

Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares/ invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011			
Name of the Target Company (TC)	Leela Palaces Hotels & Resorts Limited (formerly known as Schloss Bangalore Limited)		
Names of the stock exchanges where the shares of the target company are listed	BSE Limited and National Stock Exchange of India Limited		
Date of reporting	25 September 2025		
Name of the promoter or PAC on whose shares encumbrance has been created/ ~~released/invoked~~	Project Ballet Bangalore Holdings (DIFC) Private Limited BSREP III Tadoba Holdings (DIFC) Private Limited Project Ballet HMA Holdings (DIFC) Private Limited Project Ballet Chennai Holdings (DIFC) Private Limited BSREP III Joy (Two) Holdings (DIFC) Limited Project Ballet Udaipur Holdings (DIFC) Private Limited Project Ballet Gandhinagar Holdings (DIFC) Private Limited (collectively, the “Promoters”) BSREP III India Ballet Holdings (DIFC) Limited, a promoter group member, in the capacity of the holding company of the Promoters (“HoldCo”)		
Details of the creation of encumbrance:	(a) The Promoters and the HoldCo have entered into a facility agreement dated 19 September 2025 (“Facility Agreement”) with <i>inter alia</i> certain lenders¹ (“Lenders”, which term shall include their successors in title, assigns and transferees), Deutsche Bank AG, Hong Kong Branch as the agent, and DB Trustees (Hong Kong) Limited as the offshore security agent (“Offshore Security Agent”). (b) Pursuant to the share charge and assignment deed entered <i>inter alia</i> between the HoldCo and the Offshore Security Agent, a charge has been created on 100% of the issued share capital held by the HoldCo in each of the Promoters, in favor of the Offshore Security Agent (for the benefit of the Lenders) to secure a term loan facility of up to US\$ 500,000,000 (United States Dollars Five Hundred Million only) availed by the Promoters. (c) Under the Facility Agreement, the Promoters have agreed to certain covenants in relation to the equity share capital of the Target Company held by the Promoters that are in the nature of encumbrance, and such provisions in the Facility Agreement are effective from 19 September 2025.		
Name of Promoter	Promoter	Details of events pertaining to encumbrance (3)	Post event holding of

¹ As on date such 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.

the promoter (s) or PACs with him*	holding in the target company (1) ²	holding already encumbered (2)											encumbered shares {creation [(2) + (3)] / release [(2) - (3)] / invocation [(1) - (3)]}
	Number	% of total share capital	of Number	% of total share capital	Type of event (creation / release / invocation)	Date of creation / release / invocation of encumbrance	Type of encumbrance (~~pledge~~ / ~~lien~~ / ~~non-disposal~~ / ~~undertaking~~ / ~~others~~)	Reasons for encumbrance	Number	% of share capital	Name of the entity in whose favor shares encumbered ***	Number	% of total share capital
Project Ballet Bangalore Holdings (DIFC) Private Limited	15,29,96,805	45.81	Nil	Nil	Creation	19 September 2025	Please see the footnote ³	Please see the footnote ³	15,29,96,805	45.81	Deutsche Bank as an offshore security agent (for the benefit of the Lenders under the Facility Agreement)	15,29,96,805 ⁴	45.81
BSREP III Tadoba Holding	4,37,18,481	13.09	Nil	Nil					4,37,18,481	13.09		4,37,18,481	13.09

² Please note that 1 (one) equity share each held by BSREP III Tadoba Holdings (DIFC) Private Limited, Project Ballet Chennai Holdings (DIFC) Private Limited, Project Ballet Gandhinagar Holdings (DIFC) Private Limited, Project Ballet HMA Holdings (DIFC) Private Limited, Project Ballet Udaipur Holdings (DIFC) Private Limited, are being held on behalf of and as nominees of Project Ballet Bangalore Holdings (DIFC) Private Limited.

³ Please note that pursuant to the share charge and assignment deed entered *inter alia* between the HoldCo and the Offshore Security Agent, a charge has been created on the 100% issued share capital held by the Parent in each of the Promoters, in favor of the Offshore Security Agent (for the benefit of Lenders) to secure a term loan facility of up to US\$ \$ 500,000,000 (United States Dollars Five Hundred Million only) to be availed by the Promoters.. Further, under the Facility Agreement, the Promoters have agreed to certain covenants in relation to the entire equity share capital of the Target Company held by the Promoters that are in the nature of encumbrance and such provisions in the Facility Agreement are effective from 19 September 2025.

⁴ The covenants agreed under the Facility Agreement are in the nature of encumbrance over the entire equity share capital of the Target Company held by the Promoters.

Limited	28,45,443	0.85	Nil					28,45,443	0.85	28,45,443	0.85
Project Ballet Gandhinagar Holdings (DIFC) Private Limited											

Signature of the Authorized Signatory:

Place:

Date:

(**) The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

(*) Total share capital to be taken as per the latest filing done by the company in terms of Regulation 31 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. Diluted share / voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities / warrants into equity shares of the TC.

Format for disclosure of reasons for encumbrance

Name of listed company	Leela Palaces Hotels & Resorts Limited (formerly known as Schloss Bangalore Limited)
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited and National Stock Exchange of India Limited
Name of the promoter(s) / PACs whose shares have been encumbered	Project Ballet Bangalore Holdings (DIFC) Private Limited BSREP III Tadoba Holdings (DIFC) Private Limited Project Ballet HMA Holdings (DIFC) Private Limited Project Ballet Chennai Holdings (DIFC) Private Limited BSREP III Joy (Two) Holdings (DIFC) Limited Project Ballet Udaipur Holdings (DIFC) Private Limited