

LEELA PALACES HOTELS & RESORTS LIMITED

(formerly known as Schloss Bangalore Limited)
(formerly known as Schloss Bangalore Private Limited)

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

Ref No. THELEELA/2026-27/003

Date: April 16, 2026

To Sr. General Manager Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400001 Scrip Code- 544408 ISIN - INE0AQ201015	To 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
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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 ("SEBI Listing Regulations")

Dear Sir/Madam,

In furtherance to our intimation dated March 16, 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 resolutions as set out in the Postal Ballot Notice ("Notice") dated March 16, 2026.

The remote e-voting commenced on Wednesday, March 18, 2026, at 9:00 a.m. (IST) and concluded on Thursday, April 16, 2026, at 5:00 p.m. (IST). Based on the report of the Scrutinizers', the resolutions as set out in the Notice have been duly approved by the Members of the Company with requisite majority. The resolutions are deemed to have been passed on Thursday, April 16, 2026, the last date specified for receipt of votes through remote e-voting process.

Sr. No.	Description of the Resolution	Type of resolution
1	Ratification and amendment in The Leela Employee Stock Option Scheme 2024 ("ESOP Scheme") of the Company and grant of stock options	Special
2	Ratification and amendment in The Leela Employee Stock Option Scheme 2024 ("ESOP Scheme") of the Company and grant of stock options to employees of subsidiary/holding/ associate companies of the Company	Special

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 April 16, 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'.

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The Voting Results along with the Scrutinizers' Report will also be made available on the Company's website at:
<https://www.theleela.com/general-meetinginformation/Postal-Ballot>.

Kindly acknowledge the receipt and take the same on your records.

Thanking you

Yours faithfully,

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

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) Regulation, 2015

Sr. No.	Particulars	Details
1	Name of the Company	Leela Palaces Hotels & Resorts Limited
2	Date of AGM/EGM/Postal Ballot Notice	March 16, 2026
3	Total number of shareholders on record date	51788
4	No. of shareholders present in the meeting either in person or through proxy Promoters and Promoter Group: Public:	Not Applicable (Resolutions passed through Postal Ballot)
5	No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable (Resolutions passed through Postal Ballot)
6	Type of Resolution	Special
7	Mode of voting	Remote E-voting
8	Whether promoter/promoter groups are interested in the agenda/resolution?	None of the promoters are interested except to the extent of their shareholding in the Company or the extent of options that have been or to be granted to them

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	16-03-2026
Date of Issuance of Report to the Company	16-04-2026

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Resolution No. 1								
Resolution required: (Ordinary/ Special)				Special				
Whether promoter/promoter groups are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification and amendment in The Leela Employee Stock Option Scheme 2024 ("ESOP Scheme") of the Company and grant of stock options				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
Promoter and Promoter Group	E-voting	253498109	253498109	100.0000	253498109	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		253498109	253498109	100.0000	253498109	0	100.0000
Public Institutions	E-voting	64070448	47643047	74.3604	17088915	30554132	35.8686	64.1314
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		64070448	47643047	74.3604	17088915	30554132	35.8686
Public Non-Institutions	E-voting	16389321	48518	0.2960	18375	30143	37.8725	62.1275
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		16389321	48518	0.2960	18375	30143	37.8725
Total		333957878	301189674	90.1879	270605399	30584275	89.8455	10.1545
Whether resolution is Pass or Not							Yes	

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Resolution No. 2								
Resolution required: (Ordinary/ Special)				Special				
Whether promoter/promoter groups are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification and amendment in The Leela Employee Stock Option Scheme 2024 ("ESOP Scheme") of the Company and grant of stock options to employees of subsidiary/holding/ associate companies of the Company				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
Promoter and Promoter Group	E-voting	253498109	253498109	100.0000	253498109	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	253498109	253498109	100.0000	253498109	0	100.0000	0.0000
Public Institutions	E-voting	64070448	47643047	74.3604	16137283	31505764	33.8712	66.1288
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	64070448	47643047	74.3604	16137283	31505764	33.8712	66.1288
Public Non-Institutions	E-voting	16389321	48434	0.2955	18332	30102	37.8494	62.1506
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	16389321	48434	0.2955	18332	30102	37.8494	62.1506
Total		333957878	301189590	90.1879	269653724	31535866	89.5296	10.4704
Whether resolution is Pass or Not							Yes	

Date: April 16, 2026

To,

The Chairman,
LEELA PALACES HOTELS & RESORTS LIMITED
*(formerly known as Schloss Bangalore Limited and
Schloss Bangalore Private 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 resolutions contained in the Postal Ballot Notice dated March 16, 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 via circulation on March 16, 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 **March 13, 2026** (“Cut-off Date”) received from Kfin Technologies Limited, Registrar and

Page 1 of 6

BMP & Co. LLP

Floor 4th, Aishwarya Sampurna, 79/1, Vani Vilas Road, Basavanagudi, Bengaluru, Karnataka - 560 004
+91 99009 01974 info@bmpandco.com www.bmpandco.com LLPIN: AAI4





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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 **March 16, 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, March 13, 2026 the Notice of the postal ballot dated March 16, 2026 was dispatched to the shareholders on March 16, 2026 by prescribed mode and the newspaper advertisement was published in The Economic Times (All India Editions) (English Newspaper) and Navbharat Times (Delhi Edition) (Hindi Newspaper) on March 17, 2026, pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 (as amended).
4. The remote e-voting remained open from Wednesday, March 18, 2026, at 9:00 A.M. (IST) and ended on Thursday, April 16, 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 April 16, 2026 at 05:03 P.M. (IST) in the presence of two witnesses, viz., Ms. Shruti Bhadra, 304, 3rd Floor, The Centrium, Phoenix Market City, LBS Marg, Kurla (W), Mumbai, Maharashtra 400070 and Ms. Khushboo Rathore, 304, 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 April 16, 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.

Page 2 of 6

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Floor 4th, Aishwarya Sampurna, 79/1, Vani Vilas Road, Basavanagudi, Bengaluru, Karnataka - 560 004

+91 99009 01974 info@bmpandco.com www.bmpandco.com LLPIN: AAI-4194





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Resolution No. 1: Special resolution

Amendment and ratification in The Leela Employee Stock Option Scheme 2024 (“ESOP Scheme”) of the Company and grant of stock options

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)	344	270605399	89.8455

Voted “Against” 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)	152	30584275	10.1545

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

- The aforesaid Special resolution contained in the Notice is **passed with requisite majority** by the Members of the Company.
- The figures in percentage have been rounded off to 4 decimal points.

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Resolution No. 2: Special resolution

Amendment and ratification of The Leela Employee Stock Option Scheme 2024 (“ESOP Scheme”) of the Company and grant of stock options to employees of subsidiary/ holding/ associate companies of the Company

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)	334	269653724	89.5296

Voted “**Against**” 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)	157	31535866	10.4704

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

- The aforesaid Special resolution contained in the Notice is **passed with requisite majority** by the Members of the Company.
- The figures in percentage have been rounded off to 4 decimal points.



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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 Agent 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 resolutions specified in the Notice dated March 16, 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 resolutions 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

K.S. Shrinani

CS Komal Shrinankar
Partner

ACS No.: 47702 CP No.: 27905
UDIN: A047702H000123571

Place: Mumbai

Date: April 16, 2026

Page 5 of 6

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

Ms. Shruti Bhadra

Address: 304, 3rd Floor, The Centrium,
Phoenix Market City, LBS Marg, Kurla (W),
Mumbai, Maharashtra 400070

Ms. Khushboo Rathore

Address: 304, 3rd Floor, The Centrium,
Phoenix Market City, LBS Marg, Kurla (W),
Mumbai, Maharashtra 400070

Based on the foregoing, the resolutions have been passed with requisite majority.

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

For LEELA PALACES HOTELS & RESORTS LIMITED
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Jyoti Maheshwari
Company Secretary and Compliance Officer
Membership No.: A24469

Page 6 of 6

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