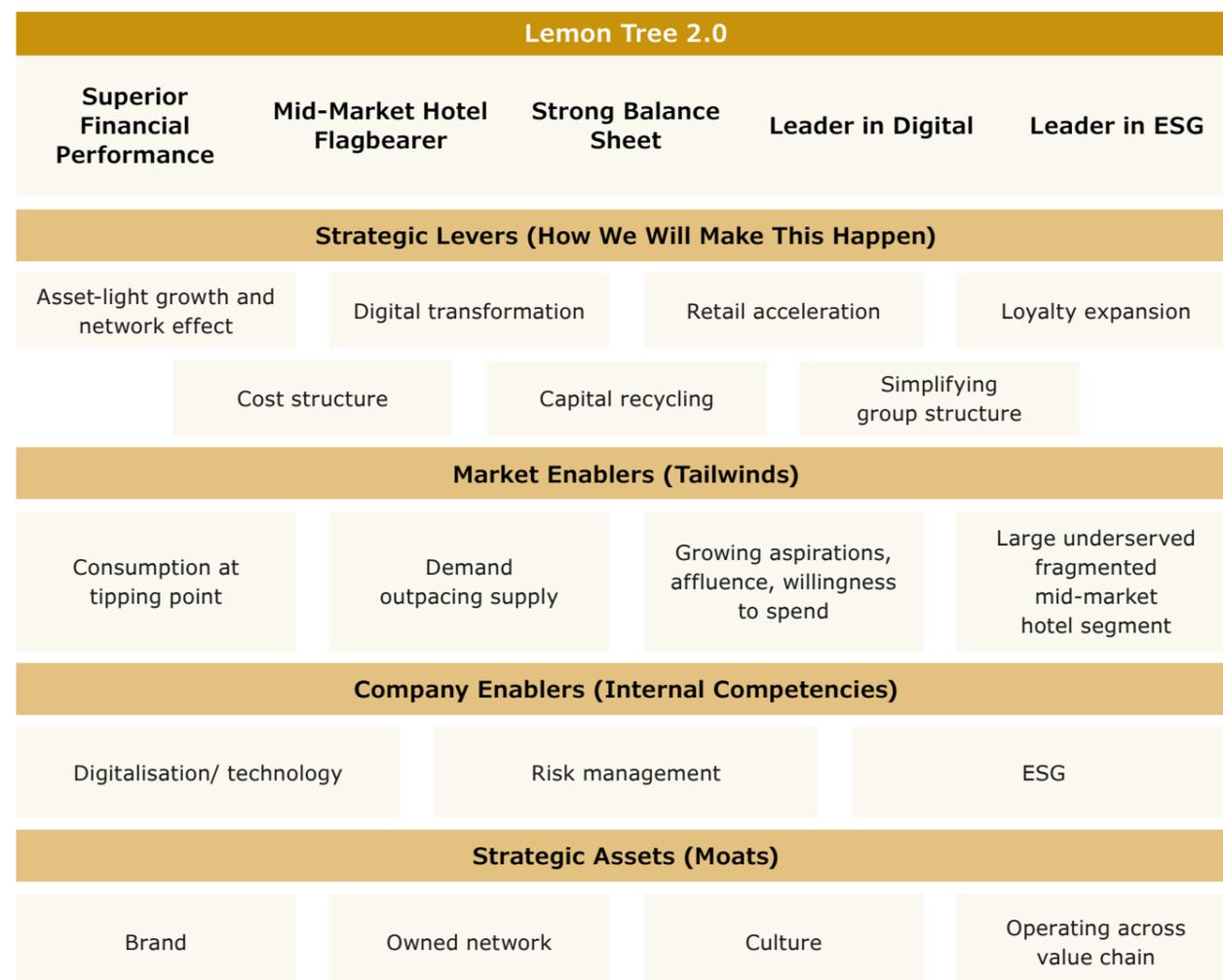


OUR STRATEGY: LEMON TREE 2.0

Into a Bold New Era

In FY23, we unveiled our ambitious strategic roadmap for the next five years - Lemon Tree 2.0. This initiative identifies clear and achievable outcomes with an aim to expand our brands and offer high levels of personalisation. The roadmap for CY24 to CY28 outlines a clear objective: to grow our portfolio to 300+ hotels and 20,000+ rooms, with approximately 70% of this consisting of asset-light structures, totalling 14,000+ managed/franchised rooms.

Lemon Tree 2.0: Strategic Roadmap for CY24 to CY28



Our Objectives

Superior Financial Performance	Mid-Market Hotel Leader	Strong Balance Sheet	Leader In Digital	Leader in ESG
Stable 50% EBITDA	20k+ hotel rooms network	Debt-free	Bionic revenue management	100% Green certified buildings ⁴⁶
20% RoCE	70% asset light portfolio	Significant FCF	Next gen sales	Ecologically sustainable operations
	Dominate supply in urban centres		Automated processes	Diversity and inclusion
			Data-driven decisions	High quality governance and Board oversight
			Scalable tech stack	

Lemon Tree 2.0 Targets

	Target for CY28/FY29	Progress in FY24		Status	
Net EBITDA %	Stable at 50%	49.1%		✓	
Gross Debt (₹ Cr)	Debt Free	₹1,889 Cr		✓	
Managed/Franchised Rooms (Operational + Pipeline)	14,000+	Operational 4,099 Rooms	Pipeline 4,087 Rooms	Total 8,186 Rooms	✓
Total Inventory (Operational + Pipeline)	20,000+	Operational 9,858 Rooms	Under Development 69 Rooms		✓
		Pipeline 4,156 Rooms	Total 14,014 Rooms		
Managed/Franchised Rooms % of Total Inventory	70%	Operational 42%	Operational + Pipeline 58%		✓
Retail Demand Share⁴⁷	65%	37%⁴⁸		✓	

⁴⁶ For the entire network of owned/leased hotels

⁴⁷ Figures include Aurika, Mumbai Skycity which opened in Q3 FY24 and needs time to stabilise

⁴⁸ For the 41 owned/leased hotels and 22 managed hotels covered in the scope of this Integrated Report



OUR STRATEGY: LEMON TREE 2.0

Strategic Levers



Lemon Tree Amarante Beach Resort, Goa

Asset Light Growth and Network Effect

- Rapid expansion at a negligible cost with a network of managed/franchised properties across India.
- Expansion into new cities increases brand awareness and drives business across all locations through enhanced brand visibility and recall.

Digital Transformation

We are undertaking a digital transformation exercise to create a technology platform that will enhance our performance. We are designing and deploying analytics and algorithms within a modular technology stack.

Retail Acceleration

Achieving a 65% retail share target by FY29 with dynamic pricing, increased referrals and better market traction to build a stronger MOAT.

Loyalty Programme Expansion

Improving customer experience through personalised services, ensuring traffic assurance and managing churn with rewards programmes.

Capital Recycling

Monetising owned/leased hotels to unlock cash and improve returns, with high ROCE and cash flow from stabilised assets.

Cost Structure

- Real-time cost control and efficient operations to achieve industry-leading EBITDA.
- Maintaining best-in-class cost structure and manning ratio.

Progress in FY24

Our portfolio has become 42% asset-light, including both managed and franchised hotels.

- Bionic Revenue Management: an automated pricing tool has been developed and deployed across most owned hotels. The tool has an in-built retail optimisation module, (competition) pricing scenario builder and a bionic (human) interaction layer
- Next Generation Sales: a data and analytics driven solution that enables a scientific approach to customer engagement and account management
- Technology Stack: we have created a data warehouse from which hotel-level MIS and dashboards are generated daily, for the leadership team to drive improvements and action

In FY24, we sold 1,862 rooms per day through digital channels. This translates to 37% for the 41 owned/leased hotels and 22 managed hotels covered in the scope of this report.

As of 31st March 2024, we have 1,762,548 loyalty program members (Infinity Rewards).

Our Return on Capital Employed (ROCE) for FY24 stands at 12.25%.

Our FY24 EBITDA margin stands at 49.12%. The hotel-level EBITDA has grown by 15.44% compared to FY23, reaching ₹533.33 Crores.



STAKEHOLDER ENGAGEMENT

Enabling Effective Decision-Making



Our commitment to stakeholder engagement is built on a foundation of transparency and trust. Through effective communication, we stay attuned to their concerns and expectations, allowing us to build strong, meaningful relationships that drive our goals and strategic decisions.

Employees

<p>Why We Engage</p> <p>The strength of the LTH brand is defined by our employees, who deliver guest experiences that consistently exceed expectations.</p>	<p>How We Engage</p> <ul style="list-style-type: none"> Town hall meetings Team-building exercises Fresh-eyes discussion Weekly engagement chats <p>Frequency of Engagement</p> <ul style="list-style-type: none"> Weekly Monthly Quarterly Annually 	<p>KPIs</p> <ul style="list-style-type: none"> 13.36 training man hours per employee⁴⁹ 17.70% ODI employees out of total no. of employees⁴⁹
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Customers

<p>Why We Engage</p> <p>Our customers are our primary stakeholders. The trust and relationships we establish with our customers directly influence our revenues. We continually refine our brand offerings based on their ongoing feedback.</p>	<p>How We Engage</p> <ul style="list-style-type: none"> Direct feedback from our customers: via Guest Satisfaction Tracking System (GSTS) and at hi@lemontreehotels.com Digital engagement through Online Relationship Management (ORM) across platforms like Tripadvisor, Makemytrip.com, Booking.com, etc. Regular communication via e-mailers and newsletters <p>Frequency of Engagement</p> <ul style="list-style-type: none"> Daily Need-based 	<p>KPIs</p> <ul style="list-style-type: none"> Enhancement of the data privacy policy 84% retail NPS (Net Promoter Score)⁴⁹ 429,394 positive feedback in customer satisfaction surveys⁴⁹
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Regulatory Bodies/Government

<p>Why We Engage</p> <p>We actively engage with regulatory bodies and central/state/local governments to seek their support. Our objective is to ensure compliance with relevant laws and regulations.</p>	<p>How We Engage</p> <ul style="list-style-type: none"> Individual meetings Government websites and email correspondence Corporate announcements, stock exchange filings and disclosures, intimations, form submissions, intimation of material updates, annual reports, etc. <p>Frequency of Engagement</p> <ul style="list-style-type: none"> Quarterly Event-based/Need-based 	<p>KPIs</p> <ul style="list-style-type: none"> Zero incidents of non-compliance
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⁴⁹For the 41 owned/leased hotels and 22 managed hotels covered in the scope of this Integrated Report

Investors and Shareholders

<p>Why We Engage</p> <p>This group of stakeholders provide the capital that lays the groundwork for our business growth, showing a deep commitment to our success and sustainability approach. We are motivated to continually enhance our business and meet or exceed their expectations.</p>	<p>How We Engage</p> <ul style="list-style-type: none"> Quarterly presentations Annual General Meeting Feedback on yearly disclosures Investors Meet/conference call Event-based communication Email/Notices/Newspaper <p>Frequency of Engagement</p> <ul style="list-style-type: none"> Quarterly/Annually Event-based Request based 	<p>KPIs</p> <ul style="list-style-type: none"> 23% revenue growth Total shareholder return of 12.28% (return on equity ratio)
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Owners and Partners

<p>Why We Engage</p> <p>Our brand standards are upheld by the owners and partners of hotels managed and franchised by LTH. The asset-light growth model, crucial to our business success, facilitates rapid geographic expansion.</p>	<p>How We Engage</p> <ul style="list-style-type: none"> Regular interaction Two-way meetings <p>Frequency of Engagement</p> <ul style="list-style-type: none"> Monthly/quarterly/annually Need-based 	<p>KPIs</p> <p>Portfolio growth: 17 new hotels were opened</p>
--	--	---

Suppliers and Vendors

<p>Why We Engage</p> <p>Regular engagement with our suppliers and vendors is crucial for our business to ensure that the products and services they provide meet our brand standards.</p>	<p>How We Engage</p> <ul style="list-style-type: none"> Informal discussions Regular reviews Yearly supplier audits <p>Frequency of Engagement</p> <ul style="list-style-type: none"> Need-based Annually 	<p>KPIs</p> <p>19,924 total local suppliers⁵⁰</p>
--	--	---

Contractors

<p>Why We Engage</p> <p>To improve the scope of high-quality services we offer to our customers, we rely on an outsourced workforce. Therefore, engaging with our contractors who ensure the availability of trained staff is crucial.</p>	<p>How We Engage</p> <ul style="list-style-type: none"> Casual conversations Individual sessions Regular evaluations <p>Frequency of Engagement</p> <ul style="list-style-type: none"> Annually Need-based 	<p>KPIs</p> <ul style="list-style-type: none"> Zero cases of sexual harassment Zero cases of discrimination
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⁵⁰For the 41 owned/leased hotels and 22 managed hotels covered in the scope of this Integrated Report



STAKEHOLDER ENGAGEMENT

Online Travel Agents/Portals 

Why We Engage

Insights into consumer behaviour and decision-making criteria are provided by online travel agencies, supporting us in customer acquisition. Reviewing customer feedback on their platforms is a critical aspect of our operations.

How We Engage

- Accessing feedback from travellers/guests online
- Holding individual meetings with OTAs' management teams

Frequency of Engagement

- Daily
- Need-based

KPIs

72 out of 84 eligible hotels won the Tripadvisor Travellers' Choice Award⁵¹

NGOs 

Why We Engage

Our commitment to being an equal-opportunity employer is supported by NGOs. They assist us in selecting and training candidates with disabilities and those from economically or socially marginalised backgrounds, both of which are part of our ODIs. Moving forward, they will play a pivotal role in guiding and implementing our CSR initiatives.

How We Engage

- Tailored engagement activities
- Presentations
- Reports

Frequency of Engagement

- Need-based
- Annually

KPIs

Provided training and skills development to 70 employees (cumulatively for FY22, FY23, FY24) with intellectual or developmental disabilities, including autism, in the post-pandemic environment. Of these employees, 20 were trained and 13 were hired in FY24, while the internship of 3 employees continues into FY25

Local Communities 

Why We Engage

We collaborate with local communities to understand their needs, enabling us to deliver more impactful social welfare programmes.

How We Engage

- Collaboration with NGO partners

Frequency of Engagement

- Quarterly
- Annually

KPIs

₹55.69 Lakhs spent on CSR⁵²

Industry Associations 

Why We Engage

We provide a platform through industry associations to understand business trends and opportunities, collaborate with our peers in the travel and tourism industry and contribute insights to relevant government bodies for policy formulation.

How We Engage

- Multilateral meetings

Frequency of Engagement

- Need-based
- Annually

KPIs

N. A

Media 

Why We Engage

Our media relationships are leveraged for brand building, engagement with marginalised communities across various initiatives and raising awareness of hotel launches, special promotions and offers.

How We Engage

- Press releases
- Press notes and briefings
- Events/press conferences

Frequency of Engagement

- Quarterly
- Annually
- Every material event

KPIs

- 55 press releases
- 48 key media coverage

Auditors 

Why We Engage

As a part of our governance process and in order to run a transparent operation, we have partnered with both internal and external auditors. Both play an important role in the oversight and monitoring of all Company processes and standard operating procedures. While the former examines processes at a granular level on a quarterly bases, the latter audits the Company's financial results and ESG disclosures on an annual basis. This allows for pre-emptive work to take place and helps us run our operations smoothly.

How We Engage

- Regular meetings and reviews
- Email communication
- One-one-one

Frequency of Engagement

- Weekly/monthly/quarterly/annually
- When a specific incident occurs

KPIs

N.A

Bankers 

Why We Engage

Bankers are crucial partners for Lemon Tree both in terms of managing our cash flows and daily hotel operations and in terms of providing us loans when we need them to fuel growth of the Company. As this sector is governed by very strict laws and is continuously evolving, we remain in constant contact with our bankers to ensure we are getting the most competitive interest rate on loans (if any) and the service levels received from our bankers is consistently high across all our hotels. Bankers have also played an important role at the time of the Company's IPO.

How We Engage

- Regular meetings
- Email communication
- One-one-one

Frequency of Engagement

- Weekly/monthly/quarterly/annually
- When a specific need arises

KPIs

N.A

⁵¹ For the entire network of owned/leased, managed/franchised hotels

⁵² For Lemon Tree Hotels and its subsidiary companies



MATERIALITY ASSESSMENT

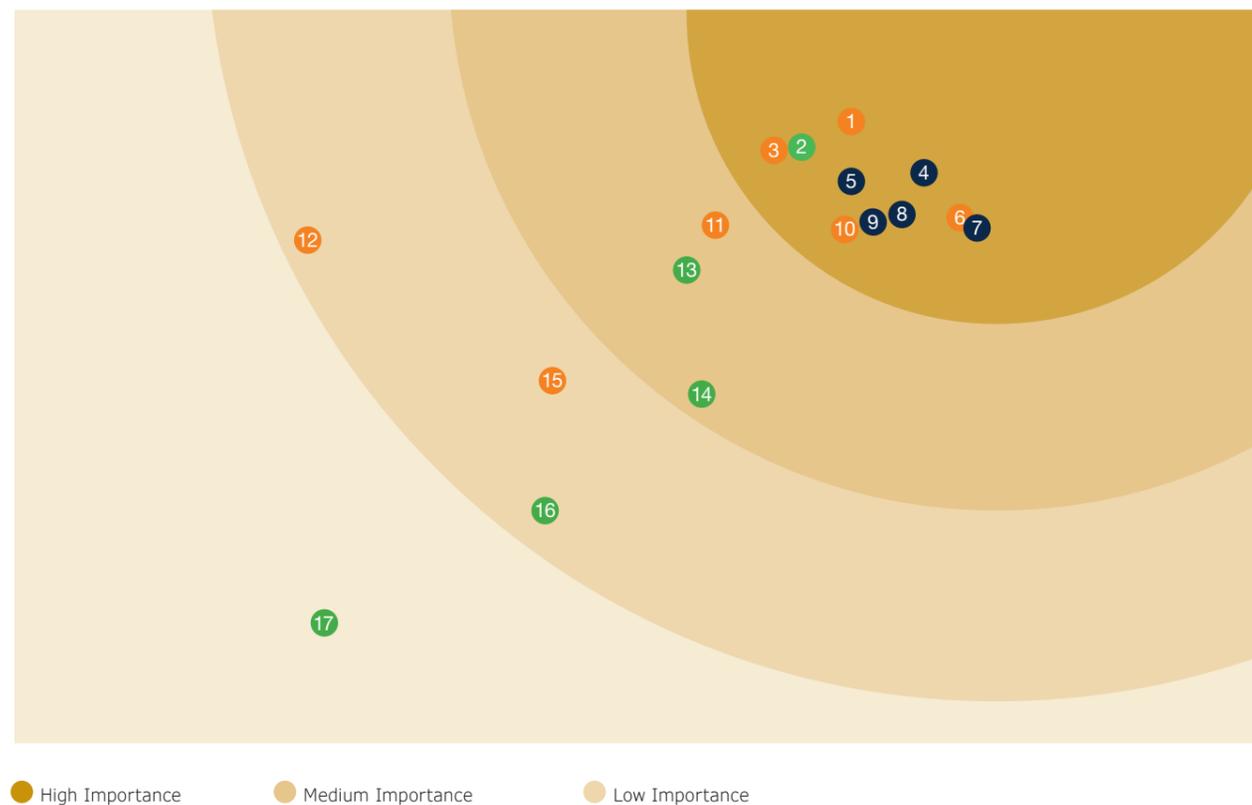
Navigating Critical Issues

We identify the critical economic and ESG themes that guide our strategy development and reporting practices. Based on GRI and SASB guidelines, in FY21 we conducted a materiality assessment, prioritising stakeholder concerns and identifying key business issues. Employing a quadripartite approach, we ensured comprehensive coverage of material sustainability issues, enabling informed decisions and driving positive impact.

Materiality Process

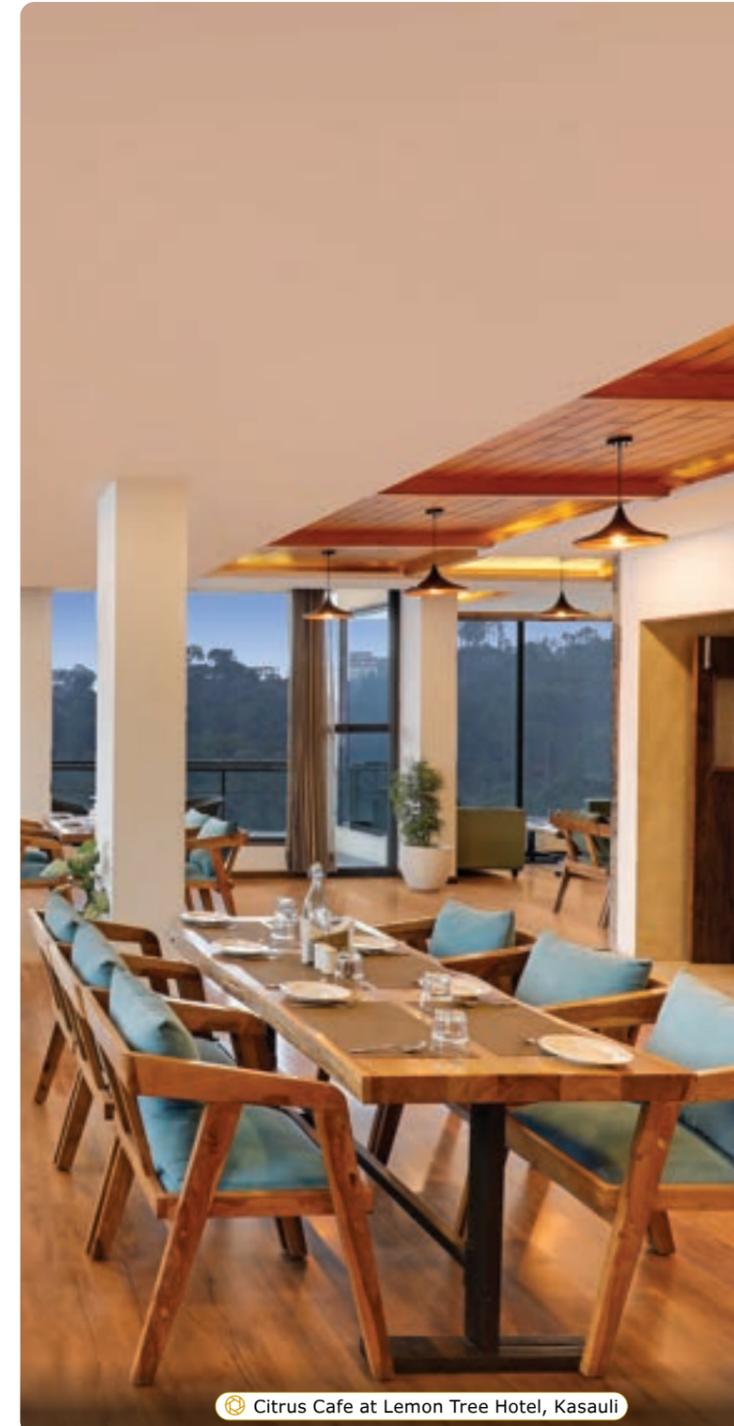


Materiality Matrix



Material Topics	Relevance for our stakeholders
1 Health and Well-Being	👤 👤
2 Water Management	👤 🏠 🔄 🌿 🏡 📺
3 Commitment to Human Rights	👤 🏠 🔄 🌿 🏡 📺 👤 👤 ❤️ 🗣️
4 Regulatory Compliance	🏠 🔄 🏠 👤 🏡 📺 🗣️ 🗣️ 👤
5 Ethics and Transparency	👤 👤 🏠 🔄 🌿 🏡 📺 ✈️ 📺 🗣️ 👤
6 Customer Delight	👤 👤 🔄 🗣️ 👤 📺 ✈️
7 Brand and Reputation Management	👤 👤 🔄 👤 🗣️ 👤
8 Economic Performance	👤 🔄 📺 👤 🗣️ 👤
9 Data Privacy	👤 👤 🔄 🗣️ 👤 🏠
10 Diversity and Inclusion	👤 👤 ❤️ 🔄 🏠 🏡 🔄 📺
11 Talent Management and Retention	👤 🔄 🏠 🔄
12 Sustainable Supply Chain	🔄 👤 ✈️
13 Waste Management	👤 🏠 🔄
14 Energy Management	👤 🏠 🔄 🏠 🏡 📺
15 Local Community Development	👤 🔄 ❤️ 🏠 📺
16 Biodiversity Protection	👤 👤 🏠 🏠
17 Climate Change	👤 👤 ❤️ 🔄 🏠 🏡 📺

👤 Employees	🏠 Industry Associates	✈️ Online Travel Agencies (OTAs)/Portals
🏠 Regulatory Bodies/ Government	👤 Customers	📺 Media
🏠 Owners and Partners	🔄 Investors and Shareholders	🗣️ Auditors
👤 Contractors	🗣️ Suppliers and Vendors	👤 Bankers
🏠 Local Communities	❤️ NGOs	





ESG VISION 2026 AND PERFORMANCE

Guided by Ethical Business Practices

We integrate various ESG aspects into our business strategy, applying them consistently across our operational hotels and planning for their implementation at our upcoming properties. Our firm commitment to ethical business practices leads to a positive impact on our employees, customers, suppliers, community and society at large. Our dedication to creating sustained value for all stakeholders is central to our ESG approach.

Our ESG vision for FY26 is aligned with the United Nations' Sustainable Development Goals (UNSDGs) and we have set specific targets to achieve these goals across our 41 owned/leased hotels.



Environment

We aim to improve energy efficiency, adopt renewable energy and technology innovations, mitigate the effects of climate change, reduce waste, conserve water and reduce carbon footprint.



Social

We focus on human development, aiming to empower local communities and create an inclusive, equal-opportunity workplace.

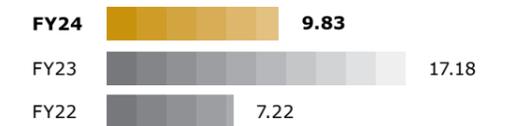


Governance

We aim to establish an ethical and transparent organisation.

We make sustainable investments to support the UNSDGs. Aurika, Mumbai Skycity exemplifies our commitment to such investments. The project was under development until October 2023 and became operational afterwards, resulting in the value of investment being highest in FY23.

Investment for sustainable development (₹ in Crores)





ESG VISION 2026 AND PERFORMANCE

ESG Targets FY26 and Performance Dashboard

Core SDGs Targeted

Impact on other SDGs

SDG Target

- **7.3** By 2030, double the global rate of improvement in energy efficiency
- **12.2** By 2030, achieve the sustainable management and efficient use of natural resources
- **12.8** By 2030, ensure that people everywhere have the relevant information and awareness for sustainable development and lifestyles in harmony with nature
- **13.2** Integrate climate change measures into national policies, strategies and planning

Energy Consumption

Target FY26⁵³

15%
Reduction in energy consumption (intensity-based) over the FY19 baseline

Progress⁵³

FY24	6.93%
FY23	10%
FY22	40%

Status

Relevant Material Topics

- Energy management
- Climate change

On Track Ahead of schedule Behind Schedule

⁵³ For the 41 owned/leased hotels

Core SDGs Targeted

Impact on other SDGs

SDG Target

- **7.2** By 2030, increase substantially the share of renewable energy in the global energy mix
- **12.2** By 2030, achieve the sustainable management and efficient use of natural resources

Renewable Energy

Target FY26⁵³

50%
Renewable energy usage

Progress⁵³

FY24	10.75%
FY23	10.97%
FY22	15.25%

Status

Relevant Material Topics

- Energy management
- Climate change

Core SDGs Targeted

Impact on other SDGs

SDG Target

- **7.3** By 2030, double the global rate of improvement in energy efficiency
- **12.2** By 2030, achieve the sustainable management and efficient use of natural resources
- **12.8** By 2030, ensure that people everywhere have the relevant information and awareness for sustainable development and lifestyles in harmony with nature

GHG Emissions

Target FY26⁵⁴

40%
Reduction in GHG emissions (intensity-based) over the FY19 baseline

Progress⁵⁴

FY24	8.97%
FY23	19%
FY22	42%

Status

Relevant Material Topics

- Energy management
- Sustainable supply chain
- Waste management

On Track Ahead of schedule Behind Schedule

⁵⁴ For the 41 owned/leased hotels

Core SDGs Targeted

Impact on other SDGs

SDG Target

- **6.4** By 2030, substantially increase water-use efficiency across all sectors and ensure sustainable withdrawals and supply of freshwater to address water scarcity and substantially reduce the number of people suffering from water scarcity
- **12.2** By 2030, achieve the sustainable management and efficient use of natural resources
- **12.5** By 2030, substantially reduce waste generation through prevention, reduction, recycling and reuse
- **13.2** Integrate climate change measures into national policies, strategies and planning

Water

Target FY26⁵⁴

10%
Reduction in water consumption (intensity-based) over the FY19 baseline

Progress⁵⁴

FY24	22.32%
FY23	15%
FY22	39%

Status

Relevant Material Topics

- Water management



ESG VISION 2026 AND PERFORMANCE

ESG Targets FY26 and Performance Dashboard

Core SDGs Targeted



Impact on other SDGs



SDG Target

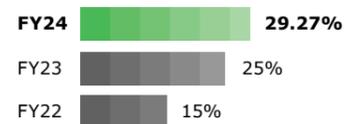
- **11.b** By 2020, substantially increase the number of cities and human settlements adopting and implementing integrated policies and plans towards inclusion, resource efficiency, mitigation and adaptation to climate change, resilience to disasters and develop and implement, in line with the Sendai Framework for Disaster Risk Reduction 2015-2030, holistic disaster risk management at all levels

Green Buildings

Target FY26⁵⁵

100%
Certified green buildings
(owned/leased hotels)

Progress⁵⁵



Status

Relevant Material Topics

- Energy management
- Waste management
- Water management
- Climate change
- Health and well-being

Core SDGs Targeted



Impact on other SDGs



SDG Target

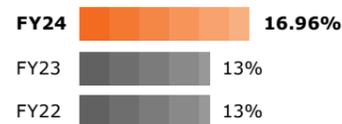
- **8.5** By 2030, achieve full and productive employment and decent work for all women and men, including for young people and persons with disabilities and equal pay for work of equal value
- **8.6** By 2020, substantially reduce the proportion of youth not in employment, education or training
- **8.8** Protect labour rights and promote safe and secure working environments for all workers, including migrant workers, in particular women migrants and those in precarious employment
- **10.4** Adopt policies, especially fiscal, wage and social protection policies and progressively achieve greater equality

Diversity and Inclusion

Target FY26⁵⁵

20%
Opportunity Deprived Individuals (ODI)
in the workforce

Progress⁵⁵



Status

Relevant Material Topics

- Talent management and retention
- Diversity and inclusion
- Commitment to human rights

Core SDGs Targeted



Impact on other SDGs

SDG Target

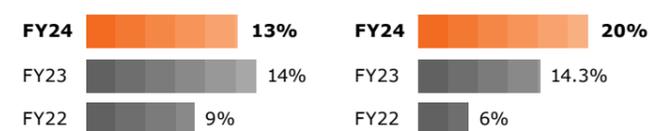
- **8.5** By 2030, achieve full and productive employment and decent work for all women and men, including for young people and persons with disabilities and equal pay for work of equal value
- **8.8** Protect labour rights and promote safe and secure working environments for all workers, including migrant workers, in particular women migrants and those in precarious employment

Gender Diversity

Target FY26⁵⁶

15% Women across the workforce
30% Women Directors

Progress⁵⁶



Status

Status

Relevant Material Topics

- Talent management and retention
- Diversity and inclusion
- Commitment to human rights





Environment

Driving Sustainable Innovation

We actively seek opportunities to advance environmental stewardship by minimising our carbon footprint, conserving water, enhancing waste reduction and recycling through innovative practices. This commitment drives us to explore cutting-edge technologies and methods, continuously furthering our efforts in environmental sustainability.

Stakeholders Impacted

- Employees
- Customers
- Local communities
- Regulatory bodies/ Government

Material Issues Impacted

- Energy management
- Climate change and emissions
- Water management
- Waste management
- Biodiversity

UN SDGs



FY24 Key Performance Highlights⁵⁷

12.58%
Energy consumption from renewable sources

866 kg
Retired IT assets reused and recycled

4,344 KL/day
Combined capacity of sewage treatment plants

27.77%
Recycled water (out of total water consumed, except bottled water)

48.79 tonnes
Plastic waste safely disposed



ENVIRONMENT

Our Green Goals

We have adopted green goals to ensure:

Robust Governance

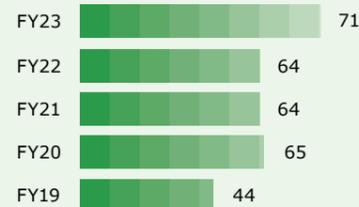
The ESG task force primarily pilots and implements new initiatives to achieve our FY26 targets. Additionally, it manages LTH's ESG strategy and monitors progress towards these targets.

Transparent Communication

We have participated in the Global Real Estate Benchmark (GRESB), prioritising ESG disclosures and communicating our initiatives. Since 2021, we have also published our ESG/Integrated Report.

GRESB Score over 5 years

FY24 will be declared on 1st October 2024.



Greener Operations

Over the last two decades, we have constructed hotels that promote energy efficiency and water conservation and are driving the switchover to renewable energy sources to reduce our carbon footprint. We adhere to IGBC/LEED Gold standards while designing our owned/leased hotels. Our current goal is to have all 42 owned/leased hotels certified by FY26.



Lemon Tree Hotel, Baddi



Energy Management

We are actively transitioning to renewable energy to reduce our dependency on traditional energy sources. Additionally, we have implemented initiatives to enhance energy efficiency through optimised design and technology, encompassing air conditioning, lighting and ventilation systems across all owned/leased and managed/franchised hotels.

Approach

- **Energy Efficiency:** Focused on enhancing energy efficiency across our hotels to support sustainability goals.
- **Renewable Energy:** Committing to renewable energy to reduce environmental impact.

FY26 Target

15%
Reduction in energy consumption (intensity-based) over the FY19 baseline

50%
Share of renewable energy in total energy consumption for the 41 owned/leased hotels

FY24 Performance⁵⁸

6.93%
Reduction in energy consumption (intensity-based) over the FY19 baseline

10.75%
Share of renewable energy in total energy consumption

⁵⁸ For the 41 owned/leased hotels.



ENVIRONMENT

Energy Efficiency

In line with the UN Sustainable Development Goal (SDG) 12, we have introduced several energy-saving initiatives across our hotels to enhance operational efficiency. We effectively improve our efficiency by implementing systematic energy management initiatives and by integrating green building designs, advanced technology and renewable energy sources alongside energy-efficient appliances. We also actively promote energy-saving practices among both employees and guests.

In FY24, across the 41 owned/leased and 22 managed hotels covered in the scope of this report, we recorded

an energy intensity of 135 kWh/m², up from 132 kWh/m² in FY23. Energy intensity per occupied room also increased, reaching 40 kWh/occupied room in FY24 compared to 39 kWh/occupied room in FY23. Our total energy consumption across the 41 owned/leased hotels and 22 managed hotels was 264,151.44 GJ, an increase from 228,787.30 GJ in FY23. Fuel-wise energy consumption also grew, totalling 108,441.28 GJ in FY24 compared to 98,184.08 GJ in FY23. This rise is attributed to our hotels operating at full capacity and occupancy in FY24 across rooms, food and beverage, thereby reaching pre-COVID levels.

ENERGY INTENSITY IN FY24 (KWH/M²)

123

41 Owned/Leased Hotels

186

22 Managed Hotels

ENERGY INTENSITY BASED ON OCCUPIED ROOMS IN FY24 (KWH/OCC ROOM)

37

41 Owned/Leased Hotels

53

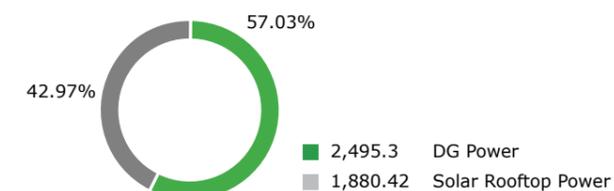
22 Managed Hotels

Total Energy Consumption in FY24 (GJ)

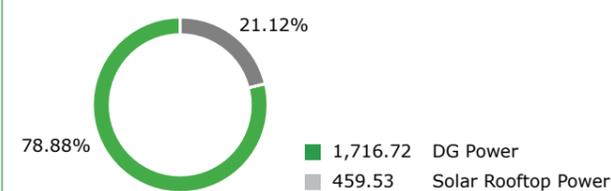
	Within the Organisation			Outside the Organisation			Total		
	FY22	FY23	FY24	FY22	FY23	FY24	FY22	FY23	FY24
41 Owned/Leased Hotels	2,882.37	4,958.30	4,375.72	1,04,955.36	1,55,498.95	1,88,666.35	1,07,837.74	1,60,457.25	1,93,042.06
22 Managed Hotels	1,568.99	2,500.11	2,176.25	50,844.92	65,829.95	68,933.13	52,413.91	68,330.06	71,109.38

Total Energy Consumption within the Organisation in FY24 (GJ)

41 Owned/Leased Hotels

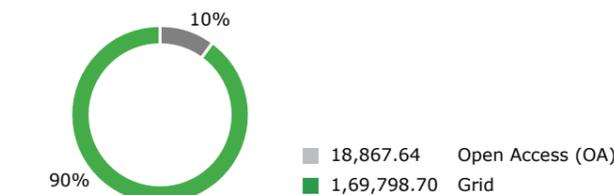


22 Managed Hotels

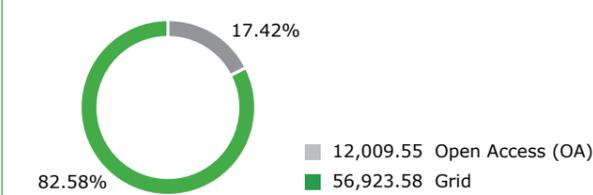


Total Energy Consumption outside the Organisation in FY24 (GJ)

41 Owned/Leased Hotels



22 Managed Hotels



Fuel-wise Energy Consumption within the Organisation in FY24 (GJ)

	41 Owned/Leased Hotels			22 Managed Hotels		
	FY22	FY23	FY24	FY22	FY23	FY24
Petrol for vehicles	93.57	251.07	291.39	142.39	329.75	468.97
Diesel for vehicles	1,989.50	2,837.52	3,248.35	345.58	602.28	494.47
Firewood	209.45	142.49	238.55	NA	0.00	0.23
Charcoal	3,542.25	5,558.93	6,660.02	NA	5,690.68	5,803.45
Liquefied Petroleum Gas (LPG)	25,706.25	33,543.40	36,652.05	13,017.39	15,546.93	16,790.31
Compressed Natural Gas (CNG)	19,213.94	26,844.32	28,939.64	3,897.30	6,836.71	8,853.84
Total	50,754.95	69,177.74	76,030.00	17,402.65	29,006.34	32,411.27

Renewable Energy

Over the past few years, we have taken several steps to source renewable energy across owned/leased and managed/franchised hotels, to reduce our carbon footprint. We have implemented onsite renewable energy generation methods such as solar rooftop photovoltaic panels, utilised open access arrangements

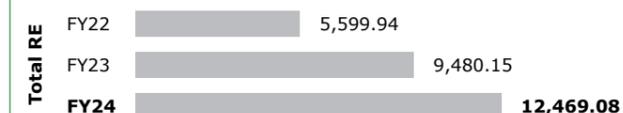
for clean energy and are in the process of signing third party agreements for dedicated renewable energy projects. Our total renewable energy consumption for FY24 across the 41 owned/leased and 22 managed hotels covered in the scope of this report was 33,217.14 GJ, up from 27,076.88 GJ in FY23.

Total Renewable Energy Consumption (GJ)

41 Owned/Leased Hotels

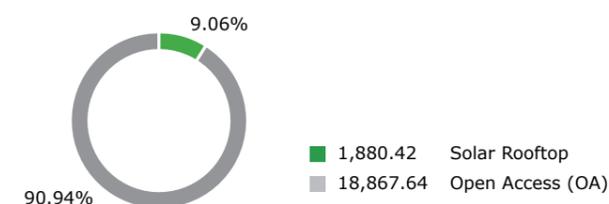


22 Managed Hotels

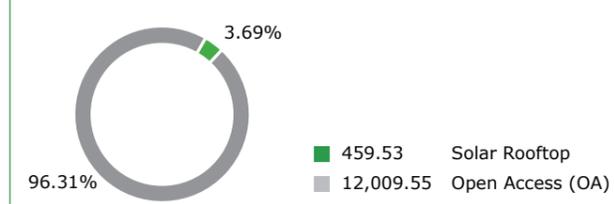


Renewable Energy Mix FY24 (GJ)

41 Owned/Leased Hotels



22 Managed Hotels



12.58% of the energy consumed across these hotels came from renewable sources, with 10.75% from the 41 owned/leased hotels and 17.54% from the 22 managed hotels.

38% of these hotels generate energy from on-site renewable sources, including 24% of the 41 owned/leased hotels and 14% of the 22 managed hotels

557 kW Installed solar rooftop capacity across these hotels, with 439 kW at the 41 owned/leased hotels and 118 kW at the 22 managed hotels

57% of our projects focus on renewable energy consumption across these hotels, with 29% at the 41 owned/leased hotels and 27% at the 22 managed hotels



ENVIRONMENT



Climate Change and Emissions

We actively engage in practices that reduce emissions, as we understand the impact our industry can have on the environment and the critical risks that climate change poses to the health of our industry and of the economy.

Approach

- Reducing GHG Emissions:** Reducing emissions through increasing renewable energy mix, enhancing energy efficiency and establishing EV charging stations.
- Achieving Green Building Certification:** Obtaining certifications for sustainable design, energy efficiency and environmental impact in building projects.

FY26 Target

40%
Reduction in GHG emissions (intensity-based) over the FY19 baseline

100%
Certified green buildings (owned/leased hotels)

FY24 Performance⁵⁹

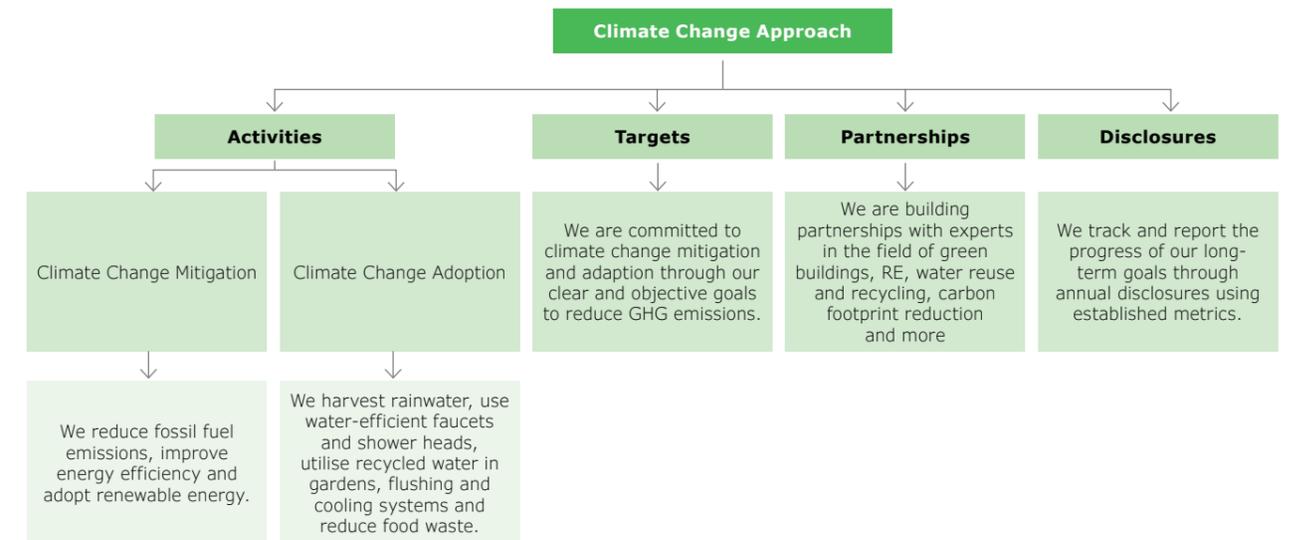
8.97%
Reduction in GHG emissions (intensity-based) over the FY19 baseline

29.27%
Certified Green Buildings (owned/leased hotels)

⁵⁹ For the 41 owned/leased hotels.

Approach to Climate Change

Our commitment to addressing climate change revolves around the following four essential elements:



Reducing our Carbon Footprint

We have implemented various measures to reduce greenhouse gas (GHG) emissions. We actively measure and monitor our emissions (Scopes 1 and 2) resulting from energy and fuel consumption at our hotels. GHG reduction is driven through:

- Increasing the usage of renewable energy in our operations
- Optimising energy usage by using energy-efficient equipment
- Introducing EV vehicles at our hotels
- Adopting clean fuels like LPG and CNG
- Phasing out Chlorofluorocarbons (CFCs) equipment
- Conducting tree-planting initiatives in local communities and our premises across India
- Assessing the viability of carbon offsets to further mitigate the negative impacts of our emissions
- Installation of Dual Fuel Kits and Retrofit Emission Control Devices for DG sets

- Old DG sets manufactured before 2004 are being replaced with the latest models

In FY24, our GHG and refrigerant emissions increased primarily due to the regularisation of operations to pre-COVID levels and the unstable supply of renewable energy through Open Access (OA) arrangements. This instability, with periods of zero supply in Delhi and parts of Maharashtra, disrupted our renewable energy intake and affected our Scope 1 and Scope 2 emissions.

Scope 1 emissions for the 41 owned/leased and 22 managed hotels covered in the scope of this report rose to 13,431.64 tCO₂e in FY24 from 12,990.44 tCO₂e in FY23, while Scope 2 emissions increased to 51,687.53 tCO₂e from 44,802.02 tCO₂e. Additionally, hydrofluorocarbons (HFCs)/refrigerant emissions increased to 3,438 tCO₂e in FY24 from 2,074 tCO₂e in FY23.

DIRECT GHG EMISSIONS – SCOPE 1 IN FY24

9,710.20 tCO₂e 41 Owned/Leased Hotels
3,721.44 tCO₂e 22 Managed Hotels

INDIRECT GHG EMISSIONS – SCOPE 2 IN FY24

38,707.31 tCO₂e 41 Owned/Leased Hotels
12,980.21 tCO₂e 22 Managed Hotels

GHG EMISSIONS INTENSITY IN FY24

0.1106 tCO₂e/m² 41 Owned/Leased Hotels
0.1573 tCO₂e/m² 22 Managed Hotels

HYDROFLUOROCARBONS (HFCs)/ REFRIGERANT EMISSIONS IN FY24

2,588 kg 41 Owned/Leased Hotels
850 kg 22 Managed Hotels



ENVIRONMENT

Case Study

ENHANCING ENVIRONMENTAL COMPLIANCE AND AIR QUALITY WITH ADVANCED DG SETS

At Lemon Tree Hotels, we have implemented new techniques to improve the environmental performance of our Diesel Generator (DG) sets, addressing both regulatory compliance and air quality concerns. These efforts span multiple properties and involve a range of technological solutions. We have installed Dual Fuel Kits (DF Kits) at five properties, enabling a dual fuel arrangement using piped natural gas (PNG) and high-speed diesel (HSD) in a 70:30 ratio. This modification significantly enhances exhaust quality, reducing emissions of pollutants such as CO2 and SO2. Retrofit Emission Control Devices (RECD) have been installed at three properties to reduce emissions from existing DG sets, helping us meet stricter pollution control norms. Two properties have installed new DG sets that comply with the Central Pollution Control Board (CPCB) IV standards, representing the latest emission control technology for diesel generators. By adopting these technologies across ten more properties, we are ensuring regulatory compliance and demonstrating our commitment to reducing our environmental impact and improving air quality in the areas where we operate.



Case Study

ADVANCING OUR GREEN BUILDING CERTIFICATION

Aligning with the Indian Green Building Council's (IGBC) Gold standard, we have increased the total number of certified green buildings to 12 as of 31st March 2024, up from 10 as of the previous year. In early April 2024, we achieved our fifteenth certification. This adherence to IGBC standards ensures the efficient use of natural resources and results in significant long-term savings. Currently, 29.27% of the 41 owned/leased buildings are certified green and we are aiming to achieve 100% certification of owned/leased hotels by FY26. To reach this goal, we are implementing improvements based on consultant recommendations. These enhancements include better waste collection and disposal, improved fresh air ventilation, plumbing fixes to utilise Sewage Treatment Plant (STP) water for flushing, installing meters for monitoring STP functions and increasing the use of eco-friendly refrigerants while updating Air Conditioning (AC) systems as necessary. Our commitment to green building practices reflects our ongoing efforts to advance sustainability and optimise resource management across our properties.



Case Study

SUPPORTING THE EV REVOLUTION

Focusing on energy optimisation and sustainable practices, we have installed 39 Electric Vehicles (EV) charging stations across our properties in 3 cities. At Aurika, Mumbai Skycity, we have introduced 25 charging stations, including 2 fast chargers and 23 dual chargers, all supplied by the German brand Quench. In Pune, we have installed 11 charging stations across our properties, including 3 fast chargers and 8 dual chargers. In Gurugram, we have installed 3 charging stations including 1 fast charger and 2 dual chargers. We support the shift to electric vehicles by providing these EV charging facilities while optimising energy use and reducing our carbon footprint.

This extensive network reflects our dedication to enhancing energy efficiency in our hotels and supporting our guests.

39

New charging stations installed in FY24



Lemon Tree Hotel, Dapoli

Water Management

Water management is a priority for us as we understand the increasing water scarcity nationwide and the potential business risks it entails. We have implemented various initiatives, including water conservation, recycling, wastewater treatment and rainwater harvesting to optimise water management and ensure sustainable resource use.

Approach

- **Enhancing water efficiency:** Installing water-efficient equipment, upgrading existing systems for enhanced water efficiency.
- **Installation of STPs:** Using Sewage Treatment Plants (STPs) for ongoing wastewater treatment and recycling.
- **Guest participation in water saving:** Through our Third Day Linen Change initiative and Half Glass Water Service. The water saving achieved is substantial and the resulting awareness building process is an added advantage. These initiatives have been appreciated and supported by our guests

FY26 Target

10%
Reduction in water consumption (intensity-based) over the FY19 baseline

FY24 Performance⁶⁰

22.32%
Reduction in water consumption (intensity-based) over the FY19 baseline

⁶⁰For the 41 owned/leased hotels.



ENVIRONMENT

Our Water Footprint

Recognising our dependency on freshwater, we have implemented various efficient water management measures at our hotels. We maximise the use of aerators, flow restrictors and dual flush systems. Additionally, we have introduced a third-day linen change programme and the half-glass water initiative to encourage our guests to participate in our water conservation efforts.

Our total water consumption across the 41 owned/ leased and 22 managed hotels covered in the scope of this report for FY24 is 1,070,546 KL, which includes municipal, tanker and borewell water. Including bottled water, the total consumption is 1,075,000.52 KL. This represents an increase from FY23, when our total water consumption was 1,019,378 KL and 1,023,749 KL with bottled water. The rise in consumption is attributed to increased operational activities, especially in banquets and conferences.

Total Water Withdrawal in FY24 (KL)

	41 Owned/ Leased Hotels	Total 22 Managed
Municipal Water Source	3,66,337.59	56,724.00
Ground Water (Borewell)	2,68,250.10	1,98,504.29
Procured Water (Tanker)	1,55,822.00	24,908.00
Recycled Water	2,25,733.08	71,590.80
Bottled Water	3,295.57	1,158.96
Total Water Consumption⁶¹	7,90,410	2,80,136
Total Water Consumption including Bottled Water	7,93,705	2,81,295

Case Study

IMPROVING WATER MANAGEMENT WITH OUR BOTTLING PLANTS

Lemon Tree Hotels has installed in-house water bottling plants at 3 hotels. This initiative piloted in FY23, was expanded in FY24, reflecting our commitment to improving water efficiency and sustainability. Our latest installation at Aurika, Mumbai Skycity, uses Capacitive De-ionisation (CDI) technology, which offers notable benefits over traditional Reverse Osmosis (RO) systems. CDI technology achieves up to 90% water recovery, reduces total dissolved solids (TDS) by up to 90% and uses only 30% of the electricity compared to RO systems.

Wastewater Recycling

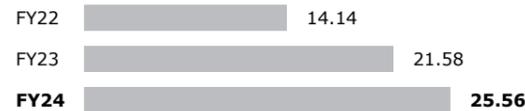
In order to conserve the usage of freshwater, we recycle wastewater within each hotel through sewage treatment plants (STPs) with a combined capacity of 4,344 KL daily, including 3,719 KL for our 41 owned/ leased hotels and 625 KL for our 22 managed hotels. In FY24, we recycled 27.77% of wastewater across the 41 owned/leased and 22 managed hotels covered in the scope of this report, amounting to 297,323.88 KL. The wastewater recycled in FY24 increased by 4,086.40 KL from 293,237.48 KL in FY23.

Water Recycled (%)

41 Owned/Leased Hotels



22 Managed Hotels



Waste Management

We are committed to minimising waste through sustainable practices, which are integral to our daily operations. Our best-in-class practices effectively reduce, segregate and handle waste. We prioritise waste reduction, reuse and recycling throughout our hotel facilities, including guest rooms, restaurants, public areas and operational spaces. We gather valuable insights to implement focused strategies by assessing waste generation across all our hotels. Our primary focus for all our upcoming and existing hotels is to ensure compliance with environmental regulations set by the Ministry of Environment, Forest and Climate Change (MOEF&CC). To raise awareness and effectively implement our ESG and Waste Management Policy among our employees, we conduct regular training and provide support to empower them.

In FY24, total waste generation at the 41 owned/leased and 22 managed hotels covered in the scope of this report was reduced to 1,368,029 kg, compared to 1,513,242 kg in FY23. The hazardous waste generated was 82.57 MT, compared to 6.83 MT in FY23. Non-hazardous waste generation reduced to 1,368.05 MT, compared to 1,513.22 MT in FY23. The increases in certain categories of waste were due to the replacement and upgrade of air conditioning in select hotels, as well as an overall streamlining of waste data monitoring and record-keeping.

Approach

- **Reduce, segregate and recycle:** Implementing comprehensive waste reduction, segregation and recycling practices.
- **Capacity building:** Conducting regular training to ensure effective waste management practices and employee engagement.

FY24 Performance⁶²

866 kg
Retired IT assets reused and recycled

⁶¹ Municipal, tanker and borewell account for total water consumption.

⁶² For the 41 owned/leased hotels and 22 managed hotels covered in the scope of this Integrated Report.



ENVIRONMENT

Our Waste Management Approach

E-waste Management

- Dispose of old IT and electronic equipment responsibly
- Manage hazardous chemicals carefully
- Purchase IT assets from certified suppliers

Waste Segregation, Classification and Disposal

- Ensure on-site waste segregation
- Categorise waste properly
- Deliver waste to authorised partners

General Waste Management and Disposal

- Manage waste types appropriately

Waste Generation by Source (kg)

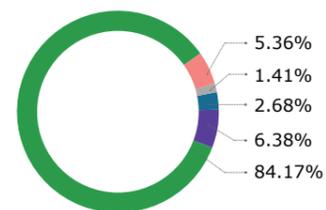
	Wet waste			Dry waste			Total		
	FY22	FY23	FY24	FY22	FY23	FY24	FY22	FY23	FY24
41 Owned/ Leased Hotels	4,84,709	4,97,101	5,26,104	3,32,416	3,13,257	2,35,830	8,17,125	8,10,358	7,61,934
22 Managed Hotels	3,09,931	4,88,580	4,38,083	1,12,887	2,14,304	1,68,011	4,22,818	7,02,884	6,06,094

Waste Generation by Category (MT)

	Hazardous waste			Non-hazardous waste		
	FY22	FY23	FY24	FY22	FY23	FY24
41 Owned/ Leased Hotels	9.46	4.68	74.00	817.13	810.33	762.00
22 Managed Hotels	0.93	2.15	8.58	422.82	702.88	606.09

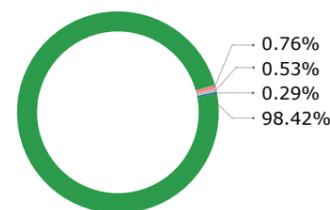
Waste Disposal in FY24 (MT)

41 Owned/Leased Hotels



- 44.75 Plastics (including packaging) safely disposed
- 11.76 E-waste safely disposed
- 22.35 Hazardous waste safely disposed
- 53.29 Other waste recycled
- 703.23 Other waste safely disposed

22 Managed Hotels



- 4.04 Plastics (including packaging) safely disposed
- 2.81 E-waste safely disposed
- 1.56 Hazardous waste safely disposed
- 524.05 Other waste safely disposed



Biodiversity

Recognising the impact our development and operations can have on the surrounding ecosystem and natural resources, we embrace our role as responsible stewards of the environment. It is our duty to preserve nature, biodiversity and the unique habitats where our properties are situated. Therefore, we ensure that our properties do not encroach on designated protected zones such as national parks and wildlife reserves. We are committed to integrating biodiversity and habitat conservation into every aspect of our operations, development and acquisitions.

Approach

- **Protecting Sensitive Areas:** Avoiding encroachment on protected zones.
- **Embedding Conservation:** Integrating biodiversity into all operations.

FY24 Performance

- At Bandhavgarh
- We discontinued packaged drinking water and single-use plastic.
 - We assisted in managing forest fires and planted over 100 trees.

Case Study

CONVERTING WASTE TO ENERGY PRUDENTLY

At Aurika, Mumbai Skycity, we have implemented a biogas plant that effectively addresses waste management and energy production. The plant uses anaerobic digestion, where organic waste is broken down by bacteria without oxygen, resulting in biogas. This approach offers several benefits: it produces zero-emission energy, reduces waste disposal costs and supports the circular economy principles by converting waste into valuable energy. This initiative highlights our commitment to sustainability and contributes significantly to reducing our carbon footprint.

Social

Together for a Better Tomorrow

Our commitment to the community extends to our valued guests, trusted partners and employees all engaging to create meaningful and lasting impact.



Stakeholders Impacted

- Employees
- Customers
- NGOs
- Local communities
- Investors and shareholders
- Owners and partners

Material Issues Impacted

- Health and well-being
- Commitment to human rights
- Customer delight
- Diversity and inclusion
- Talent management and retention
- Sustainable supply chain
- Local community development

UN SDGs



FY24 Key Performance Highlights⁶³

20%
Women at Managing Director and Director levels

18%
Women in senior roles

1:1
Male:Female wage ratio

17.70%
Opportunity Deprived Individuals, including 342 Employees with Disability and 591 Employees from Economically/Socially Marginalised backgrounds

⁶³ For the Corporate Office and the 41 owned/leased hotels and 22 managed hotels covered in the scope of this Integrated Report



SOCIAL



Our People

We are invested in creating a vibrant and supportive workplace, prioritising the well-being of our employees and cultivating an inclusive and diverse culture. Through our talent management initiatives, including upskilling and cross-training, we ensure equal opportunities free from discrimination. Our Human Rights Policy highlights our dedication to respecting and safeguarding all employees' rights. Emphasising health, safety and employee engagement further strengthens our commitment to creating a dynamic workplace.

Approach

Talent Management:

- Focus on hiring young talent at various levels
- Ensure equitable employment for Opportunity Deprived Individuals (ODIs), which encompasses Employees with Disability (EwD) and Employees from Economically/ Socially marginalised segments (EcoSoc)
- Promote empowerment, high productivity and retention of talent

Occupational Health and Safety:

- Strive for zero incidents/accidents and maintain occupational health and safety

Human Rights:

- Uphold human rights across all aspects of operations

FY26 Target

20%
Opportunity Deprived Individuals (ODIs) in the workforce

15%
Women across the workforce

30%
Women Directors

FY24 Performance⁶⁴

16.96%
ODIs in the workforce

13%
Women across the workforce

20%
Women Directors

Employee Engagement Strategy

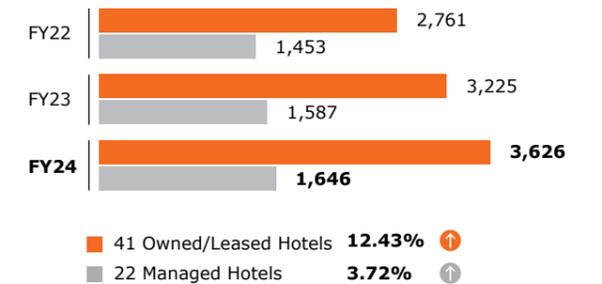
We minimise hierarchical levels between leaders and team members through a flat organisational structure, encouraging individual involvement and team spirit. Within our diverse workforce, we prioritise talent regardless of gender, special needs or background. Our strategic recruitment approach focuses on hiring young talent at various levels to bring fresh perspectives and contribute to the continuous growth and development of the organisation.

Total Employees by Contract Type

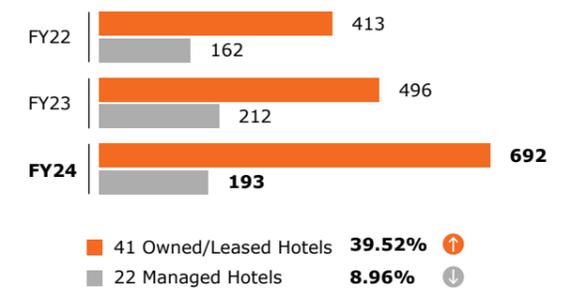
In FY24, across the 41 owned/leased and 22 managed hotels covered under the scope of this report, our full-time workforce reached 5,272, an increase from 4,812 in FY23, reflecting a 9.56% Y-o-Y growth. Our contractual employees rose from 708 in FY23 to 885 in FY24, representing a 25% Y-o-Y increase. Additionally, our non-employed workers grew from 1,923 in FY23 to 2,036 in FY24, with a 5.88% Y-o-Y rise. These changes across full-time, contractual and non-employed categories highlight our expansion and adaptability.



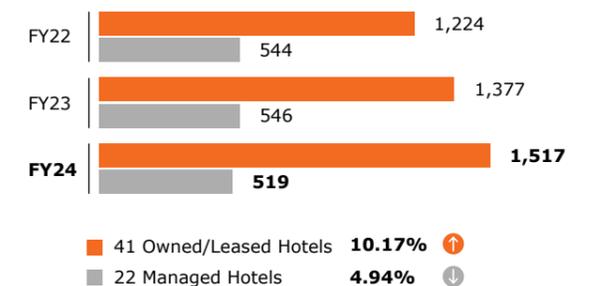
Full-time Employees



Contractual Employees



Non-employed Workers



↑ Y-o-Y Growth ↓ Y-o-Y Reduction

Full-time Employee Distribution by Levels and Gender

	41 Owned/Leased Hotels						22 Managed hotels					
	FY22		FY23		FY24		FY22		FY23		FY24	
	Male	Female	Male	Female	Male	Female	Male	Female	Male	Female	Male	Female
Senior Management	42	8	52	11	53	12	0	0	0	0	0	0
Mid-management	590	51	664	69	717	86	237	12	264	9	278	11
Executives	367	31	384	43	520	51	197	10	190	13	197	19
Associates	1,428	163	1,690	212	1834	291	866	98	964	114	971	125
Trainees/Apprentices	73	8	64	36	42	20	26	7	24	9	30	15
Total	2500	261	2854	371	3166	460	1326	127	1442	145	1476	170

⁶⁴ For the 41 owned/leased hotels



SOCIAL

Case Study

BUILDING A GREAT WORKPLACE: 2024 GPTW PARTICIPATION AND CULTURE AUDIT

We undertake a comprehensive exercise each year to understand and enhance the satisfaction and engagement levels of our employees. In FY24, this initiative included an online survey completed by ~4,500 employees across 82 hotels and the Corporate office along with a detailed culture audit of our LTH's HR and people practices. The Great Place to Work (GPTW) Institute evaluates companies on five key dimensions:

- Credibility
- Respect
- Fairness
- Pride
- Camaraderie

Our culture audit explores crucial areas such as Trust, Maximising Human Potential, Value, Leadership Effectiveness, Innovation by All, Gender Equality and implementing innovative policies and actions. Through this annual assessment, we gain valuable insights to continually improve our workplace environment and foster a culture of excellence.

33

GPTW Rank



Case Study

'I AM LEMON TREE' INITIATIVE

Launched in March 2023, our 'I Am Lemon Tree' initiative aims to demonstrate a sense of pride, ownership, customer centricity, high professional and personal standards and an attitude of excellence. This initiative is conducted across all hotels and work levels, starting with Hotel General Managers and departmental heads. A key component is the 'Champions Code of Affirmations,' which includes ten essential points covering various aspects of customer service and professional conduct.

- I greet promptly and warmly. At the start and at the end
- I keep my space (and myself) pleasing and attractive
- I am cheerful and refined in my conduct
- I treat different people differently, but just as importantly
- I inspire confidence
- I take ownership. I am a solution provider
- I am just as pleasing over the telephone
- I am knowledgeable and informative
- I persuade, I suggest, I sell
- I win back irate guests

727 managers

Across 30 hotels that successfully completed the training in FY24



Disability (EwDs) and those from Economically/Socially marginalised backgrounds (EcoSocs). By integrating ODIs into our workforce, we empower them to lead dignified lives while encouraging meaningful and wholesome guest participation. For FY24 across the 41 owned/leased and 22 managed hotels covered under the scope of this report, our ODI % was 17.7% vs. 12.8% in FY23 and the gender diversity was 88% male and 12% female compared to FY23 where the figures were 89% male and 11% female.

Full-time Employee Distribution by Age and Gender

	41 Owned/Leased Hotels						22 Managed hotels					
	FY22		FY23		FY24		FY22		FY23		FY24	
	Male	Female	Male	Female	Male	Female	Male	Female	Male	Female	Male	Female
<30 years	1,067	158	1,340	229	1560	292	662	77	745	95	747	108
30-50 years	1,345	96	1,392	134	1479	160	625	48	657	48	686	60
>50 years	88	7	122	8	127	8	39	2	40	2	43	2
Total	2,500	261	2,854	371	3,166	460	1,326	127	1,442	145	1,476	170

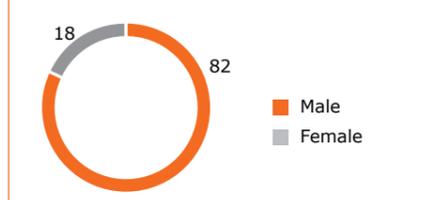
Total Employee Gender Diversity FY24⁶⁵ (%)



Gender Diversity at Corporate Office in FY24 (%)

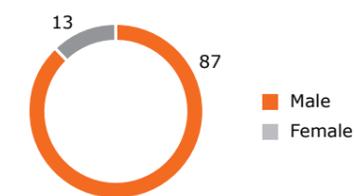


Gender Diversity at the Senior Level in FY24⁶⁶ (%)

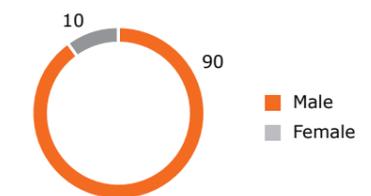


Gender Diversity at Hotels in FY24 (%)

41 Owned/Leased Hotels



22 Managed Hotels



Employees with Disability Count in FY24

In FY24, our workforce included 342 Employees with Disability (EwDs) and 591 individuals from Economically and Socially marginalised backgrounds (EcoSocs) across the 41 owned/leased and 22 managed hotels covered under the scope of this report. This represents an increase from FY23, when we had 340 EwDs and 274 EcoSocs employed in the same hotels.

Employee with Disability (EwD) Distribution in FY24

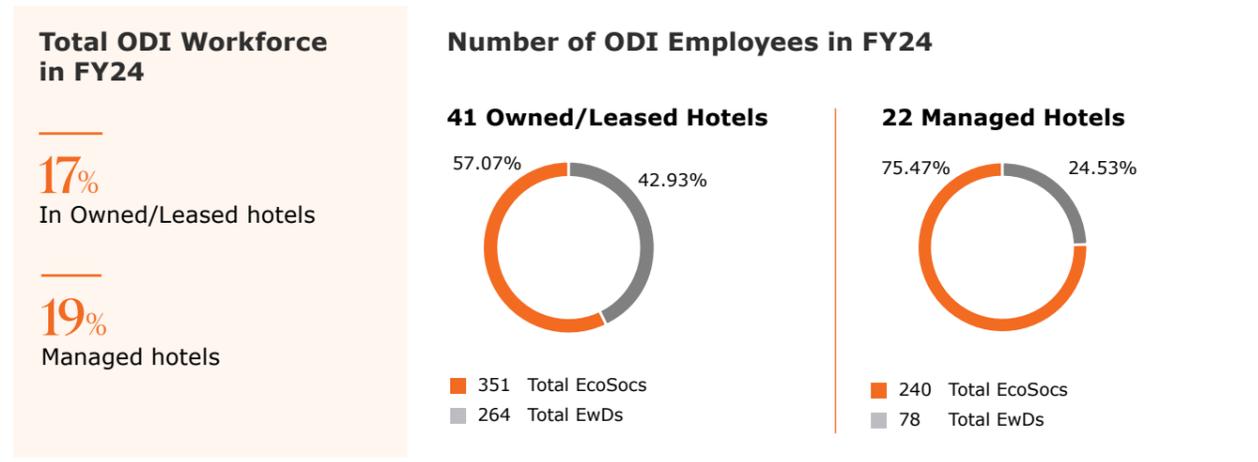
	41 Owned/Leased Hotels	Total 22 Managed Hotels
Autism	5	1
Down Syndrome (DS)	11	0
Hearing Impairment (HI)	0	3
Low Hearing (LH)	1	0
Orthopedically Handicapped (OH)	30	9
Speech and Hearing Impaired (SHI)	198	63
Slow Learner (SL)	15	1
Visually Impaired (VI)	1	1
Low Vision (LV)	2	0
Intellectual and Developmental Disability (IDD)	1	0
Total	264	78

⁶⁵ For the 41 owned/leased hotels and 22 managed hotels covered in the scope of this Integrated Report

⁶⁶ For the Corporate Office and the 41 owned/leased hotels and 22 managed hotels covered in the scope of this Integrated Report



SOCIAL



Case Study



ADVANCING INCLUSIVITY AND TALENT DEVELOPMENT

In FY24, we consolidated our inclusivity and talent efforts by resuming our Intellectual and Developmental Disability Traineeship Programme and enhancing our Indian Sign Language

(ISL) training. These initiatives helped drive our commitment to fostering a diverse and supportive workplace.

NURTURING TALENT: THE RETURN OF OUR DEVELOPMENTAL DISABILITY TRAINEESHIP PROGRAMME

We resumed our Intellectual and Developmental Disability Traineeship Programme after a three-year break. This initiative has been implemented across multiple cities, providing training and employment opportunities to individuals with Intellectual and Developmental Disabilities (IDD). The cities covered include Delhi/National Capital Region, Mumbai, Bengaluru and Chennai,

where we have hired 5, 5 and 3 IDD employees, respectively in the first three cities and have three trainees still undergoing training in Chennai. (continuing into FY25).

20 IDD interns trained **13** IDD interns hired

ENHANCING INCLUSIVITY THROUGH ISL TRAINING

Building inclusive communication is at the core of our commitment to empowering specially abled employees. We strive to create an accommodating environment where everyone can thrive regardless of their abilities. As part of this commitment, we have significantly improved our Indian Sign Language (ISL) training to ensure our team members have effective and inclusive communication skills. To further enhance our Indian Sign Language (ISL) training, we have

developed new content in collaboration with the ESG and L&D teams. This updated material includes the alphabet, numbers, days of the week, months, colours, family/relationships, golden phrases and key terms related to hospitality. Over the years, our hotel teams across India have been learning ISL. With this refreshed content and a new testing process, we aim to consolidate and standardise the learning across the country.

Learning and Development (L&D)

Our vision revolves around nurturing talent at all levels, with a strong focus on leadership development and building a robust pipeline for hotel leadership roles. Hence, our top priorities are employee training and leadership development, which are crucial for maintaining brand consistency, enhancing customer service and inspiring the team. Our comprehensive approach encompasses new employee training, job-specific coaching and advanced training for senior staff. These ongoing efforts help us cultivate a steadfast customer focus and service excellence.

In FY24, across the 41 owned/leased and 22 managed hotels covered under the scope of this report, a total of 14,545 hours were dedicated to upskilling, a significant increase of 116.64 % from 6,714 hours in FY23. During this period, 8,691 employees received training, compared to 3,442 employees in FY23. The average cost of training per employee for FY24 was ₹6,640, slightly higher than ₹6,516 in FY23.



Training Man Hours in FY24

14.22 41 Owned/Leased Hotels **12.08** 22 Managed Hotels

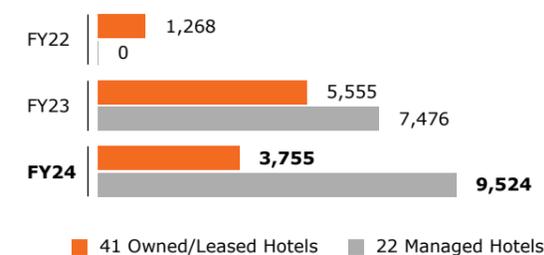
Total Training Hours for Upskilling



No. of Employees Receiving Training



Average Cost of Training per Employee



No. of Employees Receiving Training (excluding mandatory learning)





SOCIAL

Onboarding Excellence: The Fast-Track Training Experience

We have focused on supporting new employees in their early days and months to enhance customer service. This year, we introduced the Department First Steps Training Module, a structured week-long programme for new joiners in operations. Each new employee is paired with a HiPot Buddy/a certified department trainer, to facilitate their functional learning through our Buddy system. The programme includes training on crucial responsibilities, departmental procedures and customer service standards. We gather feedback continuously to improve the module, ensuring a smooth transition and a firm foundation for new employees.

Dep Talks

Our Dep Talks programme aims to align the upcoming leadership team at hotels with the vision and strategic direction of the Company. This includes Head of Departments/Deputy Head of Departments/other senior leaders at hotels. Our corporate leadership team conducts online live sessions with identified potential talent for leadership roles. These Dep Talks cover vital areas of each department and function from a strategic perspective, including ESG, Brand and Communications, Revenue Management and Distribution (RMD), Finance and Food Production. Each session, attended by 55-60 employees, facilitates interactive learning and discussion. We hold multiple sessions yearly to ensure comprehensive coverage and ongoing engagement. We use the feedback from participants to refine and enhance future sessions, ensuring that potential leaders are well-aligned with our Company's strategic goals.

Leadership Development Programme in Collaboration with Harappa Learning

Our Leadership Development Programme, co-created with Harappa Learning, features two relevant training programmes. The programmes aim to develop essential leadership capabilities and interpersonal skills.

160
Participants trained

Talent Management

Our employees are central to our speedy business growth and stable brand reputation. To promote their empowerment, productivity and retention, our talent management team focuses on nurturing and supporting our workforce. We have an employee growth programme that identifies exceptional individuals, known as Super High Achievers (SHAs) and High Potential (HiPots), which motivates employees to reach their full potential.

In FY24, 41% of employees at the 41 owned/leased and 22 managed hotels covered under the scope of this report received performance and career development reviews. The total number of employees was 2,162.

Employees Receiving Performance and Career Development Reviews in FY24 (%)

	41 Owned/Leased Hotels	22 Managed Hotels
Male	43	42
Female	30	29
Total	41	41

Employee Support

Employee well-being and security are paramount to us and we provide comprehensive benefits to meet their needs. All our permanent employees receive full accidental and health insurance coverage. Additionally, we offer maternity benefits to our female employees and day-care facilities to all employees, recognising the importance of supporting our employees through various life stages.

In FY23 and FY24, we covered 96% of employees under Provident Fund (PF) across the 41 owned/leased and 22 managed hotels covered under the scope of this report. In FY23, 74% of employees were covered under Gratuity, which increased to 78% in FY24. Additionally, 67% of employees were covered under Employees' State Insurance (ESI) in FY23, which reduced to 60% in FY24.

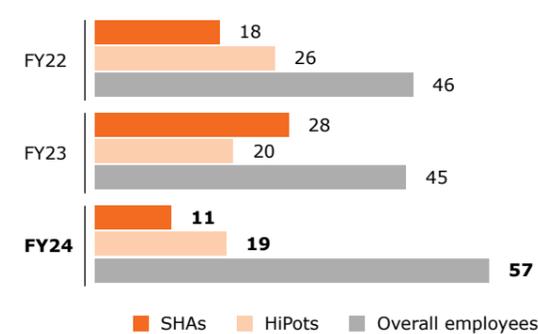
Employees Covered under Benefit Schemes in FY24 (%)

	41 Owned/Leased Hotels	22 Managed hotels
Provident Fund (PF)	96	97
Gratuity	76	80
Employees' State Insurance (ESI)	56	70

Talent Retention

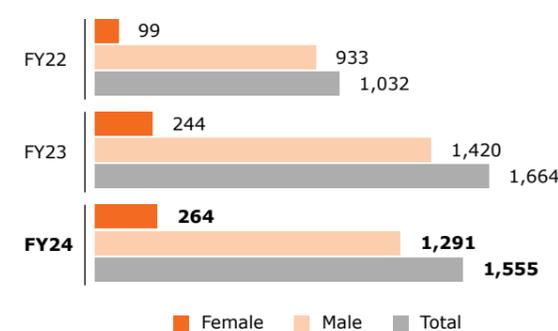
In FY24, the turnover rate across the 41 owned/leased and 22 managed hotels covered in the scope of this report was 57%. Retention rates were 58% for male full-time employees and 48% for female full-time employees. Additionally, 71% of our new hires were under 30 years old.

Turnover Rate (%)⁶⁷

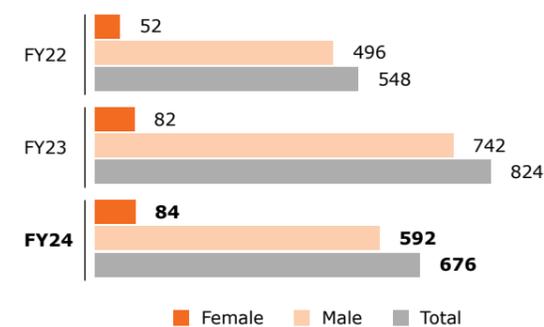


No. of New Hires

41 Owned/Leased Hotels

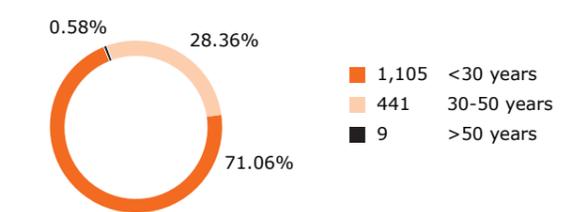


22 Managed hotels

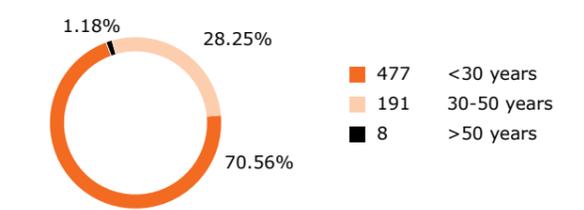


New Hires in FY24 by Age Group (%)

41 Owned/Leased



22 Managed



Health Safety and Wellness

We have an Occupational Health and Safety (OHS) Management System in place that encompasses all our employees and hotels. Health and safety are our top priorities; we routinely identify potential work-related hazards and assess risks, including non-routine assessments. We strive for zero incidents and no occupational health hazards affecting our employees, contractors, guests, communities and the public. Our OHS Management System covers all our employees. We consistently identify potential work-related hazards and assess risks through non-routine assessments because health and safety are our top priorities. We are committed to ensuring that no occupational health hazards impact our employees, contractors, guests, communities or the public, as we aim for zero incidents.



⁶⁷ For the entire network of owned/leased, managed/franchised hotels



SOCIAL

Focus Areas

- **Fire Safety:** To ensure fire safety, our hotels are equipped with fire safety equipment, including automatic smoke detectors, audible alarms, fire extinguishers and hydrants, portable firefighting equipment, emergency lighting and more.
- **Equipment Safety:** At our hotels, we have designated trained operators to ensure appropriate equipment handling. We have also established detailed safety procedures that authorised personnel must follow to ensure our equipment's proper use and maintenance.
- **Security:** In safeguarding the security of our employees, guests and other visitors, we have employed trained security personnel and installed search and monitoring equipment at all our hotels. Additionally, we have implemented comprehensive procedures for unified and consistent responses to any security threats and incidents that may arise at our hotels.
- **Sanitisation:** We ensure sanitisation by regularly wiping and cleaning all surfaces, including doorknobs, countertops, room keys, EDC machines and other general areas, to remove dust and eliminate harmful germs.
- **Food Safety:** We have a comprehensive Food Production Manual that outlines training requirements and procedures for all our employees involved in receiving, handling, storing, freezing, cooking, thawing, reheating, preserving and serving food. We ensure that the food and beverages prepared at our hotels are safe and healthy for our guests.
- **Promotion of Employee Health:** We prioritise employee wellness through health camps, smoking cessation programmes, dietary advice, mental health workshops and physical fitness programmes.
- **Community Well-being:** In our efforts to promote local economic development, we practice hiring locally and procuring from local sources, which helps contribute to better outcomes for the community.
- **Risk Management:** We regularly review health and safety hazards to identify, assess and manage them effectively. This approach includes implementing appropriate design and engineering controls, administrative measures, preventive maintenance and comprehensive safety training.

Hazard Identification and Mitigation

We have implemented an Incident Tracking System to detect potential hazards and proactively mitigate risks, emphasising our commitment to continuous hazard identification. We take immediate action on reported hazards and implement preventive measures to prevent incidents. We prioritise employee safety through comprehensive safety training and well-documented emergency response plans. Regular safety audits and risk assessments involve our employees in identifying areas for improvement, ensuring prompt addressing of potential hazards and minimising incident risks.

Health and Safety Governance

Our OHS standards, rules and procedures are overseen at the corporate level by our OHS Committee. We ensure each hotel has a local OHS Committee to guarantee compliance with regional regulations. These committees focus on identifying and prioritising mitigation actions based on incident analysis. Additionally, we ensure that every hotel has trained first-aid personnel to effectively handle the health needs of employees, guests and visitors.

In FY24, across the 41 owned/leased and 22 managed hotels covered under the scope of this report, 40% of full-time employees received training on health and safety measures, with 39% males and 48% females. This compares to FY23, when 62% of employees received such training, including 60% male and 64% female.

Zero

Health and safety-related incidents at our under-construction sites in FY24⁶⁸

Zero

Cases of recordable work-related injuries⁶⁸

Employees Receiving Training on Health and Safety Measures in FY24 (%)

	41 Owned/Leased Hotels	22 Managed hotels
Male	32	49
Female	61	34
Total	36	46

Hotels Assessed in FY24(%)⁶⁸

100

Health and safety practices

100

Working conditions

Human Rights

We have implemented a Human Rights policy that establishes clear expectations for employees, business partners and third-party contractors, aligned with international standards such as the Universal Declaration of Human Rights (UDHR) and the International Labour Organization (ILO) Declaration. This approach underscores our commitment to upholding human rights as a core value across our operations. We actively raise awareness to combat human rights abuse and contribute to community enhancement. Our zero-tolerance approach addresses issues including sexual harassment, discrimination, child labour and any form of forced labour or exploitation. We proactively monitor our construction sites to prevent violations, misconduct, unfair treatment and workplace harassment affecting employees, including those affiliated with associations and unions.

Reported violations are thoroughly investigated by our vigilance officer to ensure the safety and well-being of all employees.

Within our workforce, 2% of our full-time employees are covered under Trade Unions while 1% are covered by collective bargaining agreements, for the entire workforce.

In FY24, our total workforce (across the 41 owned/leased and 22 managed hotels covered under the scope of this report) comprised 5,272 full-time employees. Of this total, 103 employees (93 male and 10 female) across owned/leased hotels are union members, while there are no employees from these 22 managed hotels are part of any trade unions/collective bargaining agreements.

Hotel Workforce Composition by Gender and Union in FY24

	Full-time Employees	Employees who are part of unions	Percentage (%)
Male	3,166	93	2.94
Female	460	10	2.17
Total	3,626	103	2.84

OUR HUMAN RIGHTS POLICY

Our Human Rights Policy reflects our commitment towards fostering a safe, inclusive and ethical work environment. It demonstrates our dedication to respecting, protecting and advancing human rights, which is integral to our corporate philosophy and values.

Guiding Principles

- **Employee Rights and Safety:** Creating a supportive work environment through extensive employee benefits and occupational health initiatives.
- **Discrimination and Harassment:** Zero-tolerance for misconduct and discrimination.

- **Diversity and Inclusion:** Highlighting equal opportunity employment and integrating organisational diversity and inclusion.
- **Child and Forced Labour:** Preventing child labour and ensuring adherence to age-specific regulations.
- **Anti-Corruption:** Denouncing corrupt practices with a Whistle-blower Policy to report concerns.
- **Community Engagement:** Collaborating with local communities by considering their perspectives and promoting employment opportunities, particularly for marginalised groups.

42%

Employees provided with human rights policy training⁶⁹

Zero

Cases of sexual harassment⁶⁹

Zero

Cases of discrimination⁶⁹

Zero

Cases of child or forced labour⁶⁹

⁶⁹ For the 41 owned/leased hotels and 22 managed hotels covered in the scope of this Integrated Report

⁶⁸ For the entire network of owned/leased, managed/franchised hotels



SOCIAL



Community Development

We are committed to giving back to society by addressing the essential development needs of underprivileged and marginalised communities. Through our strategic Corporate Social Responsibility (CSR) initiatives, we aim to enhance the lives of those in need, prompting positive change at the grassroots level.

Approach

We strive to support underprivileged and marginalised communities by addressing their essential development needs.

FY24 Performance

₹55.69 Lakhs
 CSR spend by Lemon Tree Hotels and its subsidiary companies

Community Partnerships

We collaborate with specialised non-profit organisations to uplift underprivileged youth by enhancing their employment. Our longstanding partnerships include:

- Aasraa Trust
- Action for Ability and Inclusion (AADI)
- Action for Autism
- Muskaan PAEPID
- Noida Deaf Society
- Sai Swayam Society
- Sarthak Educational Trust

These relationships leverage over four decades of collective expertise in supporting local communities.

Environmental Stewardship

In alignment with our commitment to environmental responsibility, we:

- Organise tree planting events
- Conduct cleanliness drives near our properties
- Implement eco-friendly practices in our operations

These initiatives benefit extended-stay guests and underscore our pledge to foster a sustainable environment for all.

Customers

We strive to exceed expectations and deliver exceptional guest experiences to our diverse clientele, including business travellers, leisure guests, families, tourists, event attendees, wedding guests, food and beverage patrons and long-term residents. We provide tailored experiences to meet their specific preferences. Whether facilitating seamless business facilities, offering family-friendly amenities or organising memorable events, we aim to create unforgettable stays. Our recreational activities and sightseeing opportunities ensure our guests maximise their enjoyment and experience with us.

Approach

• **Guest Experience:**

- Our approach is to exceed expectations and deliver exceptional guest experiences by providing tailored solutions that meet each guest's unique needs.
- We promptly address any service issues or deficiencies, ensuring swift resolution and maintaining high standards of guest satisfaction.

– We consistently enhance our services to meet and exceed customer satisfaction.

• **Sustainability:**

We build awareness around sustainability with our guests and prioritise their involvement in our efforts.

• **Loyalty Programme:**

Our loyalty programme seeks to boost guest loyalty and offer reasons for them to always come back to the brand.

FY24 Performance

13,72,871
 Total customers⁷⁰

84%
 Retail NPS⁷⁰

17,62,548
 Loyalty programme members⁷¹

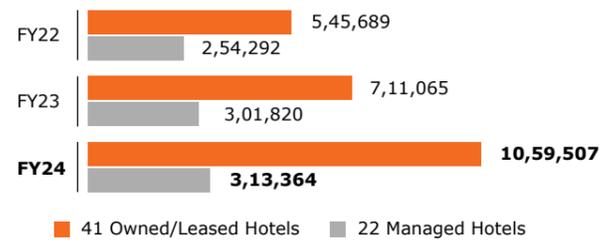
⁷⁰ For the 41 owned/leased hotels and 22 managed hotels covered in the scope of this Integrated Report

⁷¹ For the entire network of owned/leased, managed/franchised hotels in India



SOCIAL

Total Customers

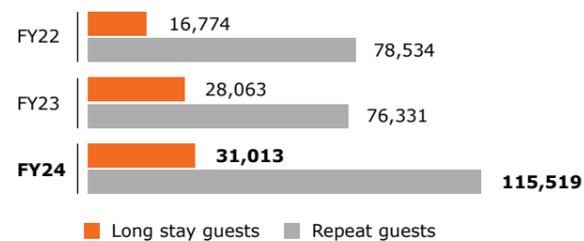


Ensuring Customer Satisfaction

We comprehensively focus on online reputation management (ORM). We are committed to promptly addressing any service issues or deficiencies through a structured process involving the hotel operations and ORM teams. Customer satisfaction is not just a metric for us - it is paramount.

In FY24, we witnessed an increase in our customer base for the 41 owned/leased and 22 managed hotels covered under the scope of this report, with a total of 13,72,871 customers compared to 10,12,885 in FY23.

Guest Stays⁷²



84%
Retail NPS in FY24⁷²

Customer Feedback Management

We consistently improve our services and ensure customer satisfaction by valuing feedback and carefully responding to guest comments, which is at the core of our business philosophy. We utilise diverse channels such as our Guest Satisfaction Tracking System (GSTS), online platforms like TripAdvisor and social media and online travel agencies (OTAs) such as Booking.com, Makemytrip.com and others, encouraging our guests to share feedback through any channel. In our commitment to excellence, we prioritise acting on our guests' feedback at LTH. Our L&D team thoroughly investigates each negative and passive comment, reviewing the GSTS and online platforms using Root Cause Analysis. We focus on people and process-related factors to pinpoint the underlying cause of a particular issue. Adjusting our brand standards as needed by identifying recurring themes ensures unparalleled experiences for our customers. Promptly addressing issues, our L&D team offers re-briefing and targeted corrective training when necessary, while collaborating closely with hotel operations teams. The customers' voice shapes our journey, guiding us towards ongoing growth and genuine connections.

Driving Sustainability Through Guest Engagement Initiatives

We build awareness around sustainability with our guests and prioritise involving them in our efforts. We educate them about our waste management practices and their positive environmental impact through our communication channels. Our guest engagement programme includes water recycling posters in washrooms and encouraging guests to conserve water by opting not to change their linen daily through our third-day linen change initiative. This approach empowers guests to contribute to preserving this depleting resource during their travels. Across our restaurants, the half-glass water initiative is often recognised by our guests through feedback and social media posts and they express their happiness with our water-saving efforts.

Loyalty and Rewards Programme

Our loyalty programme aspires to enhance guest loyalty and create memorable experiences, offering exclusive benefits and privileges to our regular guests. Members enjoy special offers and personalised services and earn reward points with each stay, ensuring seamless service and delightful perks. Through regular e-mails and newsletters, we keep our guests informed about hotel launches, new services and periodic offers.

17,62,548
Loyalty programme members⁷³

Case Study

COMMITMENT TO QUALITY: AN IN-DEPTH LOOK AT OUR AUDIT INITIATIVE

In December 2023, we launched the quality audit initiative as a critical customer engagement activity to ensure our services and amenities consistently meet established brand standards for excellence, consistency and guest satisfaction. This comprehensive audit uses a detailed checklist to assess multiple departments, including the Front Office, Housekeeping, Food and Beverage Service, Kitchen, Human Resources and Maintenance and Security. Conducted over two days, the audit reviews and observes processes and standards three or four times. The Hotel General Manager and relevant heads of departments accompany the assessor to understand the audit process and his/her observations. At the end of the audit, we debrief the entire corporate leadership team and publish a detailed pictorial report for the corporate and hotel teams. We discuss recommendations and action plans and implement them to ensure continuous improvement. Each Hotel General Manager also conducts a self-audit of his/her hotel once a quarter. Since its launch, we have carried out this initiative across nine hotels in New Delhi, Gurugram and Noida and it is continuing to be an ongoing effort. This quality audit initiative represents a systematic approach to maintaining high standards across all aspects of hotel operations, involving both corporate oversight and regular self-assessment by hotel management to ensure continuous monitoring and enhancement of service quality.



Case Study

COMMITMENT TO SAFETY AND PRIVACY

In FY24, there have been no incidents of non-compliance related to health and safety impacts in our operations, nor any substantiated complaints concerning breaches of customer privacy or data losses.

⁷²For the 41 owned/leased hotels and 22 managed hotels covered in the scope of this Integrated Report

⁷³For the entire network of owned/leased, managed/franchised hotels



SOCIAL



Ethical Supply Chain Management

We maintain a Supplier Code of Conduct that guides our commitment to a responsible and sustainable supply chain, exceeding conventional standards. Aligned with our corporate values, it ensures that suppliers embrace sustainability and adhere to international standards such as the International Labour Organisation (ILO) and the Universal Declaration of Human Rights (UDHR), incorporating global best practices. The Code mandates compliance with environmental regulations, health and safety standards, labour practices, human rights, minimum wages, freedom of association, ethical conduct and transparent business processes. It applies universally to our suppliers, vendors and service providers.

Approach

- **Community and Local Economy:** We build awareness around sustainability with our guests and prioritise their involvement in our efforts.
- **Sustainable Supply Chain:** We strive to create a responsible and sustainable supply chain.

FY24 Performance⁷⁴

19,924
Local suppliers

98%
Sourcing from local suppliers

20,366
Active suppliers

⁷⁴ For the 41 owned/leased hotels and 22 managed hotels covered in the scope of this Integrated Report.

Suppliers Guiding Principles

The principles outlined in the LTH Code guide our suppliers' business operations. Furthermore, we encourage them to establish specific environmental, social and governance (ESG) objectives that align with our Code.



⁷⁵ For the 41 owned/leased hotels and 22 managed hotels covered in the scope of this Integrated Report.

Local Procurement

In FY24, the number of active suppliers increased to 20,366, up from 19,250 in FY23. Of these, 19,924 are local suppliers, which represents approximately 97.8% of the total. This focus on local partnerships enables us to significantly contribute to community growth, support the local economy and reduce our ecological impact. Embracing local suppliers allows us to create jobs, offer unique products and reinforce connections within the business ecosystem, demonstrating our commitment to both sustainability and community development.

98%
Sourcing from local suppliers⁷⁵

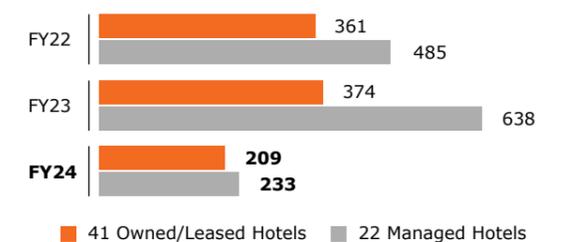
No. of Active Suppliers



No. of Local Suppliers



No. of National Suppliers





AWARDS AND RECOGNITIONS

Celebrating Our Success



Indian Green Building Council (IGBC) Green Building Certification

14 owned/leased hotels have been certified Gold



Tourism for Tomorrow Awards 2019

Investing in People Award at the Tourism for Tomorrow Awards, organised by the World Travel and Tourism Council in Seville, Spain



TripAdvisor Traveller's Choice Awards 2023⁷⁶

72 out of 84 eligible hotels were honoured with the Traveller's Choice Award by TripAdvisor. This includes 2 Aurika Hotels and Resorts, 14 Lemon Tree Premier properties, 37 Lemon Tree Hotels, 10 Red Fox Hotels, 1 Keys Prima by Lemon Tree Hotels and 8 Keys Select by Lemon Tree Hotels.



Green Champion Award 2018

Green Champion Award under the category 'Organization Leading the Green Building Movement in India (Commercial)', organised by Indian Green Building Council (IGBC)



Boldness in Business Award 2018

Financial Times Arcelor Mittal Boldness in Business Award for Corporate Responsibility/Environment



Great Place to Work® Awards 2023

- Top 50 India's Best Companies To Work For™ by Great Place To Work®
- India's Best Workplaces in Diversity, Equity, Inclusion and Belonging (large); Top 100 (large) Best India's Workplaces for Women; Accreditation for Inclusive Practices™ by Great Place To Work®



Asian Human Capital Award 2015

Innovative and Impactful People Practices, presented by the Ministry of Manpower, Singapore and the Human Capital Leadership Institute.



World Responsible Tourism Award 2016, WTM® London

- Overall Winner World Responsible Tourism Award
- Gold Winner 'Best Accommodation for Responsible Employment'



Ministry of Social Justice and Empowerment, Government of India

- Best Employer - National Award 2016, received from the President of India
- Outstanding Work in the Creation of a Barrier-free Environment for Persons with Disabilities 2012
- Best Employer - National Award 2011



NCPEDP (National Center for Promotion of Employment for Disabled People) Awards

- NCPEDP Helen Keller Award 2017 for Role Model Companies
- NCPEDP Shell Helen Keller Award 2012: Category B for Role Model Non-Disabled Individuals in promoting employment opportunities for People with Disabilities
- NCPEDP Shell Helen Keller Award 2012: Category C for Role Model Organizations in promoting employment opportunities for People with Disabilities
- Mphasis Universal Design Award 2011 by NCPEDP
- NCPEDP Shell Helen Keller Award 2010 for exemplary beliefs and practices in employing Differently Abled People

Other Accomplishments

Meaningful Business 100 (MB100) 2022

Winner

FICCI Travel and Tourism Excellence Awards 2019

Best Differently Abled Friendly Hotel

AajTak Care Awards 2013

Empowerment/CSR (Corporate Social Responsibility)

Dr. Anji Reddy Memorial Award 2017

Model Employer for Persons with Disabilities

NASSCOM Award 2015

Corporate (responsible business) for creating visual aids with sign language for differently abled employees

Nipman Foundation 2014

Equal Opportunity Award

BW Pure Award 2019

Purpose-Led Brand Award

BW Hotelier Editor's Choice Award 2016

Equal Opportunity Employer

BW Hotelier HR Excellence Award 2015

Equal Opportunity Employer

HR Innovation Award 2016

Excellence in Diversity and Inclusion

Schneider Electric 2019

Best Responsive Company Award

Amity School of Science and Technology 2019

Corporate Excellence Award for Best CSR Practices

⁷⁶ For the entire network of owned/leased, managed/franchised hotels in India.



GRI Content Index

Statement of Use	Lemon Tree Hotels Ltd. has reported with reference to the GRI Standards for the period between 1 st April 2023 to 31 st March 2024.
GRI 1 used	GRI 1: Foundation 2021
Applicable GRI Sector Standard(s)	None

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Annexure

This annexure outlines the inventory from the Lemon Tree portfolio that has been covered in this reporting period.

Owned/Leased Hotels				
Hotel Name	City	State	Country	
1	Lemon Tree Hotel, Udyog Vihar	Gurugram	Haryana	India
2	Lemon Tree Premier, City Center, Gurugram	Gurugram	Haryana	India
3	Lemon Tree Amarante Beach Resort, Goa	Goa	Goa	India
4	Lemon Tree Hotel, Hinjawadi, Pune	Pune	Maharashtra	India
5	Lemon Tree Hotel, Indore	Indore	Madhya Pradesh	India
6	Lemon Tree Hotel, East Delhi Mall, Kaushambi	Kaushambi/Ghaziabad	Uttar Pradesh	India
7	Lemon Tree Hotel, Aurangabad	Aurangabad	Maharashtra	India
8	Lemon Tree Vembanad Lake Resort, Alleppey, Kerala	Muhamma (Kerala)	Kerala	India
9	Lemon Tree Hotel, Ahmedabad	Ahmedabad	Gujarat	India
10	Lemon Tree Hotel, Chennai	Chennai	Tamil Nadu	India
11	Lemon Tree Hotel, Electronics City, Bengaluru	Bengaluru	Karnataka	India
12	Red Fox Hotel, Jaipur	Jaipur	Rajasthan	India
13	Red Fox Hotel, East Delhi	Delhi	New Delhi	India
14	Lemon Tree Premier-1, Leisure Valley, Gurugram	Gurugram	Haryana	India
15	Lemon Tree Premier, Ulsoor Lake, Bengaluru	Bengaluru	Karnataka	India
16	Red Fox Hotel, Hyderabad	Hyderabad	Telangana	India
17	Lemon Tree Premier, HITEC City, Hyderabad	Hyderabad	Telangana	India
18	Lemon Tree Hotel, Chandigarh	Chandigarh	Punjab/Haryana	India
19	Lemon Tree Hotel, Whitefield, Bengaluru	Bengaluru	Karnataka	India
20	Red Fox Hotel, Delhi Airport	Delhi	New Delhi	India
21	Lemon Tree Premier, Delhi Airport	Delhi	New Delhi	India
22	Lemon Tree Hotel, Gachibowli, Hyderabad	Hyderabad	Telangana	India
23	Lemon Tree Hotel, Candolim, Goa	Goa	Goa	India
24	Lemon Tree Wildlife Resort, Bandhavgarh	Bandhavgarh	Madhya Pradesh	India
25	Lemon Tree Premier-2, Leisure Valley, Gurugram	Gurugram	Haryana	India
26	Lemon Tree Hotel, Sector 60, Gurugram	Gurugram	Haryana	India
27	Red Fox Hotel, Sector 60, Gurugram	Gurugram	Haryana	India
28	Lemon Tree Hotel, Banjara Hills, Hyderabad	Hyderabad	Telangana	India
29	Red Fox Hotel, Dehradun	Dehradun	Uttarakhand	India
30	Lemon Tree Premier, City Center, Pune	Pune	Maharashtra	India
31	Lemon Tree Premier, Mumbai International Airport	Mumbai	Maharashtra	India
32	Lemon Tree Premier, New Town, Kolkata	Kolkata	West Bengal	India
33	Aurika, Udaipur	Udaipur	Rajasthan	India
34	Keys Select by Lemon Tree Hotels, Thiruvananthapuram	Thiruvananthapuram	Kerala	India
35	Keys Select by Lemon Tree Hotels, Hosur Road, Bengaluru	Bengaluru	Karnataka	India
36	Keys Select by Lemon Tree Hotels, Whitefield, Bengaluru	Bengaluru	Karnataka	India
37	Keys Select by Lemon Tree Hotels, Kochi	Kochi	Kerala	India
38	Keys Select by Lemon Tree Hotels, Ludhiana	Ludhiana	Punjab	India
39	Keys Select by Lemon Tree Hotels, Pimpri, Pune	Pune	Maharashtra	India
40	Keys Select by Lemon Tree Hotels, Visakhapatnam	Visakhapatnam	Andhra Pradesh	India
41	Aurika, Mumbai Skycity	Mumbai	Maharashtra	India

Managed Hotels				
Hotel Name	City	State	Country	
1	Lemon Tree Premier, Jaipur	Jaipur	Rajasthan	India
2	Lemon Tree Premier, The Atrium, Ahmedabad	Ahmedabad	Gujarat	India
3	Lemon Tree Hotel, Dehradun	Dehradun	Uttarakhand	India
4	Lemon Tree Hotel, Shimona, Chennai	Chennai	Tamil Nadu	India
5	Lemon Tree Hotel, Vadodara	Vadodara	Gujarat	India
6	Lemon Tree Hotel, Tarudhan Valley, Manesar	Manesar	Haryana	India
7	Lemon Tree Hotel, Katra	Katra	Jammu & Kashmir	India
8	Red Fox Hotel, Tiruchirappalli	Tiruchirappalli (Trichy)	Tamil Nadu	India
9	Red Fox Hotel, Bhiwadi	Bhiwadi	Rajasthan	India
10	Sandal Suites, operated by Lemon Tree Hotels, Noida	Noida	Uttar Pradesh	India
11	Lemon Tree Hotel, Gangtok	Gangtok	Sikkim	India
12	Lemon Tree Hotel, Alwar	Alwar	Rajasthan	India
13	Lemon Tree Premier, Patna	Patna	Bihar	India
14	Lemon Tree Premier, Corbett	Jim Corbett	Uttarakhand	India
15	Lemon Tree Hotel, Coimbatore	Coimbatore	Tamil Nadu	India
16	Lemon Tree Hotel, Sohna Road, Gurugram	Gurugram	Haryana	India
17	Lemon Tree Hotel, Siliguri	Siliguri	West Bengal	India
18	Lemon Tree Hotel, Jammu	Jammu	Jammu & Kashmir	India
19	Lemon Tree Hotel, Srinagar	Srinagar	Jammu & Kashmir	India
20	Lemon Tree Hotel, Baddi	Baddi	Himachal Pradesh	India
21	Lemon Tree Hotel, Lucknow	Lucknow	Uttar Pradesh	India
22	Lemon Tree Hotel, Viman Nagar, Pune	Pune	Maharashtra	India



Assurance Statement



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Strictly Private & Confidential

To the Board of Directors,
Lemon Tree Hotels Limited,
Asset No.6, Aerocity Hospitality District, New Delhi,
Delhi-110037

Subject: - Independent Assurance Statement on sustainability disclosures in the Integrated Report

Lemon Tree Hotels Limited (hereafter 'LTH') has developed its Integrated Report 2023-24 (hereinafter 'the Report') for the period April 1, 2023, to March 31, 2024, based on the applicable accounting standards and has incorporated the principles of the Integrated Reporting (<IR>) Framework published by the International Integrated Reporting Council (IIRC) and Global Reporting Initiative (GRI) Standards. This assurance engagement was conducted in accordance with ISAE 3000 (Revised) - "Reasonable Level".

Felix Advisory Private Limited (hereafter "Assurance Company") was engaged by LTH to provide independent assurance on its sustainability disclosures in the Report that includes the Company's sustainability performance for the period 1st April 2023 to 31st March 2024.

Management's Responsibility

LTH has developed the Report's content. LTH management is responsible for identifying material topics and carrying out the collection, analysis, and disclosure of the information presented in the Report (web-based and print), including website maintenance, integrity, and for ensuring its quality and accuracy in accordance with the applied criteria stated in the <IR> framework and GRI standards, such that it's free of intended or unintended material misstatements.

Assurance Standard

This assurance statement has been prepared in accordance with the terms of our engagement and ISAE 3000 (revised) requirements. We applied a moderate level of assurance while performing the verification.

Scope and Boundary

The scope of work includes the assurance of following non-financial performance / KPI disclosed in the Report with respect of Owned/Leased Hotels. In particular, the engagement included the following:

- Review of the disclosures submitted by LTH.
- Review of the quality of information.
- Review of evidence (on a sample basis) for identified non-financial indicators



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Assurance Company has verified the following KPI's disclosed in the Report: -

GRI 302: Energy	302-1 to 302-5
GRI 303: Water and effluents	303-1 to 303-5
GRI 304: Biodiversity	304-1 to 304-4
GRI 305: Emissions	305-1 to 305-7
GRI 306: Waste (2016)	306-2 to 306-4
GRI 307: Environmental Compliance	307-1
GRI 401: Employment	401-1 to 401-3
GRI 403: Occupational Health and Safety	403-1 to 403-10
GRI 404: Training & Education	404-3
GRI 405: Diversity and Equal Opportunity	405-1

Additionally, we have assured the financial values being represented in the report with respect to Total Income by business, Operating profit, Profit before tax, Profit after tax, EBITDA, Earning per share, cost of borrowing, Debt Ratios and Profit ratios; quantity of retired IT assets; Guest aspects related to repetition, long stay and satisfaction; compliance of SEBI & Stock exchange with respect to no fine & penalties; data points related to Board Members, Board Meetings, gender diversity and work tenure. This data is in addition to above listed GRI standards.

Limitations

The Assurance Company did not perform any assurance procedures on the prospective information, such as targets, expectations, and ambitions, disclosed in the Report, nor on any data or information pertaining to periods outside the defined reporting period (i.e., 1st April 2023 to 31st March 2024). Therefore, no assurance or conclusion is provided on these aspects.

Additionally, the Assurance Company notes the non-availability of cost data related to parameter "People (GRI 404-1): Average cost of training per employee" under the Social Tab. As a result, there is no assurance provided regarding this parameter.

During the assurance process, the Assurance Company did not encounter any other limitations to the agreed scope of the engagement. The Assurance Company expressly disclaims any liability or co-responsibility for decisions made by any person or entity based on this Assurance Statement.

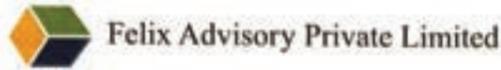
Our Responsibility

Responsibility in relation to this engagement was to perform agreed level of assurance based on the work performed. This engagement did not include an assessment of the adequacy or the effectiveness of LTH's strategy, management of sustainability-related issues or the sufficiency of the Report against principles of IIRC Integrated Reporting (<IR>), GRI Standards, and ISAE 3000, other than those mentioned in the scope of assurance.

Responsibility regarding this verification is in accordance with the agreed scope of work which includes financial/non-financial quantitative information disclosed by LTH. This assurance engagement assumes that the data and information provided to us by LTH are complete and true.



ASSURANCE STATEMENT



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Verification Methodology

During the assurance engagement, assurance company adopted a risk-based approach, focusing on verification efforts with respect to disclosures and verified the same. We assessed the robustness of the underlying data management system, information flows, and controls. While performing the assurance, we

- Examined and reviewed the documents, data, and other information made available by LTH for non-financial KPI's (non-financial disclosures);
- Conducted interviews with key representatives, including data owners and decision- makers from different functions of LTH.
- Performed sample-based reviews of the mechanisms for implementing the sustainability- related policies and data management (qualitative).
- Reviewed the level of adherence to principles of "The <IR> Framework", GRI standards

Our assurance team and independence

Assurance company is a professional services firm providing services in Advisory, Assurance, Tax and Business Services, to both domestic and international organisations across industry sectors. This team comprises of multidisciplinary professionals and has extensive experience in conducting independent assurance of processes across sectors and geographies. As an assurance provider, we are required to comply with the independence requirements set out in International Federation of Accountants (IFAC) Code of Ethics for Professional Accountants. Our independence policies and procedures ensure compliance with the Code.

Our Conclusion

In our opinion, based on the scope of this assurance engagement, the disclosures on sustainability performance reported in the Report along with the referenced information provides a fair representation of the material topics, related strategies, and meets the general content and quality requirements of the GRI Standards. The sustainability disclosures of Company as defined under the scope of assurance are reliable. The Company has applied considerable efforts to ensure consistency of data for this Report; however, the Company may continue to improve robustness of its data collection and collation process

Based on the scope of our review, our conclusions are outlined below:

- **Inclusiveness:** We are not aware of any matter that would lead us to conclude that the Company has not applied the principle of inclusivity in engaging with key stakeholder groups. The Company transparently disclosed its stakeholder engagement approach and activities in the Report.
- **Materiality:** We noted that the Company has listed the material topics in the Report. Nothing has come to our attention that causes us to believe that any material topic has been excluded from the Report of the Company.

CIN:- U74140DL2013PTC248762



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- **Responsiveness:** We are not aware of any matter that would lead us to believe that the Company has not

applied the responsiveness principle for dealing with stakeholders (such as customers, suppliers, and local communities) on material topics covering its sustainability performance, including climate related risks and opportunities.

- **Impact:** We are not aware of any matter that would lead us to believe that the Company does not monitor and measure and is not accountable for how their actions affect their stakeholder universe.
- **Reliability of sustainability performance information:** We have reviewed the sustainability information in the Report based on the outlined scope wherein nothing has come to our attention that causes us not to believe that the data has been presented fairly, in material respects, inkeeping with the <IR> Framework and the Company's reporting principles and criteria.

For Felix Advisory Private Limited

Prashant Sharma
Authorized Signatory
Date: - 22 - August - 2024
Place: - Delhi



CIN:- U74140DL2013PTC248762



Lemon Tree Hotel, Sonmarg

Management Discussion and Analysis

Introduction and Macroeconomic view of Indian Tourism

FY24 was pivotal for the Indian hospitality sector as it continued to grow fuelled by favourable demographics, robust domestic demand, increased investments and hosting international events. Despite the slowdown in the world economy due to rising interest rates, elevated inflation, monetary policy tightening and the geopolitical conflict between certain countries, the Indian hospitality sector showed massive resilience and grew further from the previous year. This resurgence is highlighted by significant strides in key performance metrics, with the sector rebounding from the clutches of the pandemic and laying a strong foundation for sustained future growth. As the government invests more into infrastructure development, building roads, railway networks and airports, the Indian hospitality industry will grow and thrive as one of the most important sectors contributing to the GDP of the country.

The contribution of the tourism and travel industry to GDP for India is expected to be \$512 billion by 2028 with 53 million new jobs by 2029⁷⁷. Historically, there has been high correlation between increase in foreign tourist arrivals and hotel occupancies. According to the Ministry of Tourism, Foreign Tourist Arrivals (FTAs)

in India in CY23 were 92 Lakhs, with a positive growth rate of 49% as compared to 61 Lakhs in CY22, and was 15% lower compared to CY19. With FTAs increasing every month and nearing pre-COVID levels, there is further room for occupancies to rise in the hospitality industry and surpass pre-COVID levels. The total air traffic in CY23 grew by 26% over CY22 due to the increase in domestic and international air traffic, which increased by 24% and 36% over CY22 respectively⁷⁸. This surge in traffic can be attributed to the hosting of international events such as the G20 summit and the ICC Men's World Cup, which increased the visibility of the country in the international stage and set the industry up for sustained growth in the future.

Before the pandemic, the travel and tourism industry accounted for 1 in 4 of all net new jobs created across the world (direct and indirect), which had reduced drastically during the COVID-19 lockdown. The industry is now moving towards hiring of diverse talent and upskilling existing employees to overcome the manpower crunch amid a post-COVID boom in hotel demand. A positive outlook for the Indian hospitality industry has been projected, which is set to grow at 8.4% over the next decade and generate a further 19.4 million jobs in the process⁷⁹.

⁷⁷ Invest India Sector Snapshot

⁷⁸ Airport Authority of India, Ministry of Tourism, HVS India Hospitality Industry Overview, 2023

⁷⁹ WTTC, Economic Impact Forecast Research

Travel and tourism remains an important driver for job creation across the world and a dynamic engine of employment opportunities⁸⁰

330 million jobs*



1/10

OF ALL JOBS



1/4

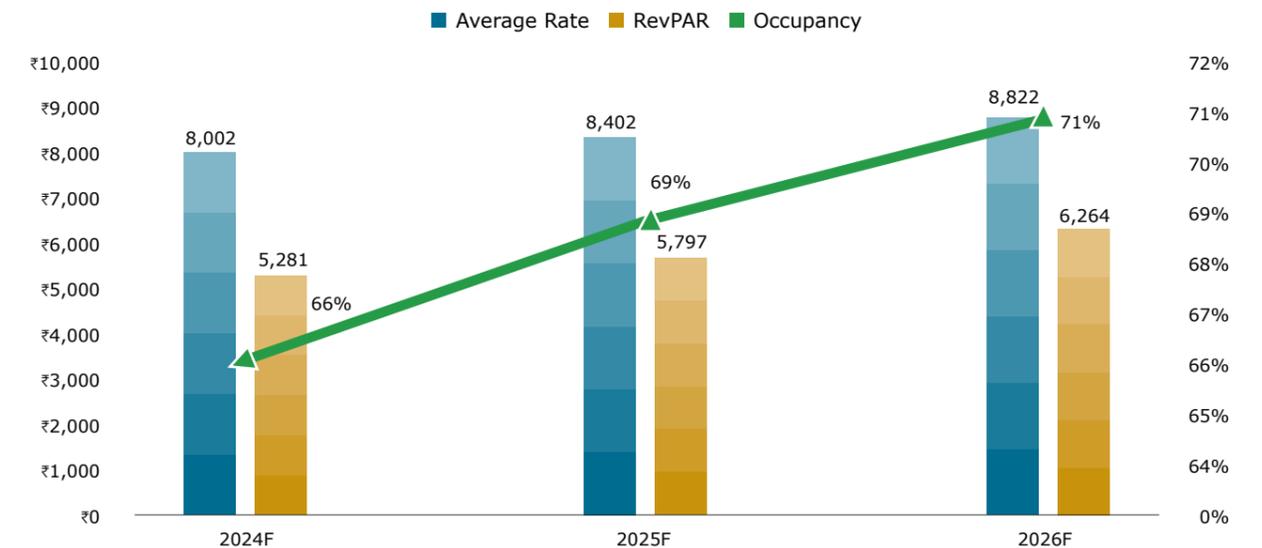
OF ALL NET NEW JOBS OVER THE LAST FIVE YEARS

* Source: WTTC Research, Economic Impact

Industry Outlook

FY24 has been a game-changer for the Indian hospitality industry. India's G20 presidency and the ICC Men's World Cup enhanced India's international visibility and placed it as a destination for hosting international events. The development of big convention centres like Pragati Maidan and Yashobhoomi International Convention Centre in New Delhi and the Jio World Convention Centre in Mumbai have positioned India as a country for hosting large-scale corporate events. The government is dedicated to making India a top 5 global tourist destination by 2030 and aims to catapult the country into a \$1 trillion tourism economy by 2047.

Indian Hotel Sector: Performance Outlook⁸¹



Furthermore, industry reports anticipate the following trends in the years ahead

- While global hotel operators increasingly **adopt contactless check-in**, India lags due to high initial investment costs for the technology. However, to mitigate delays and guest frustration from manual procedures, it is crucial that Indian hotels embrace contactless check-ins.
- Technology will help augment the overall guest experience and improve guest satisfaction as the hospitality industry embraces the use of **artificial intelligent and machine learning, which will enable hyper-personalisation** along with better and faster data-driven insights.

⁸⁰ WTTC Research, Economic Impact

⁸¹ HVS Anarock, India Hospitality Industry Overview, 2023



Tangerine Terrace at Lemon Tree Hotel, McLeod Ganj

- **New regions and segments** have emerged that will help create significant growth to tourism in India. Kashmir and the North Eastern states have shown substantial growth due to an increase in tourist footfalls in these regions, owing to the unique cultural and natural heritage. Faith tourism is another segment where cities like Amritsar, Varanasi, Rishikesh, Katra, Kedarnath, Ujjain, Ayodhya and Tirupati will benefit immensely from the **surge in spiritual and religious tourism**.
- Bleisure travel is gaining popularity in India, with a significant number of **Indian business travellers extending their trips for leisure purposes**. As international business travel and MICE events return, there is a growing opportunity for the hotel sector to cater to this trend by offering special packages and incorporating leisure elements into the guest experience, which will foster loyalty amongst corporate travellers.
- In India, hotel development was traditionally focused on business destinations due to the dominance of corporate travellers. However, there is now a **shift towards boutique hotels and lifestyle brands** to cater to the growing demand of experiences by the customer, rather than just a hotel with a huge lobby and spacious rooms. Luxury wellness resorts are transforming beyond spa and fitness experiences to incorporate personalised and culturally enriching wellness programs, along with cutting-edge therapies such as light & sound therapies and touchless treatments.
- As income levels rise in India, the young millennial population of India will play a crucial role in **expanding the wedding market**. Due to its rich natural heritage of mountains, deserts and beaches and the cultural heritage such as palaces, forts and luxury resorts, India has the potential to be a leader in the global wedding tourism sector.
- The Indian hotel industry is urged to expand sustainability initiatives beyond operational practices to address environmental concerns and change public perception. Incorporating green technologies and resources in hotel construction for **net zero consumption and employing gig workers while promoting multi-skilling among employees** can optimise costs, enhance efficiency, and improve the overall competitiveness of the tourism and hospitality industry.

Key Demand Drivers

Business Travel

Business travel comprises inbound and domestic visits for business-related purposes. This includes travel on corporate accounts, MSME, and individual business travelers. This segment is a predominant source of demand for hotels located in business-oriented locations such as Delhi NCR, Bengaluru, Hyderabad, Pune and Mumbai. Even though corporate demand remains subdued, relative to pre-COVID levels, due to demand from large tech companies not fully returning, FY24 saw good MSME travel rebound and extensive corporate travel from other industries.

Leisure Travel

Leisure travel comprises vacation travel, including short-duration vacations. Greater affordability, changing attitudes towards lifestyle, and improved road and air connectivity have materially encouraged short-stay vacations, including those taken on weekends and extended weekends. Leisure travel demand will primarily be in destinations like Goa, Udaipur, Jaipur, Dehradun, etc. Business-oriented locations also attract staycation business over the weekend or even leisure business if the city is also a tourist destination, like Delhi NCR. FY24 saw continued demand for leisure travel and travel to drivable destinations. In the long term as people's income rise the demand for leisure travel will grow exponentially as people increase their discretionary spends and spend more on experiences and lifestyle brands.

MICE Demand

The MICE segment is mainly corporate drive, i.e. conferences, training programmes, and other events that are customer-facing and interactive. The demand tends to arise during the working week and occurs across all months of the year, barring the main holiday periods and the months from March through June. MICE demand tends to come with price sensitivity. Hotels in predominantly business locations will generate MICE demand for training and corporate seminars, which could be a day or residential events. Conferences that include recreational elements choose city-centre locations and resort destinations. FY24 has seen high demand in the MICE business due to the hosting of multiple international events in the country.

Weddings and Social Travel

Weddings and social travel mainly involve domestic travel for family weddings, destination weddings, and other family celebrations like anniversaries or birthdays. Such demand will likely gravitate to hotels that have the required function areas, guest room capacity, and also the quality to host such events at a level consistent with the status of the host. In FY24, India witnessed a record growth in weddings. To give perspective, ~3.8 million weddings took place between 23rd November and 15th December, 2023, up from ~3.2 million weddings in the same period last year⁸².

Airlines and Airline Crew

This demand set helps create a core of demand for hotels, albeit at significantly discounted pricing. Crew demand could arise from international and domestic carriers. While the major international airlines will use upper-tier hotels, more price-sensitive airlines are open to using upper-midscale hotels. This

demand is relatively nominal and mainly occurs at hotels that are closer to the airports. This segment witnessed sustained demand and is set for further growth as airline companies expand operations in India.

Transit Demand

Travellers in overnight transits between cities also need to use hotel accommodation, which is typically located close to the point of the onward journey. Transit demand could occur on the inward and outward leg of international travel between cities connected through a regional hub.

Growth in Supply by City

According to Hotelivate Trend & Opportunities Report, 2023, the midmarket and upper midmarket hotels are favoured by investors with 55% of the existing proposed supply under these segments. An increasing number of hotel developers and operators are exploring opportunities in the Tier 3 markets (~44% of the proposed future supply), identifying the unaccommodated demand in these cities and entering virgin markets. Additionally, North and West India continue to be the preferred locations for hotel development with about 73% of the proposed supply, while Mumbai is the city with the most proposed supply over the next 5 years.



Lemon Tree Premier, New Town, Kolkata

⁸² HVS India Hospitality Industry Overview, 2023



The following table sets forth the growth of supply (no. of rooms) across major cities⁸³

Market	2023 (Existing Rooms)	2028 (Projected Rooms)
Agra	2,231	3,487
Ahmedabad	4,350	5,787
Amritsar	1,808	3,795
Bengaluru	15,351	19,709
Chandigarh	2,791	3,081
Chennai	9,761	10,491
Dehradun	803	1,867
Goa	8,805	11,967
Gurugram	6,662	8,358
Hyderabad	7,465	8,671
Jaipur	6,557	9,898
Kochi	2,677	3,180
Kolkata	5,028	6,316
Lucknow	1,902	3,526
Mumbai	13,718	18,384
Navi Mumbai	1,222	2,048
New Delhi	14,917	16,544
Noida	1,649	3,209
Pune	6,789	7,517
Udaipur	2,122	3,628
Other Cities	49,104	84,855

Barriers to Entry

The development of hotels in India faces several roadblocks, the most challenging among those are

Land: Availability of land at an appropriate location and the high cost of available land create limitations on hotel development and viability. Limited development rights and end-use restrictions on available sites create further challenges. Shortage of prime real estate in Tier 1 cities, which are preoccupied by well established brands, is a huge barrier of entry for new entrants.

Regulatory Approvals: Hotels require several approvals and licenses starting from land approval for end-use to the opening of the hotels. The process of obtaining approvals is time-consuming and uncertainties associated with it led to delays in the opening of hotels. Project delays lead to cost escalation, difficulty in servicing the debt obligations, and sometimes impact the project quality. Furthermore, compliance with local zoning laws and land use regulations is essential, which can vary significantly across different states and municipalities.

Financing and Capital Requirement: In the backdrop of several hotel projects which are in debt default, bankers are extremely selective in providing development finance for hotel projects.

Further, interest rates tend to be high. In addition, hotel projects require sizeable equity capital for project development and to meet cash shortfalls during operations. Shortage of suitable equity capital is a significant constraint towards the development of hotels, particularly a portfolio of assets or hotels with a large inventory of rooms and other facilities. Further, an increase in interest rates poses a threat to the expansion plans of the hotel developers as the cost to fund new projects goes up.

Competitive Barriers: The presence of well-established domestic and international hotel chains makes it difficult for new entrants to compete, especially in prime locations. Furthermore, established brands enjoy strong customer loyalty, making it challenging for new hotels to attract and retain customers round the year.

Key Risks to the Business

Seasonality Risk

Seasonality is a significant risk factor for the hospitality industry in India, impacting various aspects of hotel operations and profitability. The seasonal nature of tourism affects occupancy rates, revenue generation, and overall business stability. Leisure hotels experience peak seasons during holidays, festivals, auspicious wedding periods and favourable weather conditions, while off-peak seasons see a slight drop in

visitor numbers and relatively lower room rates from the peak season. This leads to fluctuating demand, making it challenging to maintain consistent RevPAR throughout the year. Business hotels experience peak demand during the weekdays when business travel is robust while the same reduces during the weekends which again leads to fluctuating demand.

- **Mitigation:** Lemon Tree has a diverse portfolio of 100+ business and leisure hotels with presence in 65+ cities. The diversification allows Lemon Tree to capture various demand segments of both business and leisure travellers. To solve for the seasonality of the business Lemon Tree takes various steps of minimising the risk such as dynamic pricing, semi-annual contracting with leading corporates for its business hotels, leveraging its strong loyalty programme and running targeted marketing campaigns for high-intent travellers.

Economic and Industry Risk

A slowdown in India's economic growth could hurt the hospitality business, affecting both operational and financial performance. India's GDP has grown at a good pace in the past quarters and may find it difficult to sustain the same growth owing to international slowdown and geopolitical risks. An increase in power and fuel costs pose a huge threat to the hospitality industry. As prices for airline tickets rise, it may

affect Lemon Tree Hotels due to its strong presence in the mid-market category which has price-sensitive customers. A rise in procurement costs due to an increase in the price of commodities might pressure the expenses of the Company and might take a further hit in case of a high inflationary environment.

- **Mitigation:** Lemon Tree receives about ~85% of its business from domestic travellers. The Company has been able to build a strong brand name, which is synonymous with quality and trust. The expanded brand portfolio with 7 brands now addresses a wider spectrum of hotel consumers. As the leader of the mid-priced hotel segment, the Company's goals are aligned with the aspirations of the expanding middle class. In FY24, the Company focused on increasing RevPAR in line with increasing demand to maximise profitability. Leveraging its network effect and an agile sales network, Lemon Tree Hotels has been able to maintain a leading position in the industry. Along with this, our team focused on bringing in operational efficiencies by rationalising all cost and operating metrics, to achieve the EBITDA expansion strategy. We have made material effort to bring down our raw material costs by negotiating with suppliers. Lemon Tree also undertakes constant renovation of its hotels to keep up with market standards and provide a high-quality product and service to its customers. All efforts combined, we have been able to record high hotel-level operating profits at the group level. With our leaner structure and improved operating metrics, we are well-positioned to register better operating margins on a stable basis.

Financial Risk

Being a capital-intensive industry, players in the industry who are leveraged may find a challenge servicing their interest and principal repayment obligations if interest rates keep rising. Inflation is another key risk as high costs of procuring raw materials will put pressure on the P&L and might force companies to further borrow to meet working capital needs.

- **Mitigation:** Lemon Tree Hotels' focus on optimising costs and focus on growing in an asset-light way by leveraging its brand to manage and franchise third-party-owned hotels is a key risk mitigator. Due to stable EBITDA margin generation and access to unutilised credit lines (in case needed), Lemon Tree is able to meet its financial obligations with ease and on time. The Company also has a detailed risk mitigation and business continuity plan in place in case of black swan events to help it meet its debt obligations.



Sandal Suites, operated by Lemon Tree Hotels, Noida

⁸³ Hotelivate, Trends & Opportunities 2023 Indian Hospitality report



Operating Results

Particulars	Year Ended		
	March 31, 2024	March 31, 2023	% change
	(Audited)	(Audited)	
₹ in Lakhs			
INCOME			
Revenue from operations	1,07,112	87,499	22%
Other Income	564	358	58%
Total income	1,07,676	87,857	23%
EXPENSES			
Cost of food and beverages consumed	6,278	4,990	26%
Employee benefit expenses	18,775	14,973	25%
Other expenses:			
- Power and fuel	7,805	6,871	14%
- Stamp duty expense	-	478	(100%)
- Others	21,930	15,429	42%
Total expenses	54,788	42,742	28%
Profit before depreciation and amortization, finance cost, finance income and tax	52,888	45,114	17%
Finance cost	20,847	18,235	14%
Finance income	(685)	(517)	32%
Depreciation and amortization expense	11,213	9,660	16%
Net Profit before tax and share of associates	21,513	17,737	21%
Add: Share of Profit/(loss) of associates	70	87	(19%)
Profit before tax	21,583	17,824	21%
Tax expense:			
- Current tax	3,351	2,693	24%
- Deferred tax			
- For current year	1,436	1,077	33%
- Deferred tax asset not recognized in earlier years	(1,374)	-	
Net Profit after tax	18,170	14,054	29%
Re-measurements of defined benefit plans	(40)	23	-273%
Income tax effect	4	(7)	-168%
Total Comprehensive Income	18,134	14,071	29%
Cash Profit	29,383	23,714	24%

Income

The Company's total income has increased by 23% from ₹87,857 Lakhs during FY23 to ₹1,07,676 Lakhs during FY24.

- Revenue from operations increased by 22% from ₹87,499 Lakhs for FY23 to ₹1,07,112 Lakhs for FY24. This was driven by the opening of Aurika, Mumbai Skycity and continued strong performance in the hospitality industry constituted by:
 - ARR led revenue growth. ARR of the Company saw an increase of 10% in FY24 as compared to FY23
 - The revenue from food and beverages increased by 22.4% from ₹11,440 Lakhs for FY23 to ₹14,006 Lakhs for FY24
 - Occupancy increased by 179bps from 68% in FY23 to 70% in FY24

- The Company's total revenue from managed hotels also increased by 40% from ₹3,581 Lakhs for FY23 to ₹5,007 Lakhs for FY24
- Lastly, other income increased by 58% from ₹358 Lakhs for FY23 to ₹564 Lakhs for FY24

Expenses

Total expenses increased by 28% from ₹42,742 Lakhs for FY23 to ₹54,788 Lakhs for FY24

- The cost of food and beverages consumed increased in line with the increase in food and beverages revenue from ₹4,990 Lakhs for FY23 to ₹6,278 Lakhs for FY24. Moreover, the cost of food and beverages consumed as a percentage of food and beverages revenue has marginally increased from 43.6% for FY23 to 44.8% for FY24

- Employee benefit expenses increased by 25% from ₹14,973 Lakhs for FY23 to ₹18,775 Lakhs for FY24 owing to adding of manpower for Aurika, Mumbai Skycity and normal yearly increment in salaries.
- Power and fuel expenses increased by 14% from ₹6,871 Lakhs for FY23 to ₹7,805 Lakhs for FY24; due to operationalisation of Aurika, Mumbai Skycity.
- Other expenses increased by 42% from ₹15,429 Lakhs for FY23 to ₹21,930 for FY24; which is due to an increase in overall business activities and increase in renovation activities

EBITDA

The Company's EBITDA increased by 17% from ₹45,114 Lakhs for FY23 to ₹52,888 Lakhs for FY24. EBITDA margins decreased by 223 bps from 51% for FY23 to 49% for FY24. This was majorly due to opening of Aurika, Mumbai Skycity which operationalised on 5th October, 2023 and renovation of the existing hotels to bring them up to market standards.

Depreciation and Amortisation

Depreciation and Amortisation expenses increased by 16% from ₹9,660 Lakhs for FY23 to ₹11,213 Lakhs for FY24 primarily due to addition of Aurika, Mumbai Skycity.

Finance Costs

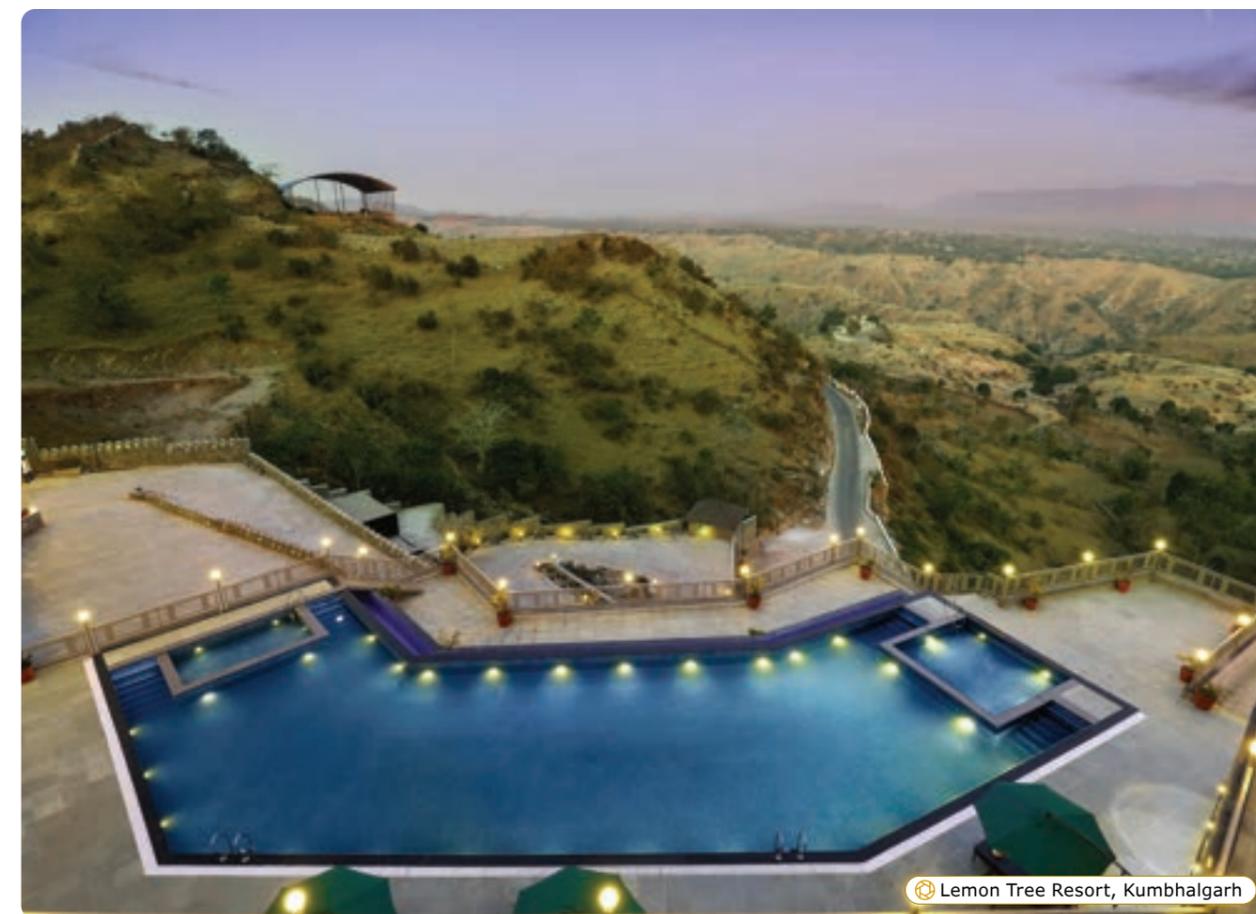
Total debt increased by 8.2% from ₹1,74,573 Lakhs for FY23 to ₹1,88,912 Lakhs for FY24. The finance cost increased by 14% from ₹18,235 Lakhs for FY23 to ₹20,847 Lakhs for FY24. The finance cost increased due to increase of the Company's weighted average cost of debt by 48 bps from 8.38% for FY23 to 8.86% for FY24 and additional debt taken for construction of Aurika, Mumbai Skycity.

Profit After Tax (PAT)

The Company's PAT for the year FY24 is ₹18,170 Lakhs up from a PAT of ₹14,054 Lakhs for FY23. The improvement is due to uptick in the operational performance of the Company and lean cost control measures deployed by the Company.

Cash Profit (PAT+Depreciation)

The Company's cash profit for the year FY24 is ₹29,384 Lakhs up from cash profit of ₹23,714 Lakhs in FY23.



Lemon Tree Resort, Kumbhalgarh



Performance of Owned/Leased Hotels by Brand – FY24 vs. FY23

Parameters	Occupancy Rate (%)			Average Daily Rate (₹)			Hotel Level EBITDAR/Room (₹ Lakhs)			Hotel Level EBITDAR Margin %		
	FY24	FY23	Change (bps)	FY24	FY23	Change (%)	FY24	FY23	Change (%)	FY24	FY23	Change (bps)
By Brand												
Aurika*	53%	49%	382	10,643	14,639	-27%	10.0	23.6	-57%	60%	64%	-383
Lemon Tree Premier	79%	76%	287	6,929	6,464	7%	14.1	13.2	6%	57%	59%	-256
Lemon Tree Hotels	73%	69%	401	5,531	5,154	7%	9.3	8.5	9%	49%	51%	-258
Red Fox Hotels	71%	70%	89	4,426	4,025	10%	6.9	5.8	18%	53%	55%	-227
Keys Hotels	56%	54%	262	3,518	3,332	6%	2.5	2.8	-12%	29%	37%	-827

*Aurika includes Aurika, Mumbai Skycity which was operationalised on 5th October, 2023

Aurika

Aurika's numbers include the numbers for Aurika, Mumbai Skycity which operationalised on 5th October, 2023 and is not representative of full year's performance. ADR decreased by 27% from ₹14,639 for FY23 to ₹10,643 for FY24. Occupancy increased by 382 bps from 49% for FY23 to 53% for FY24. EBITDAR/room decreased by 57% from ₹23.6 Lakhs for FY23 to ₹10 Lakhs for FY24. EBITDAR margin decreased by 383 bps from 64% for FY23 to 60% for FY24.

Lemon Tree Premier

ADR increased by 7% from ₹6,464 for FY23 to ₹6,929 for FY24. Occupancy increased by 287 bps from 76% for FY23 to 79% for FY24. EBITDAR/room increased by 6% from ₹13.2 Lakhs for FY23 to ₹14.1 Lakhs for FY24. EBITDAR margin decreased by 256 bps from 59% for FY23 to 57% for FY24.

Lemon Tree Hotels

ADR increased by 7% from ₹5,154 for FY23 to ₹5,531 for FY24. Occupancy increased by 401 bps from 69% for FY23 to 73% for FY24. EBITDAR/room increased by 9% from ₹8.5 Lakhs for FY23 to ₹9.3 Lakhs for FY24. EBITDAR margin decreased by 258 bps from 51% for FY23 to 49% for FY24.

Red Fox Hotels

ADR increased by 10% from ₹4,025 for FY23 to ₹4,426 for FY24. Occupancy increased by 89 bps from 70% for FY23 to 71% for FY24. EBITDAR/room increased by 18% from ₹5.8 Lakhs for FY23 to ₹6.9 Lakhs for FY24. EBITDAR margin decreased by 227 bps from 55% for FY23 to 53% for FY24.

Keys Hotels

ADR increased by 6% from ₹3,332 for FY23 to ₹3,518 for FY24. Occupancy increased by 262 bps from 54% for FY23 to 56% for FY24. EBITDAR/room decreased by 12% from ₹2.8 Lakhs for FY23 to ₹2.5 Lakhs for FY24. EBITDAR margin decreased by 827 bps from 37% for FY23 to 29% for FY24.

Key Financial Ratios (On Consolidated Basis)

S. No.	Ratio	Year ended March 31, 2024	Year ended March 31, 2023
1	Current Ratio (in times)	0.57	0.37
2	Debt Equity Ratio (in times)	1.22	1.24
3	Debt Service Coverage Ratio (in times)	1.34	1.24
4	Return on Equity (in %)	12.28%	9.99%
5	Inventory Turnover Ratio (in times)	14.72	16.45
6	Trade Receivable Turnover Ratio (in times)	16.68	20.58
7	Net Capital Turnover Ratio (in times)	(6.91)	(3.74)
8	Net Profit Ratio (in %)	17.10%	16.06%
9	Return on capital employed (in %)	12.25%	11.23%
10	Interest Coverage Ratio (in times) – (i)	3.28	3.19
11	Operating Profit Margin Ratio (in times) – (ii)	49.24%	51.15%

(i) **Interest Service Coverage Ratio** equals Profit before Tax + Interest on Borrowings + Depreciation and Amortisation divided by Interest on Borrowings.

(ii) **Operating Profit Margin** equals Profit before Depreciation and Amortisation Expenses, Interest and Tax less Other Income divided by net sales

(iii) **Net Sales** equals to Revenue from Operations less Government Grant.

(iv) Refer Note 38 of the Notes to Standalone Financial Statements for definitions of other ratios.

The Current Ratio of the Group has improved from 0.37 in financial year 2023 to 0.57 times in financial year 2024. Net Capital Turnover Ratio for financial year 2024 was (6.91) as compared to (3.74) in financial year 2023 on account of higher revenue during the year.



Lemon Tree Resort, Kumbhalgarh

Board's Report

TO, THE MEMBERS LEMON TREE HOTELS LIMITED

The Board of Directors have pleasure in presenting the Thirty Second (32nd) Board of Lemon Tree Hotels Limited ("LTHL or the Company") together with the Audited Standalone & Consolidated Financial Statements for the Financial Year ended 31st March, 2024.

The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

Financial Results and Operations

The financial performance of the Company on the basis of Standalone & Consolidated Financial Statements for the year ended 31st March, 2024 is summarized below:

Particulars	₹ in Lakhs			
	Standalone		Consolidated	
	Year ended 31 st March, 2024	Year ended 31 st March, 2023*	Year ended 31 st March, 2024	Year ended 31 st March, 2023*
Revenue from operations	35,737.50	31,050.38	1,07,112.29	87,498.95
Other income	1,141.10	63.79	563.91	357.65
Total income	36,878.60	31,114.17	1,07,676.20	87,856.60
Total Expense	16,707.20	13,815.23	54,788.10	42,742.26
Profit before finance cost, finance income, depreciation and amortization and tax (EBITDA)	20,171.40	17,298.94	52,888.10	45,114.34
Less: Finance costs	4,871.12	4,496.00	20,847.05	18,234.65
Less: Finance income	(381.72)	(364.62)	(685.24)	(517.41)
Less: Depreciation and amortization expense	2,104.82	1,999.05	11,213.10	9,660.16
Net Profit before tax and share of associate	13,577.18	11,168.51	21,513.19	17,736.94
Share of profit of associate	-	-	70.04	86.88
Profit before Tax	13,577.18	11,168.15	21,583.23	17,823.82
Tax expense:				
- Current Tax	2,356.48	1,992.24	3,350.52	2,692.87
- Deferred Tax current Year	1,527.25	1,303.09	1,435.82	1,076.95
- Deferred tax asset not recognized in earlier years	-	-	(1,373.77)	-
Profit for the year	9,693.45	7,873.18	18,170.66	14,054.00
Add: Other Comprehensive Income/(loss) for the year	(8.81)	13.71	(35.96)	16.83
Total Comprehensive Income for the year	9,684.64	7,886.89	18,134.70	14,070.83
Non - controlling interest	-	-	3,311.93	2,600.37
Total Comprehensive Income for the year attributable to Equity Holders of the Parent	9,684.64	7,886.89	14,822.77	11,470.46
Earning per Equity Share (Face value of ₹10 each)				
Basic (In ₹)	1.22	1.00	1.88	1.45
Diluted (In ₹)	1.22	1.00	1.88	1.45

Further, key financial and operational highlights of Company are available in the management discussion and analysis report forming part of the Integrated Report.

* Figures of the last year have been restated pursuant to merger of four wholly owned subsidiaries (Direct and Indirect) with the Company i.e. Valerian Management Services Private Limited, Grey Fox Project Management Company Private Limited, PSK Resorts & Hotels Private Limited and Dandelion Hotels Private Limited.

Consolidated Financial Statement

In accordance with the provisions of the Companies Act, 2013 ("the Act") and the Listing Regulations read with Ind AS 110-Consolidated Financial Statements and Ind AS 28-Investments in Associates and Joint Ventures, the consolidated audited financial statement forms part of the Integrated Report.

Capital Structure

*Authorised Share Capital

The Authorized Share Capital of the Company is ₹10,14,24,00,000 consisting of 1,00,73,90,000 equity shares of ₹10 each, 1,95,000 5% redeemable preference shares of ₹100 each and 4,90,000 preference shares of ₹100 each.

*Revised pursuant to merger of four wholly owned subsidiaries (Direct and Indirect) with the Company i.e. Valerian Management Services Private Limited, Grey Fox Project Management Company Private Limited, PSK Resorts & Hotels Private Limited and Dandelion Hotels Private Limited.

Paid-up Share Capital

During the Financial Year under review, the Issued and Paid up Share Capital of the Company remained at ₹7,92,24,64,640/- divided into 79,22,46,464 equity shares of face value of ₹10/- each.

Statement of Company's Affairs:

A. Operational Hotels and Upcoming Projects

With the launch of Lemon Tree Premier, Malad, Mumbai, Lemon Tree Hotels Limited has achieved another milestone – its 100th property on 15th December, 2023. As of 31st March, 2024 the inventory for the group stands at 104 operational hotels with 9,858 rooms, and our pipeline comprises of 4,156 rooms.

Lemon Tree Hotels Limited is a Company engaged in hotel business and there has been no change in the nature of its business during the year under review.

The details of operational hotels and upcoming projects are given in the "Corporate Insight" Section of the Integrated Report 2023-24.

B. Awards and Recognition

During the year under review, the Company has received following key awards and recognition as detailed herein below:

Hotelier India GM Summit & ESG Excellence Awards 2024- Western Region

- Socially Responsible Hotel of the Year- Lemon Tree Premier, Mumbai

HRANI Awards - Women's Excellence Award 2024

- Priyanka Bhatt Arora - Lemon Tree Premier, City Centre, Gurugram

BW Hotelier Awards Hotelier Indian Hospitality Summit and Award (IHA-2023) - Winners:

- Patanjali Govind Keswani, Chairman & MD - The Hall of Fame Award

- Abhishek Bairagi - Lemon Tree Premier, Bhubaneswar- General Manager Upscale (East)
- Monalisa Samantaray, Lemon Tree Premier, Patna - Head of HR (National)
- Manish Kumar, Lemon Tree Premier, LV 2, Gurugram - Head of Housekeeping (North)

Recognitions by Great Place to Work:

- Ranked 33rd amongst Top 100 work places in India 2024
- India's Best workplace in Industry 2023
- India's Best workplace for millennials 2023
- India's Best workplace for women 2023
- India's Best workplace for Diversity, Equity, Inclusion and Belonging 2023

Award for Excellence by H&RA

- Lemon Tree Hotels awarded as Best Hotel Chain CSR

Trip Advisor Traveller's Choice Awards 2023

- 72 out of 84 eligible hotels awarded Traveller's Choice Award by Trip Advisor
- Aurika Hotels & Resorts - 2
- Lemon Tree Premier - 14
- Lemon Tree Hotels - 37
- Red Fox Hotels - 10
- Keys Prima by Lemon Tree Hotels - 1
- Keys Select by Lemon Tree Hotels - 8

Gold Certification by the Indian Green Building Council (I.G.B.C.)

- Lemon Tree Premier, Ulsoor Lake, Bengaluru
- Lemon Tree Hotel, Electronics City, Bengaluru
- Lemon Tree Hotel, Gachibowli

Board of Directors & Key Managerial Personnel (KMP's)

As on March 31, 2024, there were ten (10) Directors on the Board of Directors (hereinafter referred to as the 'Board') with an optimum combination of Executive and Non-Executive Directors including two women independent directors.

The Board comprises of seven Non-Executive Independent Directors. During the year, the following appointment/re-appointment/cessation of Directors/ KMP took place:

Mr. Patanjali Govind Keswani has been reappointed as Chairman and Managing Director for a further



period of three years w.e.f 1st April, 2023 till 31st March 2026. His reappointment has been approved by the members of the Company through a Special Resolution passed via Postal ballot on 13th June, 2023.

Mr. Praveen Garg, Mr. Sanjiv Nandan Sahai and Ms. Smita Anand have been appointed as Independent Non-Executive Directors for a first term of five years w.e.f. 09th November, 2023 till 8th November, 2028. Their appointment(s) have been approved by the members of the Company through a Special Resolution(s) passed via Postal ballot on 18th January, 2024.

In the opinion of the Board, Mr. Praveen Garg, Mr. Sanjiv Nandan Sahai and Ms. Smita Anand are persons of integrity and fulfil requisite conditions as per applicable laws and are independent of the management of the Company.

Dr. Arindam Kumar Bhattacharya ceased to be an independent director w.e.f. 10th April, 2024 due to completion of his term. The Board places on record its appreciation for his invaluable contribution and guidance.

Ms. Jyoti Verma has been appointed as Group Company Secretary & Compliance Officer w.e.f. 21st November, 2023

Mr. Nikhil Sethi resigned from the position of AVP Legal & Group Company Secretary & Compliance Officer with effect from 31st October, 2023.

The details of the Director's & KMP's [as per Companies Act, 2013 ("Act")] of the Company as on 31st March, 2024 are given herein below:

S. No.	Name of Directors/ KMP's	Designation
1	Mr. Patanjali Govind Keswani	Chairman & Managing Director
2	Mr. Niten Malhan	Vice Chairman and Lead Independent Non-Executive Director
3	Dr. Arindam Kumar Bhattacharya	Non-Executive Independent Director
4	Mr. Paramartha Saikia	Non-Executive Independent Director
5	Ms. Freyan Jamshed Desai	Non-Executive Independent Director
6	Mr. Willem Albertus Hazeleger	Non-Executive Director
7	Mr. Aditya Madhav Keswani	Non-Executive Director
8	Mr. Praveen Garg	Non-Executive Independent Director
9	Mr. Sanjiv Nandan Sahai	Non-Executive Independent Director
10	Ms. Smita Anand	Non-Executive Independent Director
11	Mr. Kapil Sharma	Chief Financial Officer
12	Ms. Jyoti Verma	Group Company Secretary & Compliance Officer

In accordance with the Companies Act, 2013 and the Articles of Association of the Company, Mr. Aditya Madhav Keswani, Director shall be liable to retire by rotation, and being eligible, offers himself for reappointment. The same shall be placed for approval of members at the ensuing Annual General Meeting of the Company.

Senior Management

During the Financial year under review Mr. Vikramjit Singh has resigned from the position of the President of the Company to pursue an entrepreneurial role. His resignation was effective from closure of business hours of 31st January, 2024.

Declaration by Independent Directors

All the Independent Directors have given necessary declarations in terms of Section 149 (7) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI (LODR) Regulations"), that they meet the criteria of independence as laid down under Section 149 (6) of the Act along with a declaration of compliance of sub-rule (1) and sub-rule (2) of Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (LODR) Regulations.

Committees of the Board

As on 31st March, 2024, your Board has following mandatory Committees:

- Audit Committee;
- Nomination and Remuneration Committee;
- Corporate Social Responsibility Committee;
- Stakeholder's Relationship Committee; and
- Risk Management Committee.

The details of the compositions, meetings held during the Financial Year under review, attendance of the Committee Members and the terms of reference of the above Committees of the Board are provided in the Corporate Governance Report attached as '**Annexure-5**' to this Report.

Apart from the above-mentioned Committees, the details of the compositions, meetings held during the Financial Year under review and attendance of the Members of following non-mandatory committees are given in '**Annexure-1**' to this Report:

- Finance Committee;
- Share Allotment Committee;
- General Management Committee; and
- Sustainability Committee.

Board Meetings held during the year

During the Financial Year under review, the Board met 5 (Five) times and the details of the Board Meetings held indicating number of meetings attended by each Director is provided in the Corporate Governance Report attached as '**Annexure-5**' to this Report.

Annual Board Evaluation

To comply with the provisions of Section 134(3)(p) of the Act and rules made thereunder, Regulation 17(10) of SEBI (LODR) Regulations, the Board of Directors has carried out an annual evaluation of its own performance including its committees (wherein the concerned director being evaluated did not participate). The performance of the Board was evaluated by the Board after seeking inputs from the Directors on the basis of the criteria such as strategy, performance management, risk management, core governance & compliance, organization's health and talent management.

Further, to comply with the Regulation 25(4) of SEBI (LODR) Regulations, Independent Non-Executive Directors also evaluated the performance of Non-Independent Non-Executives Directors, Chairman and Board as a body at a separate meeting of Independent Non-Executives Directors held on 28th May, 2024.

The evaluation of all the Directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. On the basis of the ranking filled in the evaluation questionnaire and discussion of the Board, the performance of the Board and its committees and Individual Directors (including Independent Directors) has been assessed as satisfactory.

Policies under Companies Act, 2013/SEBI (LODR) Regulations

Nomination and Remuneration Policy

The Company has in place a Nomination and Remuneration Policy which lays down the criteria for appointment, evaluation of performance of Directors and remuneration of Directors, KMP, Senior Management Personnel and other employees. The Policy was updated on 1st April 2024. The Nomination and Remuneration Policy is attached as '**Annexure-2**' to this Report.

During the Financial Year under review, the Company has taken necessary approval/recommendation with respect to appointment/re-appointment of Directors/KMP, wherever required, from Nomination and Remuneration Committee in accordance with the terms of the policy.

The Company has in place following policies in compliance with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policies are available in the 'Investor Relations' section at the Company's website.

Name of the policy	Web link
Code of Conduct and Vigil Mechanism/ Whistle Blower Policy	https://www.lemontreehotels.com/factsheet/Code_of_Conduct_and_Vigil_Mechanism.pdf
Risk Management Policy	https://www.lemontreehotels.com/factsheet/Policies/Risk_Management_Policy.pdf
Nomination and Remuneration Policy	https://www.lemontreehotels.com/factsheet/Policies/Nomination_and_Remuneration_Policy.pdf
Corporate Social Responsibility ("CSR") Policy	https://www.lemontreehotels.com/factsheet/Policies/Corporate_Social_Responsibility_Policy.pdf
Dividend Distribution Policy	https://www.lemontreehotels.com/factsheet/Policies/Dividend_Distribution_Policy.pdf
Policy on Appointment and Rotation of Statutory Auditors	https://www.lemontreehotels.com/factsheet/Policies/Rotation_of_Auditors_Policy.pdf
Policy on Board Diversity	https://www.lemontreehotels.com/factsheet/Policies/Policy_on_Board_Diversity.pdf
Policy on related party transaction	https://www.lemontreehotels.com/factsheet/Policies/Related_Party_Transaction_Policy.pdf?
Policy for determination of material subsidiary	https://www.lemontreehotels.com/factsheet/Policies/Determination_of_Material_Subsiary_Policy.pdf?
Policy for determination of materiality of events and information	https://www.lemontreehotels.com/factsheet/Policies/Determination_of_Materiality_of_Events_and_%20Information_Policy_(Feb_2024).pdf?

Further, during the year under review following policies have been amended to align the same with the recent amendments in SEBI (LODR) Regulations.

1. Policy on Related Party Transactions
2. Policy for determination of material subsidiary
3. Policy for determination of materiality of events & Information

The amended policies have been uploaded on the Company's website and can be accessed at website of the Company i.e <https://investors.lemontreehotels.com/>.

Report on Corporate Social Responsibility ("CSR") Activities

The report on CSR Activities for the Financial Year under review under Section 134 and 135 of the Act read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 read with Rule 9 of the Companies (Accounts) Rules, 2014 is attached as '**Annexure-3**' to this Report.

Subsidiary, Associates and Joint Venture Companies

As on 31st March, 2024, the Company has Thirteen (13) direct subsidiaries; Seven (7) indirect subsidiaries and Three (3) associate companies as under:

Direct Subsidiaries	Indirect Subsidiaries
Fleur Hotels Private Limited	Berggruen Hotels Private Limited
Carnation Hotels Private Limited	Bandhav Resorts Private Limited



Direct Subsidiaries	Indirect Subsidiaries
Totally Foxed Solutions Private Limited	Celsia Hotels Private Limited
Canary Hotels Private Limited	Inovia Hotels and Resorts Limited
Sukhsagar Complexes Private Limited	Iora Hotels Private Limited
Oriole Dr. Fresh Hotels Private Limited	Ophrys Hotels Private Limited
Lemon Tree Hotel Company Private Limited	Hyacinth Hotels Private Limited
Red Fox Hotel Company Private Limited	
Hamstede Living Private Limited	
Madder Stays Private Limited	Associate(s)
Arum Hotels Private Limited (formerly Jessamine Stays Private Limited)	Mind Leaders Learning India (formerly Jessamine Stays Private Limited)
Nettle Hotels Private Limited (formerly Poplar Homestead Holdings Private Limited)	Pelican Facilities Management Private Limited
^Manakin Resorts Private Limited	Glendale Marketing Services Private Limited

During the Financial Year under review, four (4), wholly owned subsidiaries of the Company i.e Valerian Management Services Private Limited, Grey Fox Project Management Company Private Limited, PSK Resorts & Hotels Private Limited and Dandelion Hotels Private Limited have been merged with the Company pursuant to order of Hon'ble NCLT dated 14th December, 2023.

^ Manakin Resorts Private Limited, wholly owned subsidiary of PSK Resorts & Hotels Private Limited, became direct subsidiary of the company pursuant to above merger.

Further, the Subsidiary Companies viz. Fleur Hotels Pvt. Ltd and Celsia Hotels Pvt. Ltd. are partners of a limited liability partnership, Mezereon Hotels LLP ("Mezereon").

Company has acquired 31,67,200 Compulsorily Convertible Preference Shares ("CCPS") (22,00,000 in Financial Year 2023 and 9,67,200 in Financial Year 2024) of Fleur Hotels Private Limited (herein after as "Fleur") from the APG Strategic Real Estate Pool N.V. Further, the aforesaid CCPS were converted into equity shares during the period. As on date the percentage holding of the Company in Fleur is 58.91%.

During the year, there has been no material change in the nature of the business of the subsidiaries.

In accordance with Section 129(3) of the Act read with Rule 8(1) of Companies (Accounts) Rules, 2014, a statement containing the salient features of financial statements of the Company's subsidiaries, associates and joint ventures is attached in form AOC 1 as '**Annexure-4**' to the Board Report.

Further, pursuant to provisions of section 136 of the Act, the audited financial statements of the Company along with relevant documents and separate audited financial statements of the subsidiaries are available on the website of the Company under Investor section under following link <https://investors.lemontreehotels.com/financials-subsidiaries.html>.

Scheme Of Arrangement of Wholly Owned Subsidiaries of the Company

The order for the Scheme of Amalgamation ("Scheme") of wholly owned subsidiaries (Direct and Indirect) of the Company viz. Valerian Management Services Private Limited ("Transferor Company No. 1"), Grey Fox Project Management Company Private Limited ("Transferor Company No. 2"), PSK Resorts & Hotels Private Limited ("Transferor Company No. 3") and Dandelion Hotels Private Limited ("Transferor Company No. 4") with Lemon Tree Hotels Limited ("Transferee Company") has been approved by the Hon'ble National Company Law Tribunal, Delhi vide its order dated December 14, 2023. The Scheme became effective upon filing of certified true copy of the Order with the Registrar of Companies, NCT of Delhi & Haryana filed on January 19th, 2024. On effective date, Transferor Company(ies) have been amalgamated with the Transferee Company w.e.f April 1, 2022 (Appointed date of Scheme). Consequent to the merger, the Authorised Share Capital of the Company stands altered, modified, reclassified and amended from 1,00,14,40,000 equity shares of ₹10 each and 1,45,000 5% redeemable cumulative preference shares of ₹100 each to ₹10,14,24,00,000 consisting of 1,00,73,90,000 equity shares of ₹10 each, 1,95,000 5% redeemable preference shares of ₹100 each and 4,90,000 preference shares of ₹100 each and consequently Memorandum of Associations has been Amended to incorporate the same.

Further, pursuant to the merger, shareholding held by M/s Dandelion Hotels Private Limited ("Transferor Company No. 4") in M/s Fleur Hotels Private Limited stands transferred in the name of the Company.

Management Reports

Management Discussion and Analysis Report

The management discussion and analysis report on Company's performance-industry trend and other material changes with respect to the Company, its subsidiaries, associates, wherever applicable, has been given separately and forms part of the Integrated Report.

Business Responsibility and Sustainability Report (BRSR)

Pursuant to Regulation 34(2)(f) of the SEBI (LODR) Regulations and its Circular dated May 10, 2021, SEBI has made Business Responsibility & Sustainability Report (BRSR) mandatory for the top 1,000 listed companies (by market capitalisation) from FY 2022-23. In terms of SEBI circular dated 12th July, 2023, from FY 2023-24, the top 1000 listed entities (by market capitalization) shall make disclosures as per the updated BRSR format, as part of their Annual Reports. As the Company falls in the top 500 category, the

BRSR under updated format for FY 2023-24 forms part of this Report as '**Annexure-10**'.

Integrated Report

The Company has voluntarily adopted Integrated Report during the Financial Year 2021-22. This integrated report for the Financial Year 2023-24 is prepared in alignment with the Integrated Reporting framework laid down by the International Integrated Reporting Council and aims at presenting the value creation approach for our stakeholders.

Corporate Governance

The Company has adopted good governance practices and committed to maintain high standards of corporate ethics, professionalism and transparency. The Company has adopted policies in line with the good corporate governance requirements which inter alia includes policy on Related Party Transactions, policy on Material Subsidiary, policy for Material Information and Events, Corporate Social Responsibility Policy, Dividend Distribution Policy, Whistle Blower Policy and a Policy on Board Diversity. These policies are available in the 'Investor Relations' section at the Company's website at link <https://investors.lemontreehotels.com/>

In compliance with the provisions of Regulations 34(3) of the SEBI (LODR) Regulations, a separate report on Corporate Governance together with a certificate from the Secretarial Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under the SEBI (LODR) Regulations is attached as '**Annexure-5**' to this Report.

The certificate from the Practicing Company Secretary pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (LODR) Regulations with respect to non-disqualification of Directors of the Company is also annexed along with '**Annexure-5**' and forms part of this Report.

Deposits

The Company has not accepted any public deposits and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

Borrowings from Banks/ Financial Institutions

The Company's total long-term borrowings from banks/ financial institutions have reduced from ₹35,277.55 Lakhs in the previous year to ₹29,901.69 Lakhs in the current year.

Employees Stock Option Scheme

A certificate from the Secretarial Auditors of the Company that Employee Stock Option Scheme, 2006 ('ESOP Scheme') the scheme has been implemented in accordance with Securities and Exchange Board

of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be placed at the ensuing Annual General Meeting for inspection by Members of the Company.

Further, during the Financial Year under review, 2,38,400 options have been exercised by the employees of the Company through Krizm Hotels Private Limited Employee Welfare Trust ("Trust").

The applicable disclosures as stipulated under Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 with regard to Employees Stock Option Plan of the Company is given herein below and the information required under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 is available at the Company's website at <https://investors.lemontreehotels.com/corporate-governance-esop-scheme.html>

ESOP Report for Financial Year 2023-24

Sr. No.	Description	ESOP Scheme
a)	Options Granted	-
b)	Options vested	-
c)	Options Exercised*	-
d)	Total Number of Shares arising as a result of exercise of option	-
e)	Options lapsed*	N.A
f)	The exercise price (On weighted average basis)**	-
g)	Variation of terms of options	N.A
h)	Money realized by exercise of options (if scheme is implemented directly by the Company)	N.A
i)	Total number of options in force	-
j)	Employee wise details for options granted to:-	
	(i) Key managerial Personnel:	
	a) Mr. Kapil Sharma (Chief Financial Officer)	N.A
	b) Ms. Jyoti Verma (Group Company Secretary & Compliance Officer) (w.e.f. 21 st November, 2023)	N.A
	c) Mr. Nikhil Sethi (AVP Legal & Group Company Secretary) (w.e.f. up to 31 st October, 2023)	N.A
	(ii) any other employee who received a grant of options in any one year of option amounting to five percent or more of options granted during that year	N.A
	(iii) identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (Excluding outstanding warrants and conversions) of the Company at the time of grant	N.A

* ESOP Plan is implemented through Trust Route. Hence, all the options have already been exercised by Krizm Hotels Private Limited Employee Welfare Trust.

** Options granted prior to the listing of the Company's shares were based on the valuation done by an Independent Chartered Accountant from time to time.



Remuneration of Directors, Key Managerial Personnel and Particulars of Employees

The statement including the details of employees as required to be furnished in accordance with the provisions of Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 are set out in '**Annexure-6**' to this Report.

Disclosures pertaining to the remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in '**Annexure-7**' to this Report.

Reporting of Fraud by Employee of the Company

During the year under review following incidences of Fraud by employees and vendor of the Company have been reported by Statutory Auditors to the Audit Committee but not reported to the Central Government as amount was less than the minimum prescribed amount under section 143(12) of the Companies Act, 2013. These were duly informed to the Audit Committee and Board of Directors and upon their recommendation detailed investigation has been done and corrective actions has been taken. The same were brought to the knowledge of Auditors as well.

- Nature of Fraud with description:- Misappropriation of funds by two employees of the Company along with 1 vendor
- Approximate Amount involved:- ₹32.74 Lakhs
- Parties involved, if remedial action not taken:- N.A
- Remedial actions taken:- Appropriate Legal action has been taken against the employees indulged in committing misappropriation of funds. Company has further strengthened its internal financial controls to mitigate such incidences in future.

Directors' Responsibility Statement

Pursuant to Section 134(3)(C) read with Section 134(5) of the Act, the Directors, to the best of their knowledge and ability, hereby confirm that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed with proper explanation relating to material departures;
- they have selected such accounting policies in consultation with Statutory Auditors and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the Financial Year 31st March, 2024 and of the profit and loss of the company for the year ended on that date;

- they have taken proper and sufficient care, to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- the annual accounts of the Company have been prepared on a going concern basis;
- they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Auditors and Auditor's Report

Statutory Auditors

M/s Deloitte Haskins & Sells LLP (LLP No. AAB-7837), Chartered Accountants have been re-appointed as Statutory Auditors of the Company in the Annual General Meeting held on September 14, 2022 for a further period of 5 years up to conclusion of Annual General Meeting of the Company to be held in year 2027.

The reports given by the Statutory Auditors on the Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 forms part of this Report. There have been no qualifications, reservation or adverse remarks made by the Statutory Auditors in their reports. The Statutory Auditors have not reported any material fraud to the Central Government under Section 143(12) of the Act.

Secretarial Auditor Report of the Company and its material subsidiary Companies

The Board of Directors of the Company, have appointed M/s DPV & Associates LLP, Practicing Company Secretaries (FRN: L2021DE009500) to conduct the Secretarial Audit for the Financial Year under review in accordance with Section 204 of the Act. The Secretarial Auditors have submitted their report, which is annexed as '**Annexure-8**' to this Report.

The Secretarial Auditor's Report does not contain any qualifications, reservations, adverse remarks or disclaimers.

As per Regulation 24A of SEBI (LODR) Regulations, the Secretarial Audit Report(s) of the unlisted material subsidiaries of the Company for the Financial Year 2023-24 by Practicing Company Secretaries are annexed as '**Annexure-9**' to this Report.

None of the said Secretarial Audit Reports contain any qualifications, reservations, adverse remarks or disclaimers.

Further, the Board of Directors of the Company, has reappointed M/s DPV & Associates LLP, Practicing Company Secretaries (FRN: L2021DE009500) to conduct the Secretarial Audit for the Financial Year 2024-25 in accordance with Section 204 of the Companies Act, 2013.

Significant and Material Orders

There are no significant or material orders passed by the regulators, courts or tribunals impacting the going concern status and the company's operation in future. However, Members' attention is drawn to the Statement on Contingent Liabilities and Commitments in the Notes forming part of the financial statements.

Particulars of Loans, Guarantees or Investments

The Company, being engaged in the hotel business, is classified as providing infrastructure facilities in terms of the Schedule VI to the Act and is exempted from the compliance for loans/ guarantees given, security provided in terms of Section 186 (11) of the Act, however, the details of loans, guarantees, and investments made by the Company forms part of the notes to the Financial Statements.

Further, the details required in terms of Regulation 34(3) of SEBI (LODR) Regulation with respect to loan given by the Company to its subsidiaries is given hereunder. For details regarding investments and Guarantees please refer to the notes to the Financial Statements.

Name of the Company	(Amount in ₹ Lakh)			
	Maximum Loan Outstanding during the year 2024	As at 31 st March, 2024	Maximum Loan Outstanding during the year 2023	As at 31 st March, 2023
Canary Hotels Private Limited	243.91	243.91	166.91	46.91
Oriole Dr. Fresh Hotels Private Limited	427.00	67.01	290.56	102.77
Sukhsagar Complexes Private Limited	733.00	180.00	1,020.00	415.00
Red Fox Hotel Company Private Limited	2.11	2.11	2.11	2.11
Lemon Tree Hotel Company Private Limited	2.00	2.00	2.00	2.00
Totally Foxed Solutions Private Limited	2,796.69	2,796.69	435.00	435.00
Nettle Hotels Private Limited (formerly Known as Poplar Homestead Holding Private Limited)	1.50	1.50	-	-
Madder Stays Private Limited	1.50	1.50	-	-
Arum Hotels Private Limited (formerly known as Jessamine Stays Private Limited)	1.50	1.50	-	-
*Manakin Resorts Pvt. Ltd.	140.28	-	-	-

*Maximum Loan outstanding during the year for the Loan taken by Grey Fox Project Management Company Private Limited, which is now merged with the Company.

Particulars of Contracts or Arrangements with Related Parties Referred to in Section 188 of the Companies Act, 2013

In line with the requirements of the Act and the SEBI (LODR) Regulations, your Company has formulated a policy on dealing with Related Party Transactions (RPTs) which has been amended during the year under review. The policy can be accessed in the 'Investor Relations' section at the Company's website https://www.lemontreehotels.com/factsheet/Policies/Related_Party_Transaction_Policy.pdf.

The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all material transactions between the Company and Related Parties.

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis.

None of the transactions with related parties fall under the scope of Section 188(1) of the Act. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company for FY 2024 and hence does not form part of this report. Related party Transactions can be viewed at Note No. 33 of Standalone Financial Statements and Note No. 38 of Consolidated Financial Statements of the Company.

Annual Return

In accordance with Section 92(3) of the Companies Act, 2013 read with rules made thereunder, the Annual Return of the Company in Form MGT-7 has been placed on the website of the company at <https://www.lemontreehotels.com/factsheet/Policies/LTHL-Annual-Return-2024.pdf>.

The aforesaid Annual Return will be filed with the Ministry of Corporate Affairs post annual general meeting, within the prescribed timelines in prescribed



form MGT-7 (including form MGT-8). Thereafter, the final Form MGT-7 and Form MGT-8 would be uploaded on the Company's website at the above-mentioned link.

Material Changes and Commitments Affecting the Financial Position of the Company

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the Financial Statements relate and the date of this Report.

Particulars Regarding Conservation of Energy Etc. under Section 134(3)(m) of the Companies Act, 2013 and Rules Made Therein

As per the provisions of Section 134(3)(m) of the Act read with Companies (Accounts) Rules, 2013, the measures taken during the Financial Year under review for conservation of energy and technology absorption by the Company in the operation of its hotels are as follows:

A. Conservation of Energy:

Lemon Tree Hotels is committed to maintain eco-friendly & energy conservation practices all across its Hotel properties. We strongly believe in conservation and accordingly have implemented many eco-friendly processes for energy and water preservation, waste management disposal, measures to control water, noise and environmental pollution. Our existing and upcoming hotels are designed and constructed to qualify for the L.E.E.D Gold Standard.

Further, the details of steps taken for conservation of energy are provided in Business Responsibility and Sustainability Report (BRSR) which forms part of this Report.

Steps taken by the Company for utilizing alternate source of energy:

The Company has utilized alternative source of energy viz. renewable Energy in the form of Solar Photo voltaic systems which is being utilized by our hotels. We are also using solar hot water systems in our hotels to reduce heating load for hot water systems.

The Capital investment on energy conservation requirements:

The Company has made the capital investment on installation and commissioning of Solar Photo voltaic systems at our Hotels to capture free Solar

Energy for reducing the Energy requirement and also on installation of Heat Recovery ventilation and Heat Recovery wheel systems.

B. Technology Absorption, Research & Development (R&D):

Technology absorption:

The Company is in the service industry and operates and manages its hotels across India. However, no know how and technology has been imported during the year. However, efforts have been made to imbibe various new technologies like Green Building, rain water harvesting, use of plumbing faucets, sewage treatment plants.

Research & Development:

The Company during the Financial Year 2023-24 has not carried out any activity which can be construed as Research & Development. Therefore, there is nothing to report under this section.

C. Foreign exchange earnings and outgo:

The information regarding Foreign Exchange earnings and outgo for the period under review is mentioned hereunder:

S. No.	Particulars	₹ In Lakhs)	
		Year Ended 31 st March, 2024	Year Ended 31 st March, 2023
1.	Earning in Foreign Currency	1,559.19	1,722.59
2.	Outgo in Foreign Currency		
	- Value of Capital Goods Imported on CIF basis	-	-
	- Commission/ Advertisement and business promotion	101.51	138.72

Dividend on Equity Shares

The Company does not propose any dividend on the shares of the Company for the Financial Year ended on 31st March, 2024.

Transfer to Reserves

No transfers to reserves were made, as no appropriations were required to be made during the Financial Year under review.

Adequacy of Internal Controls

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. The Statutory and the Internal Auditors routinely conduct system checks and give their report after evaluation of the efficacy and adequacy of internal control systems

including controls with respect to the financial statements, its compliance with operating systems, accounting procedures and policies in the Company. Based on the report of Internal Audit, the departments undertake corrective action in their respective areas and thereby strengthen the controls. The significant audit observations and follow up actions thereon are reported to the Audit Committee as well and further corrective action taken as per the inputs received from the committee members and the auditors.

Cost Records and Cost Audit

The Company is not required to maintain cost records in accordance with Section 148 of the Act read with Rule 3 of the Companies (Cost Records and Audit) Rules, 2014 as the services of the Company are not covered under these rules. Hence, Cost Audit is not applicable.

Secretarial Standards

The Company has proper systems in place to ensure compliance with the provisions of the applicable secretarial standards issued by The Institute of the Company Secretaries of India and such systems are adequate and operating effectively.

Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their Status as at the end of the Financial Year

During the year under review, there were no proceedings that were filed by the Company or against the Company, which are pending under the Insolvency and Bankruptcy Code, 2016, as amended, before National Company Law Tribunal or other Courts.

The Details of Difference Between Amount of the Valuation done at the time of One time Settlement and the Valuation done While Taking Loan from the Banks or Financial Institutions Along with the Reasons thereof

During the year under review, there was no one-time settlement with any Bank or Financial Institution. Hence, no valuation was required to be undertaken.

Disclosure Under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has always believed in providing a safe and harassment-free workplace for every individual working in the Company. The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, no complaint was received by the Corporate Ethics Committee (CEC) formed in this regard.

Further, Internal Complaints Committee is also in place at all hotel locations & no complaint has been received during the year under review.

Green Initiative

Pursuant to Section 101 and 136 of the Act read with Companies (Management and Administration) Rules, 2014 and Companies (Accounts) Rules, 2014, the Company can send Notice of Annual General Meeting, financial statements and other communications in electronic form.

Your Company shall be sending this Report including the Notice of Annual General Meeting, Audited Financial Statements, Board's Report along with annexures etc. for the Financial Year 2023-24 in the electronic mode to the shareholders who have registered their email ids with the Company and/or their respective Depository participants (DPs). Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses.

Those holding shares in demat form can register their e-mail addresses with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with the Company by sending mails to the mail id sectdept@lemontreehotels.com or to the Registrar and Share Transfer Agent of the Company, by sending a letter, duly signed by the first/sole holder quoting details of their Folio No.

Acknowledgement

We thank our customers, business associates, Government Agencies, bankers and other statutory authorities, who have reposed their continued trust and confidence in the Company.

We wish to convey our deep appreciation to the dealers of the Company for their achievements in the area of sales and service, and to suppliers/vendors for their valuable support.

We also place on record our sincere appreciation for the enthusiasm and commitment of the Company's employees for the growth of the Company and look forward to their continued involvement and support.

For & On Behalf of the Board of Directors
Lemon Tree Hotels Limited

Sd/-

Patanjali Govind Keswani

Date: 29th May, 2024
Place: Mumbai
Chairman & Managing Director
DIN: 00002974



ANNEXURE-1

Annexure(s) to the Board's Report

Non-Mandatory Committee(s) of the Board of Directors

I. Finance Committee

During the financial year under review, two (2) Finance Committee meeting(s) were held on 15th June, 2023 and 26th June, 2023.

Attendance of Members for the year ended 31st March, 2024:

Name of the Member	Designation	No. of Meetings Attended
Mr. Patanjali Govind Keswani	Chairman & Member	1
Mr. Willem Albertus Hazeleger	Member	2
Mr. Paramartha Saikia	Member	2

II. Share Allotment Committee

During the Financial Year under review, no share allotment committee meeting was held.

Name of the Member	Designation
Mr. Paramartha Saikia	Chairman & Member
Mr. Patanjali Govind Keswani	Member

III. General Management Committee

During the Financial Year under review, 8 (Eight) General Management Committee meetings were held on 2nd May, 2023, 19th June, 2023, 11th August, 2023, 9th October, 2023, 15th December, 2023, 15th January, 2024, 7th February, 2024 and 4th March, 2024.

Attendance of Members for the year ended 31st March, 2024:

Name of the Member	Designation	No. of Meetings Attended
Mr. Patanjali Govind Keswani	Chairman & Member	8
Mr. Paramartha Saikia	Member	4
Mr. Aditya Madhav Keswani	Member	8

IV. Sustainability Committee

During the Financial Year under review, no meeting of sustainability committee was held.

Name of the Member	Designation
1. Ms. Freyan Jamshed Desai	Independent Director
2. Mr. Patanjali Govind Keswani	Chairman and Managing Director
3. Mr. Kapil Sharma	Senior Management, Chief Financial Officer
4. Mr. Jagdish Kumar Chawla	EVP- Projects & Engineering
5. Ms. Aradhana Lal	Sr. Vice President-Sustainability & ESG

* Mr. Vikramjit Singh ceased to be the Member of the Committee w.e.f. 31st January, 2024.

The terms of reference of the Sustainability Committee shall inter alia include the following:

- Identify key performance indicators for Sustainability
- Oversee implementation of ESG Policy &
- Provide necessary direction and guidance w.r.t ESG Policy

Annexure- 2

Nomination and Remuneration Policy

1. Introduction

In terms of Section 178 of the Companies Act, 2013 read with applicable rules and regulations and in pursuance of the policy of Lemon Tree Hotels Limited ('Company') to consider its human resources as its invaluable assets, the Nomination and Remuneration Committee of the Company re-constituted on 18th September 2014 has formulated this policy on nomination and remuneration of Directors, Key managerial personnel, senior management personnel and other employees of the Company (hereinafter referred as 'Policy') and which has been adopted by Board of Directors of the Company in its meeting on 19.02.2015.

Policy Objective

The objective of this Policy is to determine the criteria for appointment, removal, evaluation of performance of Directors and remuneration of Directors, key managerial personnel, senior management personnel and other employees.

2. Definitions

In this Policy unless the context otherwise requires:

- "Act" means Companies Act, 2013 including the applicable Rules & regulations;
- "Board of Directors" or "Board", in relation to the Company, means the collective body of the directors of the Company and includes the committees of the Board;
- "Directors" means Directors of the Company appointed in terms of provisions of the Act;
- "Independent Director" means a director referred to in Section 149 (6) of the Act;
- "Key Managerial Personnel" or "KMP" in relation to a company, means:
 - Chief Executive Officer ('CEO') or the Managing Director ('MD') or the Manager;
 - Company Secretary;
 - Whole-time Director ('WTD');
 - Chief Financial Officer; and
 - such other officer as may be prescribed;
- "NRC" means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board;

(g) "Rules & regulations" refers to and comprise of Companies Act, 2013, The Companies (Meeting of Board and its Powers) Rules, 2014, The Companies (Appointment and Qualification of Directors) Rules, 2014, The Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, and such other rules and provisions as applicable to the matters dealt in by this Policy;

(h) *"Senior Management Personnel" for this purpose shall mean employees of the company who are members of its core management team excluding Board of Directors including CFO and CS. It would comprise of all members of management at Band level 12 & above who are designated at Senior Vice President/ Executive Vice President and are directly reporting to Chairman & MD along with employees of the Company/Group who have been specifically designated as Senior Management due to their roles and responsibilities.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Act as may be amended from time to time shall have the meaning respectively assigned to them therein.

3. Applicability

This Policy is applicable to:

- Directors viz. Executive, Non-executive and Independent
- Key Managerial Personnel
- Senior Management Personnel
- Other Employees of the Company

4. General

This Policy is divided in three parts:

Part-A covers the matters to be dealt with and recommended by the NRC to the Board within Scope of Policy;

Part-B covers the appointment and nomination of Directors; and

Part-C covers remuneration etc for the Directors, Key Managerial Personnel and other employees.

* Definition of Senior Management Personnel amended w.e.f. April 1, 2024.



PART-A

5. Scope

The matters to be dealt by NRC in terms of this Policy are as follows:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director and identify persons who are qualified to become Directors and persons who may be appointed in Key Managerial and Senior Management Personnel, recommend to Board their appointment and removal;
- Carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel and to provide for reward(s) linked directly to their effort, performance, dedication and achievement relating to the Company's operations;
- Determine remuneration based on the Company's size and financial position and trends and practices for remuneration prevailing in similar companies in the industry;

PART-B

6. Appointment of Directors and Senior Management Personnel

- The NRC shall identify and ascertain the positive attributes, integrity, independence, qualification, expertise and experience of the person for appointment as Directors, or Senior Management Personnel and recommend to the Board his/her appointment.
- A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The NRC has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient for the concerned position.
- A person shall be appointed as Independent Director subject to the compliance of provisions of section 149 of the Companies Act, 2013, read with schedule IV and rules there under.
- The Company shall not appoint or continue the employment of any person as MD/WTD/ Manager who is below the age of twenty one years or has attained the age of seventy years. Provided that the appointment of a person who has attained the age of seventy years may be appointed with the approval of shareholders by passing a special resolution based on the explanatory statement annexed

to the notice for such motion indicating the justification for appointment of such person.

7. Term/Tenure

a. MD/ WTD/ Manager

Subject to the applicable provisions of the Act and the Memorandum and Articles of Association of the Company, the Company shall appoint or re-appoint any person as its MD/WTD/Manager for a term of maximum five (5) consecutive years at a time. No re-appointment shall be made earlier than one (1) year before the expiry of term.

b. Independent Director

- Subject to the applicable provisions of the Act, an Independent Director shall hold office for a maximum term of five (5) consecutive years on the Board of the Company with the approval of the shareholders in general meeting and will be eligible for re-appointment on passing of a special resolution by the shareholders of the Company for another term of maximum five (5) years and disclosure of such appointment be made in the Board's report.
- Any Independent Director, who has completed his two consecutive terms, shall be eligible for appointment after expiry of three (3) years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- The Independent Director shall not be liable to retire by rotation.

8. Disqualifications for Appointment/Re-Appointment of Directors

Any person who is disqualified for appointment/re-appointment as a director in terms of Section 164 of the Act shall not be eligible for appointment/re- appointment, as the case may be, as a Director of a company.

9. Evaluation

The NRC shall carry out evaluation of performance of every Director and a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors shall be disclosed in the Board Report.

10. Removal

The NRC may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions of the Act.

11. Retirement

The Director, KMP and Senior Management Personnel shall retire/resign as per the applicable provisions of the Act and the prevailing HR policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/remuneration or otherwise even after attaining the retirement age, subject to compliance of applicable laws, for the benefit of the Company.

PART - C

12. Matters Relating to the Remuneration & Perquisites

- The NRC, while deciding the remuneration/ compensation/profit-linked commission for the Directors, Key Managerial Personnel and other employees, to ensure:
 - That the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - That the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
 - That the remuneration to directors, key managerial personnel and other employees including senior management officials involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
- The remuneration/ compensation/ profit-linked commission, etc. to the MD/WTD/ Manager, Directors and Independent Directors and increments thereto will be determined by the NRC subject to the approval of the Board, shareholders of the Company and Central Government, wherever required, in accordance with the percentage/ slabs/conditions in terms of the applicable provisions of the Act.
- Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability,

the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

- Determination of remuneration and increments of KMP, Senior Management officials and other employees shall be effected in terms of the HR policies of the Company.

13. Remuneration to MD/WTD/Manager

a. Remuneration

Subject to Section 197 and Schedule V of the Act, the MD/WTD/Manager will be eligible for remuneration either by way of a monthly payment or at a specified percentage of the net profits of the company or partly by one way and partly by the other with the approval of the Shareholders of the Company on the recommendation of the NRC and the Board. The break-up of the pay scale, performance bonus and quantum of perquisites including, employer's contribution to P.F., pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the NRC and shall be within the overall remuneration approved by the shareholders and Central Government, wherever required in terms of the provisions of the Act.

b. Minimum Remuneration

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its MD/WTD/Manager in accordance with the Act and if it is not able to comply with such provisions, then with the previous approval of the Central Government.

c. Provisions for excess remuneration

If any MD/WTD/Manager draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.



14. Remuneration to Non-Executive/ Independent Director

a. Sitting Fees

The Non-executive Directors of the Company, whether Independent or not, may be paid sitting fees within maximum limit prescribed by the Act from time to time for attending meetings of the Board or Committees thereof. The quantum of sitting fees will be determined as per the recommendation of NRC and approved by the Board of Directors of the Company. The Company may make arrangement or reimburse the expenses incurred by the Non-Executive/ Independent Director(s) for travelling, boarding and lodging for participation in the Board or Committee meetings.

b. Commission

The Board, on recommendation of NRC, may consider the payment of profit based commission to the Non-Executive/ Independent Directors and such commission may be paid within the prescribed limits and subject to the Board approvals in terms of the provisions of Act from time to time. The net profits for the purposes of calculation of commission shall be computed in the manner referred to in section 198 of Act.

c. Stock Options

Pursuant to the provisions of the Act, an Independent Director shall not be entitled to any stock option of the Company. The officers or other employees of the Company and its subsidiaries will be granted stock options in terms of the Company Employees Stock Option policy subject to special resolution passed by company and such other conditions as may be prescribed by the Act.

15. Remuneration to KMP, Senior Management Personnel and Other Employees

- The KMP, Senior Management Personnel and other employees of the Company shall be paid monthly remuneration, salary advance and loans etc. as per the Company's HR policies and/or as approved by the NRC. The break-up of the pay scale and quantum of perquisites including employer's contribution to P.F., pension scheme, medical expenses, club fees, etc. shall be as per the Company's HR policies.
- As and when required by the NRC, a presentation shall be given by the HR Head

detailing the performance bonus payouts as well as the proposed increments in any financial year. The NRC shall peruse and give its suggestions, if any, on the process for giving increments and performance bonus payouts for implementation by the Company.

- This Policy shall apply to all future/continuing employment/engagement(s) with the Company. In other respects, the Policy shall be of guidance for the Board. Any departure from the Policy shall be recorded and reasoned in the NRC and Board meeting minutes.
- The remuneration for KMP and Senior Managerial Personnel of the Company shall be approved by the NRC based on the recommendation of the Chairman & Managing Director and for other employees based on the recommendation of the HR Head in consultation with the Heads of various Department/Hotels of the Company. In case any of the relevant regulations require that remuneration of KMPs or any other officer is to be specifically approved by the NRC and/ or the Board of Directors/Shareholders, then such approval will be accordingly obtained.

16. Dissemination

The key features of the Policy shall be published on Company's website and accordingly will also be disclosed in the Annual Report as part of Board's report therein.

17. Miscellaneous

- The NRC or the Board may review the Policy as and when it deems necessary.
- The NRC may issue the guidelines, procedures, formats, reporting mechanism for better implementation of this Policy, wherever it thinks necessary.
- This Policy may be amended or substituted, in whole or in part, by the NRC or Board.
- In case of any statutory change not being consistent with the provisions laid down under this Policy, then such change shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such statutory change to the Act and the Compliance Officer of the Company shall ensure that such amendment is disseminated on the website of the Company, wherever required.

ANNEXURE-3

Report on Corporate Social Responsibility (CSR) Activities

- A brief outline of the company's CSR policy:** The CSR policy was formulated in terms of provision of Section 135(4) of the Companies Act, 2013 read with Rule 6 of the Companies (Corporate Social Responsibility Policy) Rules, 2014. As per CSR policy the Company shall undertake any CSR activities/projects/programs in the areas as specified in Schedule VII of the Act as amended from time to time.

2. The Composition of the CSR Committee:

Sl. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Paramartha Saikia (Chairman & Member)	Non-Executive Independent Director	3	3
2	Mr. Patanjali Govind Keswani (Member)	Chairman and Managing Director	3	3
3	Mr. Aditya Madhav Keswani (Member)	Non-Executive Director	3	2
4	Ms. Freyan Jamshed Desai (Member)	Non-Executive Independent Director	3	3

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

The Composition of CSR committee, CSR Policy approved by the board are available in the 'Investors Relation' section at the Company's website https://www.lemontreehotels.com/factsheet/Policies/Corporate_Social_Responsibility_Policy.pdf.

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable: Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: Not Applicable

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
		NIL	

6. Average net profit of the company as per section 135(5): ₹2062.28 Lakhs

7. (a) 2% of average net profit of the company as per section 135(5): ₹41.25 Lakhs

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL

(c) Amount required to be set off for the financial year, if any: NA

(d) Total CSR obligation for the financial year (7a+7b-7c): ₹41.25 Lakhs

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
₹41,25,000	Nil	NA	NA	Nil	NA

**(b) Details of CSR amount spent against ongoing projects for the financial year: NA**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the project.		Project duration. Name	Amount allocated for the project (in ₹). CSR Registration number.	Amount spent in the current financial Year (in ₹).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency
				State.	District.						
N.A.											

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)		
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No).	Location of the project.		Amount spent for the project (in ₹).	Mode of implementation- Direct (Yes/No).	Mode of implementation - Through implementing agency	
				State.	District.			Name	CSR registration number
1	Special Needs Centre	(ii) employment enhancing vocational skills	Yes	Uttarakhand-	Dehradun	7,24,000	No	Aasraa Trust	CSR00000096
2	Upskilling of Youth with Disabilities towards Employment in AADI's Urban Community Based Rehabilitation (UCBR) Program	(ii) employment enhancing vocational skills	Yes	Delhi-Shahdara	district	7,24,000	No	Action for Ability Development & Inclusion (AADI)	CSR00001949
3	Workplace at Ananda, Gurugram and work and Employment Program at Jasola Vihar, New Delhi	(ii) employment enhancing vocational skills	Yes	Delhi-South East	Haryana-Gurugram	7,24,000	No	Action for Autism	CSR00001344
4	Training and employment of Persons with intellectual & developmental disability in Mainstream workplaces	(ii) employment enhancing vocational skills	Yes	Delhi- South West	Haryana- Gurugram	7,24,000	No	Muskaan-PAEPID	CSR00005862
5	Main streaming deaf youth through skill development and livelihoods (UCBR) Program	(ii) employment enhancing vocational skills	Yes	Uttar Pradesh-	Gautam Budh Nagar	7,24,000	No	Noida Deaf Society	CSR00000396
6	Employability skills training program for Speech and Hearing Impaired	(ii) employment enhancing vocational skills	Yes	New Delhi- West	Rajasthan -Jaipur Bihar - Patna Madhya Pradesh - Indore and Gwalior	5,05,000	No	Sai Swayam Society For The Hearing Impaired	CSR00000290

(d) Amount spent in Administrative Overheads: Nil**(e) Amount spent on Impact Assessment, if applicable: Not Applicable****(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹41,25,000/-****(g) Excess amount for set off, if any**

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	41,24,562
(ii)	Total amount spent for the Financial Year	41,25,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	438
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9. (a) Details of Unspent CSR amount for the preceding three financial years: NA

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹).	Date of transfer.	
NIL							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): NA

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in ₹).	Amount spent on the project in the reporting Financial Year (in ₹).	Cumulative amount spent at the end of reporting Financial Year. (in ₹)	Status of the project - Completed / Ongoing.

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): Not Applicable

- Date of creation or acquisition of the capital asset(s).
- Amount of CSR spent for creation or acquisition of capital asset.
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
- Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

For & On behalf of the Board of Directors
Lemon Tree Hotels Limited

Sd/-

Patanjali Govind Keswani
Chairman & Managing Director
DIN: 00002974

Sd/-

Paramartha Saikia
Chairman-CSR Committee
DIN: 07145770

DATE: 29th May, 2024
PLACE: Mumbai



(₹ in Lakhs)

Sl. No.	17	18	19	20
Name of the Subsidiary	Berggruen Hotels Private Limited	Celsia Hotels Pvt. Ltd.	Inovoa Hotels And Resorts Ltd.	Iora Hotels Pvt. Ltd.
Date since when subsidiary was acquired	01.11.2019	29.03.2012	16.08.2013	14.11.2013
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A.	N.A.	N.A.
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A.	N.A.	N.A.	N.A.
Share Capital#	5,455.16	3.53	3,828	1,955.80
Reserves & surplus	27,296.11	9,011.18	(1,471.80)	35,792.94
Total Assets	46,973.09	13,260.19	6,197.41	95,400.23
Total Liabilities	14,221.82	4,245.48	3,841.21	57,651.49
Investments**	-	702.14	-	-
Turnover	8,069.14	3,718.71	1,895.76	7,277.27
Profit/(Loss) before tax	(805.63)	1,509.19	169.70	(849.65)
Provision for taxation	-	433.17	56.77	(194.50)
Profit/(Loss) after tax	(805.63)	1,076.02	112.93	(655.15)
Proposed Dividend	-	-	-	-
% of shareholding***	58.91%	58.91%	58.91%	58.91%

Notes:

* Subsidiaries which are yet to commence operations.

** Investments except investments in subsidiaries.

*** % of shareholding covers both direct and indirect shareholding in the subsidiaries.

Includes only equity share capital

PART "B": ASSOCIATES AND JOINT VENTURES

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint ventures

Sl. No	1	2	3
Name of the Associate/Joint Ventures	Mind Leaders Learning India Pvt. Ltd.	Pelican Facilities Management Pvt. Ltd	Glendale Marketing Services Pvt. Ltd.
Last audited Balance Sheet Date	31 st March 2024	31 st March 2024	31 st March 2024
Date on which the Associate or Joint Venture was associated or acquired	06.06.2017	20.06.2017	10.12.2019
Shares of Associate held by the Company at year end: (Number)			
Amount of investment in Associate	INR 3.40 Lakhs	-	-
Total number of shares	3,40,000 Equity Shares	-	-
Extent of holding %	36.56%	-	-
Description of how there is significant influence	Due to percentage of shareholding	Being 100% subsidiary of our associate Mind Leaders Learning India Pvt. Ltd.	Being 100% subsidiary of our associate Pelican Facilities Management Pvt. Ltd.
Reason why the associate/joint venture is not consolidated		N.A	N.A
Net worth attributable to shareholding as per latest audited balance sheet	1434.09	-	-
Profit for the year (Consolidated)			
Considered in consolidation	70.04	N.A	N.A
Not considered in consolidation	N.A	N.A	N.A

For & On behalf of the Board of Directors
Lemon Tree Hotels LimitedSd/-
Kapil Sharma
Chief Financial OfficerSd/-
Jyoti Verma
Group Company Secretary
& Compliance Officer
M. No.: F7210Sd/-
Patanajali Govind Keswani
Chairman & Managing Director
DIN: 00002974Date: 29th May, 2024
Place: Mumbai



'Annexure - 5'

Corporate Governance Report

Introduction

The Company believes in good corporate governance practices. In compliance with Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the report containing the details of Corporate Governance of the Company is as follows:

Company's Philosophy on Corporate Governance

The Company's corporate governance philosophy revolved around fair and transparent governance and disclosure practices in line with the Principles of Good Corporate Governance. This philosophy is backed by principles of concerns, commitment, ethics, excellence and learning in all its acts and relationships with stakeholders, clients, associates and the community at Large. The Company believes that good Corporate Governance is a continuous process and strives to improve its Corporate Governance practices to meet

shareholder's expectations. The business is governed and supervised by a strong Board of Directors and together with the management, they are committed to uphold the principles of excellence across all activities.

The Company is compliant with the latest provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") as amended from time to time.

Composition of the Board

The Company is managed and controlled through the Board which comprises a combination of Executive and Non-Executive Directors (including Independent Non-Executive Directors) headed by the Executive Chairman. As on 31st March, 2024, the Board consists of 10 Directors, 7 (70%) of which were Independent Non-Executive Directors (including two Woman Director) and 2 were Non-Executive Non-Independent Directors.

The composition of the Board satisfies the conditions of the SEBI (LODR) Regulations.

S. No.	Name of Directors/KMP's	Designation
1	Mr. Patanjali Govind Keswani [§]	Chairman & Managing Director
2	Mr. Niten Malhan	Vice Chairman & Lead Independent Director (Non-Executive)
3	Dr. Arindam Kumar Bhattacharya*	Non-Executive Independent Director
4	Mr. Paramartha Saikia	Non-Executive Independent Director
5	Ms. Freyan Jamshed Desai	Non-Executive Independent Director
6	Mr. Willem Albertus Hazeleger	Non-Executive Director
7	Mr. Aditya Madhav Keswani	Non-Executive Director
8	Mr. Praveen Garg [^]	Non-Executive Independent Director
9	Mr. Sanjiv Nandan Sahai [^]	Non-Executive Independent Director
10	Ms. Smita Anand [^]	Non-Executive Independent Director

[§] Re-appointed as Chairman and Managing Director for a period of three years w.e.f 1st April, 2023 till 31st March 2026. His re-appointment has been approved by the members of the Company through Special Resolution passed via Postal ballot on 13th June, 2023.

* Dr. Arindam Kumar Bhattacharya ceased to be director w.e.f. 10th April, 2024 due to completion of his tenure.

[^] Mr. Praveen Garg, Mr. Sanjiv Nandan Sahai and Ms. Smita Anand has been appointed as Independent Directors for a first term of five years w.e.f. 09th November, 2023 till 8th November, 2028. Their appointment has been approved by the members of the Company through Special Resolution(s) passed via Postal ballot on 18th January, 2024.

Notes:

- Necessary disclosures regarding Committee positions in other public companies as on March 31, 2024, have been made by the Directors.
- None of the Directors are related to other Directors and the Key Managerial Personnel of the Company except Mr. Patanjali Govind Keswani and Mr. Aditya Madhav Keswani as father and son.

Board Meetings

During the Financial Year under review, the Board met five (5) times on 28th April, 2023, 30th May, 2023, 10th August, 2023, 9th November, 2023 and 6th February, 2024. The maximum gap between any two Board meetings was less than one hundred and

twenty (120) days. All Board meetings during the Financial Year under review were held either in person or through Video Conferencing (VC) and deemed venue of the meetings held through VC is Registered & Corporate Office of the Company at Asset No. 6,

Aerocity Hospitality District, New Delhi-110037, India. The necessary quorum was present for all the meetings.

The agenda papers and detailed notes are circulated to the Board well in advance of every meeting. Where it is not practicable to attach any document to the agenda, then the same is placed before the Board at the meeting and in special circumstances additional

items on the agenda are taken up at the meeting. The conduct of the Board meetings is in compliance with the applicable provisions of the Act and the Secretarial Standards on meetings of the Board of Directors issued by the Institute of Company Secretaries of India. In case of business exigencies or urgency of matters, resolutions are passed by circulation and same is placed before the Board in the next meeting.

Directors' Attendance Record and Directorships/ Committee Membership

Details of other Directorship and Chairmanship /Membership of Committees of each Director and Attendance of Directors at Board Meetings and last Annual General Meeting is as below:

Name of the Director	Category	No. of Board Level Committee Memberships / Chairmanships In other Indian Public Companies (5)		Attendance Particulars			No of Director ships (1)	Name of other Listed Entities in which they are director/ Independent Director (ID)
		Member	Chairman	No. of Board Meetings		Attendance at last AGM		
				Held/ entitled to attend	Attended	Attended		
Mr. Patanjali Govind Keswani	Promoter/ Executive Chairman & Managing Director	1	0	5	5	Yes	10	-
Mr. Aditya Madhav Keswani	Promoter/ Non-Executive Director	0	0	5	5	Yes	6	-
Mr. Willem Albertus Hazeleger	Non-Executive Director	0	0	5	5	Yes	1	-
Mr. Niten Malhan	Non-Executive Independent Director	4	1	5	5	Yes	8	1. Max India Ltd. (Independent Director) 2. Max Estates Ltd. (Independent Director)
Dr. Arindam Kumar Bhattacharya*	Non-Executive Independent Director	6	0	5	5	Yes	6	1. Bajaj Holdings and Investment Ltd. (Independent Director) 2. Info Edge India Ltd. (Independent Director) 3. Bajaj Finance Ltd. (Independent Director)
Mr. Paramartha Saikia	Non-Executive Independent Director	2	0	5	4	Yes	7	Salora International Ltd. (Independent Director)
Ms. Freyan Jamshed Desai	Non-Executive Independent Director	1	1	5	5	Yes	4	-
Ms. Smita Anand	Non- Executive Independent Director	2	0	1	1	No	3	1. Butterfly Gandhimathi Appliances Ltd. (Independent Director) 2. Crompton Greaves Consumer Electricals Ltd. (Independent Director)
Mr. Sanjiv Nandan Sahai	Non- Executive Independent Director	1	0	1	1	No	1	-
Mr. Praveen Garg	Non- Executive Independent Director	1	1	1	1	No	3	-

* Dr. Arindam Kumar Bhattacharya ceased to be a Non-Executive Independent Director of the Company w.e.f. 10th April, 2024.

**Notes:**

- (1) The Directorships held by Directors as mentioned above (includes Lemon Tree Hotels Limited) does not include alternate directorships and directorships in foreign companies, companies registered under Section 8 of the Companies Act, 2013 and Private Limited Companies.
- (2) None of the Directors of the Company hold Directorships in more than 20 (Twenty) Companies or more than 10 (Ten) public companies whether listed or not. Necessary disclosures regarding Directorship positions in other companies as on 31st March, 2024 have been made by the Directors.
- (3) None of the Directors on the Board is a member of more than 10 (Ten) committees or Chairman of more than 5 (Five) committees (as specified in Regulation 26 of the SEBI (LODR) Regulations across all public limited companies, whether listed or not, in which he is a Director
- (4) The Independence of a Director is determined by the criteria stipulated under Regulation 16(1)(b) of SEBI (LODR) Regulations, Section 149(6) of the Companies Act, 2013 and rules made thereunder.
- (5) In accordance with the SEBI (LODR) Regulations, Memberships / Chairmanships of only Audit Committee and Stakeholders Relationship Committee/Shareholders'/Investors' Grievance Committee of all public limited Companies (including Lemon Tree Hotels Limited) have been considered.
- (6) Includes Attendance, if any, through Video Conferencing facilities, provided to the directors to facilitate participation in the meetings.

Independent Directors

Mr. Niten Malhan, Mr. Paramartha Saikia, Dr. Arindam Kumar Bhattacharya, Ms. Smita Anand, Mr. Sanjiv Nandan Sahai, Mr. Praveen Garg and Ms. Freyan Jamshed Desai were the Independent Directors of the Company as on 31st March, 2024.

Terms and conditions of appointment of Independent Directors have been disclosed on the website of the Company at https://www.lemontreehotels.com/factsheet/Policies/Terms_and_Condition_for_Appointment_of_Independent_Directors.pdf.

Independent Directors neither serve in more than 7 (seven) listed companies nor any Independent Director who is a Whole Time Director in any other Company serves as Independent Director in more than 3 (three) listed companies.

All the Independent Directors has given necessary declarations in terms of Section 149(7) of the Act and SEBI (LODR) Regulations that they meet the criteria

of independence as laid down under Section 149(6) of the Act and SEBI (LODR) Regulations and the Board hereby confirms that the Independent Directors fulfill the conditions specified in these regulations and are independent of the management.

Independent Directors Meeting

A separate meeting of the Independent Director's was held on 28th May, 2024 without the presence of Executive Directors or non-independent Directors and members of the management.

The Independent Directors in the said meeting had, inter-alia:

- i. reviewed the performance of non-independent directors and the Board as a whole;
- ii. reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- iii. assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Company does not have any pecuniary relationship with any Non-Executive or Independent Director except for payment of sitting fees to Independent Director for attending the Board and committee meetings.

Familiarization Programme(s) for Independent Directors

Orientation and familiarization programmes are conducted from time to time through reports/internal policies/presentations to enable them to understand their roles and responsibilities, nature of the industry in which the Company operated, business model of the Company, it's strategic and operating plans. The Code of Conduct for the Director's, the Code of Conduct to Regulate, Monitor and Report trading by insiders, the Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information and various other policies are also shared with them, from time to time. Further, during the year, presentations were also made from time to time at the Board and its Committee meetings, on regular intervals, covering the business and financial performance of the Company, business outlook and budget, expansion plans, succession plans etc.

The details of the familiarization programme for the Independent Directors are available on the website of the Company at

https://www.lemontreehotels.com/factsheet/Policies/Familiarization_Programme_for_Independent_Directors.pdf

Matrix Setting Out the Skills/Expertise/Competence of the Board of Directors

The Board of Directors has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company which are currently available with the Board:

Business	Understanding of business dynamics, across various geographical markets, industry verticals and regulatory jurisdictions.
Leadership	Extended Leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning and risk management. Demonstrated strengths in developing talent, planning succession and driving change and long term growth.
Strategy and Planning	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.
Governance	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long term effective stakeholder engagements and driving corporate ethics and values.
Financial	Leadership of a financial firm or management of the finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation and financial reporting processes or experience in actively supervising a principle financial officer, principle accounting officer, controller, public accountant, auditor or person performing similar function.
Sales & Marketing	Experience in developing strategies to grow sales and market share, build awareness and equity and enhance enterprise reputation.

In terms of requirement of Listing Regulations, the Board has identified the following core skills / expertise / competencies of the Directors in the context of the Company's business for effective functioning as given below:

Name of the Director	Business	Leadership	Strategy and Planning	Governance	Financial	Sales & Marketing
Mr. Patanjali Govind Keswani	✓	✓	✓	✓	✓	✓
Mr. Aditya Madhav Keswani	✓	✓	✓	✓		
Mr. Willem Albertus Hazeleger	✓	✓	✓	✓	✓	
Dr. Arindam Kumar Bhattacharya*	✓	✓	✓	✓	✓	
Mr. Paramartha Saikia	✓	✓		✓		✓
Mr. Niten Malhan	✓	✓	✓	✓	✓	
Ms. Freyan Jamshed Desai	✓	✓		✓	✓	
Ms. Smita Anand		✓	✓	✓		✓
Mr. Praveen Garg	✓	✓	✓	✓	✓	
Mr. Sanjiv Nandan Sahai	✓	✓	✓	✓	✓	

* Dr. Arindam Kumar Bhattacharya ceased to be an Independent Non-Executive Director of the Company effective 10th April, 2024.

Shares and Convertible Instruments held by Non-Executive Directors

The shareholding of Non-Executive Directors as on 31st March, 2024 is as follows:

Name of the Director	Designation	No. of Shares Held (face value of ₹ 10 each)
Mr. Niten Malhan	Vice Chairman and Lead Independent Non-Executive Director	-
Dr. Arindam Kumar Bhattacharya*	Independent Non-Executive Director	7,82,740
Mr. Paramartha Saikia	Independent Non-Executive Director	1,06,160
Ms. Smita Anand	Independent Non-Executive Director	-
Mr. Praveen Garg	Independent Non-Executive Director	-
Mr. Sanjiv Nandan Sahai**	Independent Non-Executive Director	70,722
Ms. Freyan Jamshed Desai	Independent Non-Executive Director	-
Mr. Willem Albertus Hazeleger	Non-Executive Director	-
Mr. Aditya Madhav Keswani	Non-Executive Director	-

* Dr. Arindam Kumar Bhattacharya ceased to be an Independent Non-Executive Director of the Company effective 10th April, 2024.

** Includes shares held jointly with his daughter.

As on 31st March, 2024, the Company does not have any convertible instruments.



Committees of Board of Directors

The mandatory Committees constituted by the Board of Directors of the Company are as under:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Corporate Social Responsibility Committee;
4. Stakeholder's Relationship Committee; and
5. Risk Management Committee.

The composition of all the mandatory Committees meets the requirements of the Act and the SEBI (LODR) Regulations.

The details of the role and composition of the Committees of the Board including the number of meetings held during the Financial Year under review and attendance thereat, are provided below.

Audit Committee

Brief Terms of reference:

The terms of reference of the Audit Committee satisfy the requirement of Section 177 of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 18 of SEBI (LODR) Regulations.

The Audit Committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Chairman of the Committee is financially literate and all other members of the Audit Committee have accounting or related financial management expertise.

The Audit Committee of the Company, inter alia, performs the following functions:

- a. Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- b. Recommending to the Board, the appointment, reappointment, terms of appointment and, if required, the replacement or removal of the – statutory auditor and the fixation of audit fees.
- c. Approving payment to statutory auditors for any other services rendered by the statutory auditors.
- d. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Clause (c) of Sub-Section(3) of Section 134 of the Companies Act 2013;

- ii) Changes, if any, in accounting policies, practices and reasons for the same;
 - iii) Major accounting entries involving estimates based on the exercise of judgment by management;
 - iv) Significant adjustments made in the financial statements arising out of audit findings;
 - v) Compliance with listing and other legal requirements relating to financial statements;
 - vi) Disclosure of any related party transactions; and
 - vii) Qualifications in the draft audit report.
- e. Reviewing the financial statements with respect to its unlisted Subsidiary(ies), in particular investments made by such Subsidiary(ies).
 - f. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
 - g. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or Right issue, and making appropriate recommendations to the Board to take up steps in this matter.
 - h. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
 - i. Approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed.
 - j. Scrutiny of inter-corporate loans and investments.
 - k. Valuation of undertakings or assets of the listed entity, wherever it is necessary.
 - l. Evaluation of internal financial controls and risk management systems.
 - m. Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
 - n. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 - o. Discussing with internal auditors of any significant findings and follow up there on.

- p. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- q. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- r. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- s. Recommending to the Board of Directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services.
- t. To review the functioning of the whistle blower mechanism.
- u. Approval of appointment of Chief Financial Officer (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
- v. Oversee the vigil mechanism established by the Company and the chairman of audit committee shall directly hear grievances of victimization of employees and directors, who use vigil mechanism to report genuine concerns in appropriate and exceptional cases.
- w. Mandatorily review the following:
 - management discussion and analysis of financial condition and results of operations;
 - management letters / letters of internal control weaknesses issued by the statutory auditors;
 - internal audit reports relating to internal control weaknesses;
 - the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
 - statement of deviations;
 - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of SEBI Listing Regulations;
 - annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of SEBI Listing Regulations.

- x. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- y. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders
- z. Any other matter as may be prescribed, from time to time, to be referred to the Audit Committee in terms of the Companies Act 2013/ SEBI (LODR) Regulations and the applicable rules, regulations thereto.

Composition, Meetings and Attendance of the Audit Committee

The Audit Committee constituted is in compliance with the provisions of Section 177 of the Act and Regulation 18 of the SEBI (LODR) Regulations.

During the Financial Year under review, the Audit Committee met Six (6) times on 28th April, 2023, 29th May, 2023, 9th August, 2023, 8th November, 2023, 13th December, 2023 and 5th February, 2024 with the necessary quorum being present at each meeting.

Name of the Members	Category	No. of Meetings attended
#Mr. Niten Malhan (Chairman)	Independent Non-Executive Director	6
*Dr. Arindam Kumar Bhattacharya	Independent Non-Executive Director	6
Ms. Freyan Jamshed Desai	Independent Non-Executive Director	5
**Mr. Sanjiv Nandan Sahai	Independent Non-Executive Director	N.A.
\$Mr. Praveen Garg	Independent Non-Executive Director	N.A.

Mr. Niten Malhan ceased to be Chairman and Member of the Audit Committee w.e.f. 29th May, 2024

* Dr. Arindam Kumar Bhattacharya ceased to be an Independent Director and member of the Audit Committee of the Company effective 10th April, 2024.

** Mr. Sanjiv Nandan Sahai was appointed as member of the Audit Committee w.e.f. 6th February, 2024.

\$ Mr. Praveen Garg was appointed as member of the Audit Committee w.e.f. 6th February, 2024 and designated as Chairperson w.e.f. 29th May, 2024.

The Company Secretary of the Company acts as the Secretary for the Audit Committee.



Nomination and Remuneration Committee

The terms of reference of the Nomination and Remuneration Committee satisfy the requirement of Section 178 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 19 of the SEBI (LODR) Regulations and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. The Committee also acts as Compensation Committee and is responsible for administering the Employee Stock Option Plan of the Company and determining eligibility of employees for stock options.

The Nomination and Remuneration Committee of the Company, inter alia, performs the following functions:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees.
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - use the services of an external agencies, if required;
 - consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - consider the time commitments of the candidates
- Formulation of criteria for evaluation of performance of independent directors and the Board.
- Devising a policy on diversity of the Board.
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommending to the Board their appointment and removal.
- Extension or continuance of the terms of appointment of the independent directors, on the basis of the report of performance evaluation of independent directors.
- Identifying persons who are qualified to become directors and who may be appointed in senior

management in accordance with the criteria laid down, recommend to the board of directors their appointment and removal and carry out evaluation of every director's performance (including that of independent directors).

- Recommend to the board, all remuneration, in whatever form, payable to senior management
- Performing such other activities as may be delegated by the Board or specified/ provided under the Companies Act 2013 or by the SEBI (LODR) Regulations or by any other applicable law or regulatory authority.

Composition, Meetings and Attendance of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee constituted is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations.

During the Financial Year under review, the Nomination & Remuneration Committee met three (3) times on 30th May, 2023, 10th August, 2023 and 9th November, 2023 with the necessary quorum being present at each meeting:

Name of the Members	Category	No. Of Meetings attended
\$Mr. Niten Malhan (Chairman)	Independent Non-Executive Director	3
Mr. Paramartha Saikia	Independent Non-Executive Director	3
Ms. Freyan Jamshed Desai	Independent Non-Executive Director	3
*Dr. Arindam Kumar Bhattacharya	Independent Non-Executive Director	3
**Ms. Smita Anand	Independent Non-Executive Director	N.A.
#Mr. Willem Albertus Hazeleger	Non-Executive Director	N.A.
Mr. Sanjiv Nandan Sahai	Independent Non-Executive Director	N.A.

- \$ Mr. Niten Malhan ceased to be Chairman and member with effect 29th May, 2024.
- *Dr. Arindam Kumar Bhattacharya ceased to be the member of the Committee w.e.f. 10th April, 2024.
- **Ms. Smita Anand was appointed as member of the Nomination and Remuneration Committee w.e.f. 6th February, 2024 and designated as Chairperson w.e.f. 29th May, 2024.
- # Mr. Willem Albertus Hazeleger has been inducted as the member w.e.f. 29th May, 2024.

The Company Secretary of the Company acts as the Secretary for the Nomination & Remuneration Committee.

Performance Evaluation Criteria for Directors

Pursuant to the provisions of Section 134(3)(p) of the Act read with the SEBI (LODR) Regulations, the Nomination and Remuneration Committee carried out the annual performance evaluation of the Directors individually including the Chairman and the Board evaluated the overall effectiveness of the Board of Directors including its Committees based on the ratings given by the Nomination & Remuneration Committee of the Company.

The performance evaluation of the Independent Non-Executive Directors was carried out by the entire Board on the criteria and framework adopted by Board (the concerned Director being evaluated did not participate). On the basis of ranking filled in the evaluation questionnaire and discussion of the Board, the Directors have expressed their satisfaction on the performance of the Independent Non-Executive Directors.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee of the Board was constituted to oversee the CSR Policy and recommend and monitor the amount of expenditure to be incurred on the activities mentioned in Schedule VII of the Act.

The terms of reference of the Corporate Social Responsibility Committee inter alia includes the following:

- To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act 2013 and make any revisions therein as and when decided by the Board.
- To recommend the amount of expenditure to be incurred on the activities referred to in (a).
- To monitor the Corporate Social Responsibility Policy of the company from time to time.
- To do such other acts, deeds and things as may be required to comply with the applicable laws.
- To perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act 2013 or by the SEBI (LODR) Regulations or statutorily prescribed under any other law or by any other regulatory authority.

Composition, Meetings and Attendance of the Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee has been constituted with the following members in compliance with the provisions of Section 135 of the Act.

During the Financial Year under review, three (3) meeting of the Corporate Social Responsibility Committee has been held on 30th May, 2023, 9th November, 2023 and 5th March, 2024 with the necessary quorum being present at the meeting.

Name of the Members	Category	No. Of Meetings attended
Mr. Paramartha Saikia (Chairman)	Non-Executive Independent Director	3
Mr. Patanjali Govind Keswani	Executive - Chairman & Managing Director	3
Mr. Aditya Madhav Keswani	Non- Executive Director	2
Ms. Freyan Jamshed Desai	Non- Executive Independent Director	3

Note: The Company Secretary of the Company acts as the Secretary for the Corporate Social Responsibility Committee.

The CSR policy adopted by the company is uploaded on the website of the company at

https://www.lemontreehotels.com/factsheet/Policies/Corporate_Social_Responsibility_Policy.pdf

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee has been constituted in terms of Section 178 of the Act and Regulation 20 of the SEBI(LODR) Regulations, for redressal of investor complaints, shareholders related issues, transfer/transmission of securities etc.

The terms of reference of the Stakeholders Relationship Committee inter-alia includes the following:

- Monitoring the grievance and redressal of all security holders' grievances such as complaints related to non-receipt of allotment/refund, review of cases for refusal of transfer/transmission of shares, including non-receipt of share certificates, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, etc. and assisting with quarterly reporting of such complaints.
- Allotting of equity shares, giving effect to all transfer/ transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, splitting and issuing of duplicate/ consolidated share certificates, complying with all the requirements related to shares, debentures and other securities from time to time.
- Reviewing statutory compliances pertaining to share/security capital, processes, shareholders and depositories(NSDL/CDSL).
- Oversee the performance of the registrars and transfer agents of our Company and to recommend measures for overall improvement in the quality of investor services.



- e. Review of measures taken for effective exercise of voting rights by shareholders
- f. Review of the adherence to the service standards adopted by the company in respect of various services being rendered by the Registrar and Share Transfer Agent.
- g. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- h. Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification/ amendment or modification as may be applicable.

Composition, Meetings and Attendance of the Stakeholder's Relationship Committee

The Stakeholders' Relationship Committee constituted is in compliance with the provisions of Section 178 (5) of the Act and the SEBI (LODR) Regulations.

During the Financial Year under review, one (1) meeting of the Stakeholder's Relationship Committee has been held on 30th May, 2023 with necessary quorum being present at the meeting:

Name of the Members	Category	No. Of Meetings attended
Ms. Freyan Jamshed Desai (Chairperson)	Independent Non-Executive Director	1
Mr. Paramartha Saikia	Independent Non-Executive Director	1
Mr. Patanjali Govind Keswani	Executive- Chairman & Managing Director	1

The Company Secretary of the Company acts as the Secretary for the Stakeholder's Relationship Committee.

Name and Designation of Compliance Officer:

Ms. Jyoti Verma
Group Company Secretary & Compliance officer

Investor Grievances/Complaints

The details of the investor complaints received and resolved during the Financial Year 2023-24 are as follows:

Number of Investor Complaints received so far	0
Number of complaints resolved	0
Number of complaints not solved to the satisfaction of shareholders	0
Number of pending complaints	0
Closing Balance	0

Risk Management Committee

The Risk Management Committee has been constituted in terms of Regulation 21 of the SEBI (LODR) Regulations and the terms of reference of the Risk Management Committee inter alia includes the following:

- (1) To formulate a detailed risk management policy which shall include:
 - a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cybersecurity risks or any other risk as may be determined by the Committee.
 - b) Measures for risk mitigation including systems and processes for internal control of identified risks.
 - c) Business continuity plan.
- (2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- (3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- (4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- (6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

Composition, Meetings and Attendance of the Risk Management Committee

The Risk Management Committee with the following members is in compliance with the provisions of Regulation 21 of SEBI (LODR) Regulations.

During the Financial Year under review, three (3) meetings of the Risk Management Committee have been held on 30th May, 2023, 9th November, 2023, and 6th February, 2024 with the necessary quorum being present at the meeting:

Name of the Members	Category	No. Of Meetings attended
@Ms. Freyan Jamshed Desai (Chairperson)	Independent Non-Executive Director	3
Mr. Patanjali Govind Keswani	Executive - Chairman & Managing Director	3
*Dr. Arindam Kumar Bhattacharya	Independent Non-Executive Director	3
Mr. Niten Malhan	Independent Non-Executive Director	3
**Mr. Willem Albertus Hazeleger	Non- Executive Director	2
***Mr. Vikramjit Singh	Senior Management (President)	2
#Mr. Kapil Sharma	Senior Management (Chief Financial Officer)	3
\$Mr. Praveen Garg	Independent Non-Executive Director	N.A
^Mr. Aditya Madhav Keswani	Non- Executive Director	N.A

@ ceased to be chairperson and member of the Committee w.e.f. 29th May, 2024.

* ceased to be the member of the Committee w.e.f. 10th April, 2024.

** appointed as member of the Committee w.e.f. 30th May, 2023; designated as chairperson w.e.f. 29th May, 2024

*** ceased to be the Member of the Committee w.e.f. 31st January, 2024.

ceased to be member of the Committee w.e.f. 6th February, 2024.

\$ appointed as member with effect from 29th May, 2024.

^ appointed as member with effect from 29th May, 2024.

Particulars of Senior Management and Changes therein Since the Close of the Previous Financial Year

Name of the Senior Management Personnel ('SMP')	Designation	Changes if any, since the close of Previous Financial year (Yes/No)	Nature of Change and effective date
Mr. Vikramjit Singh	President	Yes	Resigned as President w.e.f. 31 st January, 2024
Mr. Davander Tomar	EVP- Corporate Affairs	No	-
Mr. Kapil Sharma	EVP- Finance & CFO	No	-
Mr. Jagdish Kumar Chawla	EVP- Projects & Engineering	No	-
Ms. Harleen Mehta	Senior VP- Sales	No	-
Mr. Rajesh Kumar	Senior VP- HR	No	-
Ms. Ritu Ranjan	Senior VP- Aesthetics & Design	No	-
Mr. Vilas Pawar	CEO- Managed and Franchised Division	No	-
Ms. Aradhana Lal	Senior VP- Sustainability & ESG	No	-
Mr. Sumant Jaidka	Senior VP- Ops & COO	No	-
Mr. Nikhil Sethi	AVP Legal & Group Company Secretary & Compliance officer	Yes	Resigned w.e.f. 31 st October, 2023
Ms. Jyoti Verma	Group Company Secretary & Compliance Officer	Yes	Appointed w.e.f. 21 st November, 2023

Remuneration of Directors

Details of Remuneration paid or payable to Directors for the year ended 31st March, 2024:

Name of the Director^	Category	Salary including Perquisite & PF (₹ In Lakhs)	Sitting Fees^^ (₹ In Lakhs)	Tenure Upto	Notice Period	Total (₹ In Lakhs)
Mr. Patanjali Govind Keswani*	Executive (Chairman & MD)	429.25	N.A.	31.03.2026	N.A.	429.25
Mr. Aditya Madhav Keswani	Non-Executive Director	Nil	N.A.	N.A.	N.A.	Nil
Mr. Willem Albertus Hazeleger	Non-Executive Director	Nil	0.85	N.A.	N.A.	0.85
Ms. Freyan Jamshed Desai	Non-executive Independent Director	Nil	8.45	14.06.2027	N.A.	8.45
Mr. Niten Malhan	Vice Chairman and Lead Independent Non-Executive Director	Nil	8.55	05.11.2025	N.A.	8.55
Mr. Paramartha Saikia	Independent Non- Executive Director	Nil	4.90	14.06.2027	N.A.	4.90



Name of the Director [^]	Category	Salary including Perquisite & PF (₹ In Lakhs)	Sitting Fees ^{^^} (₹ In Lakhs)	Tenure Upto	Notice Period	Total (₹ In Lakhs)
Dr. Arindam Kumar Bhattacharya**	Independent Non Executive Director	Nil	8.55	10.04.2024	N.A.	8.55
Ms. Smita Anand [#]	Independent Non- Executive Director	Nil	0.75	08.11.2028	N.A.	0.75
Mr. Praveen Garg [#]	Independent Non-Executive Director	Nil	0.75	08.11.2028	N.A.	0.75
Mr. Sanjiv Nandan Sahai [#]	Independent Non- Executive Director	Nil	0.75	08.11.2028	N.A.	0.75

* Mr. Patanjali Govind Keswani has been re-appointed as Chairman and Managing Director w.e.f. 1st April, 2023 vide postal ballot results declared on 14th June, 2023.

** Dr. Arindam Kumar Bhattacharya ceased to be an Independent Director of the Company w.e.f. 10th April, 2024.

[#] Ms. Smita Anand, Mr. Praveen Garg and Mr. Sanjiv Nandan Sahai were appointed as Independent Non-Executive Directors of the Company w.e.f. 9th November, 2023.

[^] There are no severance fees payable to any of the Directors.

^{^^} The Non-Executive Directors were paid sitting fees of ₹ 75,000/- for attending each meeting of the Board and ₹ 50,000/- for each Audit and Nomination & Remuneration Committee meetings and ₹ 10,000/- for each other Committee meetings.

Criteria for making payments to Non-Executive Directors including all pecuniary relationship or transactions of Non-Executive Directors

Non-Executive Directors are not paid any remuneration other than sitting fees for attending the meetings of the Board and Committee meetings as approved by the Board. No sitting fee is paid to Mr. Aditya Madhav Keswani who is a non executive director.

There has been no pecuniary relationship or transaction of the Non-Executive Director vis-a-vis the Company during the year except sitting fees paid to them as detailed above.

General Body Meeting

The date, time and venue of the last three Annual General Meeting are given below.

Financial Year	Date	Time	Venue	Special Resolution Passed
2022-23	27.09.2023	03.00 P.M	Meeting was held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") facility. (Deemed Venue - Regd. Office: Lemon Tree Hotels Limited, Asset No. 6, Aerocity Hospitality District, New Delhi-110037)	Yes
2021-22	14.09.2022	03.00 P.M	Meeting was held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") facility. (Deemed Venue - Regd. Office: Lemon Tree Hotels Limited, Asset No. 6, Aerocity Hospitality District, New Delhi-110037)	Yes
2020-21	30.09.2021	03.00 P.M	Meeting was held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility. (Deemed Venue - Regd. Office: Lemon Tree Hotels Limited, Asset No. 6, Aerocity Hospitality District, New Delhi-110037)	No

Postal Ballot

During the Financial Year 2023-24, the members of the Company has passed following resolution(s) through postal ballot

Sr. No.	Date of Passing of Resolution	Description of Resolutions
1	13 th June, 2023	Approval for re-appointment of Mr. Patanjali Govind Keswani, as Chairman and MD for a period of 3 years commencing from April 1, 2023 to March 31, 2026 (Special Resolution) Approval of the limits for furnishing of Corporate Guarantee to Banks/Financials institutions for the Credit Facilities availed/to be availed by Iora Hotels Private Limited ("Iora"), a material subsidiary of the Company (Ordinary Resolution) Approval of the limits for furnishing of Corporate Guarantee to Banks/Financials institutions for the refinancing of Credit Facilities availed by Fleur Hotels Private Limited ("Fleur") a material subsidiary of the Company (Ordinary Resolution)
2	18 th January, 2024	Appointment of Mr. Praveen Garg (DIN: 00208604), as a Non-Executive Independent Director of the Company with effect from November 09, 2023 (Special Resolution) Appointment of Mr. Sanjiv Nandan Sahai (DIN: 00860449), as a Non-Executive Independent Director of the Company with effect from November 09, 2023 (Special Resolution) Appointment of Ms. Smita Anand (DIN: 00059228), as a Non-Executive Independent Director of the Company with effect from November 09, 2023 (Special Resolution)

Means of Communication

Information like Quarterly/Half yearly/Annual Financial Results and press releases on significant developments in the Company that have been made available from time to time have been submitted to the Stock Exchanges to enable them to put on their websites and communicated to their members. The same is also available to the Investors or to the Analysts, if any and are also hosted on the Company Website at www.lemontreehotels.com. The Quarterly/ Half yearly/Annual Financial Results are published in English and Hindi language newspapers normally in Financial Express and Jansatta. Moreover, a report on Management discussion and Analysis as well as Business Responsibility & Sustainability Report also forms part of the Board's Report. The Company is electronically filling all report/ information including quarterly results, shareholding pattern and Corporate Governance Report and so on, on NSE website www.nseindia.com and on BSE website www.bseindia.com.

The Company also ensures that the details of its business, financial information, investor presentations, shareholding pattern, compliance with corporate governance, policies, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances including all other mandatory disclosures are promptly and prominently displayed on the website of the Company at www.lemontreehotels.com

Prohibition of Insider Trading

During the Financial Year under review, the Company has in place a Code of Conduct for Prohibition of Insider Trading under the SEBI (Prohibition of Insider Trading) Regulations, 2015(" SEBI (PIT) Regulations") and the same is uploaded on the website of

the Company at https://www.lemontreehotels.com/factsheet/Policies/Code_of_Conduct_for_Regulation_Monitoring_and_Reporting.Pdf

The Company is also maintaining Structural Digital Database as required under SEBI (PIT) Regulations.

General Shareholder Information

A. Annual General Meeting:

The date of the Annual General Meeting for the Financial Year under review will be scheduled in due course of time. The date/cut-off date for the purpose of remote e-voting shall be communicated to shareholders though Notice of Annual General Meeting. The meeting shall be held through video conferencing in compliance with the provisions of the Act/ SEBI (LODR) Regulations.

B. Financial Year

The Financial Year of the Company starts from 1st day of April and ends on 31st day of March of next year.

Financial Calendar 2024 (tentative)

First Quarter Results: First/Second week of August, 2024

Second Quarter Results: First/Second week of November, 2024

Third Quarter Results: First/Second week of February, 2025

Audited Annual Results for the year ending on 31st March, 2025: Third/Fourth week of May, 2025

C. Dividend Payment Date

The Directors of the Company have not recommended any dividend for the Financial Year under review.



D. Name and Address of Stock Exchange and Date of Listing

S. No.	Name and address of the Stock Exchange	Date	Stock Code
1	National Stock Exchange of India Limited C-1, Block G, Bandra Kurla Complex Bandra (East), Mumbai 400 051	April 9 th , 2018	LEMONTREE
2	BSE Limited P. J. Towers, Dalal Street, Mumbai 400 001	April 9 th , 2018	541233

Annual Listing fees for the Financial Year 2024-25 have been paid by the Company to BSE Limited and National Stock Exchange of India Limited.

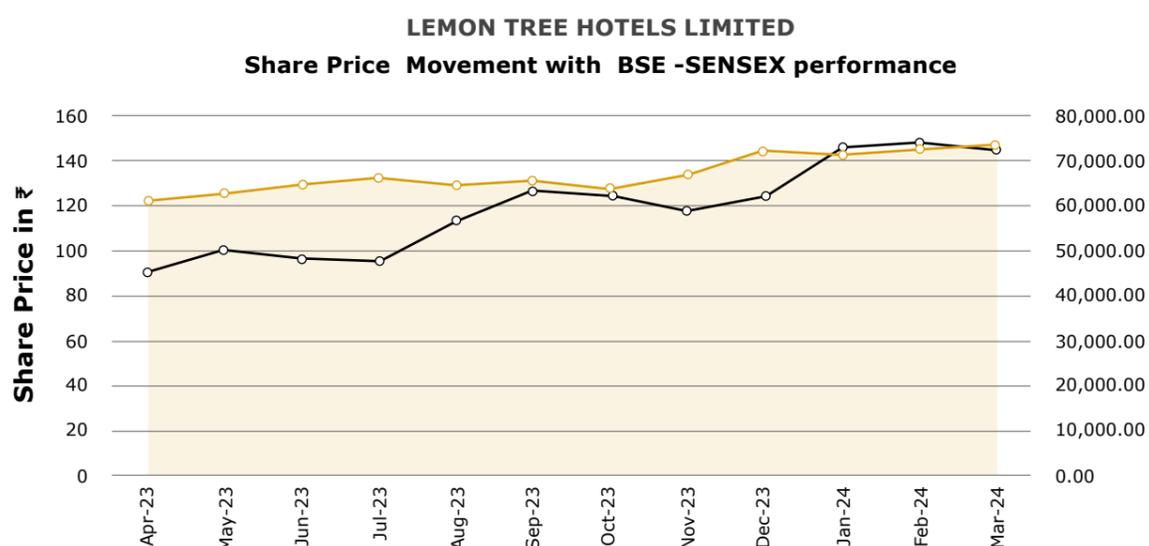
E. Stock Market Data & Stock Performance

The details of stock market data and Stock performance for financial year 2023-24 are as under:

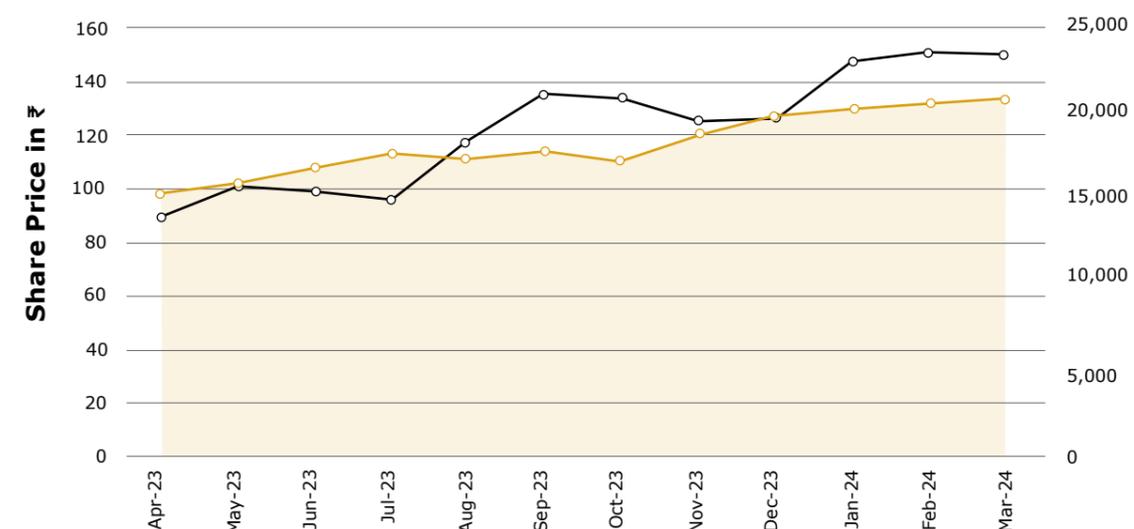
Market Price Data from April, 2023 to March, 2024

Month	BSE			NSE		
	High	Low	Volume (Nos.)	High	Low	Volume (Nos.)
Apr-23	90.39	75.17	14722554	90.40	75.15	131839363
May-23	99.90	87.50	14425574	99.90	87.35	141870106
Jun-23	97.55	91.56	6834660	97.60	91.55	77789975
Jul-23	95.60	89.95	5658672	95.60	89.90	58121959
Aug-23	112.85	92.49	13674446	112.80	92.35	221671652
Sep-23	126.70	105.50	16517472	126.80	105.50	192447191
Oct-23	125.20	100.75	10386955	125.20	100.75	122495477
Nov-23	118.30	106.35	5674153	118.30	106.30	69080966
Dec-23	123.50	112.05	7256989	123.40	111.80	93419756
Jan-24	144.70	118.50	17163067	144.65	118.50	240092063
Feb-24	147.20	126.60	12543489	147.25	126.35	106973120
Mar-24	146.30	122.20	4480632	146.35	122.15	67307478

Performance in comparison to broad-based indices



LEMONTREE HOTELS LIMITED
Share Price Movement with NIFTY performance



F. Share Transfer Agent

All the work related to the shares held in physical form as well as shares held in electronic (dematerialised) form is being done at a single point and for this purpose a SEBI registered category I Registrar and Share Transfer Agent has been appointed, whose details are given below.

KFin Technologies Ltd

(Formerly known as "KFin Technologies Private Limited")

"Selenium Building, Tower B", Plot NO. 31 & 32,

Financial District, Nanakramguda,

Serilingampally, Rangareddi, Hyderabad-500032, Telangana

Toll free number - 1-800-309-4001

E-mail: einward.ris@kfintech.com

Website: www.kfintech.com

G. Share Transfer System

To expedite the transfer of shares in physical form, authority has been delegated to the Stakeholder's Relationship Committee of the Board of Directors and all transfers shall be recorded by the Stakeholder's Relationship Committee within a period of 15 days from the date of receipt subject to the documents being complete and valid in all respects. Transfers of equity shares in dematerialised form are done through depositories with no involvement of the Company. Transfers of equity shares in physical form are processed by the Company's R&T Agents, M/s Kfin Technologies Ltd. The Company obtains a yearly certificate from a Company Secretary in Practice in respect of the share transfers as required under Regulation 40(9) of the SEBI (LODR) Regulations and files a copy of the said certificate to the stock exchanges on which the Company's shares are listed.



H. Distribution of Shareholding

The shareholding distribution of equity shares as on 31st March, 2024 is given hereunder:

Number of Equity Shares Held	Number of shareholders	% of total shareholders	Number of shares held	% Shareholding
1-5000	3,00,230	90.65	2,62,80,749	3.32
5001-10000	15,435	4.66	1,23,98,589	1.57
10001-20000	7406	2.24	1,10,94,784	1.40
20001-30000	2,886	0.87	73,26,805	0.92
30001-40000	1,312	0.40	47,05,258	0.59
40001-50000	1,005	0.30	47,54,038	0.60
50001-100000	1,502	0.45	1,10,37,836	1.39
100001-ABOVE	1,425	0.43	71,46,46,405	90.21
TOTAL	3,31,201	100.00	792246464	100.00

I. Category Wise Shareholding

S. No.	Description	Total No. of Equity Shares held as on 31 st March, 2024	% Equity
1	PROMOTER & PROMOTER GROUP - INDIVIDUAL	2619292	0.33
2	PROMOTER & PROMOTER GROUP - BODY CORPORATE	178608061	22.55
3	MUTUAL FUNDS	106665494	13.46
4	ALTERNATIVE INVESTMENT FUND	2191707	0.28
5	BANKS	105000	0.01
6	QUALIFIED INSTITUTIONAL BUYER	12674918	1.60
7	NBFC	1	0.00
8	FOREIGN PORTFOLIO INVESTORS	1	0.00
9	FOREIGN PORTFOLIO - CORP	214612507	27.09
10	KEY MANAGEMENT PERSONNEL	1037886	0.13
11	EMPLOYEES	3911221	0.50
12	RESIDENT INDIVIDUALS	119901231	15.14
13	NON-RESIDENT INDIAN NON REPATRIABLE	4205740	0.53
14	NON-RESIDENT INDIANS	3573144	0.45
15	FOREIGN NATIONALS	1500	0.00
16	FOREIGN BODIES CORPORATES	119897329	15.13
17	BODIES CORPORATES	19115646	2.41
18	CLEARING MEMBERS	2250	0.00
19	H U F	2638798	0.33
20	TRUSTS	22407	0.00
21	ESOP TRUST	462331	0.06
	Total:	792246464	100.00

J. Dematerialization of Shares

As on 31st March, 2024, 99.76% of the total equity shares were held in dematerialized form.

K. Outstanding Convertible Instruments

The Company doesn't have any Outstanding Convertible Instruments having any impact on the equity.

L. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

The Company has not undertaken any forex or hedging transactions during the year under review.

M. Hotel Location

The hotel location has been provided in the corporate overview section of the Integrated Report and also available at www.lemontreehotels.com.

N. Address for Correspondence

The investors may address their queries to the Company at the address mentioned herein below:

Ms. Jyoti Verma
Group Company Secretary & Compliance Officer
Asset No. 6, Aerocity Hospitality District
New Delhi 110 037, India
Tel: +91 11 4605 0122
Facsimile: +91 11 4605 0110
E-mail: sectdept@lemontreehotels.com

O. The securities of the Company were never suspended from trading on Stock Exchanges during the year

P. List of all Credit Ratings Obtained by the Entity Along with any Revisions thereto During the Relevant Financial Year, for all Debt Instruments of Such Entity or Any Fixed Deposit Programme or Any Scheme or Proposal of the Listed Entity Involving Mobilization of Funds, whether in India or Abroad

This is not applicable during the Financial Year under review.

Other Disclosures

Related Party Transactions

The Company has formulated a policy on materiality of Related Party Transactions and dealing with Related Party Transactions and the same has been disclosed on the Company's website at the following link:

https://www.lemontreehotels.com/factsheet/Policies/Related_Party_Transaction_Policy.pdf.

All related party transactions including transactions of repetitive in nature requiring omnibus approval are placed before the Audit Committee for approval.

The details of related party transactions entered into by the Company pursuant to each Omnibus

approval given, are reviewed by the Audit Committee. There were no materially significant related party transactions in the Company in the year that have any potential conflict with the interests of the Company.

Related Party Disclosures as required under the SEBI (LODR) Regulations are given in the notes to the Financial Statements.

Statutory Compliances/Penalty

There are no penalties, strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to capital markets during last three years.

Vigil Mechanism and Whistle Blower Policy

With a view to adopting the highest ethical standards in the course of business, the Company has a Whistle Blower Policy in place for reporting instances of conduct which are not in conformity with the policy. Directors, employees, vendors, or any person having dealings with the Company may report non-compliance to the Chairman of the Audit Committee, who reviews the report. Confidentiality is maintained of such reporting, and it is ensured that any whistle blower is not subjected to any discrimination.

No person was denied access to the Audit Committee. The said policy is also uploaded on the website of the Company at https://www.lemontreehotels.com/factsheet/Code_of_Conduct_and_Vigil_Mechanism.pdf

Compliance with Mandatory and Non-Mandatory Requirements under Chapter IV of SEBI (LODR) Regulations

The Company is regularly complying with the SEBI (LODR) Regulations as stipulated therein. Information, certificates and returns as required under the provisions of SEBI (LODR) Regulations are sent to the stock exchanges on which the Company's shares are listed within the prescribed time.

The Company has also complied with all the mandatory requirement of SEBI (LODR) Regulations.

The status of compliance with the non-mandatory requirements is as under:

1. The Board

The Chairman of the Company is an Executive Chairman and hence the provisions for Non-Executive Chairman are not applicable as on date. All other requirements of the Board during the year have been complied with.



2. Shareholders Rights

Quarterly and Half Yearly financial results are furnished to the stock exchanges on which the Company's shares are listed, published in a prescribed newspaper and also uploaded on the website of the Company at <https://investors.lemontreehotels.com/>. The same are not separately sent to each of the shareholders. Significant events are posted on the Company's website from time to time.

3. Modified Opinion(s) in Audit Report

There are no modified opinion(s) on the financial statements for the financial year 2023-24.

4. Reporting of Internal Auditor

The Internal Auditor reports to the Audit Committee.

Disclosure of commodity price risks and commodity hedging activities

This is not applicable as the Company does not trade in commodity price risk and commodity hedging activities

Policy for Determining Material Subsidiaries and Dealing with Related Party Transactions

The Board has formulated a policy for determining material subsidiaries pursuant to the provisions of the SEBI (LODR) Regulations which is available on the website of the Company at https://www.lemontreehotels.com/factsheet/Policies/Determination_of_Material_Subsiary_Policy.pdf.

Four (4)* of the Independent Non-Executive Directors of the Company are also on the Board of material subsidiary viz. Fleur Hotels Private Limited, one (1) of the Independent Non-Executive Director of the Company is on the Board of each material subsidiaries viz. Berggruen Hotels Private Limited, Hyacinth Hotels Private Limited and Iora Hotels Private Limited.

**Dr. Arindam Kumar Bhattacharya ceased to be director on the Board of the Company w.e.f 10th April, 2024 due to completion of his tenure.*

Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)

The Company has not raised funds through preferential allotment or qualified institutions

placement as specified under Regulation 32 (7A) during the Financial Year 2023-24.

A certificate from a company secretary in practice that none of the directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

The Company has obtained a certificate from a practicing company secretary that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of the Company by the Board/ Ministry of Corporate Affairs or any such statutory authority which forms part of the Corporate Governance Report attached to this Board Report as '**Annexure - 5A**'.

Non-acceptance of any recommendation of any Committee of the Board which was mandatorily required:

During the year, the Board has accepted all recommendations received from all its committees.

Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part

The total fees paid to M/s Deloitte Haskins & Sells LLP, Statutory Auditor, by the Company and its subsidiaries on a consolidated basis for the Financial Year under review is ₹ 1.49 Crore.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

During the Financial Year ended 31st March, 2024, the Company has not received any complaint in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Number of Complaints filed during the financial year under review	0
Number of complaints disposed of during the financial year under review	0
Number of complaints pending as on the end of financial year	0

Loans and Advances

The details of the loans and advances which are in the nature of loans to firms/companies in which directors are interested are asserted in the Directors Report .

Material Unlisted Subsidiary of the Company

The disclosure requirements as prescribed under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to the material unlisted subsidiaries of Lemon Tree Hotels Limited as on 31st March, 2024 are as follows:

S. No	Name of the Material Unlisted Subsidiary	Date of Incorporation	Place of Incorporation	Name of Statutory Auditor	Date of Appointment of Statutory Auditor
1	Hyacinth Hotels Private Limited	19.07.2007	New Delhi, India	Deloitte Haskins & Sells LLP	13.09.2022
2	Berggruen Hotels Private Limited	12.09.2006	Mumbai, India	M/s Nangia & Co. LLP	26.06.2020
3.	Fleur Hotels Private Limited	09.07.2003	New Delhi, India	Deloitte Haskins & Sells LLP	13.09.2022
4	Iora Hotels Private Limited	07.08.2009	New Delhi, India	Deloitte Haskins & Sells LLP	13.09.2022

Compliance with Corporate Governance Norms

The Company has complied with the requisite provisions of Sub Para 2 to 10 of Schedule V to the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015

Scores

The Company has registered itself for SEBI Complaints Redress System (SCORES), a centralized web based complaints redress system with 24 x 7 access. It allows online lodging of complaints at anytime from anywhere.

An automated email acknowledging the receipt of the complaint and allotting a unique complaint registration number is generated for future reference and tracking.

The Company has also registered itself in Online Dispute Resolution platform at <https://smartodr.in>.

Equity Shares in the Suspense Account

The Company has in accordance with the procedure laid down in Schedule IV of SEBI (LODR) Regulations opened a dematerialization account namely 'Lemon Tree Hotels Ltd. Unclaimed Suspense Demat Account' however, no shares have been transferred till 31st March, 2024.

Reconciliation of Share Capital Audit

The reconciliation of Share Capital Audit is conducted by the Practicing Company Secretary to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories") and the total issued and listed capital. The audit confirms that the total

issued / paid up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialised form (held with the Depositories) and that requests for dematerialisation of shares are processed by the R & T Agent within the stipulated period of twenty one (21) days and uploaded with the concerned Depositories.

Information on Deviation from Accounting Standards, if any.

The Company has adopted Indian Accounting Standards (Ind AS) in preparation of annual accounts for the FY 2024.

Disclosure of Compliance with the Corporate Governance Requirements Specified in Regulation 17 to 27 and Regulation 46 of SEBI (LODR) Regulations

The Company has complied with the applicable provisions of the SEBI (LODR) Regulations including Regulation 17 to 27 and Regulation 46 of the SEBI (LODR) Regulations.

The Company submits a quarterly compliance report on corporate governance signed by the Compliance Officer to the stock exchanges on which the Company's shares are listed within the prescribed timelines from the close of every quarter. Such quarterly compliance report on corporate governance is also posted on the website of the Company at <https://investors.lemontreehotels.com>

A Certificate from M/s DPV & Associates LLP, Practicing Company Secretary confirming compliance with the conditions of the Corporate Governance as stipulated under the SEBI (LODR) Regulations, is forming part of this Report as '**Annexure - 5B**'.

**CEO/CFO certification**

To comply with Regulation 17(8) of the SEBI (LODR) Regulations, the Chairman & Managing Director and the Chief Financial Officer have certified that the financial statements present a true and fair view of the Company's affairs and are in compliance with existing accounting standards. The same is attached as '**Annexure - 5C**'.

Code of Conduct

The Board of Directors of the Company has adopted the Code of Conduct for Directors and Senior Management Personnel. The Code of Conduct is applicable to Executive and Non-Executive Directors as well as Senior Management Personnel. As per the SEBI (LODR) Regulations, the duties of Independent Non-Executive Directors have been suitably incorporated in the said Code as laid down in the Act.

A copy of the Code of Conduct is available on the Company's website https://www.lemontreehotels.com/factsheet/Code_of_Conduct_for_Directors_Senior_Management.pdf

A declaration signed by the Chairman & Managing Director is given below:

I hereby confirm that:

The Company has obtained from all the members of the Board and Senior Management Personnel, an affirmation that they have complied with the Code of Conduct for Directors and Senior Management Personnel in respect of the Financial Year ended 31st March, 2024.

**For and on behalf of the Board of Directors
Lemon Tree Hotels Limited**

**Sd/-
Patanjali Govind Keswani
Chairman & Managing Director
DIN: 00002974**

Date: 29th May, 2024

Place: Mumbai

'Annexure - 5A'

Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Lemon Tree Hotels Limited
Asset No. 6, Aerocity Hospitality District
New Delhi – 110037

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Lemon Tree Hotels Limited** having CIN: L74899DL1992PLC049022 and having registered office at Asset No. 6, Aerocity Hospitality District, New Delhi -110037 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any court or any other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Patanjali Govind Keswani	00002974	07/10/2002
2.	Mr. Willem Albertus Hazeleger	07902239	09/08/2017
3.	Mr. Aditya Madhav Keswani	07208901	17/06/2015
4.	Mr. Niten Malhan	00614624	06/11/2020
5.	Mr. Paramartha Saikia	07145770	15/06/2017
6.	Ms. Freyan Jamshed Desai	00965073	15/06/2017
7.	*Dr. Arindam Kumar Bhattacharya	01570746	11/04/2019
8.	**Mr. Praveen Garg	00208604	09/11/2023
9.	**Mr. Sanjiv Nandan Sahai	00860449	09/11/2023
10.	**Ms. Smita Anand	00059228	09/11/2023

* Ceased to be Independent Director w.e.f. April 10, 2024.

** Appointed as Independent Director w.e.f. November 09, 2023.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For D. S. Associates
Company Secretaries**

**Sd/-
Dhawal Kant Singh
Partner-M. No.: F8687
C P No.: 7347
Peer Review No. 1724/2022
UDIN: F008687F000440239**

**Place: Delhi
Date: May 29, 2024**



'Annexure - 5B'

Certificate Regarding Compliance of Conditions of Corporate Governance

To,
The Members of
LEMON TREE HOTELS LIMITED
(CIN: L74899DL1992PLC049022)
Asset No. 6, Aerocity Hospitality District,
New Delhi - 110037

- We have examined the compliance of conditions of Corporate Governance by the **Lemon Tree Hotels Limited** (herein after referred as the Company) for the year ended on March 31, 2024, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and paragraph C, D and E of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations").

Management's Responsibility

- The compliance of conditions of Corporate Governance is the responsibility of the management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated under the provisions of the LODR Regulations.

Auditors' Responsibility

- Our responsibility is limited to examining the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
- We have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Opinion

- Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and paragraph C, D and E of Schedule V to the LODR Regulations during the year ended March 31, 2024.
- We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For DPV & Associates LLP
Company Secretaries
Firm Reg. No.: L2021DE009500
Peer Review Certificate No. 2792/2022

Sd/-
Devesh Kumar Vasisht
Managing Partner
CP No.:13700 / Mem. No. F8488
UDIN:F008488F000478364

Date: May 29, 2024
Place: New Delhi

'Annexure - 5C'

Certification by Managing Director and Chief Financial Officer of the Company

Pursuant to Regulation 17(8) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to certify that:

- We have reviewed financial statements and the cash flow statement for the year ended March 31, 2024 of Lemon Tree Hotels Limited (the Company) and that to the best of our knowledge and belief:
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- We accept responsibility for establishing and maintaining internal controls for financial reporting in the Company and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- We have indicated to the Auditors and Audit Committee
 - Significant changes in internal control over financial reporting during the year;
 - Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Lemon Tree Hotels Limited

Sd/-

Kapil Sharma

Chief Financial officer

Place: Mumbai

Date: 29th May 2024

Sd/-

Patanjali Govind Keswani

Chairman & Managing Director

DIN: 00002974



'Annexure - 6'

Remuneration to Directors and Employees

[Pursuant to Section 197(12) of the Act read with Rule 5(2) & 5(3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

Sr. No.	Description	Directors		Employees		
a.	Name of the Employee	Mr. Patanjali Govind Keswani (1)	Ms. Harleen Mehta (2)	Mr. Jagdish Kumar Chawla (3)	Mr. Kapil Sharma (4)	Mr. Davander Tomar (5)
b.	Designation of the employee	Chairman & Managing Director	Sr. Vice President – Sales	Executive Vice President-Projects & Engineering	Executive Vice President - Finance & Chief Financial Officer	Executive Vice President-Corporate Affairs
c.	*Remuneration Received (₹ In Lakhs)	400.76	183.06	137.53	128.58	118.76
d.	Nature of Employment, whether contractual or not	Non-contractual	Non-contractual	Non-contractual	Non-contractual	Non-contractual
e.	Qualifications and experience of the employee	B. Tech in Electrical Engineering from IIT Delhi and PGDBM from IIM Calcutta. He has an experience of over 36 years	Master's in Business Administration from Symbiosis Institute of Management Studies, Pune. She also has a Hotel Management Degree from IHM Gwalior. Experience over 21 years	Diploma Degree in Electrical Engineering from Pusa Polytechnic, Pusa, New Delhi and has a total experience of over 43 years in the field of engineering, construction and operations	Chartered Accountant. He has an experience of over 26 years	M.A & LLB from Delhi University and has a total experience of over 39 years.
f.	Date of commencement of employment with company	01.09.2002	19.08.2019	01.11.2002	01.12.2004	25.09.2002
g.	The age of such employee	65 years	49 years	67 years	55 years	63 years
h.	The last employment held by such employee before joining the Company	Senior Partner A.T. Kearney Inc., India	Hyatt Hotels and Resorts, where her last role was as Vice President –Sales Operations India	Taj Group of Hotels	Head-Finance and Accounts, Leroy Somer & Controls India Private Limited	Area Security Manager-Taj Group of Hotels
i.	The percentage of equity shares held by the employee in the Company within the meaning of Clause(iii) of sub-rule (2) above	Nil	Nil	0.08	0.13	Nil
j.	Whether any such employee is a relative of any director or manager of the Company and if so, the name of such director or manager	Mr. Aditya Madhav Keswani, Director	N.A.	N.A.	N.A.	N.A.

Note(s): Gross remuneration includes basic salary, allowances, taxable value of perquisites and the Company's contribution to Provident Fund, but excludes provision for retiring gratuity and leave benefits.

Remuneration to Employees

[Pursuant to Section 197(12) of the Act read with Rule 5(2) & 5(3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

Sr. No.	Description	Employees				
a.	Name of the Employee	Ms. Ritu Ranjan (6)	Ms. Sareena Kochhar (7)	Mr. Rajeev Janveja (8)	Mr. Ajai Kumar (9)	Mr. Devinder Kumar (10)
b.	Designation of the employee	Sr. Vice President – Aesthetics & Design	Sr. Vice President – Housekeeping	Sr. Vice President & Corporate Chef	Sr. VP and Chief Information Officer	Vice President-RMD
c.	*Remuneration Received (₹ In lakhs)	69.31	59.76	54.16	53.27	48.54
d.	Nature of Employment, whether contractual or not	Non-contractual	Non-contractual	Non-contractual	Non-contractual	Non-contractual
e.	Qualifications and experience of the Employee	B.A (Honors) in Philosophy from Delhi University in the year 1987 and having 21 years of experience	B.Sc (Home Science) and Diploma in Hotel Management with over 34 years of experience in Hospitality	Hotel Management from IHM Lucknow and has a total experience of over 40 years.	He has over 30 years of experience in IT Strategy, Digital Enablement, Technology Management and Operations.	Post Graduate Diploma in Hotel Accommodation and Management with over 24 years of experience
f.	Date of commencement of employment with company	01.04.2014	15.07.2006	01.08.2013	15-10-2010	01.07.2010
g.	The age of such employee	58 years	59 years	61 years	56 years	45 years
h.	The last employment held by such employee before joining the Company	Self employed	Corporate Executive Housekeeper with VLCC Health Care.	He has previously worked with Taj Hotels across the country as well as with some other leading retail food businesses.	He has previously worked with Bax Global Pvt. Ltd., Gati Ltd. and Blue Dart Express Ltd.	He has previously worked with ITC Group of Hotels as Revenue Manager, Reservation Manager and Data Manager.
i.	The percentage of equity shares held by the employee in the Company within the meaning of Clause(iii) of sub-rule (2) above	0.04	0.03	0.01	0.005	0.01
j.	Whether any such employee is a relative of any director or manager of the Company and if so, the name of such director or manager	N.A.	N.A.	N.A.	N.A.	N.A.

*Gross remuneration includes basic salary, allowances, taxable value of perquisites and the Company's contribution to Provident Fund, but excludes provision for retiring gratuity and leave benefits for which separate figures are not available.

For Lemon Tree Hotels Limited

Sd/-

Patanjali Govind Keswani
Chairman & Managing Director
DIN: 00002974

Place: Mumbai
Date: 29th May 2024



'Annexure - 7'

Details pertaining to remuneration as required u/s 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year, the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:-

Name	Designation	Ratio of remuneration of each Director to the median remuneration of employees	Percentage increase in remuneration*
Mr. Patanjali Govind Keswani	Chairman and Managing Director	253	14.09
Mr. Kapil Sharma	Chief Financial Officer	N.A.	40.62
Mr. Nikhil Sethi*	AVP Legal & Group Company Secretary	N.A.	N.A.
Ms. Jyoti Verma*	Group Company Secretary & Compliance Officer	N.A.	N.A.

* Due to Covid pandemic, voluntary salary cut was opted by managerial employees and Chairman & Managing Director in previous years. Accordingly, the percentage increase in remuneration is not comparable.

* Ms. Jyoti Verma has been appointed as Group Company Secretary cum Compliance Officer w.e.f. November 21, 2023 in place of Mr. Nikhil Sethi who ceased to be AVP Legal & Group Company Secretary & Compliance Officer w.e.f. October 30, 2023.

No other Directors were paid remuneration during the Financial Year ended March 31, 2024.

2. The percentage increase in the median remuneration of employees in the financial year.

The percentage increase in the median remuneration of employees in the FY24 is 1%.

3. The number of permanent employees on the rolls of the Company.

The number of permanent employees on the rolls of the Company as on March 31, 2024, is 839 across all the locations globally.

4. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

- During Financial Year 2023-24, the average percentage increase in salary of the Company's employees, excluding Key Managerial Personnel ('KMP') was 15%.
- During Financial Year 2023-24, the average percentage increase in salary of the KMP was 16%.

5. It is hereby affirmed that the remuneration paid during the Financial Year ended March 31, 2024, is as per the Nomination and Remuneration Policy of the Company.

For Lemon Tree Hotels Limited

**Sd/-
Patanjali Govind Keswani
Chairman & Managing Director
DIN: 00002974**

**Place: Mumbai
Date: 29th May 2024**

'Annexure - 8'

Secretarial Audit Report

For the Financial Year Ended 31st March, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members of
LEMON TREE HOTELS LIMITED
(CIN: L74899DL1992PLC049022)
Asset No. 6, Aerocity Hospitality District,
New Delhi-110037

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Lemon Tree Hotels Limited** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2024 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Audit Period according to the provisions of:

- (i) The Companies Act, 2013 (the 'Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the Company during the Audit Period);
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021 (Not applicable to the Company during the Audit Period);
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable to the Company during the Audit Period); and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the Audit Period);
- (vi) We further report that having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the following laws applicable specifically to the Company:
 - (a) The Legal Metrology Act, 2009 & rules made thereunder;
 - (b) The Food Safety and Standards Act, 2006 read with the Food Safety and Standards Rules, 2011 with allied rules and regulations;

We have also examined compliance with the applicable clauses of the following:-



- (i) Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India; and
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the audit period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including the Woman Director. The changes in the composition of the Board of Directors that took place during the audit period were carried out in compliance with the provisions of the Act.

Adequate notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance of the meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee(s) of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period:

- The scheme of amalgamation of Grey Fox Project Management Company Private Limited, Valerian Management Services Private Limited, PSK Resorts & Hotels Private Limited, Dandelion Hotels Private Limited ("Transferor Company") into and with Lemon Tree Hotels Limited ("Transferee Company') has been sanctioned by the Hon'ble National Company Law Tribunal, New Delhi Bench (NCLT) vide its order dated December 14, 2023. The Certified true copy of the said order sanctioning the scheme was filed with the Registrar of Companies, Delhi on January 19, 2024.
- Pursuant to the aforesaid scheme of amalgamation, the authorized share capital clause of the Memorandum of Association of the Company stands altered, modified, reclassified and amended from 100,14,40,000 equity shares of ₹ 10 each, 1,45,000 5% Redeemable Cumulative Preference Shares of ₹ 100 each to ₹ 1014,24,00,000 consisting of 100,73,90,000 equity shares of ₹ 10 each, 1,95,000 5% Redeemable Cumulative Preference Shares of ₹ 100 each and 4,90,000 Preference Shares of ₹ 100 each.

**For DPV & Associates LLP
Company Secretaries
Firm Reg. No.: L2021DE009500
Peer Review Certificate No. 2792/2022**

**Sd/-
Devesh Kumar Vasisht
Managing Partner
CP No.:13700 / Mem. No. F8488
UDIN: F008488F000478474**

**Date: May 29,2024
Place: New Delhi**

Annexure to the Secretarial Audit Report

To
The Members,
LEMON TREE HOTELS LIMITED
(CIN: L74899DL1992PLC049022)
Asset No. 6, Aerocity Hospitality District,
New Delhi - 110037

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on those secretarial records based on my audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test-check basis to ensure that correct facts are reflected in the secretarial records. We believe that the process and practices, we followed provide a reasonable basis for my opinion.
3. We have not verified the correctness and appropriateness of the financial records and books of accounts of the Company.
4. Wherever required, we have obtained Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test-check basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For DPV & Associates LLP
Company Secretaries
Firm Reg. No.: L2021DE009500
Peer Review Certificate No. 2792/2022**

**Sd/-
Devesh Kumar Vasisht
Managing Partner
CP No.:13700 / Mem. No. F8488
UDIN: F008488F000478474**

**Date: May 29,2024
Place: New Delhi**

**'Annexure - 9'**

FORM NO. MR.3
Secretarial Audit Report
For the Financial Year Ended 31st March, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
 The Members,
Fleur Hotels Private Limited,
 CIN: U55101DL2003PTC207912
 Address: Asset No. 6, Aerocity Hospitality District,
 New Delhi- 110037, India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Fleur Hotels Private Limited** (hereinafter called 'the Company') which is an unlisted subsidiary of Lemon Tree Hotels Limited. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

We report that-

- a) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial statements of the Company.
- d) Wherever required, we have obtained the management representation about the compliances of laws, rules and regulations and happening of events etc.
- e) The compliance of the provisions of the corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- f) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records as maintained and provided to us by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2024 ('**Audit Period**') generally complied with the statutory provisions listed hereunder. Further, the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Audit Period according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, where applicable;

We have also examined compliance with the applicable clauses of the Secretarial Standard on Meetings of the Board of Directors and on General Meetings issued by the Institute of Company Secretaries of India, which is generally complied with.

We report that the Company has generally complied with the provisions of the Act, Rules, Regulations and Guidelines, to the extent applicable, as mentioned above, during the Audit Period.

- (iv) The Company is engaged in the Hotel Business and operating various Hotels. As informed by the management, the Food Safety and Standard Act, 2006 and Rules made thereunder are specifically applicable on the Company and filed at Hotel level. On the basis of management representation, recording in the minutes of Board of Directors and our check on test basis, we are of the view that the Company has generally ensured the compliance of laws specifically applicable on it.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the audit period were carried out in compliance with the provisions of the Act.

Adequate notice was given to all its directors to schedule the Board and Committee Meetings. Agenda and detailed notes on agenda were sent in advance of the meetings other than held at shorter notice and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the Board of Directors at their various meetings passed following significant resolution(s) apart from other resolution(s)-

- Took note in the Board Meeting held on May 29th, 2023, for transfer of 22,00,000 Compulsorily Convertible Preference Shares from APG Strategic Real Estate Pool N.V. to Lemon Tree Hotels Limited on 31st March, 2023 (Circular Resolution No.- 4/FY 2022-23).
- Took note in the Board Meeting held on August 09th, 2023, for transfer of 9,67,200 Compulsorily Convertible Preference Shares from APG Strategic Real Estate Pool N.V. to Lemon Tree Hotels Limited on 27th July, 2023 (Circular Resolution No.- 3/FY 2023-24, dated July 27th, 2023).
- Approval for conversion of 53,76,340 Compulsorily Convertible Preference Shares of the Company into Equity Shares (Circular Resolution No.- 4/FY 2023-24, dated July 28th, 2023) as under:
 - a. 31,67,200 (Thirty One Lakh Sixty Seven Thousand Two Hundred) Compulsorily

Convertible Preference Shares (CCPS) of ₹ 10/- each held by M/s Lemon Tree Hotels Limited into 31,67,200 Equity shares of ₹ 10/- each.

- b. 22,09,140 (Twenty Two Lakhs Nine Thousand One Hundred and Forty) Compulsorily Convertible Preference Shares (CCPS) of ₹ 10/- each held by M/s APG Strategic Real Estate Pool N.V. into 22,09,140 Equity shares of ₹ 10/- each.

We further report that members of the Company at their extra-ordinary general meeting held on June 13, 2023 passed following special resolution(s)-

- Re-appointment of Mr. Patanjali Govind Keswani (DIN: 00002974) as the Managing Director for a further period of five years w.e.f. 31st December, 2022 without remuneration.
- To extend the term of conversion of 53,76,340, 0.01% cumulative compulsorily convertible preference shares.

We further report that members of the Company at their Annual General Meeting held on September 18, 2023 passed following ordinary resolution(s)-

- Appointment of Mrs. Freyan Jamshed Desai, as Non-executive Independent Director of the Company w.e.f. 09th August, 2023, for a period of 5 years.
- Re-appointment of Dr. Arindam Kumar Bhattacharya, as Non-executive Independent Director of the Company w.e.f. 11th April, 2024, for a period of 5 years.
- Re-appointment of Mr. Ashish Kumar Guha, as Non-executive Independent Director of the Company w.e.f. 13th August, 2023, for a period of 5 years.

For and on behalf of
M/s. Prakash Verma & Associates
(Company Secretaries in Practice)
ICSI Unique Code – S2013DE203700
Peer Review Certificate No. – 882/2020

Sd/-
CS Prakash Verma
FCS No. - 9553
COP No. - 11671
Place: Ghaziabad
Date: 28/05/2024 UDIN - F009553F000440357



FORM NO. MR.3
Secretarial Audit Report
For the Financial Year Ended March 31, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Hyacinth Hotels Private Limited
(CIN: U55204DL2007PTC166050)
Asset No.6, Aerocity Hospitality District
New Delhi - 110037

Sir,

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Hyacinth Hotels Private Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We report that-

- a) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial statements of the Company.
- d) Wherever required, we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc.
- e) The compliance of the provisions of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- f) The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Based on our verification of the **Hyacinth Hotels Private Limited's** books, papers, minute books,

forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2024** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the **Company** for the financial year ended on **March 31, 2024** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder
- (iii) Other laws as applicable specifically to the Company:
 - The Legal Metrology Act, 2009 and rules made thereunder
 - Food Safety and Standards Act, 2006 and rules made thereunder

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India as notified by Ministry of Corporate Affairs on the Board and General Meetings of the Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with Non-Executive and Independent Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (except in cases where the meeting is held on

shorter notice) and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Board decisions are carried out with unanimous consent and therefore no dissenting member's views were required to be captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

During the audit period, the following events/ actions took place having a major bearing on the Company's affairs:

- Cessation of Mr. Paramartha Saikia (DIN: 07145770) as Independent Director of the company with effect from 15th March, 2024.

For D.S. Associates
Company Secretaries

Dhawal Kant Singh
Partner

M. No.: F8687

C P No.: 7347

Peer Review No.

1724/2022

Place: New Delhi

Date: 28/05/2024 UDIN:F008687F000440096



FORM NO. MR.3
Secretarial Audit Report
For the Financial Year Ended 31st March, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Berggruen Hotels Private Limited
(CIN: U55101MH2006PTC164475)
Lemon Tree Premier, Mumbai,
Opp. Mittal Industrial Estate
Andheri Kurla Road, Mumbai-400059 (M.H.)

Sir,

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Berggruen Hotels Private Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing us opinion thereon.

We report that-

- a) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.
- d) Wherever required, we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc.
- e) The compliance of the provisions of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Based on our verification of the **Berggruen Hotels Private Limited's** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2024** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the **Company** for the financial year ended on **March 31, 2024** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- (iii) Other laws as applicable specifically to the Company:
 - The Legal Metrology Act, 2009 and rules made thereunder;
 - Food Safety and Standards Act, 2006 and rules made thereunder;

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India as notified by Ministry of Corporate Affairs.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (except in cases where the meeting is held on shorter notice) and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Board decisions are carried out with unanimous consent and therefore no dissenting member's views were required to be captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

During the audit period, the following events/actions took place having a major bearing on the Company's affairs:

- Cessation of Ms. Anshu Sarin (DIN: 07101558) as Whole Time Director & Chief Executive Officer of the company with effect from 15th May, 2023.

- Resignation of Ms. Sonali Manchanda (Membership No.: F7283) as Company Secretary of the company with effect from closing hours of 30th November, 2023.
- Appointment of Mr. Praveen Kumar Agrawal (DIN:10377055) as Whole Time Director with effect from 08th November, 2023.
- Appointment of Ms. Isha Jain (Membership No.: A25838) as Company Secretary of the company with effect from 05th February, 2024.

For D.S. Associates
Company Secretaries

Sd/-
Dhawal Kant Singh
Partner

M. No.: F8687
C P No.: 7347

Peer Review No.: 1724/2022
UDIN:F008687F000440217

Place: New Delhi
Date: 27/05/2024



FORM NO. MR.3
Secretarial Audit Report
For the Financial Year Ended 31st March, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Iora Hotels Private Limited
(CIN: U55101DL2009PTC192981)
Asset No. 6, Aerocity Hospitality District
New Delhi-110037

Sir,

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Iora Hotels Private Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We report that-

- a) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial statements of the Company.
- d) Wherever required, we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc.
- e) The compliance of the provisions of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- f) The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Based on our verification of the **Iora Hotels Private Limited's** books, papers, minute books, forms

and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2024** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2024** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- (iii) Other laws as applicable specifically to the Company:
 - The Legal Metrology Act, 2009 and rules made thereunder;
 - Food Safety and Standards Act, 2006 and rules made thereunder;

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India as notified by Ministry of Corporate Affairs on the Board and General Meetings of the Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Director and Independent Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance

(except in cases where the meeting is held on shorter notice) and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Board decisions are carried out with unanimous consent and therefore no dissenting member's views were required to be captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company has:

- Taken approval u/s 180 (1) (c) for borrowing more than paid up capital and free reserves of the Company vide special resolution passed in the Extra-ordinary General Meeting held on April 03, 2023.
- Taken approval u/s 180 (1) (a) for mortgaging, hypothecating and charging its assets of the Company for securing financial facilities vide special resolution passed in the Extra-ordinary General Meeting held on April 03, 2023.

- Resignation of Mr. Sameer Singh from the directorship of the company with effect from January 10th, 2024
- Approved the appointment of Mr. Gaurav Goyal (DIN: 10454883) as Whole Time Director of the Company vide special resolution passed in the Extra-ordinary General Meeting held on January 31, 2024.
- Cessation of Mr. Inder Pal Batra (PAN: ADQPB9593E) as Chief Financial Officer of the company with effect from January 31st, 2024 and appointment of Mr. Mayank Sharma (PAN: AYNPS1141D) as Chief Financial officer of the Company with effect from February 06th, 2024.

We further Report that except for what is stated above the Company has not undertaken any specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards.

For D.S. Associates
Company Secretaries

Sd/-
Dhawal Kant Singh
Partner
M. No.: F8687/C P No.: 7347
Peer Review No. 1724/2022
UDIN: F008687F000440074

Place: New Delhi
Date: 28/05/2024



'Annexure - 10'

Business Responsibility and Sustainability Report

Section A: General Disclosures

I. Details of the Listed Entity

1	Corporate Identity Number (CIN) of the Listed Entity	L74899DL1992PLC049022
2	Name of the Listed Entity	Lemon Tree Hotels Limited
3	Year of incorporation	1992
4	Registered office address	Asset No. 6, Aerocity Hospitality District, New Delhi-110037
5	Corporate address	Asset No. 6, Aerocity Hospitality District, New Delhi-110037
6	E-mail	Sectdeptt@Lemontreehotels.com
7	Telephone	+911146050101
8	Website	http://www.lemontreehotels.com/
9	Financial year for which reporting is being done	1 April 2023 to 31 March 2024
10	Name of the Stock Exchange(s) where shares are listed	BSE Ltd. and National Stock Exchange of India Ltd.
11	Paid-up Capital (in ₹)	₹ 7,92,24,64,640
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Name: Aradhana Lal, Senior Vice President - Sustainability & ESG Telephone: +911146050101 E-mail: svp_sustainability@lemontreehotels.com
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Consolidated, except paid up share capital
14	Name of assurance provider	Not Applicable
15	Type of assurance obtained	Not Applicable

II. Products/services

16 Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Operating Hotels	Hotel service including accommodation/rooms, dining, bar, banquets, conference, meeting rooms, spa, fitness center, swimming pool, etc.	99.42%

17 Products/Services sold by the entity (accounting for 90% of the entity's Turnover)

S. No.	Product/Service	NIC Code	% of total Turnover contribute
1	Hotel service including accommodation/rooms, dining, bar, banquets, conference, meeting rooms, spa, fitness center, swimming pool, etc.	55101	99.42%

III. Operations

18 Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total*
National	103	1	104
International	2	0	2

* 41 owned hotels (Corporate Office based in 1 hotel iteself), 63 managed and franchised hotels.

19 Markets served by the entity:

A. Number of locations

Locations	Number
National (No. of States)	21
International (No. of Countries)	2

B. What is the contribution of exports as a percentage of the total turnover of the entity?

0%

C. A brief on types of customers

Lemon Tree caters to a diverse clientele, including business and leisure travellers, families, tourists, event attendees, wedding guests, food and beverage patrons and long-stay guests. Our hotels are strategically located with high-quality amenities, efficient services and a focus on comfort and convenience. Whether it's for business or leisure, we ensure our guests have a memorable experience during their stay with us.

IV. Employees

20 Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Employees and workers			
			Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
EMPLOYEES						
1	Permanent (D)	2,801	2,478	88%	323	12%
2	Other than Permanent (E)	763	646	85%	117	15%
3	Total employees (D + E)	3,564	3,124	88%	440	12%
WORKERS						
4	Permanent (F)	-	-	-	-	-
5	Other than Permanent (G)	-	-	-	-	-
6	Total workers (F + G)	-	-	-	-	-

b. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Differently abled			
			Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
DIFFERENTLY ABLED EMPLOYEES						
1	Permanent (D)	133	120	90%	13	10%
2	Other than Permanent (E)	126	103	82%	23	18%
3	Total employees (D + E)	259	223	86%	36	14%
DIFFERENTLY ABLED WORKERS						
4	Permanent (F)	-	-	-	-	-
5	Other than Permanent (G)	-	-	-	-	-
6	Total workers (F + G)	-	-	-	-	-

21 Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B/A)
Board of Directors	10	2	20%
Key Management Personnel	2	1	50%

Includes Mr. Arindam Kumar Bhattacharya, who ceased to be director w.e.f 10th April 2024.



22 Turnover rate for permanent employees and workers

(Disclose trends for the past 3 years)

	Turnover rate in current FY (2023-24)			Turnover rate in previous FY (2022-23)			Turnover rate in the year prior to the previous FY (2021-22)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	35%	7%	41%	46%	7%	53%	54%	7%	61%
Permanent Workers	-	-	-	-	-	-	-	-	-

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23 Names of holding/subsidiary/associate companies/joint ventures

S. no	Name of the holding/subsidiary/associate companies/joint ventures (A)	Indicate whether holding/Subsidiary/Associate/Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Fleur Hotels Private Limited	Subsidiary	58.91%	Yes
2	Canary Hotels Private Limited	Subsidiary	100.00%	Yes
3	Sukhsagar Complexes Private Limited	Subsidiary	100.00%	Yes
4	Oriole Dr. Fresh Hotels Private Limited	Subsidiary	100.00%	Yes
5	Manakin Resorts Private Limited	Subsidiary	100.00%	Yes
6	Carnation Hotels Private Limited	Subsidiary	100.00%	Yes*
7	Lemon Tree Hotel Company Private Limited	Subsidiary	100.00%	No
8	Red Fox Hotel Company Private Limited	Subsidiary	100.00%	No
9	Hamstede Living Private Limited	Subsidiary	100.00%	No
10	Nettle Hotels Private Limited (formerly known as Poplar Homestead Holdings Private Limited)	Subsidiary	100.00%	No
11	Arum Hotels Private Limited (formerly known as Jessamine Stays Private Limited)	Subsidiary	100.00%	No
12	Madder Stays Private Limited	Subsidiary	100.00%	No
13	Totally Foxed Solutions Private Limited	Subsidiary	100.00%	No
14	Celsia Hotels Private Limited	Subsidiary	58.91%	Yes
15	Iora Hotels Private Limited	Subsidiary	58.91%	Yes
16	Inovoa Hotels and Resorts Limited	Subsidiary	58.91%	Yes
17	Berggruen Hotels Private Limited	Subsidiary	58.91%	Yes
18	Haycynth Hotels Private Limited	Subsidiary	58.91%	Yes
19	Bandhav Resorts Private Limited	Subsidiary	58.91%	Yes
20	Ophrys Hotels Private Limited	Subsidiary	58.91%	No
21	Mind Leaders Learning India Private Limited	Associate	36.56%	No
22	Pelican Facilities Management Private Limited	Associate	36.56%**	No
23	Glendale Marketing Services Private Limited	Associate	36.56%**	No

* All third party hotels operated by Carnation Hotels Private Limited, which is WOS are participating in Lemon Tree Hotels' business responsibility initiatives

** These companies are wholly owned subsidiaries of Mind Leaders Learning India Private Limited.

Note:

Valerian Management Services Private Limited, Grey Fox Project Management Company Private Limited, PSK Resorts & Hotels Private Limited and Dandelion Hotels Private Limited have been amalgamated with Lemon Tree Hotels Limited pursuant to order of Hon'ble NCLT dated 14.12.2023.

VI. CSR Details

24 (i). Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes

(ii). Turnover (in ₹): 10,71,12,29,000 (iii). Net worth (in ₹): 15,46,42,82,000

VII. Transparency and Disclosures Compliances

25 Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No/NA)	(If Yes, then provide web-link for grievance redress policy)	FY 2023-24			FY 2022-23		
			Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes, we have	All relevant policies of the Company are available at https://investors.lemontreehotels.com/#	0	0	-	0	0	-
Investors (other than shareholders)	grievance redressal mechanism for the stakeholder group.		0	0	-	0	0	-
Shareholders			0	0	-	0	0	-
Employees and workers			0	0	-	0	0	-
Customers			0	0	-	0	0	-
Value Chain Partners			0	0	-	0	0	-
Other (please specify)			0	0	-	0	0	-

26 Overview of the entity's material responsible business conduct issues

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Health and Well Being	Opportunity	Lemon Tree can help employees maintain balance and good health	-	Positive
2	Regulatory Compliance	Risk	Deviation from a compliance is possible in a growing network	An internal audit system and software (Legatrix) is in place to monitor all compliances for all hotels	Negative
3	Customer Delight	Opportunity	By providing refreshing service and unbeatable VFM, Lemon Tree can deepen customer loyalty	-	Positive
4	Brand and Reputation Management	Opportunity	Lemon Tree's focus on ESG and talent and innovative products/services for guests is an opportunity to strengthen the brand	-	Positive
5	Diversity and Inclusion	Opportunity	Over ~2 decades, Lemon Tree has built a strong diversity initiative. We can keep widening and deepening it	-	Positive
6	Commitment to Human Rights	Opportunity	An opportunity to carry Lemon Tree's human rights approach to partners, suppliers and more	-	Positive
7	Water Management	Risk	Precious resource with scarcity in every destination that Lemon Tree is present in	Lemon Tree actively pursues initiatives that improve the efficiency of water consumption; recycling and reuse of all water used in the hotel; and rainwater harvesting	Negative



S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
8	Ethics and Transparency Risk		Deviation from ethical/transparent practices is possible in a growing network	Lemon Tree has instituted dual/multiple sign off process, especially for big ticket items; an active whistle blower policy; a strong ombudsman policy and handling mechanism	Negative
9	Data Privacy	Risk	Growing loyalty consumer database at Lemon Tree accompanied by innovation in hacking/breaching of data protection systems	Lemon Tree has defined a new data privacy policy in FY22 that follows global standards and Indian standards. Done in consultation with a Big 4 company	Negative
10	Economic Performance	Opportunity	Lemon Tree business model ensures the stability and growth of revenues during both peaks and troughs in the business cycle	-	Positive
11	Talent Management	Opportunity	Build a leadership bench within	-	Positive
12	Waste Management	Opportunity	Segregate better and reduce, reuse, recycle and dispose waste safely	-	Positive
13	Energy Management	Opportunity	Build greater energy efficiency. Transition to renewable energy and reduction in carbon footprint. Pathway to Net Zero	-	Positive
14	Sustainable Supply Chain	Opportunity	Integrate Lemon Tree's ESG focus backwards into the supply chain	-	Positive
15	Local Community Development	Opportunity	Harness the skills and abilities of the community. Provide sustainable jobs to marginalised communities	-	Positive
16	Biodiversity Protection	Opportunity	(For the limited biodiverse locations of Lemon Tree) Protect and preserve flora and fauna	-	Positive
17	Climate Change	Risk	Hospitality industry inherently has a high carbon footprint	Building a strong pathway to Net Zero	Negative

Section B: Management and Process Disclosures

Sr. No.	Disclosure Question	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes										
1	a. Whether your entity's policy/principles cover each principle and its core elements of the NGRBCs. (Yes/No/NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	b. Has the policy been approved by the Board? (Yes/No/NA)	Yes	No	No	Yes	No	No	No	Yes	Yes
	c. Web Link of the Policies, if available	Code of Conduct and Vigil Mechanism Policy	Supplier Code of Conduct	Health and Safety Policy	Stakeholder Relations Policy	Human Rights Policy	Waste Management Policy	Anti Bribery and Anti Corruption Policy	CSR Policy	Stakeholder Relations Policy
		Anti Bribery and Anti Corruption Policy	Stakeholder Relations Policy	Stakeholder Relations Policy			Environment Policy			
		Policy on Board Diversity					Climate Change Policy			
2	Whether the entity has translated the policy into procedures. (Yes/No/NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3	Do the enlisted policies extend to your value chain partners? (Yes/No/NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4	Name of the national and international codes/certifications/labels/standards (e.g. Forest Stewardship Council, Fairtrade Rainforest Alliance, Trustee standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	Code of Conduct; UN Sustainable Development Goals; Principle of Corporate Governance; GRI Standard	UN Sustainable Development Goals; GRI Standard	Universal Declaration of Human Rights of the United Nations; UN Guiding Principles on Business and Human Rights; UN Sustainable Development Goals; GRI Standard	UN Sustainable Development Goals; GRI Standard	Universal Declaration of Human Rights of the United Nations; UN Sustainable Development Goals; GRI Standard	Indian Green Building Council (IGBC); UN Sustainable Development Goals; GRI Standard	Universal Declaration of Human Rights of the United Nations; UN Sustainable Development Goals; GRI Standard	CSR Disclosures pursuant to Section 135 of the Companies Act 2013; UN Sustainable Development Goals; GRI Standard	UN Sustainable Development Goals; GRI Standard



Sr. No.	Disclosure Question	P1	P2	P3	P4	P5	P6	P7	P8	P9
5	Specific commitments, goals and targets set by the entity with defined timelines, if any.	-	-	-	-	-	*1 and refer page 52 to 54 in the FY24 Integrated Report (as per IIRC framework)	-	*2 and refer page 55 in the FY24 Integrated Report (as per IIRC framework)	-
6	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	-	-	-	-	-	LTHL_Integrated_Report_2023_2024.pdf (lemontreehotels.com)	-	LTHL_Integrated_Report_2023_2024.pdf (lemontreehotels.com)	-
*1										
1	15% reduction in Energy Consumption (intensity based) by FY26 over the FY19 baseline									
2	50% Renewable Energy (RE) usage, out of total energy consumption, by FY26									
3	40% reduction in GHG emissions (intensity based) by FY26 over the FY19 baseline									
4	10% reduction in water consumption (intensity based) by FY26 over the FY19 baseline									
5	100% certified Green Buildings (hotels) by FY26									
*2										
6	20% Opportunity Deprived Individuals (ODIs) in the workforce by FY26									
7	15% women across the workforce by FY26									
*3										
1	On target: 6.93% reduction in Energy Consumption (intensity based) in FY24 over the FY19 baseline									
2	Behind target: 10.75% Renewable Energy (RE) usage, out of total energy consumption, in FY24. The KWH supplied to us through Open Access (OA) has been unstable through the year and was down to zero in some months in Delhi and Maharashtra									
3	Behind target: 8.97% reduction in GHG emissions (intensity based) in FY24 over the FY19 baseline. The reduced supply of RE (explained above) impacted the GHG emissions in FY24 as well									
4	Above target: 28.56% reduction in water consumption (intensity based) in FY24 over the FY19 baseline									
5	Behind target: 29.27% certified Green Buildings (hotels) in FY24									
Note										
	The FY19 data for Red Fox Hotel, Dehra Dun is from October 2018 to March 2019 i.e. 6 months only as the hotel opened in October and the data for Lemon Tree Premier, Pune is from January 2019 to March 2019 i.e. 3 months only as the hotel opened in January. This impacts the comparison of FY24 to FY19									
	In the GHG calculations of FY24 and FY19, we have not included emissions from refrigerants as well as the consumption of petrol, HSD and CNG of owned cars, as this data was not available in FY19									
*4										
6	On target: 16.96% Opportunity Deprived Individuals (ODIs) in the workforce in FY24									
7	On target: 13% women across the workforce in FY24									

Governance, leadership and oversight

7 Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)

Rooted in the spirit of Indian hospitality and innovation, Lemon Tree Hotels (LTH) has been on the path of responsible growth for approximately two decades now, harnessing our nation's dynamic energy and fulfilling the needs of an emerging class of aspirational consumers. Along the way, we have expanded our horizons to reach the length and breadth of India, while creating a sense of belonging and community for every guest. As India emerges as a prominent player on the global stage, it presents us with the opportunity to accelerate responsible growth, even beyond borders, while staying true to our ethos of responsibility and sustainability at every step. Reimagining the future of hospitality, with sustainability at the foundation of our brand, we are committed to blending the richness of India, our innovative spirit and passion for positive impact to deliver extraordinary guest experiences.

FY26 Targets

- 15% reduction in Energy Consumption (intensity based) by FY26 over the FY19 baseline | FY24 performance 6.93%
- 50% Renewable Energy (RE) usage, out of total energy consumption, by FY26 | FY24 performance 10.75%
- 40% reduction in GHG emissions (intensity based) by FY26 over the FY19 baseline | FY24 performance 8.97%
- 10% reduction in water consumption (intensity based) by FY26 over the FY19 baseline | FY24 performance 22.32%
- 100% certified Green Buildings (hotels) by FY26 | FY24 performance 29.27%
- 20% Opportunity Deprived Individuals (ODIs) in the workforce by FY26 | FY24 performance 16.96%
- 15% women across the workforce by FY26 | FY24 performance 13%

8 Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).

Name of highest authority	Mr. Patanjali Govind Keswani
Designation	Chairman and Managing Director
DIN	00002974
Category	Executive Director

9 Does the entity have a specified Committee of the Board/Director responsible for decision making on sustainability related issues? (Yes/No/NA). If yes, provide details

Yes

There are two committees in the Board of Directors i.e. Corporate Social Responsibility committee and Sustainability committee responsible for sustainability related issues. In addition, there is an ESG Task Force in the management team that works closely on all future Sustainability and ESG initiatives.



10 Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director/Committee of the Board/Any other Committee								
	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Committee of the Board	Committee of the Board	Committee of the Board	Committee of the Board	Director	Director	Director	Committee of the Board	Committee of the Board
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Committee of the Board	Committee of the Board	Committee of the Board	Committee of the Board	Director	Director	Director	Committee of the Board	Committee of the Board

Subject for Review	Frequency								
	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action					Yearly				
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances					Quarterly				

11 Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.

P1	P2	P3	P4	P5	P6	P7	P8	P9

No

Note: Internal audits of all hotels are done half yearly and discussed with the leadership teams. Corrective actions are taken where necessary.

12 If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

N.A.

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)						N.A.			
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

The company's approach towards the principle or rationale is to be mentioned here.



Essential Indicators

1 Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	5	Overview of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Policy formulation, CSR and sustainability related matters, changes in the regulatory scenario, SDD, SEBI (Prohibition of Insider Trading) Regulations, various policies etc.,	97%
Key Managerial Personnel	5	Overview of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Policy formulation, CSR and sustainability related matters, changes in the regulatory scenario, SDD, SEBI (Prohibition of Insider Trading) Regulations, various policies etc.,	100%
Employees other than BoD and KMPs	5	Induction of new joiners, sensitization session, functional & behavioral training, Environment, Safety & Governance and health & fire safety.	100%
Workers	0	N.A.	0%

2 Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)	
Penalty/Fine	-	Nil	Nil	Nil	N.A.
Settlement	-	Nil	Nil	Nil	N.A.
Compounding fee	-	Nil	Nil	Nil	N.A.
Non-Monetary					
NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)		
Imprisonment	-	Nil	Nil	Nil	N.A.
Punishment	-	Nil	Nil	Nil	N.A.

Note: During the financial year, based on materiality test, no payment of penalty/fines/punishment/award/settlement was qualified for reporting under regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the Company has received certain demand notices relating to service tax matters imposing certain fines/penalties (not crossing the materiality threshold) against which company has filed appeals and same have been intimated to Stock Exchanges under Regulation 30.



3 Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.

N.A.

Case Details	Name of the regulatory/enforcement agencies/judicial institutions
N.A.	N.A.
N.A.	N.A.
N.A.	N.A.

4 Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes. We have a strong commitment to upholding the highest standards of ethical conduct and integrity in all our operations. We adopt a zero-tolerance stance towards bribery and corruption, ensuring that we conduct ourselves professionally, fairly and with integrity in all our business dealings and relationships. This policy applies to all individuals associated with Lemon Tree, including directors, employees, officers, contractors, consultants, trainees, seconded staff, casual workers, volunteers, interns, agents, or any other person connected to our organisation.

Web Link Anti Bribery and Anti Corruption Policy https://www.lemontreehotels.com/factsheet/Policies/7_LTH_Anti_bribery_and_Anti_corruption_Policy_October_2021.pdf

5 Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption:

	FY 2023-24	FY 2022-23
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

6 Details of complaints with regard to conflict of interest:

	FY 2023-24		FY 2022-23	
	Number	Remark	Number	Remark
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	-	0	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	-	0	-

7 Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest

N.A.

8 Number of days of accounts payables (Accounts payable *365)/Cost of goods/services procured)

	FY 2023-24	FY 2022-23
Number of days of accounts payables	57	58

9. Openness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties,

Parameter	Metrics	FY 2023-24	FY 2022-23
Concentration of Purchases	a) Purchases from trading houses as % of total purchases	16.50%	18.32%
	b) Number of trading houses where purchases are made	27	27
	c) Purchases from top 10 trading houses as % of total purchases from trading houses	73.81%	76.41%
Concentration of Sales*	a) Sales to dealer/distributors as % of total sales (Dealer/distributor means Travel Agent)	9.51%	10.03%
	b) Number of dealers/distributors to whom sales are made (Dealer/distributor means Travel Agent)	3,080	3,339
	c) Sales to top 10 dealers/distributors as % of total sales to dealer/distributors (Dealer/distributor means Travel Agent)	19.56%	15.64%
Share of RPTs *1	a) Purchases (Purchases with related parties/Total Purchases)	1.66%	1.68%
	b) Sales (Sales to related parties/Total Sales)	23.77%	21.83%
	c) Loans & advances given to related parties/Total loans & advances	92%	68%
	d) Investments in related parties/Total Investments made	100%	100%

*Travel Agents (TAs) and Online Travel Agents (OTAs) taken together:

a. Sales to dealers/distributors as % of total sales - 21.5% (2023-2024), 22.1% (2022-2023)

b. Number of dealers/distributors to whom sales are made - 3606 (2023-2024), 3777 (2022-2023)

c. Sales to top 10 dealers/distributors as % of total sales to dealers/distributors - 59.0% (2023-2024), 51.5% (2022-2023)

*1 i) Related Party Transactions are on a standalone basis

ii) Purchases with Related parties = Training fees + lease rental on a standalone basis (13 hotels in LTHL)

iii) Total Purchases = Total Expenses (including lease rentals)

Leadership Indicators

1 Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

Total number of awareness programmes held	Topics/principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
0	N.A.	N.A.

2 Does the entity have processes in place to avoid/manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.

Yes, the company receives periodic/ongoing declarations from its Board Members regarding the entities they have an interest in and then ensures requisite approvals (as required under the statute as well as per company policy). Prior approval of the Audit Committee is mandatory for all transactions with Related Parties and for Material Related Party Transactions Shareholders approval is also taken. In cases where our members of the Board have an interest or a conflict of interest, the concerned director abstains from participating in the discussion during the Board Meeting.



PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe

The company’s approach towards the principle or rationale is to be mentioned here.



Essential Indicators

1 Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY 2023-24	FY 2022-23	Details of improvements in environmental and social impacts
R&D	1.07%	1.83%	We have explored a number of initiatives in the environment and social arena during FY24. A number of these are featured under our CAPEX below.
Capex	1.47%	100%	Initiatives that have impacted our energy efficiency, emissions and overall building management outcomes include: <ul style="list-style-type: none"> DF Kits (Dual Fuel Kit) were installed at five properties, enabling a dual fuel arrangement using piped natural gas (PNG) and high-speed diesel (HSD) in a 70:30 ratio. This modification significantly enhances exhaust quality, reducing emissions of pollutants such as CO₂ and SO₂ Retrofit Emission Control Devices (RECD) have been installed at three properties to reduce emissions from existing DG sets, helping us meet stricter pollution control norms 39 EV charging stations were installed in 3 cities i.e. Mumbai, Pune, Gurugram CII/IGBC Green Building certification for 12 hotels (upto 31st March 2024). Our target is to certify all 41 owned/ leased hotels by FY26 PNG supply in kitchens (switchover from LPG) to align with a cleaner fuel option Installation of heat pumps that allows for energy efficient heating and cooling

In FY23 BRSR ESG CAPEX was stated on standalone basis.

In FY 24 BRSR ESG CAPEX has been re-stated as a percentage of total CAPEX at our hotels, including renovation. In both years any project work for new under-construction hotels have not been included.

2 Details on Sustainable Sourcing

a. Does the entity have procedures in place for sustainable sourcing?

Yes

b. If yes, what percentage of inputs were sourced sustainably?

0% We have established a robust procedure for sustainable sourcing. We actively promote our Supplier Code of Conduct and encourage all our suppliers to accept and adhere to its terms and conditions. We place a strong emphasis on suppliers and vendors adopting sound labour practices and treating their workers fairly in accordance with local laws. Currently, we have not calculated the percentage of inputs sourced sustainably, but we remain committed to continually improving our sustainable sourcing efforts.

3 Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

As a hospitality service provider, we do not engage in the manufacturing or selling of products. Nevertheless, we have implemented comprehensive waste management policies and practices for our own operations. For more details, please refer to Principle 6, Essential Indicator, Question 9.

- 4 i) Whether Extended Producer Responsibility (EPR) is applicable to the entity’s activities (Yes/No)? No
- ii) If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? Not Applicable
- iii) If not, provide steps taken to address the same. Not Applicable

PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains

The company’s approach towards the principle or rationale is to be mentioned here.



Essential Indicators

1 a. Details of measures for the well-being of employees:

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
PERMANENT EMPLOYEES											
Male	2,478	2,478	100%	2,478	100%	0	0%	0	0%	2,478	100%
Female	323	323	100%	323	100%	323	100%	0	0%	323	100%
Total	2,801	2,801	100%	2,801	100%	323	12%	0	0%	2,801	100%
OTHER THAN PERMANENT EMPLOYEES											
Male	646	646	100%	646	100%	0	0%	0	0%	646	100%
Female	117	117	100%	117	100%	117	100%	0	0%	117	100%
Total	763	763	100%	763	100%	117	15%	0	0%	763	100%

b. Details of measures for the well-being of workers:

N.A.

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –

Category	FY 2023-24	FY 2022-23
Cost incurred on wellbeing measures as a % of total revenue of the company	0.90%	1.18%

Note: cost incurred on wellbeing has been calculated on a consolidated basis

2 Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2023-24			FY 2022-23		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	N.A.	Yes	100%	-	Yes
Gratuity	78%	N.A.	Yes	75%	-	Yes
ESI	57%	N.A.	Yes	67%	-	Yes
Others – please specify	N.A.	N.A.	N.A.	-	-	-



3 Accessibility of workplaces

Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

We take pride in designing all our hotels with universal access in mind. Our goal is to create barrier-free environments that cater to guests of all abilities, mobility levels and ages. By providing accessible public bathrooms and restaurants, we ensure that guests with disabilities feel welcome and included in our local community.

For our specially-abled guests, we offer well-designed rooms equipped with various features for their comfort and convenience. Starting from the entrance ramp that provides easy access to the lobby, our hotels are designed to be hassle-free for physically challenged guests. The lobby area seamlessly connects to elevators, specially designed public toilets and the coffee shop.

Our specially-abled rooms are thoughtfully equipped with features such as user-friendly elevators, close proximity to elevators (often on the first floor), wider main doors (1,000 mm) for wheelchair passage, a lower "magic eye" on the main door, lower luggage rack/table (below 450 mm), writing table at least 750 mm in height, bed height at 500 mm, no mini bar adjacent to the bed, key card fixture at a lower height, cordless phone, lower-fixed mirrors, audio-visual fire alarms, and direct emergency call bells at the Front Desk.

In the bathrooms, we ensure wash basins with adjustable heights, WC at 475 mm, shower seats at 475 mm width, knob-type shower mixer handles, hand showers without buckets or spouts, and stainless steel support railings for ease of movement. Additionally, we provide convex mirrors at lower levels and handicapped toilets in public areas with similar facilities."

4 Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes https://www.lemontreehotels.com/factsheet/Policies/LTH_Human_Rights_Policy_October_2021.pdf

Further Details:

We are deeply committed to promoting diversity and gender equality within our organisation, recognising the value it brings in tapping into often overlooked talent pools. As an equal-opportunity employer, we prioritise building a diverse, safe, and inclusive work environment. Embracing individual differences and empowering every employee to reach their full potential is central to fostering innovation, employee satisfaction, and unique ideas.

Our efforts towards inclusivity are focused on creating a workplace where everyone, regardless of their background, can work collaboratively towards shared goals. We understand that equitable employment generation is essential for driving sustainable socio-economic development in our nation. To promote diversity and inclusion, we actively hire Opportunity Deprived Individuals (ODIs), encompassing Employees with Disability (EwD) and those from Economically and Socially Marginalised backgrounds (EcoSoc).

Employees with Disability (EwD)

We began our journey of hiring employees with special needs in 2007. Over the years, we have been strongly committed towards hiring individuals with special needs and creating an accessible and growth-oriented work environment for them. This includes individuals with:

1. Physical disabilities: Speech and Hearing Impaired (SHI), Orthopedically Handicapped (OH), Acid Survivors, Low Vision
2. Intellectual and Developmental Disability (IDD): Down Syndrome, Slow Learner, Mild MR, IDD and Autism

Across all our hotels, we have a significant presence of SHIs, followed by OH. Through our strategic partnerships with NGOs that focus on training of individuals with Intellectual and Developmental needs, we plan to continuously enhance and expand our traineeship model.

Economically and Socially Marginalised segment (EcoSoc)

We have focused on hiring people who belong to socially and economically weaker sections of society since 2016. This includes individuals who fall below the poverty line, widowed or destitute women, orphans/abandoned girls, transgender persons and those from select states that rank low on education and employment opportunities. By generating employment for these people, we effectively contribute towards poverty alleviation and social justice.

5 Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	N.A.	N.A.	N.A.	N.A.
Female	83%	50%	N.A.	N.A.
Total	83%	50%	N.A.	N.A.

6 Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No	(If Yes, then give details of the mechanism in brief)
Permanent Workers	N.A.	N.A.
Other than Permanent Worker	N.A.	N.A.
Permanent Employees	Yes	We have implemented a stringent Sexual Harassment Policy, overseen by the Ombudsman, to ensure a safe and respectful workplace for all. Each of our hotels and the Corporate Office has a dedicated POSH committee in place at every location. Additionally, we have well-defined policies for Vigilance/Whistleblower, Prevention of Corrupt Practices and a comprehensive Code of Conduct. Upholding the utmost priority, we maintain anonymity for individuals raising complaints, ensuring their protection and confidentiality throughout the process. We have an open door policy where employees can discuss issues with any unit or corporate function head. We also conduct regular "Engagement Chat" at hotels so that employees can share their feedback, issues and grievances and ideas for improvement with their General Managers.
Other than Permanent Employees	Yes	-

7 Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 2023-24			FY 2022-23		
	Total employees/workers in respective category (A)	No. of employees/workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/workers in respective category (C)	No. of employees/workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees	2,801	101	4%	3,125	76	2%
Male	2,478	90	4%	2,790	74	3%
Female	323	11	3%	335	2	1%
Total Permanent Workers	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Male	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Female	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

8 Details of training given to employees and workers:

	FY 2023-24					FY 2022-23				
	Total (A)	On Health and safety measures		On Skill upgradation *1		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
EMPLOYEES										
Male	3,124	935	30%	4,204	135%	2,042	884	43	1,158	57
Female	440	266	60%	974	221%	405	188	46	217	54
Total	3,564	1,201	34%	5,178	145%	2,447	1,072	44	1,375	56



	FY 2023-24					FY 2022-23				
	Total (A)	On Health and safety measures		On Skill upgradation *1		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
WORKERS										
Male	N.A.	N.A.	N.A.	N.A.	N.A.	-	-	-	-	-
Female	N.A.	N.A.	N.A.	N.A.	N.A.	-	-	-	-	-
Total	N.A.	N.A.	N.A.	N.A.	N.A.	-	-	-	-	-

*1 Note: Skill Upgradation - the %age is more than 100% because an employee undergoes multiple training programs for his/her role (Room Boy, Public Area Attendant, Associate-F&B (Service), etc.). These can be at the basic level or at a higher and more complex (within the person's function) or behavioral skill upgradation.

Note: All training data above is the sum of employees trained in different programmes and in different months. It includes duplication of people and is not a unique data set. Eg. If Rajat attends the induction, ESG, Front Office 101 and Security in the same year, he is counted four times.

9 Details of performance and career development reviews of employees and worker:

	FY 2023-24			FY 2022-23		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
EMPLOYEES						
Male	3,124	1,408	45%	2,790	1,341	48%
Female	440	141	32%	335	132	39%
Total	3,564	1,549	43%	3,125	1,473	47%
WORKERS						
Male	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Female	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

10 Health and safety management system:

- Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage such system?
 Yes
 We have an occupational health and management system in place that encompasses all our employees and hotels.
- What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?
 We have an Incident Tracking System that we use to identify work-related hazards and assess risks on both routine and non-routine bases. This system is implemented by our entity to ensure the safety and security of our operations and employees.
- Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Yes/No)
 Yes
 We have an Incident Tracking System in place for our employees and workers to report any work-related hazards promptly. This system enables us to take precautionary actions to avoid potential risks.
- Do the employees/worker of the entity have access to non-occupational medical and healthcare services? (Yes/No)
 Yes, we provide health/personal accident and life insurance coverage for all our employees. We have established grievance committees, including the Ombudsman, to address any concerns or issues that may arise. We conduct health camps and workshops at the hotel level, creating awareness and supporting our employees' overall well-being to promote a healthy work-life balance. Our hotel designs also incorporate health and safety measures, benefiting both guests and employees. These measures include fire safety equipment and evacuation procedures, daylighting to enhance natural lighting and sandwich walls to minimise the building's heat envelope, ensuring a safe and comfortable environment for all.

11 Details of safety related incidents, in the following format:

Safety Incident/Number	Category*	FY 2023-24	FY 2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees Workers	N.A. -	N.A. -
Total recordable work-related injuries	Employees Workers	14 -	15 -
No. of fatalities	Employees Workers	0 -	0 -
High consequence work-related injury or ill-health (excluding fatalities)	Employees Workers	3 -	2 -

* Including in the contract workforce

12 Describe the measures taken by the entity to ensure a safe and healthy work place.

We have implemented various measures to ensure a safe and healthy workplace. For a detailed insight into our safety practices, please refer to Principle 3, Essential Indicator, Question 10.

13 Number of Complaints on the following made by employees and workers:

FY 2023-24			FY 2022-23		
Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
0	0		0	0	
0	0		0	0	

14 Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

15 Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions.

We ensure that all employees are regularly trained on safety/security protocol across all units

Leadership Indicators

1 Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

Employees	Yes
Workers	N.A.

2 Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

Lemon Tree makes sure that all the relevant clauses dealing with statutory compliance are validated and honoured by both sides.



3 Provide the number of employees/workers having suffered high consequence work-related injury/ill-health/fatalities (as Data Needed in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/worker		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Employees	3	2	3	2
Workers	-	-	-	-

4 Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment?

Yes. We re-employ recommended employees who have superannuated and who wish to continue working with us on a merit basis.

5 Details on assessment of value chain partners

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	0
Working Conditions	0

6 Provide details of any corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners.

N.A.

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

The company’s approach towards the principle or rationale is to be mentioned here.



Essential Indicators

1 Describe the processes for identifying key stakeholder groups of the entity.

Engaging with our stakeholders is vital as it enables us to comprehend and align with their expectations, ultimately leading to better satisfaction. Their diverse needs serve as valuable inputs that shape our goals and strategic decisions. We have identified twelve (12) distinct stakeholder groups, and we maintain clear commitments to each of them, ensuring we address their specific requirements effectively.

Stakeholder Category	Why we need to engage	How we engage
Employees	Our employees create guest experiences and ensure that their expectations are met and even exceeded. We rely on the service delivery of our employees to enhance our brand image through exceptional service.	We regularly engage with our employees through internal town halls and other mechanisms. Frequent team-building exercises foster harmony and bring synergy to our team. We also rely on forums including new employee “fresh-eyes” discussions and weekly engagement chats between hotel managers and employees on a one-on-one basis to assess their needs.
Customers	Our customers are key stakeholders who experience our service delivery. Our revenues are directly linked with the trust and relationships that we nurture with our customers. Their feedback is critical to our financial success. Our brand standards too evolve based on this ongoing feedback.	We invite direct feedback from our customers prior to departure from our hotels. We also track their comments on our services after they have left our premises i.e. through Online Relationship Management (ORM) platforms. We monitor our social media engagement to understand the live feedback of our customers. We update our customers about hotel launches, new services, and/or periodic offers, through our loyalty program (Lemon Tree Smiles) via emailers, newsletters, etc.

Stakeholder Category	Why we need to engage	How we engage
Regulatory Bodies and Government	Ongoing engagement with regulatory bodies and the federal/state/local governments. We seek their support in complying with applicable laws and regulations.	They issue operating licenses and permits, which are critical for us to conduct our business.
Investors and Shareholders	Our investors and shareholders are interested in the success and sustainability of our business. They have provided the foundation, by providing capital, for our business to grow. The motivation to meet/exceed the expectations of our investors inspires us to continuously improve and, in that process, also deliver better value to other stakeholders.	Our quarterly presentations and annual meetings serve as an opportunity to engage with investors and shareholders regarding our performance and get their feedback. We also invite their feedback on our annual disclosures.
Owners and Partners	Owners/partners who own managed hotels (run by Lemon Tree Hotels) are also responsible for maintaining our brand standards. This asset-light growth model is critical to our business success as it ensures quick geographic spread and penetration, and offers our customers a wide choice across the country.	Our business development team and marketing team engages with owners and partners to ensure they have the necessary tools and support to uphold and enhance our brand’s reputation. We also have regular discussions through bilateral meetings with owners and partners.
Suppliers and Vendors	Engaging regularly with our suppliers and vendors is critical for our business, to ensure that the products and services they deliver to us meet our brand standards.	We engage with them frequently through informal interactions and periodical reviews. We discuss product quality, product specifications, timely supply, pricing and payment terms along with ethical and responsible sourcing.
Contractors	We are also supported by an outsourced workforce in providing quality services to our customers. This makes it critical for us to engage with our contractors who ensure the availability of trained staff who can deliver on our standards.	We engage with them frequently through informal interactions, meetings and periodical reviews to discuss matters pertaining to the well-being and engagement levels of our outsourced workforce.
Online Travel Agencies/ Portals	Online Travel Agencies support us in customer acquisition along with providing us insights into customer behavior and decision-making criteria. Reviewing customer feedback on their platforms is an important aspect of our business.	We maintain an open dialogue and conduct frequent meetings to stay connected with them.
NGOs	NGOs help us deliver on our commitment to being an equal opportunity employer by supporting us in selecting and training candidates with disability and candidates from economically/socially marginalised backgrounds (together called Opportunity Deprived Individuals (ODIs)). Moving forward, they will play a pivotal role in supporting the design and implementation of our CSR initiatives.	Our annual reports help our NGO partners assess our priorities and we engage with them regarding further opportunities for collaboration through regular meetings and specific engagement events.
Local Communities	We engage with local communities to understand their needs which helps us deliver greater impact through curated social welfare programs.	We engage with them through our NGO partners and/or local hotel teams.
Industry Associations	Industry associations serve as a platform for us to understand business trends and opportunities and collaborate with our peers in the travel and tourism industry.	We engage in multilateral meetings and events through industry associations and utilise these platforms to communicate our initiatives and learn about the initiatives of others.
Media	We leverage our relationship with media for brand building, engagement with local communities on different initiatives as well as release press notes on hotel launches, special promotions and offers.	We engage with media agencies and personnel regularly through press releases, press notes and briefings. The intent is to publicise our new hotel openings and initiatives. We curate news briefs exclusively for our media partners to keep them apprised of relevant updates about our operations.



2 List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website, Other)	Frequency of engagement (Annually/Half yearly/Quarterly/others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees	Yes, employees who are Opportunity Deprived Individuals (including Employees with Disability and Employees from Economically/Socially marginalised segments)	<ul style="list-style-type: none"> Town halls meetings Team-building exercises Fresh-eyes discussion Weekly engagement chats 	<ul style="list-style-type: none"> Weekly Monthly Quarterly Annually 	<ul style="list-style-type: none"> Health, Safety and Well-Being Talent Management and Retention Diversity and Inclusion Ethics and Transparency Energy Management Water Management Waste Management Climate Change
Customers	No	<ul style="list-style-type: none"> Direct feedback from our customers (Guest Satisfaction Tracking System (GSTS)), hi@lemontreehotels.com) Online Relationship Management (ORM) platforms including Trip Advisor, makemytrip.com, booking.com Social media engagement E-mailers and newsletters 	<ul style="list-style-type: none"> Daily Need based 	<ul style="list-style-type: none"> Health, Safety and Well-Being Data Privacy Diversity and Inclusion Ethics and Transparency Climate Change
Regulatory Bodies and Government	No	<ul style="list-style-type: none"> One-on-one meetings Government portals and emails 	<ul style="list-style-type: none"> Quarterly 	<ul style="list-style-type: none"> Regulatory compliance
Investors and Shareholders	No	<ul style="list-style-type: none"> Quarterly presentations Annual meetings Feedback on annual disclosures 	<ul style="list-style-type: none"> Quarterly Need based 	<ul style="list-style-type: none"> Economic Performance Diversity and Inclusion Energy Management Water Management Waste Management Climate Change Customer Satisfaction Ethics and Transparency
Owners and Partners	No	<ul style="list-style-type: none"> Regular engagement Bilateral meetings 	<ul style="list-style-type: none"> Need based Quarterly Annually 	<ul style="list-style-type: none"> Economic Performance Regulatory Compliance Ethics and Transparency Diversity and Inclusion Energy Management Water Management Biodiversity Protection Waste Management Climate Change
Suppliers and Vendors	No	<ul style="list-style-type: none"> Informal interactions Periodic reviews Annual supplier audits 	<ul style="list-style-type: none"> Annually Need based 	<ul style="list-style-type: none"> Sustainable Supply Chain Commitment to Human Rights Customer Satisfaction
Contractors	No	<ul style="list-style-type: none"> Informal interactions Periodic reviews Annual supplier audits 	<ul style="list-style-type: none"> Annually Need based 	<ul style="list-style-type: none"> Sustainable Supply Chain Commitment to Human Rights Customer Satisfaction
Online Travel Agencies/Portals	No	<ul style="list-style-type: none"> Online access to feedback from travellers/guests One-on-one meetings with the management of OTA 	<ul style="list-style-type: none"> Daily Need based 	<ul style="list-style-type: none"> Customer Satisfaction Ethics and Transparency
NGOs	Yes	<ul style="list-style-type: none"> Regular meetings Specific engagement events Annual reports 	<ul style="list-style-type: none"> Annually Need based 	<ul style="list-style-type: none"> Diversity and Inclusion Local Community Development Climate Change
Local Communities	Yes, some sections	<ul style="list-style-type: none"> Engagement through NGO partners 	<ul style="list-style-type: none"> Quarterly Annually 	<ul style="list-style-type: none"> Diversity and Inclusion Skilling/training (Talent Management) Local Community Development Climate Change

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website, Other)	Frequency of engagement (Annually/Half yearly/Quarterly/others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Industry Associations	No	<ul style="list-style-type: none"> Multilateral meetings 	<ul style="list-style-type: none"> Annually Need based 	<ul style="list-style-type: none"> Ethics and Transparency Regulatory Compliance Energy Management Water Management Diversity and Inclusion Skilling/training (Talent Management)
Media	No	<ul style="list-style-type: none"> Press releases Press notes and briefings 	<ul style="list-style-type: none"> Quarterly Annually Need based 	<ul style="list-style-type: none"> Footprint Growth Customer Satisfaction Regulatory Compliance Energy Management Water Management Diversity and Inclusion

Leadership Indicators

1 Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

We have set up various committees on economic and ESG governance and performance monitoring. These committees are Nomination and Remuneration Committee, Share Allotment Committee, Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee.

The Nomination and Remuneration Committee, Finance Committee, Share Allotment Committee, Audit Committee, Stakeholders Relationship Committee, Sustainability Committee, Corporate Social Responsibility Committee, General Management Committee and Risk Management Committee are constituted by the Board and are respectively chaired by an Independent Director. As per their respective terms of reference, the various Committees (statutory as well as internal) meet periodically to review the performance of the Company across various areas. A quarterly performance update and review is conducted by each committee (on the respective area) and consolidated reports/follow throughs are presented to the Board in the quarterly meeting. Also, the Company conducts the stakeholder engagement exercise on ESG topics, from time to time.

2 Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes/No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Yes

The outcomes of the materiality assessment/stakeholder engagement exercise help the company identify material topics in the area of sustainability/ESG. Based on key material topics, the company's policy setting and strategic approach are developed and implemented. Where required, goals are defined along with monitoring mechanisms and responsibility (for results) is assigned to members of the leadership team. As illustrations:

- **Energy management:** We endeavour to monitor and reduce our energy consumption on an ongoing basis. We have implemented several initiatives including the use of renewable energy (RE) as well as adopting energy efficient systems across operations
- **Water Management:** We acknowledge the need to ensure the most efficient use of water. We have implemented several initiatives to reduce our overall water consumption as well as adopt systems to effectively manage our water footprint
- **Customer Satisfaction:** Our customer-centric approach enables us to provide curated and customised experiences to our guests and cater to their requirements. We regularly conduct satisfaction surveys to obtain feedback on our services
- **Ethics and Transparency:** We ensure that we conduct our business in an ethical and transparent manner. This includes following a code of conduct as well as ensuring that we are guided by our Anti-Bribery and Anti-Corruption Policy, Whistleblower Policy and Vigil Mechanism



S.No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
10	STP	Protects water resources, prevents pollution, ensures public health, promotes environmental sustainability, wastewater management, community well-being.	Saves domestic water usage by using the treated water for secondary systems and applications viz.gardening/flushing. Cleaner water bodies, reduced pollution, improved public health, environmental protection
11	RECD (Retro Emission Control Device)	The primary purpose of RECDs is to enhance air quality by controlling the emission of hydrocarbons and carbon monoxide from diesel generators. RECDs are installed on generators and can control and reduce harmful emissions. The device, essentially a stainless steel box, is mounted on the generator's exhaust system. It operates on filter-less technology and captures and reduces specific particles from emissions. It captures carbon matter with an efficiency of more than 90%, significantly reducing the environmental impact of these generators.	
12	DF Kit (Dual Fuel Kit)	Dual Fuel kits are designed to enhance the efficiency and versatility of diesel generators. They allow a diesel generator to run on a combination of two fuels, typically diesel and a gaseous fuel like natural gas or propane. They serve two purposes (1) reduce operating costs (gaseous fuels cost less than diesel). (2) reduces the environmental impact/emits fewer pollutants.	
13	Bio gas Plant	Biogas plants simultaneously take care of waste management and act as a source of energy. It uses anaerobic digestion, a process where organic waste is broken down by bacteria in the absence of oxygen, thereby producing biogas. Benefits include: renewable energy source (zero emissions), reduce waste disposal costs, contribution to the circular economy.	
14	Bottling Plant	Lemon Tree installs water bottling plant (for drinking water) to remove single-use plastic packaged water and reduce our plastic footprint. We also see a benefit of 10-11% reduction in expenditure on packaged water. The plant's SOPs incorporate all required cleaning, sanitizing, filling and packaging (date stickers used). At Aurika Skycity (Mumbai), we have used a new technology called CDI (Capacitive De-Ionization) which saves energy and water both. The CDI based water purification process has a high water recovery of up to 90%, as well as a TDS reduction of up to 90% and low electricity consumption of only 30% as compared to the current Reverse Osmosis (RO) technology.	

5 Does the entity have a business continuity and disaster management plan? Give details in 100 words/web link.

Lemon Tree Hotels maintains a comprehensive business continuity and disaster management plan to ensure the safety and well-being of our guests and staff in unforeseen circumstances. Our plan encompasses protocols for natural disasters, emergencies and other disruptions to operations. It includes measures for guest evacuation, staff training, communication channels, and backup systems for essential services like power and water supply. Regular drills and updates are conducted to ensure readiness.

https://www.lemontreehotels.com/factsheet/Policies/Risk_Management_Policy.pdf?_ga=2.206396179.125232101.1684394259-1688743694.1684394259

6 Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

No significant adverse impact has been reported by any value chain partner.

7 Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

None

PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

The company's approach towards the principle or rationale is to be mentioned here.



Essential Indicators

1 a. Number of affiliations with trade and industry chambers/associations

Ten

b. List the top 10 trade and industry chambers/associations (determined based on the total members of such body) the entity is a member of/affiliated to.

S.No	Name of the trade and industry chambers/associations	Reach of trade and industry chambers/associations (State/National)
1	Confederation of Indian Industry (CII)	National
2	Federation of Hotel & Restaurant Associations of India (FHRAI)	National
3	Hotel Association of India (HAI)	National
4	Hotel and Restaurant Association of Northern India (HRANI)	State
5	Hotel and Restaurant Association of Western India (HRAWI)	State
6	South India Hotels and Restaurants Association (SIHRA)	State
7	Association of Domestic Tour Operators of India (ADTOI)	National
8	Indian Association of Tour Operators (IATO)	National
9	PHD Chamber of Commerce and Industry	National
10	Federation of Indian Chambers of Commerce and Industry (FICCI)	National

2 Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

N.A. as there were no instances of non-compliance reported during FY24

Leadership Indicators

1 Details of public policy positions advocated by the entity:

S.No	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of review by Board (annually/half-yearly/quarterly/others- please specify)	Web link, if available
	Given our expertise in hospitality, inclusion/diversity, and sustainability/ESG, we regularly engage with various stakeholders, including government and regulators, associations and industry chambers. We actively provide our inputs on various areas, such as hotel construction and design, hotel services, inclusion/diversity, skilling of individuals with special needs, renewable energy and more. Over the last two decades, our leadership team has played a pivotal role in shaping public policy and has been invited to participate in numerous committees and task forces. We are committed to contributing to this process responsibly and ethically, ensuring a positive and meaningful impact.				



PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner. The company’s approach towards the principle or rationale is to be mentioned here.



Essential Indicators

1 Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

We place significant emphasis on customer feedback and Online Reputation Management (ORM). A dedicated team focuses on this aspect across the group, aiming to promptly address any service errors or shortcomings through a well-organised process involving the Hotel Operations Team and the ORM team. We actively encourage our guests to provide feedback through various channels, viz. our Guest Satisfaction Tracking System (GSTS) online source like Tripadvisor and social media platforms and OTAs, including booking.com, makemytrip.com and many more. By valuing and attentively addressing their comments, we continually enhance our services and ensure that our guests’ are content.

2 Turnover of products and/services as a percentage of turnover from all products/service that carry information about:

As a percentage to total turnover

Environmental and social parameters relevant to the product	Not applicable as Lemon Tree does not have specific consumer products. We offer our guests a combination of products (hotel room, food, etc.) and services (check-in, dining, gym, spa, swimming pool). All ESG efforts by the Company get included in any service that we provide.
Safe and responsible usage	
Recycling and/or safe disposal	

3 Number of consumer complaints in respect of the following:

	FY 2023-24		Remarks	FY 2022-23		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	0	0	-	0	0	-
Advertising	0	0	-	0	0	-
Cyber-security	0	0	-	-	-	-
Delivery of essential services	0	0	-	0	0	-
Restrictive Trade Practices	0	0	-	0	0	-
Unfair Trade Practices	0	0	-	0	0	-
Other	0	0	-	0	0	-

4 Details of instances of product recalls on account of safety issues:

N.A.

5 Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes

Web link <https://www.lemontreehotels.com/privacy-policy>

6 Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services.

None

7 Provide the following information relating to data breaches:

- a. Number of instances of data breaches
NIL
- b. Percentage of data breaches involving personally identifiable information of customer
NIL
- c. Impact, if any, of the data breaches
NIL

Leadership Indicators

1 Channels/platforms where information on products and services of the entity can be accessed (provide web link, if available).

Lemon Tree’s offerings and brand details can be found in the About Us section of our website.

www.lemontreehotels.com

2 Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

We effectively communicate our sustainability efforts and initiatives to our guests through a number of channels including Lemon Tree’s digital platforms, brochures and other collaterals in guest rooms. We find opportunities for our guests to engage in our sustainability activities, example, our half-glass water initiative; third-day linen change; tree plantation in the neighbourhood and more.

3 Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

Any updates for our guests and customers and the risk of disruption/discontinuation (temporarily) of hotel services is always displayed on our brand website. For example, we had a COVID-19 update page where all safety protocols and hygiene processes were explained during the 2+ years of the pandemic.

4 Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

N.A.



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indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the income statement when the asset is derecognized.

(i) Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The Group depreciates building component of investment property over 60 years from the date of original purchase.

Though the Group measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition.

(j) Borrowing costs

Borrowing cost includes interest expense as per Effective Interest Rate (EIR).

Borrowing costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of the asset until such time that the assets are substantially ready for their intended use. Where funds are borrowed specifically to finance a project, the amount capitalised represents the actual borrowing costs incurred. Where surplus funds are available out of money borrowed specifically to finance a project, the income generated from such current investments

is deducted from the total capitalized borrowing cost. Where the funds used to finance a project form part of general borrowings, the amount capitalised is calculated using a weighted average of rates applicable to relevant general borrowings of the Company during the year. Capitalisation of borrowing costs is suspended and charged to profit and loss during the extended periods when the active development on the qualifying assets is interrupted.

Effective Interest Rate (EIR) is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial liability or a shorter period, where appropriate, to the amortised cost of a financial liability after considering all the contractual terms of the financial instrument.

(k) Leases

The Group assesses that the contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- (1) The contract involves the use of an identified asset,
- (2) The Group has substantially all of the economic benefits from use of the identified asset, and
- (3) The Group has the right to direct the use of the identified asset.

Group as a lessee

The Group recognizes right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use asset is depreciated from the commencement date over the shorter of the lease term and useful life of the underlying asset. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may

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not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Group measures the lease liability at the present value of the lease payments over the lease term. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. For leases with reasonably similar characteristics, the Group adopts the incremental borrowing rate for the entire portfolio of leases as a whole. The lease payments shall include fixed payments, variable lease payments, exercise price of a purchase option and payments of penalties for terminating the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Group recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognizes any remaining amount of the re-measurement in statement of profit and loss.

The Group has elected not to apply the requirements of Ind AS 116 to leases for which the underlying asset is of low value. The lease payments associated with these low value leases are recognized as an expense on a straight-line basis over the lease term.

Group as a lessor

Leases where the Group does not transfer substantially all the risks and rewards incidental to ownership of the asset are classified as operating leases. Lease rentals under operating leases are recognized as income on a straight-line basis over the lease term.

(l) Inventories

Stock of food & beverages, stores and operating supplies are valued at lower of cost and net realisable Value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a first in first out basis. Net realisable value is the estimated selling price in

the ordinary course of business less estimated costs necessary to make sale.

(m) Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair valueless costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Group of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country in which the entity operates, or for the market in which the asset is used.

Impairment losses including impairment on inventories, are recognised in the statement of profit and loss.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously



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recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

(n) Provisions

General

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent Assets/ Liabilities

Contingent assets are not recognised. However, when realisation of income is virtually certain, then the related asset is no longer a contingent asset, and is recognised as an asset.

Contingent liabilities are disclosed in notes to accounts when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

(o) Deferred Revenue

The Group operates a loyalty point's programme, which allows customers to accumulate points when they obtain services in the Group's Hotels. The points can be redeemed for free products/nights, subject to a minimum number of points being obtained. Consideration received is allocated between the Room Revenue and the points issued, with the consideration allocated to the points equal to their fair value. Fair value of the points is determined by applying a statistical analysis. The fair value of the points issued is deferred and recognised as revenue when the points are redeemed.

(p) Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The group has no obligation, other than the contribution payable to the provident fund. The group recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Retirement benefit in the form of gratuity is a defined benefit scheme. Gratuity liability of employees is accounted for on the basis of actuarial valuation on projected unit credit method at the close of the year. Group's contribution made to Life Insurance Corporation is expenses off at the time of payment of premium.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on

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the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Group recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the consolidated statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

Retirement benefits in the form of Superannuation Fund is a defined contribution scheme and the contributions are charged to the statement of profit and loss of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective trusts.

Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

The Group treats leaves expected to be carried forward for measurement purposes. Such compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Remeasurement gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Group presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where Group has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.

(p) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

- Debt instruments at amortised cost
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A debt instrument is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and



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- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables etc. For more information on receivables, refer to Note 12.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. The Group has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments included within the FVTPL or FVTOCI category are measured at fair value with all changes recognized in the P&L or OCI.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised (i.e. removed from the Group's consolidated balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.
- Trade receivables or any contractual right to receive cash or another financial asset.

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables:

- Trade receivables or contract revenue receivables; and
- All lease receivables resulting from transactions within the scope of Ind AS 116

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining

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contractual term of the financial instrument

- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.
- Debt instruments measured at FVTOCI: There are no instruments measured at FVTOCI.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and financial guarantee contracts.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category

also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Group has not designated any financial liability as at fair value through profit and loss.

Financial liabilities at amortised cost

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings. For more information refer Note 19.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements



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of Ind AS 109 and the amount recognised less cumulative amortisation.

If a financial guarantee is an integral element of a debt instrument held by the entity, it should not be accounted for separately.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(r) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

(s) Share-based payments

Certain employees (including senior executives) of the Group receive part of their remuneration in the form of share based payment transactions, whereby employees render services in exchange for shares or rights over share (equity-settled transactions).

The cost of equity-settled transactions with employees is determined measured at fair value at the date at which they are granted using an appropriate valuation model. That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which

the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

(t) Cash Flow Statement

Cash flows are reported using the indirect method, where by profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

(u) Measurement of EBITDA

The Group has elected to present earnings before interest, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the statement of profit and loss. The Group measures EBITDA on the basis of profit/ (loss) from continuing operations. In its measurement, the Group does not include expense, finance costs, finance income, depreciation and amortization, exceptional items, if any and tax expense.

(u) Indirect taxes

Value Added Taxes/Goods & Service Tax paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of sales/ value added taxes paid, except:

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- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of tax included

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

(w) Earnings Per Share (EPS)

Basic EPS is calculated by dividing the profit for the year attributable to ordinary equity shareholders

of the Parent Company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS is calculated by dividing the profit attributable to ordinary equity shareholders of the Parent Company by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

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5. Investment property

₹ in lakhs

Particulars	Total
Gross Carrying Amount	
As at April 1, 2022	209.82
Additions	-
As at March 31, 2023	209.82
Additions	-
As at March 31, 2024	209.82
Accumulated Depreciation	
At April 1, 2022	29.92
Charge for the year	3.57
At March 31, 2023	33.49
Charge for the year	3.57
At March 31, 2024	37.06
Net Block	
At March 31, 2024	172.76
At March 31, 2023	176.33

Information regarding income and expenditure of Investment property:

	For the year ended March 31, 2024 ₹ in lakhs	For the year ended March 31, 2023 ₹ in lakhs
Rental income derived from investment property	20.49	19.38
Direct operating expenses (including repairs and maintenance) that did not generate rental income	(1.05)	(1.00)
Profit arising from investment properties before depreciation and indirect expenses	19.44	18.38
Less – Depreciation	(3.57)	(3.57)
Profit arising from investment properties before indirect expenses	15.87	14.81

The Group's investment properties consist of a commercial property in India. The management has determined that the investment property consist of one classes of asset – office space – based on the nature, characteristics and risks of the property. The Group has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties.

As at March 31, 2024 and March 31, 2023, the fair values of the property is ₹ 258.89 lakhs and ₹ 258.89 lakhs respectively. These valuations are based on valuations performed by an external independent valuer at the time of acquisition of property dated March 25, 2014. The management has considered these valuations on the basis that there is no material change in the value of property since acquired, hence no impairment is made during the year.

Reconciliation of fair value:

Particulars	₹ in lakhs
Opening balance as at 1 April 2022	258.89
Fair value difference	-
Purchases	-
Closing balance as at March 31, 2023	258.89
Fair value difference	-
Purchases	-
Closing balance as at March 31, 2024	258.89

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Description of valuation techniques used and key inputs to valuation on investment properties:

Valuation technique	Significant unobservable Inputs
Sales comparable method	Location
	Size of building
	Quality of building
	Visibility of unit
	Furnished/unfurnished

6.1 Intangible assets

₹ in lakhs

Particulars	Software	Management Contracts	Brand	Total	Goodwill
Gross Carrying amount					
At April 1, 2022	995.21	1,900.00	100.00	2,995.21	9,508.46
Additions	67.29	-	-	67.29	-
At March 31, 2023	1,062.50	1,900.00	100.00	3,062.50	9,508.46
Additions	3,496.81	-	-	3,496.81	-
At March 31, 2024	4,559.31	1,900.00	100.00	6,559.31	9,508.46
Accumulated Depreciation					
At April 1, 2022	721.18	784.27	20.00	1,525.45	0.02
Amortisation	95.34	795.99	10.00	901.33	0.01
At March 31, 2023	816.52	1,580.26	30.00	2,426.78	0.03
Amortisation	110.87	69.10	10.00	189.97	0.00
At March 31, 2024	927.39	1,649.36	40.00	2,616.75	0.03
Net Block					
At March 31, 2024	3,631.92	250.64	60.00	3,942.56	9,508.43
At March 31, 2023	245.98	319.74	70.00	635.72	9,508.43
Net book value				As at March 31, 2024	As at March 31, 2023
Intangible assets				3,942.56	635.72

Notes

- The Intangible assets are valued at cost. The Group has not revalued these assets during the year. Also, refer note 45.
- The Group has tested the Goodwill for impairment during the year (refer note 45).

6.2 Intangible assets under development

₹ in lakhs

Particulars	Sub Station*	Software**	Total
Balance as at April 01, 2022	227.91	-	227.91
Additions during the year	49.62	1,029.80	1,079.42
Balance as at March 31, 2023	277.53	1,029.80	1,307.33
Additions during the year	11.83	2,468.58	2,480.41
Capitalised during the year	289.36	3,441.14	3,730.50
Balance as at March 31, 2024	-	57.24	57.24

*Intangible assets under development consists of cost incurred on development of - 330KA substation which has been capitalised to Property, plant and equipment on April 18, 2023

** Intangible assets under development consists of cost incurred by Company on development of software. Project is expected to be completed by FY 2024-25.

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7. Right-of-use asset

Particulars	₹. In lakhs Amount
Gross Carrying Amount (I)	
At April 1, 2022	63,361.78
Additions	-
At March 31, 2023	63,361.78
Additions (Refer note 36)	1,266.92
At March 31, 2024	64,628.70
Accumulated Depreciation (II)	
At April 1, 2022	20,374.18
Charge for the year	2,623.12
At March 31, 2023	22,997.30
Charge for the year	2,563.47
At March 31, 2024	25,560.77
III. Net Carrying amount(I-II)	
At March 31, 2024	39,067.93
At March 31, 2023	40,364.48

Notes:

- The lease agreement for leasehold properties on which building is constructed is registered in the name of the Group.
- Right-of-use assets are valued at cost. The Group has not revalued these assets during the year.

8. Financial assets

	As at March 31, 2024 ₹ in lakhs	As at March 31, 2023 ₹ in lakhs
(I) INVESTMENTS		
Unquoted equity shares of associate companies (at cost)		
340,000 (March 31, 2023: 340,000) equity shares of Mind leaders Learning India Private Limited of Re.1 each fully paid.	523.38	453.34
Quoted investments at fair value through Profit & Loss		
Mutual funds		
5,584.704 (March 31, 2023: 5,584.704) Units of Reliance Low Duration Fund - Direct Growth Plan Growth option	106.98	99.70
14,945.79 (March 31, 2023: Nil) Units of HDFC Liquid Fund Growth Plan	702.14	-
Other unquoted investments at fair value through Profit and Loss		
6,046 (March 31, 2023: 6,046) equity shares of SEP Energy Private Limited of ₹10 each fully paid.	0.60	0.60
	1,333.10	553.64
Aggregate book value of quoted investments	809.12	99.70
Aggregate market value of quoted investments	809.12	99.70
Aggregate book value of unquoted investments	523.98	453.94
Current	809.12	99.70
Non-Current	523.98	453.94
Total	1,333.10	553.64

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	As at March 31, 2024 ₹ in lakhs	As at March 31, 2023 ₹ in lakhs
(II) LOANS		
Unsecured considered good		
Loans to employees at amortised cost	18.52	30.00
	18.52	30.00
(III) OTHER NON- CURRENT FINANCIAL ASSETS UNSECURED, CONSIDERED GOOD		
Security deposits at amortised cost	7,894.95	7,281.64
Interest accrued on deposits with banks*	329.60	308.72
Fixed deposits under lien*	1,051.05	982.43
	9,275.60	8,572.79
Less Provision for doubtful assets	(462.26)	(462.26)
	8,813.34	8,110.53

* Fixed deposits under lien and interest accrued on deposits with banks includes deposits lien marked with banks against guarantees issued in favour of various Government departments.

9.1 Deferred tax assets (net)

	As at March 31, 2024 ₹ in lakhs	As at March 31, 2023 ₹ in lakhs
Property, plant and equipments and intangible assets	26,732.70	24,761.51
Borrowing	2.29	-
Revaluation of land	405.04	405.04
Deferred tax liability	27,140.03	25,166.55
Impact of expenditure charged to the statement of profit and loss in the current/earlier year but allowable for tax purposes on payment basis	515.83	595.58
Right to use asset/lease liability	5,434.67	4,988.27
Provision for doubtful debts and advances	85.79	69.92
Provision for bonus	23.86	23.86
Effect of unabsorbed depreciation and business loss	16,999.55	13,819.21
Provision for gratuity	99.74	95.86
Provision for leave compensation	56.28	62.88
Loyalty program	10.30	9.35
Provision for litigation	26.72	24.06
Provision for slow moving inventory	9.94	9.94
Interest on borrowing u/s 43B	1,448.30	1,462.26
Security deposits- impact of discounting	2,013.78	1,913.12
Provision for contingency	33.36	30.06
Borrowings	-	99.25
Provision for expected credit losses	55.61	43.14
MAT credit entitlement receivable	3,381.36	5,208.87
	(974.19)	(1,059.02)
Deferred tax asset (refer note 33(c))	30,195.09	28,455.63
Deferred tax (assets)/liability (net)	3,055.06	3,289.08
Deferred tax asset (net)	(3,582.90)	(3,647.31)
Deferred tax liability (net)	527.84	358.23

As at March 31, 2024, the Group has carry forward tax losses of ₹ 5,276.50 (March 31, 2023: ₹ 7,124.91 lakhs) (with expiry between financial year 2024-25 to 2031-32), Long term capital loss of ₹ 4,496.38 (March 31, 2023: ₹ 4,496.38 lakhs) (with expiry between financial year 2024-25 to 2028-29) and unabsorbed depreciation of ₹ 80,051.53 lakhs (March 31, 2023: 78,088.39 lakhs) with no expiry. Further

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Considering that nature of the Group's certain subsidiaries operations and history of past tax losses, deferred tax assets are recognized to the extent that it is probable that taxable profit will be generated in future against which the deductible temporary differences, carry forward of unabsorbed depreciation and tax losses can be utilised. Accordingly, it is considered prudent to recognize the deferred tax assets only to the extent of deferred tax liabilities and the Group's certain subsidiaries has not recognised deferred tax assets of ₹ 3,789.93 lakhs (March 31, 2023: ₹ 6,984.38 lakhs).

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for year March 31, 2024 and March 31, 2023:

	For the year ended March 31, 2024 ₹ in lakhs	For the year ended March 31, 2023 ₹ in lakhs
Profit before tax	21,583.23	17,823.82
Tax rate	29.12%	29.12%
Tax at statutory income tax rate	5,955.75	5,015.68
Effect of incomes taxable at nil/lower/MAT rate	26.10	14.57
Effect of non-deductible expenses	(110.56)	6.77
Income tax charge in respect of earlier year	(1,806.37)	47.82
Impact of change in tax rate	-	23.00
Loss adjusted on account of merger	(55.37)	-
Unrecognized tax assets (net) and other adjustments	(596.98)	(1,306.29)
Other adjustments	-	(31.74)
Net tax expense as per statement of profit and loss	3,412.57	3,769.82

9.2 Non-Current tax assets (net)

	As at March 31, 2024 ₹ in lakhs	As at March 31, 2023 ₹ in lakhs
Advance Income Tax (net of provision for taxation)	2,286.77	1,859.37
	2,286.77	1,859.37

10. Other non-current assets

	As at March 31, 2024 ₹ in lakhs	As at March 31, 2023 ₹ in lakhs
Unsecured, considered good		
Capital advances	85.88	1,079.56
Balance with statutory/ government authorities	656.69	335.53
Prepaid expenses	140.38	161.42
Total	882.95	1,576.51

11. Inventories

(valued at lower of cost and net realisable value, unless otherwise stated)

	As at March 31, 2024 ₹ in lakhs	As at March 31, 2023 ₹ in lakhs
Food and beverages (excluding liquor and wine)	282.23	184.07
Liquor and wine	221.19	156.32
Stores, cutlery, crockery, linen, provisions and others (valued at cost)	880.20	711.84
	1,383.62	1,052.23

Refer footnote to Note 19(i) for inventories pledged.

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12 Trade receivables

	As at March 31, 2024 ₹ in lakhs	As at March 31, 2023 ₹ in lakhs
Trade receivables#		
Unsecured, considered good	7,147.67	5,597.77
Trade Receivables which have significant increase in credit risk	1,825.86	1,694.94
Less: Provision for expected credit loss	(1,825.86)	(1,694.94)
Total Trade receivables	7,147.67	5,597.77
Trade receivables from non related party	7,147.67	5,597.77
	7,147.67	5,597.77

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days from the date of invoice.

#Trade receivable ageing schedule based on the requirement of Schedule III

As at March 31, 2024

(₹. in Lakhs)

Particulars	Not due	Outstanding for following periods from date of transaction					Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	158.53	6,523.25	336.23	123.31	-	6.35	7,147.67
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	55.23	31.10	97.72	128.06	1,500.83	1,812.94
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed TradeReceivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed TradeReceivables – credit impaired	-	-	-	-	-	12.92	12.92
Total	158.53	6,578.48	367.33	221.03	128.06	1,520.10	8,973.53
Less: Provision for expected credit loss	-	(55.23)	(31.10)	(97.72)	(128.06)	(1,513.75)	(1,825.86)
Net total	158.53	6,523.25	336.23	123.31	-	6.35	7,147.67

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As at March 31, 2023

(₹ in Lakhs)

Particulars	Not due	Outstanding for following periods from date of transaction					Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables –considered good	50.20	5,143.20	303.72	53.92	19.57	27.16	5,597.77
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	25.91	34.94	40.36	30.35	1,563.38	1,694.94
(iii) Undisputed Trade Receivables –credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed TradeReceivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed TradeReceivables – credit impaired	-	-	-	-	-	-	-
Total	50.20	5,169.11	338.66	94.28	49.92	1,590.54	7,292.71
Less: Provision for expected credit loss	-	(25.91)	(34.94)	(40.36)	(30.35)	(1,563.38)	(1,694.94)
Net total	50.20	5,143.20	303.72	53.92	19.57	27.16	5,597.77

13 Cash and cash equivalents

	As at March 31, 2024 ₹ in lakhs	As at March 31, 2023 ₹ in lakhs
Balance with banks		
On current accounts	3,071.88	1,709.42
Deposits with original maturity of 3 months or less	200.00	578.78
Cash on hand	92.56	79.99
	3,364.44	2,368.19

Reconciliation of Movements of liabilities to cash flows arising from financing activities:

	As at March 31, 2024 ₹ in lakhs	As at March 31, 2023 ₹ in lakhs
Balance as at beginning of the year-Borrowings and lease liabilities	2,17,683.34	2,12,796.57
Movement due to payments made	(5,903.97)	917.17
Movement due to non cash transactions in lease liabilities and borrowings		
-Addition	1,266.92	-
-Accrual of finance cost	20,538.19	3,969.60
Balance as at end of the year- Borrowings and lease liabilities	2,33,584.48	2,17,683.34

14 (i) Other bank balances

	As at March 31, 2024 ₹ in lakhs	As at March 31, 2023 ₹ in lakhs
Deposits with original maturity of more than 3 months and less than 12 months	2,010.00	379.68
	2,010.00	379.68

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for the year ended March 31, 2024

14 (ii) Other current-financial assets

	As at March 31, 2024 ₹ in lakhs	As at March 31, 2023 ₹ in lakhs
Security deposits	245.27	210.92
Bank deposits with more than 12 months maturity	23.10	-
Interest accrued on fixed deposits	46.65	148.18
	315.02	359.10

Break up of current financial assets carried at amortised cost

	As at March 31, 2024 ₹ in lakhs	As at March 31, 2023 ₹ in lakhs
Trade receivables	7,147.67	5,597.77
Cash and cash equivalents	3,364.44	2,368.19
Security deposits	245.27	210.92
Other bank balances	2,033.10	379.68
Interest accrued on fixed deposits	46.65	148.18
	12,837.13	8,704.74

15. Other current assets

	As at March 31, 2024 ₹ in lakhs	As at March 31, 2023 ₹ in lakhs
Advances recoverable		
- Others, considered good	1,177.23	964.63
Government incentive receivable	493.17	86.61
Unbilled revenue	14.14	29.34
Balance with statutory/ government authorities	2,522.79	1,652.65
Prepaid expenses	1,296.80	1,013.68
	5,504.13	3,746.91

16. Share capital

Authorised Share Capital

	Equity shares (Face Value of ₹ 10 each)		5% Redeemable Preference shares (Face Value of ₹ 100 each)		Preference shares (Face Value of ₹ 100 each)	
	No. of shares	₹ in lakhs	No. of shares	₹ in lakhs	No. of shares	₹ in lakhs
At April 1, 2022	1,00,14,40,000	1,00,144.00	1,45,000	145.00	-	-
Increase/(decrease) during the year	-	-	-	-	-	-
At March 31, 2023	1,00,14,40,000	1,00,144.00	1,45,000	145.00	-	-
Increase during the year*	59,50,000	595.00	50,000	50.00	4,90,000	490.00
At March 31, 2024	1,00,73,90,000	1,00,739.00	1,95,000	195.00	4,90,000	490.00

*refer note 52

Terms/rights attached to equity shares

The company has only one class of equity shares having par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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Issued equity capital#

Equity shares of ₹ 10 each issued, subscribed and fully paid	No. of shares	₹ in lakhs
At April 1, 2022	79,08,13,373	79,081.33
Change in shares held by ESOP trust	7,93,850	79.38
At March 31, 2023	79,16,07,223	79,160.71
Change in shares held by ESOP trust	2,38,400	23.84
At March 31, 2024	79,18,45,623	79,184.55

excluding 400,841 equity shares (March 31, 2023: 639,241 shares) held by ESOP trust which has been consolidated in accordance with the requirement of IND AS 110. The movement is explained below:-

(a) Movement of share capital:

	Share capital		Shares held by ESOP trust		Share capital (excluding ESOP trust)	
	No. of shares	₹ in lakhs	No. of shares	₹ in lakhs	No. of shares	₹ in lakhs
At April 1, 2022	79,22,46,464	79,224.64	14,33,091	143.31	79,08,13,373	79,081.33
Change in shares held by ESOP trust	-	-	(7,93,850)	(79.38)	7,93,850	79.38
At March 31, 2023	79,22,46,464	79,224.64	6,39,241	63.93	79,16,07,223	79,160.71
Change in shares held by ESOP trust	-	-	(2,38,400)	(23.84)	2,38,400	23.84
At March 31, 2024	79,22,46,464	79,224.64	4,00,841	40.09	79,18,45,623	79,184.55

(b) Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of shares	% held*	No. of shares	% held*
Equity shares of ₹. 10 each fully paid up				
Spank Management Services Private Limited	17,18,24,781	21.69%	17,69,44,863	22.33%
APG Strategic Real Estate Pool N.V.	11,87,30,914	14.99%	11,87,30,914	14.99%
SBI Large and Midcap Fund	5,82,02,476	7.35%	6,00,93,359	7.59%

* Calculated on number of share capital (including ESOP trust)

(c) Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option (ESOP) plan of the company, please refer note 37

(d) Aggregate number of bonus share issued, share issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date

	March 31, 2024	March 31, 2023
	No. of shares	No. of shares
(i) Equity shares allotted as fully paid, pursuant to amalgamations	-	-
(ii) In addition, the Company has issued total Nil shares (March 31, 2023: 5,833,781) during the period of five years immediately preceding the reporting date on exercise of options granted under the employee stock option plan (ESOP) wherein part consideration was received in form of employee services.	-	-

Notes to Consolidated Financial Statements

for the year ended March 31, 2024

(e) Detail of shares held by promoter and promoter group

As at March 31, 2024

S. No.	Promoter Name Category	Number of shares at the beginning of the year	Change during the year	Number of shares at the end of the year	Percentage of Total shares	Percentage change during the year
1	Patanjali Govind Keswani	3,41,564	(3,41,564)	-	0.00%	-0.04%
2	Spank Management Services Private Limited	17,69,44,863	(51,20,082)	17,18,24,781	21.69%	-0.65%
3	Toucan Real Estates Private Limited	3,50,000	(3,50,000)	-	0.00%	-0.04%
4	Sparrow Buildwell Private Limited	67,83,280	-	67,83,280	0.86%	-
5	Lillette Dubey	1,99,908	(24,908)	1,75,000	0.02%	0.00%
6	Ila Dubey	24,44,292	-	24,44,292	0.31%	-
Total		18,70,63,907	(58,36,554)	18,12,27,353	22.88%	

As at March 31, 2023

S. No.	Promoter Name Category	Number of shares at the beginning of the year	Change during the year	Number of shares at the end of the year	Percentage of Total shares	Percentage change during the year
1	Patanjali Govind Keswani	3,41,564	-	3,41,564	0.04%	-
2	Spank Management Services Private Limited	17,94,44,863	(25,00,000)	17,69,44,863	22.33%	-0.32%
3	Toucan Real Estates Private Limited	3,50,000	-	3,50,000	0.04%	-
4	Sparrow Buildwell Private Limited	67,83,280	-	67,83,280	0.86%	-
5	Lillette Dubey	3,74,908	(1,75,000)	1,99,908	0.03%	-0.02%
6	Ila Dubey	24,44,292	-	24,44,292	0.31%	-
Total		18,97,38,907	(26,75,000)	18,70,63,907	23.61%	

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for the year ended March 31, 2024

17. Other equity

	₹ in lakhs
Securities premium	
As at April 1, 2022	10,451.89
Change in shares held by ESOP trust	91.29
As at March 31, 2023	10,543.18
Change in shares held by ESOP trust	27.42
As at March 31, 2024	10,570.60
Surplus in the Statement of Profit and Loss	
As at April 1, 2022	₹ in lakhs (38,279.45)
Profit for the year	11,456.36
As at March 31, 2023	(26,823.09)
Profit for the year	14,848.99
As at March 31, 2024	(11,974.10)
Other comprehensive income	
As at April 1, 2022	24.75
Increase during the year	14.10
As at March 31, 2023	38.85
Decrease during the year	(26.22)
As at March 31, 2024	12.63
Capital Reserve	
As at April 1, 2022	28,766.12
Add: Movement on acquisition of additional interest in subsidiaries (also refer note 44)	(9,393.24)
As at March 31, 2023	19,372.88
Less: Movement on acquisition of additional interest in subsidiaries (also refer note 44)	(3,557.77)
As at March 31, 2024	15,815.11
General Reserve	
As at April 1, 2022	3,035.24
Increase/(decrease) during the year	-
As at March 31, 2023	3,035.24
Increase/(decrease) during the year	-
As at March 31, 2024	3,035.24
Capital redemption reserve	
As at April 1, 2022	45.00
Increase/(decrease) during the year	-
As at March 31, 2023	45.00
Increase/(decrease) during the year	-
As at March 31, 2024	45.00

	As at March 31, 2024 ₹ in lakhs	As at March 31, 2023 ₹ in lakhs
Other equity		
Securities Premium	10,570.60	10,543.18
Surplus in the Statement of Profit and Loss	(11,974.10)	(26,823.09)
Other comprehensive income	12.63	38.85
Capital Reserve	15,815.11	19,372.88
General Reserve	3,035.24	3,035.24
Capital redemption reserve	45.00	45.00
	17,504.48	6,212.06

Notes:

Securities premium: Securities premium comprises premium received on issue of shares

Surplus in the Statement of Profit and Loss: Surplus in the Statement of Profit and Loss represents balances of profit and loss at each year end.

Other comprehensive income: Other comprehensive income represents accumulated balances of Remeasurement (losses)/gains on defined benefit plans.

Notes to Consolidated Financial Statements

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Capital reserve: Capital reserve represents reserve on consolidation of subsidiary.

General reserve: Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paidup capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn.

Capital redemption reserve: The Companies Act provides that companies redeeming its preference shares at face value or nominal value is required to transfer an amount into capital redemption reserve. This reserve can be used to issue fully paid-up bonus shares to the shareholders of the Company.

18 Non-controlling interest

	As at March 31, 2024 ₹ in lakhs
As at April 1, 2022	56,763.00
Total comprehensive loss for the year	2,600.37
Movement during the year	(3,393.92)
As at March 31, 2023	55,969.45
Total comprehensive income for the year	3,311.93
Movement during the year (Refer note 44)	(1,327.59)
As at March 31, 2024	57,953.79

19. Borrowings

	As at March 31, 2024 ₹ in lakhs	As at March 31, 2023 ₹ in lakhs
Non-current borrowings		
Term Loans		
Loans from Banks (Secured)		
Kotak Mahindra Bank Limited (Refer footnote 1 to 2 and 6 below)	6,365.11	8,113.29
Indusind Bank Limited (Refer footnote 17 to 20 below)	9,208.94	10,299.77
Yes bank Limited (Refer footnote 7 to 16 and 46 below)	57,018.29	40,030.63
HDFC Bank Limited (Refer footnote 3 to 5 and 35 to 45 below)	25,810.18	34,508.47
Vehicle loans (Refer footnote 48 below)	478.97	250.11
Axis Bank Limited (Refer footnote 21 to 28 and 47 below)	48,113.29	35,319.74
Aditya Birla Finance Limited (Refer footnote 29 to 34 below)	20,671.86	23,220.63
Total non-current borrowings	1,67,666.64	1,51,742.64
Current borrowings		
Term Loans		
Current maturity of long term loans from banks (secured)		
Kotak Mahindra Bank Limited (Refer footnote 1 to 2 and 6 below)	1,070.08	732.41
Indusind Bank Limited (Refer footnote 17 to 20 below)	1,092.92	648.33
Yes bank Limited (Refer footnote 7 to 16 and 46 below)	2,677.64	4,171.50
HDFC Bank Limited (Refer footnote 3 to 5 and 35 to 45 below)	9,417.25	7,870.67
Vehicle loans (Refer footnote 48 below)	204.41	177.07
Axis Bank Limited (Refer footnote 21 to 28 and 47 below)	3,961.28	3,218.71
Current maturity of loans from financial institutions		
Aditya Birla Finance Limited (Refer footnote 29 to 34 below)	2,566.84	260.00
Total current maturity of loans	20,990.42	17,078.69
Less: Amount clubbed under "Short term borrowings" (refer note 22(i))	(20,990.42)	(17,078.69)
Net current borrowings	-	-

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Note	Lender	Amount Sanctioned	Carrying rate of Interest as at March 31, 2024	Carrying rate of Interest as at March 31, 2023	Repayment/Modification of terms	Security/ Principal terms and conditions
1	Kotak Mahindra Bank Limited	809.00	-	9.05%	Loan was to be repaid in 72 Months (including the 24 Months moratorium period)	The loan has been prepaid during the year and below charge has been satisfied: Extension of second charge on all the existing and future current assets / movable fixed assets of the Celsia Hotels Private Limited and second charge by way of equitable mortgage on Immoveable property situated at All that piece and parcel of Immoveable property being land with commercial(hotel) building bearing plot Nos.54/B and 55/A (part), present panchayat katha No.1960/54/B 55/A,formed in Survey nos.64 & 66, Electronics City, Doodda Thogur Village, Begur Hobli, Bangalore, Karnataka together with all building Structures, installations, fitment, plants and machinery. The loan is secured by: - First and exclusive charge on all existing and future current assets, movable and immovable fixed assets of the hotel - Red Fox Sector - 60, Gurgaon. - Subservient charge on all existing and future current assets of the Borrower except current assets of the hotel - Red Fox Sector - 60, Gurgaon on which bank has to the exclusive charge - Equitable Mortgage by way of exclusive charge on the land and building of Red Fox Hotel Sector-60, Gurgaon. - Minimum asset cover 1.2x to be maintained throughout the tenor of bank loan as per valuation accepted by bank. Loan is secured by: 1) Stocks and book debts - Exclusive charge on all stock and receivables (both present and future) w.r.t. 54B/55A, Hosur Main Road, Electronic City, Phase 1, Bangalore, Karnataka belonging to the Borrower. 2) Movable - Fixed assets - Exclusive charge on all existing and future Movable fixed assets of the Celsia Hotels Private Limited w.r.t 54B/55A, Hosur Main Road, Electronic City, Phase 1, Bangalore, Karnataka belonging to the Borrower. 3) Immoveable Fixed assets - Exclusive charge on Immoveable land and building w.r.t 54B/55A, Hosur Main Road, Electronic City, Phase 1, Bangalore, Karnataka belonging to the Borrower. 4) Corporate guarantee of M/S Fleur Hotels Pvt Ltd.
2	Kotak Mahindra Bank Limited	6,206.00	8.50%	9.25%	The loan is repayable in 48 quarterly instalments starting from 39 th month following the month of first disbursement.	
3	HDFC Bank Limited	2,709.00	8.15%	8.25%	Principal is repayment in 36 equal instalments on last day of the month after 12 month of first availment.	
4	HDFC Bank Limited	809.00	8.25%	8.25%	Loan is repayable in 48 monthly instalments after moratorium of 1 year.	The Loan is secured by: 1) Government Guarantee 2) Stocks and book debts - Second charge on all stock and receivables (both present and future) w.r.t. property 54B/55A, Hosur Main Road, Electronic City, Phase 1, Bangalore, Karnataka belonging to the Borrower. 3) Movable Fixed assets -Second charge on all existing and future Movable fixed assets of the Celsia Hotels Private Limited w.r.t 54B/55A, Hosur Main Road, Electronic City, Phase 1, Bangalore, Karnataka belonging to the Borrower. 4) Immoveable Fixed assets - Second charge on Immoveable land and building w.r.t 54B/55A, Hosur Main Road, Electronic City, Phase 1, Bangalore, Karnataka belonging to the Borrower.

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Note	Lender	Amount Sanctioned	Carrying rate of Interest as at March 31, 2024	Carrying rate of Interest as at March 31, 2023	Repayment/Modification of terms	Security/ Principal terms and conditions
5	HDFC Bank Limited	3,500.00	8.73%	8.15%	The loan is repayable in 48 monthly instalments starting from after 24 month of moratorium.	It is secured by second charge over existing primary and collateral securities including mortgages created in favour of the bank at Lemon Tree Hotel Gachibowli, Hyderabad.
6	Kotak Mahindra Bank Limited	2,400.00	8.50%	8.45%	The loan is repayable in 48 monthly instalments starting from after 24 month of moratorium.	The loan is secured by second charge on: - all existing and future current assets, movable and immovable fixed assets of the hotel - Red Fox Sector - 60, Gurgaon. - Subservient charge on all existing and future current assets of the Borrower except current assets of the hotel - Red Fox Sector - 60, Gurgaon.
7	Yes Bank Limited	4,500.00	8.97%	9.48%	The loan is repayable 44 structured quarterly installment after a moratorium period of 36 months from the date of first disbursement.	It is secured by: a) Exclusive charge on all immovable fixed assets, moveable fixed assets and current assets of Lemon tree Sector 60 Gurgaon, and convention centre within Hotel premises of 20,000 sq.ft (approx). b) Escrow of all receivables of the project including security deposits. c) Corporate guarantee of Lemon Tree Hotels Limited. d) DSRA equivalent to three months interest and one quarter principal to be created in case of any over dues beyond 30 days in the form of fixed deposits duly lien marked in favour of YBL. e) Minimum security cover of 1.5x on immovable and moveable fixed assets of the project.
8	Yes Bank Limited	2,500.00	9.00%	9.35%	The loan is repayable 48 structured quarterly installment after a moratorium period of 12 months from the date of first disbursement.	It is secured by: a) First charge on all present and future immovable fixed assets of Red Fox Hotel, Kundli New Delhi. b) First charge on all moveable fixed assets and current assets both present and future of Red Fox Hotel, Kundli New Delhi. c) Escrow of all receivables of project including security deposits. d) Corporate guarantee of Lemon Tree Hotels Limited. e) DSRA equivalent to three months interest and one quarter principal to be created in case of any over dues beyond 30 days in the form of fixed deposits duly lien marked in favour of YBL. f) Minimum security cover of 1.5x on immovable and moveable fixed assets of the project.

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Note	Lender	Amount Sanctioned	Carrying rate of Interest as at March 31, 2024	Carrying rate of Interest as at March 31, 2023	Repayment/ Modification of terms	Security/ Principal terms and conditions
9	Yes Bank Limited	960.00	9.00%	9.25%	The loan is repayable 36/48 monthly installment after a moratorium period of 12/24 months from the date of first disbursement.	Loan is secured by: 1) Second Charge on all movable fixed assets and current assets (both present and future) (including Escrow Account opened with YBL) of the Borrower; 2) Escrow of all receivables of the Hotel including security deposits to remain valid during the tenor of YBL Loan facilities sanctioned to the Borrower. 3) Second and subsequent Charge on all immovable assets of the Project (present and future). Hotel: 94 Key Red Fox Hotel including the 1,800 sq. mtrs. land and hotel building located in Kondli New Delhi.
10	Yes Bank Limited	20,500.00	8.97%	9.48%	The loan is repayable in 52 structured quarterly installments post moratorium period of 36 months from the date of first disbursement.	It is secured by: a) First charge on all present and future movable & immovable fixed assets of the project. Lemon Tree Premier Hotel, Kolkata, Lemon Tree Premier Hotel in Pune, Lemon Tree Hotel in sector 60 Gurgaon and approximately 20,000 sqft convention centre within the hotel premises. b) Escrow of all receivables of the hotels including security deposits (if any). c) Corporate guarantee of Lemon Tree Hotels Limited. d) DSRA equivalent to 3 months interest and 1 quarter principle to be created in case of any over dues beyond 30 days in the form of fixed deposits duly lien marked in favour of YBL.
11	Yes Bank Limited	12,500.00	8.97%	9.48%	The loan is repayable 60 structured quarterly installment after a moratorium period of 60 months from the date of first disbursement.	It is secured by: a) Equitable mortgage over 80% share of Land and building (except 2 nd basement, ground floor and first floor) on pari passu basis with other lenders for the project, Lemon Tree Premier Hotel, Andheri Mumbai. b) First charge (on pari passu basis) on their movable fixed assets and all current assets, both present and future of the project, Lemon Tree Premier Hotel, Andheri Mumbai. c) Corporate guarantee of Lemon Tree Hotels Limited.
12	Yes Bank Limited	2,120.00	9.00%	9.25%	The principal shall be repaid in 48 instalments after completion of moratorium of 1 year	Loan is secured by: a) Second charge on (entire project land along with structures built thereon and charge on moveable fixed assets and current assets of Cochin hotel project (for Term loan-1) the owned/ freehold hotel properties and over the buildings and structures in respect of leasehold land for the operational hotels (excluding Vizag and Cochin), b) Second charge by way of hypothecation of all the current assets and moveable fixed assets (both present & future) of Berggruen Hotels Private Limited (excluding Vizag), c) Second charge on the current assets (security pertains to overdraft facility) (Present & future) of the Berggruen Hotels Private Limited (excluding project assets of Vizag hotel) to secure working capital facility.
13	Yes Bank Limited	2,120.00	9.00%	9.25%	The principal shall be repaid in 48 equal monthly instalments after a moratorium period of 2 years.	Loan is secured by: a) Second charge on (entire project land along with structures built thereon and charge on moveable fixed assets and current assets of Cochin hotel project (for Term loan-1) the owned/ freehold hotel properties and over the buildings and structures in respect of leasehold land for the operational hotels (excluding Vizag and Cochin), b) Second charge by way of hypothecation of all the current assets and moveable fixed assets (both present & future) of Berggruen Hotels Private Limited (excluding Vizag), c) Second charge on the current assets (security pertains to overdraft facility) (Present & future) of the Berggruen Hotels Private Limited (excluding project assets of Vizag hotel) to secure working capital facility.

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Note	Lender	Amount Sanctioned	Carrying rate of Interest as at March 31, 2024	Carrying rate of Interest as at March 31, 2023	Repayment/ Modification of terms	Security/ Principal terms and conditions
14	Yes Bank Limited	2,387.00	9.00%	9.35%	Repayable in 40 quarterly instalments from the date of the loan	It is secured by: a) Exclusive charge on (entire project land along with structures built thereon and charge on moveable fixed assets and current assets of Cochin hotel project (for Term loan-1) the owned/ freehold hotel properties and over the buildings and structures in respect of leasehold land for the operational hotels (excluding Vizag and Cochin), b) Exclusive charge by way of hypothecation of all the current assets and moveable fixed assets (both present & future) of Berggruen Hotels Private Limited (BHPL) (excluding Vizag and Cochin), c) First charge on the current assets (security pertains to overdraft facility) (Present & future) of the BHPL (excluding project assets of Vizag hotel) to secure working capital facility. d) 30% Pledge of Fleur Hotels Private Limited (FHPL) shareholding in BHPL (FHPL). e) Unconditional and Irrevocable Corporate Guarantee of Fleur Hotels Private Limited During the year BHPL has successfully satisfied charge of Yes Bank TL-1 & TL-2
15	Yes Bank Limited	6,107.00				It is secured by: a) First charge on all moveable fixed assets (both present and future) and current assets (both present and future) including Escrow account of the borrower.
16	Yes Bank Limited	1,182.00				b) First charge on all present and future immovable fixed assets of the project (1.30 Keys Lemon Tree Hotels in Whitefield, Bangalore) owned by borrower including the land and hotel building located in Whitefield, Bangalore.
17	Indusind Bank Limited	3,481.00	8.63%	8.25%	The loan is repayable 48 structured quarterly instalment	c) Escrow of all the receivable of the project including security deposits. d) Unconditional and Irrevocable Corporate Guarantee of Fleur Hotels Private Limited. e) DSRA equivalent to 3 months interest and 1 quarter principle to be created in case of any overdue beyond 30 days in the form of the fixed deposits duly lien marked in favor of IBL. f) Non disposal undertaking executed by Fleur Hotels Private Limited for 51% shares in borrower held directly/indirectly. g) Minimum security cover 1.5x on immovable and moveable fixed assets of the project.
18	Indusind Bank Limited	1310.00	9.25%	9.25%	Principal is repayment in 36/48 equal instalments on last day of the month after the 12 th /24 th month of first availment.	It is secured by second charge with existing credit facilities on security as under: (a) Hypothecation of entire current assets, existing & future, comprising, inter alia, of stock of raw material, work in progress, finished goods, receivable, book debts and other current assets & Machinery. (b) Charge on the entire moveable and immovable fixed assets of the company (present and future) w.r.t Lemon Tree Hotel, Whitefield, Bangalore.

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for the year ended March 31, 2024

Note	Lender	Amount Sanctioned	Carrying rate of Interest as at March 31, 2024	Carrying rate of Interest as at March 31, 2023	Repayment/Modification of terms	Security/ Principal terms and conditions
19	Indusind Bank Limited	5,000.00	8.63%	8.25%	Tenor of 16 years with door door tenor facility shall not exceed 193 months from the date of first disbursement, including moratorium period of nil months.	<p>It is secured by:</p> <p>a) First charge on all present and future immovable assets of the hotel " Lemon Tree Amarante Beach Resort (At Candolim, Goa)".</p> <p>b) First charge on all moveable fixed assets (both present and future) (including Escrow account opened with IBL) of the hotel " Lemon Tree Amarante Beach Resort (At Candolim, Goa)",</p> <p>c) Exclusive charge on book debts, operating cash flows, credit card receivables, commissions, revenues of whatsoever nature and wherever arising, present and future through Escrow mechanism of the Hotel "Lemon Tree Amarante Beach Resort (At Candolim, Goa)".</p> <p>d) Escrow of all cash flows of Lemon Tree Amarante Beach Resort, Goa including security deposits.</p> <p>It is Secured By:</p> <p>a) Second Charge on all present and future immovable assets of the hotel " Lemon Tree Amarante Beach Resort (At Candolim, Goa)".</p> <p>b) Second charge on all moveable fixed assets (both present and future) (including Escrow account opened with IBL) of the hotel " Lemon Tree Amarante Beach Resort (At Candolim, Goa</p> <p>c) Second charge on book debts, operating cash flows, credit card receivables, commissions, revenues of whatsoever nature and wherever arising, present and future through Escrow mechanism of the Hotel "Lemon Tree Amarante Beach Resort (At Candolim, Goa).</p> <p>It is secured by:</p> <p>a) Exclusive charge by way of Equitable Mortgage over the land & building at Plot No.1, Khasra No. 979 to 981, Kalarohi, Udaipur, (admeasuring 26390.3 sq. yards or 237513 sq. ft.),</p> <p>b) Exclusive charge over the moveable fixed assets of the Udaipur Hotel, both present and future,</p> <p>c) Exclusive charge by way of hypothecation of all the current assets of Udaipur Hotel,</p> <p>d) Exclusive charge by way of hypothecation of all the cashflows of Udaipur Hotel.</p> <p>e) Corporate Guarantee of Lemon Tree Hotels.</p> <p>f) FACR of 1.50x shall be maintained at all times.</p>
20	Indusind Bank Limited	1,990.00	9.25%	9.25%	It is repayable in 48 equal monthly instalments on the last day of the month after the 24 month of first availment.	
21	Axis Bank Limited	10,000.00	8.65%	8.80%	Tenor of 18 years and 9 months including construction period of 1.5 years and moratorium period of 2.5 years with repayments in with 60 quarterly unequal instalments.	

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Note	Lender	Amount Sanctioned	Carrying rate of Interest as at March 31, 2024	Carrying rate of Interest as at March 31, 2023	Repayment/Modification of terms	Security/ Principal terms and conditions
22	Axis Bank Limited	16,248.00	8.65%	8.85%	Term Loan I & II Loan is repayable in 40 quarterly instalments with first installment falling due after a period of 3 years from first disbursement. Term Loan III is repayable in 59 quarterly instalments commencing 6 months after first disbursement.	<p>It is secured by way of:</p> <p>(a) A first pari passu charge on the Borrower's properties & assets, both present & future, pertaining to the Lemon Tree Hotel project of Hyacinth Hotels Private Limited. at Delhi Aerocity Hospitality District (Except Project Land).</p> <p>(b) A first pari passu charge on borrower's all revenues and bank accounts of the borrower , the Escrow account and each of the other accounts are required to be maintained/ created by the borrower under any project document or contract.</p> <p>(c) Right of substitution provided by DIAL under tripartite agreement between DIAL, Hyacinth Hotels and the Lender.</p> <p>(d) Pledge of 51% equity shares of the Company in favor of security trustee i.e. Axis Trustee. However, during the year, 30% shareholding is pledged and against 21% shareholding, lien has been created in favour of Trustee on the basis of Non-disposable undertaking.</p> <p>(e) Corporate guarantee of Lemon Tree Hotels Limited and Fleur Hotels Private Limited.</p> <p>(f) A non fund based facility of ₹3.00 crores from Axis bank Ltd. is secured by second charge, ceded by the term loan lenders, on the aforementioned entire properties, assets, bank accounts, revenues, right of substitution pertaining to Lemon Tree Hotel project at Delhi Aerocity (except Project land) including pledge of 30% equity shares and guarantee of the Fleur Hotels Private Limited, the maturity date of the TL1 loan is August 2024, for TL-3 loan of axis bank is April 2033. and TL-2 has been successfully repaid by the borrowers.</p> <p>It is secured by:-</p> <p>(a) 100% Credit Guarantee by NCGTC.</p> <p>(b) Second charge over all the borrower's properties and assets, both present and future, pertaining to Lemon Tree Hotel project, situated at Asset No. 6, Aerocity Hospitality District, New Delhi. (Except project land).</p> <p>(c) Second charge/ assignment of all the revenues of the borrower from the hotel or otherwise.</p> <p>(d) Second charge on all the HHPLs bank accounts including without limitation, the ESCROW account and each of the other account(s) required to be maintained/ created by the borrower under any project document or contract.</p> <p>(e) Second charge/ assignment/ security interest on HHPLs all rights, title, benefits, claims/demands under the development agreement, project documents, contracts, insurance policy and all licenses, permits, approvals and consents in respect of the project.</p> <p>(f) Extension of Right of Substitution provided by DIAL for the assets area 6 .i.e the area where the hotel is operational.</p> <p>(g) Extension of pledge of 30% shares of HHPL in favour of Security Trustee. i.e. and NDU for 21% as extended for existing facilities.</p> <p>(h) All cashflows to be done through ESCROW Account.</p>
23	Axis Bank Limited	4,928.00	8.65%	8.85%	WCTL is repayable in 48 equal monthly instalments. Tenor of loan is 5/6 years from the date of disbursement including 1/2 year of moratorium.	

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Note	Lender	Amount Sanctioned	Carrying rate of Interest as at March 31, 2024	Carrying rate of Interest as at March 31, 2023	Repayment/Modification of terms	Security/ Principal terms and conditions
24	Axis Bank Limited	4,770.00	8.65%	8.95%	The loan is repayable in 48 monthly instalments after a period of 2 years of Moratorium.	It is secured by second charge:- (a) Equitable mortgage over land & building situated at Plot no.1, Khasra 979 to 981, Kalarohi, Sisrama, Udaipur (measuring 26,390.3sq). (b) Other moveable fixed assets of the Udaipur Hotels both present and future. (c) Hypothecation of all the current assets of Udaipur Hotel. (d) Hypothecation of all the cashflows of Udaipur Hotel. (e) Equitable mortgage over 80% share of land & building except for 2 nd basement, ground floor and 1 st floor (total land area admeasuring 5552.90 sq.mtr.) located at Andheri Kurla Road, Mumbai, Maharashtra. (f) Other moveable fixed assets of the Kurla project, both present and future. (g) Hypothecation of all the current assets of the Kurla Project. (h) 100% credit guarantee by NCGTC. It is secured by: a) Equitable mortgage over 80% share of Land and building (except 2 nd basement, ground floor and first floor) on pari passu basis with other lenders for the project, Lemon Tree Premier Hotel, Andheri Mumbai. b) First charge (on pari passu basis) on other movable fixed assets and all current assets, both present and future of the project, Lemon Tree Premier Hotel, Andheri Mumbai. c) Corporate guarantee of Lemon Tree Hotels Limited.
25	Axis Bank Limited	9,500.00	8.65%	8.80%	The Loan is repayable in 60 quarterly instalments after a moratorium period of 5 years.	It is secured by: a) Exclusive charge over movable and immovable properties and fixed assets, both present and future, pertaining to Red Fox Hotel situated at Asset No.6 Aerocity Hospitality District, New Delhi-110037(except project land). b) Exclusive charge by way of hypothecation of all the project's movables including movable plant & machinery, machinery spares, tools and accessories. c) Exclusive charge on the project's book debts, operating cash flows, receivables, commissions, bank accounts (wherever held), revenues of whatever nature and wherever arising, present and future subject to prior charge of bankers on specified current assets for securing working capital facilities and subject to prior approval of bank. d) Exclusive charge by way of assignment or creation of charge in favour of the lender of - All the right, title, interest, benefits, claims and demands whatsoever of the borrower in agreements (development agreement, management agreement, construction contract), duly acknowledged and consented to by the counter party; - All the rights, title, interest, benefits, claims and demands whatsoever of the borrower in clearances; - All the rights, title, interest, benefits, claims and demands whatsoever of the borrower in any letter of credit, guarantee, performance bond provided by any party to the project documents - All insurance contracts/insurance proceeds; (e) All Cash Flow routing to be done through Escrow Account maintained with bank. (f) Right of substitution and other rights under the Substitution Agreement, on pari passu basis with other lenders.
26	Axis Bank Limited	1,770.00	8.65%	9.35%	The Loan is repayable in 19 quarterly instalments.	It is secured by: a) Exclusive charge over movable and immovable properties and fixed assets, both present and future, pertaining to Red Fox Hotel situated at Asset No.6 Aerocity Hospitality District, New Delhi-110037(except project land). b) Exclusive charge by way of hypothecation of all the project's movables including movable plant & machinery, machinery spares, tools and accessories. c) Exclusive charge on the project's book debts, operating cash flows, receivables, commissions, bank accounts (wherever held), revenues of whatever nature and wherever arising, present and future subject to prior charge of bankers on specified current assets for securing working capital facilities and subject to prior approval of bank. d) Exclusive charge by way of assignment or creation of charge in favour of the lender of - All the right, title, interest, benefits, claims and demands whatsoever of the borrower in agreements (development agreement, management agreement, construction contract), duly acknowledged and consented to by the counter party; - All the rights, title, interest, benefits, claims and demands whatsoever of the borrower in clearances; - All the rights, title, interest, benefits, claims and demands whatsoever of the borrower in any letter of credit, guarantee, performance bond provided by any party to the project documents - All insurance contracts/insurance proceeds; (e) All Cash Flow routing to be done through Escrow Account maintained with bank. (f) Right of substitution and other rights under the Substitution Agreement, on pari passu basis with other lenders.

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for the year ended March 31, 2024

Note	Lender	Amount Sanctioned	Carrying rate of Interest as at March 31, 2024	Carrying rate of Interest as at March 31, 2023	Repayment/Modification of terms	Security/ Principal terms and conditions
27	Axis Bank Limited	648.00	8.65%	8.45%	The loan is repayable in 48 equal monthly instalments commencing from the next month after completion of moratorium of 24 months.	It is secured by:- (a) Second charge over all the borrower's properties and assets, both present and future, pertaining to Red Fox Hotel Project, situated at asset area 6, Delhi Aerocity Hospitality District, New Delhi (except project land). (b) Second charge by way of hypothecation of all the project's movables, including movable plant & machinery, machinery, spares, tools and accessories. (c) Second charge on project's book debts, operative cashflows, receivables, commissions, bank accounts, revenue of whatever nature and wherever arising, present and future subject to prior, present and future subject to prior change of bankers on specified current assets for securing working capital facilities and subject to prior approval of the bank. (d) Second charge by way of assignment or creation of charge in favour of lenders: - All the right, title, interest, benefits, claims and demands whatsoever of the borrower in agreements (development agreement, management agreement, construction contract), duly acknowledged and consented to by the counter party; - All the rights, title, interest, benefits, claims and demands whatsoever of the borrower in clearances; - All the rights, title, interest, benefits, claims and demands whatsoever of the borrower in any letter of credit, guarantee, performance bond provided by any party to the project documents - All insurance contracts/insurance proceeds; (e) Right to substitution and other rights under substitution agreement, on pari-passu basis with other lenders. (f) All cashflows routing shall continue to be done through TRA Account. (g) 100% Credit Guarantee by National Credit Guarantee Trust Company Limited. It is secured by: a) First exclusive charge by way of Mortgage/ Hypothecation on the immovable and movable fixed assets (both present and future) of Lemon Tree Premier Hotel Hitec City, Hyderabad, to provide minimum cover of 1.25x at all times during the tenor of the loan, b) First exclusive charge on the current assets of the Lemon Tree Premier Hotel, Hitec City Hyderabad, c) First exclusive charge on project's bank account including but not limited to Escrow account where entire cash flow of Lemon Tree Premier Hotel, Hitec City, Hyderabad shall be deposited, d) Unconditional and Irrevocable Corporate Guarantee of Lemon Tree Hotels Limited, e) Demand Promissory Note (DPN),
28	Axis Bank Limited	326.00	8.65%	8.10%	The loan is repayable in 48 equal monthly instalments commencing from the next month after completion of moratorium of 24 months.	It is secured by:- (a) Second charge over all the borrower's properties and assets, both present and future, pertaining to Red Fox Hotel Project, situated at asset area 6, Delhi Aerocity Hospitality District, New Delhi (except project land). (b) Second charge by way of hypothecation of all the project's movables, including movable plant & machinery, machinery, spares, tools and accessories. (c) Second charge on project's book debts, operative cashflows, receivables, commissions, bank accounts, revenue of whatever nature and wherever arising, present and future subject to prior, present and future subject to prior change of bankers on specified current assets for securing working capital facilities and subject to prior approval of the bank. (d) Second charge by way of assignment or creation of charge in favour of lenders: - All the right, title, interest, benefits, claims and demands whatsoever of the borrower in agreements (development agreement, management agreement, construction contract), duly acknowledged and consented to by the counter party; - All the rights, title, interest, benefits, claims and demands whatsoever of the borrower in clearances; - All the rights, title, interest, benefits, claims and demands whatsoever of the borrower in any letter of credit, guarantee, performance bond provided by any party to the project documents - All insurance contracts/insurance proceeds; (e) Right to substitution and other rights under substitution agreement, on pari-passu basis with other lenders. (f) All cashflows routing shall continue to be done through TRA Account. (g) 100% Credit Guarantee by National Credit Guarantee Trust Company Limited. It is secured by: a) First exclusive charge by way of Mortgage/ Hypothecation on the immovable and movable fixed assets (both present and future) of Lemon Tree Premier Hotel Hitec City, Hyderabad, to provide minimum cover of 1.25x at all times during the tenor of the loan, b) First exclusive charge on the current assets of the Lemon Tree Premier Hotel, Hitec City Hyderabad, c) First exclusive charge on project's bank account including but not limited to Escrow account where entire cash flow of Lemon Tree Premier Hotel, Hitec City, Hyderabad shall be deposited, d) Unconditional and Irrevocable Corporate Guarantee of Lemon Tree Hotels Limited, e) Demand Promissory Note (DPN),
29	Aditya Birla Finance Limited	11,500.00	9.25%	9.90%	Tenor of 12 years with repayment in 48 structured quarterly instalment. Repayment of term loan 1. in line with existing lender repayment schedule. The facility have lock-in tenor of 1 year from the date of first disbursement.	It is secured by: a) First exclusive charge by way of Mortgage/ Hypothecation on the immovable and movable fixed assets (both present and future) of Lemon Tree Premier Hotel Hitec City, Hyderabad, to provide minimum cover of 1.25x at all times during the tenor of the loan, b) First exclusive charge on the current assets of the Lemon Tree Premier Hotel, Hitec City Hyderabad, c) First exclusive charge on project's bank account including but not limited to Escrow account where entire cash flow of Lemon Tree Premier Hotel, Hitec City, Hyderabad shall be deposited, d) Unconditional and Irrevocable Corporate Guarantee of Lemon Tree Hotels Limited, e) Demand Promissory Note (DPN),
30	Aditya Birla Finance Limited	4,000.00	9.25%	9.90%	Tenor of 12 years with repayment in 48 structured quarterly instalment. Repayment of term loan 1. in line with existing lender repayment schedule. The facility have lock-in tenor of 1 year from the date of first disbursement.	It is secured by: a) First exclusive charge by way of Mortgage/ Hypothecation on the immovable and movable fixed assets (both present and future) of Lemon Tree Premier Hotel Hitec City, Hyderabad, to provide minimum cover of 1.25x at all times during the tenor of the loan, b) First exclusive charge on the current assets of the Lemon Tree Premier Hotel, Hitec City Hyderabad, c) First exclusive charge on project's bank account including but not limited to Escrow account where entire cash flow of Lemon Tree Premier Hotel, Hitec City, Hyderabad shall be deposited, d) Unconditional and Irrevocable Corporate Guarantee of Lemon Tree Hotels Limited, e) Demand Promissory Note (DPN),

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Note	Lender	Amount Sanctioned	Carrying rate of Interest as at March 31, 2024	Carrying rate of Interest as at March 31, 2023	Repayment/Modification of terms	Security/ Principal terms and conditions
31	Aditya Birla Finance Limited	884.00	9.50%	9.90%	The loan is repayable in 48 equal monthly installments after moratorium of 12 months from the date of 1 st disbursement.	It is secured by: 1) Second Charge on all moveable and current assets of the Company in connection with its Red Fox Hotel Hyderabad, both present and future. 2) Second Charge Immovable Property Red Fox Hotel Hyderabad of the Company.
32	Aditya Birla Finance Limited	4,500.00	9.50%	9.90%	The loan is repayable in 44 structured quarterly installments after moratorium of 12 months from the date of 1 st disbursement.	It is secured by: a) First exclusive charge on the Immovable Fixed Assets (both present and future) of the Red Fox Hotel Hyderabad, to provide a minimum cover of 1.50x at all times during the tenor of the loan. b) First exclusive charge on all the Movable Fixed Assets (both present and future) of the Red Fox Hotel Hyderabad. c) First exclusive charge on Escrow of entire cash flow of Red Fox Hotel Hyderabad. d) DPN
33	Aditya Birla Finance Limited	6,500.00	9.60%	10.00%	31 structured quarterly (except for last installment) installments from the date of first disbursement.	It is secured by: 1. First exclusive charge on Immovable Fixed Assets (both present and future) of the 'Property' to provide a minimum Fixed Asset Coverage Ratio (FACR) of 1.25x (Market value of Land, Building and all appurtenances therein) at all times during the tenor of the Facility. 2. First & exclusive charge on Current and Movable Fixed Assets (both present and future) of the Property. 3. First & exclusive charge on Escrow Account for routing of entire cash flow pertaining to the Property. 2. Second Pari passu charge on all the Current Assets, Cashflows of the Company (excluding Current Assets, Cashflows pertaining to the Property and Red Fox Hotel, Hyderabad where Aditya Birla has first and exclusive charge), both present and future.
34	Aditya Birla Finance Limited	2,350.00	9.50%	9.90%	The Loan is repayable in 44 Structured Quarterly Installments payable after moratorium period of 12 months from the date of first disbursement.	It is secured by: a) First exclusive charge on all the immovable fixed assets (both current and future) of the Lemon Tree Hotel EDM, Kaushambi Ghaziabad to provide minimum cover of 2.00x cover all the times during the tenure of loan, b) First exclusive charge on all the movable fixed assets (both current and future) of the Lemon Tree Hotel EDM, c) First exclusive charge on the escrow account of entire cash flow of Lemon Tree Hotel EDM, d) Unconditional & irrevocable Guarantee by Lemon Tree Hotels Limited, DPN

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Note	Lender	Amount Sanctioned	Carrying rate of Interest as at March 31, 2024	Carrying rate of Interest as at March 31, 2023	Repayment/Modification of terms	Security/ Principal terms and conditions
35	HDFC Bank Limited	4,200.00	8.70%	8.90%	Repayable in 48 monthly installments after moratorium of 12 months	Second Charge by way of Hypothecation on the following: 1] All the stock in trade both present and future consisting of raw materials, finished goods, goods in process of manufacturing and any other goods, 2] All the book debts, amounts outstanding, monies receivable, claims and bills which are now due and owing or which may at any time hereafter during. 3] All the plant and machinery both present and future consisting of all and machinery, machinery spares, tools and accessories furniture, 4] The whole of the Security Provider's moveable properties, including its moveable plant and machinery, machinery spares, tools and accessories furniture, Created with charge as below: It is secured by extension of second ranking charge over existing primary and collateral securities including mortgages created in favor of bank. Properties:- - Hotel Lemon Tree, Udyog Vihar - Hotel Lemon Tree, Pune, - Hotel Lemon Tree, Ahmedabad - Hotel Lemon Tree, Chennai - Hotel Lemon Tree, Chandigarh - Lemon Tree Premier, Bangalore
36	HDFC Bank Limited	2,100.00	8.70%	8.55%	The loan is repayable in 39 step-up quarterly installments.	It is secured by: a) First charge on all the fixed assets, both present and future, of the hotel "Lemon Tree" at Plot No. 3 MW, Phase-I, Industrial Area, Chandigarh, including hypothecation of all movables. b) A first & exclusive charge on Projects (Lemon Tree" at Plot No. 3 MW, Phase-I, Industrial Area, Chandigarh) unencumbered-book debts, operating cash flows, receivables, commissions, banks accounts (whenever held) if any-present & future all revenues c) Mortgage of leasehold rights of the projects (Lemon Tree" at Plot No. 3 MW, Phase-I, Industrial Area, Chandigarh) land admeasuring 0.46 acre (2241.38 sq yrd) and building thereon.
37	HDFC Bank Limited	10,000.00	8.65%	8.55%/8.90%	The loan is repayable in 44 consecutive quarterly installments after a moratorium of 1 year.	It is secured by: a) First pari passu charge by way of mortgage on Select properties. The borrower shall ensure asset cover ratio should not be less than 1.50x (based on market value of security) at all times. b) First pari passu charge by way of hypothecation in favor of the lender on all current assets and movable fixed assets including moveable plant and machinery, machinery spares, tools and accessories, furniture and fixtures, vehicles and all other movable assets, present and future of Select Properties. Properties:- - Hotel Lemon Tree, Udyog Vihar - Hotel Lemon Tree, Pune, - Hotel Lemon Tree, Ahmedabad - Hotel Lemon Tree, Chennai - Lemon Tree Premier, Bangalore

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Note	Lender	Amount Sanctioned	Carrying rate of Interest as at March 31, 2024	Carrying rate of Interest as at March 31, 2023	Repayment/ Modification of terms	Security/ Principal terms and conditions
38	HDFC Bank Limited	11,100.00	8.65%	8.90%	The loan shall be repaid in 27 consecutive quarterly instalments as per the schedule mentioned in sanction letter.	It is secured by: a) First exclusive charge by way of equitable mortgage on select properties. a) First exclusive charge by way of hypothecation in favour of the lender on all current assets and movable fixed assets including movable plant and machinery, machinery spares, tools and accessories, furniture and fixtures, vehicles and all other movable assets, present and future of below mentioned properties: Hotel Lemon Tree, Udyog Vihar, Hotel Lemon Tree, Pune, Hotel Lemon Tree, Ahmedabad, Hotel Lemon Tree, Chennai, Lemon Tree Premier, Bangalore. It is secured by second ranking charge over existing primary and collateral securities including mortgages created in favour of the bank and security created over the asset of the borrower purchased out of this facility. Properties:- - Hotel Lemon Tree, Udyog Vihar - Hotel Lemon Tree, Pune, - Hotel Lemon Tree, Ahmedabad - Hotel Lemon Tree, Chennai - Hotel Lemon Tree, Chandigarh - Lemon Tree Premier, Bangalore
39	HDFC Bank Limited	4,192.60	8.70%	8.55%	The loan is repayable in 48 monthly instalments after a moratorium of 24 months.	It is secured by second charge over existing primary and collateral securities including mortgages created in favour of the bank w.r.t (Red Fox Hotel situated at Khasra No.102/103/433, Village Jhalana , J.L.N. Marg , Jaipur) i. 100% Credit Guaranteee from National Credit Guaranteee Trustee Company Limited.
40	HDFC Bank Limited	1,300.20	8.74%	8.77%	WCTL is repayable in 48 equal monthly instalments after 1 year of moratorium.	The loan has been re-paid during the year and below charge has been satisfied: - Exclusive charge by way of Equitable mortgage on all of the Project's (Red Fox Hotel situated at Khasra No.102/103/433, Village Jhalana , J.L.N. Marg , Jaipur) land and building. - Exclusive charge on Company's hotel movables, including movable plant and machinery, machinery spares, furniture and fixtures and all other movable assets, present and future. - Exclusive charge on Project's current assets - book debts, operating cash flows, receivables, commissions, bank accounts both present and future, all revenue. - Further it is secured by Corporate Guaranteee of Lemon Tree Hotels Limited. - Pledge of shares of SCPL held by Lemon Tree Hotels Limited.
41	HDFC Bank Limited	4,300.00	9.01%	8.35%	The Loan is repayable in 28 quarterly instalments.	

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Note	Lender	Amount Sanctioned	Carrying rate of Interest as at March 31, 2024	Carrying rate of Interest as at March 31, 2023	Repayment/ Modification of terms	Security/ Principal terms and conditions
42	HDFC Bank Limited	1,000.00	9.00%	8.90%	Repayable in 48 equal monthly instalments after 1 year of moratorium.	It is secured by second charge over existing primary and collateral securities including mortgages created in favour of the bank at Lemon Tree Hotel Gachibowli, Hyderabad.
43	HDFC Bank Limited	1,000.00	9.00%	8.90%	The principal shall be repaid in 48 monthly instalments after completion of moratorium of 2 year.	It is secured by: a) First and exclusive charge on movable and immovable fixed assets at the Lemon Tree Hotel Gachibowli, Hyderabad. b) First and exclusive charge on escrow account of entire cash flows of the Lemon Tree Hotel Gachibowli, Hyderabad. c) Corporate guaranteee of Lemon Tree Hotels Limited.
44	HDFC Bank Limited	5,302.00	9.01%	8.20%	The Loan is repayable in 48 Structured Quarterly Instalments	It is secured by: (a) 100% Credit Guaranteee by National Credit Guaranteee Trust Company Limited. (b) Extension of second ranking charge over existing primary and collateral securities including mortgages created in favor of the bank and security created over the assets of the borrower purchased out of this facility at Lemon Tree Premier, Hitech City, Hyderabad
45	HDFC Bank Limited	5,200.00	8.69%	8.60%	The principal shall be repaid in 48 monthly instalments after completion of moratorium of 24 months.	It is secured by: (a) 100% security Deposit placed by the Borrower with MIAL (b) First Pari Passu Charge on moveable fixed assets (except the machinery specifically charged to Axis Bank) & current assets (incl. escrow a/c). Post retirement of Axis Bank LCs, the underlying equipment shall be part of overall project security. (c) Assignment of all rights, titles, interests arising out of grant extended to the Borrower by Mumbai International Airport Private Limited (MIAL) through the Development Agreement entered between them on February 02, 2015 vide tripartite Substitution agreement to be entered into between Lenders / Security Trustee, Borrower and MIAL (d) Corporate Guaranteee of Lemon Tree Hotels Limited and Fleur Hotels Private Limited (e) Pledge of 30% shares of the Borrower under Pari Passu Arrangement with other lenders (f) 5 UDCs against the overall facility amount sanctioned to the borrower
46	Yes Bank Limited	25,000.00	9.00%	-	The principal shall be repaid in 54 quarterly instalments starting with October'25	It is secured by: a) First Pari Passu charge on 100% security Deposit placed by the Borrower with MIAL b) First Pari Passu Charge on moveable fixed assets (except the machinery specifically charged to Axis Bank) & current assets (incl. escrow a/c). Post retirement of Axis Bank LCs, the underlying equipment shall be part of overall project security. c) Assignment of all rights, titles, interests arising out of grant extended to the Borrower by Mumbai International Airport Private Limited (MIAL) through the Development Agreement entered between them on February 02, 2015 vide tripartite Substitution agreement to be entered into between Lenders / Security Trustee, Borrower and MIAL d) Corporate Guaranteee of Lemon Tree Hotels Limited and Fleur Hotels Private Limited e) Pledge of 30% shares of the Borrower under Pari Passu Arrangement with other lenders f) 5 UDCs against the overall facility amount sanctioned to the borrower

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Note	Lender	Amount Sanctioned	Carrying rate of Interest as at March 31, 2024	Carrying rate of Interest as at March 31, 2023	Repayment/ Modification of terms	Security/ Principal terms and conditions
47	Axis Bank Limited	20,000.00	8.65%	-	The principal shall be repaid in 54 quarterly instalments starting with October'25	It is secured by: a) First Pari Passu Charge on 100% security Deposit placed by the Borrower with MIAL b) First Pari Passu Charge on moveable fixed assets (except the machinery specifically charged to Axis Bank) & current assets (incl. escrow a/c). Post retirement of Axis Bank LCs, the underlying equipment shall be part of overall project security. c) Assignment of all rights, titles, interests arising out of Grant extended to the Borrower by Mumbai International Airport Private Limited (MIAL) through the Development Agreement entered between them on February 02, 2015 vide tripartite Substitution agreement to be entered into between Lenders / Security Trustee, Borrower and MIAL d) Corporate Guarantee of Lemon Tree Hotels Limited and Fleur Hotels Private Limited e) Pledge of 30% shares of the Borrower under Pari Passu Arrangement with other lenders f) UDCs against the overall facility amount sanctioned to the borrower
48	Vehicle loan (different banks)	-	-	-	These loans are repaid on agreed monthly instalments.	Vehicle loan is secured by hypothecation of underlying motor vehicle acquired out of such loans from HDFC Bank Limited and Axis Bank Limited.

- (i) The Group has not defaulted in the repayment of loans and interest as at Balance Sheet date
- (ii) Bank loans availed by the Group are subject to certain covenants relating to interest coverage ratio, debt service coverage ratio, capital gearing ratio, fixed assets coverage ratio.
- (iii) The Group has complied all significant covenants from bank and financial institutions as per the terms of the loan agreement.
- (iv) The Group has used borrowings from banks/financial institutions for the specific purpose of working capital requirement and/or setting new projects.

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20. Lease liability

	As at March 31, 2024 ₹ in lakhs	As at March 31, 2023 ₹ in lakhs
Balance at beginning of the year	43,110.44	42,931.62
Additions during the year (Refer note 36)	1,266.92	-
Interest accrued during the year (refer note 29)*	4,214.24	3,969.60
Payment of lease liabilities	3,918.79	3,790.78
Balance at end of the year	44,672.81	43,110.44
Current	438.38	583.52
Non-Current	44,234.43	42,526.92

*During the year the Group has capitalised ₹ 286.15 lakhs (March 31, 2023: ₹ 538.54 lakhs).

21. Provisions

	As at March 31, 2024 ₹ in lakhs	As at March 31, 2023 ₹ in lakhs
Provision for gratuity (refer note 35)	392.06	309.99
Current	71.01	60.03
Non-current	321.05	249.96
Provision for leave benefits	215.22	211.43
Current	215.22	211.43
Non-current	-	-
Provision for litigations (refer note 36)	224.31	202.07
Current	224.31	202.07
Non-current	-	-
Provision for stamp duty (refer note 50)	86.36	86.36
Current	86.36	86.36
Non-current	-	-
Total current	596.90	559.89
Total non-current	321.05	249.96

22. Financial liabilities

	As at March 31, 2024 ₹ in lakhs	As at March 31, 2023 ₹ in lakhs
(i) Short term borrowings		
Cash credit from banks (Secured)*	254.61	5,751.57
Current maturities of long-term borrowings (refer note 19)	20,990.42	17,078.69
	21,245.03	22,830.26

*Basis on several terms and conditions as specified in sanction letters, the Group submits quarterly returns/statements, cash flow mismatch statements and unaudited quarterly statements with banks/ financial institution and these returns/statements are materially in agreement with the books of accounts.

- A The Cash credit facility and working capital loan from HDFC Bank Limited is repayable on demand and carries interest rate of 8.63% p.a. (March 31, 2023: 9.20%) and is secured by way of:
- First exclusive charge by way of mortgage on select properties.
 - First exclusive charge by way of hypothecation on all moveable fixed assets and current assets including movable plant and machinery, machinery spares, tools and accessories, furniture fixtures, vehicle and all other movable assets present and future of select properties.
- B The Cash credit facility from Yes Bank is repayable on demand and carries interest rate of 8.97% p.a. (March 31, 2023: 9.48% p.a) and is secured by way of:
- Exclusive charge on all movable assets and current assets of Lemon Tree Hotel Kolkata and Lemon Tree Premier Pune and

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- b) First charge on all present & future immovable fixed assets(80% portion of undivided part of land) of the Lemon Tree Premier Andheri kurla Road, Mumbai
- c) First charge on all present & future movable fixed assets and current assets of the Lemon Tree Premier Andheri kurla Road, Mumbai
- d) Corporate Gaurantee of Lemon Tree Hotels Limited
- C The Cash credit facility from Yes Bank is repayable on demand and carries interest rate of 9.00% p.a.(Mach 31, 2023: 9.35%) and is secured by way of:
- a) First Charge on the current assets (Present & Future) of Berggruen Hotels Private Limited (excluding project assets of Vizag Hotel) to secure the working capital facility.”
- D The Cash credit facility and working capital loan from HDFC Bank Limited is repayable on demand and carries interest rate of 8.75% p.a. (March 31, 2023: 8.75%) and is secured by way of:
- a) Exclusive charge on entire movable assets of Carnation Hotels Private Limited (Current as well as future assets).
- b) Corporate Guarantee of Lemon Tree Hotels Limited.

(ii) Trade payables

	As at March 31, 2024 ₹ in lakhs	As at March 31, 2023 ₹ in lakhs
Trade Payables*		
- Micro and small enterprises	1,747.01	1,417.41
- Other than Micro and small enterprises	6,841.43	5,262.30
	8,588.44	6,679.71

*Trade payables ageing schedule based on the requirement of Schedule III

As at March 31, 2024

(₹. in Lakhs)

Particulars	Not Due	Outstanding for following periods from date of transaction				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	-	1,747.01	-	-	-	1,747.01
Total outstanding dues of creditors other than micro enterprises and small enterprises	3,988.34	2,230.33	395.44	26.06	201.26	6,841.43
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-

As at March 31, 2023

(₹. in Lakhs)

Particulars	Not Due	Outstanding for following periods from date of transaction				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	-	1,417.41	-	-	-	1,417.41
Total outstanding dues of creditors other than micro enterprises and small enterprises	3,156.95	1,776.14	73.16	60.42	195.63	5,262.30
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-

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for the year ended March 31, 2024

	As at March 31, 2024 ₹ in lakhs	As at March 31, 2023 ₹ in lakhs
(iii) Other financial liabilities		
Interest accrued but not due on borrowings	29.40	32.29
Sewage treatment plant (STP) liability	-	235.00
Book overdraft	103.02	14.00
Other payables		
- Payable for capital goods	1,304.09	2,930.61
- Sundry deposits	46.44	46.44
	1,482.95	3,258.34

23. Other current liabilities

	As at March 31, 2024 ₹ in lakhs	As at March 31, 2023 ₹ in lakhs
Advance from customers	1,600.88	966.37
Deferred revenue- loyalty programme	35.37	32.11
Statutory dues (Provident fund, GST, TDS and other statutory dues)	1,923.70	2,101.77
Total	3,559.95	3,100.25

24. Revenue from operations

	For the year ended March 31, 2024 ₹ in lakhs	For the year ended March 31, 2023 ₹ in lakhs
Revenue from operations		
Sale of products and services		
- Room rental	81,411.35	67,709.05
- Food and beverage (excluding liquor and wine)	11,877.05	9,896.16
- Liquor and wine	1,394.46	1,076.90
- Banquet rentals	734.57	467.40
- Telephone and telex	5.84	6.40
- Other Services (including service charge income)	5,842.85	4,762.06
Other Operating Revenue		
- Management fee	5,007.51	3,580.66
- Government grant (refer note 51)	838.52	-
- Commission income	0.14	0.32
Revenue from operations	1,07,112.29	87,498.95

25. Other Income

	For the year ended March 31, 2024 ₹ in lakhs	For the year ended March 31, 2023 ₹ in lakhs
Profit on sale of property, plant and equipment	-	18.51
Rent received	90.30	66.12
Excess provision/ credit balances written back	400.77	137.60
Government grant (refer note 51)	-	86.61
Miscellaneous income	72.84	48.81
	563.91	357.65

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26. Cost of food and beverages consumed

	For the year ended March 31, 2024 ₹ in lakhs	For the year ended March 31, 2023 ₹ in lakhs
(a) Consumption of food and beverages excluding liquor and wine		
Inventory at the beginning of the year	184.07	141.44
Add: Purchases	5,937.69	4,724.58
	6,121.76	4,866.02
Less: Inventory at the end of the year	282.23	184.07
Cost of food and beverage consumed	5,839.53	4,681.95
(b) Consumption of liquor and wine		
Inventory at the beginning of the year	156.32	127.52
Add: Purchases	503.15	337.21
	659.47	464.73
Less: Inventory at the end of the year	221.19	156.32
Cost of liquor and wine consumed	438.28	308.41
	6,277.81	4,990.36

27. Employee benefits expense

	For the year ended March 31, 2024 ₹ in lakhs	For the year ended March 31, 2023 ₹ in lakhs
Salaries, wages and bonus	16,819.39	13,076.52
Contribution to provident fund and other funds	905.40	787.26
Gratuity expense	80.11	72.47
Staff welfare expenses	970.43	1,037.09
	18,775.33	14,973.34

28. (a). Power and fuel

	For the year ended March 31, 2024 ₹ in lakhs	For the year ended March 31, 2023 ₹ in lakh
Power and fuel	7,804.80	6,871.26
	7,804.80	6,871.26

28. (b). Stamp duty expenses

	For the year ended March 31, 2024 ₹ in lakhs	For the year ended March 31, 2023 ₹ in lakh
Stamp duty expenses	-	478.42
	-	478.42

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for the year ended March 31, 2024

28 (c). Other expenses

	For the year ended March 31, 2024 ₹ in lakhs	For the year ended March 31, 2023 ₹ in lakhs
Consumption of stores, cutlery, crockery, linen, provisions and others	1,605.60	1,552.71
Lease rent	758.30	556.65
Linen & uniform washing and laundry expenses	972.45	556.39
Guest transportation	915.38	505.12
Spa expenses	337.23	225.56
Subscription charges	198.83	160.36
Repair and maintenance		
- Buildings	2,171.91	1,048.54
- Plant and machinery	1,539.62	1,407.18
- Others	1,012.54	681.20
Rates and taxes	2,077.21	1,699.63
Insurance	377.50	290.00
Communication costs	563.78	444.90
Printing and stationery	291.95	208.43
Traveling and conveyance	141.67	171.76
Vehicle running and maintenance	195.91	161.37
Advertisement and business promotion	521.96	156.47
Commission -other than sole selling agent	4,752.20	3,203.41
Security and cleaning expenses	1,249.56	905.09
Membership and subscriptions	49.63	34.51
Legal and professional fees	1,253.77	977.89
Advances written off	-	0.48
Freight and cartage	5.16	4.94
Corporate social responsibility*	55.69	7.15
Loss on sale/write off of property, plant and equipment (net)	46.81	-
Provision for doubtful debts	153.78	6.74
Payment to auditor (Refer note below)	161.42	136.02
Miscellaneous expenses	520.30	326.38
	21,930.16	15,428.88

Payment to auditor (excluding Goods and service tax)

	For the year ended March 31, 2024 ₹ in lakhs	For the year ended March 31, 2023 ₹ in lakhs
Audit fee and limited review	143.25	118.25
Tax audit fee	3.25	3.25
Other attest services	8.00	8.60
Out of pocket expenses	6.92	5.92
	161.42	136.02

* Details of CSR expenditure:

	For the year ended March 31, 2024 ₹ in lakhs	For the year ended March 31, 2023 ₹ in lakhs
(a) Gross amount required to be spent by the Group during the year	55.69	5.33
(b) Amount spent during the year ended on March 31, 2024:	In cash	Yet to be paid in cash
i) Construction/acquisition of any asset	-	-
ii) On purposes other than (i) above	55.69	-
(c) Amount spent during the year ended on March 31, 2023:	In cash	Yet to be paid in cash
i) Construction/acquisition of any asset	-	-
ii) On purposes other than (i) above	7.15	-

The Group, through CSR initiative focuses on following areas:

- Purchase of Antismog gun for environment
- Empowerment of weaker section of society through education and skill training
- Giving special care to disabled's, advocacy for inclusion and early identification of person with disabilities

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for the year ended March 31, 2024

29. Finance costs

	For the year ended March 31, 2024 ₹ in lakhs	For the year ended March 31, 2023 ₹ in lakhs
Interest		
- on term loans from banks	13,921.51	12,663.77
- on loans from financial institutions	2,131.68	1,440.51
- on vehicle loans	44.53	35.64
- on lease liability (refer note 20)	3,928.09	3,431.05
- on other credit facilities from banks	210.11	162.32
- on income tax	12.46	0.13
- on others	0.77	0.06
Bank charges (including commission on credit card collection)	597.90	501.17
	20,847.05	18,234.65

30. Finance income

	For the year ended March 31, 2024 ₹ in lakhs	For the year ended March 31, 2023 ₹ in lakhs
Profit on sale of investment	-	2.44
-Bank Deposits	129.58	119.90
-Others	496.25	288.89
Interest on income tax refund	49.99	100.77
Fair value profit on financial instruments at fair value through profit or loss	9.42	5.41
	685.24	517.41

31. Depreciation and amortization expense

	For the year ended March 31, 2024 ₹ in lakhs	For the year ended March 31, 2023 ₹ in lakhs
Depreciation on property, plant and equipment	8,926.29	7,058.03
Amortization of intangible assets	189.97	901.33
Amortisation of Right to use asset	2,093.27	1,701.14
Depreciation on investment properties	3.57	3.57
Depreciation capitalized	-	(3.91)
Total	11,213.10	9,660.16

32. Earnings per share (Basic EPS and Diluted EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

Notes to Consolidated Financial Statements

for the year ended March 31, 2024

The earnings and weighted average number of ordinary shares used in the calculation of Basic and Diluted EPS are as follows:

	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit attributable to equity holders (for basic and diluted) (₹ In Lakhs)	14,848.99	11,456.36
Weighted average number of equity Shares (for basic and diluted earnings per share)*	79,17,26,749	79,12,11,385
Basic and Diluted loss per share	1.88	1.45

* The weighted average number of shares takes into account the weighted average effect of changes in share transactions during the year. The shares of the Company has been listed on BSE Limited and National Stock Exchange of India Limited with effect from April 9, 2018.

33. Significant accounting judgements, estimates and assumptions

The preparation of the Group financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities and other commitments. Uncertainty about these judgements, estimates and assumptions could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur. The estimates and underlying assumptions are reviewed on an ongoing basis and the revisions to accounting estimates are recognized in the period in which the estimate is revised.

Critical judgements, estimates and assumptions

a. Impairment of property, plant and equipment

Each hotel property is an identifiable asset that generates cash inflows and is independent of the cash inflows of the other hotel properties, hence identified as cash generating units. The Group assesses the carrying amount of hotel properties (CGU) to determine whether there is any indication that those assets have suffered an impairment loss. Where the carrying amount of CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. An impairment loss (if any) is recognised in the statement of profit and loss.

While assessing the recoverable amount, the Company used the discounted cash flow approach including various significant estimates and assumptions such as forecast of future revenue, operating margins, growth rate and selection of the discount rates. The key assumptions used for the calculations are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Discount Rate (pre tax rate of WACC)	11.70%-13.50%	12.50%
Long Term Growth Rate	5.00%	5.50%

As at March 31, 2024, the estimated recoverable amount of the CGU exceeded its carrying amount.

b. Leases

The Group has taken certain land and land & building on long term lease basis. The lease agreements generally have an escalation clause and are generally non-cancellable. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group evaluates if an arrangement qualifies to be a lease as per the requirements of IND AS 116. Identification of a lease requires judgment. The Group uses judgement in assessing the lease term and the applicable discount rate. The discount rate is generally based on the incremental borrowing rate.

c. Loss Allowance on trade receivables (Expected credit loss)

An impairment analysis of trade receivables is performed at each reporting period based on the Group's history of collections, customer's creditworthiness, existing market conditions as well as forward looking estimates. Basis this assessment, the allowance for doubtful trade receivables as at March 31, 2024 is considered adequate.

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34. Statutory Group Information

Name of the entity in the group	(₹. in Lakhs)							
	Net Assets, i.e., total assets minus total liabilities		Share in profit and loss		Share in other Comprehensive income		Share in total Comprehensive income	
	As % of consolidated net assets	₹ in lakhs	As % of consolidated profit and loss	₹ in lakhs	As % of consolidated other comprehensive income	₹ in lakhs	As % of total comprehensive income	₹ in lakhs
Parent								
Lemon Tree Hotels Limited								
Balance as at March 31, 2024	28.68%	1,15,659.91	53.35%	9,693.45	24.50%	(8.81)	53.40%	9,684.64
Balance as at March 31, 2023	28.38%	1,05,924.01	56.02%	7,873.18	81.45%	13.71	56.05%	7,886.89
Subsidiaries								
1 Fleur Hotels Private Limited								
Balance as at March 31, 2024	41.07%	1,65,622.19	30.84%	5,604.60	4.57%	(1.64)	30.90%	5,602.96
Balance as at March 31, 2023	42.87%	1,60,019.23	25.44%	3,575.05	11.74%	1.98	25.42%	3,577.03
2 Celsia Hotels Private Limited								
Balance as at March 31, 2024	2.24%	9,014.71	5.92%	1,076.02	(854.95%)	307.45	7.63%	1,383.47
Balance as at March 31, 2023	2.04%	7,631.24	5.69%	799.57	1953.57%	328.83	8.02%	1,128.40
3 Mezereon Hotels LLP								
Balance as at March 31, 2024	0.00%	0.26	0.00%	(0.12)	0.00%	-	0.00%	(0.12)
Balance as at March 31, 2023	0.00%	0.38	0.00%	(0.16)	0.00%	-	0.00%	(0.16)
4 Inovia Hotels & Resorts Limited								
Balance as at March 31, 2024	0.58%	2,356.20	0.62%	112.93	(106.10%)	38.15	0.83%	151.08
Balance as at March 31, 2023	0.59%	2,205.12	5.66%	794.77	253.99%	42.75	5.95%	837.52
5 Manakin Resorts Private Limited								
Balance as at March 31, 2024	0.34%	1,353.95	(0.14%)	(26.03)	0.83%	(0.30)	(0.15%)	(26.33)
Balance as at March 31, 2023	0.37%	1,380.28	(0.35%)	(48.70)	(22.63%)	(3.81)	(0.37%)	(52.51)
6 Canary Hotels Private Limited								
Balance as at March 31, 2024	0.76%	3,061.96	(0.20%)	(36.63)	1.30%	(0.47)	(0.20%)	(37.10)
Balance as at March 31, 2023	0.83%	3,099.06	0.16%	21.94	0.58%	0.10	0.16%	22.04

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(₹. in Lakhs)

Name of the entity in the group	Net Assets, i.e., total assets minus total liabilities		Share in profit and loss		Share in other Comprehensive income		Share in total Comprehensive income	
	As % of consolidated net assets	₹ in lakhs	As % of consolidated profit and loss	₹ in lakhs	As % of consolidated other comprehensive income	₹ in lakhs	As % of total comprehensive income	₹ in lakhs
	7 Hyacinth Hotels Private Limited							
Balance as at March 31, 2024	1.14%	4,597.38	15.67%	2,847.30	0.81%	(0.29)	15.70%	2,847.01
Balance as at March 31, 2023	0.47%	1,750.37	9.06%	1,272.77	(5.70%)	(0.96)	9.04%	1,271.81
8 Sukhsagar Complexes Private Limited								
Balance as at March 31, 2024	0.32%	1,275.75	0.86%	155.41	0.38%	(0.14)	0.86%	155.27
Balance as at March 31, 2023	0.30%	1,120.48	1.27%	178.81	(4.33%)	(0.73)	1.27%	178.08
9 Oriole Dr Fresh Hotels Private Limited								
Balance as at March 31, 2024	0.44%	1,782.54	(0.71%)	(129.92)	2.53%	(0.91)	(0.72%)	(130.83)
Balance as at March 31, 2023	0.42%	1,549.25	(0.43%)	(60.73)	2.29%	0.39	(0.43%)	(60.34)
10 Carnation Hotels Private Limited								
Balance as at March 31, 2024	0.88%	3,529.04	9.59%	1,742.67	6.84%	(2.46)	9.60%	1,740.21
Balance as at March 31, 2023	0.48%	1,788.83	6.26%	879.08	8.41%	1.42	6.26%	880.50
11 Red Fox Hotel Company Private Limited								
Balance as at March 31, 2024	0.00%	(1.35)	0.00%	(0.42)	0.00%	-	0.00%	(0.42)
Balance as at March 31, 2023	0.00%	(0.93)	0.00%	(0.38)	0.00%	-	0.00%	(0.38)
12 Lemon Tree Hotel Company Private Limited								
Balance as at March 31, 2024	0.00%	(1.16)	0.00%	(0.39)	0.00%	-	0.00%	(0.39)
Balance as at March 31, 2023	0.00%	(0.77)	0.00%	(0.41)	0.00%	-	0.00%	(0.41)
13 IORA Hotels Private Limited								
Balance as at March 31, 2024	9.36%	37,748.74	(3.61%)	(655.15)	(1.53%)	0.55	(3.61%)	(654.60)
Balance as at March 31, 2023	10.29%	38,403.33	(0.89%)	(124.77)	0.00%	-	(0.89%)	(124.77)
14 Ophrys Hotels Private Limited								
Balance as at March 31, 2024	0.00%	(1.83)	0.00%	(0.37)	0.00%	-	0.00%	(0.37)
Balance as at March 31, 2023	0.00%	(1.46)	0.00%	(0.42)	0.00%	-	0.00%	(0.42)

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(₹. in Lakhs)

Name of the entity in the group	Net Assets, i.e., total assets minus total liabilities		Share in profit and loss		Share in other Comprehensive income		Share in total Comprehensive income	
	As % of consolidated net assets	₹ in lakhs	As % of consolidated profit and loss	₹ in lakhs	As % of consolidated other comprehensive income	₹ in lakhs	As % of total comprehensive income	₹ in lakhs
15 Bandhav Resorts Private Limited								
Balance as at March 31, 2024	0.35%	1,414.40	0.04%	6.94	(0.47%)	0.17	0.04%	7.11
Balance as at March 31, 2023	0.38%	1,407.29	(0.06%)	(8.66)	(4.23%)	(0.71)	(0.07%)	(9.37)
16 Madder Stays Private Limited								
Balance as at March 31, 2024	0.00%	(0.17)	0.00%	(0.18)	0.00%	-	0.00%	(0.18)
Balance as at March 31, 2023	0.00%	-	0.00%	(0.19)	0.00%	-	0.00%	(0.19)
17 Nettle Hotels Private Limited								
Balance as at March 31, 2024	0.00%	(0.22)	0.00%	(0.19)	0.00%	-	0.00%	(0.19)
Balance as at March 31, 2023	0.00%	(0.03)	0.00%	(0.23)	0.00%	-	0.00%	(0.23)
18 Arum Hotels Private Limited								
Balance as at March 31, 2024	0.00%	(0.23)	0.00%	(0.19)	0.00%	-	0.00%	(0.19)
Balance as at March 31, 2023	0.00%	(0.04)	0.00%	(0.24)	0.00%	-	0.00%	(0.24)
19 Berggruen Hotels Private Limited								
Balance as at March 31, 2024	8.12%	32,751.27	(4.43%)	(805.63)	60.31%	(21.69)	(4.56%)	(827.32)
Balance as at March 31, 2023	8.53%	31,852.43	(2.72%)	(382.78)	25.07%	4.22	(2.69%)	(378.56)
20 Hamstede Living Private Limited								
Balance as at March 31, 2024	0.07%	287.53	0.02%	2.74	0.00%	-	0.02%	2.74
Balance as at March 31, 2023	0.08%	284.79	0.01%	1.47	0.00%	-	0.01%	1.47
21 Totally Foxed Solutions Private Limited								
Balance as at March 31, 2024	0.20%	789.22	(0.01%)	(2.64)	0.00%	-	(0.01%)	(2.64)
Balance as at March 31, 2023	0.21%	791.86	0.00%	(0.50)	0.00%	-	0.00%	(0.50)
Non-controlling interests in all subsidiaries								
Balance as at March 31, 2024	14.37%	57,953.79	18.28%	3,321.67	27.09%	(9.74)	18.26%	3,311.93
Balance as at March 31, 2023	40.58%	55,969.45	36.35%	2,597.64	39.07%	2.73	36.34%	2,600.37
Consolidation Adjustments/Eliminations								

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(₹. in Lakhs)

Name of the entity in the group	Net Assets, i.e., total assets minus total liabilities		Share in profit and loss		Share in other Comprehensive income		Share in total Comprehensive income	
	As % of consolidated net assets	₹ in lakhs	As % of consolidated profit and loss	₹ in lakhs	As % of consolidated other comprehensive income	₹ in lakhs	As % of total comprehensive income	₹ in lakhs
Balance as at March 31, 2024	(8.90%)	(35,889.45)	(26.06%)	(4,735.21)	933.90%	(335.84)	(27.96%)	(5,071.04)
Balance as at March 31, 2023	40.58%	(41,942.23)	36.35%	(3,312.11)	39.07%	(373.07)	36.34%	(3,685.19)
Total								
Balance as at March 31, 2024	100.00%	4,03,304.43	100.00%	18,170.66	100.00%	(35.96)	100.00%	18,134.70
Balance as at March 31, 2023	100.00%	3,73,231.94	100.00%	14,054.00	100.00%	16.83	100.00%	14,070.83

35. Gratuity and other post-employment benefit plans

The Group has a defined benefit gratuity plan (funded). The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. The fund has the form of a trust and it is governed by the board of trustees, which consists of an equal number of employer and employee representatives. The board of trustees is responsible for the administration of the plan assets and for the definition of the investment strategy. The trust fund has taken a scheme of insurance, whereby these contributions are transferred to the insurer. The group makes provision of such gratuity liability in the books of accounts on the basis of actuarial valuation as per the projected unit credit method.

(₹. in Lakhs)

Benefit Liability	March 31, 2024	March 31, 2023
Gratuity plan	392.06	309.99
Total	392.06	309.99

Risk analysis

Group is exposed to a number of risks in the defined benefit plans. Most significant risks pertaining to defined benefits plans and management estimation of the impact of these risks are as follows:

- Investment risk**

The most of the Indian defined benefit plans are funded with Life Insurance Corporation of India. Group does not have any liberty to manage the fund provided to Life Insurance Corporation of India.

The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to Government of India bonds for Group's Indian operations. If the return on plan asset is below this rate, it will create a plan deficit.

- Interest risk**

A decrease in the interest rate on plan assets will increase the plan liability.

- Longevity risk/life expectancy**

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and at the end of the employment. Increases in the life expectancy of the plan participants will increase the plan liability.

- Salary growth risk**

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. An increase in the salary of the plan participants will increase the plan liability.

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Changes in the defined benefit obligation and fair value of plan assets as at March 31, 2024:

(₹. in Lakhs)

	Opening Balance		Cost charged to statement of profit or loss		Remeasurement gains/(losses) in other comprehensive income					March 31, 2024	
	Inclusion on account of purchase of new subsidiary	Service cost	Net interest expense/income	Sub-total included in profit or loss*	Benefits paid	Return on plan assets (excluding amounts included in net interest expense)	Remeasurement changes arising from changes in demographic assumptions	Remeasurement changes arising from changes in financial assumptions	Experience adjustment		Sub-total included in OCI#
Defined benefit obligation	611.89	58.39	42.94	101.33	(74.94)	-	0.57	37.92	38.49	-	676.77
Fair value of plan assets	301.90	-	21.22	21.22	(36.79)	1.62	-	-	1.62	-	284.71
Benefit liability	309.99	58.39	21.72	80.11	(38.15)	1.62	0.57	37.92	40.11	-	392.06

* ₹ Nil (March 31, 2023: ₹ 1.07 lakhs) capitalised. Refer note 4.

₹ Nil (March 31, 2023: ₹ 1.98 lakhs) capitalised. Refer note 4.

Changes in the defined benefit obligation and fair value of plan assets as at March 31, 2023:

	Opening Balance		Cost charged to profit or loss		Remeasurement gains/(losses) in other comprehensive income					March 31, 2023	
	Inclusion on account of purchase of new subsidiary	Service cost	Net interest expense/income	Sub-total included in profit or loss*	Benefits paid	Return on plan assets (excluding amounts included in net interest expense)	Remeasurement changes arising from changes in demographic assumptions	Remeasurement changes arising from changes in financial assumptions	Experience adjustment		Sub-total included in OCI#
Defined benefit obligation	609.94	55.97	32.75	88.72	(71.03)	-	(18.24)	2.50	(15.74)	-	611.89
Fair value of plan assets	295.77	-	15.18	15.18	(22.28)	(5.66)	-	-	(5.66)	7.57	301.90
Benefit liability	314.17	55.97	17.57	73.54	(48.73)	(5.66)	(18.24)	2.50	(21.40)	(7.57)	309.99

* ₹ 1.07 lakhs (March 31, 2022: ₹ 1.16 lakhs) capitalised. Refer note 4.

₹ 1.98 lakhs (March 31, 2022: ₹ 1.07 lakhs) capitalised. Refer note 4.

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The major categories of plan assets of the fair value of the total plan assets are as follows:

	March 31, 2024	March 31, 2023
Unquoted investments:		
Asset invested in insurance scheme with the LIC	100%	100%
Total	100%	100%

The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

	March 31, 2024	March 31, 2023
Discount rate:		
Pension plan	7.09%	7.20%
Future salary increases:		
Pension plan	5.00%	5.00%
Life expectation for pensioners:		
Pension plan	Years	Years
Male	60	60
Female	60	60

A quantitative sensitivity analysis for significant assumption as at March 31, 2024 is as shown below:

Assumptions	₹ in lakhs			
	March 31, 2024	March 31, 2024	March 31, 2024	March 31, 2024
	Discount rate		Future salary increases	
Sensitivity Level	1% increase	1% decrease	1% increase	1% decrease
Impact on defined benefit obligation	(11.25)	11.99	12.22	(11.57)

A quantitative sensitivity analysis for significant assumption as at March 31, 2023 is as shown below:

Assumptions	₹ in lakhs			
	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023
	Discount rate		Future salary increases	
Sensitivity Level	1% increase	1% decrease	1% increase	1% decrease
Impact on defined benefit obligation	(10.75)	11.45	11.57	(11.06)

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The following payments are expected contributions to the defined benefit plan in future years:

Duration (Years)	₹ in lakhs	
	For the year ended March 31, 2024	For the year ended March 31, 2023
1	402.25	340.32
2	84.16	91.20
3	68.70	66.34
4	54.45	52.18
5	44.70	40.96
Above 5	127.79	122.28
Total expected payments	782.05	713.28

The average duration of the defined benefit plan obligation at the end of the reporting period is 3.92 years (March 31, 2023: 4.07 years).



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36. Commitments and contingencies

a. Leases

Operating lease commitments – Company as lessee

The Group has taken office premises and hotel properties and staff hostels/others under operating lease agreements. These are generally cancellable and are renewable by mutual consent on mutually agreed terms except for few properties (including hotel property at Indore, Aurangabad, Gurgaon (2 properties), New Delhi Chandigarh, Banjara Hills Hyderabad, Goa and Dehradun). The lease for hotel property at Indore, Aurangabad, Gurgaon (2 properties), New Delhi, Chandigarh, Banjara Hills Hyderabad, Goa and Dehradun are non-cancellable for a period of twenty-nine, twenty-two, thirty, twenty-two, twenty-seven, sixty, thirty, twenty-five and twenty-nine years respectively. Refer Note No.7 for carrying value of right to use asset recognised and Refer Note No. 20 for carrying value of lease liability and the movement during the year.

The weighted average of incremental borrowing rate applied to lease liabilities, is 9.39%. (March 31, 2023 - 9.39%).

During the year, the Group has reassessed its decision to exercise right to renewer for a certain property based on business performance of the property. Accordingly lease liability has been remeasured using the revised discount rate i.e. 9.10% and adjustment in done in value of ROU and lease liability.

b. Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for:

Estimated amount of contracts remaining to be executed and not provided for March 31, 2024 ₹ 3,246.66 lakhs (March 31,2023 ₹ 16,128.87 lakhs).

c. Contingent liabilities

(i) Legal claim contingency

	₹ in lakhs	
	As at March 31, 2024	As at March 31, 2023
Counter Guarantees given in respect of guarantees issued by Company's bankers	1,646.98	1,647.80
Service tax*	201.23	295.10
Luxury tax	15.04	42.45
Value added tax	5.21	-
Income tax**	27.25	27.25
Matters pending with consumer court	4.50	4.50
Total	1,900.21	2,017.10

*amount paid under protest- Nil (March 31 2023, 23.10 lakhs)

** (amount paid under protest/adjusted against refund - ₹ 10.72 lakhs)

The Group's pending litigations above pertains to proceedings pending with Income Tax, Excise, Sales/VAT tax and other authorities. The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Group does not expect the outcome of these proceedings to have a materially adverse effect on its financial statements.

(ii) Hyacinth Hotels Private Limited, one of the subsidiary Company, has received a demand from South Delhi Municipal Corporation ('the Authority') wherein the Authority has called upon the subsidiary company to pay an amount of ₹ 68.20 lakhs (for the financial Years 2010-11 to financial years 2013-2014) towards annual value in respect of the hotel property situated in Hospitality District, Aerocity. The Subsidiary Company filed a writ petition in the high court against the said order. Pending

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adjudication, the High Court had given interim stay directing the subsidiary company to deposit ₹ 25 lakhs. The management based upon its assessment and expert's advice believes that any further liability against the aforesaid demand (including the demand for any subsequent year) is improbable to crystallize.

(iii) Malviya National Institute of Technology, Jaipur ("MNIT") filed an application before the Sub-divisional Officer ("SDO"), Jaipur against, among others, Sukhsagar Complexes Private Limited (one of the subsidiary), alleging that a portion of the land on which Red Fox Hotel, Jaipur has been constructed is owned by MNIT. Pursuant to an order dated December 31, 1999, the SDO, Jaipur, recorded certain land bearing khasra number 102/433 in the name of Gulab Chand and certain others, while removing the name of Malviya Regional Engineering College, the predecessor entity to MNIT. Against the order of the SDO, MNIT filed an appeal (appeal no. 327/2013) before the Divisional Commissioner, Jaipur ("Commissioner"), against Gulab Chand, Girdharilal Maninar and Gopal DasJohar, being the previous owners of the property sold to Sukhsagar, and also, among others, Sukhsagar, stating that Sukhsagar and Devashish Builders Private Limited had encroached on the land belonging to MNIT. The appeal was dismissed by the Commissioner pursuant to an order dated January 8, 2013 and the order passed by the SDO, dated December 31, 1999, was confirmed. Subsequently, Sukhsagar filed a review petition before the Commissioner challenging the order dated January 8, 2013 on grounds of certain procedural irregularities. The Commissioner, through an order dated September 4, 2013, recalled its previous order dated January 8, 2013. The Commissioner eventually dismissed the appeal filed by MNIT through an order dated September 11, 2013. MNIT filed a writ petition before the High Court of Rajasthan challenging the order of the Commissioner, dated September 11, 2013. The proceedings have taken up for further proceedings, and is likely to be listed in due course. The proceedings are in progress & the management based upon its assessment and expert's advice believes that any liability is improbable to crystallize.

(iv) Oriole Dr.Fresh Hotels Private Limited (a subsidiary company) filed an arbitration petition (arbitration petition No. 160/2012), against the Delhi Developmental Authority (the "DDA") seeking quashing of invocation of a bank guarantee amounting to ₹ 102.80 lakhs by DDA, recovery of ₹ 25 lakhs as compensation alleging harassment and mental agony, recovery of ₹ 10 lakhs towards cost of proceedings, and interest at the rate of 18% on blocked amount from December 28, 2010 till the date of return of pay order. This dispute pertains to an agreement for construction of a hotel by the subsidiary in Kondli, Delhi, entered into with DDA, as a successful bidder in an auction process conducted for this purpose. As per such agreement the subsidiary was required to provide a bank guarantee of ₹ 102.80lakhs as performance security. The DDA allegedly sought to encash the bank guarantee on December 21, 2011 on grounds of non-performance of contractual obligations by the subsidiary. Consequently, on March 12, 2012 Oriole sent a notice of commencement of arbitration to DDA and on May 31, 2012, the subsidiary obtained an injunction (OMP No. 1/2012) from the High Court of Delhi restraining DDA and Axis Bank Limited from proceeding with the encashment of the bank guarantee until the completion of the arbitration proceedings. An arbitral tribunal was constituted on September 28, 2012 and an arbitration award has been passed on December 06, 2022 against which an objection petition has been filed by the DDA before the High Court of Delhi. The proceedings are in progress and the management based upon its assessment and expert's advice believes that any further liability against the aforesaid demand is improbable to crystallize.

(v) Note on Provident Fund:

Based upon the legal opinion obtained by the management, Group is not required to create provisions in books of accounts in view of the judgement of the Hon'ble Supreme court in the case of Vivekananda Vidyamandir vs Regional Provident Fund Commissioner (II), West Bengal and subsequent dismissal of review petition by Hon'ble Supreme court in the case of review petition No. 001972-001973/2019 in civil appeal 3965-3966 in the matter of Surya Roshni Ltd Vs Employees Provident Fund and Another.

Considering the equitable cause, the High Courts may give prospective effect to the judgement which can be done in exercise of inherent powers of High Court under Article 226 of the constitution of India.

In case of the Group, retrospective effect is remote and at present uniformity is maintained across all brands/grades.



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(vi) Berggruen Hotels Private Limited (a subsidiary company) has entered into a lease agreement in April, 2008 with the land owners of the Baroda property to construct a hotel in the said property pursuant to which sum of ₹ 100 Lakhs has been paid to the property owners as refundable security deposit. As per the Lease agreement, on execution of the said Lease Deed, owners were obliged to deliver to the Subsidiary Company, vacant and peaceful possession of the said property and to demolish existing structure standing thereon in order to enable the Subsidiary company to construct the proposed hotel on the said property. More than five years have elapsed since execution of the said LeaseDeed and despite various assurances and promises, the owners have failed to hand over possession of the said property and hence the Subsidiary Company terminated the lease agreement and asked immediately to refund the refundable security deposit along with interest at the rate of 25% per annum. Subsequent to termination of the lease agreement, the Subsidiary Company has also filed the case against owners for recovery of monies paid along with the interest. The Subsidiary Company expects the judgment in its favour.

37. Employee Stock Option Plans:

a) Stock options granted on and after April 1, 2006.

The share-based payment scheme provided to the employees is as follows:

Date of grant	September 1, 2006, April 1, 2007, October 1, 2007, April 1, 2008, January 12, 2009, April 1, 2009, April 1, 2010, October 1, 2010, April 1, 2011, April 1, 2012, April 1, 2015, January 1, 2018
Date of Board Approval of plan	July 18, 2006
Date of Shareholder's approval of plan	August 25, 2006
Number of options granted	13,249,207
Method of Settlement	Equity
Vesting Period	12-48 months & 15-39 months
Exercise Period	5 years from the date of vesting
Vesting Conditions	Employee remaining in the employment of the enterprise during the vesting period.

Details of vesting:

Vesting period from the grant date	Vesting Schedule*
On completion of 12 months	10%
On completion of 24 months	20%
On completion of 36 months	30%
On completion of 48 months	40%

* All ESOP's under ESOP Plan 2006 are granted as per general vesting schedule defined in the scheme except for ESOP's granted on January 12, 2009, 328,008 ESOP's granted on April 1, 2012 and 487,000 ESOP's granted on January 1, 2018 for which specific vesting schedule was decided.

Parent Company has issued/ forfeited Nil shares (March 31, 2023: Nil) during the year on exercise of options granted under the employee stock option plan (ESOP).

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38. Related Party Transactions

Names of related parties

Key Managerial Personnel ("KMP")	- Mr. Patanjali Govind Keswani (Chairman and Managing Director)
	- Mr. Willem Albertus Hazeleger (Director)
	- Mr. Aditya Madhav Keswani (Director)
	- Mr. Pradeep Mathur (Independent Director) (ceased to be Independent Director w.e.f. December 4, 2022)
	- Mr. Paramartha Saikia (Independent Director)
	- Mrs. Freyan Jamshed Desai (Independent Director)
	- Mr. Ashish Kumar Guha (Independent Director) (ceased to be Independent Director w.e.f. September 14, 2022)
	- Dr. Arindam Kumar Bhattacharya (Independent Director)
	- Mr. Arvind Singhanian (Independent Director) (ceased to be an Independent Director w.e.f. September 14, 2022)
	- Mr. Niten Malhan (Independent Director)
	- Ms Smita Anand (Independent Director)(w.e.f November 09, 2023)
	- Mr Praveen Garg (Independent Director)(w.e.f November 09, 2023)
	- Mr Sanjay Sahai (Independent Director)(w.e.f November 09, 2023)
Key Management Personnel/Individuals having significant influence and their relatives (in Subsidiaries)("KMP of Subsidiaries")	- Mr. Rajesh Kumar (Whole Time Director of Canary Hotels Private Limited)
	- Mr. Sumant Jaidka (Whole Time Director of Inovoa Hotels & Resorts Limited)
	- Mr. Rajeev Janveja (Whole Time Director of Sukhsagar Complexes Private Limited)
	- Ms. Natasha Yashpal (Whole Time Director of Iora Hotels Private Limited) (ceased w.e.f November 15, 2022)
	- Mr. Sameer Singh (Whole Time Director of Iora Hotels Private Limited) (w.e.f 1 st December, 2022 upto January 10, 2024)
	- Mr Gaurav Goyal (Whole Time Director of Iora Hotels Private Limited) (w.e.f. January 10, 2024)
	- Ms. Anshu Sarin (Whole Time Director & CEO of Berggruen Hotels Private Limited) (ceased w.e.f. May 15, 2023)
	- Mr. Praveen Kumar Agrawal (Whole Time Director of Berggruen Hotels Private Limited) (w.e.f. December 8, 2023)
	- Mr. Devinder Kumar (Whole Time Director of Hamstede Living Private Limited)
Enterprises owned or significantly influenced by key management personnel or their relatives	- Toucan Real Estates Private Limited
Associates	- Mind Leaders Learning India Private Limited
	- Pelican Facilities Management Private Limited

Additional related parties as per Companies Act 2013 with whom transactions have taken place during the year:

Chief Financial Officer	: Mr. Kapil Sharma
Company Secretary	: Mr. Nikhil Sethi (Ceased w.e.f. October 31, 2023)
	: Ms Jyoti Verma (w.e.f. November 21, 2023)



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b. Financial Liabilities

	March 31, 2024		March 31, 2023	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial Liabilities				
Borrowings	-	188,911.67	-	174,572.90
Trade Payables	-	8,588.44	-	6,679.71
Other Financial Liabilities	-	1,482.95	-	3,258.34
Lease Liabilities(Non-current)	-	44,234.43	-	42,526.92
Lease Liabilities(Current)	-	438.38	-	583.52
Total Financial Liabilities	-	243,655.87	-	227,621.39

c. Fair value measurement hierarchy for assets and liabilities

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

The Group categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

i) Level 1

Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

ii) Level 2

Inputs are inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.

iii) Level 3

Inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Group's assumptions about pricing by market participants.

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities:

Financial assets and liabilities measured at fair value

	March 31, 2024			
	Level 1	Level 2	Level 3	Total
Financial assets				
Financial investments as FVTPL				
Quoted mutual funds	809.12	-	-	809.12
Unquoted equity instruments	-	-	0.60	0.60
	March 31, 2023			
	Level 1	Level 2	Level 3	Total
Financial assets				
Financial investments as FVTPL				
Quoted mutual funds	99.70	-	-	99.70
Unquoted equity instruments	-	-	0.60	0.60

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The management assessed that fair values of cash and cash equivalents, trade receivables, trade payables, bank overdrafts, other current financial assets and other current financial liabilities approximates their carrying amounts largely due to the short-term maturities of these instruments.

The fair values of loans, security deposits, borrowings and other financial assets and liabilities are considered to be the same as their carrying values, as there is an immaterial change in the lending rates.

The following methods and assumptions were used to estimate the fair values:

- The fair values of the unquoted equity shares have been estimated using a DCF model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments.
- The fair values of the investment in mutual funds have been estimated based on NAV of the assets at each reporting date

40. Financial risk management objectives and policies

The Group's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations and to support its operations. The Group's financial assets include loans, trade and other receivables, and cash & cash equivalents that derive directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management advises on financial risks and the appropriate financial risk governance framework for the Group. The Group's financial risk activities are governed by appropriate policies and procedure and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each risk, which are summarised as below:

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of interest rate risk. Financial instruments affected by market risk include loans and borrowings.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates. The Group is carrying its borrowings primarily at variable rate. The Group expects the variable rate to decline, accordingly the Group is currently carrying its loans at variable interest rates.

	March 31, 2024		March 31, 2023	
	Level 1	Level 2	Level 3	Total
Financial assets				
Financial investments as FVTPL				
Quoted mutual funds	809.12	-	-	809.12
Unquoted equity instruments	-	-	0.60	0.60
	March 31, 2023			
	Level 1	Level 2	Level 3	Total
Financial assets				
Financial investments as FVTPL				
Quoted mutual funds	99.70	-	-	99.70
Unquoted equity instruments	-	-	0.60	0.60

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Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	₹ In lakhs	
	Increase/ decrease in basis points	Effect on profit before tax
March 31, 2024		
Floating rate borrowings	50	(937.97)
Floating rate borrowings	-50	937.97
March 31, 2023		
Floating rate borrowings	50	(774.18)
Floating rate borrowings	-50	774.18

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group has no exposure in foreign currency.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables and deposits to landlords) and from its financing activities, including deposits with banks and financial institutions, and other financial instruments.

(a) Trade receivables

Customer credit risk is managed by each business location subject to the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed and individual credit limits are defined in accordance with the assessment both in terms of number of days and amount.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 12. The Group does not hold collateral as security.

Reconciliation of provision for doubtful debts – Trade receivables (including provision for expected credit loss)

Particulars	₹ in lakhs	
	March 31, 2024	March 31, 2023
Provision as at beginning	1,694.94	1686.92
Addition during the year	130.92	8.02
Reversal during the year	-	-
Utilized during the year	-	-
Provision as at closing	1,825.86	1,694.94

(b) Financial instruments and cash deposits

Credit risk from balances with banks is managed by the Group's treasury department in accordance with the Group's policy. Investment of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. The Group's maximum exposure to credit risk for the components of the balance sheet at March 31 2024 and March 31 2023 is the carrying amount as illustrated in Note 14(i).

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Liquidity risk

The Group monitors its risk of a shortage of funds by estimating the future cash flows. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, cash credit facilities and bank loans. The Group assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Group has access to a sufficient variety of sources of funding and debt maturity within 12 months can be rolled over with existing lenders. As at March 31, 2024, the group had no sanctioned (March 31, 2023: ₹ Nil) undrawn committed borrowing facilities.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

Year ended March 31, 2024	₹ in lakhs					Total
	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	
Borrowings (other than lease liability)*	254.61	5,240.15	15,745.65	74,659.87	94,358.34	1,90,258.62
Trade and other payables	8,588.44	-	-	-	-	8,588.44
Other Financial Liabilities	1,482.95	-	-	-	-	1,482.95
	10,326.00	5,240.15	15,745.65	74,659.87	94,358.34	200,330.01

Year ended March 31, 2023	₹ in lakhs					Total
	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	
Borrowings (other than lease liability)*	5,751.57	2,214.93	14,656.21	78,354.33	74,628.66	1,75,605.70
Trade and other payables	6,679.71	-	-	-	-	6,679.71
Other Financial Liabilities	3,258.34	-	-	-	-	3,258.34
	15,689.62	2,214.93	14,656.21	78,354.33	74,628.66	1,85,543.75

* represents un-discounted cashflows

Future minimum rentals payable under non-cancellable operating leases as at year end are, as follows:

Particulars	₹ In Lakhs	
	As at March 31, 2024	As at March 31, 2023
Minimum Lease Payments:		
Not later than one year	4,301.29	4,120.81
Later than one year but not later than five years	19,082.62	18,159.24
Later than five years	95,910.38	89,692.82
Total	1,19,294.29	1,11,972.87

41. Capital management

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Group. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, interest bearing loans and borrowings, trade payables, less cash and cash equivalents.



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for the year ended March 31, 2024

₹ In lakhs

	March 31, 2024	March 31, 2023
Borrowings (Note 19 and 22) (Net of Processing Fee)	188,911.67	174,572.90
Trade payables (Note 22)	8,588.44	6,679.90
Less: cash and cash equivalents (Note 13)	3,364.44	2,368.19
Net debt	194,135.67	178,884.42
Total capital	154,642.82	141,342.22
Capital and net debt	348,778.59	320,226.64
Gearing ratio	56%	56%

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no significant breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2024 and March 31, 2023.

42. Segment Reporting

The Group is into Hoteliering business. The Board of Directors of the Parent Company, which has been identified as being the chief operating decision maker (CODM), evaluates the Company performance, allocate resources based on the analysis of the various performance indicator of the Company as a single unit. Therefore, there is no reportable segment for the Group as per the requirements of Ind AS 108 – "Operating Segments".

Information about geographical areas

The Company has only domestic operations and hence no information required for the Group as per the requirements of Ind AS 108 – "Operating Segments".

Information about major customers

No customer individually accounted for more than 10% of the revenue.

43. (a) During the earlier years, one of the subsidiary had entered into an Infrastructure development and services agreement with Delhi International Airport Limited (DIAL) to develop two hotels at Aero City, New Delhi for an initial term of 27 years, extendable at the option of the Subsidiary for an additional period of 30 years provided DIAL gets the extension from Airport Authority of India. DIAL may take over the building at 'Book values', as defined in the aforesaid agreement in case the agreement is not extended further.
- (b) During the earlier years, one of the subsidiary had entered into a sub-lease agreement with Mumbai International Airport Limited ('MIAL') to develop the hotel at Chhatrapati Shivaji International Airport at Mumbai for an initial term upto May 02, 2036, extendable at the option of the Company for an additional period of 30 years provided MIAL gets the extension from Airport Authority of India. Airport Authority of India may take over the building at 'Net Present Value', as defined in the aforesaid agreement in case the agreement is not extended further.

44. Changes in Ownership interest in Subsidiaries/Associates

- (a) During the year ended March 31, 2024, the parent company has purchased compulsory convertible preference shares of Fleur Hotels Private Limited leading to increase in equity stake by 0.99% in Fleur Hotels Private Limited and accordingly remeasured its previously held equity interest on the acquisition date fair value and recognised the resulting gain of ₹ 3,557.77 lakhs in capital reserve in Other Equity. Further during the previous year ended March 31, 2023, the parent company had purchased compulsory convertible preference shares of Fleur Hotels Private Limited leading to

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for the year ended March 31, 2024

increase in equity stake by 2.25% in Fleur Hotels Private Limited and accordingly remeasured its previously held equity interest on the acquisition date fair value and recognised the resulting gain of ₹ 7,751.68 lakhs in capital reserve in Other Equity.

- (b) During the previous year ended March 31, 2023, the parent company had purchased additional 25.10% additional stake in Carnation Hotels Private Limited and accordingly remeasure its previously held equity interest on the acquisition date fair value and recognized the resulting gain of ₹ 1,641.56 lakhs in capital reserve in Other Equity.

45. The carrying amount of goodwill has been allocated to CGUs as follows:

Particulars	Amount
Berggruen Hotels Private Limited (subsidiary of Fleur Hotels Private Limited) (7 units)	8,832.41
Bandhav Resorts Private Limited (1 unit)	673.42
Others	2.60
Total	9,508.43

The Group tests goodwill annually for impairment, or more frequently if there are indications that goodwill might be impaired.

The recoverable amount of the Berggruen Hotels Private Limited and Bandhav Resorts Private Limited as a cash-generating unit is determined based on a value in use calculation which uses cash flow projections based on financial budgets approved by the directors beyond five year period and a pre-tax WACC rate of 11.70% /11.75% (March 31, 2023: 12.50%) and terminal growth rate of 5.00% (March 31, 2023: 5.50%).

The key assumptions used by management in setting the financial budgets were as follows:

- (i) Forecast sales growth rates: Forecast sales growth rates are based on past experience adjusted for historic measures and market trends analyzed through independent valuer.
- (ii) Operating profits: Operating profits are forecast based on historical experience of operating margins, adjusted for the impact of changes to product costs and cost saving initiatives.

Sensitivity analysis:

The Group has conducted an analysis of the sensitivity of the impairment test to changes in the key assumptions used to determine the recoverable amount for each of the group of CGUs to which goodwill is allocated. The Management believe that any reasonably possible change in the key assumptions on which the recoverable amount of Berggruen Hotels Private Limited and Bandhav Resorts Private Limited is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the related CGUs.

46. Amendments/Standards notified but not yet effective

- a) The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.
- b) **Note on Social Security:** The Code on Wages, 2019 and Code on social security, 2020 ("the codes") relating to employee compensation and post-employment benefits that received Presidential assent have not been notified. Further, the related rules for quantifying the financial impact have not been notified. The Company will assess the impact of the codes when the rules are notified and will record any related impact in the period in which the Codes become effective.

There are no new amendments/standards (other than above) that are notified, but not yet effective up to the date of issuance of the Company's financial statements.



LEMON TREE HOTELS LIMITED

REGISTERED & CORPORATE OFFICE
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