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/2026-27/65

Date: November 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: Voting Results and Scrutinizers' report for the Postal Ballot

Ref: - Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

In furtherance to our intimation dated October 15, 2026, we wish to inform that pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company has conducted the Postal Ballot through remote e-voting process, seeking approval of the Members for the resolution as set out in the Postal Ballot Notice ("Notice") dated October 14, 2026.

The remote e-voting commenced on Saturday, October 17, 2026, at 9:00 a.m. (IST) and concluded on Sunday, November 15, 2026, at 5:00 p.m. (IST). Based on the report of the Scrutinizer, the resolution as set out in the Notice has been duly approved by the Members of the Company with requisite majority. The resolution is deemed to have been passed on Sunday, November 15, 2026, the last date specified for receipt of votes through remote e-voting process.

Sr. No.	Description 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 this regard, please find attached the following:

1. Voting results of the said Postal Ballot pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulation") enclosed as 'Annexure-1; and
2. Scrutinizer's Report dated November 15, 2026, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, enclosed as 'Annexure-2'.

The voting results along with the Scrutinizer's Report will also be made available on the Company's website 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: 2026.11.15 22:16:40 +05'30'

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

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Annexure – 1

Disclosure under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sr. No.	Particulars	Details
1	Name of the Company	Leela Palaces Hotels & Resorts Limited
2	Date of ~~AGM/EGM~~/Postal Ballot Notice	October 14, 2026
3	Total number of shareholders on record date	50571
4	No. of shareholders present in the meeting either in person or through proxy Promoters and Promoter Group: Public:	Not Applicable (Resolution passed through Postal Ballot)
5	No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable (Resolution passed through Postal Ballot)
6	Type of Resolution	Ordinary
7	Mode of voting	Remote e-voting
8	Whether promoter/ promoter group are interested in the agenda/resolution?	None of the promoters are interested except to the extent of their shareholding in the Company

Scrutinizer Details	
Name of the Scrutinizer	Komal Shrimankar
Firm's Name	BMP & CO. LLP
Qualification	CS
Membership Number	47702
Date of Board Meeting in which appointed	14-10-2026
Date of Issuance of Report to the Company	15-11-2026

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve material related party transactions with Leela BKC Holdings Private Limited (“Leela BKC”) for construction and other purposes				
Category	**Mode of voting**	**No. of shares held**	**No. of votes polled**	**% of Votes polled on outstanding shares**	**No. of votes – in favour**	**No. of votes – against**	**% of votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	253498109	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	**253498109**	**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public- Institutions	**E-Voting**	67510297	45165880	66.9022	45165880	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	**67510297**	**45165880**	**66.9022**	**45165880**	**0**	**100.0000**	**0.0000**
Public- Non Institutions	**E-Voting**	12949472	49309	0.3808	48315	994	97.9841	2.0159
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	**12949472**	**49309**	**0.3808**	**48315**	**994**	**97.9841**	**2.0159**
	Total	**333957878**	**45215189**	**13.5392**	**45214195**	**994**	**99.9978**	**0.0022**
Whether resolution is passed or not							**Yes**	

Date: November 15, 2026

To,

The Chairman,
LEELA PALACES HOTELS & RESORTS LIMITED
(formerly known as Schloss Bangalore Limited)
CIN: L55209DL2019PLC347492
Regd. Address: The Leela Palace,
Diplomatic Enclave, Africa Avenue, Netaji Nagar,
New Delhi – 110023

Subject: Scrutinizer's Report on the Postal Ballot process conducted through remote e-voting pursuant to the provisions of Section 110 and 108 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, in respect of passing of the resolution contained in the Postal Ballot Notice dated October 14, 2026.

Dear Sir,

I, Komal Shrimankar (M. No. A47702/CP 27905), Partner of BMP & Co. LLP, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Leela Palaces Hotels & Resorts Limited ("**the Company**") vide Resolution passed in the Board Meeting held on October 14, 2026 to scrutinize the postal ballot through voting by electronic means ("**remote e-voting**"), in a fair and transparent manner and ascertain the requisite majority on the said Postal Ballot carried out pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (the "**Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) (the "**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 09/2024 dated September 19, 2024 and the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as the "**MCA Circulars**"), circular(s) issued by the Securities and Exchange Board of India ("**SEBI**"), Listing Regulations, Secretarial Standard on General Meetings-2 ("**SS-2**") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations, I submit my report, as under:

1. The Postal Ballot Notice along with the Explanatory Statement under Section 102 of the Act was sent by electronic mode to those Members whose names appeared in the Register of Members as on **October 9, 2026** ("**Cut-off Date**") received from Kfin Technologies Limited, Registrar and Transfer Agent ("**RTA**") and whose e-mail address was registered with the Company / Depositories / Depository Participants. A copy of the Postal Ballot Notice is also available on the website of the Company (www.theleela.com), the relevant section of the website of the Stock Exchanges on which the Equity Shares of the Company are listed i.e., BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and on the website of E-voting agency i.e.

NSDL (www.evoting.nsdl.com). Members who held Equity Share(s) of the Company as on Cut-off Date, were entitled to vote through remote e-voting process in relation to the Resolution specified in the Postal Ballot Notice ("**Eligible Members**"). The dispatch of Postal Ballot Notice by electronic mode was completed on **October 15, 2026**.

2. In accordance with the MCA Circulars, the physical copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope was not sent to the Members. Accordingly, the communication of the assent or dissent of the Members had taken place through the remote e-voting system only.

3. On the basis of Register of Members made available by the Depositories viz., National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**"), as on Friday, October 9, 2026 the Notice of the postal ballot dated October 14, 2026 was dispatched to the shareholders on October 15, 2026 by prescribed mode and the newspaper advertisement was publisbed in The Economic Times (All India Editions) (English Newspaper) and Navbharat Times (Delhi Edition) (Hindi Newspaper) on October 16, 2026, pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 (as amended).

4. The remote e-voting remained open from Saturday October 17, 2026, at 9:00 A.M. (IST) and ended on Sunday, November 15, 2026, at 5:00 P.M. (IST).

5. All the data of remote e-voting i.e., the results of e-voting along with the list of shareholders who voted "For" and "Against" the resolutions were downloaded from the e-voting portal of NSDL (www.evoting.nsdl.com), by unblocking the remote e-voting event on November 15, 2026 at 5:15 P.M. (IST) in the presence of two witnesses, viz., Ms. Tanushree Jain, 302, 3rd Floor, The Centrium, Phoenix Market City, LBS Marg, Kurla (W), Mumbai, Maharashtra 400070 and Ms. Bhavini Dave, 302, 3rd Floor, The Centrium, Phoenix Market City, LBS Marg, Kurla (W), Mumbai, Maharashtra 400070 who are not in the employment of the Company.

6. All votes cast through remote e-voting up to 5.00 P.M. (IST) on November 15, 2026, the last date, and time fixed by the Company, were considered for scrutiny.

7. The summary of the results of the Postal Ballot conducted through remote e-voting is, as under:

I now submit my report as below on the result of the remote e-voting in respect of the resolution contained in the Notice of Postal Ballot.

Item No. 1: Ordinary resolution

To approve material related party transactions with Leela BKC Holdings Private Limited ("Leela BKC") for construction and other purposes

Details of Voting:

Voted "**In Favor**" of the resolution:

Mode	Number of Members Voted	No. of Votes Cast in Favour	% of Total No. of Valid Votes Cast
Postal Ballot (Remote E- voting)	383	45214195	99.9978

Voted "**Against**" the resolution:

Mode	Number of Members Voted	No. of Votes Cast Against	% of Total No. of Valid Votes Cast
Postal Ballot (Remote E- voting)	15	994	0.0022

Invalid Votes:

Mode	Number of Members	Number of Votes Cast
Postal Ballot (Remote E- voting)	0	0

Abstain from Voting:

Mode	Number of Members	Number of Votes Cast
Postal Ballot (Remote E- voting)	0	0

a) The aforesaid Ordinary resolution contained in the Notice is **passed with requisite majority** by the Members of the Company.

b) The figures in percentage have been rounded off to 4 decimal points.

8. The electronic data and all other relevant records relating to remote e-voting shall remain in our safe custody and will be handed over to Mr. Anuraag Bhatnagar, Whole-time director & CEO, Mr. Ravi Shankar, Head – Asset Management & CFO and Ms. Jyoti Maheshwari, Company Secretary & Compliance Officer of the Company, for safekeeping.

9. Restriction on Use:

This report has been issued at the request of the Company for (i) submission to Stock Exchanges (ii) placing on website of the Company (iii) placing on the website of Kfin Technologies Limited, Registrar and Transfer Ageut and (iv) for such other purposes as required under various statutory or regulatory requirements. This report is not to be used for any other purpose or to be distributed by the Company to any other parties.

The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013, SEBI Listing Regulations and Rules and Circulars issued by MCA and SEBI relating to conducting of voting through electronic means on the resolution specified in the Notice dated October 14, 2026. My responsibility as a Scrutinizer is to ensure that the voting process through remote e-voting facility are conducted in a fair and transparent manner and is restricted to make a consolidated Scrutinizer Report of the votes cast "in Favour" or "Against" the resolution based on the reports generated for the e-voting.

Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without any prior consent in writing.

Thank you.

Yours faithfully,

For BMP & Co., LLP,
Company Secretaries

KOMAL SURESH SHRIMANKAR
Digitally signed by KOMAL SURESH SHRIMANKAR
Date: 2026.11.15 20:59:23 +05'30'

Komal Shrimankar
Partner
M. No. A47702; CoP: 27905
UDIN: A047702H002245348

Date: November 15, 2026
Place: Mumbai

We, the undersigned, witnessed that the votes were unblocked from the e-voting website of NSDL (www.evoting.nsdl.com), in our presence.

Ms. Tanushree Jain
Address: 302, 3rd Floor, The Centrium, Phoenix Market City, LBS Marg, Kurla (W), Mumbai, Maharashtra 400070

Ms. Bhavini Dave
Address: 302, 3rd Floor, The Centrium, Phoenix Market City, LBS Marg, Kurla (W), Mumbai, Maharashtra 400070.

Based on the foregoing, the resolution has been passed with requisite majority.

Countersigned by the Company Secretary and Compliance Officer
(Authorised by the Chairman and Board of Directors)

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

JYOTI MAHESHWARI
Digitally signed by JYOTI MAHESHWARI
Date: 2026.11.15 22:17:32 +05'30'

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