

SCHLOSS BANGALORE LIMITED

(formerly known as Schloss Bangalore Private Limited)

Registered Office: The Leela Palace, Diplomatic Enclave, Africa Avenue, Netaji Nagar New Delhi South Delhi
110023 Tel No. +91 (11) 39331234 Email Id: cs@theleela.com CIN: U55209DL2019PLC347492

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF SCHLOSS BANGALORE LIMITED HELD ON WEDNESDAY, SEPTEMBER 18, 2024, AT UNIT 1, 4TH FLOOR, GODREJ BKC, BANDRA KURLA COMPLEX, MUMBAI, MAHARASHTRA 400051

TO APPROVE AND ADOPT THE DRAFT RED HERRING PROSPECTUS

“RESOLVED THAT in furtherance of the resolution passed by the board of directors of the Company (the **“Board”**) on 16 September, 2024 and the resolution passed by the shareholders of the Company on 17 September, 2024 subject to the applicable laws, the draft of the draft red herring prospectus (the **“DRHP”**), containing disclosures as required under the provisions of the Securities Contracts (Regulation) Act, 1956 (and the applicable rules thereunder), each as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the Companies Act, 2013 and the applicable rules thereunder (including, in each case, any statutory modification or re-enactment of such laws for the time being in force), as amended, (**“Companies Act”**), and any other applicable, rules, regulations, guidelines, circulars and notifications issued by SEBI and the enabling provisions of the memorandum of association and the articles of association of the Company, the draft of the DRHP in respect of the initial public offering comprising a fresh issue of equity shares bearing face value ₹10 each of the Company (the **“Equity Shares”**) (**“Fresh Issue”**) aggregating up to ₹ 30,000million and offer for sale of Equity Shares by one of the existing shareholders i.e., Project Ballet Bangalore Holdings (DIFC) Pvt Ltd, the (**“Selling Shareholder”**) of such number of Equity Shares aggregating up to ₹ 20,000 million (the **“Offer for Sale”** and together with the Fresh Issue, the **“Offer”**), for cash either at par or premium, at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations, as placed before the Board, be and is hereby approved for filing with the SEBI, BSE Limited and National Stock Exchange of India Limited (together with BSE Limited, the **“Stock Exchanges”**) and such and other governmental or supervisory authorities or persons as may be required, in accordance with the applicable provisions of the Companies Act, 2013, as amended, SEBI ICDR Regulation, and other applicable law.

RESOLVED FURTHER THAT the DRHP is hereby recommended for signing by each of the directors of the Company, the Chief Financial Officer, and the Selling Shareholders (or their duly authorized representative) and each such person be and is hereby authorized to sign the declaration page of the DRHP for and on behalf of the Company.

RESOLVED FURTHER THAT IPO Committee is hereby authorized to make corrections or alterations, if any, and to finalize the DRHP for the purposes of filing with the SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and do all acts, deeds, matters and undertake such other necessary steps to implement the above resolution, including without limitation, to settle any questions, difficulties or doubts that may arise in relation thereto .

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors and/or the Company Secretary of the Company, severally, on behalf of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, Delhi and Haryana at New Delhi, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.

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RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.”

**Certified True Copy
For Schloss Bangalore Limited**

ANURAAG
BHATNAGAR
Anuraag Bhatnagar

Digitally signed by ANURAAG
BHATNAGAR
Date: 2024.09.18 19:11:10 +05'30'

Director

DIN:07967035

Address: Flat No.304, A-Wing, Aaram Nagar, Sunrise CHS

LTD, Fisheries University Road,

Opp Madhuban Aaram Nagar 2,

Versova Mumbai 400061

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CERTIFIED TRUE COPY OF RESOLUTION PASSED IN THE MEETING OF THE IPO COMMITTEE ("COMMITTEE") OF SCHLOSS BANGALORE LIMITED (FORMERLY KNOWN AS SCHLOSS BANGALORE PRIVATE LIMITED) ("THE COMPANY") HELD ON 20 SEPTEMBER 2024 AT 5:00 P.M. AT UNIT 1, 4TH FLOOR, GODREJ BKC, BANDRA KURLA COMPLEX, MUMBAI-400051

APPROVAL OF AMENDMENT TO THE DRAFT RED HERRING PROSPECTUS (DRHP) TO BE FILED WITH SEBI

RESOLVED THAT THE Committee be and hereby approves the proposed amendments to the DRHP as detailed in the document prepared and presented before the committee.

RESOLVED FURTHER THAT Mr. Anuraag Bhatnagar, Whole-time Director and CEO, Mr. Ravi Shankar, Head of Asset Management & CFO, Mr. Sougata Kundu, Authorized Signatory be and are hereby severally authorized to make these additional modifications or corrections, as necessary, to the DRHP, and to submit the final amended DRHP to SEBI and stock Exchanges (SE's) for approval and take all necessary actions for the filing and subsequent follow-ups with SEBI, including providing any clarifications or supplementary information required by SEBI and SE's during the review process.

RESOLVED FURTHER THAT any Director or Company Secretary of the company be and are hereby severally authorized to communicate the resolution to SEBI and to ensure that all necessary filings are duly made.

RESOLVED FURTHER THAT this resolution shall take effect immediately upon passing.

Certified true copy

For Schloss Bangalore Limited

(Formerly Known as Schloss Bangalore Private Limited)

JYOTI

MAHESHWARI

Digitally signed by
JYOTI MAHESHWARI
Date: 2025.01.20
20:46:20 +05'30'

Jyoti Maheshwari

Company Secretary and Compliance Officer

Membership No.: ACS 24469

Address: Tower-4, Third Floor, Equinox Business Park,
Kurla West, Kurla-400070 Mumbai

Place: Mumbai

Date: 20-01-2025