

To,

- (1) **National Stock Exchange of India Limited**
Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai, Maharashtra, India - 400051
- (2) **BSE Limited**
Pheroze Jeejeebhoy Towers, Dalal Street, Mumbai, Maharashtra, India - 400001
- (3) **Leela Palaces Hotels & Resorts Limited (formerly known as Schloss Bangalore Limited)**
The Leela Palace, Diplomatic Enclave, Africa Avenue, Netaji Nagar, New Delhi, India - 110023

Sub: Disclosure under Regulation 29(1) read with Regulation 29(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "Takeover Regulations") in relation to Leela Palaces Hotels & Resorts Limited.

Dear Sir / Ma'am,

1. This letter sets out the disclosure being made by Catalyst Trusteeship Limited, as the onshore security agent (the "**Onshore Security Agent**") under the Shares Pledge Agreement (as defined below) pursuant to Regulation 29(1) read with Regulation 29(4) of the Takeover Regulations in relation to the creation of encumbrance over the equity share capital of Leela Palaces Hotels & Resorts Limited (the "**Target Company**") held by the following entities (collectively, the "**Promoters**"):
 - (a) Project Ballet Bangalore Holdings (DIFC) Pvt Ltd;
 - (b) BSREP III Tadoba Holdings (DIFC) Pvt Ltd;
 - (c) Project Ballet HMA Holdings (DIFC) Pvt Ltd;
 - (d) Project Ballet Chennai Holdings (DIFC) Pvt Ltd;
 - (e) BSREP III Joy Two Holdings (DIFC) Limited;
 - (f) Project Ballet Udaipur Holdings (DIFC) Pvt Ltd; and
 - (g) Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd.
2. BSREP III India Ballet Holdings (DIFC) Limited ("**HoldCo**") is the holding company of the Promoters and is a member of the promoter group of the Target Company.
3. As on the date of this letter, the Promoters collectively and directly own 25,34,98,104 shares in the Target Company, aggregating to approximately 75.91% of the total share capital of the Target Company.
4. The Promoters and the HoldCo have entered into a facility agreement dated 19 September 2025 with *inter alia* certain lenders¹ ("**Lenders**", which term shall include their successors in title, assigns and transferees), Deutsche Bank Group (Deutsche Bank AG, Hong Kong Branch, as the agent and DB Trustees (Hong Kong) Limited, as the offshore security agent in relation to a term loan facility of up to US\$ 500,000,000 (United States Dollars Five Hundred Million only) availed by the Promoters ("**Facility**").

Deesha
Srikanth

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Deesha Srikanth
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¹ As on the date of this letter, the lenders being Barclays Bank PLC, Deutsche Bank AG, Singapore Branch, Morgan Stanley Bank N.A., MUFG Bank Ltd, Singapore Branch., Nomura Singapore Limited, Standard Chartered Bank (Singapore) Limited and Sumitomo Mitsui Banking Corporation, Singapore Branch.

5. Pursuant to the India law governed shares pledge agreement dated 24 June 2026 ("**Shares Pledge Agreement**") entered between the Promoters and the Onshore Security Agent, a charge has been created on 55.91% of the issued share capital of the Target Company held by the Promoters, in favor of the Onshore Security Agent (for the benefit of the Lenders) to secure the Facility.
6. Please see enclosed the disclosure by the Onshore Security Agent in the prescribed format under Regulation 29(1) read with Regulation 29(4) of the Takeover Regulations in relation to the above.
7. We request you to kindly take the above on record and acknowledge receipt.

For and on behalf of:

Catalyst Trusteeship Limited (the Onshore Security Agent)

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Srikanth
Date: 2026.06.26
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Authorised Signatory

Name: Deesha Srikanth

Designation: Senior Vice President

Place: Mumbai

Date: 26 June 2026

Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A: Details of the Acquisition

Name of the Target Company (TC)	Leela Palaces Hotels & Resorts Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Catalyst Trusteeship Limited acting as the onshore security agent for the lenders, which are currently Barclays Bank PLC, Deutsche Bank AG, Singapore Branch, Morgan Stanley Bank N.A., MUFG Bank Ltd, Singapore Branch., Nomura Singapore Limited, Standard Chartered Bank (Singapore) Limited and Sumitomo Mitsui Banking Corporation, Singapore Branch.		
Whether the acquirer belongs to Promoter / Promoter group	No.		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and the National Stock Exchange of India Limited.		
Details of the acquisition as follows:	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	NIL	NIL	NIL
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	NIL	NIL	NIL
Details of acquisition			
a) Shares carrying voting rights acquired	NIL	NIL	NIL

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CATALYST TRUSTEESHIP LIMITED

An ISO 9001 Company

Registered Office : GDA House, Plot No. 85, Bhusari Colony (Right), Paud Road, Pune - 411 038 Tel : +91 (20) 6680 7200
Delhi Office : 910-911, 9th Floor, Kailash Building, 26 Kasturba Gandhi Marg, New Delhi - 110 001 Tel : +91 (11) 4302 9101/02
Corporate Office : 901, 9th Floor, Tower-B, Peninsula Business Park, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400013
Tel : +91 (22) 4922 0555 Fax : +91 (22) 4922 0505
CIN No. U74999PN1997PLC110262 Email : dt@ctltrustee.com Website : www.catalysttrustee.com

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b) VRs acquired otherwise than by equity shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	NIL	NIL	NIL
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Pledge over 18,67,06,528 equity shares carrying voting rights of the TC as set out in the NOTE below.	Pledge over 55.91% of the paid-up equity share capital carrying voting rights of the TC as set out in the NOTE below.	Pledge over 55.91% of the paid-up equity share capital carrying voting rights of the TC as set out in the NOTE below.
e) Total (a+b+c+/-d)	18,67,06,528	55.91%	55.91%
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	NIL	NIL	NIL
b) VRs otherwise than by equity shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	NIL	NIL	NIL
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Pledge over 18,67,06,528 equity shares carrying voting rights of the TC as set out in the NOTE below.	Pledge over 55.91% of the paid-up equity share capital carrying voting rights of the TC as set out in the NOTE below.	Pledge over 55.91% of the paid-up equity share capital carrying voting rights of the TC as set out in the NOTE below.
e) Total (a+b+c+d)	18,67,06,528	55.91%	55.91%
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer / encumbrance, etc.)	Pledge over 18,67,06,528 shares of TC. Please refer to the NOTE below.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity	Not applicable.		

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An ISO: 9001 Company



shares, etc.	
Date of acquisition of / date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	Date of creation of encumbrance: 24 June 2026
Equity share capital / total voting capital of the TC before the said acquisition	INR 333,95,78,780 comprising 33,39,57,878 equity shares of INR 10 each (as per the shareholding pattern for quarter ended 31 March 2026).
Equity share capital/ total voting capital of the TC after the said acquisition	INR 333,95,78,780 comprising 33,39,57,878 equity shares of INR 10 each (as per the shareholding pattern for quarter ended 31 March 2026).
Total diluted share/voting capital of the TC after the said acquisition	INR 333,95,78,780 comprising 33,39,57,878 equity shares of INR 10 each (as per the shareholding pattern for quarter ended 31 March 2026).

For and on behalf of:

Catalyst Trusteeship Limited (the Onshore Security Agent)

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Srikanth
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Authorised Signatory

Name: Deesha Srikanth

Designation: Senior Vice President

Place: Mumbai

Date: 26 June 2026

Part-B:

Name of the Target Company: Leela Palaces Hotels & Resorts Limited.

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs
Catalyst Trusteeship Limited acting as the Onshore Security Agent	No	

NOTE:

This disclosure is being made by Catalyst Trusteeship Limited, as the onshore security agent (the **"Onshore Security Agent"**) under the Shares Pledge Agreement (as defined below) pursuant to Regulation 29(1) read with Regulation 29(4) of the Takeover Regulations in relation to the creation of encumbrance over the equity share capital of Leela Palaces Hotels & Resorts Limited (formerly known as Schloss Bangalore Limited) (the **"Target Company"**) held by the following entities (collectively, the **"Promoters"**):

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BSREP III India Ballet Holdings (DIFC) Limited (**"HoldCo"**) is the holding company of the Promoters and is a member of the promoter group of the Target Company.

As on the date of this letter, the Promoters collectively and directly own 25,34,98,104 shares in the Target Company, aggregating to approximately 75.91% of the total share capital of the Target Company.

The Promoters and the HoldCo have entered into a facility agreement dated 19 September 2025 with *inter alia* certain lenders² (**"Lenders"**, which term shall include their successors in title, assigns and transferees), Deutsche Bank Group (Deutsche Bank AG, Hong Kong Branch, as the agent and DB Trustees (Hong Kong) Limited, as the offshore security agent in relation to a term loan facility of up to US\$ 500,000,000 (United States Dollars Five Hundred Million only) availed by the Promoters (**"Facility"**).

Pursuant to the India law governed shares pledge agreement dated 24 June 2026 (**"Shares Pledge Agreement"**) entered between the Promoters and the Onshore Security Agent, a charge has been created on 55.91% of the issued share capital of the Target Company held by the Promoters, in favor of the Onshore Security Agent (for the benefit of the Lenders) to secure the Facility.

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² As on the date of this letter, the lenders being Barclays Bank PLC, Deutsche Bank AG, Singapore Branch, Morgan Stanley Bank N.A., MUFG Bank Ltd, Singapore Branch., Nomura Singapore Limited, Standard Chartered Bank (Singapore) Limited and Sumitomo Mitsui Banking Corporation, Singapore Branch.

For and on behalf of:

Catalyst Trusteeship Limited (the Onshore Security Agent)

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Authorised Signatory

Name: Deesha Srikkanth

Designation: Senior Vice President

Place: Mumbai

Date: 26 June 2026