

Date: January 10, 2025

To,
The Board of Directors
Schloss Bangalore Limited
The Leela Palace
Diplomatic Enclave, Africa Avenue
Netaji Nagar, South Delhi
New Delhi 110 023
Delhi, India

Dear Ma'am/Sir,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Schloss Bangalore Limited (the "Company") comprising a fresh issue of Equity Shares by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

We, ICICI Bank Limited, do hereby consent to act as the Refund Bank and Public Offer Account Bank and to the inclusion of our name and details mentioned herein being inserted as an Refund Bank and Public Offer Account Bank the red herring prospectus ("RHP") and the prospectus ("Prospectus") intended to be filed with the Registrar of Companies, Delhi and Haryana, at New Delhi ("RoC") and thereafter to be filed with the Securities and Exchange Board of India (the "SEBI") and the stock exchanges where the Equity Shares are proposed to be listed (the "Stock Exchanges"), as well as in other documents and material in relation to the Offer (the "Offer Documents").

The following details with respect to us may be disclosed in the Offer Documents:

Name:	ICICI Bank Limited
Address:	Capital Market Division, 5th Floor, HT Parekh Marg Churchgate, Mumbai - 400020
Telephone number:	022- 68052182
E-mail:	ipocmg@icicibank.com
Website:	www.icicibank.com
Contact Person:	Mr. Varun Badai
SEBI Registration Number:	INBI00000004
CIN:	L65190GJ1994PLC021012

We enclose a copy of our registration certificate and declaration regarding our registration with SEBI in the required format (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues. We further confirm that no enquiry/ investigations are being conducted by SEBI on us and that no penalties have been imposed on us by SEBI.

ICICI Bank Limited
Capital Market Division Branch,
163, Ground Floor, Near ATM,
H T Parekh Marg, Churchgate,
Mumbai - 400 020,
Maharashtra, India.

Website www.icicibank.com
CIN :L65190GJ1994PLC021012

Regd. Office : ICICI Bank Tower, Near Chakli Circle,
Old Padra Road, Vadodara 390 007,
India.
Corp. Office : ICICI Bank Towers, Bandra-Kurla
Complex, Mumbai 400051, India.

We confirm that the above information is complete, true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the book running lead managers to the Offer ("BRLMs") until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal counsels appointed in relation to the Offer can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

We confirm that this certificate, including any annexures hereto, is for information and for inclusion (in part or full) in the RHP and the Prospectus filed in relation to the Offer, or any other Offer-related material. We also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

This consent letter may be relied upon by the Company, the book running lead managers ("BRLMs"), and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to SEBI, the RoC, Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

Sincerely,

For ICICI Bank Limited



Authorized Signatory

Name: Sujit Lingam

Date: 10/01/2025

CC:

JM Financial Limited

7th Floor, Cnergy

Appasaheb Marathe Marg

Prabhadevi, Mumbai 400 025

Maharashtra, India

ICICI Bank Limited

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BoFA Securities India Limited
18th Floor, A wing, One BKC
"G" block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India

Morgan Stanley India Company Private Limited
18F, Tower 2, One World Centre
Plot 841, Senapati Bapat Marg
Mumbai 400 013
Maharashtra, India

J.P. Morgan India Private Limited
J.P. Morgan Tower, Off. C.S.T. Road
Kalina, Santacruz East
Mumbai 400 098
Maharashtra, India

Kotak Mahindra Capital Company Limited
27 BKC, 1st Floor,
Plot No. C – 27, "G" Block,
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
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Axis Capital Limited
1st Floor, Axis House
P.B. Marg Worli
Mumbai 400 025
Maharashtra, India

Citigroup Global Markets India Private Limited
1202, 12th Floor, First International Financial Centre
G-Block, C 54 & 55
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Mumbai 400 098
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IIFL Capital Services Limited (Formerly known as IIFL Securities Limited)
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Motilal Oswal Investment Advisors Limited

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Rahimtullah Sayani Road
Opposite Parel ST Depot Prabhadevi
Mumbai 400 025
Maharashtra, India

SBI Capital Markets Limited

1501, 15th Floor, A & B Wing
Parinee Crescenzo Building
G Block, Bandra Kurla Complex Bandra (East)
Mumbai 400 051
Maharashtra, India

Domestic Legal Counsel to the Book Running Lead Managers**Cyril Amarchand Mangaldas**

3rd Floor, Prestige Falcon Towers
19, Brunton Road
Off M.G. Road
Bengaluru 560 025
Karnataka, India

International Legal Counsel to the Book Running Lead Managers**White & Case Pte. Ltd.**

88 Market Street
Capita Spring, #41-01
Singapore 048948

International Legal Counsel to the Company**Sidley Austin LLP**

6 Battery Road
Level 31
Singapore 049 909

Domestic Legal Counsel to the Company**Shardul Amarchand Mangaldas & Co**

Express Towers, 23rd Floor
Nariman Point, Mumbai 400 021
Maharashtra, India

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Annexure A**Date: January 10, 2025**

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as a Refund Bank and Public Offer Account Bank is true and correct:

1.	Registration Number	INBI00000004
2.	Date of permanent registration/ Renewal of registration	1/11/2015
3.	Date of expiry of registration	Permanent Registration
4.	If applied for renewal, date of application	NA
5.	Any communication from SEBI prohibiting the entity from acting as the intermediary	NO
6.	Any enquiry/ investigation being conducted by SEBI	NO
7.	Details of any penalty imposed by SEBI	NO

For ICICI Bank Limited**Authorised Signatory**

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We, ICICI Bank Limited, do hereby consent to act as the Sponsor Bank and to our name and details mentioned herein being inserted as Sponsor Bank and Banker to the Offer in the red herring prospectus ("RHP") and the prospectus ("Prospectus") intended to be filed with the Registrar of Companies, Delhi and Haryana, at New Delhi ("RoC") and thereafter to be filed with the Securities and Exchange Board of India (the "SEBI") and the stock exchanges where the Equity Shares are proposed to be listed (the "Stock Exchanges"), as well as in other documents and material in relation to the Offer (the "Offer Documents").

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Contact Person:	Mr. Varun Badai
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This consent letter may be relied upon by the Company, the BRLMs, and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

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Sincerely,

For ICICI Bank Limited



Authorized Signatory

Name: Sujit Lingam

Date: 10/01/2025

CC:

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7th Floor, Cnergy
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Complex, Mumbai 400051, India.

Annexure A**Date: January 10, 2025**

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as a Sponsor Bank is true and correct:

1.	Registration Number	INBI00000004
2.	Date of permanent registration/ Renewal of registration	1/11/2015
3.	Date of expiry of registration	Permanent Registration
4.	If applied for renewal, date of application	NA
5.	Any communication from SEBI prohibiting the entity from acting as the intermediary	NO
6.	Any enquiry/ investigation being conducted by SEBI	NO
7.	Details of any penalty imposed by SEBI	NO

For ICICI Bank Limited**Authorised Signatory**

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India.
Corp. Office : ICICI Bank Towers, Bandra-Kurla
Complex, Mumbai 400051, India.

CONSENT LETTER FROM THE ESCROW COLLECTION BANKS/REFUND BANKS

To,

The Board of Directors
Schloss Bangalore Limited
The Leela Palace
Diplomatic Enclave, Africa Avenue
Netaji Nagar, South Delhi
New Delhi 110 023
Delhi, India

Dear Sir/Ma'am,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Schloss Bangalore Limited (the "Company") comprising a fresh issue of Equity Shares by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

We, Axis Bank Limited, do hereby consent to act as the Escrow Collection Bank and to the inclusion of our name and details mentioned herein being inserted as an Escrow Collection Bank the red herring prospectus ("RHP") and the prospectus ("Prospectus") intended to be filed with the Registrar of Companies, Delhi and Haryana, at New Delhi ("RoC") and thereafter to be filed with the Securities and Exchange Board of India (the "SEBI") and the stock exchanges where the Equity Shares are proposed to be listed (the "Stock Exchanges"), as well as in other documents and material in relation to the Offer (the "Offer Documents").

The following details with respect to us may be disclosed in the Offer Documents:

Name: AXIS BANK LIMITED.

Address: Axis House", 6th Floor, C-2, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai - 400 025

Telephone number: (Direct) 022 43253669

E-mail: vishal.lade@axisbank.com

Website: www.axisbank.com

Contact Person: Vishal M. Lade

SEBI Registration Number: INB100000017

Corporate Identity Number (CIN): L65110GJ1993PLC020769

We enclose a copy of our registration certificate and declaration regarding our registration with SEBI in the required format (Annexure A). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues. We further confirm that no enquiry/ investigations are being conducted by SEBI on us and that no penalties have been imposed on us by SEBI.

We confirm that the above information is complete, true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the book running lead managers to the Offer ("BRLMs") until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal counsels appointed in relation to the Offer can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

We confirm that this certificate, including any annexures hereto, is for information and for inclusion (in part or full) in the RHP and the Prospectus filed in relation to the Offer, or any other Offer-related material. We also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

Ground floor Sixth Sense Mall At junction of Gokhale Road Elphinstone Road and Savar
Road Parel Mumbai - Maharashtra - India 400025

REGISTERED OFFICE : "Trishul" - 3rd Floor Opp. Samartheswar Temple, Near Law Garden
Ellisbridge, Ahmedabad - 380006. Telephone No. 079-26409322 Fax No. - 079-26409321

CIN: L65110GJ1993PLC020769 Website - www.axisbank.com



AXIS BANK

This consent letter may be relied upon by the Company, the book running lead managers ("BRLMs"), and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to SEBI, the RoC, Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully,

For and on behalf of Axis Bank Limited.

Authorized signatory

Name: Dilip Kanaujiya.

Date: January 10, 2025.



CC:

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Maharashtra, India



Annexure A

[On the letterhead of the Escrow Collection Bank]

1. Registration Number:	INB100000017
2. Date of registration / Renewal of registration:	June 19, 2021
3. Date of expiry of registration:	Permanent Registration.
4. If applied for renewal, date of application:	NA



5. Period up to which registration/ renewal fees has been paid:	15th November 2027
---	--------------------

Certificate of registration is provided herein:



CONSENT LETTER FROM THE SPONSOR BANK

To,

The Board of Directors
Schloss Bangalore Limited
The Leela Palace
Diplomatic Enclave, Africa Avenue
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E-mail: vishal.lade@axisbank.com

Website: www.axisbank.com

Contact Person: Vishal M. Lade

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Corporate Identity Number (CIN): L65110GJ1993PLC020769

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We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the book running lead managers to the Offer ("BRLMs") until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal counsels appointed in relation to the Offer can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter may be relied upon by the Company, the BRLMs, and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.



We confirm that this certificate, including any annexures hereto, is for information and for inclusion (in part or full) in the RHP and the Prospectus filed in relation to the Offer, or any other Offer-related material. We also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully,

For and on behalf of **Axis Bank Limited.**

Authorized signatory

Name: Dilip Kanujiya.

Date: January 10, 2025,

CC:

JM Financial Limited

7th Floor, Energy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

BoFA Securities India Limited

18th Floor, A wing, One BKC
"G" block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India

Morgan Stanley India Company Private Limited

18F, Tower 2, One World Centre
Plot 841, Senapati Bapat Marg
Mumbai 400 013
Maharashtra, India

J.P. Morgan India Private Limited

J.P. Morgan Tower, Off. C.S.T. Road
Kalina, Santacruz East
Mumbai 400 098
Maharashtra, India

Kotak Mahindra Capital Company Limited

27 BKC, 1st Floor,
Plot No. C - 27, "G" Block,
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Maharashtra, India

Axis Capital Limited

1st Floor, Axis House
P.B. Marg Worli
Mumbai 400 025
Maharashtra, India

Citigroup Global Markets India Private Limited

1202, 12th Floor, First International Financial Centre
G-Block, C 54 & 55
Bandra Kurla Complex, Bandra (East)
Mumbai 400 098



Maharashtra India

IIFL Capital Services Limited (Formerly known as IIFL Securities Limited)

24th Floor, One Lodha Place
Senapati Bapat Marg
Lower Parel (West)
Mumbai 400 013
Maharashtra, India

ICICI Securities Limited

ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

Motilal Oswal Investment Advisors Limited

Motilal Oswal Tower
Rahimtullah Sayani Road
Opposite Parel ST Depot Prabhadevi
Mumbai 400 025
Maharashtra, India

SBI Capital Markets Limited

1501, 15th Floor, A & B Wing
Parinee Crescenzo Building
G Block, Bandra Kurla Complex Bandra (East)
Mumbai 400 051
Maharashtra, India

Domestic Legal Counsel to the Book Running Lead Managers

Cyril Amarchand Mangaldas

3rd Floor, Prestige Falcon Towers
19, Brundage Road
Off M.G. Road
Bengaluru 560 025
Karnataka, India

International Legal Counsel to the Book Running Lead Managers

White & Case Pte. Ltd.

88 Market Street
Capita Spring, #41-01
Singapore 048948

International Legal Counsel to the Company

Sidley Austin LLP

6 Battery Road
Level 31
Singapore 049 909

Domestic Legal Counsel to the Company

Shardul Amarchand Mangaldas & Co

Express Towers, 23rd Floor
Nariman Point, Mumbai 400 021
Maharashtra, India



Annexure A

1. Registration Number:	INB100000017
2. Date of registration / Renewal of registration:	June 19, 2021
3. Date of expiry of registration:	Permanent Registration.
4. If applied for renewal, date of application:	NA



5. Period up to which registration/ renewal fees has been paid:	15th November 2027
---	--------------------

Certificate of registration is provided herein:



To,

The Board of Directors
Schloss Bangalore Limited
The Leela Palace
Diplomatic Enclave, Africa Avenue
Netaji Nagar, South Delhi
New Delhi 110 023
Delhi, India

Dear Sir/Ma'am,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Schloss Bangalore Limited (the "Company") comprising a fresh issue of Equity Shares by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

We, [JM Financial Services Limited], do hereby consent to act as a Syndicate Member to the Offer and to our name and the details mentioned herein being inserted as a Syndicate Member to the Offer and the red herring prospectus ("RHP") and the prospectus ("Prospectus") intended to be filed with the Registrar of Companies, Delhi and Haryana, at New Delhi ("RoC") and thereafter to be filed with the Securities and Exchange Board of India (the "SEBI") and the stock exchanges where the Equity Shares are proposed to be listed (the "Stock Exchanges"), as applicable, and in any publicity matter, press release, presentation or any other documents and material in relation to the Offer (the "Offer Documents").

The following details with respect to us may be disclosed in the Offer Documents:

Name: JM Financial Services Limited

**Address: Ground Floor, 2,3&4, Kamanwala Chambers,
Sir P.M. Road, Fort, Mumbai – 400001, Maharashtra, India**

Tel: +91 22 6136 3400

E-mail: tn.kumar@jmfl.com / sona.verghese@jmfl.com

Website: www.jmfinancialservices.in

Contact Person: T N Kumar / Sona Varghese

SEBI Registration Numbers: INZ000195834

Logo:  JM FINANCIAL

CIN: U67120MH1998PLC115415

We enclose a copy of our registration certificate regarding our registration with SEBI in the required format (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues.

We confirm that the above information is complete, true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

We confirm that this certificate, including any annexures hereto, is for information and for inclusion (in part or full) in the RHP and the Prospectus filed in relation to the Offer, or any other Offer-related material. We also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

This consent letter may be relied upon by the Company, the book running lead managers ("BRLMs"), and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to SEBI, the RoC, Stock Exchanges and/or any other regulatory authority and/or judicial

JM Financial Services Limited

(Formerly known as JM Financial Services Private Limited)

Corporate Identity Number: U67120MH1998PLC115415

2,3&4, Kamanwala Chambers, Ground Floor, Sir. P.M. Road, Fort, Mumbai-400 001. T:91 22 6136 3400. F: 91 2266 5902

Regd. Office: 7th Floor, Energy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025. www.jmfinancialservices.in

authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the BRLMs until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal advisors to each of the Company and BRLMs can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

Yours faithfully,

For and on behalf of JM Financial Services Limited



Authorized signatory

Name: T N Kumar

Date: January 13, 2025

CC:

JM Financial Limited

7th Floor, Cnergy, Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

BoFA Securities India Limited

18th Floor, A wing, One BKC
"G" block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India

Morgan Stanley India Company Private Limited

18F, Tower 2, One World Centre
Plot 841, Senapati Bapat Marg
Mumbai 400 013, Maharashtra, India

J.P. Morgan India Private Limited

J.P. Morgan Tower, Off. C.S.T. Road
Kalina, Santacruz East, Mumbai 400 098
Maharashtra, India

Kotak Mahindra Capital Company Limited

27 BKC, 1st Floor,
Plot No. C – 27, "G" Block,
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Maharashtra, India

Axis Capital Limited

1st Floor, Axis House
P.B. Marg Worli, Mumbai 400 025
Maharashtra, India

JM Financial Services Limited

(Formerly known as JM Financial Services Private Limited)

Corporate Identity Number: U67120MH1998PLC115415

2,3&4, Kamanwala Chambers, Ground Floor, Sir. P.M. Road, Fort, Mumbai-400 001. T: 91 22 6136 3400. F: 91 2266 5902
Regd. Office: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025. www.jmfinancialservices.in

Citigroup Global Markets India Private Limited
1202, 12th Floor, First International Financial Centre
G-Block, C 54 & 55
Bandra Kurla Complex, Bandra (East)
Mumbai 400 098
Maharashtra India

IIFL Capital Services Limited (Formerly known as IIFL Securities Limited)
24th Floor, One Lodha Place
Senapati Bapat Marg
Lower Parel (West)
Mumbai 400 013
Maharashtra, India

ICICI Securities Limited
ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

Motilal Oswal Investment Advisors Limited
Motilal Oswal Tower
Rahimtullah Sayani Road
Opposite Parel ST Depot Prabhadevi
Mumbai 400 025
Maharashtra, India

SBI Capital Markets Limited
1501, 15th Floor, A & B Wing
Parinee Crescenzo Building
G Block, Bandra Kurla Complex Bandra (East)
Mumbai 400 051
Maharashtra, India

Domestic Legal Counsel to the Book Running Lead Managers

Cyril Amarchand Mangaldas
3rd Floor, Prestige Falcon Towers
19, Brundage Road
Off M.G. Road
Bengaluru 560 025
Karnataka, India

International Legal Counsel to the Book Running Lead Managers

White & Case Pte. Ltd.
88 Market Street
Capita Spring, #41-01
Singapore 048948

JM Financial Services Limited

(Formerly known as JM Financial Services Private Limited)
Corporate Identity Number: U67120MH1998PLC115415
2,3&4, Kamanwala Chambers, Ground Floor, Sir. P.M. Road, Fort, Mumbai-400 001. T: 91 22 6136 3400. F: 91 2266 5902
Regd. Office: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025. www.jmfinancialservices.in

International Legal Counsel to the Company**Sidley Austin LLP**

6 Battery Road
Level 31
Singapore 049 909

Domestic Legal Counsel to the Company**Shardul Amarchand Mangaldas & Co**

Express Towers, 23rd Floor
Nariman Point, Mumbai 400 021
Maharashtra, India

JM Financial Services Limited

(Formerly known as JM Financial Services Private Limited)

Corporate Identity Number: U67120MH1998PLC115415

2,3&4, Kamanwala Chambers, Ground Floor, Sir. P.M. Road, Fort, Mumbai-400 001. T:91 22 6136 3400. F: 91 2266 5902
Regd. Office: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025. www.jmfinancialservices.in

Annexure A

1. Registration Number:	INZ000195834
2. Date of registration / Renewal of registration:	Perpetual
3. Date of expiry of registration:	NA
4. If applied for renewal, date of application:	NA
5. Period up to which registration/ renewal fees has been paid:	Perpetual

JM Financial Services Limited

(Formerly known as JM Financial Services Private Limited)

Corporate Identity Number: U67120MH1998PLC115415

2,3&4, Kamanwala Chambers, Ground Floor, Sir. P.M. Road, Fort, Mumbai-400 001. T:91 22 6136 3400. F: 91 2266 5902

Regd. Office: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025. www.jmfinancialservices.in

प्ररूप घ
FORM D

भारतीय प्रतिभूति और विनियम बोर्ड
SECURITIES AND EXCHANGE BOARD OF INDIA

(स्टॉक दलाल और उप-दलाल) विनियम, 1992
(STOCK BROKERS AND SUB-BROKERS) REGULATIONS, 1992

0001177

(विनियम 6 तथा 10B / Regulations 6 and 10B)

रजिस्ट्रीकरण प्रमाणपत्र
CERTIFICATE OF REGISTRATION

बोर्ड, भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 के अधीन बनाये गये नियमों और विनियमों के साथ पठित उस अधिनियम की धारा 12 की उप-धारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए

In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder, the Board hereby grants a certificate of registration to

JM FINANCIAL SERVICES LIMITED
Trade Name: JM FINANCIAL SERVICES LIMITED
CENERGY, 7 FLOOR, APPASAHEB MARATHE MARG
PRABHADEVI, MUMBAI CITY
MUMBAI
MAHARASHTRA
400025

को प्रतिभूतियों में क्रय, विक्रय या ब्यौहार / व्यापारों के समाशोधन तथा निपटान के क्रियाकलाप करने के लिए और ऐसे अन्य क्रियाकलाप जो स्टॉक एक्सचेंज (एक्सचेंजों) / समाशोधन निगम (निगमों) द्वारा अनुज्ञात हों करने के लिए, बोर्ड द्वारा, समय-समय पर, उसके लिए विनिर्दिष्ट शर्तों के अधीन, स्टॉक दलाल / सांपत्तिक व्यापारिक सदस्य / समाशोधन सदस्य के रूप में रजिस्ट्रीकरण प्रमाणपत्र एतद्वारा प्रदान करता है।

as a

Stock Broker

stock broker / proprietary trading member / clearing member for carrying on the activities of buying, selling or dealing in securities / clearing and settlement of trades and for carrying on such other activities as are permitted by stock exchange(s) / clearing corporation(s), subject to the conditions specified therefor, from time to time, by the Board.

आवंटित रजिस्ट्रीकरण संख्या निम्नानुसार है / Registration number allotted is as under: INZ000195834

यह प्रमाणपत्र तब तक विधिमान्य रहेगा जब तक यह विनियमों के अनुसार निलंबित या रद्द नहीं हो जाता।

This certificate shall be valid till it is suspended or cancelled in accordance with the Regulations.



तारीख / Date : August 29, 2018

आदेश द्वारा / By order
भारतीय प्रतिभूति और विनियम बोर्ड के लिए और की ओर से
For and on behalf of Securities and Exchange Board of India

ANUPMA CHADHA

प्राधिकृत हस्ताक्षरकर्ता Authorised Signatory

To,

The Board of Directors
Schloss Bangalore Limited
The Leela Palace
Diplomatic Enclave, Africa Avenue
Netaji Nagar, South Delhi
New Delhi 110 023
Delhi, India

Dear Sir/Ma'am,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Schloss Bangalore [Private] Limited (the "Company") comprising a fresh issue of Equity Shares by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

We, Kotak Securities Limited, do hereby consent to act as a Syndicate Member to the Offer and to our name and the details mentioned herein being inserted as a Syndicate Member to the Offer and the red herring prospectus ("RHP") and the prospectus ("Prospectus") intended to be filed with the Registrar of Companies, Delhi and Haryana, at New Delhi ("RoC") and thereafter to be filed with the Securities and Exchange Board of India (the "SEBI") and the stock exchanges where the Equity Shares are proposed to be listed (the "Stock Exchanges"), as applicable, and in any publicity matter, press release, presentation or any other documents and material in relation to the Offer (the "Offer Documents").

The following details with respect to us may be disclosed in the Offer Documents:

Name:	Kotak Securities Limited
Address:	4th floor, 12 BKC, G Block Bandra Kurla Complex, Bandra (East) Mumbai 400 051 Maharashtra, India
Telephone Number:	+91 22 6218 5410
E-mail:	umesh.gupta@kotak.com
Website:	www.kotak.com
Contact Person:	Umesh Gupta
SEBI Registration Number:	INZ000200137
Logo:	
CIN:	U99999MH1994PLC134051

We enclose a copy of our registration certificate regarding our registration with SEBI in the required format (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues.

We confirm that the above information is complete, true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

We confirm that this certificate, including any annexures hereto, is for information and for inclusion (in part or full) in the RHP and the Prospectus filed in relation to the Offer, or any other Offer-related material. We also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

This consent letter may be relied upon by the Company, the book running lead managers ("BRLMs"), and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to SEBI, the RoC, Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the BRLMs until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal advisors to each of the Company and BRLMs can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

All capitalized terms not defined herein would have the same meaning as attributed to it in the RHP.

Yours faithfully,

Kotak Securities Limited
CIN: U99999MH1994PLC134051

4th Floor, 12 BKC, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400051

T + 91 22 6218 5410

www.kotaksecurities.com



Registered Office :
27BKC, C 27, G Block
Bandra Kurla Complex
Bandra (E), Mumbai - 400051

T + 91 22 43360000

For and on behalf of Kotak Securities Limited

Authorized signatory

Name: Umesh Gupta

Date: January 8, 2019

CC:

JM Financial Limited

7th Floor, Energy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

BoFA Securities India Limited

Ground floor, A wing, One BKC
G block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India

Morgan Stanley India Company Private Limited

18F, Tower 2, One World Centre
Plot 841, Jupiter Textile Mill Compound
Senapati Bapat Marg
Lower Parel, Mumbai 400 013
Maharashtra, India

J.P. Morgan India Private Limited

J.P. Morgan Tower, Off CST Road
Kalina, Santacruz (East)
Mumbai 400 098
Maharashtra, India

Kotak Mahindra Capital Company Limited

1st Floor, 27 BKC, Plot No. C - 27
"G" Block, Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
Maharashtra, India

HFL Securities Limited

24th Floor, One Lodha Place
Senapati Bapat Marg, Lower Parel (West)
Mumbai 400 013
Maharashtra, India

SBI Capital Markets Limited

1501, 15th floor, A & B Wing
Parinee Crescenzo, G Block
Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India

ICICI Securities Limited

ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400025
Maharashtra, India

Kotak Securities Limited

CIN: U99999MH1994PLC134051

4th Floor, 12 BKC, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400051

T + 91 22 6218 5410

www.kotaksecurities.com

Registered Office :

27BKC, C 27, G Block
Bandra Kurla Complex
Bandra (E), Mumbai - 400051

T +91 22 43360000

Axis Capital Limited

1st Floor, Axis House
P.B. Marg, Worli
Mumbai 400 025
Maharashtra, India

Citigroup Global Markets India Private Limited

1202, 12th Floor
First International Financial Centre
G Block, Bandra Kurla Complex,
Bandra (East)
Mumbai 400098
Maharashtra, India

Motilal Oswal Investment Advisors Limited

Motilal Oswal Tower,
Rahimtullah Sayani Road,
Opposite Parel ST Depot, Prabhadevi,
Mumbai – 400 025 Maharashtra, India

Domestic Legal Counsel to the Book Running Lead Managers**Cyril Amarchand Mangaldas**

3rd Floor, Prestige Falcon Towers
19, Branton Road
Off M.G. Road
Bengaluru 560 025
Karnataka, India

International Legal Counsel to the Book Running Lead Managers**White & Case Pte. Ltd.**

88 Market Street
Capita Spring, #41-01
Singapore 048948

International Legal Counsel to the Company**Sidley Austin LLP**

6 Battery Road
Level 31
Singapore 049 909

Domestic Legal Counsel to the Company**Shardul Amarchand Mangaldas & Co**

Express Towers, 23rd Floor
Nariman Point, Mumbai 400 021
Maharashtra, India

**Kotak Securities Limited**

CIN: U99999MH1994PLC134051

4th Floor, 12 BKC, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400051

T + 91 22 6218 5410

www.kotaksecurities.com

Registered Office :

27BKC, C 27, G Block
Bandra Kurla Complex
Bandra (E), Mumbai - 400051

T +91 22 43360000

भारतीय प्रतिभूति और विनियम बोर्ड
SECURITIES AND EXCHANGE BOARD OF INDIA

(स्टॉक दलाल और उप-दलाल) विनियम, 1992
(STOCK BROKERS AND SUB-BROKERS) REGULATIONS, 1992

0001224

(विनियम 6 तथा 10B / Regulations 6 and 10B)

रजिस्ट्रीकरण प्रमाणपत्र
CERTIFICATE OF REGISTRATION

बोर्ड, भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 के अधीन बनाये गये नियमों और विनियमों के साथ पठित उस अधिनियम की धारा 12 की उप-धारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए

In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder, the Board hereby grants a certificate of registration to

KOTAK SECURITIES LIMITED

Trade Name: KOTAK SECURITIES LIMITED

27BKC, C 27 G BLOCK, BANDRA KURLA COMPLEX, BANDRA - E

MUMBAI CITY

MUMBAI

MAHARASHTRA

400051

को प्रतिभूतियों में क्रय, विक्रय या ब्रीडर / व्यापारों के समाशोधन तथा निपटान के क्रियाकलाप करने के लिए और ऐसे अन्य क्रियाकलाप जो स्टॉक एक्सचेंज (एक्सचेंजों) / समाशोधन निगम (निगमों) द्वारा अनुज्ञात हों करने के लिए, बोर्ड द्वारा, समय-समय पर, उसके लिए विनिर्दिष्ट शर्तों के अधीन, स्टॉक दलाल / सांपत्तिक व्यापारिक सदस्य / समाशोधन सदस्य के रूप में रजिस्ट्रीकरण प्रमाणपत्र एतद्वारा प्रदान करता है।

as a

Stock Broker

stock broker / proprietary trading member / clearing member for carrying on the activities of buying, selling or dealing in securities / clearing and settlement of trades and for carrying on such other activities as are permitted by stock exchange(s)/ clearing corporation(s), subject to the conditions specified therefor, from time to time, by the Board.

आवंटित रजिस्ट्रीकरण संख्या निम्नानुसार है / Registration number allotted is as under: **INZ000200137**

यह प्रमाणपत्र तब तक विधिमान्य रहेगा जब तक यह विनियमों के अनुसार निलंबित या रद्द नहीं हो जाता।

This certificate shall be valid till it is suspended or cancelled in accordance with the Regulations.



तारीख / Date : September 14, 2018

आदेश द्वारा / By order
भारतीय प्रतिभूति और विनियम बोर्ड के लिए और की ओर से
For and on behalf of **Securities and Exchange Board of India**

ANUPMA CHADHA

प्राधिकृत हस्ताक्षरकर्ता Authorised Signatory

To
The Board of Directors,
Schloss Bangalore Limited
The Leela Palace, Diplomatic Enclave,
Africa Avenue, Netaji Nagar,
South Delhi, New Delhi,
Delhi, 110023, India

Motilal Oswal Financial Services Limited
CIN: L67190MH2005PLC153397
Regd. Off.: Motilal Oswal Tower,
Rahimtullah Sayani Road,
Opp. Parel ST Depot,
Prabhadevi, Mumbai - 400025
Board: +91 22 7193 4200 / 4263
Fax: +91 22 5036 2365

Dear Sir(s)/Ma'am(s),

Re: Proposed initial public offering of equity shares of face value of Rs. 10 each (the "Equity Shares" and such offering, the "Offer") of Schloss Bangalore Limited (the "Company")

We, Motilal Oswal Financial Services Limited, do hereby consent to act as a Syndicate Member to the Offer and to our name and the details mentioned herein being inserted as a Syndicate Member to the Offer and the red herring prospectus ("**RHP**") and the prospectus ("**Prospectus**") intended to be filed with the Registrar of Companies, Delhi and Haryana at New Delhi ("**RoC**") and thereafter to be filed with the Securities and Exchange Board of India (the "**SEBI**") and the stock exchanges where the Equity Shares are proposed to be listed (the "**Stock Exchanges**"), as applicable, and in any publicity matter, press release, presentation or any other documents in relation to the Offer (the "**Offer Documents**").

We hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required and/or for the records to be maintained by the BRLMs in connection with the Offer. The following details with respect to us may be disclosed in the Offer Documents and any other documents in relation to the Offer

Name: Motilal Oswal Financial Services Limited
Address: Motilal Oswal Tower, Rahimtullah, Sayani Road s
Opposite Parel ST Depot, Prabhadevi
Mumbai 400 025, Maharashtra, India
Telephone Number: +91 22 7193 4200 / +91 22 7193 4263
E-mail: ipo@motilaloswal.com; santosh.patil@motilaloswal.com;
Website: http://www.motilaloswalgroup.com
Contact Person: Santosh Patil
SEBI Registration Number: INZ000158836
CIN: L67190MH2005PLC153397

We enclose a copy of our registration certificate regarding our registration with SEBI in the required format (Annexure A). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues.

We further confirm that the above information in relation to us is true, correct, adequate and not misleading in any respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision.

We confirm that we will immediately communicate any changes in writing in the above information to the Company, book running lead managers to the Offer ("BRLMs") until the date when the Equity Shares that are allotted and transferred in the Offer, commence trading on the Stock Exchanges. In the absence of any such communication from us, BRLMs and the legal counsels, each to the Company and the BRLMs, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

We also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date including through online means on the website of the Company.

This consent letter, including any annexures hereto, is for information and for inclusion (in part or full) in the Offer Documents, and may be relied upon by the Company, BRLMs and the legal counsel to each of the Company and the BRLMs in relation to the Offer.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully,

For and on behalf of **Motilal Oswal Financial Services Limited**



Authorized signatory

Name: Nayana Suvarna- Senior Group Vice President

Date: January 13, 2025

Cc to:

Domestic Legal Counsel to the Book Running Lead Managers

Cyril Amarchand Mangaldas
3rd Floor, Prestige Falcon Towers
19, Branton Road
Off M.G. Road
Bengaluru 560 025
Karnataka, India

International Legal Counsel to the Book Running Lead Managers

White & Case Pte. Ltd.
88 Market Street
Capita Spring, #41-01
Singapore 048948

International Legal Counsel to the Company

Sidley Austin LLP
6 Battery Road
Level 31
Singapore 049 909

Domestic Legal Counsel to the Company

Shardul Amarchand Mangaldas & Co
Amarchand Towers
216, Okhla Industrial Estate Phase III
New Delhi 110 020
Delhi, India

प्ररूप ध
FORM D

भारतीय प्रतिभूति और विनियम बोर्ड
SECURITIES AND EXCHANGE BOARD OF INDIA

(स्टॉक दलाल और उप-दलाल) विनियम, 1992
(STOCK BROKERS AND SUB-BROKERS) REGULATIONS, 1992

0001488

(विनियम 6 तथा 10B / Regulations 6 and 10B)

रजिस्ट्रीकरण प्रमाणपत्र
CERTIFICATE OF REGISTRATION

बोर्ड, भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 के अधीन बनाये गये नियमों और विनियमों के साथ पठित उस अधिनियम की धारा 12 की उप-धारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए

In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder, the Board hereby grants a certificate of registration to

MOTILAL OSWAL FINANCIAL SERVICES LIMITED
Trade Name: MOTILAL OSWAL FINANCIAL SERVICES LIMITED
MOTILAL OSWAL TOWER, RAHIMTULLAH SAYANI ROAD
OPPOSITE PAREL ST DEPOT, PRABHADEVI
MUMBAI
MAHARASHTRA
400025

को प्रतिभूतियों में क्रय, विक्रय या व्यापार / व्यापारों के समाशोधन तथा निपटान के क्रियाकलाप करने के लिए और ऐसे अन्य क्रियाकलाप जो स्टॉक एक्सचेंज (एक्सचेंजों) / समाशोधन निगम (निगमों) द्वारा अनुज्ञात हों करने के लिए, बोर्ड द्वारा, समय-समय पर, उसके लिए विनिर्दिष्ट शर्तों के अधीन, स्टॉक दलाल / सांपत्तिक व्यापारिक सदस्य / समाशोधन सदस्य के रूप में रजिस्ट्रीकरण प्रमाणपत्र एतद्वारा प्रदान करता है।

as a

Stock Broker

stock broker / proprietary trading member / clearing member for carrying on the activities of buying, selling or dealing in securities / clearing and settlement of trades and for carrying on such other activities as are permitted by stock exchange(s)/ clearing corporation(s), subject to the conditions specified therefor, from time to time, by the Board.

आवंटित रजिस्ट्रीकरण संख्या निम्नानुसार है / Registration number allotted is as under: INZ.000158836

यह प्रमाणपत्र तब तक विधिमान्य रहेगा जब तक यह विनियमों के अनुसार निलंबित या रद्द नहीं हो जाता।

This certificate shall be valid till it is suspended or cancelled in accordance with the Regulations.



आदेश द्वारा / By order
भारतीय प्रतिभूति और विनियम बोर्ड के लिए और की ओर से
For and on behalf of Securities and Exchange Board of India

Anupma Chadha

ANUPMA CHADHA

प्राधिकृत हस्ताक्षरकर्ता Authorised Signatory

तारीख / Date : February 5, 2019

CONSENT LETTER FROM THE SYNDICATE MEMBERS

To,

The Board of Directors
Schloss Bangalore Limited
The Leela Palace
Diplomatic Enclave, Africa Avenue
Netaji Nagar, South Delhi
New Delhi 110 023
Delhi, India

Dear Sir/Ma'am,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Schloss Bangalore Limited (the "Company") comprising a fresh issue of Equity Shares by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

We, **SBICAP Securities Limited**, do hereby consent to act as a Syndicate Member to the Offer and to our name and the details mentioned herein being inserted as a Syndicate Member to the Offer and the red herring prospectus ("RHP") and the prospectus ("Prospectus") intended to be filed with the Registrar of Companies, Delhi and Haryana, at New Delhi ("RoC") and thereafter to be filed with the Securities and Exchange Board of India (the "SEBI") and the stock exchanges where the Equity Shares are proposed to be listed (the "Stock Exchanges"), as applicable, and in any publicity matter, press release, presentation or any other documents and material in relation to the Offer (the "Offer Documents").

The following details with respect to us may be disclosed in the Offer Documents:

Name: SBICAP Securities Limited
Address: Marathon Futurex, B Wing, Unit no 1201, 12th Floor, N M Joshi Marg, Lower Parel, Mumbai – 400013
Telephone number: 91-22-69316204
E-mail: archana.dedhia@sbicapsec.com
Website: www.sbisecurities.in
Contact Person: Ms. Archana Dedhia
SEBI Registration Number: INZ000200032
Logo: As above
CIN: U65999MH2005PLC155485

We enclose a copy of our registration certificate regarding our registration with SEBI in the required format (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues.

We confirm that the above information is complete, true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

We confirm that this certificate, including any annexures hereto, is for information and for inclusion (in part or full) in the RHP and the Prospectus filed in relation to the Offer, or any other Offer-related material. We also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

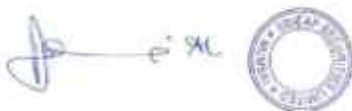
This consent letter may be relied upon by the Company, the book running lead managers ("BRLMs"), and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to SEBI, the RoC, Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the BRLMs until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal advisors to each of the Company and BRLMs can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

Yours faithfully,

For and on behalf of **SBICAP Securities Limited**



Authorized Signatory

Name: Ms. Archana Dedhia

Date: 12-01-2025

CC:

JM Financial Limited

7th Floor, Energy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

BoFA Securities India Limited

18th Floor, A wing, One BKC
"G" block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India

Morgan Stanley India Company Private Limited

18F, Tower 2, One World Centre
Plot 841, Senapati Bapat Marg
Mumbai 400 013
Maharashtra, India

J.P. Morgan India Private Limited

J.P. Morgan Tower, Off. C.S.T. Road
Kalina, Santacruz East
Mumbai 400 098
Maharashtra, India

Kotak Mahindra Capital Company Limited

27 BKC, 1st Floor,
Plot No. C – 27, “G” Block,
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Maharashtra, India

Axis Capital Limited

1st Floor, Axis House
P.B. Marg Worli
Mumbai 400 025
Maharashtra, India

Citigroup Global Markets India Private Limited

1202, 12th Floor, First International Financial Centre
G-Block, C 54 & 55
Bandra Kurla Complex, Bandra (East)
Mumbai 400 098
Maharashtra India

IIFL Capital Services Limited (Formerly known as IIFL Securities Limited)

24th Floor, One Lodha Place
Senapati Bapat Marg
Lower Parel (West)
Mumbai 400 013
Maharashtra, India

ICICI Securities Limited

ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

Motilal Oswal Investment Advisors Limited

Motilal Oswal Tower
Rahimtullah Sayani Road
Opposite Parel ST Depot Prabhadevi
Mumbai 400 025
Maharashtra, India

SBI Capital Markets Limited

1501, 15th Floor, A & B Wing
Parinee Crescenzo Building
G Block, Bandra Kurla Complex Bandra (East)
Mumbai 400 051
Maharashtra, India

Domestic Legal Counsel to the Book Running Lead Managers

Cyril Amarchand Mangaldas

3rd Floor, Prestige Falcon Towers
19, Brunton Road
Off M.G. Road
Bengaluru 560 025
Karnataka, India

International Legal Counsel to the Book Running Lead Managers

White & Case Pte. Ltd.

88 Market Street
Capita Spring, #41-01
Singapore 048948

International Legal Counsel to the Company

Sidley Austin LLP

6 Battery Road
Level 31
Singapore 049 909

Domestic Legal Counsel to the Company

Shardul Amarchand Mangaldas & Co

Express Towers, 23rd Floor
Nariman Point, Mumbai 400 021
Maharashtra, India

Annexure A

1. Registration Number:	INZ000200032
2. Date of registration / Renewal of registration:	12/9/2018
3. Date of expiry of registration:	NA
4. If applied for renewal, date of application:	NA
5. Period up to which registration/ renewal fees has been paid:	NA

Certificate of registration is provided herein:

FORM B

भारतीय प्रतिभूति और विनियम बोर्ड
SECURITIES AND EXCHANGE BOARD OF INDIA
(स्टॉक ब्रोकर और उप-ब्रोकर) विनियम, 1992
(STOCK BROKERS AND SUB-BROKERS) REGULATIONS, 1992
0004223 (विनियम 5 एवं 10A / Regulations 5 and 10A)

रजिस्ट्रेशन प्रमाणपत्र
CERTIFICATE OF REGISTRATION

बोर्ड, भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 के अंतर्गत बंधन में विनियम और विनियमों के तहत नीचे दिए गए अधिनियम को धारा 12 की उप-धारा (1) द्वारा अंतर्गत प्रमाणित कर दिया जाता है।
In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder, the Board hereby grants a certificate of registration to

SBICAP SECURITIES LIMITED
Trade Name: SBICAP SECURITIES LIMITED
MARATHON FUTUREX, 12TH FLOOR, A & B WING
MAFATLAL MILL COMPOUND, N.M. JOSHI MARG, LOWER PAREL,
MUMBAI
MAHARASHTRA
400013

को रजिस्ट्रेशन में लाया, जिसका नाम स्टॉक ब्रोकर / ब्रोकर के अंतर्गत लाया गया है।
(एकल/मल्टीपल) / मल्टीपल (एकल/मल्टीपल) द्वारा अंतर्गत कर दिया जाता है।
This certificate shall be valid till it is suspended or cancelled in accordance with the Regulations.

Stock Broker

Stock broker / proprietary trading member / dealing member for carrying on the activities of buying, selling or dealing in securities / dealing and settlement of trades and for carrying on such other activities as are permitted by stock exchanges/ clearing corporations), subject to the conditions specified therein, from time to time, by the Board.

रजिस्ट्रेशन नंबर निम्नानुसार है : Registration number allotted is as under: **INZ000200032**

यह प्रमाणपत्र तब तक वैध रहेगा जब तक कि विनियमों के अनुसार निलंबित या रद्द नहीं हो जाए।
This certificate shall be valid till it is suspended or cancelled in accordance with the Regulations.

(सिग्नेचर) / Signature
आर.पी.सी. चड्ढा
For and on behalf of Securities and Exchange Board of India
ANUSKA CHADHA
अधिकृत प्रमाणित / Authorized Signatory

दिनांक / Date: September 12, 2018

To,

The Board of Directors
Schloss Bangalore Limited
The Leela Palace
Diplomatic Enclave, Africa Avenue
Netaji Nagar, South Delhi
New Delhi 110 023
Delhi, India

Dear Sir/Ma'am,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Schloss Bangalore Limited (the "Company") comprising a fresh issue of Equity Shares by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

We, Investec Capital Services (India) Private Limited, do hereby consent to act as a Syndicate Member to the Offer and to our name and the details mentioned herein being inserted as a Syndicate Member to the Offer and the red herring prospectus ("**RHP**") and the prospectus ("**Prospectus**") intended to be filed with the Registrar of Companies, Delhi and Haryana, at New Delhi ("**RoC**") and thereafter to be filed with the Securities and Exchange Board of India (the "**SEBI**") and the stock exchanges where the Equity Shares are proposed to be listed (the "**Stock Exchanges**"), as applicable, and in any publicity matter, press release, presentation or any other documents and material in relation to the Offer (the "**Offer Documents**").

The following details with respect to us may be disclosed in the Offer Documents:

Name: Investec Capital Services (India) Private Limited
Address: 1103-04, 11th Floor, B-Wing, Parinee Crescenzo, Bandra Kurla Complex, Mumbai – 400 051, Maharashtra, India
Telephone Number: +91 22 6849 7400
E-mail: kunal.naik@investec.co.in
Website: <https://www.investec.com/india.html>
Contact Person: Kunal Naik
SEBI Registration Number: INZ000007138

 **Investec**
Logo:
CIN: U65923MH2010FTC204309

We enclose a copy of our registration certificate regarding our registration with SEBI in the required format (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues.

We confirm that the above information is complete, true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

We confirm that this certificate, including any annexures hereto, is for information and for inclusion (in part or full) in the RHP and the Prospectus filed in relation to the Offer, or any other Offer-related material. We also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

This consent letter may be relied upon by the Company, the book running lead managers ("**BRLMs**"), and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to SEBI, the RoC, Stock Exchanges and/or any other regulatory authority and/or judicial

Investec Capital Services (India) Private Limited
1103-1104 Parinee Crescenzo, 11th flr B Wing
B

Tel: +91 (22) 6849 7400
Fax: +91 (22) 6849 7495

regulator-correspondence@investec.co.in

Investec Capital Services (India) Private Limited operates as a subsidiary of Investec Bank plc which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority and a member of the London Stock Exchange. Investec Capital Services (India) Private Limited is registered in India with Corporate Identity Number U65923MH2010FTC204309 Registered office as above.

authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the BRLMs until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal advisors to each of the Company and BRLMs can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

Yours faithfully,

For and on behalf of Investec Capital Services (India) Private Limited

K Sharma





Authorized signatory

Name: Kaillash K Sharma

Designation: Head of Compliance
& Company Secretary

CC:

JM Financial Limited

7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

BoFA Securities India Limited

18th Floor, A wing, One BKC
"G" block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India

Morgan Stanley India Company Private Limited

18F, Tower 2, One World Centre
Plot 841, Senapati Bapat Marg
Mumbai 400 013
Maharashtra, India

J.P. Morgan India Private Limited

J.P. Morgan Tower, Off. C.S.T. Road
Kalina, Santacruz East
Mumbai 400 098
Maharashtra, India

Kotak Mahindra Capital Company Limited

27 BKC, 1st Floor,
Plot No. C – 27, "G" Block,

kunal naik





Authorized Signatory

Name: Kunal Naik

Designation: Director, Financial Sponsor
Coverage and Public Markets

Date: 12-01-2025

Investec Capital Services (India) Private Limited
1103-1104 Parinee Crescenzo, 11th flr B Wing
B

Tel: +91 (22) 6849 7400
Fax: +91 (22) 6849 7495

regulator-correspondence@investec.co.in

Investec Capital Services (India) Private Limited operates as a subsidiary of Investec Bank plc which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority and a member of the London Stock Exchange. Investec Capital Services (India) Private Limited is registered in India with Corporate Identity Number U65923MH2010FTC204309 Registered office as above.

Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Maharashtra, India

Axis Capital Limited

1st Floor, Axis House
P.B. Marg Worli
Mumbai 400 025
Maharashtra, India

Citigroup Global Markets India Private Limited

1202, 12th Floor, First International Financial Centre
G-Block, C 54 & 55
Bandra Kurla Complex, Bandra (East)
Mumbai 400 098
Maharashtra India

IIFL Capital Services Limited (Formerly known as IIFL Securities Limited)

24th Floor, One Lodha Place
Senapati Bapat Marg
Lower Parel (West)
Mumbai 400 013
Maharashtra, India

ICICI Securities Limited

ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

Motilal Oswal Investment Advisors Limited

Motilal Oswal Tower
Rahimtullah Sayani Road
Opposite Parel ST Depot Prabhadevi
Mumbai 400 025
Maharashtra, India

SBI Capital Markets Limited

1501, 15th Floor, A & B Wing
Parinee Crescenzo Building
G Block, Bandra Kurla Complex Bandra (East)
Mumbai 400 051
Maharashtra, India

Domestic Legal Counsel to the Book Running Lead Managers

Cyril Amarchand Mangaldas

3rd Floor, Prestige Falcon Towers
19, Brunton Road
Off M.G. Road
Bengaluru 560 025
Karnataka, India

International Legal Counsel to the Book Running Lead Managers

White & Case Pte. Ltd.

Investec Capital Services (India) Private Limited
1103-1104 Parinee Crescenzo, 11th flr B Wing
B

Tel: +91 (22) 6849 7400
Fax: +91 (22) 6849 7495

regulator-correspondence@investec.co.in

Investec Capital Services (India) Private Limited operates as a subsidiary of Investec Bank plc which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority and a member of the London Stock Exchange. Investec Capital Services (India) Private Limited is registered in India with Corporate Identity Number U85923MH2010FTC204309 Registered office as above.

88 Market Street
Capita Spring, #41-01
Singapore 048948

International Legal Counsel to the Company

Sidley Austin LLP
6 Battery Road
Level 31
Singapore 049 909

Domestic Legal Counsel to the Company

Shardul Amarchand Mangaldas & Co
Express Towers, 23rd Floor
Nariman Point, Mumbai 400 021
Maharashtra, India

Annexure A

1. Registration Number:	INZ000007138
2. Date of registration / Renewal of registration:	April 29 th 2015
3. Date of expiry of registration:	Permanent Registration
4. If applied for renewal, date of application:	Not Applicable
5. Period up to which registration/ renewal fees has been paid:	Registration is permanent. Fees has been paid for the block 08-Jul-23 to 07-Jul-26

प्रारूप D
FORM D

भारतीय प्रतिभूति और विनियम बोर्ड
SECURITIES AND EXCHANGE BOARD OF INDIA

(स्टॉक दलाल और उप-दलाल) विनियम, 1992
(STOCK BROKERS AND SUB-BROKERS) REGULATIONS, 1992

0000064

(नियम 6 तथा 10B / Regulations 6 and 10B)

रजिस्ट्रीकरण प्रमाणपत्र
CERTIFICATE OF REGISTRATION

बोर्ड, भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 के अधीन बनाये गये नियमों और विनियमों के साथ पठित इस अधिनियम की धारा 12 की उप-धारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए

In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder, the Board hereby grants a certificate of registration to

INVESTEC CAPITAL SERVICES (INDIA) PRIVATE LIMITED
TRADE NAME : INVESTEC CAPITAL SERVICES (INDIA) PRIVATE LIMITED
902 THE CAPITAL,
BANDRA KURLA COMPLEX,
BANDRA EAST,

MUMBAI

400051

को प्रतिभूतियों में क़य, क़िफ़ाय या ख़्याल / व्यापारों के समाशोधन तथा निपटान के क्रियाकलाप करने के लिए और इस अन्य क्रियाकलाप जो स्टॉक एक्सचेंज (एक्सचेंज) / समाशोधन निगम (निगम) द्वारा अनुज्ञात हो करने के लिए, बोर्ड द्वारा, समय-समय पर, उसके लिए निर्दिष्ट शर्तों के अधीन, स्टॉक दलाल / गोपनिक व्यापारिक सदस्य / समाशोधन सदस्य के रूप में रजिस्ट्रीकरण प्रमाणपत्र एतद्वारा प्रदान करता है।

AS A

STOCK BROKER

stock broker, / proprietary trading member / clearing member for carrying on the activities of buying, selling or dealing in securities / clearing and settlement of trades and for carrying on such other activities as are permitted by stock exchange(s) / clearing corporation(s), subject to the conditions specified therefor, from time to time, by the Board.

आवंटित रजिस्ट्रीकरण संख्या निम्नानुसार है / Registration number allotted is as under:

INZ000007138

यह प्रमाणपत्र तब तक विधिवान् रहगा ज़य तक यह विनियमों के अनुसार निलंबित या रद्द नहीं हो जाता।

This certificate shall be valid till it is suspended or cancelled in accordance with the Regulations.



आदेश द्वारा / By order
भारतीय प्रतिभूति और विनियम बोर्ड के लिए और की ओर से
For and on behalf of Securities and Exchange Board of India

ASHA SHETTY

तारीख / Date: April 29, 2015

प्राधिकृत हस्ताक्षरकर्ता / Authorised Signatory

To,

The Board of Directors
Schloss Bangalore Limited ("Company")
The Leela Palace, Diplomatic Enclave
Africa Avenue, Netaji Nagar
South Delhi, New Delhi - 110023, India

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Schloss Bangalore Private Limited (the "Company" and such offering, the "Offer")

Dear Madam(s)/Sir(s),

We, State Bank of India, consent to our name and the details mentioned herein being inserted as a banker to the Company in the draft red herring prospectus ("DRHP"), red herring prospectus ("RHP") and the prospectus ("Prospectus") and any other material used in connection with the Offer (together, the "Offer Documents") which the Company intends to file, with the Securities and Exchange Board of India ("SEBI"), Registrar of Companies, Delhi and Haryana at New Delhi ("RoC") and the stock exchanges where the Equity Shares are proposed to be listed ("Stock Exchanges"), as applicable and any publicity material, press release, presentation or any other documents in relation to the Offer.

The following details with respect to us may be disclosed in the Offer Documents and any other documents in relation to the Offer:

Name: State Bank of India, IFB Andheri East(4732)
Address: 102 Natraj, 194, Sir M V Road, W E Highway, Metro Junction.
Telephone Number(s): 022-26833001.
Contact Person: Sumedh Chavan.
Website: NA
Email: rmamt1.04732@sbi.co.in

We further confirm that the above information in relation to us is true, correct, adequate and not misleading in any respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision. We agree to keep the information regarding the Offer strictly confidential.

We confirm that we will immediately communicate any changes in writing in the above information to the book running lead managers to the Offer ("BRLMs") until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the BRLMs and the legal counsels to the Company and the BRLMs, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents or any other Offer-related material, and may be relied upon by the Company, the BRLMs and the legal counsels appointed by the Company and the BRLMs in relation to the Offer.

We also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date (including on the website of the Company).



We also consent to the submission of this letter as may be necessary, to SEBI, the Stock Exchanges, the RoC and any regulatory or statutory authority and/or for the records to be maintained by the BRLMs in connection with the Offer.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents, as the case may be.

Yours faithfully,

For and on behalf of State Bank of India



Authorized signatory

Asst. Gen Manager & Relationship Manager.

[Sumedh Chavan]

Date:05.08.2024.



Cc:

JM Financial Limited

7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

Morgan Stanley India Company Private Limited

18F, Tower 2, One World Centre
Plot 841, Senapati Bapat Marg
Mumbai 400 013
Maharashtra, India

BofA Securities India Limited

Ground Floor, "A" Wing
One BKC, "G" Block
Bandra Kurla Complex
Bandra (East) Mumbai 400 051
Maharashtra, India

Shardul Amarchand Mangaldas & Co

Express Towers
24th Floor, Nariman Point
Mumbai 400 021
Maharashtra, India

J.P. Morgan India Private Limited

J.P. Morgan Tower, Off CST Road
Kalina, Santacruz (East)
Mumbai 400 098
Maharashtra, India

Kotak Mahindra Capital Company Limited

1st Floor, 27 BKC, Plot No. C – 27
"G" Block, Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
Maharashtra, India

Sidley Austin LLP

Level 31, Six Battery Road
Singapore 049909

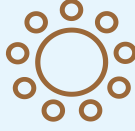
Cyril Amarchand Mangaldas

3rd Floor, Prestige Falcon Towers
19, Brunton Road Bengaluru 560 025
Karnataka, India

White & Case Pte. Ltd.

88 Market Street
#41-01, CapitaSpring
Singapore 048948





Shardul Amarchand Mangaldas

Ref No.: 291

May 15, 2025

The Board of Directors
Schloss Bangalore Limited
The Leela Palace, Diplomatic Enclave
Africa Avenue, Netaji Nagar
South Delhi, New Delhi
Delhi 110 023, India

Ladies and Gentlemen,

Re: Proposed initial public offering of equity shares bearing face value of ₹10 each (the “Equity Shares”) of Schloss Bangalore Limited (the “Company”) comprising a fresh issue by the Company (“Fresh Issue”) and an offer for sale of Equity Shares by the Promoter Selling Shareholder (“Offer for Sale” and together with the Fresh Issue, the “Offer”)

We, the undersigned, hereby consent to act as legal counsel to the Company as to Indian Law and to our name being inserted as “Legal Counsel to the Company as to Indian Law” in the Red Herring Prospectus and the Prospectus intended to be filed by the Company with the Registrar of Companies, Haryana and New Delhi at New Delhi (“RoC”), and thereafter with the Securities and Exchange Board of India and the relevant stock exchanges where the Equity Shares are proposed to be listed pursuant to the Offer.

The following details with respect to us may be disclosed in the DRHP:

Name: Shardul Amarchand Mangaldas & Co.
Address: 24th Floor, Express Towers, Nariman Point, Mumbai 400 021, Maharashtra, India
Tel: +91 22 4933 5555

We hereby authorise you to deliver this letter of consent to the RoC pursuant to the provisions of Section 26 of the Companies Act, 2013, as amended and any other regulatory or statutory authority as required by law.

Sincerely,

For Shardul Amarchand Mangaldas & Co

Nikhil Naredi
Partner

Shardul Amarchand Mangaldas & Co

Advocates & Solicitors

23rd Floor Express Towers, Nariman Point, Mumbai - 400 021

T +91 22 49335555

E contact@AMSShardul.com

New Delhi Mumbai Gurugram Bengaluru Chennai Ahmedabad Kolkata

SIDLEY

SIDLEY AUSTIN LLP
LEVEL 31
SIX BATTERY ROAD
SINGAPORE 049909
+65 6230 3900
+65 6230 3939 FAX

AMERICA • ASIA PACIFIC • EUROPE

MBHARGAVA@SIDLEY.COM
+65 6230 3987

Our Ref: 103856-30020

May 16, 2025

The Board of Directors
Schloss Bangalore Limited
Tower 4, Third Floor
Equinox Business Park
Kurla West, Mumbai - 400 070
Maharashtra, India

Re: Project Broadway

Ladies and Gentlemen:

We hereby confirm that we act as international legal counsel to Schloss Bangalore Limited (the “**Company**”), in connection with its proposed initial public offering of equity shares, and we hereby consent to our name and contact details being inserted as international legal counsel to the Company in the Red Herring Prospectus and Prospectus to be filed with the Registrar of Companies, Delhi and Haryana, at New Delhi and thereafter to be filed with the Securities and Exchange Board of India and the stock exchanges where the equity shares are proposed to be listed, as follows:

Sidley Austin LLP
Level 31
Six Battery Road
Singapore 049909
Tel: +65 6230 3900

We authorize you to deliver this letter of consent to the Securities and Exchange Board of India, the Registrar of Companies, Delhi and Haryana at New Delhi, BSE Limited and National Stock Exchange of India Limited, as required.

Yours faithfully

For Sidley Austin LLP



Manoj Bhargava
Partner

5th February, 2025

Schloss Bangalore Limited

The Leela Palace,
Diplomatic Enclave,
Africa Avenue,
Netaji Nagar, South Delhi,
New Delhi, Delhi, 110 023

Sub: Consent Letter for inclusion of name as a Monitoring Agency.

Dear Sir/ Ma'am,

With reference to the Monitoring Agency Agreement executed between ICRA Limited and Schloss Bangalore Limited on 5th February, 2025, we ICRA Limited, do hereby give our consent to include and mention our name in the red herring prospectus to be filed with the Registrar of Companies ("RoC") and the Securities and Exchange Board of India ("SEBI") and thereafter, upon closure of the offer of equity shares, in the prospectus to be filed with the RoC in accordance with the Companies Act, 2013 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time.

We hereby authorize you to deliver this letter of consent to the concerned stock exchanges, SEBI or any other regulatory authorities as may be required under law.

The following details with respect to us may be disclosed:

Name:	ICRA Limited
Address:	Electric Mansion, 3rd Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400025
Mobile No.	+91-22-61143406
Fax No.:	+91-22-24331390
Website:	www.icra.in
E-mail:	vivek.bhalla@icraindia.com
Contact Person:	Mr. Vivek Bhalla
Designation:	Director

Kind regards,

For **ICRA Limited**



Vivek Bhalla (Feb 5, 2025 19:02 GMT+5.5)

Name: Mr. Vivek Bhalla

Designation: Director

Date: September 17, 2024

To,

The Board of Directors
Schloss Bangalore Limited
The Leela Palace
Diplomatic Enclave, Africa Avenue
Netaji Nagar, South Delhi
New Delhi 110 023
Delhi, India

Dear Sir/Ma'am,

Re: Proposed initial public offering of equity (the "Equity Shares") of Schloss Bangalore Limited (the "Company") comprising a fresh issue of Equity Shares by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

We, KFIN Technologies Limited, consent to our name and the details mentioned herein being inserted as a Registrar to the Company in the draft red herring prospectus ("**DRHP**") intended to be filed by the Company with the Securities and Exchange Board of India (the "**SEBI**") and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the "**Stock Exchanges**") and the red herring prospectus ("**RHP**") and the prospectus ("**Prospectus**") intended to be filed with the Registrar of Companies, Delhi and Haryana, at New Delhi ("**RoC**") and thereafter filed with the SEBI and the Stock Exchanges, as well as in other documents and material in relation to the Offer (the "**Offer Documents**").

The following details with respect to us may be disclosed in the Offer Documents:

Name: KFIN Technologies Limited



Address: Selenium, Tower B, Plot No- 31 & 32, Financial District, Nanakramguda, Serili, ngampally, Rangareddi, Hyderabad, Telangana – 500032

Telephone Number: +91 40 6716 2222/18003094001

Website: www.kfintech.com

E-mail: sbl.ipo@kfintech.com

Investor Grievance Email: inward.ris@kfintech.com

Contact Person: M.Murali Krishna

URL of SEBI website: <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10>

SEBI Registration No.: INR000000221

CIN: L72400TG2017PLC117649

We enclose a copy of our registration certificate and declaration regarding our registration with SEBI in the required format (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI or any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues. We further confirm that no enquiry/ investigations are being conducted by SEBI on us and that no penalties have been imposed on us by SEBI.

We confirm that the above information is complete, true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

We agree to keep the information regarding the Offer strictly confidential.

This consent letter, including any annexures hereto, is for information and for inclusion (in part or full) in the Offer Documents. We also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

KFin Technologies Limited

(Formerly known as KFin Technologies Private Limited)

Registered & Corporate Office:

Selenium Building, Tower-B, Plot No- 31 & 32, Financial District, Nanakramguda,
Serilingampally, Hyderabad, Rangareddi, Telangana, India, 500032.

CIN: L72400TG2017PLC117649

This consent letter may be relied upon by the Company, the book running lead managers (“**BRLMs**”), and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to SEBI, the RoC, Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the BRLMs until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal advisors to each of the Company and BRLMs can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

All capitalized terms not defined herein would have the same meaning as attributed to it in the [DRHP/ RHP/ Prospectus]

Yours faithfully,

For and on behalf of KFIN TECHNOLOGIES LIMITED



Authorized signatory

Name: M.Murali Krishna

Designation: Sr.Vice president

Encl: As above

CC:

JM Financial Limited

7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

BoFA Securities India Limited

18th Floor, A wing, One BKC
G block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India

Morgan Stanley India Company Private Limited

18F, Tower 2, One World Centre
Plot 841, Jupiter Textile Mill Compound
Senapati Bapat Marg
Lower Parel, Mumbai 400 013
Maharashtra, India

J.P. Morgan India Private Limited

J.P. Morgan Tower, Off C.S.T Road
Kalina, Santacruz East
Mumbai 400 098
Maharashtra, India

Kotak Mahindra Capital Company Limited

1st Floor, 27 BKC, Plot No. C – 27
“G” Block, Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
Maharashtra, India

IIFL Securities Limited

24th Floor, One Lodha Place
Senapati Bapat Marg,
Lower Parel (West)
Mumbai 400 013
Maharashtra, India

SBI Capital Markets Limited

1501, 15th floor, A & B Wing
Parinee Crescenzo, G Block
Bandra Kurla Complex
Bandra (East), Mumbai 400051
Maharashtra, India

ICICI Securities Limited

ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400025
Maharashtra, India

Axis Capital Limited

Axis House, 1st Floor
P.B. Marg, Worli
Mumbai 400 025
Maharashtra, India

Citigroup Global Markets India Private Limited

1202, 12th Floor,
First International Financial Centre,
G Block, Bandra Kurla Complex,
Bandra (East)
Mumbai 400098
Maharashtra, India

Motilal Oswal Investment Advisors Limited

Motilal Oswal Tower,
Rahimtullah Sayani Road,
Opposite Parel ST Depot, Prabhadevi,
Mumbai- 400 025, Maharashtra, India

Domestic Legal Counsel to the Book Running Lead Managers**Cyril Amarchand Mangaldas**

3rd Floor, Prestige Falcon Towers
19, Brunton Road
Off M.G. Road
Bengaluru 560 025
Karnataka, India

KFin Technologies Limited

(Formerly known as KFin Technologies Private Limited)

Registered & Corporate Office:

Selenium Building, Tower-B, Plot No- 31 & 32, Financial District, Nanakramguda,
Serilingampally, Hyderabad, Rangareddi, Telangana, India, 500032.

CIN: L72400TG2017PLC117649

International Legal Counsel to the Book Running Lead Managers

White & Case Pte. Ltd.

88 Market Street
Capita Spring, #41-01
Singapore 048948

International Legal Counsel to the Company

Sidley Austin LLP

6 Battery Road
Level 31
Singapore 049 909

Domestic Legal Counsel to the Company

Shardul Amarchand Mangaldas & Co

Express Towers, 24th Floor
Nariman Point, Mumbai 400 021
Maharashtra, India

Annexure A

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as a Registrar to the Offer is true and correct:

1. Registration Number:	INR000000221
2. Date of registration / Renewal of registration:	April 01, 2022 (Permanent registration)
3. Date of expiry of registration:	Not Applicable
4. If applied for renewal, date of application:	Not Applicable
5. Period up to which registration/renewal fees has been paid:	July 10 2027
6. Any enquiry/investigation being conducted by SEBI:	No
7. Any communication from SEBI prohibiting Kfin Technologies Limited from acting as registrars to the Offer	No
8. Details of any penalty imposed	Not Applicable

KFin Technologies Limited


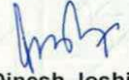
(Formerly known as KFin Technologies Private Limited)

Registered & Corporate Office:

Selenium Building, Tower-B, Plot No- 31 & 32, Financial District, Nanakramguda,
 Serilingampally, Hyderabad, Rangareddi, Telangana, India, 500032.

CIN: L72400TG2017PLC117649

Sebi Registration certificate

निर्गम रजिस्ट्रार और शेयर अंतरण अभिकर्ता	प्रारूप ख FORM B	REGISTRARS TO AN ISSUE AND SHARE TRANSFER AGENTS
भारतीय प्रतिभूति और विनियम बोर्ड SECURITIES AND EXCHANGE BOARD OF INDIA [निर्गम-रजिस्ट्रार और शेयर अंतरण अभिकर्ता] विनियम, 1993 (Registrars to an issue and Share transfer agents) Regulations, 1993 (विनियम 8) (Regulation 8)		
00 1430		
रजिस्ट्रीकरण का प्रमाणपत्र CERTIFICATE OF REGISTRATION		
<p>I. बोर्ड, भारतीय प्रतिभूति और विनियम अधिनियम, 1992 के अधीन बनाये गए नियमों और विनियमों के साथ पठित उस अधिनियम की धारा 12 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए प्रवर्ग-I में निर्गम-रजिस्ट्रार और शेयर अंतरण अभिकर्ता/प्रवर्ग-II में निर्गम-रजिस्ट्रार/शेयर अंतरण अभिकर्ता के रूप में</p> <p>I. In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992 read with the rules and regulations made thereunder, the Board hereby grants a certificate of registration to</p>		
<p>KFIN TECHNOLOGIES LIMITED Selenium, Tower B, Plot No. 31 and 32 Financial District, Nanakramguda, Serilingampally Hyderabad- 500032 Telangana, India</p>		
<p>को नियमों की शर्तों के अधीन रहते हुए और विनियमों के अनुसार क्रियाकलाप करते के लिए, जैसे उसमें विनिर्दिष्ट है, इसके द्वारा रजिस्ट्रीकरण का प्रमाणपत्र देता है।</p> <p>as registrars to an issue and share transfer agent in Category I*/registrar to an issue*/share transfer agent* in Category II, subject to the conditions in the rules and in accordance with the regulations to carry out the activities as specified therein.</p>		
<p>II. निर्गम-रजिस्ट्रार और शेयर अंतरण अभिकर्ता का रजिस्ट्रीकरण कोड है।</p> <p>II. Registration Code for the registrar to an issue and share transfer agent is</p>		
<p>This Certificate of registration shall be valid for permanent, unless suspended or cancelled by the Board</p>		
<p>III. जब तक नवीकृत न किया जाए रजिस्ट्रीकरण प्रमाणपत्र तक विधिमान्य है।</p> <p>III. Unless renewed, the certificate of registration is valid from</p>		
स्थान Place	Mumbai	
तारीख Date	April 1, 2022	
*जो लागू न हो उसे काट दें। *Delete whichever is not applicable		
		आदेश से भारतीय प्रतिभूति और विनियम बोर्ड के लिए और उसकी ओर से By order For and on behalf of Securities and Exchange Board of India
		 Dinesh Joshi प्राधिकृत हस्ताक्षरकर्ता Authorised Signatory

Name: MUKESH BUTANI
Address: N-134, Panchsheel Park,
Panchsheel Enclave, South Delhi,
Delhi 110 017, India
Phone: +91 9811132000
Email: mukesh.butani@bmrlegal.in

CONSENT LETTER FROM EACH DIRECTOR OF THE COMPANY

Date: 20-05-2025

The Board of Directors
Schloss Bangalore Limited
The Leela Palace
Diplomatic Enclave, Africa Avenue
Netaji Nagar, South Delhi
New Delhi 110 023
Delhi, India

Dear Sir/Madam,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Schloss Bangalore Limited (the "Company") comprising a fresh issue of Equity Shares by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

I, Mukesh Butani hereby give my consent to my name being included as an Independent Director of the Company in the red herring prospectus ("RHP") and the prospectus ("Prospectus") intended to be filed with the Registrar of Companies, Delhi and Haryana, at New Delhi ("RoC") and thereafter file with the Securities and Exchange Board of India ("SEBI") and the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE", and together with the BSE the "Stock Exchanges"), as well as in other documents and material in relation to the Offer (the "Offer Documents").

I confirm that the above information is complete, true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

This consent letter, including any annexures hereto, is for information and for inclusion (in part or full) in the Offer Documents. We also consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

This consent letter may be relied upon by the Company, the BRLMs, and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to the Securities and Exchange Board of India, the Registrar of Companies, Delhi and Haryana, at New Delhi, Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the BRLMs until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal advisors to each of the Company and BRLMs can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

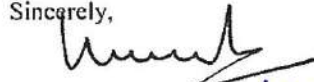
All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

We agree to keep the information regarding the Offer strictly confidential.



Name: MUKESH BUTANI
Address: N-134, Panchsheel Park,
Panchsheel Enclave, South Delhi,
Delhi 110 017, India
Phone: +91 9811132000
Email: mukesh.butani@bmrlegal.in

Sincerely,



Name: Mukesh Butani (DIN: 01452839)
Designation: Independent Director

Schloss Bangalore Limited

Place: New Delhi

CC:

JM Financial Limited

7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

BoFA Securities India Limited

18th Floor, A wing, One BKC
"G" block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India

Morgan Stanley India Company Private Limited

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Plot 841, Senapati Bapat Marg
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Axis Capital Limited

1st Floor, Axis House
P.B. Marg Worli
Mumbai 400 025
Maharashtra, India

Citigroup Global Markets India Private Limited

1202, 12th Floor, First International Financial Centre
G-Block, C 54 & 55
Bandra Kurla Complex, Bandra (East)
Mumbai 400 098
Maharashtra India

Name: MUKESH BUTANI
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Delhi 110 017, India
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Opposite Parel ST Depot Prabhadevi
Mumbai 400 025
Maharashtra, India

SBI Capital Markets Limited

1501, 15th Floor, A & B Wing
Parinee Crescenzo Building
G Block, Bandra Kurla Complex Bandra (East)
Mumbai 400 051
Maharashtra, India

Domestic Legal Counsel to the Book Running Lead Managers

Cyril Amarchand Mangaldas

3rd Floor, Prestige Falcon Towers
19, Brunton Road
Off M.G. Road
Bengaluru 560 025
Karnataka, India

International Legal Counsel to the Book Running Lead Managers

White & Case Pte. Ltd.

88 Market Street
Capita Spring, #41-01
Singapore 048948

International Legal Counsel to the Company

Sidley Austin LLP

6 Battery Road
Level 31
Singapore 049 909

Domestic Legal Counsel to the Company

Shardul Amarchand Mangaldas & Co

Express Towers, 23rd Floor
Nariman Point, Mumbai 400 021
Maharashtra, India



Name: APURVA PUROHIT
Address: 1101, Signia Pearl, G Block,
Bandra Kurla Complex, Bandra East,
Mumbai 400051, Maharashtra, India
Phone: +91 9972928614
Email: apurva@aazol.in

CONSENT LETTER FROM EACH DIRECTOR OF THE COMPANY

Date: 20-05-2025

The Board of Directors
Schloss Bangalore Limited
The Leela Palace
Diplomatic Enclave, Africa Avenue
Netaji Nagar, South Delhi
New Delhi 110 023
Delhi, India

Dear Sir/Madam,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Schloss Bangalore Limited (the "Company") comprising a fresh issue of Equity Shares by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

I, Apurva Purohit hereby give my consent to my name being included as Independent Director of the Company in the red herring prospectus ("RHP") and the prospectus ("Prospectus") intended to be filed with the Registrar of Companies, Delhi and Haryana, at New Delhi ("RoC") and thereafter file with the Securities and Exchange Board of India ("SEBI") and the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE", and together with the BSE the "Stock Exchanges"), as well as in other documents and material in relation to the Offer (the "Offer Documents").

I confirm that the above information is complete, true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

This consent letter, including any annexures hereto, is for information and for inclusion (in part or full) in the Offer Documents. We also consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

This consent letter may be relied upon by the Company, the BRLMs, and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to the Securities and Exchange Board of India, the Registrar of Companies, Delhi and Haryana, at New Delhi, Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

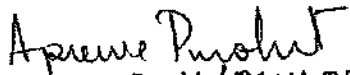
We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the BRLMs until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal advisors to each of the Company and BRLMs can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

Name: APURVA PUROHIT
Address: 1101, Signia Pearl, G Block,
Bandra Kurla Complex, Bandra East,
Mumbai 400051, Maharashtra, India
Phone: +91 9972928614
Email: apurva@aazol.in

All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

We agree to keep the information regarding the Offer strictly confidential.

Sincerely,


Name: Apurva Purohit (DIN: 00190097)
Designation: Independent Director

Schloss Bangalore Limited

Place: Mumbai

CC:

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

BoFA Securities India Limited
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Name: APURVA PUROHIT
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88 Market Street
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Singapore 048948

International Legal Counsel to the Company
Sidley Austin LLP
6 Battery Road
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Singapore 049 909

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Email: apurva@aazol.in

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Shardul Amarchand Mangaldas & Co
Express Towers, 23rd Floor
Nariman Point, Mumbai 400 021
Maharashtra, India

CONSENT LETTER FROM EACH DIRECTOR OF THE COMPANY

Date : 20-05-2025

The Board of Directors
Schloss Bangalore Limited
The Leela Palace
Diplomatic Enclave, Africa Avenue
Netaji Nagar, South Delhi
New Delhi 110 023
Delhi, India

Dear Sir/Madam,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Schloss Bangalore Limited (the "Company") comprising a fresh issue of Equity Shares by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

I, Ashank Kothari hereby give my consent to my name being included as Director of the Company in the red herring prospectus ("RHP") and the prospectus ("Prospectus") intended to be filed with the Registrar of Companies, Delhi and Haryana, at New Delhi ("RoC") and thereafter file with the Securities and Exchange Board of India ("SEBI") and the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE", and together with the BSE the "Stock Exchanges"), as well as in other documents and material in relation to the Offer (the "Offer Documents").

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We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the BRLMs until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal advisors to each of the Company and BRLMs can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

We agree to keep the information regarding the Offer strictly confidential.

Sincerely,



Ashank Kothari (DIN: 08565174)

Director

Schloss Bangalore Limited

Place: Mumbai

CC:

JM Financial Limited

7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

BoFA Securities India Limited

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Domestic Legal Counsel to the Book Running Lead Managers**Cyril Amarchand Mangaldas**

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19, Branton Road
Off M.G. Road
Bengaluru 560 025
Karnataka, India

International Legal Counsel to the Book Running Lead Managers**White & Case Pte. Ltd.**

88 Market Street
Capita Spring, #41-01
Singapore 048948

International Legal Counsel to the Company**Sidley Austin LLP**

6 Battery Road
Level 31
Singapore 049 909

Domestic Legal Counsel to the Company**Shardul Amarchand Mangaldas & Co**

Express Towers, 23rd Floor
Nariman Point, Mumbai 400 021
Maharashtra, India

CONSENT LETTER FROM EACH DIRECTOR OF THE COMPANY

Date: 20-05-2025

The Board of Directors
Schloss Bangalore Limited
The Leela Palace
Diplomatic Enclave, Africa Avenue
Netaji Nagar, South Delhi
New Delhi 110 023
Delhi, India

Dear Sir/Madam,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Schloss Bangalore Limited (the "Company") comprising a fresh issue of Equity Shares by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

I, Ankur Gupta hereby give my consent to my name being included as Director of the Company in the red herring prospectus ("RHP") and the prospectus ("Prospectus") intended to be filed with the Registrar of Companies, Delhi and Haryana, at New Delhi ("RoC") and thereafter file with the Securities and Exchange Board of India ("SEBI") and the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE", and together with the BSE the "Stock Exchanges"), as well as in other documents and material in relation to the Offer (the "Offer Documents").

I confirm that the above information is complete, true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

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We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the BRLMs until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal advisors to each of the Company and BRLMs can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

We agree to keep the information regarding the Offer strictly confidential.

Sincerely,


Ankur Gupta (ODN: 08687570)
Non- Executive Director

Schloss Bangalore Limited

Place: Singapore

CC:

JM Financial Limited

7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

BoFA Securities India Limited

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Domestic Legal Counsel to the Book Running Lead Managers

Cyril Amarchand Mangaldas
3rd Floor, Prestige Falcon Towers
19, Brunton Road
Off M.G. Road
Bengaluru 560 025
Karnataka, India

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Singapore 049 909

Domestic Legal Counsel to the Company

Shardul Amarchand Mangaldas & Co
Express Towers, 23rd Floor
Nariman Point, Mumbai 400 021
Maharashtra, India

CONSENT LETTER FROM EACH DIRECTOR OF THE COMPANY

Date: 20-05-2025

The Board of Directors
Schloss Bangalore Limited
The Leela Palace
Diplomatic Enclave, Africa Avenue
Netaji Nagar, South Delhi
New Delhi 110 023
Delhi, India

Dear Sir/Madam,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Schloss Bangalore Limited (the "Company") comprising a fresh issue of Equity Shares by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

I, Ananya Tripathi hereby give my consent to my name being included as Director of the Company in the red herring prospectus ("RHP") and the prospectus ("Prospectus") intended to be filed with the Registrar of Companies, Delhi and Haryana, at New Delhi ("RoC") and thereafter file with the Securities and Exchange Board of India ("SEBI") and the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE", and together with the BSE the "Stock Exchanges"), as well as in other documents and material in relation to the Offer (the "Offer Documents").

I confirm that the above information is complete, true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

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This consent letter may be relied upon by the Company, the BRLMs, and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to the Securities and Exchange Board of India, the Registrar of Companies, Delhi and Haryana, at New Delhi, Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the BRLMs until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal advisors to each of the Company and BRLMs can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

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We agree to keep the information regarding the Offer strictly confidential.

Sincerely,


Ananya Tripathi (DIN: 08102039)
Non-executive Director

Schloss Bangalore Limited

Place: *Bengaluru*

CC:

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

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CONSENT LETTER FROM EACH DIRECTOR OF THE COMPANY

Date: 20-05-2025

The Board of Directors
Schloss Bangalore Limited
The Leela Palace
Diplomatic Enclave, Africa Avenue
Netaji Nagar, South Delhi
New Delhi 110 023
Delhi, India

Dear Sir/Madam,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Schloss Bangalore Limited (the "Company") comprising a fresh issue of Equity Shares by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

I, Shai Zeling, hereby give my consent to my name being included as Director of the Company in the red herring prospectus ("RHP") and the prospectus ("Prospectus") intended to be filed with the Registrar of Companies, Delhi and Haryana, at New Delhi ("RoC") and thereafter file with the Securities and Exchange Board of India ("SEBI") and the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE", and together with the BSE the "Stock Exchanges"), as well as in other documents and material in relation to the Offer (the "Offer Documents").

I confirm that the above information is complete, true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

This consent letter, including any annexures hereto, is for information and for inclusion (in part or full) in the Offer Documents. We also consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.


This consent letter may be relied upon by the Company, the BRLMs, and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to the Securities and Exchange Board of India, the Registrar of Companies, Delhi and Haryana, at New Delhi, Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the BRLMs until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal advisors to each of the Company and BRLMs can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

We agree to keep the information regarding the Offer strictly confidential.

Sincerely,


Shai Zeling (DIN: 10765788)
Non-executive Director

Schloss Bangalore Limited

Place: *New York, United States of America*

CC:

JM Financial Limited

7th Floor, Chenergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

BoFA Securities India Limited

18th Floor, A wing, One BKC
“G” block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India

Morgan Stanley India Company Private Limited

18F, Tower 2, One World Centre
Plot 841, Senapati Bapat Marg
Mumbai 400 013
Maharashtra, India

J.P. Morgan India Private Limited

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Maharashtra, India

Kotak Mahindra Capital Company Limited

27 BKC, 1st Floor,
Plot No. C – 27, “G” Block,
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Maharashtra, India

Axis Capital Limited

1st Floor, Axis House
P.B. Marg Worli
Mumbai 400 025
Maharashtra, India

Citigroup Global Markets India Private Limited

1202, 12th Floor, First International Financial Centre
G-Block, C 54 & 55
Bandra Kurla Complex, Bandra (East)
Mumbai 400 098
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24th Floor, One Lodha Place
Senapati Bapat Marg
Lower Parel (West)
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ICICI Venture House
Appasaheb Marathe Marg

Prabhadevi, Mumbai 400 025
Maharashtra, India

Motilal Oswal Investment Advisors Limited

Motilal Oswal Tower
Rahimtullah Sayani Road
Opposite Parel ST Depot Prabhadevi
Mumbai 400 025
Maharashtra, India

SBI Capital Markets Limited

1501, 15th Floor, A & B Wing
Parinee Crescenzo Building
G Block, Bandra Kurla Complex Bandra (East)
Mumbai 400 051
Maharashtra, India

Domestic Legal Counsel to the Book Running Lead Managers

Cyril Amarchand Mangaldas

3rd Floor, Prestige Falcon Towers
19, Branton Road
Off M.G. Road
Bengaluru 560 025
Karnataka, India

International Legal Counsel to the Book Running Lead Managers

White & Case Pte. Ltd.

88 Market Street
Capita Spring, #41-01
Singapore 048948

International Legal Counsel to the Company

Sidley Austin LLP

6 Battery Road
Level 31
Singapore 049 909

Domestic Legal Counsel to the Company

Shardul Amarchand Mangaldas & Co

Express Towers, 23rd Floor
Nariman Point, Mumbai 400 021
Maharashtra, India

CONSENT LETTER FROM EACH DIRECTOR OF THE COMPANY

Date: 26-05-2025

The Board of Directors
Schloss Bangalore Limited
The Leela Palace
Diplomatic Enclave, Africa Avenue
Netaji Nagar, South Delhi
New Delhi 110 023
Delhi, India

Dear Sir/Madam,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Schloss Bangalore Limited (the "Company") comprising a fresh issue of Equity Shares by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

I, Deepak Parekh hereby give my consent to my name being included as Chairman and Independent Director of the Company in the red herring prospectus ("RHP") and the prospectus ("Prospectus") intended to be filed with the Registrar of Companies, Delhi and Haryana, at New Delhi ("RoC") and thereafter file with the Securities and Exchange Board of India ("SEBI") and the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE", and together with the BSE the "Stock Exchanges"), as well as in other documents and material in relation to the Offer (the "Offer Documents").

I confirm that the above information is complete, true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

This consent letter, including any annexures hereto, is for information and for inclusion (in part or full) in the Offer Documents. We also consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

This consent letter may be relied upon by the Company, the BRLMs, and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to the Securities and Exchange Board of India, the Registrar of Companies, Delhi and Haryana, at New Delhi, Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the BRLMs until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal advisors to each of the Company and BRLMs can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

We agree to keep the information regarding the Offer strictly confidential.

Sincerely,



Name: Deepak Parekh (DIN: 00009078)

Designation: Chairman & Independent Director

Schloss Bangalore Limited

Place: Mumbai

CC:

JM Financial Limited

7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

BoFA Securities India Limited

18th Floor, A wing, One BKC
“G” block, Bandra Kurla Complex
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Maharashtra, India

Domestic Legal Counsel to the Book Running Lead Managers

Cyril Amarchand Mangaldas

3rd Floor, Prestige Falcon Towers
19, Brunton Road
Off M.G. Road
Bengaluru 560 025
Karnataka, India

International Legal Counsel to the Book Running Lead Managers

White & Case Pte. Ltd.

88 Market Street
Capita Spring, #41-01
Singapore 048948

International Legal Counsel to the Company

Sidley Austin LLP

6 Battery Road
Level 31
Singapore 049 909

Domestic Legal Counsel to the Company

Shardul Amarchand Mangaldas & Co

Express Towers, 23rd Floor
Nariman Point, Mumbai 400 021
Maharashtra, India

Name: ANURAAG BHATNAGAR
Address: Flat No. – 901, 9th Floor
81, Aureate, Near Jamat E Jamoori – CHS Ltd.,
CTS No – 791 PT, Bandra West
Mumbai - 400050
Phone: +91 8657966585
Email: anuraag.bhatnagar@theleela.com

CONSENT LETTER FROM EACH DIRECTOR OF THE COMPANY

Date: 20-05-2025

The Board of Directors
Schloss Bangalore Limited
The Leela Palace
Diplomatic Enclave, Africa Avenue
Netaji Nagar, South Delhi
New Delhi 110 023
Delhi, India

Dear Sir/Madam,

Re: Proposed initial public offering of equity shares (the “Equity Shares”) of Schloss Bangalore Limited (the “Company”) comprising a fresh issue of Equity Shares by the Company (“Fresh Issue”) and an offer for sale of the Equity Shares by certain existing shareholders of the Company (“Offer for Sale” and together with the Fresh Issue, the “Offer”)

I, Anuraag Bhatnagar hereby give my consent to my name being included as Whole-time Director and Chief Executive Officer of the Company in the red herring prospectus (“RHP”) and the prospectus (“Prospectus”) intended to be filed with the Registrar of Companies, Delhi and Haryana, at New Delhi (“RoC”) and thereafter file with the Securities and Exchange Board of India (“SEBI”) and the BSE Limited (the “BSE”) and the National Stock Exchange of India Limited (the “NSE”, and together with the BSE the “Stock Exchanges”), as well as in other documents and material in relation to the Offer (the “Offer Documents”).

I confirm that the above information is complete, true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

This consent letter, including any annexures hereto, is for information and for inclusion (in part or full) in the Offer Documents. We also consent to the inclusion of this letter as a part of “*Material Contracts and Documents for Inspection*” in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

This consent letter may be relied upon by the Company, the BRLMs, and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to the Securities and Exchange Board of India, the Registrar of Companies, Delhi and Haryana, at New Delhi, Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the BRLMs until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal advisors to each of the Company and BRLMs can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

We agree to keep the information regarding the Offer strictly confidential.

Name: ANURAAG BHATNAGAR
Address: Flat No. – 901, 9th Floor
81, Aureate, Near Jamat E Jamoori – CHS Ltd.,
CTS No – 791 PT, Bandra West
Mumbai - 400050
Phone: +91 8657966585
Email: anuraag.bhatnagar@theleela.com

Sincerely,

Name: Anuraag Bhatnagar (DIN: 07967035)
Designation: Whole-time Director and Chief Executive Officer

Schloss Bangalore Limited

Place: Mumbai

CC:

JM Financial Limited

7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

BoFA Securities India Limited

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Mumbai 400 098
Maharashtra India

Name: ANURAAG BHATNAGAR
Address: Flat No. – 901, 9th Floor
81, Aureate, Near Jamat E Jamoori – CHS Ltd.,
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Mumbai - 400050
Phone: +91 8657966585
Email: anuraag.bhatnagar@theleela.com

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Maharashtra, India

SBI Capital Markets Limited

1501, 15th Floor, A & B Wing
Parinee Crescenzo Building
G Block, Bandra Kurla Complex Bandra (East)
Mumbai 400 051
Maharashtra, India

Domestic Legal Counsel to the Book Running Lead Managers

Cyril Amarchand Mangaldas

3rd Floor, Prestige Falcon Towers
19, Brunton Road
Off M.G. Road
Bengaluru 560 025
Karnataka, India

International Legal Counsel to the Book Running Lead Managers

White & Case Pte. Ltd.

88 Market Street
Capita Spring, #41-01
Singapore 048948

International Legal Counsel to the Company

Sidley Austin LLP

6 Battery Road
Level 31
Singapore 049 909

Domestic Legal Counsel to the Company

Shardul Amarchand Mangaldas & Co

Express Towers, 23rd Floor
Nariman Point, Mumbai 400 021
Maharashtra, India

CONSENT LETTER FROM COMPANY SECRETARY AND COMPLIANCE OFFICER

Date: **20-05-2025**

To,

The Board of Directors
Schloss Bangalore Limited
The Leela Palace
Diplomatic Enclave, Africa Avenue
Netaji Nagar, South Delhi
New Delhi 110 023, Delhi, India

Dear Sir/Ma'am,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Schloss Bangalore Limited (the "Company") comprising a fresh issue of Equity Shares by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

I, Jyoti Maheshwari, hereby give my consent to my name and other details mentioned herein being included as Company Secretary and Compliance Officer of the Company in the red herring prospectus (the "RHP") and the prospectus (the "Prospectus"), which the Company intends to file with the Registrar of Companies, Delhi and Haryana, at New Delhi (the "RoC") and thereafter file with the Securities and Exchange Board of India ("SEBI") and the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE", and together with the BSE the "Stock Exchanges") and in any other Offer-related documents, in respect of the Offer (the "Offer Documents").

I am a member of the Institute of Company Secretaries of India, holding membership number ACS24469. Further, I am responsible for monitoring compliance of the securities laws and for redressal of investor grievances, in connection with the Offer and subsequent listing of the Company's Equity Shares on the Stock Exchanges.

The following details with respect to me may be disclosed in the Offer Documents:

Name: Jyoti Maheshwari
Designation: Company Secretary & Compliance Officer
Address: Tower 4, Third Floor, Equinox Business Park, Kurla West, Mumbai 400 070, Maharashtra, India
Telephone Number: +91 22 6901 5454
Email: cs@theleela.com

I confirm that the above information is complete, true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

I agree to keep the information regarding the Offer strictly confidential.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents. We also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

This consent letter may be relied upon by the Company, the book running lead managers ("BRLMs"), and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to SEBI, the RoC, Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the BRLMs until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal advisors to each of the Company and BRLMs can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

Yours faithfully,


Name: Jyoti Maheshwari

Designation: Company Secretary & Compliance Officer

CC:

JM Financial Ltd.

7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

BoFA Securities India Limited

Ground floor, A wing, One BKC
G block, Bandra Kurla Complex
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18F, Tower 2, One World Centre
Plot 841, Jupiter Textile Mill Compound
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Motilal Oswal Investment Advisors Limited

Motilal Oswal Tower,
Rahimtullah Sayani Road,
Opposite Parel ST Depot, Prabhadevi,
Mumbai – 400 025 Maharashtra, India

Domestic Legal Counsel to the Book Running Lead Managers

Cyril Amarchand Mangaldas
3rd Floor, Prestige Falcon Towers
19, Brunton Road
Off M.G. Road
Bengaluru 560 025
Karnataka, India

Domestic Legal Counsel to the Book Running Lead Managers

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3rd Floor, Prestige Falcon Towers
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International Legal Counsel to the Book Running Lead Managers

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Capita Spring, #41-01
Singapore 048948

International Legal Counsel to the Company

Sidley Austin LLP
6 Battery Road
Level 31
Singapore 049 909

Domestic Legal Counsel to the Company

Shardul Amarchand Mangaldas & Co
Express Towers, 23rd Floor
Nariman Point, Mumbai 400 021
Maharashtra, India

CONSENT LETTER FROM EACH PROMOTER OF THE COMPANY

Date: 20-05-2025

The Board of Directors
Schloss Bangalore Limited
The Leela Palace
Diplomatic Enclave, Africa Avenue
Netaji Nagar, South Delhi
New Delhi 110 023
Delhi, India

Dear Sir/Madam,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Schloss Bangalore Limited (the "Company") comprising a fresh issue of Equity Shares by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

We, **Project Ballet Bangalore Holdings (DIFC) Pvt Ltd** consent to be named as a promoter and as a member of the promoter group of the Company in the red herring prospectus (the "RHP") and the prospectus (the "Prospectus"), which the Company intends to file with the Registrar of Companies, Delhi and Haryana, at New Delhi (the "RoC") and thereafter file with the Securities and Exchange Board of India ("SEBI") and the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE", and together with the BSE the "Stock Exchanges") and other documents and material in relation to the Offer (the "Offer Documents").

We confirm that the above information is complete, true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

This consent letter, including any annexures hereto, is for information and for inclusion (in part or full) in the Offer Documents. We also consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

This consent letter may be relied upon by the Company, the BRLMs, and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to the Securities and Exchange Board of India, the Registrar of Companies, Delhi and Haryana, at New Delhi, Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the BRLMs until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal advisors to each of the Company and BRLMs can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

We agree to keep the information regarding the Offer strictly confidential.

Sincerely,



Name: **Jonathan Robert Mills**
Director
Project Ballet Bangalore Holdings (DIFC) Pvt Ltd
Place: Dubai

CC:

JM Financial Limited

7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

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Maharashtra, India

Domestic Legal Counsel to the Book Running Lead Managers**Cyril Amarchand Mangaldas**

3rd Floor, Prestige Falcon Towers
19, Brunton Road
Off M.G. Road
Bengaluru 560 025
Karnataka, India

International Legal Counsel to the Book Running Lead Managers**White & Case Pte. Ltd.**

88 Market Street
Capita Spring, #41-01
Singapore 048948

International Legal Counsel to the Company**Sidley Austin LLP**

6 Battery Road
Level 31
Singapore 049 909

Domestic Legal Counsel to the Company**Shardul Amarchand Mangaldas & Co**

Express Towers, 23rd Floor
Nariman Point, Mumbai 400 021
Maharashtra, India

CONSENT LETTER FROM EACH PROMOTER OF THE COMPANY

Date: 20-05-2025

The Board of Directors
Schloss Bangalore Limited
The Leela Palace
Diplomatic Enclave, Africa Avenue
Netaji Nagar, South Delhi
New Delhi 110 023
Delhi, India

Dear Sir/Madam,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Schloss Bangalore Limited (the "Company") comprising a fresh issue of Equity Shares by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

We, **BSREP III Joy Two Holdings (DIFC) Limited** consent to be named as a promoter and as a member of the promoter group of the Company in the red herring prospectus (the "RHP") and the prospectus (the "Prospectus"), which the Company intends to file with the Registrar of Companies, Delhi and Haryana, at New Delhi (the "RoC") and thereafter file with the Securities and Exchange Board of India ("SEBI") and the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE", and together with the BSE the "Stock Exchanges") and other documents and material in relation to the Offer (the "Offer Documents").

We confirm that the above information is complete, true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

This consent letter, including any annexures hereto, is for information and for inclusion (in part or full) in the Offer Documents. We also consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

This consent letter may be relied upon by the Company, the BRLMs, and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to the Securities and Exchange Board of India, the Registrar of Companies, Delhi and Haryana, at New Delhi, Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the BRLMs until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal advisors to each of the Company and BRLMs can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

We agree to keep the information regarding the Offer strictly confidential.

Sincerely,



Name: Jonathan Robert Mills
Director
BSREP III Joy Two Holdings (DIFC) Limited
Place: Dubai

CC:

JM Financial Limited

7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

BoFA Securities India Limited

18th Floor, A wing, One BKC
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International Legal Counsel to the Book Running Lead Managers**White & Case Pte. Ltd.**

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6 Battery Road
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Domestic Legal Counsel to the Company**Shardul Amarchand Mangaldas & Co**

Express Towers, 23rd Floor
Nariman Point, Mumbai 400 021
Maharashtra, India

CONSENT LETTER FROM EACH PROMOTER OF THE COMPANY

Date: 20-05-2025

The Board of Directors
Schloss Bangalore Limited
The Leela Palace
Diplomatic Enclave, Africa Avenue
Netaji Nagar, South Delhi
New Delhi 110 023
Delhi, India

Dear Sir/Madam,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Schloss Bangalore Limited (the "Company") comprising a fresh issue of Equity Shares by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

We, BSREP III Tadoba Holdings (DIFC) Pvt Ltd consent to be named as a promoter and as a member of the promoter group of the Company in the red herring prospectus (the "RHP") and the prospectus (the "Prospectus"), which the Company intends to file with the Registrar of Companies, Delhi and Haryana, at New Delhi (the "RoC") and thereafter file with the Securities and Exchange Board of India ("SEBI") and the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE", and together with the BSE the "Stock Exchanges") and other documents and material in relation to the Offer (the "Offer Documents").

We confirm that the above information is complete, true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

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This consent letter may be relied upon by the Company, the BRLMs, and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to the Securities and Exchange Board of India, the Registrar of Companies, Delhi and Haryana, at New Delhi, Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the BRLMs until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal advisors to each of the Company and BRLMs can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

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We agree to keep the information regarding the Offer strictly confidential.

Sincerely,



Name: Jonathan Robert Mills
Director
BSREP III Tadoba Holdings (DIFC) Pvt Ltd
Place: Dubai

CC:

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Maharashtra, India

CONSENT LETTER FROM EACH PROMOTER OF THE COMPANY

Date: 20-05-2025

The Board of Directors
Schloss Bangalore Limited
The Leela Palace
Diplomatic Enclave, Africa Avenue
Netaji Nagar, South Delhi
New Delhi 110 023
Delhi, India

Dear Sir/Madam,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Schloss Bangalore Limited (the "Company") comprising a fresh issue of Equity Shares by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

We, **Project Ballet Chennai Holdings (DIFC) Pvt Ltd** consent to be named as a promoter and as a member of the promoter group of the Company in the red herring prospectus (the "RHP") and the prospectus (the "Prospectus"), which the Company intends to file with the Registrar of Companies, Delhi and Haryana, at New Delhi (the "RoC") and thereafter file with the Securities and Exchange Board of India ("SEBI") and the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE", and together with the BSE the "Stock Exchanges") and other documents and material in relation to the Offer (the "Offer Documents").

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All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

We agree to keep the information regarding the Offer strictly confidential.

Sincerely,



Name: Jonathan Robert Mills
Director
Project Ballet Chennai Holdings (DIFC) Pvt Ltd
Place: Dubai

CC:

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Domestic Legal Counsel to the Book Running Lead Managers

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Shardul Amarchand Mangaldas & Co

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Nariman Point, Mumbai 400 021
Maharashtra, India

CONSENT LETTER FROM EACH PROMOTER OF THE COMPANY

Date: 20-05-2025

The Board of Directors
Schloss Bangalore Limited
The Leela Palace
Diplomatic Enclave, Africa Avenue
Netaji Nagar, South Delhi
New Delhi 110 023
Delhi, India

Dear Sir/Madam,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Schloss Bangalore Limited (the "Company") comprising a fresh issue of Equity Shares by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

We, Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd consent to be named as a promoter and as a member of the promoter group of the Company in the red herring prospectus (the "RHP") and the prospectus (the "Prospectus"), which the Company intends to file with the Registrar of Companies, Delhi and Haryana, at New Delhi (the "RoC") and thereafter file with the Securities and Exchange Board of India ("SEBI") and the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE", and together with the BSE the "Stock Exchanges") and other documents and material in relation to the Offer (the "Offer Documents").

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This consent letter may be relied upon by the Company, the BRLMs, and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to the Securities and Exchange Board of India, the Registrar of Companies, Delhi and Haryana, at New Delhi, Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the BRLMs until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal advisors to each of the Company and BRLMs can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

We agree to keep the information regarding the Offer strictly confidential.

Sincerely,



Name: Jonathan Robert Mills
Director
Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd
Place: Dubai

CC:

JM Financial Limited

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Prabhadevi, Mumbai 400 025
Maharashtra, India

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Domestic Legal Counsel to the Book Running Lead Managers**Cyril Amarchand Mangaldas**

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CONSENT LETTER FROM EACH PROMOTER OF THE COMPANY

Date: 20-05-2025

The Board of Directors
Schloss Bangalore Limited
The Leela Palace
Diplomatic Enclave, Africa Avenue
Netaji Nagar, South Delhi
New Delhi 110 023
Delhi, India

Dear Sir/Madam,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Schloss Bangalore Limited (the "Company") comprising a fresh issue of Equity Shares by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

We, Project Ballet HMA Holdings (DIFC) Pvt Ltd consent to be named as a promoter and as a member of the promoter group of the Company in the red herring prospectus (the "RHP") and the prospectus (the "Prospectus"), which the Company intends to file with the Registrar of Companies, Delhi and Haryana, at New Delhi (the "RoC") and thereafter file with the Securities and Exchange Board of India ("SEBI") and the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE", and together with the BSE the "Stock Exchanges") and other documents and material in relation to the Offer (the "Offer Documents").

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Sincerely,



Name: Jonathan Robert Mills
Director
Project Ballet HMA Holdings (DIFC) Pvt Ltd
Place: Dubai

CC:

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CONSENT LETTER FROM EACH PROMOTER OF THE COMPANY

Date: 20-05-2025

The Board of Directors
Schloss Bangalore Limited
The Leela Palace
Diplomatic Enclave, Africa Avenue
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New Delhi 110 023
Delhi, India

Dear Sir/Madam,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Schloss Bangalore Limited (the "Company") comprising a fresh issue of Equity Shares by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

We, Project Ballet Udaipur Holdings (DIFC) Pvt Ltd consent to be named as a promoter and as a member of the promoter group of the Company in the red herring prospectus (the "RHP") and the prospectus (the "Prospectus"), which the Company intends to file with the Registrar of Companies, Delhi and Haryana, at New Delhi (the "RoC") and thereafter file with the Securities and Exchange Board of India ("SEBI") and the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE", and together with the BSE the "Stock Exchanges") and other documents and material in relation to the Offer (the "Offer Documents").

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Sincerely,



Name: Jonathan Robert Mills
Director
Project Ballet Udaipur Holdings (DIFC) Pvt Ltd
Place: Dubai

CC:

JM Financial Limited

7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

BoFA Securities India Limited

18th Floor, A wing, One BKC
“G” block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India

Morgan Stanley India Company Private Limited

18F, Tower 2, One World Centre
Plot 841, Senapati Bapat Marg
Mumbai 400 013
Maharashtra, India

J.P. Morgan India Private Limited

J.P. Morgan Tower, Off. C.S.T. Road
Kalina, Santacruz East
Mumbai 400 098
Maharashtra, India

Kotak Mahindra Capital Company Limited

27 BKC, 1st Floor,
Plot No. C – 27, “G” Block,
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Maharashtra, India

Axis Capital Limited

1st Floor, Axis House
P.B. Marg Worli
Mumbai 400 025
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Citigroup Global Markets India Private Limited

1202, 12th Floor, First International Financial Centre
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ICICI Securities Limited

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Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

Motilal Oswal Investment Advisors Limited

Motilal Oswal Tower
Rahimtullah Sayani Road
Opposite Parel ST Depot Prabhadevi
Mumbai 400 025
Maharashtra, India

SBI Capital Markets Limited

1501, 15th Floor, A & B Wing
Parinee Crescenzo Building
G Block, Bandra Kurla Complex Bandra (East)
Mumbai 400 051
Maharashtra, India

Domestic Legal Counsel to the Book Running Lead Managers**Cyril Amarchand Mangaldas**

3rd Floor, Prestige Falcon Towers
19, Brunton Road
Off M.G. Road
Bengaluru 560 025
Karnataka, India

International Legal Counsel to the Book Running Lead Managers**White & Case Pte. Ltd.**

88 Market Street
Capita Spring, #41-01
Singapore 048948

International Legal Counsel to the Company**Sidley Austin LLP**

6 Battery Road
Level 31
Singapore 049 909

Domestic Legal Counsel to the Company**Shardul Amarchand Mangaldas & Co**

Express Towers, 23rd Floor
Nariman Point, Mumbai 400 021
Maharashtra, India

Date: January 10, 2025

To,
The Board of Directors
Schloss Bangalore Limited
The Leela Palace
Diplomatic Enclave, Africa Avenue
Netaji Nagar, South Delhi
New Delhi 110 023
Delhi, India

Dear Ma'am/Sir,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Schloss Bangalore Limited (the "Company") comprising a fresh issue of Equity Shares by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

We, ICICI Bank Limited, do hereby consent to act as the Refund Bank and Public Offer Account Bank and to the inclusion of our name and details mentioned herein being inserted as an Refund Bank and Public Offer Account Bank the red herring prospectus ("RHP") and the prospectus ("Prospectus") intended to be filed with the Registrar of Companies, Delhi and Haryana, at New Delhi ("RoC") and thereafter to be filed with the Securities and Exchange Board of India (the "SEBI") and the stock exchanges where the Equity Shares are proposed to be listed (the "Stock Exchanges"), as well as in other documents and material in relation to the Offer (the "Offer Documents").

The following details with respect to us may be disclosed in the Offer Documents:

Name:	ICICI Bank Limited
Address:	Capital Market Division, 5th Floor, HT Parekh Marg Churchgate, Mumbai - 400020
Telephone number:	022- 68052182
E-mail:	ipocmg@icicibank.com
Website:	www.icicibank.com
Contact Person:	Mr. Varun Badai
SEBI Registration Number:	INBI00000004
CIN:	L65190GJ1994PLC021012

We enclose a copy of our registration certificate and declaration regarding our registration with SEBI in the required format (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues. We further confirm that no enquiry/ investigations are being conducted by SEBI on us and that no penalties have been imposed on us by SEBI.

ICICI Bank Limited
Capital Market Division Branch,
163, Ground Floor, Near ATM,
H T Parekh Marg, Churchgate,
Mumbai - 400 020,
Maharashtra, India.

Website www.icicibank.com
CIN :L65190GJ1994PLC021012

Regd. Office : ICICI Bank Tower, Near Chakli Circle,
Old Padra Road, Vadodara 390 007,
India.
Corp. Office : ICICI Bank Towers, Bandra-Kurla
Complex, Mumbai 400051, India.

We confirm that the above information is complete, true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the book running lead managers to the Offer ("BRLMs") until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal counsels appointed in relation to the Offer can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

We confirm that this certificate, including any annexures hereto, is for information and for inclusion (in part or full) in the RHP and the Prospectus filed in relation to the Offer, or any other Offer-related material. We also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

This consent letter may be relied upon by the Company, the book running lead managers ("BRLMs"), and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to SEBI, the RoC, Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

Sincerely,

For ICICI Bank Limited



Authorized Signatory

Name: Sujit Lingam

Date: 10/01/2025

CC:

JM Financial Limited

7th Floor, Cnergy

Appasaheb Marathe Marg

Prabhadevi, Mumbai 400 025

Maharashtra, India

ICICI Bank Limited

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Plot 841, Senapati Bapat Marg
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3rd Floor, Prestige Falcon Towers
19, Brunton Road
Off M.G. Road
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88 Market Street
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International Legal Counsel to the Company**Sidley Austin LLP**

6 Battery Road
Level 31
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India.

Corp. Office : ICICI Bank Towers, Bandra-Kurla
Complex, Mumbai 400051, India.

Annexure A**Date: January 10, 2025**

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as a Refund Bank and Public Offer Account Bank is true and correct:

1.	Registration Number	INBI00000004
2.	Date of permanent registration/ Renewal of registration	1/11/2015
3.	Date of expiry of registration	Permanent Registration
4.	If applied for renewal, date of application	NA
5.	Any communication from SEBI prohibiting the entity from acting as the intermediary	NO
6.	Any enquiry/ investigation being conducted by SEBI	NO
7.	Details of any penalty imposed by SEBI	NO

For ICICI Bank Limited**Authorised Signatory**

ICICI Bank Limited
Capital Market Division Branch,
163, Ground Floor, Near ATM,
H T Parekh Marg, Churchgate,
Mumbai - 400 020,
Maharashtra, India.

Website www.icicibank.com
CIN : L65190GJ1994PLC021012

Regd. Office : ICICI Bank Tower, Near Chakli Circle,
Old Padra Road, Vadodara 390 007,
India.
Corp. Office : ICICI Bank Towers, Bandra-Kurla
Complex, Mumbai 400051, India.

Date: January 10, 2025

To,
The Board of Directors
Schloss Bangalore Limited
The Leela Palace
Diplomatic Enclave, Africa Avenue
Netaji Nagar, South Delhi
New Delhi 110 023
Delhi, India

Dear Ma'am/Sir,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Schloss Bangalore Limited (the "Company") comprising a fresh issue of Equity Shares by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

We, ICICI Bank Limited, do hereby consent to act as the Sponsor Bank and to our name and details mentioned herein being inserted as Sponsor Bank and Banker to the Offer in the red herring prospectus ("RHP") and the prospectus ("Prospectus") intended to be filed with the Registrar of Companies, Delhi and Haryana, at New Delhi ("RoC") and thereafter to be filed with the Securities and Exchange Board of India (the "SEBI") and the stock exchanges where the Equity Shares are proposed to be listed (the "Stock Exchanges"), as well as in other documents and material in relation to the Offer (the "Offer Documents").

The following details with respect to us may be disclosed in the Offer Documents:

Name:	ICICI Bank Limited
Address:	Capital Market Division, 5th Floor, HT Parekh Marg Churchgate, Mumbai - 400020
Telephone number:	022- 68052182
E-mail:	ipocmg@icicibank.com
Website:	www.icicibank.com
Contact Person:	Mr. Varun Badai
SEBI Registration Number:	INBI00000004
CIN:	L65190GJ1994PLC021012

We enclose a copy of our registration certificate and declaration regarding our registration with SEBI in the required format (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues.

We confirm that the above information is complete, true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

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Website www.icicibank.com
CIN :L65190GJ1994PLC021012

Regd. Office : ICICI Bank Tower, Near Chakli Circle,
Old Padra Road, Vadodara 390 007,
India,
Corp. Office : ICICI Bank Towers, Bandra-Kurla
Complex, Mumbai 400051, India.

We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the book running lead managers to the Offer ("BRLMs") until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal counsels appointed in relation to the Offer can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter may be relied upon by the Company, the BRLMs, and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

We confirm that this certificate, including any annexures hereto, is for information and for inclusion (in part or full) in the RHP and the Prospectus filed in relation to the Offer, or any other Offer-related material. We also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

Sincerely,

For ICICI Bank Limited



Authorized Signatory

Name: Sujit Lingam

Date: 10/01/2025

CC:

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7th Floor, Cnergy
Appasaheb Marathe Marg
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Domestic Legal Counsel to the Book Running Lead Managers**Cyril Amarchand Mangaldas**

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Express Towers, 23rd Floor
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Mumbai - 400 020,
Maharashtra, India.

Website www.icicibank.com
CIN :L65190GJ1994PLC021012

Regd. Office : ICICI Bank Tower, Near Chakli Circle,
Old Padra Road, Vadodara 390 007,
India.

Corp. Office : ICICI Bank Towers, Bandra-Kurla
Complex, Mumbai 400051, India.

Annexure A**Date: January 10, 2025**

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as a Sponsor Bank is true and correct:

1.	Registration Number	INBI00000004
2.	Date of permanent registration/ Renewal of registration	1/11/2015
3.	Date of expiry of registration	Permanent Registration
4.	If applied for renewal, date of application	NA
5.	Any communication from SEBI prohibiting the entity from acting as the intermediary	NO
6.	Any enquiry/ investigation being conducted by SEBI	NO
7.	Details of any penalty imposed by SEBI	NO

For ICICI Bank Limited**Authorised Signatory**

ICICI Bank Limited
Capital Market Division Branch,
163, Ground Floor, Near ATM,
H T Parekh Marg, Churchgate,
Mumbai - 400 020,
Maharashtra, India.

Website www.icicibank.com
CIN : L65190GJ1994PLC021012

Regd. Office : ICICI Bank Tower, Near Chakli Circle,
Old Padra Road, Vadodara 390 007,
India.
Corp. Office : ICICI Bank Towers, Bandra-Kurla
Complex, Mumbai 400051, India.

CONSENT LETTER FROM THE ESCROW COLLECTION BANKS/REFUND BANKS

To,

The Board of Directors
Schloss Bangalore Limited
The Leela Palace
Diplomatic Enclave, Africa Avenue
Netaji Nagar, South Delhi
New Delhi 110 023
Delhi, India

Dear Sir/Ma'am,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Schloss Bangalore Limited (the "Company") comprising a fresh issue of Equity Shares by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

We, Axis Bank Limited, do hereby consent to act as the Escrow Collection Bank and to the inclusion of our name and details mentioned herein being inserted as an Escrow Collection Bank the red herring prospectus ("RHP") and the prospectus ("Prospectus") intended to be filed with the Registrar of Companies, Delhi and Haryana, at New Delhi ("RoC") and thereafter to be filed with the Securities and Exchange Board of India (the "SEBI") and the stock exchanges where the Equity Shares are proposed to be listed (the "Stock Exchanges"), as well as in other documents and material in relation to the Offer (the "Offer Documents").

The following details with respect to us may be disclosed in the Offer Documents:

Name: AXIS BANK LIMITED.

Address: Axis House", 6th Floor, C-2, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai - 400 025

Telephone number: (Direct) 022 43253669

E-mail: vishal.lade@axisbank.com

Website: www.axisbank.com

Contact Person: Vishal M. Lade

SEBI Registration Number: INB100000017

Corporate Identity Number (CIN): L65110GJ1993PLC020769

We enclose a copy of our registration certificate and declaration regarding our registration with SEBI in the required format (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues. We further confirm that no enquiry/ investigations are being conducted by SEBI on us and that no penalties have been imposed on us by SEBI.

We confirm that the above information is complete, true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the book running lead managers to the Offer ("BRLMs") until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal counsels appointed in relation to the Offer can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

We confirm that this certificate, including any annexures hereto, is for information and for inclusion (in part or full) in the RHP and the Prospectus filed in relation to the Offer, or any other Offer-related material. We also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

Ground floor Sixth Sense Mall At junction of Gokhale Road Elphinstone Road and Savan
Road Parel Mumbai - Maharashtra - India 400025

REGISTERED OFFICE : "Trishul" - 3rd Floor Opp. Samartheswar Temple, Near Law Garden
Ellisbridge, Ahmedabad - 380006. Telephone No. 079-26409322 Fax No. - 079-26409321

CIN: L65110GJ1993PLC020769 Website - www.axisbank.com



This consent letter may be relied upon by the Company, the book running lead managers ("BRLMs"), and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to SEBI, the RoC, Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully,

For and on behalf of Axis Bank Limited.

Authorized signatory

Name: Dilip Kanaujiya.

Date: January 10, 2025.



CC:

JM Financial Limited

7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

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18th Floor, A wing, One BKC
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Domestic Legal Counsel to the Company

Shardul Amarchand Mangaldas & Co

Express Towers, 23rd Floor
Nariman Point, Mumbai 400 021
Maharashtra, India



Annexure A

[On the letterhead of the Escrow Collection Bank]

1. Registration Number:	INBI00000017
2. Date of registration / Renewal of registration:	June 19, 2021
3. Date of expiry of registration:	Permanent Registration.
4. If applied for renewal, date of application:	NA



5. Period up to which registration/ renewal fees has been paid:	15th November 2027
---	--------------------

Certificate of registration is provided herein:



CONSENT LETTER FROM THE SPONSOR BANK

To,

The Board of Directors
Schloss Bangalore Limited
The Leela Palace
Diplomatic Enclave, Africa Avenue
Netaji Nagar, South Delhi
New Delhi 110 023
Delhi, India

Dear Sir/Ma'am,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Schloss Bangalore Limited (the "Company") comprising a fresh issue of Equity Shares by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

We, **Axis Bank Limited**, do hereby consent to act as the Sponsor Bank and to our name and details mentioned herein being inserted as Sponsor Bank and Banker to the Offer in the red herring prospectus ("RHP") and the prospectus ("Prospectus") intended to be filed with the Registrar of Companies, Delhi and Haryana, at New Delhi ("RoC") and thereafter to be filed with the Securities and Exchange Board of India (the "SEBI") and the stock exchanges where the Equity Shares are proposed to be listed (the "Stock Exchanges"), as well as in other documents and material in relation to the Offer (the "Offer Documents").

The following details with respect to us may be disclosed in the Offer Documents:

Name: **AXIS BANK LIMITED.**

Address: Axis House", 6th Floor, C-2, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai - 400 025

Telephone number: (Direct) 022 43253669

E-mail: vishal.lade@axisbank.com

Website: www.axisbank.com

Contact Person: Vishal M. Lade

SEBI Registration Number: INBI00000017

Corporate Identity Number (CIN): L65110GJ1993PLC020769

We enclose a copy of our registration certificate and declaration regarding our registration with SEBI in the required format (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues.

We confirm that the above information is complete, true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the book running lead managers to the Offer ("BRLMs") until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal counsels appointed in relation to the Offer can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter may be relied upon by the Company, the BRLMs, and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.



We confirm that this certificate, including any annexures hereto, is for information and for inclusion (in part or full) in the RHP and the Prospectus filed in relation to the Offer, or any other Offer-related material. We also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully,

For and on behalf of **Axis Bank Limited.**

Authorized signatory

Name: Dilip Kanujiya.

Date: January 10, 2025,

CC:

JM Financial Limited

7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

BoFA Securities India Limited

18th Floor, A wing, One BKC
"G" block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India

Morgan Stanley India Company Private Limited

18F, Tower 2, One World Centre
Plot 841, Senapati Bapat Marg
Mumbai 400 013
Maharashtra, India

J.P. Morgan India Private Limited

J.P. Morgan Tower, Off. C.S.T. Road
Kalina, Santacruz East
Mumbai 400 098
Maharashtra, India

Kotak Mahindra Capital Company Limited

27 BKC, 1st Floor,
Plot No. C – 27, "G" Block,
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Maharashtra, India

Axis Capital Limited

1st Floor, Axis House
P.B. Marg Worli
Mumbai 400 025
Maharashtra, India

Citigroup Global Markets India Private Limited

1202, 12th Floor, First International Financial Centre
G-Block, C 54 & 55
Bandra Kurla Complex, Bandra (East)
Mumbai 400 098



Maharashtra India

IIFL Capital Services Limited (Formerly known as IIFL Securities Limited)
24th Floor, One Lodha Place
Senapati Bapat Marg
Lower Parel (West)
Mumbai 400 013
Maharashtra, India

ICICI Securities Limited
ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

Motilal Oswal Investment Advisors Limited
Motilal Oswal Tower
Rahimtullah Sayani Road
Opposite Parel ST Depot Prabhadevi
Mumbai 400 025
Maharashtra, India

SBI Capital Markets Limited
1501, 15th Floor, A & B Wing
Parinee Crescenzo Building
G Block, Bandra Kurla Complex Bandra (East)
Mumbai 400 051
Maharashtra, India

Domestic Legal Counsel to the Book Running Lead Managers

Cyril Amarchand Mangaldas
3rd Floor, Prestige Falcon Towers
19, Brundage Road
Off M.G. Road
Bengaluru 560 025
Karnataka, India

International Legal Counsel to the Book Running Lead Managers

White & Case Pte. Ltd.
88 Market Street
Capita Spring, #41-01
Singapore 048948

International Legal Counsel to the Company

Sidley Austin LLP
6 Battery Road
Level 31
Singapore 049 909

Domestic Legal Counsel to the Company

Shardul Amarchand Mangaldas & Co
Express Towers, 23rd Floor
Nariman Point, Mumbai 400 021
Maharashtra, India



Annexure A

1. Registration Number:	INBI00000017
2. Date of registration / Renewal of registration:	June 19, 2021
3. Date of expiry of registration:	Permanent Registration.
4. If applied for renewal, date of application:	NA



5. Period up to which registration/ renewal fees has been paid:	15th November 2027
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Certificate of registration is provided herein:

