

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 website: www.theleela.com

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE AUDIT COMMITTEE MEETING OF SCHLOSS BANGALORE LIMITED (FORMERLY KNOWN AS SCHLOSS BANGALORE PRIVATE LIMITED) HELD ON MAY 20, 2025 THROUGH AUDIO-VIDEO CONFERENCING

CONSIDER AND APPROVE THE KEY PERFORMANCE INDICATORS (“KPIs”) PROPOSED TO BE DISCLOSED IN THE OFFER DOCUMENTS FOR THE INITIAL PUBLIC OFFER OF THE COMPANY

“RESOLVED THAT, the KPIs identified as per the requirements of the SEBI ICDR Regulations and the KPI Circular, set out in **Annexure B** are hereby noted, and the approval of the Audit Committee is hereby accorded to disclose such KPIs along with corresponding industry peer KPIs in the **“Basis for Offer Price”** and **“Our Business”** sections of the relevant Offer Documents, as applicable, as set out in **Annexure C**.

“RESOLVED FURTHER THAT, as per the requirements of the KPI Circular, the KPIs disclosed in Annexure B and **Annexure C** *inter-alia* the following were considered before finalizing the KPIs:

- (a) information on the Company’s historical financial or operational performance collated by the management pursuant to the KPI Circular (**“Selected Data”**), as set out in **Annexure A**;
- (b) the KPIs identified for disclosure in the ‘*Basis for Offer Price*’ and ‘*Our Business*’ sections of the relevant Offer Documents, along with their definitions, and explanation on how these KPIs have been used by the management historically to analyse, track or monitor the operational and/ or financial performance of the Company, as set out in **Annexure B** (which also represents the draft disclosure of KPIs to be included in the Offer Documents);
- (c) corresponding KPIs for the industry peers, to be included in the **“Basis of Offer Price”** and **“Our Business”** sections of the relevant Offer Documents, as set out in **Annexure C**;
- (d) Selected Data not forming part of KPIs but forming part of disclosures in the relevant Offer Documents, and Selected Data not forming part of KPIs which has been excluded from disclosures in the relevant Offer Documents, along with the rationale for their exclusion from the KPIs, as set out in **Annexure D**;
- (e) Management Certificate confirming that the KPIs have been selected in accordance the KPI Circular and the SEBI ICDR Regulations and setting out the detailed process followed by the management for the purpose of the said selection, as set out in **Annexure E**.

RESOLVED FURTHER THAT, Management Certificate confirming that the KPIs have been selected in accordance with the standards as set out in the KPI Circular and the SEBI ICDR Regulations, is hereby noted and taken on record.

RESOLVED FURTHER THAT, the KPI Certificate proposed to be issued by V. Singhi & Associates, Chartered Accountants in relation to the KPIs for disclosure in the Offer Documents, as applicable, is hereby noted.

RESOLVED FURTHER THAT, all the Directors, CEO, Head of Asset Management & CFO be and are hereby severally authorised to do all such acts, deeds, matters and things necessary, proper or desirable to implement the above resolution and to settle to give effect to the above resolution or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions, as may be deemed fit and proper in the best interest of the Company.

RESOLVED FURTHER THAT, the Audit Committee in consultation with the management of the Company and book running lead managers to the Offer may update and approve any further changes to the KPIs approved by this resolution, from time to time, basis, *inter alia*, regulatory feedback/ observations/ clarifications and changes in applicable law.

RESOLVED FURTHER THAT any Director and/or Head of Asset Management & CFO and/or Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.”

FOR SCHLOSS BANGALORE LIMITED

Jyoti Maheshwari
Company Secretary & Compliance Officer
Membership No.: ACS 24469