

# SCHLOSS BANGALORE LIMITED

(formerly known as Schloss Bangalore Private Limited)

Registered Office: The Leela Palace, Diplomatic Enclave, Africa Avenue, Netaji Nagar New Delhi South Delhi 110023

Tel No. +91 (11) 39331234 Email Id: [cs@theleela.com](mailto:cs@theleela.com) CIN: U55209DL2019PLC347492 website: [www.theleela.com](http://www.theleela.com)

## CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF SCHLOSS BANGALORE LIMITED (FORMERLY KNOWN AS SCHLOSS BANGALORE PRIVATE LIMITED) HELD ON MAY 12, 2025 THROUGH AUDIO-VIDEO CONFERENCING

### APPROVE AND ADOPT THE UPDATED DRAFT RED HERRING PROSPECTUS IN RELATION TO THE INITIAL PUBLIC OFFER BY THE COMPANY

“**RESOLVED THAT** in furtherance of the resolution of the Board dated September 18, 2024 and the IPO Committee dated September 20, 2024 and February 02, 2025 approving the draft red herring prospectus and the ‘in-principle’ approvals each dated November 8, 2024 received from BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) and subject to and in accordance with the applicable provisions of the Companies Act, 2013, and the rules notified thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulations) Rules, 1957 and any other regulations, circular, guidelines issued by the Securities and Exchange Board of India (“**SEBI**”), each as amended, the updated draft red herring prospectus (“**UDRHP**”) in respect of the proposed initial public offering of equity shares of face value of ₹10 each of the Company (the “**Equity Shares**”), comprising a fresh issue of Equity Shares aggregating up to ₹25,000.00 million (the “**Fresh Issue**”) and an offer for sale of Equity Shares aggregating up to ₹10,000.00 million by the Promoter Selling Shareholder (such offer for sale, the “**Offer for Sale**” and together with the Fresh Issue the “**Offer**”), a copy of which is placed be and is hereby taken on record and approved for filing with SEBI and such other authorities or persons as may be required.

**RESOLVED FURTHER THAT** any of the Directors and/or Head of Asset Management & CFO and/or Company Secretary and Compliance Officer of the Company, be and are hereby severally authorised to finalise or carry out any further alterations to the UDRHP and submit the same with the SEBI and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and undertake such other necessary steps to implement the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise in relation thereto.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above matters and to settle any difficulty or doubt that may arise in this regard, any of the Directors and/or Head of Asset Management & CFO and/or Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such act(s), deed(s), matter(s) and thing(s) and execute all such documents, instruments and writing as they may in their sole and absolute discretion deem necessary or expedient.

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

### FOR SCHLOSS BANGALORE LIMITED

JYOTI

MAHESHWARI

Digitally signed by  
JYOTI MAHESHWARI  
Date: 2025.05.16  
20:21:36 +05'30'

**Jyoti Maheshwari**

**Company Secretary & Compliance Officer**

**Membership No.: ACS 24469**

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

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## **TO APPROVE AND ADOPT THE DRAFT RED HERRING PROSPECTUS**

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

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

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

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

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

**Certified True Copy  
For Schloss Bangalore Limited**

ANURAAG  
BHATNAGAR  
Anuraag Bhatnagar

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

Director

DIN:07967035

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

LTD, Fisheries University Road,

Opp Madhuban Aaram Nagar 2,

Versova Mumbai 400061

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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF SCHLOSS BANGALORE LIMITED HELD ON MONDAY, SEPTEMBER 16, 2024, AT TOWER-4, THIRD FLOOR, EQUINOX BUSINESS PARK, OFF LBS MARG, KURLA (WEST) MUMBAI 400070.**

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**APPROVAL FOR RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFER OF EQUITY SHARES, INCLUDING, ANY DISCOUNT AND RESERVATION CONTEMPLATED IN THE OFFER**

**“RESOLVED THAT** subject to approval of shareholders of the Company through a special resolution, in accordance with applicable laws, regulations, policies, rules, guidelines, notifications, circulars, directions, clarifications and orders, as may be applicable including, without limitation, with or without modification, and pursuant to provisions of Sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, each as amended (collectively referred to as the **“Companies Act”**), the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and other applicable regulations and guidelines issued by the Reserve Bank of India (**“RBI”**), the Securities and Exchange Board of India (**“SEBI”**), and any other applicable laws, rules, regulations, policies, guidelines including any foreign investment law, clarifications, directions, circulars, orders and notifications issued by the Government of India (**“GoI”**), including the Department for Promotion of Industry and Internal Trade, the Registrar of Companies, Delhi and Haryana at New Delhi (**“RoC”**), SEBI, the Department of Economic Affairs, Ministry of Finance, Government of India (**“DEA”**), RBI or any other regulatory or statutory authority, in India or outside India (collectively, the **“Applicable Laws”**), and in accordance with the enabling provisions of the memorandum of association and the articles of association of the Company and the uniform listing agreements to be entered into between the Company and the respective recognised stock exchanges of India where the Equity Shares are proposed to be listed (**“Stock Exchanges”**), and subject to any approvals, consents, waivers, permissions and sanctions from the GoI, RoC, SEBI, RBI and any other appropriate governmental, statutory and regulatory authorities of India (**“Regulatory Authorities”**) and any third parties including but not limited to the lender(s) of the Company and subject to such other approvals, consents, waivers, permissions and sanctions as may be required from the Regulatory Authorities and such third parties (if any) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, waivers, permissions and sanctions, and which may be agreed to by the Board (which term shall include a duly authorised committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the Board be and is hereby accorded to undertake an initial public offering of Equity Shares for an amount aggregating up to ₹ 60,000.00 million in the following manner (i) create, issue, offer and allot such number of Equity Shares, for cash either at par or premium such that the amount being raised pursuant to the fresh issue aggregates up to an amount which may be as decided by the Board (**“Fresh Issue”**) (with an option to the Company to retain an over-subscription to the extent of 1% of the net Offer (*defined below*) size, or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalizing the basis of allotment in consultation with the designated stock exchange and the book running lead managers appointed in relation to the Offer (the **“BRLMs”**)); and (ii) an offer for sale of Equity Shares by existing and eligible shareholders who intimate their intention to sell equity shares to the Board, of such number of Equity Shares held by them which are eligible to be offered for sale in the Offer in accordance with the SEBI ICDR Regulations (the **“Offer for Sale”** and such shareholders, the **“Selling Shareholders”**, (the Offer for Sale together with the Fresh Issue, the **“Offer”**), which may include, without limitation the issue and allotment of Equity Shares to the stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations which shall include, without limitation, reservation of a certain number of Equity Shares, discounts (if any) for any category or categories of persons as permitted under the Applicable Laws at a price to be determined by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, for cash at such premium or discount per Equity Share as allowed under Applicable Laws and as may be fixed and determined, in consultation with the BRLMs, to any category of persons who are eligible investors, who may or may not be the shareholder(s) of the Company as the Board may, in consultation with the BRLMs decide, including anchor investors and qualified institutional buyers as defined under Regulations 2(1)(c) and 2(1)(ss), respectively of the SEBI ICDR Regulations, foreign/resident investors (whether institutions, incorporated bodies, mutual funds and/ or individuals or otherwise), Hindu undivided families, employees working in India or abroad, non-resident Indians, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, alternative investment funds, venture capital funds, foreign venture capital investors, public financial institutions, scheduled commercial banks, state industrial development corporations, insurance companies registered with the Insurance and Regulatory Development Authority of India, insurance funds set up and managed by the Department of Posts, India, provident funds, pension funds, national investment fund, insurance funds, trusts/ societies registered under the Societies

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Registration Act, 1860, Indian mutual funds, systemically important non-banking financial companies, multilateral and bilateral development financial institutions, bodies corporate, companies, private or public or other entities whether incorporated or not, authorities and to such other persons, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof, or any other category of investors who are permitted to invest in the Equity Shares as per Applicable Laws (collectively referred to as the “Investors”), in one or more combinations thereof, whether through the Offer or otherwise in one or more modes or combinations thereof in consultation with the BRLMs /or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the BRLMs and that the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion think fit.

**RESOLVED FURTHER THAT** the Equity Shares allotted/ transferred pursuant to the Offer shall be listed on one or more recognized stock exchanges in India.

**RESOLVED FURTHER THAT** the Board and such other persons as may be authorised by the Board be and is hereby authorised on behalf of the Company to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Laws, including without limitation, eligible employees of the Company (“Reservation”) or to provide a discount to the Offer price to retail individual bidders or eligible employees (“Discount”), and to take any and all actions in connection with any Reservation or Discount as the Board may, in consultation with the BRLMs, think fit or proper, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

**RESOLVED FURTHER THAT** all monies received out of the Fresh Issue shall be transferred to a separate bank account opened for the purpose of Offer referred to in Section 40(3) of the Companies Act, and in case the company for any reason is unable to allot the Equity Shares, application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with Applicable Laws.

**RESOLVED FURTHER THAT** subject to the approval of shareholders of the Company and pursuant to the provisions of Sections 23, 62(1)(c), 42 and any other applicable provisions, if any, of the Companies Act and other Applicable Laws, and in accordance with the enabling provisions of the memorandum and articles of association of the Company, the consent and approval of the Board be and is hereby accorded to issue and allot, at the discretion of the Board, such number of Equity Shares which aggregates up to an amount which may be as decided by the Board, to certain investors as permitted under Applicable Laws on or prior to filing of the red herring prospectus with the RoC and SEBI (“Pre-IPO Placement”), at such price as the Board may, in consultation with the BRLMs and/or other advisors, determine in light of the then prevailing market conditions in accordance with Applicable Laws and do all such other acts, deeds, matters and things as the Board may from time to time, in their absolute discretion deem fit and including without limitation, negotiate, finalize and execute any document or agreement, including without limitation any private placement offer letters, placement agreement, escrow agreement, term sheet and such other documents or any amendments or supplements thereto and to open any bank account for the purpose if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Pre-IPO Placement or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing. In the event of a Pre-IPO Placement, the size of the Fresh Issue would be reduced to the extent of Equity Shares issued under the Pre-IPO Placement, subject to the Offer satisfying the minimum issue size requirements under the Securities Contracts (Regulation) Rules, 1957, as amended.

**RESOLVED FURTHER THAT** the Equity Shares so issued, allotted or transferred under the Offer (including any Reservation or green shoe option) shall be subject to the memorandum of association and the articles of association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares of the Company and the investors who are issued, allotted or transferred the Equity Shares in the Offer shall be entitled to participate in dividends, if any, declared by the Company after the allotments of Equity Shares in the Offer, in compliance with the Applicable Laws.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any of the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Offer, the Board, in consultation with the BRLMs, be and is hereby authorised to determine any decision in relation to the Offer, including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or

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transferred in each tranche, offer price, premium amount, discount (as allowed under Applicable Laws), Reservations, listing on one or more Stock Exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things in relation to the Offer including appointment of the intermediaries, opening escrow account, finalising the basis of allotment of the Equity Shares, and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLMs, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Offer, transfer and allotment of the Equity Shares, and utilization of the Fresh Issue proceeds and any such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company, without requiring any further approval of the shareholders, except as required under law and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such committee thereof as the Board may constitute in its behalf.

**RESOLVED FURTHER THAT** the powers of the Board set forth herein above are inclusive and not exclusive, and shall not be deemed to be restricted to, or be constrained by the provisions of any other part of this resolution.

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

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

**Certified True Copy**

**For Schloss Bangalore Limited**

**ANURAAG**

Digitally signed by  
ANURAAG BHATNAGAR

**BHATNAGAR**

Date: 2024.09.17  
17:49:51 +05'30'

Anuraag Bhatnagar

Director

DIN:07967035

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