

LEELA PALACES HOTELS & RESORTS LIMITED

(formerly known as Schloss Bangalore Limited)

Registered Office: The Leela Palace, Diplomatic Enclave, Africa Avenue, Netaji Nagar New Delhi South Delhi 110023
Tel No. +91 (11) 39331234 Email Id: cs@theleela.com CIN: L55209DL2019PLC347492 Website: www.theleela.com

Ref No.: THELEELA/2026-27/58

Date: October 15, 2026

To	To
Sr. General Manager Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400001 Scrip Code- 544408 ISIN - INE0AQ201015	Sr. General Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1, Block G Bandra Kurla Complex Bandra (E), Mumbai – 400 051 Symbol- THELEELA ISIN - INE0AQ201015

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement (“Notice”) issued for seeking the approval of the Members of the Company on the following resolution:

Sl. No.	Particulars of the Resolution	Type of Resolution
1	To approve material related party transactions with Leela BKC Holdings Private Limited (“Leela BKC”) for construction and other purposes	Ordinary Resolution

In accordance with the applicable circulars issued by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”), the Notice is being circulated only through electronic mode to those Members whose email addresses are registered with the Company / KFin Technologies Limited, the Registrar and Share Transfer Agent (“RTA”), or the Depositories / Depository Participants, as on Friday, October 09, 2026 (“Cut-off Date”), for the purpose of obtaining their approval to the proposed resolution.

The Company has engaged National Securities Depository Limited (“NSDL”) to provide the remote e-voting facility to its members. The remote e-voting period shall commence on Saturday, October 17, 2026, at 09.00 a.m. (IST) and shall conclude on Sunday, November 15, 2026, at 05.00 p.m. (IST), upon which the e-voting facility shall be disabled by NSDL. The details of the procedure to cast the vote through remote e-voting are provided in note no. 15 of the notes of the Notice.

The above information will also be available on the website of the Company at <https://www.theleela.com/general-meeting-information/Postal-Ballot>.

We request you to kindly take the above on record.

Thanking you,

For Leela Palaces Hotels & Resorts Limited
(formerly known as Schloss Bangalore Limited)

JYOTI
MAHESHWARI
Digitally signed by JYOTI
MAHESHWARI
Date: 2026.10.15 18:24:20
+05'30'

Jyoti Maheshwari
Company Secretary and Compliance Officer
Membership No.: A24469

Encl: as Above



LEELA PALACES HOTELS & RESORTS LIMITED
(formerly known as Schloss Bangalore Limited)

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

Tel No. +91 (11) 39331234 Email Id: cs@theleela.com Website: www.theleela.com

CIN: L55209DL2019PLC347492

POSTAL BALLOT NOTICE

Pursuant to Section(s) 108 and 110 of the Companies Act, 2013 read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Section(s) 108 and 110 of the Companies Act, 2013 (**"the Act"**) read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) and other applicable provisions of the Act and the rules made thereunder and in compliance with the general circular issued by the Ministry of Corporate Affairs (**"MCA"**) no. 20/2020 dated May 5, 2020, 14/ 2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, 3/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, 03/2025 dated September 22, 2025, (collectively referred to as **"MCA Circulars"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), and the Securities and Exchange Board of India (**"SEBI"**) Master Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), the items of special business as set out in this Notice are proposed for consideration and approval by the Members of Leela Palaces Hotels & Resorts Limited (formerly known as Schloss Bangalore Limited) (**"the Company"**) by way of Postal Ballot, only through voting by electronic means (**"remote e-voting"**).

In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice along with an explanatory statement (**"Notice"**) and remote e-voting instructions only by email to its Members who have registered their email address with the Company/ Kfin Technologies Limited, Registrar and Share Transfer Agent (**"RTA"**) or depository(ies) / depository participants as on Friday, October 09, 2026 (**"Cut-Off Date"**). If your email address is not registered with the Company/ RTA/ Depositories/ Depository Participants, please follow the process provided in note no. 11 of the notes to this Notice. The communication of assent /dissent of the Members on the resolution(s) proposed in the Notice will only take place through the remote e-voting system.

Detailed explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution(s) setting out the material facts and reasons thereof, are appended to this Notice.

The Company has engaged services of the National Securities Depository Limited (**"NSDL"**) for facilitating remote e-voting. Instructions for remote e-voting are provided in note no. 15 of the notes of this Notice.

The Notice shall be uploaded on the website of the Company <https://www.theleela.com/general-meeting-information/Postal-Ballot>, on the website of NSDL <https://www.evoting.nsdl.com/> the website of the RTA at <https://www.kfintech.com/> and on the websites of National Stock Exchange of India Limited www.nseindia.com and the BSE Limited www.bseindia.com (jointly referred to as **"Stock Exchanges"**).

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Ms. Komal Shrimankar, (ACS Membership No. 47702 and Certificate of Practice No. 27905) and failing her, Mr. Shivaganga Muralidhar Pramod, (FCS Membership No. F7834 and Certificate of Practice No. 13784), partners of BMP & Co. LLP, Practicing Company Secretary(ies) as the Scrutinizer(s) to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner. The remote e-voting period commences from Saturday, October 17, 2026, from 09.00 a.m. (IST) and ends on Sunday, November 15, 2026 at 05.00 p.m. (IST). The details of the procedure to cast the vote through remote e-voting are provided in note no. 15 of the notes of this Notice.

The voting results along with the Scrutinizer's Report will be submitted to the Stock Exchanges, where the equity shares of the Company are listed. The same will also be uploaded on the Company's website <https://www.theleela.com/general-meeting-information/Postal-Ballot>, and on the website of NSDL www.evoting.nsdl.com

SPECIAL BUSINESS

ITEM NO 1: TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH LEELA BKC HOLDINGS PRIVATE LIMITED ("LEELA BKC") FOR CONSTRUCTION AND OTHER PURPOSES

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ("Act") and rules made thereunder ("Rules"), Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") and all other applicable provisions of the Act, Rules, Listing Regulations and the rules, regulations, notifications and circulars including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof issued by the applicable regulatory authorities including the Securities and Exchange Board of India ("SEBI"), the BSE Limited and National Stock Exchange of India Limited (collectively referred to as "Stock Exchanges") where the equity shares of the Company are listed and such other laws, rules, regulations, notifications and circulars (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable ("Applicable Laws"), the relevant provisions of the Memorandum of Association and Articles of Association of the Company, based on the recommendation of the Audit Committee and Board of Directors of the company, and in accordance with the Company's Policy on Related Party Transactions, the approval of the members of the Company be and is hereby accorded for the proposed material related party transaction(s) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Leela BKC Holdings Private Limited ("Leela BKC"), an associate of the company, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for an aggregate amount of up to INR 4,500 million within one year from the date of shareholders' approval, for the purposes of:

- (i) infusing additional funds into Leela BKC, in one or more tranches through subscription of debt instruments or through such other instruments or arrangements as may be deemed most efficient and appropriate in accordance with applicable law, for purchasing additional FSI, paying for certain regulatory and construction related approvals, funding development expenditures, meeting working capital requirements, and incurring other project-related costs necessary for timely implementation of the Project;
- (ii) subscribing to any securities (including debt instruments) issued by Leela BKC, repaying or redeeming any securities (including any debt instruments), whether in whole or in part and in one or more tranches subscribed by the Company in Leela BKC;
- (iii) receiving or paying interest or dividends or other distributions on any such instruments/securities; and/or
- (iv) reimbursing expenses incurred in the ordinary course of business (such as legal and technical consultants' fees, administrative and statutory costs) to, or receiving reimbursement of such expenses from, Leela BKC¹;

on such terms and conditions as may be agreed between the Company and Leela BKC, each at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT any Director of the Company and/or Head - Asset Management & CFO and/or Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to obtain approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions.

RESOLVED FURTHER THAT any Director of the Company and/or Head - Asset Management & CFO and/or Company Secretary & Compliance Officer of the Company be and are hereby authorised to certify a copy of this resolution and issue the same to all concerned parties and to make necessary statutory filings with, statutory authorities, if any."

By Order of the Board of Directors

For Leela Palaces Hotels & Resorts Limited
(Formerly known as *Schloss Bangalore Limited*)

Sd/-

Jyoti Maheshwari

Company Secretary and Compliance Officer

Membership No.: A24469

Address: The Leela Palace, Diplomatic Enclave, Africa Avenue, Netaji Nagar, New Delhi, India -110023.

Email Id: cs@theleela.com

Date: October 14, 2026

¹ Leela BKC may also deploy certain funds from its internal accruals and/or external funding sources for making payments to the Company, including by way of reimbursement, distributions or such other permissible mechanisms, as may be considered appropriate from time to time.

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 and Section 110 of the Companies Act, 2013 ("**the Act**") read with the applicable rules made thereunder, setting out the material facts in respect of the business proposed at item no 01 is annexed hereto and forms part of this Postal Ballot Notice ("**Notice**").
2. In compliance with the MCA Circulars and SS-2, this Notice along with the explanatory statement and remote e-voting instructions are being sent only through electronic mode to all those Members whose e-mail addresses are registered with the Company, RTA/ Depositories/ Depository Participants and whose names appear in the Register of Members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on Friday, October 09, 2026 ("**Cut-off Date**"). A person who is not a member as on the Cut-Off date should treat this Notice for informational purposes only.
3. The voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Cut-off Date. A person, whose name is recorded in the Register of Members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date, shall only be entitled to cast vote through remote e-voting.
4. In Compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, SS-2, Regulation 44 of the Listing Regulations and the MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting. Accordingly, the physical copies of this Notice along with postal ballot forms and pre-paid business envelopes will not be sent to the Members and accordingly, the Members are required to communicate their assent or dissent through remote e-voting system only.
5. The remote e-voting period shall commence at 09:00 a.m. (IST) on Saturday, October 17, 2026 and shall conclude at 05:00 p.m. (IST) on Sunday, November 15, 2026 (both days inclusive). During this period, Members of the Company holding equity shares either in physical or dematerialized form as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants or RTA), may cast their vote electronically, in respect of the resolution(s) as set out in this Notice only through remote e-voting. The remote e-voting module shall be disabled by NSDL thereafter. Once the vote on resolution is cast by a Member, no changes shall be allowed subsequently.
6. Ms. Komal Shrimankar, (ACS Membership No. 47702 and Certificate of Practice No. 27905) and failing her, Mr. Shivaganga Muralidhar Pramod, (FCS Membership No. F7834 and Certificate of Practice No. 13784), partners of BMP & Co. LLP, Practicing Company Secretary(ies) have been appointed as scrutinizer(s) for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner who had also communicated their willingness to be appointed for the said purpose.
7. The scrutinizer(s), immediately after the conclusion of voting, shall unblock the votes cast through remote e-voting, in the presence of at least two witnesses, who are not in the employment of the Company. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. Upon completion of scrutiny of the remote e-voting, the Scrutinizer shall submit his report to the Chairperson, or any other person authorized by him. The results of the Postal Ballot will be announced by the Chairperson, or any other person authorized by the Chairperson in writing for this purpose on or before Tuesday, November 17, 2026. The said result along with the scrutinizer's report will also be displayed at the Registered Office and Corporate Office of the Company. Additionally, the results will also be uploaded on the website of the Company at <https://www.theleela.com/general-meeting-information/Postal-Ballot> as well as on the website of NSDL at www.evoting.nsdl.com. The result shall simultaneously be communicated to the Stock Exchanges.
8. The resolution(s), if passed by the requisite majority, shall be deemed to have been passed as if the same had been duly passed at a General Meeting of the Members convened in that behalf, and shall accordingly be deemed to have been passed on Sunday, November 15, 2026.
9. All the documents referred to in this Notice will also be available electronically for inspection on a working day during business hours between 11:00 a.m. (IST) to 05:00 p.m. (IST), from the date of dispatch of this Notice up to the last date of remote e-voting i.e. Sunday, November 15, 2026, in accordance with the applicable statutory requirements, without any fee to be paid by the Members from the date of circulation of this Notice up to the closure of the remote e-voting period. Members seeking to inspect such documents can send an email to cs@theleela.com from their registered email address along with details of their Folio Number/ DP ID and Client ID.
10. Corporate members are entitled to appoint authorized representatives to vote on their behalf on the resolution(s) proposed in this Notice. Institutional/ Corporate members (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF/ JPG Format) of their Board or governing body's resolution/ Authorization, authorizing their representative to vote through remote e-voting to the scrutinizer through e-mail at pramod@bmpandco.com

11. Members who have not registered/ updated their email address are requested to register/ update the same: (i) in case of shares held in demat mode, as per the process advised by concerned Depository Participant; and (ii) In case of share held in physical form, may get their e-mail addresses registered with RTA and follow the registration process as guided therein. The Members are requested to provide details such as name, Folio Number, Certificate number, PAN, mobile number and e-mail ID and also upload the image of PAN, Aadhaar Card, share certificate & Form ISR-1 in PDF or JPEG format (up to 1 MB). On submission of the Members details an OTP will be received by the Member which needs to be entered in the link for verification. In case of any queries, Member(s) may write to Mr. Sukesh Shetty, NSDL at evoting@nsdl.com , under help section or call on Tel no.: 022 - 4886 7000.
12. SEBI vide its notification dated January 24, 2022, and 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, subdivision/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition.
13. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in dematerialised form are therefore requested to submit their PAN to the DPs with whom they are maintaining their dematerialised accounts. As per Section 72 of the Act, the facility for making nominations 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 SH-14 as the case may be. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
14. In case of any queries, you may contact Ms. Jyoti Maheshwari, Company Secretary & Compliance Officer at cs@theleela.com

15. Instructions for remote e-voting are as below:

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 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. 2. 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. 3. 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

		4. 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. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL		1. 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 use your existing my easi username & password. 2. 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 evoting 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. 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. 3. 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. 4. 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 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.

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.com 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 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*****.
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.**
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.com 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 pramod@bnpandco.com with a copy marked to evoting@nsdl.com 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. Suketh Shetty at evoting@nsdl.com

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 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 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com 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.

Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

Item No. 1: TRANSACTIONS WITH LEELA BKC HOLDINGS PRIVATE LIMITED (“LEELA BKC”) FOR CONSTRUCTION AND OTHER PURPOSES

Background: Leela BKC Holdings Private Limited (“Leela BKC”) is a joint venture between: (a) Leela Palaces Hotels & Resorts Limited² (“Company”); (b) Schloss Chanakya Private Limited (a wholly owned subsidiary of the Company) (“SCPL”); and (c) Arliga Ecospace Business Parks Private Limited, an affiliate entity of Brookfield Asset Management Ltd. (“Arliga”). The Company and SCPL are collectively referred to as the “Leela Group”.

The Leela Group³ and Arliga each hold 50% of the equity share capital of Leela BKC. Accordingly, Leela BKC is a related party of the Company in terms of Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Project Overview and Current Status: The Leela-Arliga Consortium (i.e., comprising the Company, SCPL and Arliga) was awarded leasehold rights over a 2.1-acre parcel of land (being Plot No. C-80, ‘G’ Block, admeasuring 8,411.88 square metres, with a permissible built-up area of 33,647.52 square metres) in Bandra Kurla Complex (“BKC”) by MMRDA for a period of 80 years under a letter dated June 2, 2025 (intimated by the Company to the Stock Exchanges on June 3, 2025). Subsequently, the lease deed in respect of the land was executed in September 2026 with MMRDA. Leela BKC is developing a mixed-use project on this land, which will comprise of approximately a 250-key luxury hotel and approximately 700,000 square feet of chargeable commercial office space (collectively, the “Project”). Leela BKC has paid the entire lease premium of approximately INR 13,021.5 million for the land and is currently in the process of obtaining relevant construction approvals and purchasing the additional FSI, required for the Project as planned, with design development underway. The estimated cost for the entire mixed-use project (office and hotel) is approximately Rs 40,560 mn, excluding interest during construction. The estimated investment for only the hotel component is approximately Rs 16,230 mn.

Strategic Rationale: BKC is Mumbai’s key central business district, with premium office space occupied by leading global and domestic corporates, and a vibrant and rapidly growing ecosystem of high-end residential, convention, retail and F&B spaces. BKC has limited hotel supply and remains underserved in the luxury hospitality segment, making the prospect of a new luxury hotel an attractive proposition. Additional advantages of the Project include superior accessibility given its proximity to the BKC Connector and a premium office catchment arising from the Project’s mixed-use character.

Long-term Plan: As indicated earlier (refer Q2FY26 earnings release for details), in order to optimize capital allocation and maintain focus on its core business of diversified hospitality investments and operations, the Company will look to eventually separate the office and hotel components of the Project; thereafter, the Company will divest its entire interest in the office component of the Project, while retaining its 50% interest in the hotel component (“Proposed Restructuring”). The estimated cost of the Company’s 50% stake in the hotel at INR 8,000 million (towards land and capital expenditure), with a 2030 timeline for operations (as disclosed in the Company’s Q3FY26 and Q1FY27 earnings presentations) and the Proposed Restructuring, remain subject to further evaluation and requisite approvals, including Board and shareholder approvals, as applicable under law. Until the Proposed Restructuring, the Leela Group and Arliga (by themselves or through their respective affiliates) will continue to fund the Project in the ratio of their shareholding and the terms of such funding will be similar for the joint venture partners, thereby ensuring balanced participation and risk sharing in the Project.

Funding Requirement and Investment Limit Increase:

Leela BKC is required to primarily purchase additional FSI needed for the Project, pay for certain regulatory and construction related approvals, fund development expenditures, meet working capital requirements, and incur other project-related costs necessary for timely implementation of the Project (collectively, “Project Activities”). Further, the timely purchase of additional FSI will enable Leela BKC to avail certain cost benefits available under an existing government incentive scheme. The proposed transactions will support Leela BKC’s funding requirements for the development of the Project at an optimal cost, while enabling the Company to participate in the economic benefits from the Project through its 50% investment in Leela BKC. On April 28, 2026, the Audit Committee of the Company approved an investment limit of INR 1,525 million by the Leela Group in Leela BKC for the financial year 2026-2027, which is within the material RPT threshold of the Company (INR 1,527 million, being 10% of the Company’s annual consolidated turnover as per its last audited financial statements). The proposed transactions (taken together with the transactions already undertaken towards the Project Activities during the financial year 2026-27) will exceed the material RPT threshold of the Company, and hence an approval of the shareholders for an enhanced investment limit is now being sought.

² Leela Palaces Hotels & Resorts Limited was formerly known as Schloss Bangalore Limited.

³ The Company holds 49.99% and SCPL holds 0.01% of the share capital of Leela BKC.

Details of investment approval: Basis the above, subject to receipt of the approval from the Company's shareholders, the Company may, from time to time and within one year from the date of such approval, infuse additional funds into Leela BKC, in one or more tranches, as may be deemed efficient and appropriate in accordance with applicable law. The transactions proposed to be undertaken between the Company and Leela BKC will be in the form of:

- (i) subscribe to any securities (including debt instruments) issued by Leela BKC, repay or redeem any securities (including debt instruments), whether in whole or in part and in one or more tranches, subscribed by the Company in Leela BKC;
- (ii) receive or pay interest or dividends or other distributions on any such instruments/securities; and/or
- (iii) reimburse expenses incurred in the ordinary course of business (such as legal and technical consultants' fees, administrative and statutory costs) to, or receive reimbursement of such expenses from, Leela BKC⁴,

provided that, the aggregate amount of all funds infused by the Company pursuant to the foregoing, in any manner as set out in clauses (i) to (iii) above, shall not exceed INR 4,500 million during such one-year period.

The aggregate approval limit of INR 4,500 million comprises: (i) the existing approved limit of INR 1,525 million as stated above, of which INR 1,250 million has been already utilised in the financial year 2026-2027; and (ii) the incremental approval of INR 2,975 million now being sought from the shareholders.

The incremental approval of INR 2,975 million, together with any unutilised portion of the existing approved limit, may be utilised interchangeably by Leela BKC for any of the purposes set out below, depending on the requirements of the Project:

Approval	Limit (in INR million)	Use	Note
Existing Approval	1,525	Land/ lease payment and land acquisition related expenses (including stamp duty, registration fees and other charges).	On April 28, 2026, the Audit Committee of the Company approved an investment limit of INR 1,525 million by the Leela Group in Leela BKC for the financial year 2026-2027 in compliance with the applicable regulations. In the financial year 2026-2027, the Company has invested INR 1,250 million out of the aforementioned approved limit by subscribing to non-convertible debentures (NCDs) issued by Leela BKC, leaving an unutilised balance of INR 275 million.
Incremental Approval Sought	2,975	(a) Additional FSI, statutory approvals and development related expenses; (b) Working capital, other expenses and contingency; and (c) Any other use towards the Project as may be agreed between the joint venture partners of Leela BKC.	These proposed transactions, together with the transactions already undertaken in financial year 2026-27, will exceed the material RPT threshold of the Company, for which approval of the shareholders is now being sought.
Total	4,500 ⁵		

Audit Committee approval:

The Management has provided the Audit Committee with the relevant details of the related party transactions proposed above. The Audit Committee, after reviewing all necessary information including the rationale stated above, has granted approval for entering into the above related party transactions with Leela BKC, for an aggregate value up to INR 4,500 million within one year from the date of shareholders' approval.

The Audit Committee has noted that these transactions with Leela BKC will be on an arm's length basis and in the ordinary course of business. The Audit Committee has also reviewed the certificate provided by the Whole-time Director & CEO and the Chief Financial Officer of the Company, as required under the Industry Standards on "Minimum

⁴ Note that Leela BKC may also deploy certain funds from its internal accruals and/or external funding sources for making payments to the Company, including by way of reimbursement, distributions or such other permissible mechanisms, as may be considered appropriate from time to time.

⁵ Funds may be deployed interchangeably across the categories described above based on Project requirements.

information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” (“ISF Note”).

Details of the proposed related party transactions between the Company and Leela BKC, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI LODR Master Circular dated January 30, 2026 and the ISF Note, are provided below.

S. No.	Particulars of the information	Information provided by the management		
A(1)	Basic details of the related party			
1	Name of the related party	Leela BKC		
2	Country of incorporation of the related party	India		
3	Nature of business of the related party	Hotels & Resorts		
A(2)	Relationship and ownership of the related party			
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Joint Venture		
	Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	50% together with the Company’s wholly owned subsidiary, Schloss Chanakya Private Limited		
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	N.A.		
	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).	Nil		
A(3)	Details of previous transactions with the related party			
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year i.e. FY 2025-26 (INR in millions)	S. No.	Nature of Transactions	Amount (INR in millions)
		1	Reimbursement of expenses/ Management fee paid to / (received from) /Technical fees paid to / (received from)	2.21
		2	Inter Corporate Deposits (ICDs)/ equity instruments, equity-linked instruments/ debt instruments or otherwise/ giving any guarantee or providing security (including but not limited to pledge, mortgage, hypothecation) for the benefit of the related party	1,200
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	On April 28, 2026, the Audit Committee of the Company approved an investment limit of INR 1,525 million by the Leela Group in Leela BKC for the financial year 2026-2027 in compliance with the applicable regulations. In the financial year 2026-2027, the Company has invested INR 1,250 million out of the aforementioned approved limit by subscribing to non-convertible debentures (NCDs) issued by Leela BKC, leaving an unutilised balance of INR 275 million.		
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered	Nil		

S. No.	Particulars of the information	Information provided by the management	
	into with the listed entity or its subsidiary during the last financial year.		
A(4)	Amount of the proposed transaction(s)		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (INR in Millions)	The total amount of the proposed transactions with Leela BKC by the Company is INR 4,500 million within one year from the date of shareholders' approval (inclusive of amounts already invested in FY 2026-27).	
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	29.47%	
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	N.A.	
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	N.A.	
6	Financial performance of the related party for the immediately preceding financial year:	Particulars	For Leela BKC in FY 2025-2026 (INR in millions)
		Turnover	0
		Profit After Tax	5.61
		Net worth	1355.47
A(5)	Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	To infuse additional funds into Leela BKC, in one or more tranches, as may be deemed efficient and appropriate in accordance with applicable law. The transactions proposed to be undertaken between the Company and Leela BKC will be in the form of: (i) subscribe to any securities (including debt instruments) issued by Leela BKC, repay or redeem any securities (including any debt instruments), whether in whole or in part and in one or more tranches, subscribed by the Company in Leela BKC; (ii) receive or pay interest or dividends or other distributions on any such instruments/securities; and/or (iii) reimburse expenses incurred in the ordinary course of business (such as legal and technical consultants' fees, administrative and statutory costs) to, or receive reimbursement of such expenses from, Leela BKC. provided that, the aggregate amount of all funds infused by the Company pursuant to the foregoing, in any manner as set out in clauses (i) to (iii) above, shall not exceed INR 4,500 million during such one-year period.	
2	Details of each type of the proposed transaction	Please see A(5)(1) above	

S. No.	Particulars of the information	Information provided by the management															
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One (1) year from the date of shareholders' approval															
4	Whether omnibus approval is being sought?	Yes															
5	Value of the proposed transaction during a financial year (INR in millions) If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The aggregate approval limit of INR 4,500 million comprises: (i) the existing approved limit of INR 1,525 million for the financial year 2026-2027 in compliance with the applicable regulations, of which INR 1,250 million has been already utilised in the financial year 2026-2027; and (ii) the incremental approval of INR 2,975 million now being sought from the shareholders. The incremental approval of INR 2,975 million, together with any unutilised portion of the existing approved limit, may be utilised interchangeably by Leela BKC for any of the purposes set out below, depending on the requirements of the Project: <table><tr><th>Approval</th><th>Limit (in INR million)</th><th>Use</th><th>Note</th></tr><tr><td>Existing Approval</td><td>1,525⁽¹⁾</td><td>Land/ lease payment and land acquisition related expenses (including stamp duty, registration fees and other charges).</td><td> On April 28, 2026, the Audit Committee of the Company approved an investment limit of INR 1,525 million by the Leela Group in Leela BKC for the financial year 2026-2027 in compliance with the applicable regulations. In the financial year 2026-2027, the Company has invested INR 1,250 million out of the aforementioned approved limit by subscribing to non-convertible debentures (NCDs) issued by Leela BKC, leaving an unutilised balance of INR 275 million. </td></tr><tr><td>Incremental Approval Sought</td><td>2,975</td><td>(a) Additional FSI, statutory approvals and development related expenses;</td><td>These proposed transactions, together with the transactions already undertaken in financial year 2026-27, will exceed the material RPT threshold of the</td></tr></table>				Approval	Limit (in INR million)	Use	Note	Existing Approval	1,525 ⁽¹⁾	Land/ lease payment and land acquisition related expenses (including stamp duty, registration fees and other charges).	On April 28, 2026, the Audit Committee of the Company approved an investment limit of INR 1,525 million by the Leela Group in Leela BKC for the financial year 2026-2027 in compliance with the applicable regulations. In the financial year 2026-2027, the Company has invested INR 1,250 million out of the aforementioned approved limit by subscribing to non-convertible debentures (NCDs) issued by Leela BKC, leaving an unutilised balance of INR 275 million.	Incremental Approval Sought	2,975	(a) Additional FSI, statutory approvals and development related expenses;	These proposed transactions, together with the transactions already undertaken in financial year 2026-27, will exceed the material RPT threshold of the
Approval	Limit (in INR million)	Use	Note														
Existing Approval	1,525 ⁽¹⁾	Land/ lease payment and land acquisition related expenses (including stamp duty, registration fees and other charges).	On April 28, 2026, the Audit Committee of the Company approved an investment limit of INR 1,525 million by the Leela Group in Leela BKC for the financial year 2026-2027 in compliance with the applicable regulations. In the financial year 2026-2027, the Company has invested INR 1,250 million out of the aforementioned approved limit by subscribing to non-convertible debentures (NCDs) issued by Leela BKC, leaving an unutilised balance of INR 275 million.														
Incremental Approval Sought	2,975	(a) Additional FSI, statutory approvals and development related expenses;	These proposed transactions, together with the transactions already undertaken in financial year 2026-27, will exceed the material RPT threshold of the														

S. No.	Particulars of the information	Information provided by the management			
				(b) Working capital, other expenses and contingency; and (c) Any other use towards the Project as may be agreed between the joint venture partners of Leela BKC. ⁽²⁾	Company, for which approval of the shareholders is now being sought.
		Total	4,500 ⁶		
		(1) On April 28, 2026, the Audit Committee of the Company approved an investment limit of INR 1,525 million by the Leela Group in Leela BKC (which was below the material RPT threshold of the Company). In the financial year 2026-2027, the Company has invested INR 1,250 million out of the aforementioned approved limit by subscribing to non-convertible debentures (NCDs) issued by Leela BKC, leaving an unutilised balance of INR 275 million. (2) Leela BKC may also deploy certain funds from its internal accruals and/or external funding sources for making payments to the Company, including by way of reimbursement, distributions or such other permissible mechanisms, as may be considered appropriate from time to time.			
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Please refer to the section titled 'Funding Requirement and Investment Limit Increase' in the explanatory statement above, in this regard.			
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Joint venture with common promoter control			
	a. Name of the director / KMP	Not applicable			
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not applicable			
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable			
9	Other information relevant for decision making.	Not applicable			

⁶ Funds may be deployed interchangeably across the categories described above based on Project requirements.

S. No.	Particulars of the information	Information provided by the management
B(1)	<u>Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</u>	
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable – The nature of the transaction does not involve any bidding or selection process
2	Basis of determination of price.	1. Reimbursement of expenses paid/(received from) - Cost to cost basis 2. Interest on above instruments - As per the RPT Benchmarking carried out for Interest rates. 3. For other proposed transactions - N.A.
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	N.A.
B(2)	<u>Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary</u>	
1	Source of funds in connection with the proposed transaction.	Internal accruals/ reserves and surplus
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	N.A.
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	N.A.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The interest rate applicable to the transaction shall be determined on an arm's-length basis, based on the prevailing MCLR or a similar market lending benchmark, prevailing market rates for comparable debt instruments and tenors, the Company's cost of borrowing and the credit profile of the investee entity, and in accordance with the Company's Policy on Related Party Transaction and applicable laws, and is currently estimated to be within the range of 10.5% to 15% per annum.
5	Maturity / due date	The transaction shall have a pre-defined tenure with clearly specified maturity / due date, which in no case will be more than 15 years and will be in line with the nature and purpose of the transaction.
6	Repayment schedule & terms	The terms of borrowing will be on arm's length basis.
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	N.A.
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	(a) Additional FSI, statutory approvals and development related expenses; (b) Working capital, other expenses and contingency; and (c) Any other use towards the Project as may be agreed between the joint venture partners of Leela BKC. Besides this, the Company has already invested INR 1,250 million out of the approved limit in Leela BKC to enable Leela BKC to make land/ lease payment and meet land acquisition related expenses (including stamp duty, registration fees and other charges).

S. No.	Particulars of the information	Information provided by the management
		Please note that Leela BKC may also deploy certain funds from its internal accruals and/or external funding sources for making payments to the Company, including by way of reimbursement, distributions or such other permissible mechanisms, as may be considered appropriate from time to time.
B(3)	Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary	
1	Source of funds in connection with the proposed transaction.	Internal accruals/reserves and surplus of the Company
2	Where any financial indebtedness is incurred to make investment, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	N.A.
3	Purpose for which funds shall be utilized by the investee company.	(a) Additional FSI, statutory approvals and development related expenses; (b) Working capital, other expenses and contingency; and (c) Any other use towards the Project as may be agreed between the joint venture partners of Leela BKC. Besides this, the Company has already invested INR 1,250 million out of the approved limit in Leela BKC to enable Leela BKC to make land/ lease payment and meet land acquisition related expenses (including stamp duty, registration fees and other charges). Please note that Leela BKC may also deploy certain funds from its internal accruals and/or external funding sources for making payments to the Company, including by way of reimbursement, distributions or such other permissible mechanisms, as may be considered appropriate from time to time.
4	Material terms of the proposed transaction	For securities (including debt instruments) of any nature: Broadly, the instruments will have following characteristics: unsecured, interest bearing (including moratorium), transferable and redeemable. Specific terms will be agreed upon by the Company and Leela BKC, at the time of such investment, in compliance with applicable legal and regulatory requirements.
C(1)	Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary	
1	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	ICRA: A- (Stable)
2	Default on borrowings, if any, over the <u>last three financial years</u>, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or	N.A.

S. No.	Particulars of the information	Information provided by the management
	facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	
	FY 2025-26	N.A.
	FY 2024-25	N.A.
	FY 2023-24	N.A.
C(2).	<u>Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary</u>	
1	Latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This shall be applicable in case of investment in debt securities	ICRA: A- (Stable)
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Nil
C(3).	<u>Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary</u>	
1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	N.A.
2	Details of solvency status and going concern status of the related party during the last three financial years	
	FY 2025-26	N.A.
	FY 2024-25	N.A.
	FY 2023-24	N.A.
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	N.A.
4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. In addition, state the following: a) Whether the account of the related party	N.A.

S. No.	Particulars of the information	Information provided by the management
	has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	
	FY 2025-26	N.A.
	FY 2024-25	N.A.
	FY 2023-24	N.A.

The proposed transactions, collectively being material RPTs, require prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, except to the extent of their shareholding or relationship with the related party, as disclosed.

The Board recommends the passing of the Resolution as set out under Item No. 1 as an Ordinary Resolution for approval by the Shareholders/Members.

By Order of the Board of Directors

For Leela Palaces Hotels & Resorts Limited
(Formerly known as Schloss Bangalore Limited)

Sd/-

Jyoti Maheshwari

Company Secretary and Compliance Officer

Membership No.: A24469

Address: The Leela Palace, Diplomatic Enclave, Africa Avenue, Netaji Nagar, New Delhi, India – 110023.

Email Id: cs@theleela.com

Date: October 14, 2026