

Integrated Governance

LEELA PALACES HOTELS & RESORTS LIMITED

General information about company

Scrip code	544408	
NSE Symbol	THELEELA	
MSEI Symbol	NOTLISTED	
ISIN	INE0AQ201015	
Date of start of financial year	01-04-2025	
Date of end of financial year	31-03-2026	
Reporting Quarter Type	Half Yearly	
Date of Quarter Ending	30-09-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	true	
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	true	
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	true	
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	false	Not Applicable
Risk management committee	true	
Market Capitalisation as per immediate previous Financial Year	Any other	
Is SCORE ID Available ?	true	
SCORE Registration ID	coms02093	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																								
Whether the listed entity has a Regular Chairperson																								
Whether Chairperson is related to MD or CEO																								
true																								
Disqualification of Directors under section 164 of the Companies Act, 2013																								
Sr no.	Title(Mr/Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	DEEPAK SHANTILAL PAREKH	00009078	Non-Executive - Independent Director	Chairperson		false				Active	Yes	17-09-2024	13-09-2024			13	3	1	3	1			
2	Mr	MUKESH HARI BUTANI	01452839	Non-Executive - Independent Director	Not Applicable		false				Active	NA		13-09-2024			13	6	6	8	5			
3	Ms	APURVA PUROHIT	00190097	Non-Executive - Independent Director	Not Applicable		false				Active	NA		13-09-2024			13	5	5	4	1			
4	Mr	ANKUR GUPTA	08687570	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		13-09-2024			13	1	0	2	0			
5	Mr	ASHANK KOTHARI	08565174	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		13-09-2024			13	1	0	0	0			
6	Ms	ANANYA TRIPATHI	08102039	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		29-05-2024			16	2	1	2	0			
7	Mr	SHAI ZELERING	10765188	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		13-09-2024			13	1	0	0	0		Textual Information(1)	
8	Mr	ANURAAG BHATNAGAR	07967035	Executive Director	Not Applicable		false				Active	NA		26-11-2020			58	1	0	0	0			

Text Block

Textual Information(1)

Not Applicable being a foreign citizen

Annexure I

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01452839	MUKESH HARI BUTANI	Non-Executive - Independent Director	Chairperson	16-09-2024		
2	00009078	DEEPAK SHANTILAL PAREKH	Non-Executive - Independent Director	Member	16-09-2024		
3	00190097	APURVA PUROHIT	Non-Executive - Independent Director	Member	16-09-2024		
4	08687570	ANKUR GUPTA	Non-Executive - Non Independent Director	Member	16-09-2024		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01452839	MUKESH HARI BUTANI	Non-Executive - Independent Director	Chairperson	23-03-2025		
2	00009078	DEEPAK SHANTILAL PAREKH	Non-Executive - Independent Director	Member	16-09-2024		
3	00190097	APURVA PUROHIT	Non-Executive - Independent Director	Member	16-09-2024		
4	08102039	ANANYA TRIPATHI	Non-Executive - Non Independent Director	Member	16-09-2024		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson							true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	00009078	DEEPAK SHANTILAL PAREKH	Non-Executive - Independent Director	Chairperson	16-09-2024			
2	08687570	ANKUR GUPTA	Non-Executive - Non Independent Director	Member	16-09-2024			
3	08102039	ANANYA TRIPATHI	Non-Executive - Non Independent Director	Member	16-09-2024			

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson							true
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01452839	MUKESH HARI BUTANI	Non-Executive - Independent Director	Chairperson	16-09-2024		
2	08565174	ASHANK KOTHARI	Non-Executive - Non Independent Director	Member	16-09-2024		
3	08102039	ANANYA TRIPATHI	Non-Executive - Non Independent Director	Member	16-09-2024		
4	99999999	RAVI SHANKAR	Head - Asset Management & Chief Financial Officer	Member	16-09-2024		Textual Information(1)

Text Block

Textual Information(1)

Mr. Ravi Shankar is the Head of Asset Management and CFO.

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson							true
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00190097	APURVA PUROHIT	Non-Executive - Independent Director	Chairperson	16-09-2024		
2	07967035	ANURAAG BHATNAGAR	Executive Director	Member	16-09-2024		
3	08102039	ANANYA TRIPATHI	Non-Executive - Non Independent Director	Member	16-09-2024		

Other Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					true	
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
No records available						

Annexure I

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	06-05-2025			true	8	7	3
2	12-05-2025	5		true	8	7	3
3	20-05-2025	7		true	8	6	2
4	28-05-2025	7		true	8	7	3
5	22-07-2025	54		true	8	7	3
6	22-08-2025	30		true	8	7	3

Annexure I

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	06-05-2025				true	4	4	3	0
2	Audit Committee	12-05-2025	5			true	4	4	3	0
3	Audit Committee	20-05-2025	7			true	4	3	2	0
4	Audit Committee	20-05-2025				true	4	3	3	0
5	Audit Committee	22-07-2025	62			true	4	4	3	0
6	Audit Committee	22-08-2025	30			true	4	3	3	0
7	Nomination and remuneration committee	06-05-2025				true	4	4	3	0
8	Nomination and remuneration committee	22-08-2025	107			true	4	4	3	0
9	Stakeholders Relationship Committee	22-07-2025				true	3	3	1	0

Annexure I

V. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure I

Sr	Subject	Compliance status
1	Name of signatory	Jyoti Maheshwari
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		false
Other details of cyber security incidence or breaches or loss of data event		
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event
No records available		

Affirmations on Compliance Requirements for AGM (applicable only for the first half-year filing i.e., 2nd quarter)

III. Affirmations			
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA) If status is 'No' details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	NA
6	Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	Yes
7	Submission of Annual Secretarial Compliance Report	24A(2)	NA
8	Whether 'Corporate Governance Report' disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Any other information to be provided			Textual Information(1)

Text Block

Textual Information(1)

With reference to confirmation in point no. 5 & 6: The appointment of Secretarial Auditor under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations] was not applicable for the financial year 202425, as the Company was listed on 02.06.2025. Subsequently, the Company appointed a Secretarial Auditor in accordance with Regulation 24A of the SEBI (LODR) Regulations at its Sixth Annual General Meeting held on 19.09.2025.

Annexure III

1	Name of signatory	Jyoti Maheshwari
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	Jyoti Maheshwari
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	30-10-2025

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	3
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	2
No. of investor complaints those remaining unresolved at the end of the Quarter	1

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					Textual Information(1)
Sr.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1	Leela BKC Holdings Private Limited	05-08-2025	49.99	0.00	49.99

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Textual Information(1)

The Company subscribed to 67,48,650 equity shares of Leela BKC Holdings Private Limited on 05.08.2025; however there was no percentage change in the shareholding, as the subscription was made pursuant to a right issue.

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	Directorate General of GST Intelligence, Gurugram	Schloss Chanakya Private Limited, a material subsidiary of Leela Palaces Hotels & Resorts Limited (formerly Schloss Bangalore Limited), received a summon under Section 70 of the Central Goods and Services Tax Act, 2017, seeking details relating to accommodation bookings made through e-commerce platforms. Subsequently, the Company also received a pre-show cause notice in Form GST DRC-01A, requiring details of tax payment under the reverse charge mechanism on commission paid to e-commerce operators located outside India. The Company has suo moto discharged the tax along with applicable interest and penalty for the period FY 2019-20 (October 2019 onwards) to FY 2023-24. Further, the Company has paid a total penalty of INR 2,94,391 till 30 September 2025.	08-08-2025	Short payment of tax under forward charge mechanism and reverse charge mechanism	There is no material impact on financial, operational or other activities of Leela Palaces Hotels & Resorts Limited

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	Assistant Commissioner of Income Tax, Transfer Pricing	29-09-2025	Schloss HMA Private Limited ('SHPL'), Wholly Owned Subsidiary of the Company, has received an order on September 29, 2025 from the Office Of The Assistant Commissioner of Income Tax, Transfer Pricing, issued under Section 92CA(3) of the Income-tax Act, 1961 for Assessment Year 2023-24, wherein an adjustment on a specific issue has been proposed The actual tax impact cannot be determined at this stage and will only be determinable on issuance of the assessment order. SHPL is awaiting completion of the assessment proceedings. As per process, SHPL will suitably challenge the adjustment in due course, on receipt of the assessment order. There is no material impact on financial, operational or other activities of the Company.	The matter is pending before National Faceless Assessment Centre (NFAC)/ Assessment Unit