

Notice of Annual General Meeting

NOTICE TO THE MEMBERS

NOTICE IS HEREBY GIVEN THAT THE SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF SCHLOSS BANGALORE LIMITED (FORMERLY KNOWN AS SCHLOSS BANGALORE PRIVATE LIMITED) WILL BE HELD ON FRIDAY, SEPTEMBER 19, 2025 AT 11.00 A.M. (IST) THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT the audited standalone financial statements of the Company for the Financial Year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted.”

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT the audited consolidated financial statements of the Company for the Financial year ended March 31, 2025, and the reports of the Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted.”

3. To appoint a director in place of Mr. Anuraag Bhatnagar (DIN: 07967035) who retires by rotation and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of Section 152 and any other applicable provisions, if any, of the Companies Act, 2013, Mr. Anuraag Bhatnagar (DIN: 07967035), who retires by rotation and being eligible for re-appointment, be and is hereby reappointed as a Director of the Company, liable to retire by rotation.”

4. To re-appoint M/s B S R & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors of the Company, M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), be and is hereby re-appointed as the Statutory Auditors of the Company, for a term of five consecutive years to hold office from the conclusion of the Sixth Annual General Meeting (AGM) until the conclusion of the Eleventh AGM of the Company, to be held in the FY 2030-31 on such remuneration plus applicable taxes, reimbursement of out-of-pocket and other incidental expenses in connection with the audit, as may be mutually agreed upon between any one Director and/or Head - Asset Management & CFO of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

SPECIAL BUSINESS

5. To appoint M/s. Makarand M. Joshi & Co, Practicing Company Secretaries as the Secretarial Auditors of the Company.

To consider and if thought fit, approve the following resolution as an **Ordinary Resolution**

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“RESOLVED THAT pursuant to the provisions of Section 179, 204 and any other applicable provisions of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (“the Act”) and other rules and regulations prescribed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for time being in force), and in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, as amended from time to time, and based on the recommendation of the Audit Committee and Board of Directors, M/s. Makarand M. Joshi & Co, Practicing Company Secretaries (FRN: P2009MH007000 & Peer Review No. 6832/2025) be and are hereby appointed as the Secretarial Auditors of the Company to conduct Secretarial Audit and issue the Secretarial Compliance Report for a period of 5 (Five) consecutive financial years commencing from FY 2025-26 up to FY 2029-30 on such remuneration plus applicable taxes, reimbursement of out-of-pocket and other incidental expenses in connection with the audit as may be mutually agreed upon between any one Director and/or Head - Asset Management & CFO of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

6. To approve the name change of the Company and consequent alteration in the Memorandum of Association and Articles of Association of the Company

To consider, and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section(s) 4, 5, 13, 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Rule 29 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s), rule(s) or guideline(s), the enabling

provisions of the Memorandum of Association and the Articles of Association of the Company and Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and subject to the approval of Central Government (power delegated to Registrar of Companies (“ROC”)) and other regulatory authorities, as may be applicable, consent of the shareholders of the Company be and is hereby accorded to change the name of the Company from “Schloss Bangalore Limited” to “Leela Palaces Hotels & Resorts Limited”.

RESOLVED FURTHER THAT the existing Name Clause of the Memorandum of Association of the Company be altered and substituted with the following clause:

I. The name of the Company is Leela Palaces Hotels & Resorts Limited.

RESOLVED FURTHER THAT in accordance with the Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT the name “Schloss Bangalore Limited” wherever appearing in any of the documents/records of the Company be substituted by the new name “Leela Palaces Hotels & Resorts Limited” in accordance with the provisions of applicable laws.

RESOLVED FURTHER THAT any one Director and/or, Head - Asset Management & CFO and/or Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to file all the necessary forms and / or returns and make an application to the ROC and / or to Central Government, stock exchanges and / or any other statutory authorities, to act, represent and/or appear before any statutory authorities for and on behalf of the Company, to delegate all or any of the aforesaid powers in favor of any person(s) / official(s) etc., to settle any question, doubt or difficulty which may arise in this regard and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution.”

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NOTES:

- 1 Pursuant to the General Circular Nos. 14/2020 dated April 08, 2020 and the latest being 09/2024 dated September 19, 2024, read with other relevant circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and other circulars issued in this regard ("SEBI Circulars") (collectively referred to as "Circulars"), the Company is convening the Annual General Meeting ('the Meeting' or 'AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') without the physical presence of the Members. The deemed venue for the AGM will be the Registered Office of the Company.
- 2 For the purpose of the Companies Act, 2013 ("Act"), the proceedings of the meeting shall be deemed to be conducted at the Registered Office of the Company situated at The Leela Palace, Diplomatic Enclave, Africa Avenue, Netaji Nagar, New Delhi, 110023.
- 3 PURSUANT TO THE PROVISIONS OF THE ACT AND SEBI LISTING REGULATIONS, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY(IES) NEED NOT BE A MEMBER OF THE COMPANY. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map for the AGM are not annexed to this Notice.
- 4 Institutional shareholders/corporate shareholders (i.e., other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG format) of their respective Board or governing body Resolution, Authorization, etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail to scrutinisers@mmjc.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUFs, NRIs, etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on "Upload Board Resolution/Authority Letter", etc. displayed under the "e-Voting" tab in their login.
- 5 In the case of joint holders attending the AGM, only such joint holder, who is higher in the order of names, will be entitled to vote.
- 6 The explanatory statement pursuant to Section 102 of the Act and Regulation 36(5) of SEBI Listing Regulations setting out material facts concerning the business under Item Nos. 4 to 6 of the Notice is annexed hereto. The relevant details pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.
- 7 The Members can join the AGM through VC/OAVM 30 minutes before and within 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 8 The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 9 In terms of the MCA Circulars and the relevant SEBI Circulars, the Company is sending this AGM Notice along with the Annual Report for F.Y. 2024-2025 in electronic form only to those Members whose email IDs are registered with the Company, Registrar and Transfer Agent and Depositories as on the Benpos Date August 22, 2025. The Company shall send the physical copy of the Annual Report for F.Y. 2024-2025 only to those Members who specifically request the same at cs@theleela.com mentioning

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- their Folio No/DP ID and Client ID. The Notice convening the AGM and the Annual Report for F.Y. 2024-2025 have been uploaded on the website of the Company at <https://www.theleela.com/AGM-FY2024-25> and may also be accessed from the relevant section on the website of BSE Limited (BSE) at www.bseindia.com and the National Stock Exchange of India Limited (NSE) at www.nseindia.com and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.
10. Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registration of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the RTA at einward.ris@kfintech.com in case the shares are held in physical form, quoting their folio number. Changes intimated to the DP will then be automatically reflected in the Company's records. Further, Members may note that SEBI has mandated the submission of PAN by every member in the Securities Market.
 11. Further, SEBI has vide its circular dated January 25, 2022 mandated listed companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests in prescribed Form ISR-4, as available on the Company's website at <https://www.theleela.com/shareholder-forms> and on the website of RTA at www.kfintech.com. It may be noted that any service request can be processed only after the folio is KYC compliant.
 12. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to get inherent benefits of dematerialization, Members holding shares of the Company in physical form, are requested to kindly get their shares converted into dematerialized form. Members can contact the Company's RTA at www.kfintech.com for assistance in this regard.
 13. SEBI vide Circular dated July 31, 2023, read with Master Circular dated December 28, 2023, has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to above mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
 14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR- 3 or Form SH-14, as the case maybe. The said forms can be downloaded from the Company's website at <https://www.theleela.com/shareholder-forms> and from the website of the RTA at www.kfintech.com. Members are requested to submit the said form to their DP in case the shares are held by them in electronic form and to the RTA at www.kfintech.com in case the shares are held in physical form, quoting their Folio number/DP ID and Client ID.
 15. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
 16. Members desiring inspection of the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. Members may send their requests to cs@theleela.com from their registered email addresses mentioning their name, Folio numbers/ DP ID and Client ID.

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17. PROCESS AND MANNER OPTING FOR E-VOTING:

- i) In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/ CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to the e-Voting facility provided by listed entities, the Company is providing the facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. The Company has engaged the services of NSDL for facilitating e-Voting to enable the Members to cast their votes electronically as well as for e-Voting during the AGM. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if it/they have been passed at the AGM.
- ii) Members are provided with the facility for voting through an electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the AGM.
- iii) Members who have already cast their vote by remote e-Voting prior to the AGM, will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-Voting.
- iv) Members of the Company holding shares as on the cut-off date i.e. Friday, September 12, 2025 may cast their vote by remote e-Voting. The remote e-Voting

period commences on Monday, September 15, 2025 at 09.00 a.m. (IST) and ends on Thursday, September 18, 2025 at 05.00 p.m. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 12, 2025.

- v) The Company has appointed Mr. Vaibhav Dandawate (Membership No.: A51538, CP No.: 27947), failing him Ms. Deepti Kulkarni (Membership No.: A34733, CP No.: 22502), Partners, Makarand M. Joshi & Co., Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote E-voting and E-voting process at the AGM in a fair and transparent manner. After the conclusion of voting at the AGM, the Scrutinizer shall unblock the votes cast through remote E-voting and E-voting during the AGM and shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against each resolution to the Chairman or a person authorised by him, who shall countersign the Report and declare the results. The voting results will be announced within two working days from the conclusion of AGM. Upon receipt of the requisite number of votes, the resolutions shall be deemed to have been passed on the date of the AGM. The results declared along with the Scrutinizer's Report will be available on the website of the Company at <https://www.theleela.com/AGM-FY2024-25> and on the website of the Stock Exchanges i.e., BSE at www.bseindia.com and NSE at www.nseindia.com.

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THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

The remote e-voting period begins on Monday, September 15, 2025 at 09.00 a.m. (IST) and ends on Thursday, September 18, 2025 at 05.00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Friday, September 12, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 12, 2025.

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

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

Step 1: Access to NSDL e-Voting system





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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting\

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Type of shareholders	Login Method
	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user you're existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see the e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 - 21 - 09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name, and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

How to cast your vote electronically and join General Meetings on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinisers@mmjc.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Suresh Shetty, Assistant Manager, at evoting@nsdl.co.in

Notice (Contd.)

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

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

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

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

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

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

Notice (Contd.)

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at cs@theleela.com. The same will be replied by the company suitably.
6. If any shareholder wishes to register himself / herself as the speaker in the AGM, he or she is requested to send an email to the Company at cs@theleela.com or to NSDL at evoting@nsdl.co.in on or before Friday, September 12, 2025.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER.

Item No. 4:

The Members at the First AGM held on February 18, 2021 had approved the appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No.: 101248W/W-100022), as the Statutory Auditors of the Company, for a term of 5 (five) consecutive years to hold office from the conclusion of said AGM i.e., First AGM till the conclusion of the Sixth AGM. Accordingly, their first consecutive term of 5 years as Statutory Auditors of the Company will expire at the conclusion of this Sixth AGM. In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for two terms of five consecutive years. After evaluating and considering various factors such as review of performance, industry experience, competency of the audit team, quality of audit, skills, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('the Board'), at their Meeting held on May 6, 2025, based on the recommendation of the Audit Committee have approved and recommended to the Members, the re-appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No.: 101248W/W-100022), as the Statutory Auditors of the Company, for a second term of five consecutive years, to hold office from the conclusion of Sixth AGM till the conclusion of Eleventh AGM of the Company.

The proposed remuneration payable to M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No.: 101248W/W-100022), for audit services for the financial year 2025-26 is INR 4.50 Million, plus applicable taxes, excluding reimbursement of out-of-pocket and other incidental expenses in connection with the audit, as may be mutually agreed between the Board and the Statutory Auditors. The remuneration payable to the Statutory Auditors for the subsequent years of their term shall be determined by the Board, based on the recommendation of the Audit Committee and as mutually agreed with the Statutory Auditors. M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No.: 101248W/W-100022) have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

Brief Profile of Proposed Statutory Auditor – B S R & Co. LLP

B S R & Co. LLP is a renowned audit firm with a significant presence in India, operating in 14 cities with a team of over 6,000 professionals, including 4,200+ audit specialists. The firm is known for its strong commitment to audit quality, supported by a robust governance structure and significant investments in innovation and training. It has substantial experience across diverse sectors such as hospitality, industrial markets, consumer products, technology, and financial services.

The firm works closely with regulators and standard-setters including NFRA, ICAI, SEBI, MCA, and RBI. It has served as auditors for several reputed clients in the hospitality sector, including Indian Hotels, Leela Hotels, Mahindra Holidays, and Chalet Hotels.

The firm's credentials, sector experience, and dedicated team make B S R & Co. LLP a suitable choice for appointment as Statutory Auditor of the Company.

M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No.: 101248W/W-100022), Chartered Accountants, was paid statutory audit fees of INR 2.21 Million (plus applicable taxes and out of pocket expenses) for the financial year 2024-25.

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Members are requested to consider the same and accord their approval towards re-appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No.: 101248W/W-100022), as Statutory Auditors of the Company for their second term of five years.

None of the Directors and/ or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board recommends the resolution set forth in Item No. 4 for the approval of Members as an Ordinary Resolution, for the re-appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No.: 101248W/W-100022), as the Statutory Auditors of the Company, for a second term of five consecutive years, to hold office from the conclusion of 6th AGM till the conclusion of 11th AGM of the Company, considering various factors such as review of performance, industry experience, competency of the audit team, quality of audit, skills, efficiency in conduct of audit, independence, etc.

Item No. 5

Appointment of Secretarial Auditor

Pursuant to the provisions of Section 204 and other applicable provisions of the Act, if any, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, every listed company is required to annex with its Board's Report, made in terms of sub-section (3) of section 134 a Secretarial Audit Report given by a Company Secretary in Practice.

Further, pursuant to Regulation 24A of the SEBI Listing Regulations, as amended from time to time, every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary, and the appointment of such Secretarial Auditor shall be approved by the Members of the Company at the Annual General Meeting.

In view of that above, after evaluating and considering various factors such as industry experience, competence of the audit team efficiency in conduct of audit, independence, etc., the Board of Directors of the Company in its meeting held on August 22, 2025

approved the appointment of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, (FRN: P2009MH007000 & Peer Review No. 6832/2025), as the Secretarial Auditors of the Company, for a term of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30, subject to approval of the shareholders of the Company at the ensuing Annual General Meeting at such remuneration as mutually agreed between any one Director and/or Head - Asset Management & CFO of the Company and the Secretarial Auditor.

Brief Profile of Proposed Secretarial Auditor – Makarand M. Joshi & Co.

Makarand M. Joshi & Co, Company Secretaries is a leading, peer reviewed firm of Practicing Company Secretaries with over 25 years of excellence in Corporate Governance and Compliance. MMJC is widely recognized for its expertise in Secretarial Audits, Compliance Audits, and Due Diligence across sectors like banking, financial services, IT/Telecom, pharmaceuticals, FMCG, and infrastructure etc. The firm offers end-to-end advisory and compliance services under Corporate Laws, SEBI Regulations, NBFC Laws, FEMA, and Merger & Acquisition.

M/s. Makarand M. Joshi & Co., have consented to their appointment as Secretarial Auditors and has confirmed that their appointment will be in accordance with Section 204 of Companies Act, 2015 read with SEBI (LODR) Regulations, 2015.

The proposed remuneration to be paid to M/s. Makarand M. Joshi & Co., for secretarial audit services for the financial year ending March 31, 2026, is INR 0.30 Million plus applicable taxes and out of-pocket expenses.

The Board of Directors shall approve revisions to the remuneration of M/s. Makarand M. Joshi & Co., for the remaining part of the tenure in such manner and to such extent as may be mutually agreed with M/s. Makarand M. Joshi & Co.

In view of the above, the consent of the Members is requested to pass an Ordinary Resolution as set out at Item No. 5 of the Notice.

None of the Directors and/ or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

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The Board recommends the Resolution set forth in Item No. 5 for the approval of the Members of the Company by way of an Ordinary Resolution.

Item No. 6

NAME CHANGE OF THE COMPANY

The Company has received a name availability letter dated August 01, 2025 from the Registrar of Companies, Central Registration Centre, informing no objection with respect to change in the name of the Company as proposed above. The proposed change of name would be subject to the necessary approvals in terms of the provisions of the Act.

Accordingly, your Board on August 22, 2025 approved the change in name of the Company from “Schloss Bangalore Limited” to “Leela Palaces Hotels & Resorts Limited” and the consequent amendments to the Memorandum of Association and the Articles of Association of the Company subject to the approval of the shareholders of the Company by way of special resolution and approvals of requisite statutory, regulatory or governmental authorities, as may be required under applicable laws.

The members may further note that there is no proposal to change the objects of the Company. The proposed change in name of the Company would not result in change of the legal status, constitution, turnover, operations or activities of the Company, nor would it affect any rights or obligations of the Company or the members and stakeholders.

The Company has complied with Regulation 45 of the SEBI Listing Regulations, to the extent they are applicable, and has also obtained a certificate from a Practicing Chartered Accountant in respect of the same, copy of which is annexed herewith as Annexure A.

The Board recommends the Resolution set forth in Item No. 6 for the approval of the Members of the Company by way of a Special Resolution

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution no. 6 as set out in this Notice except to the extent of their shareholding, if any.

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING

In pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2)

Name of the Director	Mr. Anuraag Bhatnagar
Date of Birth	September 09, 1965
Category	Whole-Time Director and CEO
Nationality	Indian
Age	59 Years
DIN	07967035
Qualification	MBA – Hotel Management
Date of first Appointment on the Board	November 26, 2020
Experience & Expertise in specific functional area	<p>Anuraag Bhatnagar is the Whole-time Director and Chief Executive Officer of our Company, overseeing the evolution of India’s only institutionally owned and managed luxury hospitality brand. Since assuming the role in 2020, he has steered the company through a period of transformational growth, expanding the portfolio from 8 to 13 operating hotels, with a robust development pipeline poised to cross 20 in the near term.</p> <p>With over three decades of leadership experience across marquee hospitality brands, Anuraag brings deep domain expertise and operational discipline to The Leela’s strategic evolution. Under his leadership, The Leela has sharpened its identity as a custodian of Indian luxury, while elevating its presence on the global stage.</p>

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	<p>His tenure has seen the launch of several brand-defining initiatives—Aujasya by The Leela, Tishya by The Leela, Icons of India by The Leela, and The Leela Palace Service—each designed to reinforce our brand identity and elevate service delivery across the portfolio.</p> <p>A strong advocate for innovation and responsible growth, Anuraag has embedded sustainability into the core of the company’s operations—from renewable energy transitions and electric mobility solutions to circular collaborations like Leela Ke Phool and talent-led development like Leela Leadership Development Programme. The company has consistently earned recognition on the global stage, with repeated honours from Travel + Leisure USA, Condé Nast Traveller, and other key industry accolades, is a testament to the brand’s growing resonance with discerning travellers worldwide.</p> <p>His industry leadership has been widely recognised, with honours such as the Hall of Fame awards at the Preferred Hotel Awards 2025, Hotelier India Awards 2024 and Hospitality Horizon Top 50 Hotel Awards 2024, CEO of the Year at the PATWA International Travel Awards 2023 at ITB Berlin, and COO/VP of the Year at the Hotelier India Awards 2017.</p> <p>Today, as The Leela embarks on its journey as a publicly listed entity, Anuraag continues to guide the brand towards long-term value creation, operational resilience and a distinctive expression of Indian luxury that resonates across borders.</p>	<table><tr><td>Board Membership of other listed Companies</td><td>Nil</td></tr><tr><td>Remuneration Details</td><td>As per the shareholders approval in the general meeting dated March 28, 2025</td></tr><tr><td>Number of Board Meetings attended by the Director during the FY March 31, 2025</td><td>26 (Twenty-Six)</td></tr><tr><td>Chairmanships/ Memberships of the Committees of the Company</td><td>Member – Corporate Social Responsibility Committee</td></tr><tr><td>Membership/ Chairmanship of Committees across other Public Companies (listed as well as unlisted)</td><td>Nil</td></tr><tr><td>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</td><td>NIL</td></tr><tr><td>List of Companies from which resigned in the past three years</td><td>NIL</td></tr><tr><td>Terms and Conditions of appointment or re-appointment</td><td>Appointed as Whole time Director w.e.f. September 13, 2024 for a period of five years liable to retire by rotation and as Chief Executive Officer w.e.f. September 13, 2024</td></tr></table>	Board Membership of other listed Companies	Nil	Remuneration Details	As per the shareholders approval in the general meeting dated March 28, 2025	Number of Board Meetings attended by the Director during the FY March 31, 2025	26 (Twenty-Six)	Chairmanships/ Memberships of the Committees of the Company	Member – Corporate Social Responsibility Committee	Membership/ Chairmanship of Committees across other Public Companies (listed as well as unlisted)	Nil	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL	List of Companies from which resigned in the past three years	NIL	Terms and Conditions of appointment or re-appointment	Appointed as Whole time Director w.e.f. September 13, 2024 for a period of five years liable to retire by rotation and as Chief Executive Officer w.e.f. September 13, 2024
Board Membership of other listed Companies	Nil																	
Remuneration Details	As per the shareholders approval in the general meeting dated March 28, 2025																	
Number of Board Meetings attended by the Director during the FY March 31, 2025	26 (Twenty-Six)																	
Chairmanships/ Memberships of the Committees of the Company	Member – Corporate Social Responsibility Committee																	
Membership/ Chairmanship of Committees across other Public Companies (listed as well as unlisted)	Nil																	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL																	
List of Companies from which resigned in the past three years	NIL																	
Terms and Conditions of appointment or re-appointment	Appointed as Whole time Director w.e.f. September 13, 2024 for a period of five years liable to retire by rotation and as Chief Executive Officer w.e.f. September 13, 2024																	
No. of shares held in the Company	Nil																	

Notice (Contd.)

List of Directorship in other Companies.	Schloss Chanakya Private Limited
	Schloss Udaipur Private Limited
	Schloss Chennai Private Limited
	Schloss HMA Private Limited
	Tulsi Palace Resort Private Limited
	Leela Palaces and Resorts Limited
	Leela BKC Holdings Private Limited
	Inside India Resorts Private Limited
	Anasvish Tiger Camp Private Limited

By Order of the Board of Directors
For Schloss Bangalore Limited

Jyoti Maheshwari
Company Secretary and Compliance Officer
ACS No - 24469

REGISTERED OFFICE: The Leela Palace, Diplomatic Enclave, Africa Avenue, Netaji Nagar, New Delhi - 110023

CORPORATE OFFICE: Tower-4, Third Floor, Equinox Business Park, Kurla West, Mumbai - 400070, Maharashtra

CIN: L55209DL2019PLC347492

Place: Mumbai

Date: August 22, 2025

Annexure A

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

PRACTICING CHARTERED ACCOUNTANT'S CERTIFICATE PURSUANT TO REGULATION 45 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATION, 2015

1. This certificate is issued in accordance with the terms of our engagement.
2. We have been requested by the management of the Schloss Bangalore Limited ('the Company' or 'SBL'), to issue a certificate certifying the compliance with conditions prescribed under Sub-Regulation (1) of Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulation') for change of the name of the Company from "Schloss Bangalore Limited" to "Leela Palaces Hotels & Resorts Limited"

MANAGEMENT RESPONSIBILITY

3. The management of the Company is responsible for the preparation and maintenance of all accounting and other records and documents supporting the particulars as mentioned in this certificate. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The management is also responsible for ensuring that the Company complies with the requirements of the Regulation.

Notice (Contd.)

PRACTITIONER'S RESPONSIBILITY

5. Our responsibility is to provide a reasonable assurance, based on the procedures performed and evidence obtained, as to whether anything has come to our attention that causes to believe that the particulars as mentioned in this certificate is not in accordance with the underlying supporting documents maintained by the Company.
6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

OPINION

8. Based on the procedures performed as outlined above and the representation provided to us, and on the basis of information and explanations provided to us by the management, we confirm that:

Regulation	Particulars	Our opinion
45(1)(a)	Time period of at least one year has elapsed from the last name change.	The Company has not changed its name since at least last one year period.
45(1)(b)	At least fifty percent, of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name.	The Company has not changed its main activity in the preceding one year period.

Regulation	Particulars	Our opinion
45(1)(c)	The amount invested in the new activity/project is at least fifty percent. of the assets of the listed entity.	The Company has not changed its main activity nor invested in new activity/project.

RESTRICTIONS ON USE

9. The certificate is addressed to and provided to the management of the Company and they can include it in explanatory statement of the Notice of the General Meeting and any intimation to the Stock Exchange and should not be used by any other person. Accordingly, we do not accept or assume any liability or any duty of care for any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For R Manmohan & Associates

Chartered Accountants

Firm Registration No.: 023546S

R. Manmohan

Proprietor

Membership Number: 212570

Place: Bangalore

Date: August 21, 2025

UDIN: 25212570BMTFBR4392