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DRAFT RED HERRING PROSPECTUS
Dated September 20, 2024
Please read Section 32 of the Companies Act 2013
(*This Draft Red Herring Prospectus will be updated upon filing with the RoC*)
100% Book Built Offer

THE LEELA
PALACES HOTELS RESORTS

SCHLOSS BANGALORE LIMITED
CORPORATE IDENTITY NUMBER: U55209DL2019PLC347492

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	E-MAIL AND TELEPHONE	WEBSITE
The Leela Palace, Diplomatic Enclave, Africa Avenue, Netaji Nagar, South Delhi, New Delhi, Delhi, 110 023, India	Tower 4, Third Floor, Equinox Business Park, Kurla West, Mumbai 400 070, Maharashtra, India	Jyoti Maheshwari *Company Secretary and Compliance Officer*	**E-mail**: cs@theleela.com **Tel**: +91 22 6901 5454	www.theleela.com

OUR PROMOTERS: PROJECT BALLET BANGALORE HOLDINGS (DIFC) PVT LTD, BSREP III JOY (TWO) HOLDINGS (DIFC) LIMITED, BSREP III TADOBA HOLDINGS (DIFC) PVT LTD, PROJECT BALLET CHENNAI HOLDINGS (DIFC) PVT LTD, PROJECT BALLET GANDHINAGAR HOLDINGS (DIFC) PVT LTD, PROJECT BALLET HMA HOLDINGS (DIFC) PVT LTD, AND PROJECT BALLET UDAIPUR HOLDINGS (DIFC) PVT LTD

DETAILS OF THE OFFER

Type	Fresh Issue size*	Offer for Sale size	Total Offer size*	Eligibility and share reservation among QIBs, NIIs and RIIs
Fresh Issue and Offer for Sale	[●] Equity Shares bearing face value of ₹ 10 each aggregating up to ₹30,000.00 million	[●] Equity Shares bearing face value of ₹ 10 each aggregating up to ₹20,000.00 million	[●] Equity Shares bearing face value of ₹ 10 each aggregating up to ₹50,000.00 million	The Offer is being made pursuant to Regulation 6(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), as our Company did not fulfil requirements under Regulations 6(1)(a), 6(1)(b) and 6(1)(c) of the SEBI ICDR Regulations of having net tangible assets of at least ₹30.00 million, in each of the preceding three financial years, an average operating profit of at least ₹150.00 million, with operating profit in each of these years and a net worth of ₹10.00 million in each of the preceding three financial years, respectively. For further details, see ***"Other Regulatory and Statutory Disclosures – Eligibility for the Offer"*** on page 443. For details in relation to share allocation and reservation among QIBs, NIIs and RIIs, see "***Offer Structure***" on page 472.

DETAILS OF THE OFFER FOR SALE

NAME OF THE SELLING SHAREHOLDER	TYPE	NUMBER OF OFFERED SHARES/ AMOUNT (IN ₹ MILLION)	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE BEARING FACE VALUE OF ₹ 10 EACH (IN ₹)^
Project Ballet Bangalore Holdings (DIFC) Pvt Ltd	Promoter Selling Shareholder	[●] Equity Shares bearing face value of ₹ 10 each aggregating up to ₹20,000.00 million	19.73

^*On a fully diluted basis, as certified by V. Singhi & Associates, Chartered Accountants (FRN No. 311017E), by way of their certificate dated September 20, 2024.*

RISKS IN RELATION TO THE FIRST OFFER

The face value of the Equity Shares is ₹ 10 each. This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The Floor Price, Cap Price and Offer Price each as determined and justified by our Company in consultation with the Book Running Lead Managers ("**BRLMs**"), in accordance with SEBI ICDR Regulations, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated in "***Basis for Offer Price***" on page 122 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares offered in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "***Risk Factors***" on page 31.

ISSUER'S AND PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. The Promoter Selling Shareholder, accepts responsibility for and confirms only the statements expressly made or confirmed by it in this Draft Red Herring Prospectus to the extent of information solely pertaining to itself and the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges being BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**" and together with BSE, the "**Stock Exchanges**"). For the purposes of the Offer, [●] is the Designated Stock Exchange.

DETAILS OF BOOK RUNNING LEAD MANAGERS

Name and logo of Book Running Lead Managers		Contact Person	E-mail and Telephone
JM FINANCIAL	JM Financial Limited	Prachee Dhuri	**E-mail:** leelahotels.ipo@jmfl.com **Tel:** + 91 22 6630 3030/ 3632
BofA SECURITIES	BofA Securities India Limited	Abhrajeet Banerjee	**E-mail:** dg.leelahotels_ipo@bofa.com **Tel:** + 91 22 6632 8000
Morgan Stanley	Morgan Stanley India Company Private Limited	Shantanu Tilak	**E-mail:** leelaipo@morganstanley.com **Tel:** + 91 22 6118 1000
J.P.Morgan	J.P. Morgan India Private Limited	Apoorv Sinha/ Akhand Dua	**E-mail:** leela_ipo@jpmorgan.com **Tel:** +91 22 6157 3000
kotak® Investment Banking	Kotak Mahindra Capital Company Limited	Ganesh Rane	**E-mail:** leelahotels.ipo@kotak.com **Tel:** +91 22 4336 0000
AXIS CAPITAL	Axis Capital Limited	Pavan Naik/ Simran Gadh	**E-mail:** leela.ipo@axiscap.in **Tel:** + 91 22 4325 2183
citi®	Citigroup Global Markets India Private Limited	Asees Kaur	**E-mail:** leelahotelsipo@citi.com **Tel:** + 91 22 6175 9999
IIFL SECURITIES	IIFL Securities Limited	Pawan Jain/ Rohit Waghela	**E-mail:** leelahotels.ipo@iiflcap.com **Tel:** + 91 22 4646 4728
ICICI Securities	ICICI Securities Limited	Sohail Puri/ Sumit Singh	**E-mail:** leelahotels.ipo@icicisecurities.com **Tel:** + 91 22 6807 7100
MOTILAL OSWAL INVESTMENT BANKING	Motilal Oswal Investment Advisors Limited	Ritu Sharma/ Rohan Aerande	**E-mail:** leelahotelsipo@motilaloswal.com **Tel:** + 91 22 7193 4380
SBICAPS Complete Investment Banking Solutions	SBI Capital Markets Limited	Janardhan Wagle/ Krithika Shetty	**E-mail:** leelahotels.ipo@sbicaps.com **Tel:** + 91 22 4006 9807

REGISTRAR TO THE OFFER

Name of the Registrar	Contact person	E-mail and Telephone
KFin Technologies Limited	M. Murali Krishna	**E-mail:** leelahotels.ipo@kfintech.com **Tel:** + 91 40 6716 2222/ 1800 309 4001

BID/OFFER PERIOD

Anchor Investor Bidding Date(1)	[●]	Bid/Offer opens on(1)	[●]	Bid/Offer closes on(2)(3)	[●]

1. *Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.*
2. *Our Company in consultation with the BRLMs, may decide to close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations.*
3. *UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.*

* *Our Company in consultation with the BRLMs, may consider an issue of specified securities through a preferential offer or any other method as may be permitted in accordance with applicable law to any person(s), for an amount aggregating up to ₹6,000.00 million, prior to filing of the Red Herring Prospectus with the ROC ("**Pre-IPO Placement**"). The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.*

DRAFT RED HERRING PROSPECTUS
Dated September 20, 2024
Please read Section 32 of the Companies Act, 2013
(*This Draft Red Herring Prospectus will be updated upon filing with the RoC*)
100% Book Built Offer

THE LEELA
PALACES HOTELS RESORTS

SCHLOSS BANGALORE LIMITED

Our Company was incorporated as "Schloss Bangalore Private Limited" on March 20, 2019, as a private limited company under the Companies Act 2013, at New Delhi, pursuant to a certificate of incorporation issued by the Registrar of Companies, Central Processing Centre, Manesar ("**RoC CPC**"). Upon the conversion of our Company to a public limited company, pursuant to a resolution passed by our Board on May 29, 2024 and a special resolution passed by our Shareholders on May 30, 2024, the name of our Company was changed to "Schloss Bangalore Limited", and a fresh certificate of incorporation dated July 3, 2024 was issued by the RoC CPC. For details of changes in the registered office of our Company, see "***History and Certain Corporate Matters – Changes in the registered office***" on page 246.

Corporate Identity Number: U55209DL2019PLC347492
Registered Office: The Leela Palace, Diplomatic Enclave, Africa Avenue, Netaji Nagar, South Delhi, New Delhi, Delhi, 110 023, India
Corporate Office: Tower 4, Third Floor, Equinox Business Park, Kurla West, Mumbai 400 070, Maharashtra, India
Contact Person: Jyoti Maheshwari, Company Secretary and Compliance Officer; **E-mail**: cs@theleela.com; **Tel**: +91 22 6901 5454; **Website**: www.theleela.com

OUR PROMOTERS: PROJECT BALLET BANGALORE HOLDINGS (DIFC) PVT LTD, BSREP III JOY (TWO) HOLDINGS (DIFC) LIMITED, BSREP III TADOBA HOLDINGS (DIFC) PVT LTD, PROJECT BALLET CHENNAI HOLDINGS (DIFC) PVT LTD, PROJECT BALLET GANDHINAGAR HOLDINGS (DIFC) PVT LTD, PROJECT BALLET HMA HOLDINGS (DIFC) PVT LTD, AND PROJECT BALLET UDAIPUR HOLDINGS (DIFC) PVT LTD

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES BEARING FACE VALUE OF ₹ 10 EACH (THE "EQUITY SHARES") OF SCHLOSS BANGALORE LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (THE "OFFER PRICE") AGGREGATING UP TO ₹50,000.00 MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF [●] EQUITY SHARES AGGREGATING UP TO ₹30,000.00 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹20,000.00 MILLION BY THE PROMOTER SELLING SHAREHOLDER (AS DEFINED HEREINAFTER) (THE "OFFER FOR SALE" AND SUCH EQUITY SHARES, THE "OFFERED SHARES").

OUR COMPANY IN CONSULTATION WITH THE BRLMS, MAY CONSIDER AN ISSUE OF SPECIFIED SECURITIES THROUGH A PREFERENTIAL OFFER OR ANY OTHER METHOD AS MAY BE PERMITTED IN ACCORDANCE WITH APPLICABLE LAW TO ANY PERSON(S), FOR AN AMOUNT AGGREGATING UP TO ₹6,000.00 MILLION, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC ("PRE-IPO PLACEMENT"). THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLMS. IF THE PRE-IPO PLACEMENT IS COMPLETED, THE AMOUNT RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957 ("SCRR"). THE PRE-IPO PLACEMENT, IF UNDERTAKEN, SHALL NOT EXCEED 20% OF THE SIZE OF THE FRESH ISSUE. PRIOR TO THE COMPLETION OF THE OFFER, OUR COMPANY SHALL APPROPRIATELY INTIMATE THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT, PRIOR TO ALLOTMENT PURSUANT TO THE PRE-IPO PLACEMENT, THAT THERE IS NO GUARANTEE THAT OUR COMPANY MAY PROCEED WITH THE OFFER OR THE OFFER MAY BE SUCCESSFUL AND WILL RESULT INTO LISTING OF THE EQUITY SHARES ON THE STOCK EXCHANGES. FURTHER, RELEVANT DISCLOSURES IN RELATION TO SUCH INTIMATION TO THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT (IF UNDERTAKEN) SHALL BE APPROPRIATELY MADE IN THE RELEVANT SECTIONS OF THE RED HERRING PROSPECTUS AND THE PROSPECTUS.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH AND THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT SHALL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS ("BRLMS") AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND ALL EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, HINDI ALSO BEING THE REGIONAL LANGUAGE OF NEW DELHI, INDIA, WHERE OUR REGISTERED OFFICE IS LOCATED) AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS AND SHALL BE MADE AVAILABLE TO STOCK EXCHANGES FOR UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.

In case of any revision in the Price Band, the Bid/Offer Period will be extended for at least three additional Working Days after such revision of the Price Band subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of *force majeure*, banking strike or similar unforeseen circumstances, our Company may, in consultation with the Book Running Lead Managers, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the Book Running Lead Managers and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable.

The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process, in compliance with Regulation 6(2) of the SEBI ICDR Regulations, wherein at least 75% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") (the "**QIB Portion**"), provided that our Company in consultation with the Book Running Lead Managers, may allocate up to 60% of the QIB Portion to Anchor Investors, on a discretionary basis (the "**Anchor Investor Portion**"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which Equity Shares are allocated to Anchor Investors. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (excluding the Anchor Investor Portion) ("**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. If at least 75% of the Offer cannot be Allotted to QIBs, then the entire application money will be refunded forthwith. Further, not more than 15% of the Offer shall be available for allocation to non-institutional investors ("**Non-Institutional Investors**" or "**NIIs**") (the "**Non-Institutional Portion**") of which one-third of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. The allocation to each Non-Institutional Investor shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations. Further, not more than 10% of the Offer shall be available for allocation to retail individual investors ("**Retail Individual Investors**" or "**RIIs**") (the "**Retail Portion**") in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All Bidders (other than Anchor Investors) shall mandatorily participate in this Offer through the Application Supported by Block Amount ("**ASBA**") process and shall provide details of their respective bank account (including UPI ID for UPI Bidders (defined hereinafter)) in which the Bid Amount will be blocked by the SCSBs or the Sponsor Bank(s), as the case may be. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, specific attention is invited to "***Offer Procedure***" on page 475.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offer of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10 each. The Floor Price, Cap Price and Offer Price each (as determined and justified by our Company, in consultation with the Book Running Lead Managers, in accordance with the SEBI ICDR Regulations, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated in "***Basis for Offer Price***" on page 122) should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares offered in the Offer have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "***Risk Factors***" on page 31.

ISSUER'S AND PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. The Promoter Selling Shareholder accepts responsibility for and confirms only the statements expressly made or confirmed by it in this Draft Red Herring Prospectus to the extent of information solely pertaining to itself and the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purpose of this Offer, [●] is the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 26(4) and Section 32 of the Companies Act 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see "***Material Contracts and Documents for Inspection***" on page 534.

BOOK RUNNING LEAD MANAGERS

JM FINANCIAL	BofA SECURITIES	Morgan Stanley	J.P.Morgan	kotak Investment Banking	AXIS CAPITAL
JM Financial Limited 7th Floor, Cnergy Appasaheb Marathe Marg Prabhadevi, Mumbai 400 025 Maharashtra, India **Tel:** + 91 22 6630 3030 **E-mail:** leelahotels.ipo@jmfl.com **Website:** www.jmfl.com **Investor grievance e-mail:** grievance.ibd@jmfl.com **Contact person:** Prachee Dhuri **SEBI registration no.:** INM000010361	**BofA Securities India Limited** 18th Floor, "A" Wing, One BKC "G" Block, Bandra Kurla Complex Bandra (East), Mumbai 400 051 Maharashtra, India **Tel:** + 91 22 6632 8000 **E-mail:** dg.leelahotels_ipo@bofa.com **Website:** www.business.bofa.com/bofas-india **Investor grievance e-mail:** dg.india_merchantbanking@bofa.com **Contact person:** Abhrajeet Banerjee **SEBI registration no.:** INM000011625	**Morgan Stanley India Company Private Limited** 18F, Tower 2, One World Centre Plot 841, Jupiter Textile Mill Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 Maharashtra, India **Tel:** + 91 22 6118 1000 **E-mail:** leelaipo@morganstanley.com **Website:** www.morganstanley.com **Investor grievance e-mail:** investors_india@morganstanley.com **Contact person:** Shantanu Tilak **SEBI registration no.:** INM00001123	**J.P. Morgan India Private Limited** J.P. Morgan Tower, Off C.S.T Road Kalina, Santacruz East Mumbai 400 098 Maharashtra, India **Tel.**: +91 22 6157 3000 **E-mail:** leela_ipo@jpmorgan.com **Website**: www.jpmipl.com **Investor grievance e-mail**: investorsmb.jpmipl@jpmorgan.com **Contact person**: Apoorv Sinha/ Akhand Dua **SEBI registration no.**: INM000002970	**Kotak Mahindra Capital Company Limited** 27 BKC, 1st Floor Plot No. C – 27, "G" Block Bandra Kurla Complex, Bandra (East) Mumbai 400 051 Maharashtra, India **Tel:** +91 22 4336 0000 **E-mail:** leelahotels.ipo@kotak.com **Website:** https://investmentbank.kotak.com **Investor grievance e-mail:** kmccredressal@kotak.com **Contact person:** Ganesh Rane **SEBI registration no.:** INM000008704	**Axis Capital Limited** 1st Floor, Axis House P.B. Marg Worli Mumbai 400 025 Maharashtra, India **Tel:** + 91 22 4325 2183 **E-mail:** leela.ipo@axiscap.in **Website:** www.axiscapital.co.in **Investor grievance e-mail:** complaints@axiscap.in **Contact person:** Pavan Naik/ Simran Gadh **SEBI registration no.:** INM000012029

					REGISTRAR TO THE OFFER
Citigroup Global Markets India Private Limited 1202, 12th Floor, First International Financial Centre, G-Block C 54 & 55, Bandra Kurla Complex Bandra (East), Mumbai 400 098 Maharashtra India **Tel:** + 91 22 6175 9999 **E-mail:** leelahotelsipo@citi.com **Website:** www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm **Investor grievance e-mail:** investors.cgmib@citi.com **Contact person:** Asees Kaur **SEBI registration no.:** INM000010718	**IIFL Securities Limited** 24th Floor, One Lodha Place Senapati Bapat Marg Lower Parel (West) Mumbai 400 013 Maharashtra, India **Tel:** + 91 22 4646 4728 **E-mail:** leelahotels.ipo@iiflcap.com **Website:** www.iiflcap.com **Investor grievance e-mail:** ig.ib@iiflcap.com **Contact person:** Pawan Jain/ Rohit Waghela **SEBI registration no.:** INM000010940	**ICICI Securities Limited** ICICI Venture House Appasaheb Marathe Marg Prabhadevi, Mumbai 400 025 Maharashtra, India **Tel:** + 91 22 6807 7100 **E-mail**: leelahotels.ipo@icicisecurities.com **Investor grievance e-mail**: customercare@icicisecurities.com **Website**: www.icicisecurities.com **Contact person**: Sohail Puri/ Sumit Singh **SEBI registration no.:** INM000011179	**Motilal Oswal Investment Advisors Limited** Motilal Oswal Tower Rahimtullah Sayani Road Opposite Parel ST Depot Prabhadevi, Mumbai 400 025 Maharashtra, India **Telephone:** + 91 22 7193 4380 **E-mail:** leelahotelsipo@motilaloswal.com **Investor grievance e-mail:** moiaplredressal@motilaloswal.com **Website:** www.motilaloswalgroup.com **Contact person:** Ritu Sharma/ Rohan Aerande **SEBI registration no.:** INM000011005	**SBI Capital Markets Limited** 1501, 15th Floor, A & B Wing Parinee Crescenzo Building G Block, Bandra Kurla Complex Bandra (East), Mumbai 400 051 Maharashtra, India **Tel:** +91 22 4006 9807 **E-mail:** leelahotels.ipo@sbicaps.com **Investor grievance e-mail:** investor.relations@sbicaps.com **Website:** www.sbicaps.com **Contact person:** Janardhan Wagle/ Krithika Shetty **SEBI registration no.:** INM000003531	**KFin Technologies Limited** Selenium, Tower-B Plot No. 31 & 32, Financial District Nanakramguda, Serilingampally, Rangareddi Hyderabad 500 032 Telangana, India **Tel**: + 91 40 6716 2222/ 1800 309 4001 **E-mail:** sbl.ipo@kfintech.com **Website**: www.kfintech.com **Investor grievance e-mail**: einward.ris@kfintech.com **Contact person**: M. Murali Krishna **SEBI registration no.:** INR000000221

BID/OFFER PERIOD

Anchor Investor Bidding Date(1)	[●]	**Bid/Offer opens on(1)**	[●]	**Bid/Offer closes on(2)(3)**	[●]

(1) *Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.*

(2) *Our Company, in consultation with the BRLMs, may decide to close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations.*

(3) *UPI mandate and time end date shall be at 5:00 pm on the Bid/Offer Closing Date.*

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SECTION I - GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or implies or unless otherwise specified, the following terms and abbreviations have the following meanings in this Draft Red Herring Prospectus, and references to any statute or rules or guidelines or regulations or circulars or notifications or policies will include any amendments, clarifications, modifications, replacements or re-enactments notified thereto, from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. Further, the Offer related terms used but not defined in this Draft Red Herring Prospectus shall have the meanings ascribed to such terms under the General Information Document. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

*Unless the context otherwise indicates, all references to "**the Company**", and "**our Company**", are references to Schloss Bangalore Limited, a public limited company incorporated in India under the Companies Act 2013 with its Registered Office at The Leela Palace, Diplomatic Enclave, Africa Avenue, Netaji Nagar, South Delhi, New Delhi, Delhi, 110 023, India. Furthermore, unless the context otherwise indicates, all references to the terms "**we**", "**us**" and "**our**" are to our Company and our Subsidiaries (as defined below) on a consolidated basis.*

*The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meanings ascribed to such terms under the Companies Act 2013, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder, as applicable. Notwithstanding the foregoing, the terms used in "**Basis for Offer Price**", "**Statement of Possible Special Tax Benefits**", "**Our Business**", "**Industry Overview**", "**Key Regulations and Policies in India**", "**Restated Consolidated Financial Information**", "**Outstanding Litigation and Material Developments**", "**Government and Other Approvals**", "**Restrictions on Foreign Ownership of Indian Securities**" and "**Main Provisions of the Articles of Association**" on pages 122, 136, 192, 144, 240, 295, 430, 438, 493 and 495, respectively, shall have the meanings ascribed to such terms in the relevant sections.*

Company Related Terms

Term	Description
Aries Holdings	Aries Holdings (DIFC) Limited
"Articles of Association/ Articles" / "AoA"	The articles of association of our Company, as amended from time to time
Audit Committee	The audit committee of our Board, as described in *"**Our Management – Board committees – Audit Committee**"* on page 274
"Auditors" / "Statutory Auditors"	The statutory auditors of our Company, being B S R & Co. LLP, Chartered Accountants
BAM ULC	Brookfield Asset Management ULC
Board/Board of Directors	The board of directors of our Company. For further details, please see "***Our Management – Board of Directors***", on page 268
Brookfield	Brookfield Asset Management Ltd.
Brookfield Group	Brookfield, Brookfield Corp and their respective affiliates
Brookfield Corp	Brookfield Corporation (*Formerly known as Brookfield Asset Management Inc.*)
"CCPS" / "Preference Shares"	The compulsorily convertible preference shares of our Company bearing face value of ₹100 each
"Chief Executive Officer" / "CEO"	The chief executive officer of our Company, as described in "***Our Management***" on page 268
"Chief Financial Officer" / "CFO"	The chief financial officer of our Company, as described in "***Our Management***" on page 268
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, as described in "***Our Management***" on page 238
Corporate Office	The corporate office of our Company, situated at Tower 4, Third Floor, Equinox Business Park, Kurla West, Mumbai 400 070, Maharashtra, India
Corporate Social Responsibility Committee	The corporate social responsibility committee of our Board, as described in *"**Our Management – Board committees – Corporate Social Responsibility Committee**"* on page 279
Director(s)	The director(s) on our Board of Directors, as described in *"**Our Management**"* on page 238
ESOP Scheme	The Leela Employee Stock Option Scheme, 2024
Executive Director(s)	Executive director(s) on our Board, as described in *"**Our Management**"* on page 238
Equity Shares	Unless otherwise stated, equity shares bearing face value of ₹10 each of our Company

Term	Description
E&Y MBS	Ernst & Young Merchant Banking Services LLP
Galleria at The Leela Palace Bengaluru	Galleria at The Leela Palace Bengaluru situated at #23 HAL Airport Road, Bengaluru - 560 008
Group Companies	Our group companies identified in accordance with the SEBI ICDR Regulations, which include companies (other than our Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Consolidated Financial Information and any other companies as considered material by our Board, in accordance with the Materiality Policy and as described in "***Our Group Companies***" on page 441
"HLVL" / "HLV Limited"	HLV Limited
HVS	HVS ANAROCK Hotel Advisory Services Private Limited
HVS Report	Report titled "*India Hospitality Report*" dated September, 2024 prepared by HVS, commissioned and paid for by our Company in connection with the Offer. A copy of the HVS Report is available on the website of our Company at www.theleela.com/investors
Independent Director(s)	Independent director(s) on our Board, as described in "***Our Management***" on page 268
Joint Venture	The joint venture of our Subsidiary, Leela Palaces and Resorts Limited as on the date of this Draft Red Herring Prospectus, namely, Lago Vue Srinagar Private Limited as described under "***History and Certain Corporate Matters – Our Subsidiaries, Associates and Joint Ventures***" on page 254
"KMP" / "Key Managerial Personnel"	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and as described in "***Our Management – Key Managerial Personnel and Senior Management – Key Managerial Personnel***" on page 282
Lago Vue	Lago Vue Srinagar Private Limited
LPRL	Leela Palaces and Resorts Limited
Material Subsidiaries	Together, Schloss Chanakya Private Limited, Schloss Chennai Private Limited, Tulsi Palace and Resorts Private Limited, Schloss HMA Private Limited, and Schloss Udaipur Private Limited
Materiality Policy	The policy adopted by our Board pursuant to its resolution dated September 18, 2024 for identification of companies to be disclosed as group companies, material outstanding litigation, material creditors and outstanding dues to such creditors, in accordance with the requirements under the SEBI ICDR Regulations
"MoA" / "Memorandum of Association"	The memorandum of association of our Company
MPPL	Moonburg Power Private Limited
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, as described in "***Our Management – Board committees – Nomination and Remuneration Committee***" on page 276
Non-executive Director(s)	Non-executive director(s) on our Board, as described in "***Our Management***" on page 268
Promoter(s)	The Promoters of our Company, being, Project Ballet Bangalore Holdings (DIFC) Pvt Ltd, BSREP III Joy (Two) Holdings (DIFC) Limited, BSREP III Tadoba Holdings (DIFC) Pvt Ltd, Project Ballet Chennai Holdings (DIFC) Pvt Ltd, Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd, Project Ballet HMA Holdings (DIFC) Pvt Ltd and Project Ballet Udaipur Holdings (DIFC) Pvt Ltd
Promoter Group	The persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in "***Our Promoters and Promoter Group***" on page 285
"Promoter Selling Shareholder" / "Selling Shareholder"	Project Ballet Bangalore Holdings (DIFC) Pvt Ltd
Registered Office	The registered office of our Company, situated at The Leela Palace, Diplomatic Enclave, Africa Avenue, Netaji Nagar, South Delhi, New Delhi, Delhi, 110 023, India
Restated Consolidated Financial Information	Restated Consolidated Financial Information of our Company and our Subsidiaries, which comprises the Restated Consolidated Statement of Assets and Liabilities, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Cash Flows and the Restated Consolidated Statement of Changes in Equity as at and for the two months period ended May 31, 2024 and the Financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, together with the material accounting policies, explanatory notes and annexures thereto, which are compiled from the (i) audited special purpose consolidated interim financial statements as at and for the two months period ended May 31, 2024; and (ii) audited special purpose Ind AS combined financial statements as at and for the Financial years ended March 31, 2024, March 31, 2023 and March 31, 2022; and are prepared as per requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, SEBI ICDR Regulations, the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, and E-mail dated October 28, 2021 from the SEBI to Association of Investment Bankers of India, instructing lead managers to ensure that companies provide consolidated financial

Term	Description
	statements prepared in accordance with Indian Accounting Standards (Ind-AS) for all the relevant period mentioned herein.
Risk Management Committee	The risk management committee of our Board, as described in *“**Our Management – Board committees – Risk Management Committee**”* on page 278
“RoC” / “Registrar of Companies”	Registrar of Companies, Haryana and New Delhi at New Delhi
RoC CPC	Registrar of Companies, Central Processing Centre, Manesar
Scheme of Amalgamation	Scheme of amalgamation of Moonburg Power Private Limited with Tulsi Palace Resort Private Limited and their respective shareholders sanctioned by the National Company Law Tribunal, Mumbai Bench – IV by way of its order dated August 13, 2024
Schloss Chanakya	Schloss Chanakya Private Limited
Schloss Chennai	Schloss Chennai Private Limited
Schloss Gandhinagar	Schloss Gandhinagar Private Limited
Schloss HMA	Schloss HMA Private Limited
Schloss Tadoba	Schloss Tadoba Private Limited
Schloss Udaipur	Schloss Udaipur Private Limited
Senior Management	Senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations, and as disclosed in “***Our Management – Key Managerial Personnel and Senior Management – Senior Management***” on page 282
Shareholders	The holders of the Equity Shares and CCPS, from time to time
Stakeholders’ Relationship Committee	The stakeholders’ relationship committee of our Board, as described in *“**Our Management – Board committees – Stakeholders’ Relationship Committee**”* on page 278
Subsidiaries	The subsidiaries of our Company as on the date of this Draft Red Herring Prospectus, namely, Leela Palaces and Resorts Limited, Schloss Chanakya Private Limited, Schloss Chennai Private Limited, Schloss Gandhinagar Private Limited, Schloss HMA Private Limited, Schloss Tadoba Private Limited, Schloss Udaipur Private Limited, Tulsi Palace Resort Private Limited, Transition Cleantech Services Four Private Limited, Transition Cleantech Services Five Private Limited and Aries Holdings (DIFC) Limited as described under “***History and Certain Corporate Matters – Our Subsidiaries, Associates and Joint Ventures***” on page 254
TCS Four	Transition Cleantech Services Four Private Limited
TCS Five	Transition Cleantech Services Five Private Limited
The Leela Ambience Convention Hotel Delhi	The Leela Ambience Convention Hotel Delhi situated at 1 CBD, Maharaja Surajmal Marg, Near Yamuna Sports Complex, Shahdara, Delhi 110 032, Delhi, India
The Leela Ambience Gurugram Hotel & Residences	The Leela Ambience Gurugram Hotel & Residences situated at Ambience Island, National Highway 8, Gurugram 122 002, Gurugram, India
The Leela Ashtamudi, A Raviz Hotel	The Leela Ashtamudi, A Raviz Hotel situated at Thevally Bridge, Kollam - Elamballoor Road, Palace Nagar, Thevally, Mathilil 691 601, Kerala, India
The Leela Bhartiya City Bengaluru	The Leela Bhartiya City Bengaluru situated at 6/2, Thanisandra Main Road, Tirumanahalli, Bengaluru 560 064, Karnataka, India
The Leela Gandhinagar	The Leela Gandhinagar situated at Unit of Gandhinagar Railway and Urban Development Corporation Ltd., Sector - 14 Airspace, Above Railway Station, Off Ahmedabad State Highway, Gandhinagar 382 014, Gujarat, India
The Leela Hyderabad	The Leela Hyderabad situated at 8-2-268/A/1/1, Sagar Society, Sri Nagar Colony, Aurora Colony, Road No. 2, Banjara Hills, Hyderabad 500 034, Telangana, India
The Leela Kovalam, A Raviz Hotel	The Leela Kovalam, A Raviz Hotel situated at Kovalam Thiruvananthapuram 695 527, Kerala, India
The Leela Mumbai	The Leela Mumbai situated at Sahar, Andheri East, Mumbai 400 059, Maharashtra, India
The Leela Palace Bengaluru	The Leela Palace Bengaluru situated at #23 HAL Airport Road, Bengaluru 560 008, Karnataka, India
The Leela Palace Chennai	The Leela Palace Chennai situated at Adyar Seaface, 175 Sathya Dev Avenue Ext, MRC Nagar, Chennai 600 028, Tamil Nadu, India
The Leela Palace Jaipur	The Leela Palace Jaipur situated at Jaipur-Delhi Highway, NH 11, Kukas, Jaipur 302 028, Rajasthan, India
The Leela Palace New Delhi	The Leela Palace New Delhi situated at Diplomatic Enclave, Chanakyapuri, New Delhi 110 023, Delhi, India
The Leela Palace Udaipur	The Leela Palace Udaipur situated at Lake Pichola, PO Box No. 125, Udaipur 313 001, Rajasthan, India
TPRPL	Tulsi Palace Resort Private Limited

Offer Related Terms

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by the SEBI in this behalf
Acknowledgment Slip	The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Bidder who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
Allotted/Allotment/Allot	Unless the context otherwise requires, allotment of Equity Shares offered pursuant to the Fresh Issue and transfer of the Offered Shares pursuant to the Offer for Sale to successful Bidders
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor	A QIB, who applies under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹100 million
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus. The Anchor Investor Allocation Price shall be determined by our Company, in consultation with the BRLMs on the Anchor Investor Bidding Date
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Anchor Investor Bidding Date	The day, being one Working Day prior to the Bid/Offer Opening Date on which Bids by Anchor Investors shall be submitted, prior to and after which BRLMs will not accept any Bids from Anchor Investors, and allocation to the Anchor Investors shall be completed
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be a price equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company, in consultation with the BRLMs
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/Offer Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion, which may be allocated by our Company in consultation with the BRLMs, to Anchor Investors, on a discretionary basis, in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
"Application Supported by Blocked Amount" / "ASBA"	An application (whether physical or electronic) by an ASBA Bidder to make a Bid authorizing the relevant SCSB to block the Bid Amount in the relevant ASBA Account and will include application made by UPI Bidders using UPI Mechanism, where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by UPI Bidders using UPI Mechanism
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form which may be blocked by such SCSB or the account maintained by a UPI Bidder linked to a UPI ID, which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidders, to the extent of the Bid Amount of the ASBA Bidders
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Axis	Axis Capital Limited
Banker(s) to the Offer	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Public Offer Account Bank(s) and the Sponsor Bank(s), as the case may be
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Offer, described in "***Offer Procedure***" on page 475
Bid	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to the submission of an ASBA form, or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to submission of a Bid cum Application Form, to subscribe to or purchase our Equity Shares at a price within the Price Band, including all revisions and modifications thereto, to the extent permissible under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term 'Bidding' shall be construed accordingly

Term	Description
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid in the Offer, as applicable In the case of Retail Individual Investors Bidding at the Cut-off Price, the Bid Amount is the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Investor and mentioned in the Bid cum Application Form
Bid cum Application Form	The form in terms of which the Bidder shall make a Bid, including an ASBA Form and a Anchor Investor Application Form, and which shall be considered as the application for the Allotment pursuant to the terms of the Red Herring Prospectus and the Prospectus
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries shall not accept any Bid, being [●], which shall be published in all editions of [●] (a widely circulated English national daily newspaper), and all editions of [●] (a widely circulated Hindi national daily newspaper, Hindi being the regional language of New Delhi, India, where our Registered Office is located) and in case of any revision, the extended Bid/Offer Closing Date shall also be notified on the website and terminals of the Members of the Syndicate and communicated to the designated intermediaries and the Sponsor Bank(s), as required under the SEBI ICDR Regulations. Our Company, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), and all editions of [●] (a widely circulated Hindi national daily newspaper, Hindi being the regional language of New Delhi, India, where our Registered Office is located)
Bid/Offer Period	Except in relation to any Bids received from the Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days during which prospective Bidders (excluding Anchor Investors) can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Our Company in consultation with the BRLMs, may consider closing the Bid/Offer Period for the QIB Portion one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, and includes an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, being the Designated SCSB Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
BofA Securities	BofA Securities India Limited
Book Building Process	The book building process as described in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
"Book Running Lead Managers" / "BRLMs"	The book running lead managers to the Offer, in this case being JM Financial, BofA, Morgan Stanley, J.P. Morgan, Kotak, Axis, Citi, IIFL, ICICI Securities, Motilal Oswal and SBICAPS
Broker Centres	Broker centres of the Registered Brokers where ASBA Bidders can submit the ASBA Forms (in case of UPI Investors only ASBA Forms under UPI) to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, and updated from time to time
Cap Price	The higher end of the Price Band above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted, including any revisions thereof. The Cap Price will be (i) less than or equal to 120% of the Floor Price, and (ii) at least 105% of the Floor Price
Cash Escrow and Sponsor Bank Agreement	The agreement to be entered into amongst our Company, the Promoter Selling Shareholder, the Syndicate Members, the Registrar to the Offer, the BRLMs and the Banker(s) to the Offer for, among other things, appointment of the Escrow and Sponsor Bank(s), collection of the Bid Amounts from the Anchor Investors, transfer of funds to the Public Offer Account, and where applicable, remitting refunds, if any, to such Bidders, on the terms and conditions thereof
Citi	Citigroup Global Markets India Private Limited
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account

Term	Description
"Collecting Depository Participants" / "CDPs"	A depository participant, as defined under the Depositories Act, 1996 and registered under SEBI Act and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the UPI Circulars, issued by SEBI and the Stock Exchanges, as per the list available on the websites of the Stock Exchanges, www.bseindia.com and www.nseindia.com, as updated from time to time
Collecting Registrar and Share Transfer Agents/RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 issued by SEBI as per the list available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time, as updated from time to time and the UPI Circulars
"Confirmation of Allocation Note" / "CAN"	Notice or intimation of allocation of the Equity Shares to be sent to Anchor Investors, who have been allocated the Equity Shares, on or after the Anchor Investor Bidding Date
Cut-off Price	The Offer Price, finalised by our Company, in consultation with the BRLMs, which shall be any price within the Price Band. Only Retail Individual Investors Bidding under the Retail Portion are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price
Demographic Details	The details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation, bank account details and UPI ID, as applicable
Designated CDP Locations	Such centres of the Collecting Depository Participants where ASBA Bidders can submit the ASBA Forms (in case of UPI Bidders only ASBA Forms under UPI). The details of such Designated CDP Locations, along with the names and contact details of the CDPs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time
Designated Date	The date on which the funds from the Escrow Account are transferred to the Public Offer Account or the Refund Account, as appropriate, and the relevant amounts blocked in the ASBA Accounts are transferred to the Public Offer Account(s) and/or are unblocked, as applicable, in terms of the Red Herring Prospectus and the Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer
Designated Intermediaries	SCSBs, Syndicate, sub-Syndicate, Registered Brokers, CDPs and RTAs who are authorised to collect ASBA Forms from the ASBA Bidders, in relation to the Offer
Designated RTA Locations	Such centres of the RTAs where ASBA Bidders can submit the ASBA Forms (in case of UPI Bidders, only ASBA Forms under UPI). The details of such Designated RTA Locations, along with the names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms used by the Bidders, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, updated from time to time, or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	[●]
"Draft Red Herring Prospectus" / "DRHP"	This draft red herring prospectus dated September 20, 2024 filed with SEBI and Stock Exchanges and issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which our Equity Shares will be Allotted and the size of the Offer, and includes any addenda or corrigenda thereto
Eligible FPI(s)	FPIs that are eligible to participate in this Offer in terms of applicable laws, other than individuals, corporate bodies and family offices
Eligible NRI(s)	A non-resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Red Herring Prospectus and the Bid Cum Application Form constitutes an invitation to subscribe or purchase for the Equity Shares
Escrow Account(s)	Account(s) opened with the Escrow Collection Bank for the Offer and in whose favour the Anchor Investors will transfer money through direct credit or NEFT or RTGS or NACH in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank	A bank, which is a clearing member and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Escrow Account will be opened, in this case being [●]
First Bidder	The Bidder whose name appears first in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name appears as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revisions thereof, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted and which shall not be less than the face value of the Equity Shares

Term	Description
Fresh Issue	Fresh issue of [●] Equity Shares bearing face value of ₹10 each aggregating up to ₹30,000.00 million* by our Company **Our Company in consultation with the BRLMs, may consider a Pre-IPO Placement prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus*
"General Information Document" / "GID"	The general information document for investing in public issues, prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 and the circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 notified by SEBI and the UPI Circulars and any subsequent circulars or notifications issued by SEBI, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs
Gross Proceeds	Gross proceeds of the Fresh Issue that will be available to our Company
ICICI Securities	ICICI Securities Limited
IIFL	IIFL Securities Limited
JM Financial	JM Financial Limited
J.P. Morgan	J.P. Morgan India Private Limited
Kotak	Kotak Mahindra Capital Company Limited
Monitoring Agency	[●]
Monitoring Agency Agreement	The agreement to be entered into between our Company and the Monitoring Agency
Morgan Stanley	Morgan Stanley India Company Private Limited
Motilal Oswal	Motilal Oswal Investment Advisors Limited
Mutual Fund Portion	5% of the Net QIB Portion or [●] Equity Shares which shall be available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Net Proceeds	Proceeds of the Fresh Issue, *i.e.*, Gross Proceeds less our Company's share of the Offer expenses. For further details regarding the use of the Net Proceeds and the Offer expenses, see "***Objects of the Offer***" on page 109
Net QIB Portion	The QIB Portion less the number of Equity Shares Allotted to Anchor Investors
Non-Institutional Portion	The portion of the Offer being not more than 15% of the Offer, or [●] Equity Shares, available for allocation to Non-Institutional Investors, subject to valid Bids being received at or above the Offer Price, of which one-third shall be available for allocation to Bidders with an application size of more than ₹200,000 and up to ₹1,000,000 and two-thirds shall be available for allocation to Bidders with an application size of more than ₹1,000,000 in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price
"Non-Institutional Investors" / "NIIs"	Bidders that are not QIBs or RIIs and who have Bid for Equity Shares for an amount more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Offer	The initial public offer of [●] Equity Shares bearing face value of ₹10 each for cash at a price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating up to ₹50,000.00 million comprising a Fresh Issue of [●] Equity Shares bearing face value of ₹ 10 each, aggregating up to ₹30,000.00 million and an Offer for Sale of up to [●] Equity Shares bearing face value of ₹10 each, aggregating up to ₹20,000.00 million by the Promoter Selling Shareholder.
Offer Agreement	The agreement dated September 20, 2024 entered into among our Company, the Promoter Selling Shareholder and the BRLMs, based on which certain arrangements are agreed to in relation to the Offer
Offer for Sale	The offer for sale of up to [●] Equity Shares bearing face value of ₹10 each, aggregating up to ₹20,000.00 million by the Promoter Selling Shareholder in the Offer. For further information, see "***The Offer***" on page 77
Offer Price	The final price at which Equity Shares will be Allotted to the successful Bidders (except Anchor Investors), as determined in accordance with the Book Building Process and determined by our Company, in consultation with the BRLMs, on the Pricing Day, in terms of the Red Herring Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus
Offered Shares	The Equity Shares offered by the Promoter Selling Shareholder in the Offer by way of Offer for Sale
Pre-IPO Placement	A further issue of specified securities through a preferential offer or any other method as may be permitted in accordance with applicable law to any person(s), aggregating up to ₹6,000.00

Term	Description
	million, which may be undertaken by the Company, in consultation with the BRLMs, prior to the filing of the Red Herring Prospectus with the RoC.
Price Band	Price band ranging from a Floor Price of ₹[●] per Equity Share to a Cap Price of ₹[●] per Equity Share, including revisions thereof, if any. The Price Band will be decided by our Company in consultation with the BRLMs, and the minimum Bid Lot size will be decided by our Company in consultation with the BRLMs, and advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi daily newspaper, Hindi being the regional language of New Delhi, India, where our Registered Office is situated), at least two Working Days prior to the Bid/Offer Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price and shall be made available to the Stock Exchanges for the purpose of uploading on their websites
Pricing Date	The date on which our Company in consultation with the BRLMs, shall finalize the Offer Price
Prospectus	The prospectus to be filed with the RoC for this Offer on or after the Pricing Date in accordance with the provisions of Sections 26 and 32 of the Companies Act 2013 and the SEBI ICDR Regulations, containing the Offer Price, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account	The bank account to be opened with the Public Offer Account Bank under Section 40(3) of the Companies Act 2013 to receive monies from the Escrow Account(s) and the ASBA Accounts on the Designated Date
Public Offer Account Bank	The bank, which is a clearing member and registered with SEBI as a banker to an issue under the SEBI BTI Regulations, with whom the Public Offer Account will be opened for collection of Bid Amounts from the Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being [●]
QIB Portion	The portion of the Offer, being not less than 75% of the Offer, or [●] Equity Shares, which shall be available for allocation to QIBs on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLMs), subject to valid Bids being received at or above the Offer Price or the Anchor Investor Offer Price (for Anchor Investors)
“Qualified Institutional Buyers” / “QIBs”	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
“Red Herring Prospectus” / “RHP”	The red herring prospectus to be issued in accordance with Section 32 of the Companies Act 2013 and the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares shall be Allotted and which shall be filed with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus after filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto
Refund Account	The account opened with the Refund Bank from which refunds, if any, of the whole or part of the Bid Amount shall be made to Anchor Investors
Refund Bank	The bank which is a clearing member registered with SEBI under the SEBI BTI Regulations, with whom the Refund Account will be opened, in this case being [●]
Registered Brokers	Stock brokers registered with SEBI and the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of circular (CIR/CFD/14/2012) dated October 4, 2012 and the UPI Circulars, issued by SEBI
Registrar Agreement	The agreement dated September 20, 2024, entered into among our Company, the Promoter Selling Shareholder and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar to the Offer	KFin Technologies Limited
Retail Portion	The portion of the Offer, being not more than 10% of the Offer, or [●] Equity Shares, available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price
“Retail Individual Investors” / “RIIs”	Individual Bidders, whose Bid Amount for Equity Shares in the Offer is not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through their karta and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable. QIBs Bidding in the QIB Portion and Non-Institutional Investors Bidding in the Non-Institutional Portion are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bids during Bid/Offer period and withdraw their Bids until Bid/Offer Closing Date
SBICAPS	SBI Capital Markets Limited
“Self-Certified Syndicate Banks” / “SCSBs”	The banks registered with SEBI, offering services in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or

Term	Description
	www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable, or such other website as updated from time to time, and (ii) The banks registered with SEBI, enabled for UPI Mechanism, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, or such other website as updated from time to time Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is appearing in the "list of mobile applications for using UPI in public issues" displayed on SEBI website at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43. The said list shall be updated on SEBI website
Share Escrow Agent	Escrow agent appointed pursuant to the Share Escrow Agreement, in this case being [●]
Share Escrow Agreement	Agreement to be entered into among the Promoter Selling Shareholder, our Company and the Share Escrow Agent in connection with the transfer of the portion of Equity Shares being offered by the Promoter Selling Shareholder in the Offer for Sale portion of the Offer and credit of such Equity Shares to the demat account of the Allottees
Specified Locations	Bidding Centres where the Syndicate shall accept Bid cum Application Forms, a list of which will be included in the Bid cum Application Form
Sponsor Bank(s)	The Banker(s) to the Offer registered with SEBI, which have been appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the UPI Mandate Request by a UPI Bidder in accordance with the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars, in this case being [●]
Stock Exchanges	Together, BSE and NSE
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms
Syndicate Agreement	The agreement to be entered into among the members of the Syndicate, our Company, the Promoter Selling Shareholder and the Registrar to the Offer in relation to the collection of Bid cum Application Forms by the Syndicate
Syndicate Members	Intermediaries registered with SEBI and permitted to carry out activities as an underwriter, in this case being [●]
Syndicate or members of the Syndicate	Together, the BRLMs and the Syndicate Members
Underwriters	[●]
Underwriting Agreement	The agreement to be entered into among our Company, the Promoter Selling Shareholder, the Registrar to the Offer and the Underwriters, on or after the Pricing Date but before filing of the Prospectus
UPI	Unified Payments Interface which is an instant payment mechanism, developed by NPCI
UPI Bidders	Collectively, individual investors applying as Retail Individual Investors in the Retail Portion, and individuals applying as Non-Institutional Investors with a Bid Amount of up to ₹ 500,000 in the Non-Institutional Portion. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 SEBI circular number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 along with the circular issued by the NSE having reference no. 25/2022 dated August 3, 2022 and the notice issued by

Term	Description
	BSE having reference no. 20220803-40 dated August 3, 2022 (to the extent any of these circulars are not rescinded by the SEBI RTA Master Circular 2024), SEBI RTA Master Circular 2024 (to the extent applicable) and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard.
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidders, by way of a notification on the UPI linked mobile application and by way of an SMS directing the UPI Bidders to such UPI linked mobile application) to the UPI Bidders initiated by the Sponsor Bank(s) to authorize blocking of funds equivalent to the Bid Amount in the relevant ASBA Account through the UPI linked mobile application, and the subsequent debit of funds in case of Allotment
UPI Mechanism	The Bidding mechanism that may be used by UPI Bidders to make Bids in the Offer in accordance with the UPI Circulars
UPI PIN	Password to authenticate UPI transaction
Working Day(s)	All days on which commercial banks in Mumbai, Maharashtra, India are open for business, provided however, for the purpose of announcement of the Price Band and the Bid/Offer Period, “Working Day” shall mean all days, excluding all Saturdays, Sundays and public holidays on which commercial banks in Mumbai, Maharashtra, India are open for business and the time period between the Bid/Offer Closing Date and listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of the Stock Exchanges excluding Sundays and bank holidays in India, as per the circulars issued by SEBI from time to time

Conventional and General Terms and Abbreviations

Term	Description
Air Act	The Air (Prevention and Control of Pollution) Act, 1981
AGM	Annual general meeting of shareholders under the Companies Act 2013
AIF(s)	Alternative Investment Funds as defined in and registered with SEBI under the SEBI AIF Regulations
ASM	Additional surveillance measures
BIS	Bureau of Indian Standards
Bn/bn	Billion
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CCDs	Compulsorily Convertible Debentures
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Client ID	Client identification number of the Bidder’s beneficiary account
Companies Act 1956	The erstwhile Companies Act, 1956 read with the rules, regulations, clarifications and modifications thereunder
Companies Act 2013	The Companies Act, 2013 read with rules, regulations, clarifications and modifications thereunder
Competition Act	The Competition Act, 2002
Consolidated FDI Policy	The Consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time
Consumer Protection Act	The Consumer Protection Act, 2019
Copyright Act	The Copyright Act, 1957
“COVID – 2019”/ “COVID-19”	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CPC	The Code of Civil Procedure, 1908
CSR	Corporate social responsibility
Data Protection Act	The Digital Personal Data Protection Act, 2023
Depositories Act	The Depositories Act, 1996, read with the rules, regulations, clarifications and modifications thereunder
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
DIN	Director Identification Number
DP ID	Depository Participant’s identity number
DP/Depository Participant	A depository participant as defined under the Depositories Act
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (*formerly Department of Industrial Policy and Promotion*), GoI
EGM	Extra-ordinary general meeting
EPA	The Environment (Protection) Act, 1986
EPF Act	Employees Provident Funds and Miscellaneous Provisions Act, 1952

Term	Description
EPR	The Environment (Protection) Rules, 1986
EPS	Earnings per share
ESI Act	The Employees' State Insurance Act, 1948
ESIC	Employees' State Insurance Corporation
ESG	Environmental, Social and Governance
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the provisions of FEMA
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Rules	The Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year/Fiscal/Fiscal Year	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FIR	First information report
FPIs	Foreign portfolio investor registered with SEBI pursuant to the SEBI FPI Regulations
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
FSSA	The Food Safety and Standards Act, 2006
FSSAI	Food Safety and Standards Authority of India
FTA	The Foreign Trade (Development and Regulation) Act, 1992
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign venture capital investors registered with SEBI pursuant to the SEBI FVCI Regulations
GDP	Gross Domestic Product
GECL	Guaranteed Emergency Credit Line
GoI/ Central Government/ Indian Government	The Government of India
GSM	Graded surveillance measures
GST	Goods and services tax
HUF(s)	Hindu undivided family(ies)
HMA	Hotel management agreement
ICAI	Institute of Chartered Accountants of India
ICAI Guidance Note on Company Prospectus	Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India
IFRS	The International Financial Reporting Standards issued by the International Accounting Standard Board
Income Tax Act	The Income Tax Act, 1961
Ind AS	The Indian Accounting Standards notified under Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules, 2015
Ind AS 24	The Indian Accounting Standard 24, "Related Party Disclosures", notified under Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules, 2015
Ind AS Rules	The Companies (Indian Accounting Standards) Rules, 2015
Indian GAAP	Generally Accepted Accounting Principles in India notified under Section 133 of the Companies Act 2013 and read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016
"INR" / "Indian Rupees" / "Rupee" / "₹" / "Rs. "	Indian Rupee, the official currency of the Republic of India
IPO	Initial public offering
IST	Indian Standard Time
IT Act	The Information Technology Act, 2000
IT Intermediary Rules	The Information Technology (Intermediaries Guidelines and Digital Media Ethics Code) Rules, 2021
IT Security Rules	The Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011
KPI	Key performance indicators
LM Act	The Legal Metrology Act, 2009
LRD	Lease Rental Discounting
MCA	The Ministry of Corporate Affairs, Government of India
MSME	Micro, small or a medium enterprise
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
"N.A." / "NA"	Not applicable
NACH	National Automated Clearing House

Term	Description
NAV	Net asset value, being the total equity attributable to equity holders of the parent divided by weighted average numbers of equity shares outstanding during the year for basic EPS
NBFC-SI	Systemically important non-banking financial company
NCBs	Non-convertible bonds
Non-GAAP	Non-generally accepted accounting principle
NR/Non-Resident	A person resident outside India, as defined under the FEMA and includes an NRI
NRE	Non-Resident External
NRI	Non-Resident Indian
NRO	Non-Resident Ordinary
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
"OCB"/ "Overseas Corporate Body"	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
p.a.	Per annum
PAN	Permanent account number
PAT	Profit after tax
P/E Ratio	Price/Earnings Ratio
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoNW	Return on Net Worth, being restated profit/(loss) attributable to equity holders of the parent divided by total equity attributable to equity holders of the parent
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A under the U.S. Securities Act
SAARC	South Asian Association for Regional Cooperation
SCRA	The Securities Contracts (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under section 3 of the SEBI Act
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI BTI Regulations	The Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	The Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	The Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI RTA Master Circular 2024	SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, to the extent it pertains to UPI
SEBI SBEBSE Regulations	The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SFIO	Serious Fraud Investigation Office
Stock Exchanges	BSE Limited and National Stock Exchange of India Limited
STT	Securities Transaction Tax
Trademark Act	The Trade Marks Act, 1999
Trademark Amendment Act	The Trade Marks (Amendment) Act, 2010
UAE/ United Arab Emirates	United Arab Emirates
U.S. GAAP	Generally Accepted Accounting Principles in the United State of America
U.S. Securities Act	The U.S. Securities Act of 1933
"US$" / "USD" / "US Dollar"	United States Dollar, the official currency of the United States of America
"USA" / "U.S." / "US"	The United States of America
VCF	Venture capital funds as defined in and registered with the SEBI under the *erstwhile* Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the SEBI AIF Regulations, as the case may be
Wilful Defaulter	Wilful Defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations

Technical and Industry Related Terms

Term	Description
AAEC	Adverse effect in competition
Adjusted Net borrowings	Non-current borrowings plus current borrowings minus cash and cash equivalents, Bank balances other than cash and cash equivalents, Fixed deposit with remaining maturity of more than 12 months, and Bank deposits with remaining maturity of less than 12 months from balance sheet date. For further details, see "***Other Financial Information - Reconciliation of Non-GAAP measures***" on page 382
Adjusted Net Asset Value	Adjusted Net Worth / Weighted average numbers of equity shares outstanding during the year/period as though such common control transactions have been completed as of and for the relevant year/period. For further details, see "***Other Financial Information - Reconciliation of Non-GAAP measures***" on page 382
ARR/ Average room rate	Average room rate, which represents room revenue divided by total number of room nights sold in a given period
Average occupancy	Total number of room nights sold expressed as a percentage of the total number of room nights available in a given period
Contribution of revenue from food and beverages (As a % of Revenue from operations)	Percentage of F&B Revenue of the relevant period/ year divided by Revenue from operations for the same period/ year
DTV	Domestic tourist visitation
EBITDA	EBITDA is calculated as restated (loss) for the period/ year plus Total tax expense/(credit) plus Finance costs plus Depreciation and amortization expense. For further details, see "***Other Financial Information - Reconciliation of Non-GAAP measures***" on page 382
EBITDA / key	EBITDA divided by number of rooms at the end the period/ year
EBITDA Margin (%)	EBITDA Margin is calculated as EBITDA divided by the total income
Enterprise Value	Market cap plus the net borrowings as at the end of the period / year.
EV	Enterprise value
FAR	Floor area ratio
FTA	Foreign tourist arrivals
FVOCI	Fair value through other comprehensive income
F&B	Food and beverages
F&B Revenue	F&B Revenue is calculated as the sum of revenue from food and soft beverages and wines and liquor. F&B Revenue also includes revenue from F&B from banquet and MICE
GDS	Global Distribution System
GHA	Global Hotel Alliance
IGBC	International Green Building Conference
Inventory/ Rooms/ Keys	Number of rooms in our portfolio at the end of the relevant period/ year
IT	Information technology
LLDP	The Leela Leadership Development Program
LEAD	The Leela Executive Accelerated Development Program
Market Cap	The market capitalisation of a company computed based on the closing market price of equity shares on a Stock Exchange on a relevant date.
MICE	Meetings, incentives, conferences and exhibitions
NPS	Net promoter score
Non-room revenue	Total income excluding room income
"Owned Portfolio" / "Owned Hotels"	Our five owned hotels, namely, The Leela Palace Bengaluru, The Leela Palace Chennai, The Leela Palace New Delhi, The Leela Palace Jaipur, and The Leela Palace Udaipur
OTAs	Online Travel Agents
Portfolio	Our 12 operational hotels, which include five Owned Hotels, six hotels that are managed by us pursuant to hotel management agreements (namely, The Leela Ambience Convention Hotel Delhi, The Leela Ambience Gurugram Hotel & Residences, The Leela Gandhinagar, The Leela Bhartiya City Bengaluru, The Leela Kovalam, A Raviz Hotel and The Leela Ashtamudi, A Raviz Hotel) and one hotel which is owned and operated by a third-party owner under a franchise agreement (namely The Leela Mumbai)
Preferred Hotels	Preferred Hotels & Resorts is a hotel chain that represents independent hotels, resorts, and residences
Restated (loss) for the period/ year	Total income less total expenses less total tax expense (credit) for the period/ year
Restated (loss) margin for the period/ year	Restated (loss) for the period/ year divided by the total income for the period/ year
Revenue Growth	Percentage of revenue from operations of the relevant period/ year minus revenue from operations of the preceding period/ year, divided by revenue from operations of the preceding period/ year

Term	Description
“Revenue per Available Room” / “RevPAR”	Revenue per Available Room is calculated by multiplying the Average Room Rate by the Average Occupancy for that period or year
SATL	Shefs at The Leela
TLPS	The Leela Palace Services
Total income	The sum of revenue from operations and other income.
Total income growth	Percentage of total income of the relevant period/ year minus total income of the preceding period/year, divided by total income of the preceding period/ year
“Total Revenue Per Available Room” / “TRevPAR”	Total revenue from our owned hotels during a given period/ year divided by the total available room nights available in that period/ year

SUMMARY OF THE OFFER DOCUMENT

*The following is a general summary of the terms of the Offer and certain disclosures included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections titled "**Risk Factors**", "**The Offer**", "**Capital Structure**", "**Objects of the Offer**", "**Industry Overview**", "**Our Business**", "**Our Promoters and Promoter Group**", "**Restated Consolidated Financial Information**", "**Outstanding Litigation and Other Material Developments**", "**Offer Procedure**" and "**Main Provisions of the Articles of Association**" on pages 31, 77, 95, 109, 144,192, 285, 295, 430, 475 and 495, respectively.*

Summary of our primary business

We are India's only institutionally owned and managed pure-play luxury hospitality company *(Source: HVS Report)*. We own, operate, manage and develop luxury hotels and resorts under, "The Leela" brand which was ranked as #1 among the world's best hospitality brands in 2020 and 2021, and among the world's top three hospitality brands in 2023 and 2024, by Travel + Leisure World's Best Awards Surveys. Our portfolio comprises 3,382 keys across 12 operational hotels. For Financial Year 2024, our EBITDA margin was the highest amongst our listed peers and the RevPAR of our Owned Portfolio was 1.4 times the luxury hospitality segment in India *(Source: HVS Report)*.

For further information, see "***Our Business***" beginning on page 192.

Summary of the industry in which we operate

The Indian hospitality sector is expected to deliver strong growth in the coming years as India's GDP is projected to double from $3.6 trillion in 2023 to $7.1 trillion in 2030. The luxury hospitality segment in India is under-penetrated constituting only 17% of the branded hotel stock. The total demand for luxury rooms estimated to grow at a CAGR of 10.6% over Financial Year 2024 to Financial Year 2028 against supply growth of only 5.9% over the same period. India is expected to see domestic tourism and foreign tourist arrivals growing at CAGRs of 13.4% and 7.1%, respectively, between 2024 to 2030 *(Source: HVS Report)*.

For further information, see "***Industry Overview***" beginning on page 144.

Promoters

Our Promoters are Project Ballet Bangalore Holdings (DIFC) Pvt Ltd, BSREP III Joy (Two) Holdings (DIFC) Limited, BSREP III Tadoba Holdings (DIFC) Pvt Ltd, Project Ballet Chennai Holdings (DIFC) Pvt Ltd, Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd, Project Ballet HMA Holdings (DIFC) Pvt Ltd, and Project Ballet Udaipur Holdings (DIFC) Pvt Ltd. For details, see "***Our Promoters and Promoter Group***" on page 285.

Offer size

The following table summarizes the details of the Offer:

Offer(1)	[●] Equity Shares bearing face value of ₹10 each for cash at a price of ₹[●] per Equity Share aggregating up to ₹50,000.00 million
Of which:	
Fresh Issue(1)(2)	[●] Equity Shares bearing face value of ₹10 each aggregating up to ₹30,000.00 million
Offer for Sale(3)	[●] Equity Shares bearing face value of ₹10 aggregating up to ₹20,000.00 million by the Promoter Selling Shareholder

(1) The Offer has been authorised by our Board pursuant to its resolution dated September 16, 2024 read with its resolution dated September 18, 2024 and the Fresh Issue has been authorized by our Shareholders pursuant to a special resolution dated September 17, 2024. Further, the Promoter Selling Shareholder has been authorised to participate in the Offer through a resolution passed by its board of directors dated September 17, 2024 and has consented to participate in the Offer pursuant to its consent letter dated September 17, 2024. Our Board has taken on record such consent of the Promoter Selling Shareholder by a resolution dated September 18, 2024.

(2) Our Company in consultation with the BRLMs, may consider a Pre-IPO Placement prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to

such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

(3) *The Equity Shares being offered by the Promoter Selling Shareholder are eligible for being offered for sale pursuant to the Offer in terms of Regulation 8 and Regulation 8A of the SEBI ICDR Regulations. For details of authorisation received from the Promoter Selling Shareholder for the Offer for Sale, see* ***"Other Regulatory and Statutory Disclosures – Authority for the Offer – Approvals from the Promoter Selling Shareholder"*** *on page 443.*

The Offer would constitute [●]% of the post-Offer paid-up Equity Share capital of our Company. For further details, see "***The Offer***" and "***Offer Structure***" on pages 77 and 472.

Objects of the Offer

Our Company proposes to utilise the Net Proceeds towards funding the objects set forth below:

(*in ₹ million*)

Sr. No.	Particulars	Total estimated amount/expenditure^
1.	Repayment/ prepayment/ redemption, in full or in part, of certain outstanding borrowings availed by:	27,000.00
	(a) our Company	
	(b) certain of our Subsidiaries, namely, Schloss Chanakya, Schloss Chennai, Schloss Udaipur and TPRPL, through investment in such Subsidiaries	
2.	General corporate purposes*^	[●]
	Net Proceeds	**[●]**

* *To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

^ *Includes the proceeds, if any, received pursuant to the Pre-IPO Placement. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed ₹6,000.00 million, being 20% of the size of the Fresh Issue.*

For further details, see "***Objects of the Offer***" on page 109.

Aggregate Pre-Offer Shareholding of Promoters, member of the Promoter Group and Selling Shareholder

Except as disclosed below, our Promoters and the member of our Promoter Group do not hold any Equity Shares in our Company:

Category and name of Shareholder	Pre-Offer No. of Equity Shares held	Pre-Offer % of Equity Share capital	Pre-Offer No. of Equity Shares held on a fully diluted basis#	Pre-Offer % of Equity Share capital on a fully diluted basis#
Promoters				
Project Ballet Bangalore Holdings (DIFC) Pvt Ltd*^	175,985,315	99.99	175,985,315	19.12
BSREP III Joy (Two) Holdings (DIFC) Limited##	Nil	N.A.	83,580,903	9.08
BSREP III Tadoba Holdings (DIFC) Pvt Ltd##	Nil	N.A.	323,898,735	35.18
Project Ballet Chennai Holdings (DIFC) Pvt Ltd##	Nil	N.A.	121,015,642	13.15
Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd##	Nil	N.A.	21,081,137	2.29
Project Ballet HMA Holdings (DIFC) Pvt Ltd##	Nil	N.A.	145,461,767	15.80
Project Ballet Udaipur Holdings (DIFC) Pvt Ltd##	Nil	N.A.	49,549,518	5.38
Promoter group				
BSREP III India Ballet Holdings (DIFC) Limited	5	Negligible	5	Negligible
Total	**175,985,320**	**100.00**	**920,573,022**	**100.00**

* *Project Ballet Bangalore Holdings (DIFC) Pvt Ltd is also participating in the Offer as the Promoter Selling Shareholder.*

^ *Including one Equity Share each held by BSREP III Tadoba Holdings (DIFC) Pvt Ltd, Project Ballet Chennai Holdings (DIFC) Pvt Ltd, Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd, Project Ballet HMA Holdings (DIFC) Pvt Ltd, Project Ballet Udaipur Holdings (DIFC) Pvt Ltd, on behalf of and as nominees of Project Ballet Bangalore Holdings (DIFC) Pvt Ltd.*

\# *Equity Share capital on a fully diluted basis has been computed assuming conversion of the outstanding CCPS which will be converted into a maximum of 744,587,702 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations. Such maximum number of Equity Shares to be issued pursuant to conversion of CCPS has been determined on the basis of the minimum value of Equity Shares at which the conversion shall take place in accordance with the FEMA. The final number*

of Equity Shares that such CCPS will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of the CCPS.
*##As on the date of this Draft Red Herring Prospectus, BSREP III Joy (Two) Holdings (DIFC) Limited holds 69,831,845 CCPS, BSREP III Tadoba Holdings (DIFC) Pvt Ltd holds 270,617,394 CCPS, Project Ballet Chennai Holdings (DIFC) Pvt Ltd holds 101,108,569 CCPS, Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd holds 17,613,290 CCPS, Project Ballet HMA Holdings (DIFC) Pvt Ltd holds 121,533,307 CCPS, Project Ballet Udaipur Holdings (DIFC) Pvt Ltd holds 41,398,623 CCPS. For details, see "**Capital Structure – Share capital history of our Company – History of Preference Share capital of our Company**" on page 96.*

For further details, see "***Capital Structure***" on page 95.

Summary of selected financial information

The summary of certain financial information as set out under the SEBI ICDR Regulations as of and for two months ended May 31, 2024 and the Fiscals 2024, 2023 and 2022, derived from the Restated Consolidated Financial Information is set forth below. For further details, see "***Restated Consolidated Financial Information***" on page 295.

(₹ in million, unless otherwise specified)

Particulars	As at and for the two months ended May 31, 2024	As at and for the Fiscal ended March 31, 2024	As at and for the Fiscal ended March 31, 2023	As at and for the Fiscal ended March 31, 2022
Equity share capital	201.70	201.70	201.70	201.70
Total income	1,697.43	12,265.00	9,032.67	4,159.49
Restated (loss) for the period/year	(363.87)	(21.27)	(616.79)	(3,198.29)
Basic earnings per share (in ₹)(1)	(2.07)*	(0.12)	(3.50)	(18.20)
Diluted earnings per share (in ₹)(2)	(2.07)*	(0.12)	(3.50)	(18.20)
NAV per Equity Share (in ₹)(3)	(158.20)	(160.57)	(142.74)	(139.53)
Net Worth(4)	(27,840.06)	(28,257.23)	(25,119.63)	(24,520.15)
Total Borrowings (as per balance sheet)	40,525.02	42,421.81	36.961.82	36,768.07

**Not annualised*
Notes:

1. *Basic earnings per share (₹) = Restated (loss) attributable to equity shareholders for the period/ year/ Weighted average number of Equity shares outstanding during the period/ year.*
2. *Diluted earnings per share (₹) = Restated (loss) attributable to equity shareholders for the period/ year/ Weighted average number of dilutive Equity shares outstanding during the period/ year*
3. *Net Asset Value per Equity Share (₹) = Net Worth at the end of the period/ year divided by the Weighted average number of Equity Shares outstanding during the period/ year.*
4. *Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off as per the audited balance sheet but does not include reserves created out of revaluation of assets, write back of depreciation and amalgamation. For details, see "**Other Financial Information – Reconciliation of Non-GAAP measures**" on page 382.*

For details, see "***Restated Consolidated Financial Information***" and "***Other Financial Information***" on pages 295 and 382, respectively.

Qualifications of the Statutory Auditors, which have not been given effect to in the Restated Consolidated Financial Information

There are no qualifications which have not been given effect to in the Restated Consolidated Financial Information.

Summary of outstanding litigation

A summary of outstanding litigation proceedings involving our Company, our Directors, our Promoter, our Subsidiaries and our Group Companies as required under the SEBI ICDR Regulations as on the date of this Draft Red Herring Prospectus is provided below:

Name of entity	Criminal proceedings	Tax proceedings	Actions by statutory or regulatory authorities	Disciplinary actions including penalty imposed by SEBI or Stock Exchanges against our Promoters in the last five financial years	Material civil litigation	Aggregate amount involved (₹ in million)*
Company						
By our Company	Nil	Nil	Nil	Nil	Nil	Nil
Against our Company	Nil	6	Nil	Nil	Nil	88.33
Directors						
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Subsidiaries						
By our Subsidiaries	2	10	Nil	Nil	1	29.06
Against our Subsidiaries	Nil	14	7#	Nil	Nil	1,336.31
Promoters						
By our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against our Promoters	Nil	Nil	Nil	Nil	Nil	Nil

** To the extent quantifiable.*

 # Includes the matter involving Anuraag Bhatnagar, in his capacity as the director of TPRPL.

As on the date of this Draft Red Herring Prospectus, there is no pending litigation involving our Group Companies which will have a material impact on our Company. For further details of the outstanding litigation proceedings, see "***Outstanding Litigation and Other Material Developments***" on page 430.

Risk factors

Specific attention of Investors is invited to the section "***Risk Factors***" on page 31. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. Set forth below are the top 10 risk factors:

Sr. No.	Description of Risk
1.	Any deterioration in the quality or reputation of our brand could have an adverse effect on our business, financial condition and results of operations.
2.	A significant portion of our total income is derived from the five hotels owned by us (28.69% from The Leela Palace Bengaluru, 18.04% from The Leela Palace Chennai, 24.45% from The Leela Palace New Delhi, 14.51% from The Leela Palace Jaipur and 8.09% from The Leela Palace Udaipur for the Financial Year 2024) and any adverse developments affecting such hotels or regions could have an adverse effect on our business, results of operations and financial condition.
3.	We have incurred losses (₹21.27 million for the Financial Year 2024, ₹616.79 million for the Financial Year 2023 and ₹3,198.29 million for the Financial Year 2022) in the past and may continue to experience losses in the future which could result in an adverse effect on our business, cash flows and financial condition.
4.	We have had negative net cash flows in the past and may continue to have negative cash flows in the future, which could adversely affect our results of operations and financial condition.
5.	We had negative net worth (₹27,840.06 million as of May 31, 2024) in the past and may continue to experience negative net worth in the future which could result in an adverse effect on our business, cash flows, financial condition and results of operations.
6.	We are exposed to risks associated with the renovation, development and expansion of new and existing hotels. Delays in the construction of new hotels or in the renovation of our existing hotels in our Portfolio may have an adverse effect on our business, financial condition and results of operations.
7.	We have substantial indebtedness which requires significant cash flows to service and limits our ability to operate freely. In addition, we may require additional financing in the future in order to continue to grow our business, which may not be available on acceptable terms, or at all
8.	We have granted security interests over certain of our assets, and any failure to satisfy our obligations under our secured borrowings (₹40,525.02 million as of May 31, 2024) could lead to invocation of security interest, resulting in a forced sale or seizure of such assets.

Sr. No.	Description of Risk
9.	The shareholding of our Promoters in our Company, and our shareholding in certain of our Subsidiaries, are required to be, or have been, encumbered in favor of certain lenders. If events of default arise under the relevant facility agreements, such lenders could exercise their rights under the agreements, adversely affecting our business, results of operations, cash flows and prospects.
10.	We have contingent liabilities and our financial condition could be adversely affected if any of these contingent liabilities materialize

Summary of contingent liabilities

The following is a summary table of our contingent liabilities as at May 31, 2024 as per Ind AS 37 as derived from the Restated Consolidated Financial Information:

(₹ in million)

Sr. No.	Particulars	As at May 31, 2024
1.	Floor area ratio charges – New Delhi Municipal Council(1)	2,945.85
2.	Disputed statutory liabilities(2)	186.98
3.	Rajasthan Micro and Small Enterprises Facilitation Council and Nutan Deco Private Limited	2.30
4.	Industrial dispute by an ex-employee	0.20
5.	Proceedings under the Minimum Wages Act, 1948	1.08
6.	Bank guarantees	5.56
	Total	**3,141.97**

(1) *HLV Limited against the demand of ₹1,527.49 million towards FAR charges deposited only ₹954.68 million and the balance amount of ₹572.81 million was disputed. HLV Limited filed a writ petition before the High Court of Delhi, among others, for setting aside/ quashing the final recovery notice praying that The Leela Palace New Delhi be classified as falling in the south zone for the purpose of payment of charges for additional FAR and for grant of 25% concession of Zonal Average Auction Rate. The matter is pending.*

(2) *The breakup of disputed statutory liabilities is as under:*

(₹ in million)

Particulars	*As at May 31, 2024*
Disputed statutory liabilities	
Service tax	*113.82*
Income tax	*14.75*
VAT	*47.97*
GST	*10.44*
Total	***186.98***

For further details of the contingent liabilities, see "***Restated Consolidated Financial Information – Note 37 – Contingent Liabilities***" on page 356.

Summary of Related Party Transactions

The following is the summary of transactions with related parties for the two months ended May 31, 2024 and Fiscals 2024, 2023 and 2022 as per the requirements under Ind AS 24 read with the SEBI ICDR Regulations and as derived from the Restated Consolidated Financial Information:

(₹ in million)

Particulars			For the two months ended May 31, 2024	Fiscals ended		
Nature of transaction	**Related parties with whom transactions have taken place**	**Nature of relationship**		**2024**	**2023**	**2022**
Management and operating fees	Tulsi Palace Resort Private Limited	Fellow subsidiary	-	6.96	115.93	70.10
	Striton Properties Private Limited (Formerly known as Mars Hotels & Resorts Private Limited)	Fellow subsidiary	1.16	8.12	6.38	4.99
Reimbursement of expenses paid to / (received from)	Tulsi Palace Resort Private Limited	Fellow subsidiary	-	(5.95)	(122.66)	3.88
	Arliga India Office Parks Private Limited	Fellow subsidiary	-	(3.44)	(0.77)	-
	Arliga Ecoworld Infrastructure Private Limited	Fellow subsidiary	-	0.12	(2.46)	-
	Cowrks India Private Limited	Fellow subsidiary	(0.61)	0.14	-	-

Particulars			For the two months ended May 31, 2024	Fiscals ended		
Nature of transaction	Related parties with whom transactions have taken place	Nature of relationship		2024	2023	2022
	Brookprop Property Management Services Private Limited	Fellow subsidiary	(0.20)	-	-	-
	Summit Digitel Infrastructure Limited	Fellow subsidiary	0.04	-	-	-
Revenue from operations	Arliga India Office Parks Private Limited	Fellow subsidiary	-	0.70	-	-
	Brookprop Property Management Services Private Limited	Fellow subsidiary	2.20	2.90	-	-
	Witwicky One Private Limited	Fellow subsidiary	-	0.01	-	-
	Arliga Ecoworld Infrastructure Private Limited	Fellow subsidiary	-	0.10	-	-
	Brookfield India Real Estate Trust	Fellow subsidiary	0.07	-	-	-
	Brookfield Advisors India Private Limited	Fellow subsidiary	-	2.36	-	-
	Cowrks India Private Limited	Fellow subsidiary	-	0.19	-	0.76
Rental income	Summit Digitel Infrastructure Limited	Fellow subsidiary	0.85	3.56	3.25	2.11
	Tulsi Palace Resort Private Limited	Fellow subsidiary	-	-	0.05	-
Business support services	Brookprop Property Management Services Private Limited	Fellow subsidiary	4.11	12.34	-	-
Business support services	Brookprop Management Services Private Limited	Fellow subsidiary	-	-	16.73	6.07
Rent expense	Equinox Business Parks Private Limited	Fellow subsidiary	0.64	3.56	3.82	3.57
	Cowrks India Private Limited	Fellow subsidiary	0.05	0.25	0.12	-
Interest expense on lease liability	Equinox Business Parks Private Limited	Fellow subsidiary	4.44	25.80	8.80	9.45
Principal payment of lease liability	Equinox Business Parks Private Limited	Fellow subsidiary	7.87	25.17	21.23	17.80
Security deposit paid	Equinox Business Parks Private Limited	Fellow subsidiary	-	22.40	4.12	-
	Cowrks India Private Limited	Fellow subsidiary	-	0.07	0.04	-
Interest income on security deposits	Equinox Business Parks Private Limited	Fellow subsidiary	0.40	2.70	1.09	0.90
Security deposit refund received	Equinox Business Parks Private Limited	Fellow subsidiary	3.52	15.92	-	-
Gain on account of modification in the terms of compound financial instruments	Project Ballet Bangalore Holdings (DIFC) Private Limited	Holding company	-	96.38	-	-
Acquisition under common control	BSREP III India Ballet Holdings (DIFC) Limited	Intermediate Holding company	-	-	*	1,742.81
	BSREP III India Ballet I Pte. Ltd.	Fellow subsidiary	-	-	-	11,450.92
	BSREP III India Ballet Pte. Ltd.	Fellow subsidiary	-	-	-	*
	BSREP III Joy Two Holdings (DIFC) Limited	Fellow subsidiary	-	6,983.08	0.10	-
	BSREP III Tadoba Holdings (DIFC) Limited	Fellow subsidiary	-	-	0.01	-
	Project Ballet Chennai Holdings (DIFC) Private Limited	Fellow subsidiary	-	-	-	10,110.86

Particulars			For the two months ended May 31, 2024	Fiscals ended		
Nature of transaction	Related parties with whom transactions have taken place	Nature of relationship		2024	2023	2022
	Project Ballet Gandhinagar Holdings (DIFC) Private Limited	Fellow subsidiary	-	-	-	18.52
	Project Ballet HMA Holdings (DIFC) Private Limited	Fellow subsidiary	-	-	-	12,153.33
	Project Ballet Udaipur Holdings (DIFC) Private Limited	Fellow subsidiary	-	-	-	4,139.86
Subscription towards equity shares	BSREP III Tadoba Holdings (DIFC) Limited	Fellow subsidiary	-	-	0.01	-
Allotment of 10.50% compulsorily convertible debentures	BSREP III Joy Two Holdings (DIFC) Limited	Fellow subsidiary	-	500.00	-	-
Interest expense on unsecured compulsorily convertible debentures	Project Ballet Bangalore Holdings (DIFC) Private Limited	Holding company	27.32	139.90	120.48	109.03
	Project Ballet Udaipur Holdings (DIFC) Private Limited	Fellow subsidiary	1.81	10.22	9.21	8.29
	Project Ballet Chennai Holdings (DIFC) Private Limited	Fellow subsidiary	8.85	50.23	45.24	40.75
	Project Ballet HMA Holdings (DIFC) Private Limited	Fellow subsidiary	16.35	92.73	82.93	75.83
	BSREP III India Ballet I Pte. Ltd.	Fellow subsidiary	33.80	191.23	172.72	155.57
Managerial remuneration – Short term employment benefits	Anuraag Bhatnagar	Key Managerial Personnel	6.26	55.29	50.30	44.45
	Ravi Shankar	Key Managerial Personnel	12.05	21.25	19.40	13.01
	Madhav Sehgal	Key Managerial Personnel	2.95	15.14	13.27	6.66

** Amounts are less than the rounding off norms.*

(1) *Tulsi Palace Resort Private Limited ceased to be a related party of our Company post May 27, 2023.*

(2) *Managerial remuneration excludes provision for gratuity and compensated absences, since these are provided on the basis of actuarial valuation for our Company as a whole.*

Financing arrangements

There have been no financing arrangements whereby our Promoters, member of the Promoter Group, directors of our Promoters, our Directors, and their relatives (as defined under the Companies Act 2013) have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during a period of six months immediately preceding the date of this Draft Red Herring Prospectus.

Weighted average cost of acquisition of Equity Shares transacted in the last one year, eighteen months and three years preceding the date of this Draft Red Herring Prospectus

The details of weighted average cost of acquisition of Equity Shares transacted in the last one year, eighteen months, and three years preceding the date of this Draft Red Herring Prospectus is as follows:

Period	Weighted Average Cost of Acquisition (in ₹)	Cap Price is 'X' times the Weighted Average Cost of Acquisition*	Range of acquisition price: Lowest Price – Highest Price (in ₹)
Last one year	9.99	[●]	Nil# – 103.59
Last eighteen months	9.99	[●]	Nil# – 103.59
Last three years	19.73	[●]	Nil# – 103.59

The above details have been certified by V. Singhi & Associates, Chartered Accountants (FRN No. 311017E), by way of certificate dated September 20, 2024.

**To be updated upon finalization of the Price Band.*

Nil represents the acquisition on account of the bonus issue. 140,788,256 Equity Shares allotted on July 11, 2024.

Details of price at which specified securities were acquired by our Promoters, members of Promoter Group, Selling Shareholder and Shareholders with a right to nominate directors or any other special rights in the last three years preceding the date of this Draft Red Herring Prospectus

Except as stated below, there have been no specified securities that were acquired in the last three years preceding the date of this Draft Red Herring Prospectus, by our Promoters (including our Promoter Selling Shareholder), member of the Promoter Group, and Shareholders with a right to nominate directors or any other special rights in our Company:

Sr. No.	Name of the acquirer/ Shareholder	Nature of specified securities	Face value (in ₹)	Date of acquisition of securities	Number of securities acquired	Acquisition price per security (in ₹)
			Promoters			
1.	Project Ballet Bangalore Holdings (DIFC) Pvt Ltd*^	Equity Shares	10	March 30, 2022	20,169,565	94.99
		Equity Shares	10	July 2, 2024	15,027,498	103.59**
		Equity Shares#	10	July 11, 2024	140,788,252	-
2.	BSREP III Joy (Two) Holdings (DIFC) Limited	CCPS	100	July 23, 2024	69,831,845	100.00
3.	Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd	CCPS	100	July 23, 2024	17,613,290	100.00
4.	Project Ballet Udaipur Holdings (DIFC) Pvt Ltd	CCPS	100	July 23, 2024	41,398,623	100.00
5.	BSREP III Tadoba Holdings (DIFC) Pvt Ltd	CCPS	100	July 24, 2024	151,321,404	100.00
		CCPS	100	September 19, 2024	119,295,990	100.00
6.	Project Ballet Chennai Holdings (DIFC) Pvt Ltd	CCPS	100	July 24, 2024	101,108,569	100.00
7.	Project Ballet HMA Holdings (DIFC) Pvt Ltd	CCPS	100	July 24, 2024	121,533,307	100.00
			Promoter Group			
8.	BSREP III India Ballet Holding (DIFC) Limited	Equity Shares	10	March 30, 2022	1	94.99
		Equity Shares#	10	July 11, 2024	4	-

The above details have been certified by V. Singhi & Associates, Chartered Accountants (FRN No. 311017E), by way of certificate dated September 20, 2024.

* *Project Ballet Bangalore Holdings (DIFC) Pvt Ltd is also participating in the Offer as the Promoter Selling Shareholder.*

^ *Including one Equity Share each held by BSREP III Tadoba Holdings (DIFC) Pvt Ltd, Project Ballet Chennai Holdings (DIFC) Pvt Ltd, Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd, Project Ballet HMA Holdings (DIFC) Pvt Ltd, Project Ballet Udaipur Holdings (DIFC) Pvt Ltd, on behalf of and as nominees of Project Ballet Bangalore Holdings (DIFC) Pvt Ltd.*

Represents bonus issue.

** *Pursuant to the acquisition of CCDs by Project Ballet Bangalore Holdings (DIFC) Pvt Ltd. from BSREP III India Ballet III Pte. Ltd on March 31, 2022, acquisition price was ₹103.59. However, the equity shares allotted on conversion of CCDs, were allotted at an issue price of ₹100.*

Weighted average price at which specified securities were acquired by each of our Promoters and Selling Shareholder in the last one year preceding the date of this Draft Red Herring Prospectus

The weighted average price at which specified securities were acquired by our Promoters (including our Promoter Selling Shareholder) in the one year immediately preceding the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the Promoter	Nature of specified securities	Face value (in ₹)	Number of securities acquired	Weighted average price of acquisition per specified security (in ₹)
1.	Project Ballet Bangalore Holdings (DIFC) Pvt Ltd*	Equity shares	10	155,815,750^#	9.99
2.	BSREP III Joy (Two) Holdings (DIFC) Limited	CCPS	100	69,831,845	100
3.	BSREP III Tadoba Holdings (DIFC) Pvt Ltd	CCPS	100	270,617,394	100
4.	Project Ballet Chennai Holdings (DIFC) Pvt Ltd	CCPS	100	101,108,569	100
5.	Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd	CCPS	100	17,613,290	100
6.	Project Ballet HMA Holdings (DIFC) Pvt Ltd	CCPS	100	121,533,307	100
7.	Project Ballet Udaipur Holdings (DIFC) Pvt Ltd	CCPS	100	41,398,623	100

The above details have been certified by V. Singhi & Associates, Chartered Accountants (FRN No. 311017E), by way of certificate dated September 20, 2024.
**Project Ballet Bangalore Holdings (DIFC) Pvt Ltd is also participating in the Offer as the Promoter Selling Shareholder.*
^Equity shares have been allotted for the following: (a) 15,027,498 Equity Shares allotted on July 2, 2024 on account of conversion of CCDs such CCDs having been acquired by Project Ballet Bangalore Holdings (DIFC) Pvt Ltd for a total consideration of ₹1,556.70 million; and (b)140,788,252 Equity Shares allotted on July 11, 2024 as bonus shares.
 # Including one Equity Share each held by BSREP III Tadoba Holdings (DIFC) Pvt Ltd, Project Ballet Chennai Holdings (DIFC) Pvt Ltd, Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd, Project Ballet HMA Holdings (DIFC) Pvt Ltd, Project Ballet Udaipur Holdings (DIFC) Pvt Ltd, on behalf of and as nominees of Project Ballet Bangalore Holdings (DIFC) Pvt Ltd.

Average cost of acquisition of Equity Shares or Preference Shares of our Promoters and Selling Shareholder

The average cost of acquisition per Equity Share or Preference Share of our Promoters (including our Promoter Selling Shareholder) as at the date of this Draft Red Herring Prospectus is as follows:

S. No.	Name of Promoter	Number of Equity Shares bearing face value ₹10 acquired	Average cost of acquisition per Equity Share bearing face value ₹ 10 each (in ₹)	Number of Preference Shares acquired	Average cost of acquisition per Preference Share bearing face value ₹ 100 each (in ₹)
1.	Project Ballet Bangalore Holdings (DIFC) Pvt Ltd*^	175,985,315	19.73	-	-
2.	BSREP III Joy (Two) Holdings (DIFC) Limited	-	-	69,831,845	100
3.	BSREP III Tadoba Holdings (DIFC) Pvt Ltd	-	-	270,617,394	100
4.	Project Ballet Chennai Holdings (DIFC) Pvt Ltd	-	-	101,108,569	100
5.	Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd	-	-	17,613,290	100
6.	Project Ballet HMA Holdings (DIFC) Pvt Ltd	-	-	121,533,307	100
7.	Project Ballet Udaipur Holdings (DIFC) Pvt Ltd	-	-	41,398,623	100

The above details have been certified by V. Singhi & Associates, Chartered Accountants (FRN No. 311017E), by way of certificate dated September 20, 2024.
**Project Ballet Bangalore Holdings (DIFC) Pvt Ltd is also participating in the Offer as the Promoter Selling Shareholder.*
^ Including one Equity Share each held by BSREP III Tadoba Holdings (DIFC) Pvt Ltd, Project Ballet Chennai Holdings (DIFC) Pvt Ltd, Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd, Project Ballet HMA Holdings (DIFC) Pvt Ltd, Project Ballet Udaipur Holdings (DIFC) Pvt Ltd, on behalf of and as nominees of Project Ballet Bangalore Holdings (DIFC) Pvt Ltd.

Details of Pre-IPO Placement

Our Company in consultation with the BRLMs, may consider an issue of specified securities through a preferential offer or any other method as may be permitted in accordance with applicable law to any person(s), for an amount aggregating up to ₹6,000 million, prior to filing of the Red Herring Prospectus with the RoC ("**Pre-IPO Placement**"). The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

Issue of equity shares or preference shares for consideration other than cash in the last one year (excluding bonus issue)

Our Company has not issued any Equity Shares or Preference Shares for consideration other than cash during a period of one year preceding the date of this Draft Red Herring Prospectus.

Split/ consolidation of Equity Shares in the last one year

Our Company has not undertaken any split or consolidation of Equity Shares in one year preceding the date of this Draft Red Herring Prospectus.

Exemption from complying with any provisions of securities laws, if any, granted by the Securities and Exchange Board of India

As on the date of Draft Red Herring Prospectus, our Company has not sought any exemption from complying with any provisions of securities laws from SEBI.

CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

All references in this Draft Red Herring Prospectus to "India" are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable. All references herein to "US", the "U.S." or the "United States" are to the United States of America and its territories and possessions.

Unless indicated otherwise, all references to time in this Draft Red Herring Prospectus are to Indian Standard Time ("**IST**"). Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

Unless indicated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to page numbers of this Draft Red Herring Prospectus.

Financial Data

Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year. Accordingly, all references to a particular fiscal or financial year are to the 12-month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

Unless indicated otherwise, the financial information in this Draft Red Herring Prospectus is derived from our Restated Consolidated Financial Information. The Restated Consolidated Financial Information of our Company and our Subsidiaries included in this Draft Red Herring Prospectus comprise the Restated Consolidated Statement of Assets and Liabilities, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Cash Flows and the Restated Consolidated Statement of Changes in Equity as at and for the two months ended May 31, 2024 and as at and for the Financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, together with the material accounting policies, explanatory notes and annexures thereto, which are compiled from the (i) audited special purpose consolidated interim financial statements as at and for the two months period ended May 31, 2024; and (ii) audited special purpose Ind AS combined financial statements as at and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, and are prepared as per requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, SEBI ICDR Regulations, the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, and E-mail dated October 28, 2021 from SEBI to Association of Investment Bankers of India, instructing lead managers to ensure that companies provide consolidated financial statements prepared in accordance with Indian Accounting Standards (Ind-AS) for all the relevant periods mentioned herein, and included in "***Restated Consolidated Financial Information***" on page 295.

The restated consolidated financial information of the Group as at and for the years ended March 31, 2022, March 31, 2023 and March 31, 2024 and for the two months ended May 31, 2024 have been prepared after consolidating the entities acquired vide common control transactions in accordance with the requirements of Appendix C to Ind AS 103, Business Combinations which requires the financial information in the financial statements in respect of the prior periods presented to be restated as if the business combination had occurred from the beginning of the earliest period presented in the financial statements, after considering the fact that entities were under common control as of the beginning of the earliest period presented in the financial statements and if business combination had occurred after that date, the prior period information shall be restated only from that date. The entities other than Moonburg Power Private Limited ("**MPPL**"), Schloss Tadoba Private Limited ("**Schloss Tadoba**") and Tulsi Palace and Resort Private Limited ("**TPRPL**") were under common control as of the beginning of the earliest period presented in the restated consolidated financial information i.e., April 1, 2021. Schloss Tadoba and MPPL were incorporated on June 2, 2022 and June 7, 2022 respectively. Schloss Tadoba and MPPL and the Group came under common control from the respective date of incorporation of Schloss Tadoba and MPPL. Accordingly, the prior period information has been restated from June 2, 2022 and June 7, 2022, respectively. In respect of TPRPL, the prior period information has been restated from May 27, 2023, *i.e.*, the date when TPRPL and the Group came under common control. BSREP III Joy Two Holdings (DIFC) Limited had initially acquired the 50% stake in equity capital in TPRPL on May 3, 2021. MPPL which is also under common control, acquired the remaining 50% equity capital in TPRPL on May 27, 2023. With this purchase of 50% equity shares, the TPRPL came under common control as on May 27, 2023.

Unless the context otherwise requires, any percentage, amounts, as set forth in "***Risk Factors***", "***Summary of the Offer Document***", "***Our Business***" and "***Management's Discussion and Analysis of Financial Conditions and Results of Operations***" on pages 31, 15, 192 and 397, respectively and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of our Restated Consolidated Financial Information unless otherwise stated.

There are significant differences between the Ind AS, the International Financial Reporting Standards issued by the International Accounting Standard Board (the "**IFRS**") and the Generally Accepted Accounting Principles in the United States of America (the "**U.S. GAAP**"). Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with accounting standards in India, the Ind AS, the Companies Act 2013 and the SEBI ICDR Regulations, on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. We have not attempted to quantify or identify the impact of the differences between the financial data (prepared under Ind AS and IFRS/U.S. GAAP), nor have we provided a reconciliation thereof. We urge you to consult your own advisors regarding such differences and their impact on our financial data included in this Draft Red Herring Prospectus. For details see, "***Risk Factors – Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as US GAAP and IFRS, which may affect investors' assessments of our Company's financial condition***" on page 73.

Prospective investors should consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar, and the impact on our financial data. The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act 2013 and the SEBI ICDR Regulations. Any reliance by persons not familiar with these accounting principles and regulations on our financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Draft Red Herring Prospectus as rounded-off to such number of decimal points as provided in such respective sources.

Non-Generally Accepted Accounting Principles Financial Measures

Certain non-generally accepted accounting principle ("**Non-GAAP**") measures, such as Return on Net Worth, Net Asset Value per Equity Share, Adjusted Net Asset Value per Equity Share, EBITDA, EBITDA Margin, Adjusted Net Borrowings, Net Worth and Adjusted Net Worth ("**Non-GAAP Measures**") presented in this Draft Red Herring Prospectus are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with Ind AS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit/(loss) for the year/period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, the Non-GAAP Measures as used by our Company and their definition as set out herein, are not a standardised term, hence a direct comparison of similarly titled Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting their usefulness as a comparative measure. Although the Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us because they are widely used measures to evaluate a company's operating performance. For details see, "***Risk Factors – We have in this Draft Red Herring Prospectus included certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance that may vary from any standard methodology that is applicable across the sector we operate***" on page 67.

Industry and Market Data

For the purpose of confirming our understanding of the industry in connection with the Offer, we have commissioned and paid for a report titled "*India Hospitality Report*" dated September, 2024 ("**HVS Report**") prepared by HVS ANAROCK Hotel Advisory Services Private Limited ("**HVS**"), who were appointed pursuant to an engagement letter dated May 29, 2024. The HVS Report is also available at our Company's website at www.theleela.com/investors.

HVS is an independent agency and is not a related party of our Company, our Subsidiaries, Directors, Key Managerial Personnel, Senior Management, our Promoters or the Book Running Lead Managers.

Aside from the above, unless otherwise stated, industry and market data used throughout this Draft Red Herring Prospectus has been obtained from publicly available sources of industry data. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. The extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful depends upon the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources. For details, see "***Risk Factors – This Draft Red Herring Prospectus contains information from third-party industry sources, including the HVS Report, which has been exclusively commissioned and paid for by our Company solely for the purposes of the Offer. Such information is based on certain assumptions and prospective investors are advised not to place undue reliance on such information***" on page 64.

In accordance with the SEBI ICDR Regulations, the section "***Basis for Offer Price***" on page 122 includes information relating to our peer group companies, which has been derived from publicly available sources.

Currency and Units of Presentation

All references to "**Rupees**" or "**₹**" or "**Rs.**" or "**INR**" are to Indian Rupees, the official currency of the Republic of India. All references to "**US$**", "**U.S. Dollar**", "**USD**" or "**U.S. Dollars**" are to United States Dollar, the official currency of the United States of America.

In this Draft Red Herring Prospectus, our Company has presented certain numerical information. All figures have been expressed in millions or in whole numbers where the numbers have been too small to represent in millions, except where specifically indicated. One million represents 10 lakhs or 1,000,000 and 10 million represents one crore or 10,000,000. However, where any figures that may have been sourced from third party industry sources are expressed in denominations other than millions in their respective sources, such figures appear in this Draft Red Herring Prospectus expressed in such denominations as provided in such respective sources.

Exchange Rates

This Draft Red Herring Prospectus contains conversions of U.S. Dollars and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI ICDR Regulations. These conversions should not be construed as a representation that such currency amounts could have been, or can be converted into Indian Rupees, at any particular rate, or at all.

The following table sets forth as of the dates indicated, information with respect to the exchange rate between the Indian Rupee, the U.S. Dollar:

(in ₹)

Currency	Exchange rate as on May 31, 2024	Exchange rate as on March 31, 2024	Exchange rate as on March 31, 2023	Exchange rate as on March 31, 2022
1 US$	83.30	83.37	82.22	75.81

Source: www.fbil.org.in and www.xe.com
Note: The exchange rates are rounded off to two decimal places and in case March 31 of any of the respective years is a public holiday, the previous Working Day not being a public holiday has been considered.

Notice to Prospective Investors in the United States

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved. The Equity Shares in the Offer have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "**U.S. QIBs**"; for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "**QIBs**") pursuant to Section 4(a) of the U.S. Securities Act; and (b) outside of the United States in offshore transactions as defined in and in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales occur. See "***Other Regulatory and Statutory Disclosures – Eligibility and Transfer Restrictions***" on page 447.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made, by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward looking statements, which include statements with respect to our business strategy, our revenue and profitability, our goals and other matters discussed in this Draft Red Herring Prospectus regarding matters that are not historical facts. These forward-looking statements can generally be identified by words or phrases such as *"**aim**", "**anticipate**", "**believe**", "**expect**", "**estimate**", "**intend**", "**likely to**", "**objective**", "**plan**", "**propose**", "**project**", "**will continue**", "**seek to**", "**strive to**", "**will pursue**", "**will achieve**"* or other words or phrases of similar import. Similarly, statements which describe our strategies, objectives, plans or goals are also forward-looking statements.

These forward-looking statements are based on our current plans, estimates and expectations, and are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by such forward-looking statements. This could be due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes in the industry we operate in and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India that may have an impact on our business or investments, monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates and prices, the general performance of Indian and global financial markets, changes in the competitive landscape and incidence of any natural calamities and/or violence.

Significant factors that could cause our actual results to differ materially include, but are not limited to:

1. Any deterioration in the quality or reputation of our brand could have an adverse effect on our business, financial condition and results of operations;

2. A significant portion of our total income is derived from the five hotels owned by us (28.69% from The Leela Palace Bengaluru, 18.04% from The Leela Palace Chennai, 24.45% from The Leela Palace New Delhi, 14.51% from The Leela Palace Jaipur and 8.09% from The Leela Palace Udaipur for the Financial Year 2024) and any adverse developments affecting such hotels or regions could have an adverse effect on our business, results of operations and financial condition;

3. We have incurred losses (₹21.27 million for the Financial Year 2024, ₹616.79 million for the Financial Year 2023 and ₹3,198.29 million for the Financial Year 2022) in the past and may continue to experience losses in the future which could result in an adverse effect on our business, cash flows and financial condition;

4. We have had negative net cash flows in the past and may continue to have negative cash flows in the future, which could adversely affect our results of operations and financial condition; and

5. We had negative net worth (₹27,840.06 million as of May 31, 2024) in the past and may continue to experience negative net worth in the future which could result in an adverse effect on our business, cash flows, financial condition and results of operations.

For a further discussion of factors that could cause our actual results to differ from expectations, see "***Risk Factors***", "***Our Business***", "***Industry Overview***", and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 31, 192, 144 and 397, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Forward-looking statements reflect our current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. Although we believe that the assumptions on which such statements are based are reasonable, any such assumptions as well as the statements based on them could prove to be inaccurate. These statements are based on our management's belief and assumptions, which in turn are based on currently available information.

We cannot assure Bidders that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of our future performance.

Neither our Company, our Promoters, (including the Promoter Selling Shareholder), Directors, nor the Syndicate, or any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company and the BRLMs will ensure that Bidders in India are informed of material developments, which may have a material effect on our Company from the date of this Draft Red Herring Prospectus until the time of Allotment. In accordance with the requirements of SEBI and as prescribed under the applicable law, our Promoter Selling Shareholder, in respect of statements made by them in this Draft Red Herring Prospectus, shall ensure (through our Company and the BRLMs) that the investors are informed of material developments in relation to statements specifically confirmed or undertaken by them in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus until the date of Allotment, with respect to their Offered Shares pursuant to the Offer.

SECTION II – RISK FACTORS

An investment in our Equity Shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The financial and other related implications of the risks described in this section, to the extent quantifiable, have been disclosed in the risk factors below. The risks described below are not the only ones relevant to us or our Equity Shares, the industry and sectors in which we currently operate or propose to operate. The risks set out in this section may not be exhaustive, and additional risks and uncertainties, not presently known to us or that we currently believe to be immaterial may also impair our businesses, results of operations, financial condition and cash flows. If any or a combination of the following risks, or other risks that are not currently known or are currently deemed immaterial, actually occur, our businesses, results of operations, financial condition and cash flows could suffer, the trading price of our Equity Shares could decline, and prospective investors may lose all or part of their investment. Unless the context otherwise indicates, all references to the terms "we", "us" and "our" are to our Company and our Subsidiaries on a consolidated basis.

*To obtain a complete understanding of our Company, prospective investors should read this section in conjunction with "**Our Business**", "**Industry Overview**", "**Key Regulations and Policies in India**" and "**Management's Discussions and Analysis of Financial Condition and Results of Operations**" beginning on pages 192, 144, 240 and 397, respectively, as well as the financial, statistical and other information contained in this Draft Red Herring Prospectus. Unless specified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks mentioned below. Any potential investor in our Equity Shares should pay particular attention to the fact that we are subject to a regulatory environment in India, which may differ significantly from that in other jurisdictions. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Offer including the merits and risks involved. Prospective investors should consult their tax, financial and legal advisors about the particular consequences to them of an investment in our Equity Shares.*

*This Draft Red Herring Prospectus also contains information relating to our strategies and future plans, which include forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For details, see "**Forward-looking Statements**" beginning on page 29.*

*Unless otherwise indicated, the industry-related information contained in this Draft Red Herring Prospectus is derived from the report titled "India Hospitality Report" dated September, 2024 (the "**HVS Report**"), which has been commissioned and paid for by our Company for an agreed fee and prepared only for the purposes of confirming our understanding of the industry exclusively in connection with the Offer. A copy of the HVS Report will be available on the website of our Company at www.theleela.com/investors and has also been included in "**Material Contracts and Documents for Inspection – Material Documents**" beginning on page 534. We engaged HVS ANAROCK Hotel Advisory Services Private Limited ("**HVS**"), in connection with the preparation of the HVS Report on September, 2024. HVS is an independent agency and is not a related party of our Company, our Subsidiaries, Directors, Promoters, Key Managerial Personnel, Senior Management or the Book Running Lead Managers. Unless otherwise indicated, all financial, operational, industry and other related information derived from the HVS Report and included herein with respect to any particular year refers to such information for the relevant calendar year. The data included in this section includes excerpts from the HVS Report and may have been re-ordered by us for the purposes of presentation. For further details, see "**– Internal Risk Factors – This Draft Red Herring Prospectus contains information from third-party industry sources, including the HVS Report, which has been exclusively commissioned and paid for by our Company solely for the purposes of the Offer. Such information is based on certain assumptions and prospective investors are advised not to place undue reliance on such information.**"*

*We acquired 50.00% of the outstanding ownership interest in TPRPL on May 3, 2021 and the balance 50.00% on May 27, 2023. As a result, TPRPL which owns The Leela Palace Jaipur, became our wholly-owned subsidiary with effect from May 27, 2023. Unless otherwise indicated, all operating data presented in this section includes 100.00% of such operating data relating to The Leela Palace Jaipur as we operated the hotel during all years/period presented in this Draft Red Herring Prospectus. Further, unless otherwise indicated, all financial data presented in this section reflects 100.00% of our ownership interest in TPRPL from May 27, 2023 onwards. See "**History and Certain Corporate Matters – Acquisition of Tulsi Palace Resort Private Limited**" beginning on page 249.*

*Our Financial Year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular Financial Year are to the 12 months ended March 31 of that year. Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our "**Restated Consolidated Financial Information**" beginning on page 295. Our Restated Consolidated Financial Information has been prepared in accordance with the SEBI ICDR Regulations.*

Internal Risk Factors

1. Any deterioration in the quality or reputation of our brand could have an adverse effect on our business, financial condition and results of operations.

We own, operate, manage and develop luxury hotels and resorts under "The Leela" brand, which was ranked as the world's best hospitality brand in 2020 and 2021, and among the world's top three hospitality brands in 2023 and 2024, by Travel + Leisure World's Best Awards Surveys. We undertake our business through either (i) direct ownership and management of the hotels, or (ii) hotel management agreements with third-party hotel owners, pursuant to which we provide hotel management services as hotel operator. In addition, The Leela Mumbai located in Mumbai (Maharashtra) is under a franchise arrangement with a third-party hotel owner and operator, pursuant to which we have granted such hotel owner and operator a license to use our brand and intellectual property rights for operating the hotel. Our ability to attract guests to the hotels in our Portfolio largely depends on the public recognition and perception of our "The Leela" brand and its associated reputation. Such dependence makes our business susceptible to risks regarding brand obsolescence and reputational damage. If our brand ceases to be perceived as a luxury brand or is found to be lacking in consistency or quality, we may be unable to attract guests to the hotels in our Portfolio, or attract or retain our third-party hotel owners. Any negative publicity relating to us, the third-party hotel owners of our hotels under hotel management agreements or the franchise arrangement may, in turn, adversely affect the reputation of such hotels and our brand. In particular, we have limited control and oversight over the operations at the hotel under the franchise arrangement. Accordingly, our brand may be adversely affected by negative publicity resulting from such hotels due to reasons beyond our control.

There are many factors which can negatively affect the reputation and popularity of our brand. The performance and quality of services at the hotels in our Portfolio are critical to the success of our business. While we implement quality checks to monitor the performance and quality of services at the hotels in our Portfolio, we cannot assure you that these measures will consistently maintain the desired service performance and quality. Any decrease in the quality of services rendered by us, the hotel owner and operator for The Leela Mumbai or any other third-party service providers including due to reasons beyond our control, or allegations of defects, even when false, at any of the hotels in our Portfolio could tarnish the image of our brand, result in negative reviews and feedback from our guests on online travel portals or other websites and may cause guests to choose the services of our competitors. In addition, the considerable expansion in the use of social media over recent years has compounded the potential scope of the negative publicity that could be generated by such incidents. Occurrence of accidents or injuries, natural disasters, strikes, crime, individual guest notoriety, or similar events on our hotel premises can also have a substantial negative impact on our reputation, create adverse publicity and cause a loss of customer confidence in our business. Further, events occurring in one hotel location could have a resulting negative impact on the reputation and operations of other hotels in our Portfolio. We could also face legal claims, along with adverse publicity resulting from such legal claims. While we have not experienced any instances of significant negative publicity or legal claims resulting in brand or reputational damage in the past three Financial Years and the two months ended May 31, 2024, if the perceived quality of our brand declines, or if our reputation is damaged, our business, financial condition and results of operations could be adversely affected. Further, the reputation of our brand may be affected by third parties using our trademarks for their business and operations. As the proprietor of "The Leela" brand, we have authorized several third parties to use one or more of our trademarks pursuant to: (i) the hotel management agreements, the Centralized Agreement in respect of our franchise arrangement, operating and management agreements, and short-term or event-related collaboration agreements, (ii) the JV Business Agreement in respect of "The Leela" branded standalone for-sale residences and (iii) the trademark licensing agreement which we entered into in relation to the "Jamavar" trademark (relating to one of the restaurant brands at the hotels in our Portfolio). In addition, there are existing residential developments in Bengaluru (Karnataka) and New Delhi (Delhi)that use our "The Leela" brand. Pursuant to trademark licensing agreements, we may authorize the use of our trademarks on a conditional, non-exclusive and non-transferable basis to third parties in the future. These businesses have been, and will continue to be operated without our oversight, and we cannot assure you that the reputation of our brand will not be affected by operations of third parties across such projects and businesses. For details, see "– ***Our inability to protect or use our intellectual property rights may adversely affect our business, results of operations, financial condition and cash flows.****" beginning on page* 62.

2. ***A significant portion of our total income is derived from the five hotels owned by us (28.69% from The Leela Palace Bengaluru, 18.04% from The Leela Palace Chennai, 24.45% from The Leela Palace New Delhi, 14.51% from The Leela Palace Jaipur and 8.09% from The Leela Palace Udaipur for the Financial Year 2024) and any adverse developments affecting such hotels or regions could have an adverse effect on our business, results of operations and financial condition.***

We derive a significant portion of our total income for the past three Financial Years and the two months ended May 31, 2024 from our five owned hotels, namely The Leela Palace Bengaluru, The Leela Palace Chennai, The Leela Palace New Delhi, The Leela Palace Jaipur and The Leela Palace Udaipur. These hotels are directly owned and managed by us. Any decrease in our revenues from these hotels, including due to increased competition and supply or reduction in demand in the markets in which these hotels operate or any other unfavorable state or local economic, policy or political developments in these regions, may have an adverse effect on our business, results of operations and financial condition. The following table sets forth the contribution of these five hotels to our total income for the period/years indicated:

Hotels	For the two months ended May 31, 2024		For the Financial Year					
			2024		2023		2022	
	(₹ in million)	*(% of total income)*	*(₹ in million)*	*(% of total income)*	*(₹ in million)*	*(% of total income)*	*(₹ in million)*	*(% of total income)*
The Leela Palace Bengaluru	548.49	32.31%	3,518.95	28.69%	3,093.39	34.25%	1,204.47	28.96%
The Leela Palace Chennai	334.66	19.72%	2,212.18	18.04%	1,829.36	20.25%	743.67	17.88%
The Leela Palace New Delhi	391.94	23.09%	2,998.96	24.45%	2,369.15	26.23%	1,138.23	27.36%
The Leela Palace Jaipur(1)	210.36	12.39%	1,779.41	14.51%	–	–	–	–
The Leela Palace Udaipur	91.74	5.40%	991.91	8.09%	939.69	10.40%	674.96	16.23%
Total contribution from five largest hotels	**1,577.18**	**92.92%**	**11,501.41**	**93.77%**	**8,231.59**	**91.13%**	**3,761.33**	**90.43%**

Note:

(1) We acquired 50.00% of the ownership interest in TPRPL on May 3, 2021 and the balance 50.00% on May 27, 2023. TPRPL owns The Leela Palace Jaipur.

We are subject to risks associated with the concentration of these hotels located in their respective cities. Aside from the global outbreak of the COVID-19 pandemic which adversely affected the performance of our Portfolio along with the hospitality sector in general, we have not experienced any significant disruptions, including due to social, political or economic factors or natural calamities or civil disruptions, specifically impacting these regions during the past three Financial Years and the two months ended May 31, 2024. However, such occurrences in the future may adversely affect our business. We also cannot assure you that we will be able to reduce our reliance on these hotels in the future.

3. ***We have incurred losses (₹21.27 million for the Financial Year 2024, ₹616.79 million for the Financial Year 2023 and ₹3,198.29 million for the Financial Year 2022) in the past and may continue to experience losses in the future which could result in an adverse effect on our business, cash flows and financial condition.***

Our Company and some of our Subsidiaries have incurred losses in the past and may continue to experience losses in the future. The following table sets forth our restated losses on a consolidated basis for the period/years indicated:

(₹ in million)

Particulars	For the two months ended May 31, 2024	For the Financial Year		
		2024	2023	2022
Restated (loss) for the period/year	(363.87)	(21.27)	(616.79)	(3,198.29)

In the event our Company and our Subsidiaries continue to incur losses, our cash flows and financial condition would continue to be adversely affected. For further details, see "***Management's Discussion and Analysis of our Financial Condition and Results of Operations***" and "***Restated Consolidated Financial Information – Annexure II***" beginning on pages 397 and 304, respectively.

Any failure to increase our revenues sufficiently to keep pace with our expenses and investments could prevent us from achieving profitability or positive cash flow on a consistent basis and which in turn could adversely affect our ability to, among others, fund our operations, pay debts in a timely manner or finance proposed business expansions or investments. Any of the foregoing could adversely affect our business, cash flows and financial condition.

4. We have had negative net cash flows in the past and may continue to have negative cash flows in the future, which could adversely affect our results of operations and financial condition.

We have had negative net cash flows in the past. The following table sets forth our net cash flows for the period/years indicated:

(₹ in million)

Particulars	For the two months ended May 31, 2024	For the Financial Year		
		2024	2023	2022
Net cash flows generated from operating activities	437.97	5,387.84	3,183.16	722.08
Net cash flows generated from/(used in) investing activities	652.11	(7,860.10)	(846.71)	(1,155.88)
Net cash flows generated from/(used) financing activities	(1,292.59)	1,469.94	(3,177.70)	2,711.41
Net (decrease)/increase in cash and cash equivalents	(202.51)	(1,002.32)	(841.25)	2,277.61

While we have not witnessed negative cash flows from our operating activities in the past three Financial Years and two months ended May 31, 2024, negative net cash flows over extended periods or significant negative cash flows in the short term could materially affect our ability to operate our business and implement our growth plans. We cannot assure you that our net cash flows will be positive in the future. If we experience negative cash flows in the future, our results of operations and financial condition may be adversely affected. For further details in relation to our cash flows, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on page 397.

5. We had negative net worth (₹27,840.06 million as at May 31, 2024) in the past and may continue to experience negative net worth in the future which could result in an adverse effect on our business, cash flows, financial condition and results of operations.

We had negative net worth in the past and may continue to experience negative net worth in the future. Our net worth as of May 31, 2024 and March 31, 2024, 2023 and 2022 included a common control adjustment deficit account which was created on account of restructuring activities. For further details, see Note 2.3 of the "***Restated Consolidated Financial Information***" beginning on page 310 and "***Other Financial Information - Reconciliation of Non-GAAP Measures***" beginning on page 382.

The following table sets forth our net worth as of the dates indicated:

(₹ in million)

Particulars	As of May 31, 2024	As of March 31,		
		2024	2023	2022
Net Worth	(27,840.06)	(28,257.23)	(25,119.63)	(24,520.15)

Our net worth may continue to be negative until the conversion of our outstanding convertible securities into equity shares. Any failure by us to achieve or sustain profitability, may have an adverse impact on our net worth and also on the value of our Equity Shares. Further, for details on our Net Worth and Adjusted Net Worth, see "***Other Financial Information – Reconciliation of Non-GAAP Measures***" beginning on page 382.

6. We are exposed to risks associated with the renovation, development and expansion of new and existing hotels. Delays in the construction of new hotels or in the renovation of our existing hotels in our Portfolio may have an adverse effect on our business, financial condition and results of operations.

We undertake renovation of the hotels in our Portfolio as they require maintenance and repairs due to wear and tear and in order to retain their attractiveness to customers. As of May 31, 2024, we expect to incur capital expenditures of ₹4,078.52 million under our capital expenditure plan. We cannot assure you that such capital expenditure will generate the expected returns, and if the expected returns are not generated, this may adversely affect our business, financial condition, and cash flow.

The costs of upgrading, maintaining and developing the hotels in our Portfolio and the risk of unforeseen maintenance or repair requirements may increase over time for various reasons. The business and operations of the hotels in our Portfolio may also be disrupted for an extended period of time as a result of renovation works, which may result in a partial or full loss of income from such hotels during the time of such renovation works. Further, the required works may impose unbudgeted costs on us, and may adversely affect our business, financial condition, results of operations and prospects.

The renovation and construction of hotels may subject us to several additional risks, including inability to identify or acquire strategically located properties or parcels of land on acceptable terms, the terms and conditions associated with and the timely receipt of zoning and other regulatory approvals relating to construction of renovation, increased costs of and delays in construction, our dependency on third parties such as building contractors, interior contractors, designers and suppliers for construction material, design or construction defects that could result in additional costs associated with repair, delay or the closing of part, or all of a hotel during such repair period, inability to achieve an acceptable level of occupancy upon completion of construction, environmental, health and safety issues, including potential personal injuries to workers, site accidents and spread of viruses, generation of insufficient cash from operations, or an inability to obtain the necessary debt or equity financing on acceptable terms, to consummate a construction or renovation project.

In particular, we intend to expand our portfolio to new locations in India, including in Sikkim, Hyderabad (Telangana), Ayodhya (Uttar Pradesh), Agra (Uttar Pradesh), Ranthambore (Rajasthan), Srinagar (Union Territory of Jammu & Kashmir) and Bandhavgarh (Madhya Pradesh), among others, as well as new geographies outside India, which exposes us to additional risks in relation to challenges caused by lack of familiarity with the local regulatory framework as well as logistical, language and cultural differences. Further, the consents and approvals we may require to develop and construct our hotels in such locations may impose conditions with respect to the height, number of rooms, security features and other operational aspects of our hotels. These risks could result in substantial unanticipated delays or expenses as well as alteration to the design and operational parameters of our properties. While we have not experienced any material instances of the aforementioned risks in the past three Financial Years and the two months ended May 31, 2024, we could face unanticipated delays in the construction, development or renovation of our properties, including due to factors beyond our control, as well as an increase in our budgeted expenditure for such activities should any of these risks materialize. We could also risk losing all or a part of the capital we have already invested in a property, including on account of having to write off investments made, or we may have to make further unforeseen investments, which may have an adverse effect on our business, results of operations and financial condition. The costs of maintaining hotel properties and the risk of unforeseen maintenance or repair requirements also tend to increase over time as the hotel properties age. We typically do not suspend operations or reduce guest intake in cases of minor maintenance, renovation, refurbishment or development, although we may be required to temporarily suspend operations of hotels if undergoing a significant refurbishment or development in the future if deemed necessary for our guests' safety and comfort.

Further, we utilize independent third-party contractors for the construction of new hotels and renovation projects. We do not have direct control over the day-to-day activities of such contractors and rely on such contractors to perform these services in accordance with the relevant contracts. If a contractor fails to perform its obligations satisfactorily or within the prescribed time periods with regard to a project, or terminates its arrangement with us, we may be unable to complete the project within the intended timeframe and at the intended cost. While in the past three Financial Years and the two months ended May 31, 2024, we have not incurred any significant losses as a result of an independent third-party contractor's failure to perform their obligations, we cannot assure you that the services rendered by any of our independent contractors will always be satisfactory or match our requirements for quality which could adversely affect our business or damage our reputation.

7. We have substantial indebtedness which requires significant cash flows to service and limits our ability to operate freely. In addition, we may require additional financing in the future in order to continue to grow our business, which may not be available on acceptable terms, or at all.

We operate in a capital-intensive sector that requires significant amounts of capital expenditures to develop, maintain and renovate properties. For example, as of May 31, 2024, we expect to incur capital expenditures of ₹4,078.52 million under our capital expenditure plan. As of May 31, 2024, we had outstanding borrowings (comprising current and non-current borrowings) of ₹40,525.02 million on a consolidated basis, all of which are secured. We generally raise debt for the purpose of funding capital expenditure, including for developing new hotels, refinancing existing loans, and for working capital. For further details related to our outstanding borrowings and financing arrangements, see "***Financial Indebtedness***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Financial Indebtedness***" beginning on pages 387 and 425, respectively. The table below sets forth details about our borrowings and finance costs as at/for the two months ended May 31, 2024, and the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022:

Particulars	**As at/ For the two months ended May 31, 2024**	**As at/ For the Financial Year**		
		2024	**2023**	**2022**
Total Borrowings *(₹ in million)*	40,525.02	42,421.81	36,961.82	36,768.07
Finance Costs *(₹ in million)*	735.55	4,326.21	3,591.43	3,249.08
Finance Costs as a % of Total Income (%)	43.33%	35.27%	39.76%	78.11%

While we intend to repay or prepay a part of the indebtedness incurred by our Company and certain Subsidiaries from banks and other financial institutions out of the Net Proceeds, we may from time to time incur additional indebtedness. We cannot assure you that such funds will be available to us on acceptable terms, or at all. The amount and timing of such additional financing needs will vary depending on the timing of our new hotel launches, potential acquisitions of new hotels, renovation and refurbishment costs for new and existing hotels and the amount of cash flow from our operations. Further, any incurrence of additional debt may increase our financing costs.

The cost and availability of capital, among other factors, is dependent on our current and future results of operations, cash flows and financial condition, our ability to effectively manage risks, our brand and our credit ratings. Our ability to obtain additional capital on acceptable terms is also subject to uncertainties relating to investors' or lenders' perception of, and demand for our services, the conditions of the Indian and other capital markets in which we seek to raise funds, governmental regulation of foreign investment in the hospitality sector and the construction development of hotel projects, and economic, political and other conditions in India. In addition, we may be required to create encumbrances or mortgages on our properties to secure the facilities proposed to be availed. We cannot assure you that the lenders will be willing to accept security interests in illiquid properties as collateral for the relevant facility. See "***– We have granted security interests over certain of our assets, and any failure to satisfy our obligations under our secured borrowings (₹40,525.02 million as of May 31, 2024) could lead to invocation of security interest, resulting in a forced sale or seizure of such assets***" beginning on page 37.

In addition, the third-party hotel owners are required to fund the capital expenditures for the properties they own in accordance with the terms of the applicable hotel management agreements. The ability of the third-party hotel owners or their development partners to access to the capital that they require to finance the construction of new properties or to maintain and renovate existing properties is critical to the continued growth of our business and our revenues. We cannot assure you that the third-party hotel owners or their development partners will be able to obtain and access such capital, or at all, which could adversely affect our ability to grow the business of our Managed Portfolio, and consequently our future financial results and business prospects.

Further, our ability to continue to meet our debt service obligations and repay our outstanding borrowings will depend, in part, on the cash flows generated from our operations. We cannot assure you that our business will generate cash flows sufficient for servicing our debt or funding other liquidity needs. In addition, we may need to refinance all or a portion of our debt on or before maturity. We cannot assure you that we will be able to refinance any of our debt on acceptable terms, or at all. Our current and future levels of borrowings could have significant consequences for our future financial results and business prospects, including but not limited to increasing our vulnerability to economic downturns in India, reducing our flexibility to respond to changing business and economic conditions, subjecting us to fluctuating interest rates and reducing the availability of cash flows from our operations to fund our operations.

Our Company is, and following the listing of our Company on the Stock Exchanges, shall continue to be a foreign owned and controlled company in terms of the foreign exchange regulations in India, which may restrict our ability to obtain domestic borrowings for purposes of making capital investments in Indian companies. Further, as a company incorporated in India, our Company is also subject to foreign exchange regulations relating to investments and reporting requirements for any foreign investments received by our Company. Further, in the event that our Company or Subsidiaries hold any investments or businesses in a foreign jurisdiction, it shall be subject to the extant foreign exchange regulations in respect of outbound investments, and the ability of our Company or any of our Subsidiaries to make such investments depends on the limits available to such entity for making overseas direct investments. If we are unable to raise additional funds on acceptable terms, or at all, our business, results of operations and financial condition may be adversely affected.

8. We have granted security interests over certain of our assets, and any failure to satisfy our obligations under our secured borrowings (₹40,525.02 million as of May 31, 2024) could lead to invocation of security interest, resulting in a forced sale or seizure of such assets.

We have granted security interests over certain of our assets in order to secure our borrowings. The following table sets forth our secured borrowings as of the dates indicated:

(₹ in million)

Particulars	**As of May 31,**	**As of March 31,**		
	2024	**2024**	**2023**	**2022**
Secured borrowings	40,525.02	41,175.27	35,735.20	35,640.39

Such security interests include charges over land, building, receivables, bank accounts pertaining to debt service reserve accounts, intangible assets (including intellectual property rights) and equity shares of our Company and Subsidiaries. See also "***– The shareholding of our Promoters in our Company, and our shareholding in certain of our Subsidiaries, have been encumbered in favor of certain lenders. If events of default arise under the relevant share encumbrance agreements, such lenders could exercise their rights under the agreements, adversely affecting our business, results of operations, cash flows and prospects***". Any failure to satisfy obligations under such borrowings could lead to invocation of security interest, resulting in the forced sale and seizure of such assets. Although our lenders have not invoked any security interests granted to secure our borrowings in the past three Financial Years and the two months ended May 31, 2024, we cannot assure you that there will be no defaults in the future, which could trigger invocation of such security, and as a result, our business, results of operations and financial condition may be adversely affected. For further details, see "***Financial Indebtedness***" beginning on page 387.

9. The shareholding of our Promoters in our Company, and our shareholding in certain of our Subsidiaries, are required to be, or have been, encumbered in favor of certain lenders. If events of default arise under the relevant facility agreements, such lenders could exercise their rights under the agreements, adversely affecting our business, results of operations, cash flows and prospects.

As on the date of this Draft Red Herring Prospectus, a portion of shareholding of one of our Promoters (*i.e.*, Project Ballet Bangalore Holdings (DIFC) Pvt Ltd) in our Company, and the shareholding of our Company in certain of our Subsidiaries, are required to be pledged, or are currently pledged in favor of State Bank of India pursuant to existing financing agreements, as set out in the table below:

Name of the company	**Shareholder**	**Number of equity shares pledged or required to be pledged***	**% of pre-Offer equity share capital**
Our Company	Project Ballet Bangalore Holdings (DIFC) Pvt Ltd	52,795,596#	30.00
Schloss Chanakya	Our Company	33,306,923	30.00
Schloss Udaipur	Schloss Chanakya	2,387,143	30.00
Schloss Chennai	Our Company	9,371,739	30.00
LPRL	Our Company	818,439	30.00
Schloss HMA	Our Company	11,037,779	30.00

**Creation and perfection of pledge in certain instances may not be in place as of the date of this Draft Red Herring Prospectus. However, the requisite agreements for creation of pledge have been executed with the lender.*

*# As of the date of this Draft Red Herring Prospectus, pledge over these 52,795,596 Equity Shares of our Company is yet to be created in favour of the lender. However, pursuant to the Lender Consent and the Agreement for Pledge, the pledge is required to be created on such Equity Shares, provided that such pledge is agreed to be temporarily released at least five working days prior to the filing of the Red Herring Prospectus with the RoC. For further details, see "**Capital Structure – Notes to Capital Structure – Lock-in requirements**" beginning on page 101.*

For further details, see "***Capital Structure – Notes to Capital Structure – Lock-in requirements***" beginning on page 101. Any default or breach under such financing agreements pursuant to which such Equity Shares have been encumbered will entitle the State Bank of India to enforce the encumbrance over and take ownership of the Equity Shares, and sell them to third parties. Further, our Promoters may create encumbrances over a portion of their shareholding which is not under pledge as on date, pursuant to future financing arrangements. In addition to the existing or proposed pledge over our Equity Shares and the equity shares of our Subsidiaries as set out hereinabove, pursuant to the Lender Consent and the Agreement for Pledge, following the Listing of our Equity Shares on the Stock Exchanges, additional pledge over the Equity Shares held by one or more of our Promoters is required to be created in favour of the State Bank of India such that the total pledge created by our Promoters constitutes 30% of the post-Offer Equity Share capital of our Company. Any enforcement of these encumbrances by the State Bank of India could dilute the shareholding of our Promoters in our Company and the shareholding of our Company in such Subsidiaries, as well as affect the economic interest of our Company in such subsidiaries and our ability to manage their affairs, which may adversely affect our business and prospects. As a result, we may not be able to conduct our business or implement our strategies as planned, which may adversely affect our business, results of operations, cash flows and prospects. Further, any significant sale of Equity Shares by such third parties may adversely affect the price of the Equity Shares.

10. We have contingent liabilities and our financial condition could be adversely affected if any of these contingent liabilities materialize.

As of May 31, 2024, we had disclosed the following contingent liabilities (as per Ind AS 37) in the Restated Consolidated Financial Information:

Nature of Contingent Liabilities	**As of May 31, 2024** ***(₹ in million)***
FAR - New Delhi Municipal Council (NDMC)[1]	2,945.85
Disputed statutory liabilities[2]	186.98
Rajasthan Micro and Small Enterprises Facilitation Council and Nutan Deco Private Limited	2.30
Industrial dispute by an ex-employee	0.20
Proceeding under The Minimum Wages Act, 1948	1.08
Bank Guarantees	5.56
Total	**3,141.97**

Notes:

(1) HLV Limited against the demand of ₹1,527.49 million towards FAR charges deposited only ₹954.68 million and the balance amount of ₹572.81 million was disputed. HLV Limited filed a writ petition before the High Court of Delhi, among others, for setting aside/ quashing the final recovery notice praying that The Leela Palace New Delhi be classified as falling in the south zone for the purpose of payment of charges for additional FAR and for grant of 25% concession of Zonal Average Auction Rate. The matter is pending.

(2) The breakup of disputed statutory liabilities is as under:

(₹ in million)

Particulars	***As at May 31, 2024***
Department in appeals:	
Service tax	*113.82*
Income tax	*14.75*
VAT	*47.97*
GST	*10.44*
Total	***186.98***

Our contingent liabilities may materialize. We also cannot assure you that we will not incur an increase in contingent liabilities in the future. If any of these contingent liabilities materialize or if at any time, we are compelled to pay all or a material proportion of these contingent liabilities, our financial condition and results of operation may be adversely affected.

11. Our Company and Subsidiaries are involved in certain legal proceedings. An adverse outcome in any of these proceedings may adversely affect the profitability, reputation, business, results of operations, financial condition and cash flows of our Company and our Subsidiaries.

In the ordinary course of our business, our Company and Subsidiaries are involved in certain legal proceedings, which are pending at varying levels of adjudication before different forums. The summary of the outstanding matters set out below includes details of criminal proceedings, tax proceedings, statutory and regulatory actions and other material pending litigation involving our Company and Subsidiaries. The following table sets forth a summary of the proceedings involving our Company, Directors and Subsidiaries:

Name of entity	Criminal proceedings	Tax proceedings	Actions by statutory or regulatory authorities	Disciplinary actions including penalty imposed by SEBI or Stock Exchanges against our Promoters in the last five financial years	Material civil litigation	Aggregate amount involved (₹ in million)*
Company						
By our Company	Nil	Nil	Nil	Nil	Nil	Nil
Against our Company	Nil	6	Nil	Nil	Nil	88.33
Directors						
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Subsidiaries						
By our Subsidiaries	2	10	Nil	Nil	1	29.06
Against our Subsidiaries	Nil	14	7#	Nil	Nil	1,336.31

**To the extent quantifiable.*

 # Includes the matter involving Anuraag Bhatnagar, in his capacity as the director of TPRPL.

Involvement in such proceedings could consume financial resources and divert time and attention from the management of our Company and Subsidiaries. In the past, the New Delhi Municipal Council had issued a notice seeking the payment of ₹1,219.37 million (inclusive of interest up to the date of the notice) in relation to one of the hotels in our Portfolio, The Leela Palace New Delhi, pertaining to an alleged difference in the amount of enhanced floor area ratio ("**FAR**") due to the zoning of The Leela Palace New Delhi in the central zone by the Delhi Development Authority. For further details, see "***Outstanding Litigation and Material Developments – Litigation against our Subsidiaries – Actions taken by statutory and regulatory authorities***" and "***– We are subject to extensive government regulation with respect to safety, health, environmental, real estate, food, excise, tax and labor laws. Any non-compliance with, or changes in, regulations applicable to us may adversely affect our business, reputation, results of operations and financial condition***" beginning on pages 431 and 57, respectively. For details of such outstanding legal proceedings as are disclosed as part of our contingent liabilities, see "***Financial Information – Annexure V – Notes to Restated Consolidated Financial Information – Note 37 – Contingent liabilities***" on beginning page 356. Further, our business and operations may be impacted by litigations to which we, or any of our Directors are not parties, but which may have an impact on the region or location where our hotel properties are or may be situated in the future. For instance, (i) a special leave petition has been filed before the Honorable Supreme Court of India in relation to, among other matters, a *suo moto* amendment to the master/zonal development plan for Udaipur (Rajasthan), which may also impact developments around Lake Pichola in Udaipur (Rajasthan); (ii) civil suit was filed before the additional district judge of Udaipur by way of public interest litigation against the Nagar Nigam, Udaipur, whereby an injunction was been sought against carrying out activities that may cause damage to the said historic ghats in the areas near Lake Pichola, Udaipur, and (iii) a writ petition is pending before the Honorable Supreme Court of India in relation to the damage and deterioration caused to the Taj Mahal on account of emissions from the nearby foundries, chemical and hazardous industries. Any adverse outcomes in these matters may have an impact on the operations of The Leela Hotel Udaipur, or the proposed development of a new hotel property in Agra (Uttar Pradesh) by us.

We cannot assure you that any of the outstanding litigation matters will be settled in favor of our Company and our Subsidiaries, as applicable, or that no additional liability will arise out of these proceedings. Additionally, in certain cases where legal proceedings were already outstanding at the time of acquisition of the relevant Subsidiary or asset, we may have the right to be indemnified by the previous owners in terms of the acquisition agreements we have entered into. We cannot assure you that we will be able to successfully claim indemnity for any liability that arises on us on account of such legal proceedings, which may adversely affect the profitability, reputation, business, results of operations, financial condition and cash flows of our Company and our Subsidiaries.

12. ***There have been instances of delays in payment of statutory dues by our Company in the past. Any delay in payment of statutory dues in future may result in the imposition of penalties and in turn may have an adverse effect on our business, reputation, financial condition, results of operation and cash flows.***

Our Company is required to pay certain statutory dues including contributions towards the labor welfare fund, provident fund and employee state insurance under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and the Employees' State Insurance Act, 1948, respectively, professional taxes and tax deducted at source. The table below sets forth the details of the statutory dues paid by our Company in relation to our employees for the years indicated:

(₹ in millions, except employee data)

Nature of payment	Fiscal Year											
	2024				2023				2022			
	No. of employees	Total dues	Paid	Unpaid (1)	No. of employees	Total dues	Paid	Unpaid (1)	No. of employees	Total dues	Paid	Unpaid (1)
Employee state insurance	293	2.43	2.43	-	250	1.90	1.90	-	174	1.32	1.32	-
Gratuity	624	5.35	5.35	-	553	6.61	6.61	-	433	-	-	-
Provident fund (2)(3)	635	42.87	42.87	-	562	30.23	30.23	-	396	22.20	22.20	-
Profession Tax	416	0.95	0.95	-	532	1.10	1.10	-	277	0.68	0.68	-
Tax Deducted at Source on Salary	102	30.33	30.33	-	84	19.81	19.81	-	44	14.60	14.60	-
Tax Deducted at Source other than on Salary	NA	84.60	84.60	-	NA	65.76	65.76	-	NA	45.82	45.82	-
Labour Welfare Fund	630	0.04	0.04	-	535	0.03	0.03	-	462	0.03	0.03	-
Goods and Service Tax	NA	595.95	595.95	-	NA	529.52	529.52	-	NA	199.99	199.99	-
Property Tax	NA	49.79	49.79	-	NA	49.31	49.31	-	NA	51.59	51.59	-

(1) Statutory dues pertaining to the month of March which were outstanding as of March 31 of each year have been paid subsequently within the applicable due dates.
(2) Total number of employees for whom provident fund was deducted and paid includes employees joined during that year.
(3) The difference in the count of provident fund and profession tax employees each year in primarily due to differences in threshold limit of employees' salaries.

The table below provides details of statutory dues in relation to which there have been delays in the years indicated:

Nature of statutory dues	Fiscal Year					
	2024		2023		2022	
	Amount for which payment was delayed	Number of days	Amount for which payment was delayed	Number of days	Amount for which payment was delayed	Number of days
Provident fund*^	-	-	-	-	0.06	4 to 89 days
Professional tax*#^	0.00@	270 days	0.00@	630 days	0.00@	990 days
Tax deducted at source other than on Salary*#^	-	-	0.00	23 days	-	-

*Inter-alia delay is on account of glitches, technical issues with the filing portal or internal systems, etc.
#Less than ₹0.01 million
^Excluding interest, late fee & damages.
@Amount for which payment was delayed for the Financial Year 2024 is ₹2,500, the Financial Year 2023 is ₹2,500, the Financial Year 2022 is ₹2,500. Further, our Company discharged the liability on receipt of the notice from the tax authorities within the stipulated timelines.

Our Company was not required to pay any penalty for such delays. Further, in the past, one of our Subsidiaries, Schloss Chanakya, has received a notice from the Employee Provident Fund Organization alleging failure to remit provident fund dues amounting to ₹7.81 million for the assessment period October, 2010 to March, 2016. For further details, see "***Outstanding Litigation and Material Developments - Litigation against our Subsidiaries - Actions taken by statutory and regulatory authorities***" beginning on page 431. We cannot assure you that these legal proceedings will be settled in our favor. Except as otherwise disclosed herein, our Company has paid the statutory dues payable in accordance with applicable law for the Financial Years 2024, 2023 and 2022. However, we cannot assure you that there will be no delays or defaults by our Company in the future or that we will not be subject to action by the concerned authorities.

13. We have undertaken, and may continue to undertake, strategic acquisitions, joint ventures and investments, which may not perform in line with our expectations or may be prone to other contingencies.

We have historically undertaken acquisitions and joint ventures as well as entered into hotel management agreements to expand our Portfolio and service offerings. As part of our growth strategy, we are focused on evaluating opportunities to grow through inorganic means, in particular through acquisitions of existing hotel properties and new hotel management agreements, which can be rebranded and operated under "The Leela" brand. We have approximately 833 keys across eight new hotels in our growth pipeline, comprising development of a hotel, acquisitions of hotels as well as new hotel management agreements which are described in further detail in "***Our Business – Hotel Pipeline and Development Process***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Factors Affecting Our Results of Operations***" beginning on pages 230 and 400, respectively. The completion of three of these acquisitions are subject to entering into definitive documents (we currently have binding term sheets executed), completion of due diligence and satisfaction of specific conditions precedent. In connection with one acquisition, we have accepted a letter of award from the state tourism development corporation and undertaken the required actions specified therein. We cannot assure you that we will be able to complete these acquisitions on timelines anticipated by us or at all. Further, the hotels subject of new hotel management agreements have not yet commenced operations.

We have also entered into an exclusive joint venture agreement with a third party for the expansion of our offerings in the standalone Leela branded for-sale residences, where we can pursue such opportunities subject to mutual agreement with the joint venture parties. However, where such developments are adjoining a hotel or resort or serviced apartment, we have the right to independently undertake Leela branded for-sale residences. For further details, see "***History and Certain Corporate Matters – Summary of key agreements***" beginning on page 253. In the event that we are not able to pursue any opportunities on account of the conditions in the joint venture agreement or find suitable opportunities to undertake an adjoining Leela branded for-sale residences independently, our business, financial condition and results of operations may be adversely affected.

The success of the acquisitions, joint ventures and new hotel management agreements that we undertake depends, in part, on our ability to realize the anticipated growth opportunities, financial and operational, and synergies from these businesses, which require substantial management attention and efforts as well as additional expenditures. Subsequent to the acquisition of a hotel or the entry into a new hotel management agreement, we plan our renovation in a phased manner and rebrand it, which has historically shown accretive returns on incremental capital expenditure. Further, in acquiring and integrating new businesses, such as our desire to acquire hotels overseas, we may encounter a variety of challenges in connection with the renovation, rebranding or development of hotels, including unanticipated liabilities, developing internal infrastructure and satisfactory performance of the joint venture or other shareholders. While we have not faced any instances of the above challenges in the past three Financial Years and the two months ended May 31, 2024 that materially affected our business and results of operations, the occurrence of one or more of the above challenges could affect our ability to maximize the value of our growth pipeline or prevent us from consummating proposed acquisitions or joint venture arrangements.

We cannot assure you that we will be able to identify additional suitable acquisition opportunities, negotiate acceptable terms or successfully acquire identified targets. We may not also be able to effectively integrate and manage the acquired businesses, exert control over strategic decisions made by companies acquired or exert control over actions of our joint venture partners. In particular, the due diligence exercise prior to any acquisitions we make may not have identified all material defects, breaches of environmental and other laws and regulations, historical tax liabilities, issues relating to property title, ongoing legal proceedings and other deficiencies, and any losses or liabilities from defects and deficiencies may adversely affect the earnings and cash flows from such acquisition. We may also not be able to always adequately assess the magnitude of such issues and liabilities related to our acquired businesses assumed by us, prior to the completion of the acquisition. Further, acquisitions or joint ventures may result in dilutive issuances of equity securities or the incurrence of debt.

Additionally, we have expanded through the acquisition of companies and businesses, including those forming part of legacy assets under prior owners and managements. Many of these assets were operating before our

Company and our Subsidiaries, which now own or manage those assets, were formed. While the acquisition of these legacy assets was completed following a detailed review and due diligence process, we cannot assure you on the manner in which these businesses were conducted or managed prior to the acquisition by us, or that there are no past instances of non-compliances as well as risks related to the legacy assets including past business practices, title to properties and any ongoing legal proceedings pertaining to these businesses. For details, see "***History and Certain Corporate Matters***" beginning on page 246. A substantial portion of our Portfolio was acquired pursuant to business transfer agreements and a share purchase agreement (only in relation to Leela Palaces and Resorts Limited) entered into by our Promoters, in 2019. For further details, see "***History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years***" beginning on page 248. While the agreements in relation to the sale were duly approved by the board and shareholders of the sellers, certain minority shareholders of the sellers have initiated proceedings against the sellers (including, among others, HLV Limited and its promoters) in relation to, among others, the management and administration of the seller and the approval and voting process in relation to past matters including the sale of the Portfolio to our Promoters. While the complaints filed with the SEBI and the appeal filed before the Securities Appellate Tribunal by such minority shareholders have been dismissed (pursuant to SEBI and Securities Appellate Tribunal orders dated July 23, 2019 and September 26, 2019, respectively), several proceedings are pending before judicial and quasi-judicial forums. While none of our Company, our Subsidiaries, our Promoters or our Directors are parties to any of these proceedings, and are not associated with these proceedings, we cannot assure you that there will be no adverse findings or orders against the sellers in such proceedings, or whether it may have an impact on our reputation or brand or in any other manner.

Further, the expected period of opening or commencement of operations for the hotels in our Portfolio under development and the number of rooms or leasable area expected in such properties, presented in this Draft Red Herring Prospectus, are based on management estimates and have not been independently appraised. The expected date of opening or commencement of operations, number of hotels, number of rooms, and size actually developed may differ, based on a variety of factors such as market conditions, modifications of engineering or design specifications, changes in regulatory requirements, stipulations in the consents and approvals we receive and any inability to obtain required consents and approvals. Investors are cautioned to not place undue reliance on these estimates in their evaluation of our business, prospects and results of operation. See "***Our Business – Our Growth Strategies***" and "***Forward-Looking Statements***" beginning on pages 201 and 29, respectively.

14. Our inability to effectively manage our expansion and execute our growth strategy could have an adverse effect on our business, results of operations and financial condition.

We have experienced growth over the past three years. The following table sets forth our revenue from operations, total income and EBITDA across our Portfolio as of the dates or for the period/years indicated:

Particulars	**As of/for the two months ended May 31, 2024**	**As of and for the Financial Year ended March 31,**		
		2024	**2023**	**2022**
Revenue from Operations *(₹ millions)*	1,608.91	11,714.53	8,600.58	3,801.07
Total Income *(₹ millions)*	1,697.43	12,265.00	9,032.67	4,159.49
EBITDA[(1)] *(₹ millions)*	617.49	6,000.26	4,236.29	877.19

Note:

*(1) EBITDA is calculated as restated (loss) for the period/ year plus Total tax expense/(credit) plus Finance costs plus Depreciation and amortization expense. For further details, see "**Other Financial Information - Reconciliation of Non-GAAP measures**" on page 382.*

We have approximately 833 keys across eight new hotels in our growth pipeline, which are described in further detail in "***Our Business – Description of our Business – Hotel Pipeline and Development Process***" beginning on page 230. The expansion of our business operations has placed, and will continue to place, substantial demands on our managerial, operational, technological, financial and other resources. We cannot assure you that we will successfully execute our strategies, that our growth strategy will continue to be successful or that we will be able to continue to expand further, or sustain the same rate of growth.

In order to manage and support our growth, we must implement, upgrade and improve our operational, administrative and technological systems, procedures and internal financial and management controls with a view to effectively manage our Portfolio. If we fail to implement these systems, procedures and controls on a timely basis, or if there are weaknesses in our internal controls that could result in inconsistent internal standard operating procedures, we may not be able to efficiently manage our business and growth and our reputation may suffer. While we have not experienced any inadequacies in our management, operational and financial systems that materially affected our business and results of operations in the past three Financial Years and the two months ended May 31, 2024, we cannot assure you that such systems will be adequate to support future operations. Any failure on our part to manage growth effectively, could have an adverse effect on our business and results of operations.

15. Several expenses incurred in our operations are relatively fixed and recurring in nature, and our inability to effectively manage such expenses may have an adverse effect on our business, results of operations and financial condition.

A significant portion of certain types of expenses incurred in our operations, such as power and fuel, employee-related costs, and repair and maintenance costs for our key equipment, are relatively fixed in nature. Even if the demand for and occupancy rates of our Portfolio are adversely affected, we will be required to continue to incur such costs to maintain our properties. The following table sets forth details of such expenses, in absolute terms and as a percentage of total expenses, for the period/years indicated:

Particulars	For the two months ended May 31, 2024		For the Financial Year					
			2024		2023		2022	
	(₹ in million)	*(% of total expenses)*	*(₹ in million)*	*(% of total expenses)*	*(₹ in million)*	*(% of total expenses)*	*(₹ in million)*	*(% of total expenses)*
Power and fuel expenses	78.87	3.81%	431.17	3.57%	364.01	3.78%	299.89	3.83%
Employee benefit expenses*	446.56	21.55%	2,342.86	19.41%	1,731.73	17.97%	1,282.43	16.36%
Repairs and maintenance expenses	68.44	3.30%	417.49	3.46%	340.17	3.53%	220.90	2.82%
Total	**593.87**	**28.66%**	**3,191.52**	**26.44%**	**2,435.91**	**25.28%**	**1,803.22**	**23.01%**

**Employee benefit expenses includes employee costs pertaining to (a) our Owned Portfolio (b) Schloss Gandhinagar (where employees are under our direct payroll and we bill the hotel owner expenses) and (c) Schloss HMA (our corporate employees).*

Further, our Portfolio may be subject to increases in property charges, tax or regulatory charges, utility costs, insurance costs, repairs and maintenance costs and administrative expenses. The hospitality sector experiences periodic changes in demand and supply, which we may not be able to predict accurately. Consequently, we may be unable to reduce fixed and recurring costs in a timely manner, or at all, in response to a reduction in the demand for our services. As a result, during periods when the demand for the hotels in our Portfolio decreases, the resulting decline in our revenues could have an adverse effect on our net cash flow, margins and profits. This effect can be more pronounced during periods of economic contraction, or slow economic growth. Similarly, when the demand for hotel rooms increases, our profitability increases disproportionately to the increase in revenues due to economies of scale and operating leverage. Further, during periods when we shut down the hotels in our Portfolio for refurbishment, we continue to incur certain fixed costs, while not deriving any revenue from such property. Such occurrences could adversely affect our business, results of operations and financial condition.

16. A portion of our total income is derived from our Managed Portfolio (4.05% for Financial Year 2024) and the franchised hotel (0.40% for the Financial Year 2024). We are exposed to the risk of termination or non-renewal of our hotel management agreements and of the franchise arrangement that we have entered into with third-party hotel owners which may adversely affect our business, reputation, results of operations and financial condition.

As of May 31, 2024, five out of our 12 operating hotels are directly owned and managed by us, six are managed by us pursuant to the respective hotel management agreements with third-party hotel owners, and one hotel is under a franchise arrangement with a third-party hotel owner and operator. For details, see "***Our Business – Description of Our Business – Ownership and Management of Hotels***" beginning on page 229. The following table sets forth the breakdown of our total income by operating structure, in absolute terms and as a percentage of total income, for the period/years indicated:

Particulars	For the two months ended May 31, 2024		For the Financial Year					
			2024		2023		2022	
	(₹ in million)	*(% of total income)*	*(₹ in million)*	*(% of total income)*	*(₹ in million)*	*(% of total income)*	*(₹ in million)*	*(% of total income)*
Income from Owned Portfolio	1,577.18	92.92%	11,501.41	93.77%	8,231.59	91.13%	3,761.33	90.43%

Particulars	For the two months ended May 31, 2024		For the Financial Year					
			2024		2023		2022	
	(₹ in million)	*(% of total income)*	*(₹ in million)*	*(% of total income)*	*(₹ in million)*	*(% of total income)*	*(₹ in million)*	*(% of total income)*
Income from hotels under hotel management agreements with third-party hotel owners(1)	68.07	4.01%	497.08	4.05%	606.18	6.71%	255.94	6.15%
Income from other sources(2)	52.18	3.07%	266.51	2.17%	194.90	2.16%	142.22	3.42%
Total income	**1,697.43**	**100.00%**	**12,265.00**	**100.00%**	**9,032.67**	**100.00%**	**4,159.49**	**100.00%**

Notes:

(1) Includes income from The Leela Palace Jaipur up to May 27, 2023, of which we owned 50.00% since May 3, 2021, and acquired the remaining 50.00% on May 27, 2023.

(2) Includes income from hotel under a franchise arrangement with third-party hotel owner.

Our success in achieving desired results from our hotel management agreements depends on our ability to establish and maintain long-term and positive relationships with third-party hotel owners and our ability to renew existing agreements and enter into new hotel management agreements. While the hotel management agreements that we have entered into with the third-party hotel owners are typically long-term arrangements with initial terms ranging from 10 to 30 years, with extensions up to 10 years, these arrangements can be terminated by the third-party hotel owners under several circumstances, including termination in cases of failure to meet specific financial or performance criteria. Such termination rights may be exercised by third-party hotel owners if we are not able to meet the financial or performance standards for the specified number of instances over consecutive financial years under the relevant hotel management agreements. Our fees from our hotel management agreements may be linked to achieving certain financial and performance criteria, and our ability to meet these financial and performance criteria is subject to, among other things, risks common to the overall hotel sector, some of which may be outside our control. In addition, we may have to pay stipulated penalties and indemnify the third-party hotel owners against any losses arising out of our failure to meet the specified financial or performance standards. We may also be required to indemnify hotel owners for and against claims, demands, losses and costs including on account of the breach of terms, covenants, misconduct, negligence, or fraud in performance of our obligations, under such hotel management agreements. Further, under two of our hotel management agreements, we were required to provide a one-time lump-sum payment, which is referred to as 'key money' under the agreements, to the third-party hotel owners and we may enter into similar arrangements in the future. The 'key money' may not be refunded and may be forfeited if the relevant hotel management agreement is terminated due to reasons attributable to us prior to the completion of the relevant term. If the third-party hotel owners default under the relevant hotel management agreement resulting in its termination, we may initiate appropriate action to recover such key money. However, there can be no assurance that we will be able to successfully recover such money in part or in full.

In addition, as our hotel management agreements typically require us to rely on third-party hotel owners for several aspects of property management, including obtaining and renewing relevant permits, licenses and insurance policies for hotel operations, maintaining and improving properties through investments in furniture, fixtures, amenities and personnel, any inability of the third-party hotel owners to adequately perform their obligations under the hotel management agreements may impact our ability to continue to manage such properties. Although the contribution from our hotel under the franchise arrangement is relatively small, the termination or non-renewal of this arrangement may have an adverse impact on our brand in Mumbai (Maharashtra) and could also adversely affect our reputation. See also "***– Any deterioration in the quality or reputation of our brand could have an adverse effect on our business, financial condition and results of operations.***" beginning on page 32.

We cannot assure you that our hotel management agreements or franchise arrangement will not be terminated prior to the completion of the relevant term or that they will be renewed upon expiry, on terms acceptable to us or at all. For example, in October 2022, the hotel management agreement for the hotel previously known as The Leela Goa was terminated without cause in accordance with the terms of the relevant hotel management agreement, prior to the completion of its term. While we have not faced any other instances of termination or non-renewal in the past three Financial Years and the two months ended May 31, 2024, any termination or non-renewal of our hotel management agreements or franchise agreement by third-party hotel owners in the future may have an adverse effect on our business, reputation, results of operations and financial condition.

17. ***We rely upon one of our Subsidiaries, i.e., Schloss HMA in relation to providing operations and management services to our Portfolio, and any inability on our part to attract and retain qualified personnel, including our Key Managerial Personnel and Senior Management, could adversely affect our business, results of operations, cash flows and financial condition.***

We operate hotels that strive to provide our guests with high levels of service and personal attention. One of our Subsidiaries, Schloss HMA, provides operation, management and/ or centralized services to our Portfolio, including our Owned Portfolio as well as our Managed Portfolio. A significant number of the management personnel servicing our properties are also employees of Schloss HMA. In the event that we are not able to operate Schloss HMA in a manner such that it can maintain its service quality, our business, results of operations, cash flows and financial condition may be adversely affected. Schloss HMA may continue to provide hospitality management services to hotels and assets which are not, or which may not in the future form part of, our Portfolio.

Our managerial and other employees are critical to maintaining the quality and consistency of our services and reputation and the loss of the services of our personnel may adversely affect our business and operations. See *"**Our Management**"* beginning on page 268. For the past three Financial Years and the two months ended May 31, 2024, we did not experience any attrition for our Key Managerial Personnel and Senior Management.

The table below sets forth details on the attrition for our permanent employees at our Owned Portfolio, our corporate employees and The Leela Gandhinagar for the period/years indicated:

Particulars[(2)]	**For the two months ended May 31, 2024**	**For the Financial Year**		
		2024	**2023**	**2022[(3)]**
Attrition *(number of permanent employees)*	195	1,219	1,452	1,061
Attrition rate[(1)] *(%)*	7.7%	50.0%	66.3%	58.0%

Notes:

(1) Attrition rate is calculated as the number of permanent employees who have resigned during the period/year, divided by the average monthly headcount of permanent employees during the period/year.

(2) Excluding employees that may have been transferred from our Owned Portfolio to our Managed Portfolio.

(3) Including attrition of employees at The Leela Palace Jaipur, of which we owned 50.00% since May 3, 2021, and acquired the remaining 50.00% on May 27, 2023.

Any further increase in the attrition rate of employees may result in an increase in recruitment and training costs for new hires, potential decline in productivity and efficiency, loss of knowledge, skill and expertise, disruption in hotel operations and negative reputation. We cannot assure you that we will be able to grow our workforce in a manner consistent with our growth objectives, which may adversely affect our business, results of operations, cash flows and financial condition.

We may experience changes in our key management personnel and senior management in the future for reasons beyond our control. Any inability on our part to attract and retain qualified personnel and senior management could adversely affect our business, results of operations and financial condition. Competition for such personnel is intense, and they may be limited in number in the cities in which we operate or intend to expand. Moreover, it may require a long period of time to hire and train replacement personnel when our employees terminate their employment with us. Further, the levels of employee compensation may also increase more rapidly, rendering it difficult to retain our employees and attract new ones.

18. ***We have in the past entered into related-party transactions and may continue to do so in the future. We cannot assure you that we could not have achieved more favorable terms had such transactions not been entered into with related parties, which may adversely affect our business and results of operations.***

We have entered into transactions with related parties and are likely to continue to do so in the future. Our related-party transactions, among others, include reimbursement of expenses paid to or received from subsidiaries, rental income, business support services and acquisitions under common control. Further, our Company and BSREP III India Ballet Holdings (DIFC) Limited have entered into a right of first offer agreement, dated September 17, 2024, granting our Company the right of first offer to acquire certain hospitality assets, brands and services owned by BSREP III India Ballet Holdings (DIFC) Limited or its subsidiaries consistent with our strategy to grow our business. Additionally, we have entered into a development management agreement dated September 16, 2024, with an affiliate of Brookfield in relation to development and project management services.

For further details of the related party transactions, see "***Restated Consolidated Financial Information — Note 41 — Related Party Transactions***" beginning on page 361. The following table sets forth the arithmetically aggregated amount of our related-party transactions (post elimination of intra-group transactions), in absolute terms and as a percentage of total income, for the years indicated:

Particulars	For the two months ended May 31, 2024		For the Financial Year					
			2024		2023		2022	
	(₹ in million)	*(% of total income)*	*(₹ in million)*	*(% of total income)*	*(₹ in million)*	*(% of total income)*	*(₹ in million)*	*(% of total income)*
Related-party transactions (post elimination of intra-group transactions and pertaining to the acquisitions under common control)	135.55	7.99%	1,315.14	10.72%	821.00	9.09%	573.22	13.78%

Although all related-party transactions that we may enter into will be subject to authorizations and approvals, as required under the Companies Act and the SEBI Listing Regulations, we cannot assure you that such transactions in the future, individually or in aggregate, will not have an adverse effect on our financial condition and results of operations or that we could not have achieved more favorable terms if such transactions had not been entered into with related parties. Such related-party transactions in the future may potentially involve conflicts of interest which may be detrimental to the interest of our Company and we cannot assure you that such transactions, individually or in the aggregate, will always be in the best interest of our minority Shareholders and will not have an adverse effect on our business, financial condition, cash flows and results of operations. While all such related-party transactions for the Financial Years 2024, 2023 and 2022 and the two months ended May 31, 2024 have been conducted on an arm's length basis and are in compliance with applicable law, including the Companies Act, and are not prejudicial to the interest of our Company, we cannot assure you that we could not have obtained more favorable terms had such transactions been entered into with unrelated parties. We also cannot assure you that any dispute or conflicts that may arise between us and related parties will be resolved in our favor.

19. Conflicts of interest may arise among us and other affiliates of Brookfield in course of the growth of our business.

Our Company is promoted by entities which form part of Brookfield. Brookfield is engaged in a number of activities including owning and operating hotels globally, and therefore, may be interested in businesses that may directly compete with us. For details, see "***Our Business – Our Competitive Strengths – Sponsorship by Brookfield – A Leading Global Investor with Deep Local Expertise*** " beginning on page 200. In particular, we may compete with existing and future private and public investments owned and/or managed by Brookfield, which may create differing or competing interests to our Company and our Shareholders. Certain of these divisions and entities have or may have an investment strategy similar to our investment strategy and therefore may compete with us. In particular, real estate funds and other investment vehicles of Brookfield have invested or may seek to invest in a broad range of real estate investments including in hotel assets, which could be purchased by us in the future. As a result, conflicts of interest may arise in allocating or addressing business opportunities and strategies among other Brookfield entities and us. Any future investments of Brookfield in businesses which are not part of our Owned Portfolio and our Managed Portfolio may compete for customers with our Portfolio. Such businesses may also have access to alternative sources of private capital as compared to our Company, which may only raise capital through permitted means following the listing of our Company on the Stock Exchanges.

While our strategy will be to pursue attractive and accretive investment opportunities, there can be no assurance that all potentially suitable investment opportunities that come to the attention of Brookfield will be made available to us. We may also from time to time dispose of all or a portion of an investment by way of a third-party purchaser's bid where member(s) of Brookfield are providing financing as part of such bid or acquisition of the investment or underlying assets thereof. Such involvement of Brookfield as such a provider of debt financing in connection with the potential acquisition of assets by third parties from us may give rise to potential or actual conflicts of interest. We are also likely to enter into other related-party transactions in the ordinary course of business, including any future acquisitions of hotel assets from Brookfield. Further, there could be certain related-party transactions between us and other affiliates of Brookfield. We cannot assure you that we could not achieve more favorable terms if such transactions were not entered into with related parties. Further, we cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on our business and results of operations.

20. Our business is subject to seasonal and cyclical variations that could result in fluctuations in our results of operations.

The hospitality sector in India is subject to seasonal variations. The periods during which the hotels in our Portfolio experience higher revenues vary from property to property, depending principally on their location and the guests they serve. Our revenues are generally higher during the second half of each Financial Year due to greater demand for domestic and international leisure travel during this period. Such seasonality can be expected to cause quarterly fluctuations in our revenue, profit margins and earnings especially for leisure travel destinations such as Jaipur (Rajasthan) and Udaipur (Rajasthan). The timing of opening of new hotels and the timing of any hotel acquisitions or dispositions may cause a variation of revenue and earnings from quarter to quarter. Further, the hospitality sector is also subject to weekly variations. For example, there is greater demand for business travel during weekdays.

Further, the hospitality sector is cyclical, and demand generally follows, on a lagged basis, key macroeconomic indicators. Demand for hotel rooms, occupancy levels and room rates realized by hotel owners experience increases and decreases through macroeconomic cycles. For example, in periods of increased economic activity, there is an increase in business travel, which has a direct positive impact on the demand for hotel rooms.

The costs of running a hotel, such as costs relating to power, fuel and water, employees and rental, tend to be more fixed than variable. Due to high operating leverage, when demand for the hotels in our Portfolio decreases, the resulting decline in our business and revenues can have an adverse effect on our profits, net cash flows and margins. This effect can be especially pronounced during periods of economic contraction or slow economic growth. Similarly, in times of economic upturns, when the demand for hotel rooms increases, due to high operating leverage, our profits and margins may increase disproportionately to the increase in revenues. As a result, our room rates, sales and results of operations may fluctuate significantly from period to period, and comparisons of different periods or the same periods during different years may not be meaningful. Our results for a given financial year or quarter may not be necessarily indicative of results to be expected for any other period. For further details, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Cyclicality and seasonality in the hospitality industry***" beginning on page 404.

21. The hospitality sector is competitive and our inability to compete effectively may adversely affect our business, results of operations and financial condition.

The hotels owned, operated and managed by us compete for guests and meetings, incentives, conferences, and exhibitions ("**MICE**") bookings with other hotels in a highly competitive sector. Our success is largely dependent upon our ability to compete in areas such as brand recognition and perception, room rates, location of the property, quality of accommodation, service levels, quality and scope of other amenities, including food and beverage facilities, and attractiveness of our loyalty program. The hotels in our Portfolio are located in competitive regions, including locations with other luxury hotels, such as New Delhi (Delhi), Bengaluru (Karnataka), Chennai (Tamil Nadu), Jaipur (Rajasthan), Udaipur (Rajasthan), Gurugram (Haryana), Gandhinagar (Gujarat), Kovalam (Kerala), Ashtamudi (Kerala) and Mumbai (Maharashtra). Further, demographic, geographic or other changes in one or more of our markets could impact the convenience or desirability of the sites of our Portfolio, which could adversely affect their operations.

Some of our competitors that are hotel owners may be larger than us, or develop alliances to compete against us, or have greater financial and other resources. For details, see "***Industry Overview – Competitive Landscape***" beginning on page 157. We cannot assure you that hotels owned or managed by new or existing competitors will not lower rates or offer better services or amenities or significantly expand or improve facilities in a market in which we operate, or that we will be able to compete effectively in such conditions. In addition, our competitors may significantly increase their advertising budget by offering more discounts or incentives to promote their hotels, which may require us to increase advertising and marketing expenses and change pricing strategies, which may have an adverse effect on our results of operations. The opening of a new hotel in the vicinity of any one of the hotels in our Portfolio may also increase competition which would impact our occupancy and consequently our revenues. We may also face increased competition from hotel aggregators and alternative accommodation options such as boutique hotels, luxury homestays and bed and breakfasts.

We also offer serviced apartments at our hotels in Gurugram (Haryana) and branded residences at our managed hotel in Bengaluru (Karnataka) to attract long-stay guests, and are in the process of expanding our offerings to include 'The Leela'-branded residences to evolve our luxury offerings. For details, see "***Industry Overview – Demand for Long-Stay Serviced Apartments on the Rise***" and "***Industry Overview – Growth of Ancillary Areas of Hospitality including Branded Residences, Serviced Apartments and Member Clubs***" both beginning on page

169. With respect to such offerings, we face competition from other providers of serviced residences and apartments, short-term rentals, co-living and similar accommodation options. Further, as we seek to establish our presence overseas, we expect to face competition from hotel facilities and hotel aggregators in such geographic markets, including major multinational hotel chains. Such major multinational hotel chains and hotel aggregators may have some competitive advantages over us due to factors such as their greater familiarity with such overseas markets, global operations, greater brand recognition and more significant marketing and distribution networks. We cannot assure you that our business and results of operations will not be adversely affected by increased competition from existing or potential competitors.

We may also have to make additional investments in new technologies or systems to continue to remain competitive. The technologies or systems that we choose may not be commercially successful or the technology or system strategy employed may not be sufficiently aligned with the needs of our business or responsive to changes in our business strategy. Further, our competitors may employ more efficient technologies or systems that could allow them to expand and improve their marketing efforts, and thereby compete more effectively for guests. As a result, we could lose customers, fail to attract new customers or incur substantial costs or face other losses, any of which could have an adverse effect on our business, financial condition and results of operations.

22. Demand for rooms in our Portfolio may be adversely affected by the increased use of business-related technology or changes in the preference of our guests due to evolving cost of travel, spending habits and consumption pattern.

The increased use of teleconference and video-conference technology by businesses could result in decreased business travel as companies increase the use of technologies that allow multiple parties from different locations to participate at meetings without travelling to a centralized meeting location, such as the hotels in our Portfolio. There was a significant increase in use of teleconference and video-conference technology during the COVID-19 pandemic and a corresponding decrease in use of MICE facilities. To the extent that such technologies play an increased role in day-to-day business and the necessity for business-related travel decreases, demand for our hotel rooms or our conferencing and meeting facilities may decrease from business travelers and corporate customers.

Further, changes in business spending and preferences of our leisure customers and domestic tourism and preferences of our guests due to evolving cost of travel, spending habits and consumption patterns may lead to a change in the perceived attractiveness of our Portfolio, services, and the locations at which the hotels in our Portfolio are situated. Such changes may impact the demand for our hotel rooms from domestic tourists and guests at our leisure hotels, and our business may be adversely affected.

23. A portion of our hotel reservations originate from travel agents and intermediaries (online travel agencies and other distribution channels). In the event such agents or intermediaries continue to gain market share compared to our direct reservation system, or if our competitors negotiate more favorable terms with such travel agents and intermediaries, our business and results of operations may be adversely affected.

We enter into agreements with travel agents and other distribution channels to facilitate the process for customers to make hotel reservations and bookings. The following table sets forth the breakdown of our income generated from, and commissions paid to, travel agents and intermediaries, in absolute terms and as a percentage of total income, for the period/years indicated:

Particulars	For the two months ended May 31, 2024		For the Financial Year					
			2024		2023		2022	
	(₹ in million)	*(% of total income)*	*(₹ in million)*	*(% of total income)*	*(₹ in million)*	*(% of total income)*	*(₹ in million)*	*(% of total income)*
Income generated from travel agents and other intermediaries[(1)]	151.31	8.91%	1,126.58	9.19%	745.10	8.25%	345.51	8.31%
Sales and credit card commission	51.56	3.04%	358.47	2.92%	233.27	2.58%	108.90	2.62%

Note:

(1) Includes global distribution system, online travel agencies and alliance (GHA and Preferred Hotels).

We pay such travel agents and intermediaries commissions for such services, either directly (in the form of a percentage of the sale price of a room) or indirectly (by means of offering them a lower room rate that they can then on-sell at a higher rate to their customers). While commissions paid to travel agents and intermediaries (as a proportion of our total income) have not significantly increased during the past three Financial Years and the two months ended May 31, 2024, we cannot assure you we will not face substantial increases in such commissions in the future or be required to offer greater discounts or concessions, which may adversely affect our business and results of operations. In addition, our margins and profitability may be affected by an increase in the proportion of our rooms booked through third-party intermediaries.

Such travel agents and intermediaries offer a wide breadth of services, often across multiple brands, have growing reservation and review capabilities, and may offer lower prices or create the perception that they offer the lowest prices when compared to our direct reservation system. Some of them also have strong marketing budgets and aim to create brand awareness and brand loyalty among customers and may seek to commoditize hotel brands through price and attribute comparison. In the event that such agents and intermediaries continue to gain market share, they may impact our profitability, undermine our direct reservation system and online web presence and may be able to increase commission rates and negotiate other favorable contract terms. The room rates for our hotels may be priced, in certain circumstances, as a result of negotiations with travel agents and intermediaries as a result of various factors including the location, value and potential of our Portfolio. Further, our competitors may be able to negotiate better or more favorable terms with such agents and intermediaries, which may result in these agents and intermediaries offering higher discounts and incentives for their hotels leading to more customers choosing to make reservations at our competitors' hotels, which in turn may adversely impact our hotel reservations from these channels and may adversely affect our business and results of operations.

In addition, many online intermediaries allow customers to rate and review the hotels in our Portfolio. Any negative reviews and feedback on online travel portals may cause guests to choose the services of our competitors. While we have not experienced any material instances of negative reviews and feedback on travel agents' and intermediaries' platforms in the past three Financial Years and the two months ended May 31, 2024, such occurrences in the future may cause customers to choose the services of our competitors. See also **"*– Any deterioration in the quality or reputation of our brand could have an adverse effect on our business, financial condition and results of operations.*"** beginning on page 32. Moreover, any material disagreements with any travel agents or intermediaries may result in the hotels in our Portfolio being removed from their platform. While we have not faced any material disagreements with travel agents and intermediaries in the past three Financial Years and the two months ended May 31, 2024, any material disagreements in the future may lead to an adverse effect on our business and profitability.

Further, any incorrect information uploaded about our Portfolio by such intermediaries, or any failure or delay on our part in scrutinizing and rectifying, the correctness of details of such hotels posted on their platform, may adversely affect the reputation of our Portfolio and cause negative publicity. While we have not experienced any material instances of incorrect information uploaded about our Portfolio by travel agents and intermediaries in the past three Financial Years and the two months ended May 31, 2024, such occurrences may adversely affect our business, results of operations, cash flows and financial condition.

24. The success of our business is dependent on our ability to anticipate and respond to customer requirements. Our business may be affected if we are unable to identify and understand contemporary and evolving customer preferences or if we are unable to deliver quality service as compared to our competitors.

The hospitality sector is affected by changes in consumer preferences, national, regional and local economic conditions and demographic trends. The quality and delivery of our services at the hotels in our Portfolio are critical to the success of our business, which requires enhancement to match the evolving customer preferences. While our singular focus on our luxury brand has allowed us to efficiently capitalize on our brand for sustained growth and provide a curated set of experiences for our guests, we need to continuously improve and update the services we offer in order to compete with popular new hospitality services, operation formats, concepts or trends that emerge from time to time. We strive to keep up with evolving customer requirements to enhance our existing business and level of customer service. For further information, see "***Our Business – Our Growth Strategies***" beginning on page 201.

Our inability to identify, anticipate, understand and address contemporary and evolving customer preferences or to deliver quality service as compared to our competitors could materially and adversely affect our business. In particular, we may not be successful in identifying new locations for hotels which are attractive to guests, or adequately upgrade or maintain our hotel rooms, food and beverage venues and other hotel facilities and amenities to meet changing consumer demands and trends. If the market perception of our Portfolio changes due to our failure to adapt our services successfully, this could impact our continued business success and future profitability.

25. ***We have a large workforce deployed across our Portfolio. We may not be able to effectively manage our workforce and may be exposed to service-related claims and losses or employee disruptions that could have an adverse effect on our business and reputation.***

We have a large workforce deployed across our Portfolio. The table below sets forth the number of permanent and contract employees with our Company and our Subsidiaries across our Owned Portfolio (excluding our corporate employees and employees at The Leela Gandhinagar) as of the dates indicated:

	As of May 31,	As of March 31,		
	2024	2024	2023	2022
Permanent employees	2,220	2,241	2,021	1,705
Contract employees	732	726	699	614

All personnel employed at the hotels we operate under hotel management agreements and at the hotel under the franchise arrangement are the employees of the third-party hotel owner, except for at The Leela Gandhinagar, where employees are under our direct payroll, and we are reimbursed by the hotel owner for such employee expenses. The table below sets forth the number of permanent and contract employees at The Leela Gandhinagar as of the dates indicated:

	As of May 31,	As of March 31,		
	2024	2024	2023	2022
Permanent employees	276	268	262	201
Contract employees	74	77	78	80

The table below sets forth the number of our corporate employees (i.e., employees whose functions are in sales and marketing, finance, legal, projects and engineering, HR and administration) as of the dates indicated:

	As of May 31,	As of March 31,		
	2024	2024	2023	2022
Permanent employees	82	74	60	54
Contract employees	12	12	12	8

The risks associated with the utilization of a large workforce include possible claims by third parties, including by guests at the hotels in our Portfolio, relating to:

- actions, inactions, errors or malicious acts by our personnel, including matters for which we may have to indemnify our guests;
- failure of our personnel to adequately perform their duties, including for rendering deficient services, staff shortages, absenteeism or tardiness;
- violation by our personnel of security, privacy, health and safety regulations and procedures;
- any failure by us to adequately verify backgrounds and qualifications of our personnel or third-party service providers;
- use of third-party vehicles resulting in accidents;
- injury or damages to any guest's person or property due to negligence of our personnel or third-party service providers; and
- criminal acts, torts or other negligent acts by our personnel or third-party service providers.

While we have not experienced any material claims from our workforce in the past three Financial Years and the two months ended May 31, 2024, any new claims for damages and ensuing litigation could be costly and time consuming. Such labor claims may result in negative publicity and adversely affect our reputation. In addition, we may also be affected by the acts of third parties, including third-party service providers. Any losses that we incur in this regard may have an adverse effect on our business and reputation.

Further, we cannot assure you that we will not experience any disputes with our employees, strikes, labor unrest or work stoppages in the future, which may adversely affect our ability to continue our operations. While we have not experienced any material instances of such disruptions relating to our workforce in the past three Financial

Years and the two months ended May 31, 2024, such actions by our employees are difficult for us to predict or control and any such event could adversely affect our business, results of operations and financial condition. Certain of our employees at The Leela Kovalam, A Raviz Hotel (our managed hotel) and The Leela Mumbai (our franchised hotel) have established workplace unions. Any disagreements with our workforce or labor unrest directed against us, could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations, which in turn could adversely affect our business and reputation.

26. We do not own the land and buildings on which our Managed Portfolio and the franchised hotel are located, and one of the hotel wings at The Leela Palace Bengaluru is located in a building which has been leased to us by third parties. If we or the third-party hotel owners are unable to comply with the terms of the lease agreements, renew our agreements or enter into new agreements, our business, results of operations and financial condition may be adversely affected.

We do not own the land and building in relation to our six hotels under hotel management agreements and our one hotel under the franchise agreement with third-party hotel owners. In the event that the hotel owners do not have, or fail to maintain good title to the land on which these hotels are situated, or fail to comply with requirements of applicable law with respect to ownership and use of such land, or if such land is, or becomes subject to, any dispute, we may be required to terminate the hotel management agreement and/or franchise agreement in relation to such hotel.

With respect to our Owned Portfolio as of May 31, 2024, such hotels (except The Leela Palace Jaipur) are located on freehold land owned by us, and the title to the buildings, equipment, and furniture or fixtures vests with us. However, The Leela Palace Jaipur is located on leasehold land pursuant to a lease deed valid until the year 2108 and one of the hotel wings at The Leela Palace Bengaluru is located on leasehold land pursuant to a lease deed which is valid until 2036, and which can be extended at our option until 2065. As of May 31, 2024, this wing at The Leela Palace Bengaluru represented 105 keys or 3.1% of our total keys. See "***Our Business – Description of Our Business – Immovable Properties***" beginning on page 239.

We cannot assure you that we will be able to fully comply with all the terms of any the lease agreements which we have entered into, renew such agreement or enter into new agreements in the future, on terms acceptable to us, or at all. Upon the expiry of the lease, we may be required to vacate the leased portion of the hotel and locate suitable land as replacement. In the event a lease agreement is terminated prior to its tenure, or if it is not renewed, or if we are required to cease business operations at a hotel, our business, results of operations and financial condition may be adversely affected. Further, if the vacated hotel is leased or sold to a competitor, we may also face increased competition in that geographic location, which could adversely affect our market share.

Further, any regulatory non-compliance by the third-party hotel owners or adverse development relating to the landlords' title or ownership rights to hotel properties may entail significant disruptions to our operations, especially if we are forced to vacate leased space or terminate the hotel management agreements following any such developments. While we have not faced any instances of regulatory non-compliance by the third-parties or adverse development relating to the landlords' title or ownership rights in the past three Financial Years and the two months ended May 31, 2024, there is no assurance that such events will not occur in the future. Any adverse effect on the title, ownership rights, development rights of the owners from whose premises we operate or breach of the contractual terms of any lease and license agreements may adversely affect our business, results of operations, financial condition and cash flows.

27. Delays or defaults in payment by our customers could affect our cash flows and may adversely affect our financial condition and operations.

We extend credit to some of our customers and there is no assurance that we will be able to recover outstanding amounts in part, full or at all. The following table sets forth details of our trade receivables as of and for the dates and period/years indicated:

Particulars	**As of and for the two months ended May 31, 2024**	**As of and for the Financial Year**		
		2024	**2023**	**2022**
Trade receivables (net of loss allowance) *(₹ in million)*	594.82	729.05	702.09	520.13
Loss allowance *(₹ in million)*	373.38	373.27	328.51	212.21
Average outstanding receivable days*	24	21	25	41

** Computed as average of opening and closing trade receivables outstanding as at each period/year end divided by the total income for the respective period/year multiplied by the number of days in that period/year.*

If delays or defaults in payments from customers continue or increase in proportion to our total income, it could result in bad debts and negatively affect our cash flows and consequently affect our financial condition and operations. The following table sets forth the ageing of trade receivables, net of loss allowance, as of and for the dates and period/years indicated:

(₹ in million)

Particulars	As of May 31, 2024	As of March 31,		
		2024	2023	2022
Unbilled	124.96	105.87	195.58	128.15
Outstanding for less than 6 months from due date	267.75	502.94	475.89	263.21
Outstanding for 6 months to 1 year from due date	195.52	117.58	26.69	89.74
Outstanding for 1-2 years from due date	4.56	2.28	3.70	17.23
Outstanding for 2-3 years from due date	1.87	0.38	0.23	21.80
Outstanding for more than 3 years from due date	0.16	-	-	-
Total Trade Receivables (net of loss allowance)	**594.82**	**729.05**	**702.09**	**520.13**

While we may take appropriate action in the event of a non-payment of receivables, there can be no assurance that we will be able to successfully recover outstanding amounts owed to us in part or in full, which in turn could affect our cash flows and may adversely affect our financial condition and operations.

28. Any failure on our part to manage operational risks inherent in our business, including risks arising from our reliance on third-party service providers, could adversely affect our business, reputation, results of operations and financial condition.

Several operational risks are inherent in our business due to the nature of the hospitality sector. We provide a variety of services including food and beverage, spa, cleaning and housekeeping, security, catering, transportation and laundry services at the hotels in our Portfolio. We have outsourced, and may in the future continue to outsource, services provided at the hotels in our Portfolio such as cleaning, housekeeping, hazardous waste disposal and security services to third-party service providers. In rendering such services, our personnel and third-party service providers are required to adhere to regulatory requirements as well as internal standard operating procedures with regard to health, safety and hygiene and in their interaction with our guests and other members of the public.

In particular, any failure to maintain the quality and hygiene standards of the food and beverages that we offer, will adversely affect our food and beverage revenue, overall business, reputation and financial performance. The table below sets forth our revenue from food and beverages for the Financial Years and period indicated:

(₹ in million)

Particulars	For the two months ended May 31, 2024	For the Financial Year		
		2024	2023	2022
Revenue from food and beverages*	640.88	4,317.12	3,305.98	1,546.93

**Revenue from food and beverages comprises revenues generated from the sale of food and beverages at our Owned Portfolio, from both outlets and banquets.*

Food and beverage services require proper packaging and labelling and the careful and hygienic handling of food products, which if improperly packaged or handled may have an adverse impact on the health of our guests and may result in liability for us or otherwise harm our reputation. Similarly, cleaning and housekeeping services involve the handling of chemical-based cleaning solutions, which if handled improperly may have an adverse impact on the health of our employees, guests and on the environment. Consequently, our business is associated with several health, safety and hygiene concerns.

In the past three Financial Years and the two months ended May 31, 2024, we have not experienced any instances of such operational risks that materially affected our business and results of operations. However, failure to effectively implement crisis response, adequate policies and protocols and to sufficiently address and manage risks inherent in our business, to meet the requirements of our guests or applicable regulations, or to develop effective risk mitigation measures, could have an adverse effect on the reputation of our brand and our Portfolio, as well as guest loyalty, and consequently, our business, reputation, results of operations and financial condition.

29. Any downgrade of our credit ratings may restrict our access to capital and thereby adversely affect our business, reputation, cash flows and results of operations.

Our business depends on our ability to obtain funds at competitive rates. Any downgrade in our credit ratings could increase borrowing costs and adversely affect our access to capital and debt markets. Credit ratings reflect a rating agency's opinion of our financial strength, operating performance, industry position, and ability to meet our obligations. The following table sets forth details on the credit ratings of our Company and certain Subsidiaries as of May 31, 2024:

Rating Agency	Instrument	Credit Ratings
Our Company		
CRISIL	Long-term bank facilities	A- (Stable)
CRISIL	Short-term bank facilities	A- (Stable)
TPRPL		
ICRA Limited	Non-convertible debenture program	A- (Stable)
MPPL		
ICRA Limited	Non-convertible bonds program	A- (Stable)
Schloss Chennai		
CRISIL	Long-term bank facilities	A- (Stable)
Schloss Chanakya		
CRISIL	Long-term bank facilities	A- (Stable)
Schloss Udaipur		
CRISIL	Long-term bank facilities	A- (Stable)

While we have not experienced any downgrade in credit ratings in the past three Financial Years and the two months ended May 31, 2024, any downgrade in the credit ratings assigned to us for any of our facilities in the future could lead to high borrowing costs and limit our access to capital and lending markets and, as a result, could adversely affect our business, reputation, cash flows and results of operations. In addition, downgrades of our credit ratings could increase the possibility of additional terms and conditions being added to any new or replacement financing arrangements. For more information, see "***Financial Indebtedness***" beginning on page 387.

30. Our central reservations system is an important component of our business and operations and a disruption in its functioning could have an adverse effect on our business and results of operations.

Our customers can make reservations through reservation desks operated at each of the hotels in our Portfolio, on our website, on the websites of agencies with whom we collaborate (namely Preferred Hotels and GHA), through our global distribution system (a worldwide reservation system that connects us with travel agents) as well as through online travel agencies and travel aggregators and offline travel agents. All of these modes of reservations are connected to a central reservations system, which enables us to manage our global inventory of rooms in real-time. For further details, see "***Our Business – Description of Our Business – Information Technology – Central reservations system***" beginning on page 233. The cost, speed, and efficiency of our reservations system are important aspects of our business and are an important consideration for hotel owners in choosing to enter into hotel management agreements with us. Our central reservations system is a technological solution which is sourced from a third-party service provider and operated by us for managing guest reservations at the hotels in our Portfolio. The service providers of the central reservations system are also responsible for providing technical support and hosting services. Any dispute or breach of terms of usage of central reservations system may disrupt our ability to use such system leading to an adverse impact on our business and operations. While we have not experienced any significant disruptions to our central reservations system in the past three Financial Years and the two months ended May 31, 2024, any failure to maintain or upgrade and any other disruption to our central reservations system may adversely affect our business and results of operations. For further details, see **"*– Significant disruptions of information technology systems or breaches of data security could have an adverse effect on our business, results of operations, financial condition and cash flows.***" beginning on page 59.

31. We have availed certain credit facilities that are repayable on demand. Any demand by the lenders may adversely affect our cash flows and financial condition.

We have availed certain credit facilities which are repayable on demand. The following table sets forth the aggregated amount of our borrowings repayable on demand, in absolute terms and as a percentage of total borrowings, as of the dates indicated:

Particulars	As of May 31, 2024		As of March 31,					
			2024		2023		2022	
	(₹ in million)	*(% of total borrowings)*	*(₹ in million)*	*(% of total borrowings)*	*(₹ in million)*	*(% of total borrowings)*	*(₹ in million)*	*(% of total borrowings)*
Borrowings repayable on demand	540.83	1.33%	1,074.12	2.53%	302.84	0.82%	312.06	0.85%

In the event such lenders seek repayment of any of these loans, we would need to find alternative sources of financing, which may not be available on acceptable terms, or at all. Any failure to service such indebtedness or comply with any obligations under such financing agreements may cause us to incur penalty or interest, may result in the termination of one or more of our credit facilities or acceleration or cross-acceleration of payments under such credit facilities, as well as the declaration of an event of default or cross-default. Any demand by the lenders may adversely affect our cash flows and financial condition. For details, see "***Restated Consolidated Financial Information – Annexure V – Notes to Restated Consolidated Financial Information – Note 17 – Borrowings***" beginning on page 334, and for further details on our indebtedness, see "***Financial Indebtedness***" beginning on page 387.

32. The Restated Consolidated Financial Information include a reference to an emphasis of matter paragraph for the Financial Years 2023 and 2022.

Part C of Annexure VI of the Restated Consolidated Financial Information for the Financial Years 2023 and 2022 include a reference to emphasis of matter paragraph, as set forth below in relation to our Subsidiary, LPRL:

"*We draw attention to Note 3.2 of the accompanying financial statements, which explains the management's assessment of going concern assumption including management intention to apply for regulatory approval for construction of hotel and its assertion that based on best estimates made by it, the Company will continue as a going concern, i.e., will be able to discharge its liabilities.*

Our opinion is not modified in respect of this matter."

We cannot assure you that the audit or assurance reports for any future periods will not contain emphasis of matters, qualifications or other observations which affect our results of operations in such future periods.

33. Our insurance coverage may not be sufficient or may not adequately protect us against all material hazards, which may adversely affect our business, results of operations and financial condition.

We could be held liable for accidents that occur at the hotels in our Portfolio or otherwise arise out of our operations. In the event of personal injuries, fires or other accidents suffered by our employees or other people, we could face claims alleging that we were negligent, provided inadequate supervision or be otherwise liable for the injuries. In addition, natural calamities such as floods and earthquakes could disrupt our operations. We have not experienced any material instances of personal injuries, fires or other accidents suffered by our employees or other people in the past three Financial Years and for the two months ended May 31, 2024. Our insurance policies are in respect of buildings and equipment (including plate glass insurance) covering losses due to fire and special perils (and incidental losses), burglary, and electrical or mechanical breakdown. We also maintain directors' and officers' liability insurance, workmen compensation policies and health insurance for our employees.

The following table sets forth details on our Company and Subsidiaries' total insurance coverage, insurance claims made and insurance premium costs for the period/years indicated:

Particulars	As of May 31, 2024	As of March 31,		
		2024	2023	2022
Total insurance coverage* *(₹ in million)*	41,100.01	41,100.01	34,904.40	34,637.42
Total insurance coverage* as a percentage of insurable assets** *(%)*	171.54%	172.32%	200.74%	199.48%
Total insurance claims made *(₹ in million)*	-	39.74	33.33	29.95

Particulars	As of May 31, 2024	As of March 31,		
		2024	2023	2022
Total insurance claims made as a percentage of total insurance coverage *(%)*	-	0.10%	0.10%	0.10%
Total insurance premium costs *(₹ in million)*	6.09	39.82	31.88	32.04
Total insurance premium costs as a percentage of revenue from operations *(%)*	0.38%	0.34%	0.37%	0.84%

* *Total insurance coverage includes, among others, property package policy, fire damage on tangible assets, directors' and officers' insurance, work injury compensation, inventory, cyber, crime and money insurances.*

** *Insurable assets pertain to gross book value of tangible assets, capital work in progress, intangible assets, investment properties (including properties under construction), excluding land.*

As of May 31, 2024, our net book value of total insurable assets amounted to ₹23,959.08 million, and our insurance coverage represented 171.54% of our gross value of total insurable assets. As of May 31, 2024, all of our tangible assets (excluding land) were insurable.

We believe that our insurance coverage is reasonably adequate to cover the normal risks associated with the operation of our business, and we have not experienced any material instances of delays or rejections in the honoring of our insurance claims in the past three Financial Years and for the two months ended May 31, 2024. However, we cannot assure you that any claim under our insurance policies will be honored fully, on time or at all, or that we have taken out sufficient insurance to cover all our losses. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost, or at all. In the past three Financial Years and the two months ended May 31, 2024, we have not experienced any material instances in the past where our claims exceeded our insurance coverage. However, in the future, we may suffer loss or damage that is not covered by insurance or exceeds our insurance coverage, and our insurance claims may be rejected. In such circumstances, we would have to bear such loss or damage. Further, the costs of our insurance coverage may increase in the future. The policy limits of our insurance policies may also be reduced. In addition, the list of exclusions of our insurance policies may be expanded in the future. Any of the foregoing may adversely affect our business, results of operations and financial condition.

34. We do not own the premises in which our Registered Office, Corporate Office and certain of our regional sales offices are situated.

We do not own the premises in which our Registered Office and Corporate Office are situated. Our Corporate Office is located on premises leased by our Subsidiary, Schloss HMA from our Group Company, Equinox Business Parks Private Limited by way of a leave and license agreement dated June 30, 2024. Our Company has been permitted by Schloss HMA to use the licensed premises as our Corporate Office pursuant to a letter dated July 22, 2024. Similarly, our Registered Office is owned by our Subsidiary, Schloss Chanakya and by way of a resolution passed in its board meeting held on February 24, 2020, Schloss Chanakya has permitted our Company to use these premises as our Registered Office. In addition to our Registered Office and Corporate Office, certain of our regional sales offices are also situated on leased premises, and subject to the terms and conditions of the agreements governing their usage. We cannot assure you that we will be able to continue with the uninterrupted use of these premises. If we or our Subsidiaries are unable to comply with the terms of the underlying documents executed in relation to our Registered Office, our Corporate Office or any of our regional sales offices, it may impair our operations and adversely affect our business. For further details, see "***Our Business – Description of Our Business – Immovable Properties***" on page 239.

35. Our indebtedness and the conditions and restrictions imposed by our financing arrangements could adversely affect our business, results of operations, growth prospects and financial condition.

Our financing agreements contain several restrictive covenants that limit our ability to undertake certain types of actions, which could adversely affect our business, results of operations, growth prospects and financial condition. For example, some of our financing agreements require us to obtain prior written consent from, or intimate our lenders for, among other things:

- change in shareholding pattern (including decreases in the shareholding of our Promoter and Promoter Group);
- change in composition of the management of our Company;
- undertaking any merger, acquisition, consolidation, reorganization or reconstruction (including the

creation of any subsidiary);

- change of control or capital structure;
- prepayment of any financial indebtedness; and
- making any amendments to the memorandum and articles of our Company.

Further, the interest rate for most of our borrowings is expressed as the base rate or marginal cost of funds-based lending rate of a specified lender and interest spread per annum, which is variable. We are therefore susceptible to fluctuations in interest rates and associated risks. As such, any increase in interest rates may have an adverse effect on our financial condition.

Further, certain terms of our borrowings require us to maintain financial ratios, such as debt service coverage ratio, interest coverage ratio, debt to EBITDA ratio, fixed assets coverage ratio and loan to value ratio, which are tested periodically. We have not faced any instances of breaches of covenants under our financing agreements in the past three Financial Years and the two months ended May 31, 2024. However, we have experienced several instances of delays in the creation of security charges, including one instance where penal charges were levied, as well as one of the conditions subsequent in a financing agreement was not complied with. Our Company along with our Subsidiaries, Schloss Chanakya, Schloss Udaipur and Schloss Chennai have paid a penal interest at the rate of 1% per annum from April 2021 to September 2021 for failing to create primary and collateral security within the stipulated time with respect to the term loan facilities availed from State Bank of India in 2019. For further details, see "***History and Certain Corporate Matter – Defaults or rescheduling/restructuring of borrowings with financial institutions/banks***" beginning on page 248. Although these instances did not result in any events of default, any future failure on our part to satisfactorily comply with any condition or covenant under our financing agreements, or any new financing agreements we may enter into, in the future may lead to an event of default as well as cross-defaults under certain of our financing agreements, which in turn may lead to the acceleration of the repayment of the debt and enforcement of security interests and adversely affect our results of operations and financial condition. For details, see "***Financial Indebtedness***" beginning on page 387.

Our future borrowings may contain similar or even more restrictive provisions. In the event that there is a breach of any financial or other covenants contained in any of our financing arrangements or in the event a breach of terms occurs in the past and only identified in the future, we may be, among other consequences, required to immediately repay our borrowings either in whole or in part, together with any related costs. We may be compelled to sell some or all of the hotels in our Owned Portfolio if we do not have sufficient cash or credit facilities to make repayments, which could adversely affect our business, growth prospects and financial condition.

36. In the event we fail to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required to operate our business, our business and results of operations may be adversely affected.

We are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government regulations in India, for carrying out our business and for each of the hotels in our Owned Portfolio including, without limitation, sanctions of building plans, occupancy certificates, trade licenses, licenses issued by the Food Safety and Standards Authority of India, fire and ground water no objection certificates, shops and establishments registrations, licenses to sell liquor and environmental approvals and clearances. In addition, during the course of construction of a hotel, we are required to obtain and maintain a variety of approvals and licenses which relate to, among others, conversion of type of land, extraction of groundwater, clearance from coastal or forest regulatory authorities, and pollution control.

We may need to apply for permits and approvals, including the renewal of permits or approvals which may expire from time to time in the ordinary course of business. We also appoint third parties for obtaining certain licenses and approvals for our operations and any deficiency in providing such services or any breach of law by any such third party in obtaining the required licenses and approvals may affect our business, reputation, operations and financial condition. We cannot assure you that any key approvals which may have expired, or any key approvals which are due to be renewed, have been applied for or will be applied for in a timely manner. We also cannot assure you that such permits or approvals will be issued or granted in a timely manner, or at all, and any delay in the issuance of such licenses, permits or approvals may adversely impact the revenue and operations of the affected hotel. For details of permits and approvals relating to our business and operations and our pending approvals, see "***Government and Other Approvals***" beginning on page 438. Further, under hotel management agreements for our Managed Portfolio, the third-party hotel owners are typically responsible for obtaining and renewing all relevant permits, licenses and clearances necessary for hotel operations. Any inability of the third-party hotel owners to obtain and renew all such permits, licenses and clearances may affect our ability to continue to manage such hotels. While there have been no other instances of significant delay in receipt of material permits, approvals, and licenses in past three Financial Years and the two months ended May 31, 2024, we cannot assure you that there will be no delays or other issues in obtaining such approvals in the future, and that the hotel owners will continue to extend cooperation and assistance in a timely manner, or at all.

Further, the approvals required by us are typically subject to eligibility conditions or ongoing compliance. While we have not experienced any instances of such approvals being rejected, suspended or revoked in the past three Financial Years and the two months ended May 31, 2024 that materially affected our business and results of operations, we cannot assure you that such occurrences will not occur in the future, such as due to non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Moreover, if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, which could adversely affect our business.

37. We are subject to extensive government regulation with respect to safety, health, environmental, real estate, food, excise, tax and labor laws. Any non-compliance with, or changes in, regulations applicable to us may adversely affect our business, reputation, results of operations and financial condition.

We are subject to extensive government regulation with respect to, among others, safety, health, environmental, real estate, food, excise, tax and labor laws and related laws and regulations. We provide hospitality services, including sale of food and beverage including wine and liquor, cleaning and housekeeping, at the hotels in our Portfolio, and are subject to supervision and regulation with regard to the scope of permitted business activities and the licenses and permits required for our business operations, depending on the location and nature of operations. Further, regulations in India may also impact the demand for, expenses related to and availability of our hotel services and rooms, and food and beverage operations. We are responsible for obtaining, maintaining and renewing all government and regulatory approvals and licenses required at the hotels in our Owned Portfolio and for adhering to the terms and conditions of all government and regulatory approvals and licenses required for the hotels in our Managed Portfolio under the relevant hotel management agreements. We cannot assure you that we will not be involved in, or be held liable, in any litigation or other proceedings, including fines or penalties, in relation to compliance with applicable laws and regulations, the costs of which may be significant. For details, see "***Outstanding Litigation and Other Material Developments***" beginning on page 430. Regulations are also subject to change. As a result of non-compliance with, or changes in, the applicable laws, we may incur increased costs, be subject to penalties or other actions or have our approvals and permits revoked.

We are also subject to the laws and regulations governing relationships with employees in areas such as minimum wages and maximum working hours, overtime, working conditions, hiring and termination of employees, contract labour and work permits and maintenance of regulatory/statutory records and making periodic payments. There is a risk that we may inadvertently fail to comply with such regulations, which may lead to enforced shutdowns and other sanctions imposed by the relevant authorities. Monitoring legal developments and maintaining internal standards and controls to abide by local rules and regulations can be costly and may detract management's attention, which may adversely affect our operations. For details of the key regulations applicable to us and the key approvals and licenses we are required to obtain, maintain and renew for the hotels in our Owned Portfolio, see "***Key Regulations and Policies in India***" and "***Government and Other Approvals***" beginning on pages 240 and 438, respectively. See also **"*– In the event we fail to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required to operate our business, our business and results of operations may be adversely affected.*"** beginning on page 56.

The hotels in our Portfolio are also subject to extensive environmental laws and regulations which govern the discharge, emission, storage, handling and disposal of a variety of substances that may be used in or result from the operations of our businesses. We are required to conduct an environmental assessment for most of our hotel projects before receiving regulatory approval for these projects. These environmental assessments may reveal material environmental problems, which may result in us not obtaining the required approvals. Additionally, if environmental problems are discovered during or after the development of a project, we may incur substantial liabilities relating to cleanup and other remedial measures and the value of the relevant hotels could be materially and adversely affected. The adoption of stricter environmental laws and regulations, stricter interpretations of existing laws, increased governmental enforcement of laws or other developments in the future may require that we make additional capital expenditures, incur additional expenses or take other actions in order to remain compliant and maintain our current operations. We may also incur increased costs, be subject to penalties, or have our approvals and permits revoked for non-compliance with the applicable laws and conditions attached to our approvals and permissions. The penalties for non-compliance can be severe, including regularisation of material defaults and imposition of fines.

In the past three Financial Years and the two months ended May 31, 2024, we have not faced any material instances of non-compliance with government regulations with respect to safety, health, environmental, real estate, food, excise, tax and labor laws that has had a material effect on our business, reputation, results of operations and financial condition. However, the erstwhile owner and operator of The Leela Palace New Delhi received a complaint dated March 28, 2018 from the State Level Environment Impact Assessment Authority ("**SEIAA**") alleging violation of the environmental clearance notification dated September 14, 2006 issued by the Ministry of Environment and Forest, Government of India in relation to alleged delays in obtaining the consent to establish and alleged expansion of The Leela Palace New Delhi in excess of the environmental clearance previously granted to it. Subsequently, an environmental clearance dated November 5, 2020 was obtained for the expanded area of The Leela Palace New Delhi, subject to several conditions being fulfilled, including earmarking of an amount ₹36.20 million under corporate environment responsibility. For details, see "***Outstanding Litigation and Other Material Developments***" beginning on page 430. While we have not been made a party to any such complaints, we cannot assure you that we will not face any other instances of similar or other non-compliances in the future, which may adversely affect our business, reputation, results of operations and financial condition.

38. We are exposed to a variety of risks associated with safety, security and crisis management which could have an adverse effect on our business, results of operations, financial condition and cash flows.

There are inherent risks of accidents or injuries at the hotels in our Portfolio caused by events such as extreme weather, civil or political unrest, strikes, violence and terrorism, serious and organized crime, pandemics, fire and day-to-day accidents, health crises of guests, sexual harassment at the workplace and petty crimes which could affect guest or employee experience, cause loss of life, sickness or injury and result in compensation claims, fines from regulatory bodies, litigation and impact our reputation. Any accidents or any criminal activity at the hotels in our Portfolio may result in personal injury or loss of life, substantial damage to or destruction of property and equipment resulting in the suspension of operations. Any of the foregoing could also subject us to litigation, which may increase our expenses in the event we are found liable and adversely impact our results of operation and financial condition. Such events could also affect our reputation and cause a loss of customer confidence in our business. While we have not faced any such instances in the past three Financial Years and the two months ended May 31, 2024 that materially affected our business and results of operations, serious incidents or a combination of events could escalate into a crisis which, if managed poorly, could further expose us to significant reputational damage.

Further, our business is exposed to the risk of theft, fraud, pilferage by employees, misappropriation of funds or inventory, and other similar misconduct which could result in losses at the hotels in our Portfolio. We have not experienced any instances of employee theft, fraud, misappropriation of funds or other similar misconduct in the past three Financial Years and the two months ended May 31, 2024 that materially affected our business and results of operations. However, an increase in the levels of misappropriation at the hotels in our Portfolio may require us to deploy more security staff and increase surveillance, which would increase our operational costs and adversely affect our profitability. While we incur expenses on hiring security personnel and installing surveillance equipment at the hotels in our Portfolio in order to mitigate the risk of theft, fraud, pilferage by employees, misappropriation of funds or inventory, and other similar incidents which result in misappropriation at the hotels in our Portfolio, we cannot assure you that we will be successful in preventing all such incidents in the future, which may expose us to litigation and/or have an adverse effect on our business, results of operations, financial condition and cash flows. In addition, while we maintain insurance coverage for burglary in our Portfolio, such insurance may not be sufficient to cover losses on account of any significant thefts.

39. Disruptions or lack of basic infrastructure such as electricity and water supply could adversely affect our operations. Existing or planned amenities and transportation infrastructure at or near other hotels in our Portfolio and serviced apartments could be closed, relocated, terminated, delayed or not completed at all.

We require a significant amount and continuous supply of electricity and water and any disruption in the supply thereof could affect the operations of the hotels in our Portfolio and the services to our guests. We currently source our water requirements from governmental water supply undertakings, water tankers and underground water, and depend on state electricity boards, private suppliers as well as our solar panels and windmills at the hotels in our Portfolio for our energy requirements. Further, we rely on large-scale air-conditioning plants to maintain standards, operations and services to our guests and any interruption in the functioning of such air conditioning plants could cause serious reputation and operational risks at the hotels in our Portfolio. In the past three Financial Years and the two months ended May 31, 2024, we have not experienced any material disruptions or lack of basic infrastructure such as electricity and water supply. However, any failure on our part to obtain alternate sources of electricity or water, or address mechanical, electrical and plumbing failure, in a timely fashion, and at an acceptable cost, may have an adverse effect on our business, results of operations and financial condition.

The locations of our hotels in our Portfolio and their accessibility through transport services and related infrastructure are also of significant relevance to us. We cannot assure you that the transportation infrastructure and services near, or anticipated to be near, these hotels, will not be closed, relocated, terminated, delayed or remain incomplete. While we have not faced any such material instances in the past three Financial Years and the two months ended May 31, 2024, if the accessibility of any of these hotels is adversely affected in the future, it could negatively affect their attractiveness and marketability which may, in turn, impact our business, results of operations, financial condition and cash flows.

40. Significant disruptions of information technology systems or breaches of data security could have an adverse effect on our business, results of operations, financial condition and cash flows.

We depend upon information technology systems for our business operations. For details relating to our information technology systems, see "***Our Business – Description of Our Business – Information Technology***" beginning on page 233.

Our information technology systems are potentially vulnerable to, among others, system inadequacies, network failures, hardware failures, operating failures, service interruptions or failures, security breaches, malicious intrusions or cyber-attacks from a variety of sources, improper operation by or supervision of employees and data losses. Cyber-attacks are growing in their frequency, sophistication and intensity, and are becoming increasingly difficult to detect, mitigate or prevent. Cyber-attacks come in many forms, including the deployment of harmful malware, exploitation of vulnerabilities, denial-of-service attacks, ransomware, the use of social engineering and other means to compromise the confidentiality, integrity and availability of our information technology systems, confidential information and other data. Cyber-attacks targeted at our information technology systems may affect our business operations by interfering with, among others, our online reservation system for customers to make reservations at the hotels in our Portfolio. Our systemic and operational controls may not be adequate to prevent frauds, data sharing, errors, hacking and system failures. If we suffer from any of such cyber threats, it could adversely affect our reputation, business, financial condition and results of operations. We are also dependent on third-party vendors for providing some of the services to our guests, such as internet and television, among others, and any failure or deficiency on the part of such vendors may adversely affect our reputation. While we have not experienced any significant disruptions to our information technology systems due to cyber-attacks in the past three Financial Years and the two months ended May 31, 2024, we cannot assure you that we will not encounter any such disruptions in the future. Any such disruption may result in the loss of key information and disruption of production and business processes, as well as financial losses. While we maintain data security policy and cybercrime insurance for our Owned Portfolio and our Managed Portfolio, such insurance may not be sufficient to cover losses on account of any significant thefts.

Our business requires us to collect and retain substantial amount of sensitive data, including personal data of customers and employees, credit or debit card data, any data related to any other electronic mode of payment or any personally identifiable information. Safeguarding such data is critical to our business. We are also subject to the General Data Protection Regulation of the European Union as a result of our structure and business, including having customers from the European Union. Nevertheless, our systems are potentially vulnerable to data security breaches, whether by employees or others that may expose such data to unauthorized persons. Such data security breaches could lead to unauthorized access to our systems, misappropriation of data and unforeseen disclosure or transfer of data. Further, the third-party hotel owners have the right to obtain the guest data under our hotel management agreements, for which we rely on such third-party hotel owners' systems and data security measures. Though, personal data of customers provided to the third-party hotel owners under hotel management agreements is required to be treated as confidential information by the third-party hotel owners. We have not experienced any significant instances of data breaches in the past three Financial Years and the two months ended May 31, 2024 that affected our business and results of operations. However, any such security breaches in the future could damage our reputation and expose us to litigation, which may in turn have an adverse effect on our business, results of operations, financial condition and cash flows. As part of our operations, we are required to comply with the Information Technology Act, 2000 and the rules thereof, which provides for civil and criminal liability and the Digital Personal Data Protection Act, 2023, provisions whereof, which as and when made effective ("**DPA**") stipulate a monetary penalty in case of breach of the provisions of the DPA. Certain of these laws, rules and regulations are relatively new and their interpretation and application remain uncertain and are also subject to change and may become more restrictive in the future. For further details on DPA, see ***"– Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business, prospects and results of operations***" beginning on page 69. Thus, if our interpretations of the law and regulations or our practices and platform is inconsistent with or fail to meet all requirements of such laws, which could expose us to litigation and monetary penalties, which in turn may adversely affect our business, results of operations, financial condition and cash flows.

Further, we may make additional investments in information technology systems to remain competitive and for data protection purposes. Such technology and system strategy adopted by us may not be sufficiently aligned with the needs of our business or adequately responsive to changes in business strategy.

41. New brands and offerings that we launch in the future may not be as successful as we anticipate, which could have an adverse effect on our business, financial condition and results of operations.

We use brands and offerings besides The Leela such as Jamavar, Aujasya by The Leela, Tishya by the Leela and The Leela Palace Services. We may launch additional brands and service offerings in the future. We cannot assure you that any new brands or offerings launched by us will be accepted by the hotel owners, franchisees or customers, or that we will be able to recover costs we incurred in developing such brands or offerings, or that they will be successful. If new brands and offerings are not as successful as we anticipate, it could have an adverse effect on our business, financial condition and results of operations.

42. Certain of our Directors, Key Managerial Personnel and Senior Management have interests in us other than reimbursement of expenses incurred and normal remuneration or benefits. Conflicts of interest may arise in the future, which may adversely affect our business, results of operations, financial condition and cash flows.

Certain of our Directors, Key Managerial Personnel and Senior Management may be regarded as having an interest in us other than reimbursement of expenses incurred and normal remuneration or benefits. Certain Directors, Key Managerial Personnel and Senior Management may be deemed to be interested to the extent of equity shares held by them, directly or indirectly, in our Company and Subsidiaries. For further information on the interests of our Directors, Key Managerial Personnel and Senior Management other than their remuneration or reimbursement of expenses in the ordinary course of business, see "***Our Management***" beginning on page 268.

Further, while our Directors do not engage in any other business activities similar to our business lines, we cannot assure you that such a conflict will not arise in the future, or that we will be able to suitably resolve any such conflict without an adverse effect on our business or operations. Additionally, we cannot assure you that our Directors will not undertake or acquire interests in competing ventures in the locations or sectors in which we operate, to the extent they are permitted to do so under applicable law. Conflicts of interest may arise in the future, which may adversely affect our business, results of operations, financial condition and cash flows.

43. Land ownership in India can be difficult to ascertain as land records are not easily traceable and the national digitization program has not been implemented across all states in India. Further, we may not be able to identify or correct defects or irregularities in title due to creation of adverse third-party rights in the land which we own, lease or intend to acquire in connection with the development or acquisition of new hotels or properties, which could have an adverse impact on our business and operations.

Land ownership in India can be difficult to ascertain as every state in India has its own practice for maintenance of land records, thereby resulting in land records being not easily traceable. There is no central title registry for land property in India and documentation of land records in India has not been fully digitized. In recent years, the Government of India had launched a national digitization program known as the Digital India Land Records Modernization Program to streamline maintenance of land records in India. However, as the Digital India Land Records Modernization Program has not been implemented across all states in India, land ownership in India is difficult to ascertain as there is a lack of uniformity in maintenance of land records across states. While the ongoing digitization efforts has improved the quality of land records, until the Digital India Land Records Modernization Program is fully implemented across all states in India, there could be inaccuracies, errors or contradictions between the records maintained by different relevant authorities or the approvals obtained in relation to the properties located on these lands, which could affect the reliability of such records. Land records which are physically maintained may not be available online for inspection and/or may not be updated in a timely manner. There may be instances where land records reflect the erstwhile name of an entity, and may not have been amended for subsequent changes in name or corporate identity of the entity. For example, the title deeds of the following immovable properties are not held in the name of our Company/Subsidiaries as at May 31, 2024:

Description of Property	Name of entity	Gross Carrying Value (₹ in million)	Held in the name of	Reason for not being held in the name of the Company/ Subsidiary
Freehold Land, Agra	Leela Palaces and Resorts Limited	564.95	Iskon Estates Private Limited	The land is in the name of Leela Palaces and Resorts Limited as per title deed. However the registration with Tehsildar record is in process.
One hectare of land at Kudrekonda State Forest, Davangere District, Karnataka	Schloss Bangalore Limited (formerly known as the Schloss Bangalore Private Limited)	-	M/s Sarjan Realities Limited	Title deeds are in the process of being transferred in the name of our Company.

Further, where reliance is placed on physical land records, the same may be illegible, untraceable, incomplete or inaccurate in certain respects, or may have been kept in poor condition, which may impede title investigations or our ability to rely on such land records. Furthermore, title to land in India is often fragmented, and in many cases, land may have multiple owners.

The absence of title insurance, coupled with the difficulties in verifying title to land, may increase our exposure to third-party claims to property. Title may also suffer from irregularities, such as non-execution or non-registration of conveyance deeds and inadequate stamping, and may be subjected to encumbrances that we are unaware of due to no public record. While we have not experienced any material instances of title disputes or instances of being unable to identify or correct defects in, or irregularities of, the title or leasehold rights that we enjoy in the past three Financial Years and the two months ended May 31, 2024, such defects or irregularities may prejudice our ability to continue to operate the hotels in our Portfolio on such land and require us to write off substantial expenditures in respect of establishing such hotels.

Further, improperly executed, unregistered or insufficiently stamped conveyance instruments in a property's chain of title, unregistered encumbrances in favor of third parties, rights of adverse possessors, ownership claims of family members of prior owners or third parties, or other defects that a purchaser may not be aware of can affect title to a property. As a result, potential disputes or claims over title to the land on which the hotels in our Portfolio are or will be situated may arise. For example, there is a dispute over a certain parcel of land on which a solar power plant which provides power to one of our hotels is located. Such disputes may divert management's attention, harm our reputation. While we have not faced any such material instance in the past three Financial Years and the two months ended May 31, 2024, if any of the conveyance instruments, lease agreements or other agreements entered into by us are not duly registered and adequately stamped, we may face challenges in enforcing them as such documents may be inadmissible as evidence in a court in India, which may cause disruptions in our operations or result in our inability to continue to operate from the relevant locations. While we have obtained title opinions from local counsel on the properties over which the hotels in our Owned Portfolio are located, such opinions are typically for a defined period and are based on certain assumptions relating to the veracity and the validity of the documents verified by them and we may not be able to assess, identify or address all the risks and liabilities associated with the land including faulty or disputed title, unregistered encumbrances, inadequate stamp duty payment or adverse possession rights. Furthermore, we cannot assure you that we can successfully preclude all claims on such land from third parties.

44. We are subject to a variety of risks relating to owning real estate assets, which may adversely affect our business and results of operations.

Our principal assets are our Portfolio and accordingly, we are subject to risks that generally relate to real estate assets. Five of our 12 operating hotels as of May 31, 2024 are directly owned by us. Regulations and interest rates can make it more expensive and time-consuming to develop real property or expand, modify or renovate hotels. Changes in local markets or neighborhoods may decrease the value of the real estate we own which could affect our business and results of operations. Real estate assets may not be as liquid as certain other types of assets, and this lack of liquidity or alternative uses of the hotels in our Portfolio may limit our ability to react promptly to changes in economic, market or other conditions. Our ability to dispose of real estate assets, if required, on beneficial terms depends on factors beyond our control, including competition from other sellers, demand from potential buyers and the availability of attractive financing for potential buyers.

We are also subject to the risk that government agencies in India or other jurisdictions where we may operate in the future may exercise rights of compulsory acquisition of certain land parcels. We have not received any land acquisition notices from authorities in the past three Financial Years and the two months ended May 31, 2024. However, if such rights are exercised against land parcels pertaining to one or more of the hotels in our Portfolio or against land parcels that we otherwise own in the ordinary course of our business, it could require us to relinquish such land and may have an adverse impact on our operations. Additionally, the compensation paid pursuant to such acquisition may not be adequate to compensate for the loss of land and revenue being generated from the hotel built on such land. The likelihood of such actions may increase as the central and state governments seek to acquire land for the development of roads, highways, airports and rail metro projects. In the course of developing new hotels in existing or new geographies, we may face instances where the usage of the underlying land parcel may have to be converted from agricultural/residential to commercial, which may be a time-consuming process depending on the state and extent of other title related issues with such land parcel.

Our ability to dispose of real estate assets, if required, on advantageous terms depends on factors beyond our control, including competition from other sellers, demand from potential buyers and the availability of attractive financing for potential buyers. We cannot predict the variety of market conditions affecting real estate assets that may exist at any particular time in the future. Due to the uncertainty of market conditions that may affect the future disposition of our real estate assets, we cannot assure you that we will be able to sell our real estate assets at a profit in the future, if required. Further, the changes in law and regulation and fiscal policies require us to incur substantial compliance costs, which may in turn adversely affect our business and results of operations.

45. We rely on contract labor for carrying out certain of our operations and we may be held responsible for paying wages of such workers, if independent contractors through whom such workers are hired default on their obligations, and such obligations could have an adverse effect on our results of operations and financial condition.

In order to retain flexibility and control costs, we appoint independent contractors who in turn engage on-site contract labor for performance of certain of our operations. As of May 31, 2024, we utilized 818 contract employees across our hotel operations in (a) our Owned Portfolio (b) Schloss Gandhinagar (where employees are under our direct payroll and we bill the hotel owner expenses) and (c) Schloss HMA (our corporate employees). For further details on our employees, see "***Our Business – Description of Our Business – Employees***" beginning on page 238. Although we do not engage these laborers directly, we may be held responsible for (i) any wage payments to be made to such laborers in the event of default by such independent contractor; or (ii) any compensation owed to such laborers on account of a loss or injury at the workplace. In addition, under the Contract Labour (Regulation and Abolition) Act, 1970, as notified and enforced by the central government and adopted with such modifications as may be deemed necessary by the respective state governments, we may be required to hire a number of such contract laborers as permanent employees. While we have not experienced any such material instances in the past three Financial Years and the two months ended May 31, 2024, in the event of any non-compliance by contractors with statutory requirements, legal proceedings may be initiated against us. Thus, any such order from a regulatory body or court may have an adverse effect on our business, results of operations and financial condition. Further, in the event that any of our existing contracts with the independent contractors engaged by us are terminated or not renewed, we may be required to find suitable replacements. We cannot assure you that we will be able to engage such replacement independent contractors within the required timelines, or on terms acceptable to us or at all, which may have an adverse impact on our business, results of operations and financial condition.

46. Our inability to protect or use our intellectual property rights may adversely affect our business, results of operations, financial condition and cash flows.

We have registered trademarks under several classes, including under classes 16, 30, 32, 33, 36, 37, 41,42, 43 and 44 with the Registrar of Trademarks under the Trade Marks Act. For details, see "***Our Business – Intellectual Property***" beginning on page 235. All our registered trademarks are registered in the name of our Subsidiary, Schloss HMA, which provides hotel management services for our Portfolio. Schloss HMA has provided each of our Subsidiaries which own and operate hotels, as well as the third-party owners of our Managed Portfolio and the franchised hotel, the right to use certain registered trademarks, including the "The Leela" trademark. Our trademarks are important assets to our business. The use of our trademarks, trade names, service marks or logos by third parties could adversely affect our Portfolio's reputation, which could in turn adversely affect our business and results of operations. Therefore, we take measures to protect our intellectual property by relying on Indian laws and initiating legal proceedings. However, such measures may not be adequate to prevent unauthorized use of our intellectual property by third parties and thus, we may not be able to prevent infringement of our intellectual property. Notwithstanding the precautions we take to protect our intellectual property rights, it is possible that third parties may copy or otherwise infringe on our rights, which may have an adverse effect on our business, results of operations, financial condition and cash flows. In addition, our current and future trademarks are subject to expiration, and we cannot guarantee that we will be able to renew all of them prior to expiration. Our inability to renew the registration of our trademarks and loss of such trademarks could have an adverse effect on our business, results of operations, financial condition and cash flows.

While we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights. We may also be susceptible to claims from third parties asserting infringement and other related claims. There may be instances where our trademarks may be opposed by the third parties or may not be registered. For instance, the trademark "Citrus" used for our restaurant in The Leela Palace Bengaluru has been opposed by a third party. However, we have not received any cease-and-desist orders. Successful infringement claims against us could result in monetary liability or inability to use the trademark in the future. Our defense of any such claim, regardless of its merit, could also be time consuming and divert management resources. Any of the foregoing could have an adverse effect on our business, results of operations, financial condition and cash flows.

47. The COVID-19 pandemic affected our business and operations and any future pandemic or widespread public health emergency in the future, could adversely affect our business, financial condition, cash flows and results of operations.

The hospitality sector was severely affected by the global outbreak of the COVID-19 pandemic in early 2020, which led to reduced traveller traffic and government-mandated restrictions on movement. The global impact of the COVID-19 pandemic rapidly evolved and public health officials and government authorities responded by taking measures, including in India where the hotels in our Portfolio are based, such as prohibiting people from assembling in large numbers, instituting quarantines, restricting domestic and overseas travel, issuing "stay-at-home" orders and restricting the types of businesses that may continue to operate, among many others. In response to new strains and subsequent waves of COVID-19 pandemic, the Government of India and state governments periodically re-imposed lockdowns, with limited and progressive relaxations.

The onset of the COVID-19 pandemic adversely affected our financial and operational performance and certain aspects of our business operations in the following ways, among others:

- domestic and overseas travel restrictions, including airport closures, resulted in lower demand for rooms of our Portfolio and adversely affected our average occupancy and average rates. During the Financial Years 2022 and 2021, which were the Financial Years where our average occupancy was most impacted since the outbreak of the COVID-19 pandemic, our average occupancy was 43% and 18%, respectively, for our Owned Portfolio;

- increased cost of operations of our Portfolio to ensure higher standards of disinfection and cleanliness as well as disinfection costs;

- reduced revenue from our food and beverage operations due to changes in customer behavior towards dining out and greater usage of food delivery services;

- limitation in sizes of gatherings and events resulted in lower demand for facilities at the hotels in our Portfolio; and

- employees that were suspected of being infected with the COVID-19 pandemic as well as other employees that had been in contact with those employees were required to be quarantined, and our employees were restricted by travel and other lockdown measures imposed in India and overseas; this resulted in periods of temporary reduction in personnel numbers or delays and suspension of operations as a health measure.

Further, we had availed moratorium on instalments of certain term loans and interest on certain working capital facilities availed by us in accordance with the guidelines issued by the RBI during the COVID-19 pandemic. As of May 31, 2024, we had drawn down an aggregate amount of ₹6,940.00 million at an average interest rate of 8.65%, under credit lines from our lenders pursuant to the Emergency Credit Line Guarantee Scheme ("**ECLGS**") offered by the Government of India.

Any future outbreak of another highly infectious or contagious disease may result in the re-occurrence of the abovementioned risks, which may adversely affect our business, financial condition, cash flows and results of operations.

48. A portion of the Net Proceeds may be utilised for repayment or prepayment of specific loans incurred by our Company and certain of our Subsidiaries from State Bank of India which is an affiliate of SBI Capital Markets Limited, one of the Book Running Lead Managers.

We propose to repay or pre-pay specific loans incurred by our Company and certain of our Subsidiaries from State Bank of India from the Net Proceeds. State Bank of India is an affiliate of SBI Capital Markets Limited, one of the Book Running Lead Managers and is not an associate of our Company in terms of the SEBI Merchant Bankers Regulations. The loan facilities sanctioned to our Company and certain of our Subsidiaries by State Bank of India were done as part of their commercial lending activities in the ordinary course of business and we do not believe that there is any conflict of interest under the SEBI Merchant Bankers Regulations, or any other applicable SEBI rules or regulations. The Board of Directors of our Company has determined the loans and facilities to be repaid/prepaid based on commercial considerations. For details see "***Objects of the Offer***" on page 109. However, there can be no assurance that the repayment/prepayment of such loans from the Net Proceeds to an affiliate of one of the Book Running Lead Managers will not be perceived as a current or potential conflict of interest.

49. An inability to establish and maintain effective internal controls could lead to an adverse effect on our business, results of operations, cash flows and financial condition.

Our success depends on our ability to effectively utilize our resources and maintain internal controls. We take reasonable steps to maintain appropriate procedures for compliance and disclosure. We also maintain effective internal controls over our financial reporting, to enable us to produce reliable financial reports and prevent financial fraud. We periodically test and update our internal processes and systems and are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error. Our efforts in improving our internal control systems may not result in eliminating all risks. Further, as a result of the nature of our business and operations, we execute a high volume of business transactions. If we are not successful in discovering and eliminating weaknesses in our internal controls, our ability to manage our business effectively may be adversely affected. While we have not faced any material lapses in our internal controls in the past three Financial Years and the two months ended May 31, 2024, any such lapses in the future may lead to an adverse effect on our business, financial condition, cash flows and results of operations.

50. This Draft Red Herring Prospectus contains information from third-party industry sources, including the HVS Report, which has been exclusively commissioned and paid for by our Company solely for the purposes of the Offer. Such information is based on certain assumptions and prospective investors are advised not to place undue reliance on such information.

This Draft Red Herring Prospectus includes information derived from third-party industry sources and from the HVS Report, exclusively commissioned and paid for by our Company, pursuant to an engagement with our Company. All such information in this Draft Red Herring Prospectus indicates third-party industry sources or the HVS Report as its source and such industry and third-party related information has not been independently verified by us. A copy of the HVS Report will be available on the website of our Company at www.theleela.com/investors. We commissioned the HVS Report for the purpose of confirming our understanding on the Indian hospitality business and the future outlook of the industry in India.

Moreover, the industry sources including the HVS Report contains certain industry and market data, based on certain assumptions. Such assumptions may change based on a variety of factors. Further, the HVS Report uses certain methodologies for market sizing and forecasting. There are no standard data gathering methodologies in the hospitality sector, and methodologies and assumptions vary widely among different industry sources. Industry sources and publications are prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Further, the HVS Report or any other industry data or sources are not recommendations to invest in any company covered in the HVS Report. Accordingly, investors should read the industry-related disclosure in "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 192 and 397, respectively, in this context and should not base their investment decision solely on the information in the HVS Report.

51. Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.

Our Company has not declared dividends in the past. Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. We may decide to retain all of our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on our Equity Shares. We cannot assure you that we will be able to pay dividends in the future. For details on the dividend policy adopted by our Board, see "***Dividend Policy***" beginning on page 294.

52. We have, in the last 12 months, issued Equity Shares at a price that could be lower than the Offer Price.

We have issued Equity Shares at prices that could be lower than the Offer Price during the last one year from the date of this Draft Red Herring Prospectus. Set out below are the details of such issuances:

Date of allotment	Details of allottees	Reason for/ nature of allotment	No. of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration
July 2, 2024	15,027,498 Equity Shares to Project Ballet Bangalore Holdings (DIFC) Private Limited	Conversion of the CCDs	15,027,498	10	100	Cash(1)

(1) The consideration was received at the time of allotment of the CCDs.

The prices at which Equity Shares have been issued by us in the last one year should not be taken to be indicative of the Price Band, Offer Price or the trading price of our Equity Shares post-listing.

53. The Net Proceeds of the Offer will be utilized for the repayment, prepayment and/or redemption of indebtedness availed of by our Company and certain of our Subsidiaries.

We intend to utilize ₹27,000 million or [•]% of the Net Proceeds towards the repayment, prepayment and/or redemption in full or in part, of certain outstanding borrowings availed by our Company and certain of our Subsidiaries, namely, Schloss Chanakya, Schloss Chennai, Schloss Udaipur, and TPRPL. For further details, see "***Objects of the Offer – Details of the Objects***" beginning on page 110. The borrowings to prepaid, repaid or redeemed will be based on various factors, including (i) cost of the borrowing, including applicable interest rates, (ii) maturity profile and the remaining tenor of the loan, (iii) any conditions attached to the borrowings, restricting our ability to prepay/repay/redeem the borrowings and time taken to fulfil, or obtain waivers for fulfilment of such conditions, or relating to the terms of repayment, (iv) levy of any prepayment penalties and the quantum thereof, (v) provisions of any laws, rules and regulations governing such borrowings, and (vi) other commercial considerations including, the amount of the loan outstanding.

Accordingly, the Net Proceeds apportioned for repayment/prepayment/redemption of all or a portion of certain outstanding borrowings availed by our Company and the Subsidiaries, namely, Schloss Chanakya, Schloss Chennai, Schloss Udaipur, and TPRPL, will not be available for any capital expenditure or creation of tangible assets by our Company. While such utilization of the Net Proceeds will help reduce our outstanding indebtedness on a consolidated basis and debt servicing costs, we cannot assure you that it will enable utilization of the internal accruals for further investment towards business growth and expansion in an efficient manner. If we are unable to deploy the Net Proceeds in a timely or an efficient manner, it may affect our business and the results of operations.

We may have to revise our funding requirements and deployment from time to time on account of various factors, such as the timing of completion of the Offer, financial and market conditions, change in costs, our management's analysis of economic trends and our business requirements, fund requirements in the operations of the Subsidiaries, competitive landscape as well as general factors affecting our results of operations, financial condition, business and strategy, access to capital, interest rate fluctuations or other external factors, which may not be within the control of our management, as disclosed in the section "***Objects of the Offer***" beginning on page

109. This may entail rescheduling and revising the funding requirement for a particular Object or increasing or decreasing the amounts earmarked towards any of the Objects at the discretion of our management, subject to compliance with applicable laws. If we are unable to deploy the Net Proceeds in a timely or an efficient manner, it may affect our business and the results of operations.

54. Any variation in the utilization of the Net Proceeds would be subject to certain compliance requirements, including prior Shareholders' approval. Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any independent agency, which may affect our business and results of operations.

We propose to utilize the Net Proceeds for (i) repayment/prepayment/redemption, in full or in part, of certain outstanding borrowings availed by our Company and Subsidiaries, namely, Schloss Chanakya, Schloss Chennai, Schloss Udaipur, and TPRPL; and (ii) general corporate purposes. For details, see "***Objects of the Offer***" beginning on page 109. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with the Companies Act and the SEBI ICDR Regulations, any variation in the utilization of the Net Proceeds cannot be undertaken without obtaining our Shareholders' approval through a special resolution. We cannot assure you that, if such variation is sought, we will be able to obtain our Shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such Shareholders' approval may adversely affect our business or operations.

We intend to use the Net Proceeds for the purposes described in "***Objects of the Offer***" beginning on page 109. Our funding requirements are based on our current business plan, internal management estimates, prevailing market conditions and other commercial and technical factors, including interest rates, exchange rate fluctuations and other charges, and the financing and other agreements entered into by our Company, and have not been appraised by any bank or financial institution or other independent agency. The deployment of the Net Proceeds will be at the discretion of our Board. We may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations, changes in input cost, and other financial and operational factors. Accordingly, prospective investors in the Offer will need to rely upon our management's judgment with respect to the use of proceeds. If we are unable to deploy the Net Proceeds in a timely or an efficient manner, it may affect our business and results of operations.

55. Our Promoters will continue to retain significant shareholding in our Company after the Offer, which will allow such Promoters to exercise significant influence over us.

As of the date of this Draft Red Herring Prospectus, one of our Promoters, Project Ballet Bangalore Holdings (DIFC) Pvt Ltd, holds, in aggregate, 175,985,315 Equity Shares, which constitute 99.99% of the issued, subscribed and paid-up Equity Share capital of our Company and [●] Equity Shares, constituting [●]% on a fully diluted basis. Further, as on the date of this Draft Red Herring Prospectus, our other Promoters, BSREP III Joy (Two) Holdings (DIFC) Limited, BSREP III Tadoba Holdings (DIFC) Pvt Ltd, Project Ballet Chennai Holdings (DIFC) Pvt Ltd, Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd, Project Ballet HMA Holdings (DIFC) Pvt Ltd and Project Ballet Udaipur Holdings (DIFC) Pvt Ltd do not hold any Equity Shares in our Company. After the completion of the Offer, our Promoters will hold approximately [●]% of our post-Offer Equity Share capital. For details of the Equity Shares held by our Promoters, see "***Capital Structure — Notes to the Capital Structure — Shareholding of our Promoters, the members of our Promoter Group and directors of the Promoters***" beginning on page 99.

Accordingly, one of our Promoters will continue to exercise significant level of control over our business and all matters submitted to our Shareholders for approval, including the election of directors, the adoption of amendments to our certificate of incorporation, the approval of mergers and acquisitions, strategic transactions and joint ventures, sales of substantially all of our assets, the policies for dividends, lending, investments and capital expenditures and any other approvals which require a majority vote of shareholders eligible to vote. This control could have the effect of delaying or preventing a change of control of our Company or changes in management and will make the approval of certain transactions difficult or impossible without the support of such Promoter. The interests of such Promoter, as a significant shareholder of our Company, could be different from the interests of our other Shareholders. While the actions carried out by our Company post-listing will be subject to Board and Shareholder approval, as required under the Companies Act, and the SEBI Listing Regulations, any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

56. We have in this Draft Red Herring Prospectus included certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance that may vary from any standard methodology that is applicable across the sector we operate.

We track certain operating metrics (including average occupancy, ARR and RevPAR, among others) through our internal systems and tools. These operating metrics are metrics that are commonly tracked by our competitors in the hospitality sector in India. Our methodologies for tracking these metrics may change over time, which could result in changes to our metrics in the future, including metrics that we publicly disclose. In addition, while we report data based on what we believe, at the time of reporting, to be reasonable estimates of our metrics for the applicable period of measurement, there are inherent challenges and limitations with respect to such data or our methodologies. For example, if our internal systems and tools track our metrics inaccurately, the corresponding data may be inaccurate. This may impair our understanding and evaluation of certain aspects of our business, which could affect our operations and long-term strategies. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our Restated Consolidated Financial Information disclosed elsewhere in this Draft Red Herring Prospectus.

Further, these metrics and other non-GAAP measures presented in this Draft Red Herring Prospectus, such as Return on Net Worth, Net Asset Value per Equity Share, Adjusted Net Asset Value per Equity Share, EBITDA, EBITDA Margin, Adjusted Net Borrowings and Adjusted Net Worth are supplemental measures of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, these metrics are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/(loss) for the period/year or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. Although these non-GAAP metrics are not a measure of performance calculated in accordance with applicable accounting standards, our management believes that they are useful to an investor in evaluating us, as these metrics are widely used measured to evaluate an entity’s operating performance. In addition, these are not standardized terms, hence a direct comparison of these measures between companies may not be possible. Other companies may calculate these measures differently from us, limiting its usefulness as a comparative measure. If our operating metrics are not accurate representations of our business, if investors do not perceive our operating metrics to be accurate, or if we discover material inaccuracies with respect to these figures, we expect that our business, reputation, financial condition, results of operations and cash flows would be adversely affected.

External Risk Factors

57. Subsequent to the listing of the Equity Shares, we may be subject to pre-emptive surveillance measures, such as the Additional Surveillance Measures and the Graded Surveillance Measures by the Stock Exchanges in order to enhance the integrity of the market and safeguard the interest of investors.

Subsequent to the listing of the Equity Shares, we may be subject to Additional Surveillance Measures (“**ASM**”) and Graded Surveillance Measures (“**GSM**”) by the Stock Exchanges. These measures are in place to enhance the integrity of the market and safeguard the interest of investors. The criteria for shortlisting any security trading on the Stock Exchanges for ASM is based on objective criteria, which includes market-based parameters such as high low-price variation, concentration of client accounts, close to close price variation, market capitalization, average daily trading volume and its change, and average delivery percentage, among others. Securities are subject to GSM when its price is not commensurate with the financial health of the issuer. Specific parameters for GSM include net worth, net fixed assets, price-to-earning ratio, market capitalization and price-to-book value, among others. Factors within and beyond our control may lead to our securities being subject to GSM or ASM. In the event our Equity Shares are subject to such surveillance measures implemented by any of the Stock Exchanges, we may be subject to certain additional restrictions in connection with trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active trading market for our Equity Shares. The market price of the Equity Shares may be subject to significant fluctuations in response to such disruptions.

58. A slowdown in economic growth in India could have an adverse effect on our business, results of operations and financial condition.

We operate in the luxury hotel sector in India, where customer demand from leisure, business, and MICE travelers for our services is highly dependent on the general economic performance in India. Customer demand for hotel services is closely linked to the performance of the general economy and is exposed to business and personal discretionary spending levels. Decreased global or regional demand for hotel services can be especially pronounced during periods of economic contraction or low economic growth levels, and our sector's recovery period may lag behind the overall economic improvement. Further, while changes in the government or economic and deregulation policies have not materially affected our business in the past three Financial Years, such changes in the future could adversely affect economic conditions prevalent in the cities in which we operate in general and our business in particular, and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our results of operations.

A decline in demand for our Portfolio due to general economic conditions could negatively impact our business by decreasing the revenues and profitability of our owned properties, limiting the amount of fees we can generate from our managed properties, and reducing overall growth of our services. In addition, many of the expenses associated with our business are relatively fixed, and we cannot assure you that we will be able to meaningfully decrease these costs during a period of overall economic weakness. Further, during periods of economic contraction, we may have to delay or cancel our ongoing or proposed investments in new projects or our ongoing investments in developing new properties may not yield results that we anticipated. We cannot assure you that such macroeconomic and other factors, which are beyond our control, would not significantly affect demand for our Portfolio and services in the future, including demand for rooms at properties that we own, manage or develop, and that such factors would not adversely affect our result of operations as well as limit or slow our future growth.

59. We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could in turn adversely affect our business.

The Competition Act, 2002, as amended (the "**Competition Act**") was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition ("**AAEC**"). Further, any agreement among competitors which directly or indirectly involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of customers in the relevant market is presumed to have an appreciable adverse effect on competition in the relevant market in India and shall be void. Furthermore, the Competition Act prohibits abuse of dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be guilty of the contravention and liable to be punished.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, certain agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. The impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. However, if we pursue an acquisition driven growth strategy, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, any enforcement proceedings initiated by the CCI, any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, or any prohibition or substantial penalties levied under the Competition Act, which would adversely affect our business, results of operations, cash flows and prospects.

While the Competition (Amendment) Act, 2023 (the "**Competition Amendment Act**") has been implemented, only certain amendments have been enforced. The Competition Amendment Act amends the Competition Act and gives the CCI additional powers to prevent practices that harm competition and the interests of consumers. The Competition Amendment Act, among others, modifies the scope of certain factors used to determine AAEC, reduces the overall time limit for the assessment of combinations by the CCI from 210 days to 150 days and empowers the CCI to impose penalties based on the global turnover of entities, for anti-competitive agreements and abuse of dominant position. If we pursue any acquisitions in the future, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, any enforcement proceedings initiated by the CCI, any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, or any prohibition or substantial penalties levied under the Competition Act, which would adversely affect our business, results of operations, financial condition and cash flows.

60. The occurrence of natural or man-made disasters could adversely affect our results of operations, financial condition and cash flows. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, financial condition or cash flows. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, India has witnessed local civil disturbances in the past, and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

61. Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business, prospects and results of operations.

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

The Government of India announced the union budget for the Financial Year 2025 and the Finance Act, 2024 was tabled before the Lok Sabha, which has proposed certain amendments to taxation laws in India. As such, there is no certainty on the impact that the Finance Act, 2024 or any further amendments to taxation laws may have on our business and operations or on the sector in which we operate.

The Digital Personal Data Protection Act, 2023 ("**PDP Act**") which has received the assent of the President on August 11, 2023, provides for personal data protection and privacy of individuals, regulates cross border data transfer, and provides several exemptions for personal data processing by the Government. It also provides for the establishment of a Data Protection Board of India for taking remedial actions and imposing penalties for breach of the provisions of the PDP Act. It imposes restrictions and obligations on data fiduciaries, resulting from dealing with personal data and further, provides for levy of penalties for breach of obligations prescribed under the PDP Act.

Further, the Government of India introduced new laws relating to social security, occupational safety, industrial relations and wages namely, the Code on Social Security, 2020 ("**Social Security Code**"), the Occupational Safety, Health and Working Conditions Code, 2020, the Industrial Relations Code, 2020 and the Code on Wages, 2019, which consolidate, subsume and replace numerous existing central labor legislations, were to take effect from April 1, 2021 (collectively, the "**Labor Codes**"). The Government of India has deferred the effective date of implementation of the respective Labor Codes, and they shall come into force from such dates as may be notified. Different dates may also be appointed for the coming into force of different provisions of the Labor Codes. The coming into force of these codes could increase the financial burden on our Company, which may adversely impact our profitability. We are yet to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future. For example, the Social Security Code aims to provide uniformity in providing social security benefits to the employees which was earlier segregated under different acts and had different applicability and coverage. Furthermore, the Wages Code limits the amounts that may be excluded from being accounted toward employment benefits (such as gratuity and maternity benefits) to a maximum of 50.0% of the wages payable to employees. The implementation of such laws has the ability to increase our employee and labor costs, thereby adversely impacting our results of operations, cash flows, business and financial performance.

Unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

Further, on July 1, 2024, the Government implemented The Bharatiya Nyaya Sanhita, 2023, Bharatiya Nagrik Suraksha Sanhita, 2023 and Bhartiya Sakshya Adhiniyam, 2023, which have replaced the Indian Penal Code, 1860, Code of Criminal Procedure, 1973 and the Indian Evidence Act, 1872, respectively.

62. We may be subject to certain geopolitical and market risks, including in respect of any overseas expansion, which could adversely affect our business and results of operations.

According to the HVS Report, global geopolitical conditions have a direct correlation with inbound travel to India. In addition, any overseas expansion may subject us to additional geopolitical and market risks which are beyond our control in the markets we operate in, including any overseas markets. Some of these risks include:

- increases in operating costs due to escalation of labor costs, utility costs (including energy costs), increased taxes and insurance costs, as well as unanticipated costs owing to acts of nature;
- inflation which could increase our costs and decrease our results of operations;
- increases in transportation and fuel costs for sustained periods and impediments to means of transportation that could adversely affect domestic and international travel;
- exchange rate fluctuations;
- political instability in any of the markets we operate in;
- changes in interest rates and in the availability, cost and terms of financing; and
- changes in governmental laws and regulations, fiscal policies and incentives and the costs of compliance.

We cannot assure you that such geopolitical and market risks would not significantly affect demand for our Portfolio and services in the future, including demand for rooms at properties that we own, manage or develop, and that such factors would not adversely affect our business and result of operations as well as limit or slow our future growth.

63. Under Indian law, non-resident investors or foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions), if they comply with the valuation and reporting requirements specified by the RBI. If the transfer of shares is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior regulatory approval will be required. Further, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries and/or departments are responsible for granting approval for foreign investment. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. Furthermore, this conversion is subject to the shares having been held on a repatriation basis and, either the security having been sold in compliance with the pricing guidelines or, the relevant regulatory approval having been obtained for the sale of shares and corresponding remittance of the sale proceeds.

In accordance with the provisions of the Consolidated FDI Policy and FEMA Rules, our Company is a foreign-owned and controlled company. As a foreign-owned and controlled company, our Company is subject to certain additional requirements under the Consolidated FDI Policy and other Indian foreign investment laws. Pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade ("**DPIIT**"), investments where the beneficial owner of the equity shares is situated in or is a citizen of a country which shares a land border with India, can only be made through the Government approval route. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction and/or purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. These investment restrictions shall also apply to subscribers of offshore derivative instruments. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made similar amendment to the Foreign Exchange Management (Non-debt Instruments) Rules, 2019. Any such approval(s) would be subject to the discretion of the regulatory authorities. Restrictions on foreign investment activities and impact on our ability to attract foreign investors may cause uncertainty and delays in our future investment plans and initiatives. We cannot assure investors that any required approval from the RBI or any other government agency can be obtained on any particular terms or conditions or at all. For further information, see "***Restrictions on Foreign Ownership of Indian Securities***" beginning on page 493.

64. Our ability to raise foreign capital may be constrained by Indian law.

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions limit our financing sources and could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that any required regulatory approvals for borrowing in foreign currencies will be granted to us without onerous conditions, or at all. Limitations on foreign debt may have an adverse effect on our business growth, financial condition and results of operations.

65. Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Under the current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. A securities transaction tax ("**STT**") is levied both at the time of transfer and acquisition of the equity shares (unless exempted under a prescribed notification), and the STT is collected by an Indian stock exchange on which equity shares are sold. Stamp duty for transfer of certain securities, other than debentures, on a delivery basis is currently specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

Non-residents claim the benefits under any applicable double taxation avoidance agreement in respect of their capital gains income after providing the necessary documents as prescribed under the statute. As a result, subject to any relief available under an applicable tax treaty or under the laws of their own jurisdictions, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of our Equity Shares.

Pursuant to the Finance Act, 2024, any gains realized on the sale of listed equity shares, which are held for a period exceeding 12 months will subject to long term capital gains tax in India at the rate of 12.5%. Further, long-term capital gains arising from sale of listed equity shares on which STT has been paid on transfer and at the time of acquisition (unless such acquisition was through a notified transaction) will be exempt up to ₹125,000. Similarly, any gain realized on the sale of listed equity shares held for a period of 12 months or less and on which STT has been paid on transfer will be subject to short-term capital gains tax at a rate of 20%. Short-term capital gains from sale of listed equity shares off-market will be taxed at applicable rates. The Bidders are advised to consult their own tax advisors to understand their tax liability as per the laws prevailing on the date of disposal of Equity Shares. The above rates shall be increased by applicable surcharges and cess.

No dividend distribution tax is required to be paid in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020 and, accordingly, such dividends would not be exempt in the hands of the Shareholders both for residents as well as non-residents. Our Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident Shareholder for the purposes of deducting tax at source pursuant to any corporate action, including dividends.

There is no certainty on the impact of Indian tax laws or other regulations, and which may adversely affect our Company's business, financial condition, results of operations or on the sector in which we operate. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares.

66. Investors may not be able to enforce a judgment of a foreign court against us, our Directors, the Book Running Lead Managers or any of their directors and executive officers in India respectively, except by way of a lawsuit in India.

Our Company is a limited liability company incorporated under the laws of India. Most of our directors are residents of India and most of our Company's assets are located in India. As a result, you may be unable to: effect service of process in jurisdictions outside of India, including in the United States, upon us and these other persons or entities; enforce in the Indian courts judgments obtained in courts of jurisdictions outside of India against us and these other persons or entities, including judgments predicated upon the civil liability provisions of securities laws of jurisdictions outside India; and enforce obtained in U.S. courts against us and these other persons or entities, including judgments predicated upon the civil liability provisions of the federal securities laws of the United States.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908 ("**CPC**"). India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, such as the United Kingdom, the UAE, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements established in the CPC. The CPC only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India, including the United States, cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be directly enforceable in India.

The party in whose favor a final foreign judgment in a non-reciprocating territory is rendered may bring a fresh suit in a competent court in India based on the final judgment within three years of obtaining such final judgment. However, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with the public policy in India.

67. Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

68. Any downgrading of India's debt rating by an independent agency may harm our ability to raise financing.

India's sovereign debt rating could be downgraded due to several factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, all which are outside the control of our Company. Any adverse revisions to India's credit ratings by international rating agencies may adversely affect our ability to raise additional overseas financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our ability to fund our growth, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

69. Recent global economic conditions have been challenging and continue to affect the Indian market. Financial instability in other countries may cause increased volatility in Indian financial markets.

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Financial turmoil in Asia, Russia and elsewhere in the world in recent years has adversely affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us.

Further, economic developments globally can have a significant impact on India. In particular, the global economy has been negatively impacted by the conflict between Russia and Ukraine, and the ongoing conflict in the Middle East. Governments in the United States, United Kingdom, and European Union have imposed sanctions on certain products, industry sectors, and parties in various countries. The conflict could negatively impact regional and global financial markets and economic conditions, and result in global economic uncertainty and increased costs of various commodities, raw materials, energy and transportation. In addition, recent increases in inflation and interest rates globally, including in India, could adversely affect the Indian economy.

In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. Any significant financial disruption could have an adverse effect on our business, financial condition, cash flows and results of operation.

70. If inflation were to rise in India, we may not be able to increase the prices of our hotel rooms at a proportional rate in order to pass costs on to our customers, which may result in a decline in our profits.

Inflation rates could be volatile, and we may continue to face high inflation in the future as India had witnessed in the past. Increasing inflation in India can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, salaries, and other expenses relevant to our business, which may adversely affect our business and financial condition. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our operating expenses, which we may not be able to pass on to customers, whether entirely or in part, and the same may adversely affect our business and financial condition. Further, high inflation leading to higher interest rates may also lead to a slowdown in the economy and adversely impact credit growth. If we are unable to increase our revenues sufficiently to offset our increased costs due to inflation, it could have an adverse effect on our business, prospects, financial condition, results of operations and cash flows.

While the Government of India has previously initiated economic measures to combat high inflation rates, it is unclear whether these measures will remain in effect, and there can be no assurance that Indian inflation levels will not rise in the future.

71. Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as US GAAP and IFRS, which may affect investors' assessments of our Company's financial condition.

Our Restated Consolidated Financial Information comprises the Restated Consolidated Statement of Assets and Liabilities, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Cash Flows and the Restated Consolidated Statement of Changes in Equity as at and for the two months period ended May 31, 2024 and the Financial Years 2024, 2023 and 2022, together with the material accounting policies, explanatory notes and annexures thereto, which are compiled from the (i) audited special purpose consolidated interim financial statements as at and for the two months period ended May 31, 2024; and (ii) audited special purpose Ind AS combined financial statements as at and for the Financial Years 2024, 2023 and 2022; and are prepared as per requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, SEBI ICDR Regulations, the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, and E-mail dated October 28, 2021 from the SEBI to Association of Investment Bankers of India, instructing lead managers to ensure that companies provide consolidated financial statements prepared in accordance with Indian Accounting Standards (Ind-AS) for all the relevant period mentioned herein. Ind AS differs from accounting principles with which prospective investors may be familiar, such as Indian GAAP, IFRS and US GAAP.

We have not attempted to explain in a qualitative manner the impact of the IFRS or US GAAP on the financial information included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial information to those of US GAAP or IFRS. US GAAP and IFRS differ in significant respects from Ind AS and Indian GAAP, which may differ from accounting principles with which prospective investors may be familiar in other countries. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus, which is restated as per the SEBI ICDR Regulations, will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices, Ind AS, the Companies Act and the SEBI ICDR Regulations, on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. Prospective investors should review the accounting policies applied in the preparation of the Restated Consolidated Financial Information and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar.

72. While our Company will receive proceeds from the Fresh Issue, it will not receive any proceeds from the Offer for Sale portion.

The Offer consists of the Fresh Issue and the Offer for Sale. The entire proceeds from the Offer for Sale will be paid to the Promoter Selling Shareholder, and our Company will not receive any proceeds from such Offer for

Sale (after deducting applicable Offer expenses). For further details, see "***Objects of the Offer***" and "***Capital Structure***" beginning on pages 109 and 95, respectively.

73. The Equity Shares have never been publicly traded, and, after the Offer, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile or decline, and you may be unable to resell the Equity Shares at or above the Offer Price, or at all.

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market for our Equity Shares may not develop. Listing and quotation do not guarantee that a market for our Equity Shares will develop, or if developed, that there will be liquidity in such market for our Equity Shares. Investors might not be able to rapidly sell the Equity Shares at the quoted price if there is no active trading in the Equity Shares. The Offer Price of our Equity Shares has been determined through a book-building process and may not be indicative of the market price of our Equity Shares at the time of commencement of trading of our Equity Shares or at any time thereafter.

The market price of our Equity Shares may be subject to significant fluctuations in response to, among other factors:

- quarterly variations in our results of operations;
- results of operations that vary from the expectations of research analysts and investors;
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- conditions in financial markets, including those outside India;
- a change in research analysts' recommendations;
- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments;
- announcements by third parties or government entities of significant claims or proceedings against us;
- new laws and government regulations or changes in laws and government regulations applicable to our sector;
- developments relating to our peer companies in the hospitality sector;
- additions or departures of Key Management Personnel;
- general economic and stock market conditions; and
- public reaction to our press releases and adverse media reports.

Changes in relation to any of the factors listed above could adversely affect the price of our Equity Shares. Consequently, the price of our Equity Shares may be volatile or decline after the Offer, and you may be unable to resell your Equity Shares at or above the Offer Price, or at all, and may as a result lose all or a part of your investment.

74. Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity

Shares may reduce the proceeds received by Equity Shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

75. You may not be able to sell, any of the Equity Shares you purchase in the Offer immediately on an Indian stock exchange.

Subject to requisite approvals, the Equity Shares will be listed on the Stock Exchanges. Pursuant to the applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. The Allotment of Equity Shares in this Offer and the credit of such Equity Shares to the applicant's demat account with depository participant and listing is expected to commence within the period as may be prescribed under applicable law. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. We cannot assure you that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the prescribed time periods. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods. For further details, see "***Offer Procedure***" beginning on page 475.

76. Any future issuance of Equity Shares, or convertible securities or other equity linked securities by us and any sale of a substantial number of shares in the public market by our existing shareholders may dilute your shareholding and/or may adversely affect the trading price of the Equity Shares.

We may be required to finance our growth through future equity offerings. Any future equity issuances by us, including to comply with minimum public shareholding requirements under the Securities Contracts (Regulation) Rules, 1957, or issuance of convertible securities or securities linked to Equity Shares by us, including through exercise of employee stock options, may dilute your shareholding in our Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. Further, our Promoters or other major shareholders may undertake sales of the Equity Shares held by them post-listing. Any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares. We cannot assure you that we will not issue additional Equity Shares, convertible securities or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

77. Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby suffer future dilution of their ownership position.

Under the Companies Act, a company having share capital and incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares voting rights on such resolution.

However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interests in our Company would be reduced.

78. A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.

Certain provisions in Indian law may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of our Company. Under the SEBI Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of our Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted or consummated because of the SEBI Takeover Regulations.

79. QIBs and Non-Institutional Investors were not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid, and Retail Individual Bidders were not permitted to withdraw their Bids after the Bid/Offer Closing Date.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. RIIs could revise or withdraw their Bids during the Bid/Offer Period. While our Company is required to complete Allotment pursuant to the Offer within such period as may be prescribed under applicable law, events affecting the Bidders' decision to invest in our Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, financial condition and results of operations may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of our Equity Shares even if such events occur, and such events limit the Bidders' ability to sell our Equity Shares Allotted pursuant to the Offer or cause the trading price of our Equity Shares to decline on listing. QIBs and Non-Institutional Bidders will not be able to withdraw or lower their bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or otherwise, between the dates of submission of their Bids and Allotment.

SECTION III – INTRODUCTION

THE OFFER

The following table summarizes details of the Offer:

Offer[(1) (6)]	[●] Equity Shares bearing face value ₹10 each aggregating up to ₹50,000.00 million
Of which:	
Fresh Issue[(1)]	[●] Equity Shares bearing face value ₹10 each aggregating up to ₹30,000.00 million
Offer for Sale[(1)]	Up to [●] Equity Shares bearing face value ₹10 each aggregating up to ₹20,000.00 million
The Offer consists of:	
A. QIB Portion[(2)]	Not less than [●] Equity Shares bearing face value ₹10 each aggregating up to ₹ [●] million
Of which:	
Anchor Investor Portion[(3)]	Up to [●] Equity Shares bearing face value ₹10 each
Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares bearing face value ₹10 each
Of which:	
Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	[●] Equity Shares bearing face value ₹10 each
Balance of Net QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares bearing face value ₹10 each
B. Non-Institutional Portion[(4)]	Not more than [●] Equity Shares bearing face value ₹10 each aggregating up to ₹ [●] million
Of which:	
One-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹200,000 and up to ₹1,000,000	[●] Equity Shares bearing face value ₹10 each
Two-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹1,000,000	[●] Equity Shares bearing face value ₹10 each
C. Retail Portion	Not more than [●] Equity Shares bearing face value ₹10 each aggregating up to ₹ [●] million
Pre-Offer and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as on the date of this Draft Red Herring Prospectus)	175,985,320 Equity Shares bearing face value ₹10 each
Preference Shares outstanding prior to the Offer (as on the date of this Draft Red Herring Prospectus)	622,103,028 Preference Shares bearing face value ₹100 each
Equity Shares outstanding prior to the Offer (after conversion of all Preference Shares)[(5)]	920,573,022 Equity Shares of face value of ₹10 each
Equity Shares outstanding after the Offer	[●] Equity Shares bearing face value ₹10 each
Use of proceeds of the Offer	See "***Objects of the Offer***" on page 109 for details regarding the use of proceeds from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

*(1) The Offer has been authorised by our Board pursuant to its resolution dated September 16, 2024, read with its resolution dated September 18, 2024 and the Fresh Issue has been authorized by our Shareholders pursuant to a special resolution dated September 17, 2024. Further, the Promoter Selling Shareholder has been authorised to participate in the Offer through a resolution passed by its board of directors dated September 17, 2024, and has consented to participate in the Offer pursuant to its consent letter dated September 17, 2024. Our Board has taken on record such consent of the Promoter Selling Shareholder by a resolution dated September 18, 2024. The Promoter Selling Shareholder has confirmed that its Offered Shares have been held for a period of at least one year prior to the date of filing of this Draft Red Herring Prospectus with SEBI and are eligible for being offered for sale in the Offer, in terms of Regulation 8 of the SEBI ICDR Regulations. For further details, see "**Capital Structure**" on page 95. The Promoter Selling Shareholder has confirmed and authorized their participation in the Offer for Sale, as stated below:*

Promoter Selling Shareholder	Number of Offered Shares/ Amount (in ₹ million)	Date of consent letter	Date of corporate action / board resolution
Project Ballet Bangalore Holdings (DIFC) Pvt Ltd	[●] Equity Shares bearing face value of ₹ 10 each	September 17, 2024	September 17, 2024

Promoter Selling Shareholder	Number of Offered Shares/ Amount (in ₹ million)	Date of consent letter	Date of corporate action / board resolution
	aggregating up to ₹20,000.00 million		

(2) *If at least 75% of the Offer cannot be Allotted to QIBs, the entire application money will be refunded forthwith. In the event aggregate demand in the QIB Portion has been met, subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, in accordance with applicable laws. Under-subscription, if any, in the Net QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.*

(3) *Our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion will be available for allocation to domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added back to the QIB Portion. 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, see "**Offer Procedure**" and "**Offer Structure**" on pages 475 and 472, respectively.*

(4) *Not more than 15% of the Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. The allocation to each Non-Institutional Investor shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.*

(5) *The outstanding CCPS will be converted into a maximum of 744,587,702 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations. Such maximum number of Equity Shares to be issued pursuant to conversion of CCPS has been determined on the basis of the minimum value of Equity Shares at which the conversion shall take place in accordance with the FEMA. The final number of Equity Shares that such CCPS will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of the CCPS.*

(6) *Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.*

Allocation to all categories of Bidders, other than Anchor Investors, and Retail Individual Investors and Non-Institutional Investors, shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price, as applicable. The allocation to each Retail Individual Investor and Non-Institutional Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. For more information, see "***Offer Structure***", "***Offer Procedure***" and "***Terms of the Offer***" on pages 472, 475 and 466, respectively.

SUMMARY FINANCIAL INFORMATION

The summary financial information presented below have been derived from our Restated Consolidated Financial Information and should be read in conjunction with *"**Restated Consolidated Financial Information**"* and *"**Management's Discussion and Analysis of Financial Condition and Results of Operations**"* on pages 295 and 397, respectively.

[*The remainder of this page has been intentionally left blank*]

Summary of Restated Statement of Assets and Liabilities:

(*in ₹ million*)

Particulars	As at			
	May 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
ASSETS				
Non-current assets				
Property, plant and equipment	52,590.22	52,572.81	45,337.48	45,542.56
Right-of-use assets	2,501.69	2,509.40	2,416.04	2,431.28
Capital work-in-progress	389.02	392.32	274.62	40.36
Investment properties	1,688.06	1,688.93	1,694.15	1,699.35
Investment properties under construction	94.89	-	-	-
Goodwill	4,670.56	4,670.56	1,920.90	1,920.90
Other intangible assets	608.78	676.31	1,223.87	1,608.54
Financial assets				
- Investments	0.19	0.19	0.19	0.19
- Other financial assets	1,109.92	1,132.15	487.68	454.55
Non-current tax assets (net)	207.08	284.49	204.95	97.78
Other non-current assets	1,355.61	1,360.08	1,276.82	355.41
Total non-current assets	**65,216.02**	**65,287.24**	**54,836.70**	**54,150.92**
Current assets				
Inventories	306.37	310.04	256.30	188.78
Financial assets				
- Trade receivables	594.82	729.05	702.09	520.13
- Cash and cash equivalents	507.24	709.75	1,712.07	2,553.32
- Bank balances other than cash and cash equivalents	2,158.93	3,039.70	836.99	831.77
- Other financial assets	40.41	15.20	80.29	9.22
Current tax assets (net)	34.77	49.67	13.34	8.64
Other current assets	493.53	478.15	317.59	367.29
Total current assets	**4,136.07**	**5,331.56**	**3,918.67**	**4,479.15**
TOTAL ASSETS	**69,352.09**	**70,618.80**	**58,755.37**	**58,630.07**
EQUITY AND LIABILITIES				
Equity				
Equity share capital	201.70	201.70	201.70	201.70
Other equity				
- Equity component of compound financial instruments	-	603.09	506.71	506.71
- Share capital pending allotment	1,502.75	-	-	-
- Reserves and surplus	(29,544.51)	(29,062.02)	(25,828.04)	(25,228.56)
Total equity	**(27,840.06)**	**(28,257.23)**	**(25,119.63)**	**(24,520.15)**
Liabilities				
Non-current liabilities				
Financial liabilities				
- Borrowings	37,182.55	39,035.02	35,487.02	35,737.29
- Lease liabilities	2,053.14	2,056.17	1,837.40	1,739.55
- Other financial liabilities	57.01	62.47	2,951.18	2,778.06
Other non-current liabilities	15.82	10.38	39,634.55	39,642.82
Deferred tax liabilities (net)	2,558.72	2,578.85	1,016.10	1,003.78
Provisions	112.16	95.29	53.82	62.40
Total non-current liabilities	**41,979.40**	**43,838.18**	**80,980.07**	**80,963.90**
Current liabilities				
Financial liabilities				
-Borrowings	3,342.47	3,386.79	1,474.80	1,030.78
-Lease liabilities	59.43	52.84	33.73	22.91
-Trade payables				
(a) Total outstanding dues of micro and small enterprises	56.84	60.93	60.44	45.07
(b) Total outstanding dues other than (a) above	491.41	538.43	381.49	273.29
- Other financial liabilities	50,488.61	3,411.95	199.82	230.69
Other current liabilities	741.00	47,560.12	736.50	581.09
Provisions	32.99	26.79	8.15	2.49

Particulars	As at			
	May 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Total current liabilities	**55,212.75**	**55,037.85**	**2,894.93**	**2,186.32**
Total liabilities	**97,192.15**	**98,876.03**	**83,875.00**	**83,150.22**
TOTAL EQUITY AND LIABILITIES	**69,352.09**	**70,618.80**	**58,755.37**	**58,630.07**

Summary of Restated Consolidated Statement of Profit and Loss:

(*in ₹ million, unless otherwise stated*)

Particulars	For the two months ended May 31, 2024	Fiscal		
		2024	2023	2022
Income				
Revenue from operations	1,608.91	11,714.53	8,600.58	3,801.07
Other income	88.52	550.47	432.09	358.42
Total income	**1,697.43**	**12,265.00**	**9,032.67**	**4,159.49**
Expenses				
Cost of food and beverages consumed	132.45	849.80	669.31	365.85
Employee benefits expense	446.56	2,342.86	1,731.73	1,282.43
Finance costs	735.55	4,326.21	3,591.43	3,249.08
Depreciation and amortisation expenses	256.85	1,479.76	1,250.45	1,305.82
Other expenses	500.93	3,072.08	2,395.34	1,634.02
Total expenses	**2,072.34**	**12,070.71**	**9,638.26**	**7,837.20**
Restated profit/(loss) before tax	**(374.91)**	**194.29**	**(605.59)**	**(3,677.71)**
Income tax expense/(credit)				
- Current tax	8.56	194.19	-	-
- Deferred tax	(19.60)	21.37	11.20	(479.42)
Total tax expense/(credit)	**(11.04)**	**215.56**	**11.20**	**(479.42)**
Restated (loss) for the period/year	**(363.87)**	**(21.27)**	**(616.79)**	**(3,198.29)**
Other comprehensive income				
Items that will not be reclassified to profit or loss				
Remeasurements of defined benefit plans	(5.60)	(20.76)	16.65	11.59
Income tax relating to these items	0.51	1.40	(1.11)	(3.17)
Restated other comprehensive income/(loss) for the period/year, net of tax	**(5.09)**	**(19.36)**	**15.54**	**8.42**
Restated total comprehensive (loss) for the period/year	**(368.96)**	**(40.63)**	**(601.25)**	**(3,189.87)**
Restated earnings per share attributable to owners:				
Basic earnings per share (in ₹)	(2.07)	(0.12)	(3.50)	(18.20)
Diluted earnings per share (in ₹)	(2.07)	(0.12)	(3.50)	(18.20)

Summary of Restated Consolidated Statement of Cash Flows:

(*in ₹ million, unless otherwise stated*)

Particulars	For the two months ended May 31, 2024	Fiscal		
		2024	2023	2022
Cash flows from operating activities				
Restated profit/(loss) before tax	(374.91)	194.29	(605.59)	(3,677.71)
Adjustments for:				
Depreciation and amortization	256.85	1,479.76	1,250.45	1,305.82
Gain on cancellation of leases	(4.93)	(8.58)	-	-
Finance costs	735.55	4,326.21	3,591.43	3,249.08
Compensated absences written back	-	-	-	4.46
Net (gain)/loss on disposal of property, plant and equipment	0.18	16.26	6.90	(27.99)
Net gain on account of modification in liability towards environmental clearance	-	-	(9.38)	(2.51)
Net impairment losses/(reversal) on financial assets	0.10	45.41	110.07	40.21
Net unrealised foreign exchange differences	(0.10)	(1.14)	(2.50)	0.56
Interest income on amortisation of financial assets	-	-	-	(0.90)
Interest income on income tax refund	(3.21)	(8.15)	(2.03)	(1.51)
Interest income	(34.82)	(205.09)	(137.17)	(56.71)
Operating cash flows before working capital changes	**574.71**	**5,838.97**	**4,202.18**	**832.80**
Working capital movements:				
(Increase)/decrease in inventories	3.67	(35.22)	(67.52)	(4.29)
(Increase)/decrease in trade receivables	127.12	(90.75)	(300.16)	(101.71)
(Increase) in other financial assets	(32.06)	(36.75)	(34.36)	(3.93)
(Increase) in other current assets	(4.45)	(47.27)	(739.59)	(17.47)
Increase/(decrease) in trade payables	(49.34)	35.19	157.87	(98.53)
Increase/(decrease) in other current liabilities	(214.17)	(20.31)	113.83	246.17
Increase/(decrease) in other financial liabilities	(69.25)	3.60	(47.63)	(67.97)
Increase/(decrease) in provisions	17.98	33.57	7.67	(22.43)
Cash generated from operations	**354.21**	**5,681.03**	**3,292.29**	**762.64**
Income taxes (paid)/refunded, net	83.76	(293.19)	(109.13)	(40.56)
Net cash flows generated from operating activities (A)	**437.97**	**5,387.84**	**3,183.16**	**722.08**
Cash flows from investing activities				
Payments for purchase of property, plant and equipment	(285.53)	(1,208.82)	(851.59)	(1,526.09)
Payments for purchase of intangibles	(0.05)	(0.55)	(6.86)	(21.35)
Proceeds from sale of property, plant and equipment	0.04	10.69	7.13	30.16
Payment of acquisition of subsidiary, net of cash acquired	-	(4,245.83)	-	-
Payment for acquisition of investment	-	-	-	(0.19)
(Increase) in other bank balances	(3.80)	-	-	-
Bank Deposit placed	(257.36)	(3,768.08)	(7,315.19)	(359.23)
Bank Deposit matured	1,161.63	1,213.46	7,248.04	648.23
Interest received	37.18	139.03	71.76	72.59
Net cash flows generated from/(used in) investing activities (B)	**652.11**	**(7,860.10)**	**(846.71)**	**(1,155.88)**
Cash flows from financing activities				
Proceeds from borrowings including non-convertible bonds and compulsorily convertible debentures	15.46	6,156.58	967.35	5,665.50
Repayments of borrowings	(751.57)	(1,125.61)	(717.79)	(252.07)
Proceeds from issuance of equity shares including securities premium	-	-	0.11	79.64
Principal elements of lease payment	(8.72)	(28.37)	(21.23)	(19.30)

Particulars	For the two months ended May 31, 2024	Fiscal		
		2024	2023	2022
Finance costs paid towards lease liabilities	(22.18)	(129.23)	(107.94)	(107.98)
Finance costs paid other than on lease liabilities	(525.58)	(3,403.43)	(3,298.20)	(2,654.38)
Net cash flows generated/(used) from financing activities (C)	**(1,292.59)**	**1,469.94**	**(3,177.70)**	**2,711.41**
Net (decrease)/increase in cash and cash equivalents (A+B+C)	**(202.51)**	**(1,002.32)**	**(841.25)**	**2,277.61**
Cash and cash equivalents as at beginning of the period/ year	709.75	1,712.07	2,553.32	275.71
Cash and cash equivalents at the end of the period/ year	**507.24**	**709.75**	**1,712.07**	**2,553.32**
Reconciliation of cash and cash equivalents as per the cash flow statements:				
Cash and cash equivalents comprise of the following:				
Cash on hand	3.34	4.21	2.91	3.72
Balance with banks				
-in current account	465.53	473.27	222.18	458.01
-in fixed deposit account with original maturity of less than 3 months	38.37	232.27	1,486.98	2,091.59
Total cash and cash equivalents as at period/ year end	**507.24**	**709.75**	**1,712.07**	**2,553.32**

GENERAL INFORMATION

Registered Office

Schloss Bangalore Limited
The Leela Palace, Diplomatic Enclave
Africa Avenue, Netaji Nagar
South Delhi, New Delhi
Delhi 110 023
India

Corporate Office

Schloss Bangalore Limited
Tower 4, Third Floor
Equinox Business Park, Kurla West
Mumbai 400 070
Maharashtra, India

For details in relation to changes in the registered office address of our Company, see "***History and Certain Corporate Matters – Changes in the registered office of our Company***" on page 246.

CIN: U55209DL2019PLC347492

Registration Number: 347492

Address of the Registrar of Companies

Our Company is registered with the Registrar of Companies which is located at the following address:

Registrar of Companies, Delhi and Haryana, at New Delhi
4th Floor, IFCI Tower
61, Nehru Place
New Delhi 110 019
India

Board of Directors

The following table sets out details regarding our Board as on the date of this Draft Red Herring Prospectus:

Name and Designation	DIN	Address
Deepak Parekh *Designation:* Chairman and Independent Director	00009078	4607, The Imperial Tower North, BB Nakashe Marg, Tardeo, Tulsiwadi, Mumbai 400 034, Maharashtra, India
Anuraag Bhatnagar *Designation:* Whole-time Director and Chief Executive Officer	07967035	Plot - 791, Flat - 901, 9th Floor, 81 Aureate, Bandra (W), Mumbai 400 050, Maharashtra, India
Ankur Gupta *Designation:* Non-executive Director	08687570	11, LIC Colony, Opposite Hotel Man Singh Palace, Ajmer 305 001, Rajasthan, India
Ananya Tripathi *Designation:* Non-executive Director	08102039	1J, Orchard Green Apartments, Amar Jyothi Layout, Domlur, Bengaluru 560071, Karnataka, India
Ashank Kothari *Designation:* Non-executive Director	08565174	A1/ 801, Oxford Village, Wanwadi, Salunke Vihar Road, Pune 411 040, Maharashtra, India
Shai Zelering *Designation:* Non-executive Director	10765188	50 Riverside, 25A, New York, NY 10069
Mukesh Butani *Designation:* Independent Director	01452839	N-134, Panchsheel Park, Panchsheel Enclave, South Delhi, Delhi 110 017, India
Apurva Purohit *Designation:* Independent Director	00190097	1101, Signia Pearl, G Block, Bandra Kurla Complex, Bandra East, Mumbai 400 051, Maharashtra, India

For brief profiles and further details in respect of our Directors, see "***Our Management***" on page 268.

Company Secretary and Compliance Officer

Jyoti Maheshwari
Tower 4, Third Floor
Equinox Business Park, Kurla West
Mumbai 400 070
Maharashtra, India
Tel: +91 22 6901 5454
E-mail: cs@theleela.com

Statutory Auditors to our Company

B S R & Co. LLP, Chartered Accountants
14th Floor, Central B Wing and North C Wing
Nesco IT Park 4, Nesco Center
Western Express Highway
Goregaon (East), Mumbai 400 063
Maharashtra, India
Tel: + 91 (22) 6257 1000
E-mail: tkinger@bsraffiliates.com
Peer review number: 014196
Firm registration number: 101248W/W-100022

Changes in auditors

There has been no change in the statutory auditors of our Company during the three years immediately preceding the date of this Draft Red Herring Prospectus.

Book Running Lead Managers

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India
Tel: + 91 22 6630 3030
E-mail: leelahotels.ipo@jmfl.com
Website: www.jmfl.com
Investor grievance e-mail: grievance.ibd@jmfl.com
Contact person: Prachee Dhuri
SEBI registration no.: INM000010361

BofA Securities India Limited
18th Floor, A Wing, One BKC
"G" Block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India
Tel: + 91 22 6632 8000
E-mail: dg.leelahotels_ipo@bofa.com
Website: www.business.bofa.com/bofas-india
Investor grievance e-mail:
dg.india_merchantbanking@bofa.com
Contact person: Abhrajeet Banerjee
SEBI registration no.: INM000011625

Morgan Stanley India Company Private Limited
18F, Tower 2, One World Centre
Plot 841, Jupiter Textile Mill Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai 400 013
Maharashtra, India
Tel: + 91 22 6118 1000
E-mail: leelaipo@morganstanley.com
Website: www.morganstanley.com
Investor grievance e-mail:
investors_india@morganstanley.com
Contact person: Shantanu Tilak
SEBI registration no.: INM00001123

J.P. Morgan India Private Limited
J.P. Morgan Tower, Off C.S.T Road
Kalina, Santacruz East
Mumbai 400 098
Maharashtra, India
Tel.: +91 22 6157 3000
E-mail: leela_ipo@jpmorgan.com
Website: www.jpmipl.com
Investor grievance e-mail:
investorsmb.jpmipl@jpmorgan.com
Contact person: Apoorv Sinha/ Akhand Dua
SEBI registration no.: INM000002970

Kotak Mahindra Capital Company Limited
27 BKC, 1st Floor, Plot No. C – 27
"G" Block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India

Axis Capital Limited
1st Floor, Axis House
P. B. Marg, Worli
Mumbai 400 025
Maharashtra, India

Tel: +91 22 4336 0000
E-mail: leelahotels.ipo@kotak.com
Website: https://investmentbank.kotak.com
Investor grievance e-mail: kmccredressal@kotak.com
Contact person: Ganesh Rane
SEBI registration no.: INM000008704

Tel: + 91 22 4325 2183
E-mail: leela.ipo@axiscap.in
Website: www.axiscapital.co.in
Investor grievance e-mail: investor.grievance@axiscap.in
Contact person: Pavan Naik/ Simran Gadh
SEBI registration no.: INM000012029

Citigroup Global Markets India Private Limited
1202, 12th Floor, First International Financial Centre
G-Block, C54 & 55
Bandra Kurla Complex, Bandra (East)
Mumbai 400 098
Maharashtra, India
Tel: + 91 22 6175 9999
E-mail: leelahotelsipo@citi.com
Website: www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm
Investor grievance e-mail: investors.cgmib@citi.com
Contact person: Asees Kaur
SEBI registration no.: INM000010718

IIFL Securities Limited
24th Floor, One Lodha Place
Senapati Bapat Marg, Lower Parel (West)
Mumbai 400 013
Maharashtra, India
Tel: + 91 22 4646 4728
E-mail: leelahotels.ipo@iiflcap.com
Website: www.iiflcap.com
Investor grievance e-mail: ig.ib@iiflcap.com
Contact person: Pawan Jain/ Rohit Waghela
SEBI registration no.: INM000010940

ICICI Securities Limited
ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India
Tel: + 91 22 6807 7100
E-mail: leelahotels.ipo@icicisecurities.com
Investor grievance e-mail: customercare@icicisecurities.com
Website: www.icicisecurities.com
Contact person: Sohail Puri/ Sumit Singh
SEBI registration no.: INM000011179

Motilal Oswal Investment Advisors Limited
Motilal Oswal Tower, Rahimtullah Sayani Road
Opposite Parel ST Depot, Prabhadevi
Mumbai 400 025
Maharashtra, India
Telephone: + 91 22 7193 4380
E-mail: leelahotelsipo@motilaloswal.com
Investor grievance e-mail: moiaplredressal@motilaloswal.com
Website: www.motilaloswalgroup.com
Contact person: Ritu Sharma/ Rohan Aerande
SEBI registration no.: INM000011005

SBI Capital Markets Limited
1501, 15th Floor
A & B Wing, Parinee Crescenzo
G Block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India
Tel: +91 22 4006 9807
E-mail: leelahotels.ipo@sbicaps.com
Website: www.sbicaps.com
Investor grievance e-mail: investor.relations@sbicaps.com
Contact person: Janardhan Wagle/ Krithika Shetty
SEBI registration no.: INM000003531

Statement of *inter-se* allocation of responsibilities amongst the Book Running Lead Managers

The responsibilities and coordination by the BRLMs for various activities in this Offer are as follows:

S. No.	Activity	Responsibility	Coordinator
1.	Capital structuring with the relative components and formalities such as composition of debt and equity, type of instruments, positioning strategy and due diligence of our Company including its operations / management/ business plans/ legal etc. Drafting, design and finalizing of the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus and of statutory/ newspaper advertisements including a	All BRLMs	JM Financial

S. No.	Activity	Responsibility	Coordinator
	memorandum containing salient features of the Prospectus. The BRLMs shall ensure compliance with the SEBI ICDR Regulations and stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and the SEBI and RoC filings and follow up and coordination till final approval from all regulatory authorities		
2.	Drafting and approval of statutory advertisements	All BRLMs	JM Financial
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc. and filing of the media compliance report	All BRLMs	JM Financial
4.	Appointment of the intermediaries: a. Register to the Offer b. Advertising agency including coordination of all respective agreements to be entered into with such intermediaries	All BRLMs	BofA
5.	Appointment of all other intermediaries - Banker(s) to the Offer, Sponsor Bank, printer and other intermediaries, including coordination of all agreements to be entered into with such intermediaries	All BRLMs	BofA
6.	Preparation of road show marketing presentation	All BRLMs	Morgan Stanley
7.	Preparation of frequently asked questions	All BRLMs	J.P. Morgan
8.	International institutional marketing of the Offer in Asia (excluding India), which will cover, *inter alia*: • Institutional marketing strategy; • Finalizing the list and division of international investors for one-to-one meetings; and • Finalizing international road show and investor meeting schedule.	All BRLMs	BofA
9.	International institutional marketing of the Offer in Europe, which will cover, *inter alia*: • Institutional marketing strategy; • Finalizing the list and division of international investors for one-to-one meetings; and • Finalizing international road show and investor meeting schedule	All BRLMs	J.P. Morgan
10.	International institutional marketing of the Offer in the US, which will cover, *inter alia*: • Institutional marketing strategy; • Finalizing the list and division of international investors for one-to-one meetings; and • Finalizing international road show and investor meeting schedule	All BRLMs	Morgan Stanley
11.	International institutional marketing of the Offer in rest of the world (excluding Asia, Europe and US), which will cover, *inter alia*: • Institutional marketing strategy; • Finalizing the list and division of international investors for one-to-one meetings; and • Finalizing international road show and investor meeting schedule	All BRLMs	JM Financial
12.	Domestic institutional marketing of the Offer, which will cover, *inter alia*: • Institutional marketing strategy; • Finalizing the list and division of domestic investors for one-to-one meetings; and • Finalizing domestic road show and investor meeting schedule	All BRLMs	Kotak
13.	Retail marketing of the Offer, which will cover, *inter alia*: • Finalising media, marketing and public relations strategy including list of frequently asked questions at retail road shows; • Finalising centres for holding conferences for brokers, etc.; • Formulating strategies for marketing to Non-Institutional Investors; • Follow-up on distribution of publicity and Offer material including application form, the Prospectus and deciding on the quantum of the Offer material; and • Finalising collection centres	All BRLMs	Kotak
14.	Non-institutional marketing of the Offer, which will cover, *inter alia*: • Finalising media, marketing and public relations strategy; • Formulating strategies for marketing to Non-Institutional Investors; • Finalising centres for holding conferences for brokers, etc.	All BRLMs	JM Financial

S. No.	Activity	Responsibility	Coordinator
15.	Managing the book and finalization of pricing in consultation with our Company	All BRLMs	Morgan Stanley
16.	Coordination with the Stock Exchanges for anchor intimation, anchor CAN, book building software, bidding terminals and mock trading	All BRLMs	Kotak
17.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with the Registrar to the Offer, SCSBs and Banker(s) to the Offer, intimation of Allocation and dispatch of refund to Bidders, etc. Post-Offer activities, which shall involve essential follow-up steps including allocation to Anchor Investors, follow-up with Banker(s) to the Offer and SCSBs to get quick estimates of collection and advising the issuer about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-Offer activity such as registrar to the Offer, Banker(s) to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable. Payment of the applicable securities transaction tax ("**STT**") on sale of unlisted equity shares by the Promoter Selling Shareholder under the Offer for Sale to the government and submission of all post-Offer reports including the initial and final post-Offer report to the SEBI.	All BRLMs	Kotak

Legal counsel to our Company as to Indian Law

Shardul Amarchand Mangaldas & Co.
24th Floor, Express Towers
Nariman Point,
Mumbai 400 021
Maharashtra, India
Tel: + 91 22 4933 5555

International legal counsel to our Company

Sidley Austin LLP
Level 31
Six Battery Road
Singapore 049909

Registrar to the Offer

KFin Technologies Limited
Selenium, Tower-B
Plot No – 31 & 32, Financial District
Nanakramguda, Serilingampally, Rangareddi
Hyderabad 500 032
Telangana, India
Tel: + 91 40 6716 2222/ 1800 309 4001
E-mail: sbl.ipo@kfintech.com
Website: www.kfintech.com
Contact Person: M. Murali Krishna
SEBI Registration no.: INR000000221

Syndicate Members

[●]

Bankers to the Offer

Escrow Collection Bank(s)

[●]

Public Offer Account Bank(s)

[●]

Refund Bank(s)

[●]

Sponsor Bank(s)

[●]

Banker to our Company

State Bank of India
IFB Andheri East (4732)
102 Natraj, 194, Sir M V Road
W E Highway, Metro Junction
Andheri East, Mumbai 400 069
Maharashtra, India
Tel: +91 22 2683 3001
Contact person: Sumedh Chavan
E-mail: rmamt1.04732@sbi.co.in

Designated Intermediaries

Self Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than UPI Bidders using the UPI Mechanism), not Bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or at such other websites as may be prescribed by SEBI from time to time.

Self Certified Syndicate Banks and mobile applications enabled for UPI Mechanism

In accordance with SEBI circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications whose names appear on the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 respectively, and updated from time to time.

Syndicate Self Certified Syndicate Banks Branches

In relation to Bids (other than Bids by Anchor Investors and RIIs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

Bidders can submit ASBA Forms in the Offer using the stockbroker network of the Stock Exchanges, *i.e.*, through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/Rtadp.aspx? and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm respectively, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/Rtadp.aspx? and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Grading of the Offer

No credit agency registered with SEBI has been appointed for grading of the Offer.

Monitoring Agency

Our Company will appoint a monitoring agency prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 41 of the SEBI ICDR Regulations, for monitoring the utilisation of the Gross Proceeds. For details in relation to the proposed utilisation of the proceeds from the Fresh Issue, please see ***"Objects of the Offer"*** on page 109.

Experts to the Offer

Except as stated below, our Company has not obtained any expert opinions in connection with this Draft Red Herring Prospectus:

Our Company has received written consent dated September 20, 2024 from B S R & Co. LLP, Chartered Accountants to include their name as required under Section 26 (5) of the Companies Act 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report dated September 16, 2024 on our Restated Consolidated Financial Information; and (ii) report dated September 18, 2024 on the statement of possible special tax benefits available to our Company, our Shareholders and our Material Subsidiaries included in this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined underthe U. S. Securities Act.

Our Company has received written consent dated September 20, 2024, from V. Singhi & Associates, Chartered Accountants, bearing firm registration number 311017E, to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and an "expert", as defined under Section 2(38) of the Companies Act 2013 in respect of various certifications issued by them in their capacity as independent chartered accountant to our Company and details derived therefrom as included in this Draft Red Herring Prospectus.

Our Company has received a written consent dated September 20, 2024 from an independent architect, namely, Quantum ProjectInfra Ltd., bearing registration number CA/2013/61911, to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and an "expert", as defined under Section 2(38) of the Companies Act 2013 in respect of certification issued by them in their capacity as an independent architect to our Company and details derived therefrom as included in this Draft Red Herring Prospectus.

Our Company has received a written consent dated September 20, 2024 from an independent architect, namely, Parthsarthi Dutta Gupta, bearing registration number CA/88/11609, to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and an "expert", as defined under Section 2(38) of the Companies Act 2013 in respect of certification issued by them in their capacity as an independent architect to our Company and details derived therefrom as included in this Draft Red Herring Prospectus.

Our Company has received a written consent dated September 20, 2024 from an independent architect, namely, Chetan Kumar V, bearing registration number CA/2022/153752, to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and an "expert", as defined under Section 2(38) of the Companies Act 2013 in respect of certification issued by them in their capacity as an independent architect to our Company and details derived therefrom as included in this Draft Red Herring Prospectus.

Our Company has received a written consent dated September 20, 2024 from an independent architect, namely, Shodhak Maulikkumar Shah, bearing registration number CA/2020/126062, to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and an "expert", as defined under Section 2(38) of the Companies Act 2013 in respect of certification issued by them in their capacity as an independent architect to our Company and details derived therefrom as included in this Draft Red Herring Prospectus.

Our Company has received a written consent dated September 20, 2024 from an independent architect, namely, Ashish Pradhan, bearing registration number CA/2016/79625, to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and an "expert", as defined under Section 2(38) of the Companies Act 2013 in respect of certification issued by them in their capacity as an independent architect to our Company and details derived therefrom as included in this Draft Red Herring Prospectus.

Our Company has received a written consent dated September 20, 2024 from an independent architect, namely, Kaushik Sudhir Ghate, bearing registration number CA/2010/49019, to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and an "expert", as defined under Section 2(38) of the Companies Act 2013 in respect of certification issued by them in their capacity as an independent architect to our Company and details derived therefrom as included in this Draft Red Herring Prospectus.

The above-mentioned consents have not been withdrawn as on the date of this Draft Red Herring Prospectus.

Appraising Entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any bank/ financial institution.

Credit Rating

As the Offer is of Equity Shares, credit rating is not required.

Debenture Trustees

As the Offer is of Equity Shares, the appointment of debenture trustees is not required.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Filing of this Draft Red Herring Prospectus

A copy of this Draft Red Herring Prospectus will be filed electronically with SEBI through the SEBI intermediary portal at www.siportal.sebi.gov.in, in accordance with the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, as specified in Regulation 25(8) of SEBI ICDR Regulations and circular (SEBI/HO/CFD/DIL1/CIR/P/2018/011) dated January 19, 2018 issued by SEBI. A copy of the Draft Red Herring Prospectus has also been filed with SEBI at:

Securities and Exchange Board of India
Corporation Finance Department
Division of Issues and Listing
SEBI Bhavan, Plot No. C4 A, 'G' Block
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Maharashtra, India

Filing of the Red Herring Prospectus and the Prospectus

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act 2013 would be filed with the RoC at its office and a copy of the Prospectus to be filed under Section 26 of the Companies Act 2013 with the RoC at its office and through the electronic portal at www.mca.gov.in/mcafoportal/loginvalidateuser.do. For details of the address, see "***- Address of the Registrar of Companies***" on page 85.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from Bidders on the basis of the Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band and the minimum Bid Lot will be decided by our Company, in consultation with the BRLMs, and advertised in [●] editions of [●] (a widely circulated English national daily newspaper) and [●] editions of [●] (a widely circulated Hindi national daily newspaper and Hindi also being the regional language of New Delhi, India where our Registered Office is located) at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective websites. Pursuant to the Book Building Process, the Offer Price shall be determined by our Company and the Shareholders' IPO Committee, in consultation with the BRLMs after the Bid/Offer Closing Date. For details see "***Offer Procedure***" on page 475.

All Bidders (other than Anchor Investors) can participate in this Offer only through the ASBA process by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs. In addition to this, the UPI Bidders may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount was blocked by the SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares bearing face value of ₹10 or the Bid Amount) at any stage. Retail Individual Investors can revise their Bid(s) during the Bid/ Offer Period and withdraw their Bid(s) until the Bid/ Offer Closing Date. Anchor Investors are not allowed to revise or withdraw their Bids after the Anchor Investor Bidding Date. Allocation to all categories, other than Anchor Investors, Non-Institutional Investors and Retail Individual Investors, shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price. Allocation to the Anchor Investors will be on a discretionary basis. For further details on method and process of Bidding, see "***Offer Structure***" and "***Offer Procedure***" on pages 472 and 475, respectively.

The Book Building Process and bidding process are subject to change, from time to time. Bidders are advised to make their own judgment about an investment through this process prior to submitting a Bid in the Offer.

Each Bidder by submitting a Bid in the Offer, will be deemed to have acknowledged the above restrictions and the terms of the Offer.

Bidders should note that the Offer is also subject to (i) obtaining final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) filing of the Prospectus with the RoC.

Investor Grievances

Investors can contact the Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares bearing face value of ₹10 in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc.

All Offer-related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(ies) with whom the Bid-cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares bearing face value of ₹10 applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary(ies) where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

All Offer-related grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares bearing face value of ₹10 applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLMs where the Anchor Investor Application Form was submitted by the Anchor Investor.

The Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned above.

Underwriting Agreement

After the determination of the Offer Price and allocation of Equity Shares bearing face value of ₹10 but prior to the filing of the Prospectus with the RoC, our Company will enter into an underwriting agreement with the Underwriters for the Equity Shares bearing face value of ₹10 proposed to be offered through the Offer. The extent of underwriting obligations and the Bids to be underwritten by each BRLM shall be as per the Underwriting Agreement. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares bearing face value of ₹10:

The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus. This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC.

Name, address, telephone number and e-mail address of the Underwriters	Indicative number of Equity Shares bearing face value of ₹10 to be underwritten	Amount underwritten (₹ in million)
[●]	[●]	[●]
Total	[●]	[●]

The abovementioned amounts are provided for indicative purposes only and will be finalised after the pricing and actual allocation and subject to the provisions of Regulation 40(2) of the SEBI ICDR Regulations.

In the opinion of our Board of Directors (based on representations made to our Company by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board of Directors/ IPO Committee, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscription for or subscribe to the Equity Shares bearing face value of ₹10 to the extent of the defaulted amount in accordance with the Underwriting Agreement.

CAPITAL STRUCTURE

The share capital of our Company, as of the date of this Draft Red Herring Prospectus, is set forth below.

(in ₹, except share data)

S. No.	Particulars	Aggregate value at face value	Aggregate value at Offer Price*
A)	**AUTHORIZED SHARE CAPITAL(1)**		
	6,567,500,000 Equity Shares bearing face value ₹10 each	65,675,000,000	-
	675,000,000 CCPS bearing face value ₹100 each	67,500,000,000	-
B)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER, AS OF THE DATE OF THIS DRAFT RED HERRING PROSPECTUS**		
	175,985,320 Equity Shares bearing face value ₹10 each	1,759,853,200	-
	622,103,028 CCPS bearing face value ₹100 each	62,210,302,800	-
C)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER, AFTER THE CONVERSION OF THE CCPS(2)**		
	920,573,022 Equity Shares bearing face value ₹10 each	9,205,730,220	-
D)	**THE OFFER**		
	Offer of [●] Equity Shares bearing face value ₹10 each aggregating up to ₹50,000.00 million(3)		
	Of which:		
	Fresh Issue of [●] Equity Shares bearing face value ₹10 each aggregating up to ₹30,000.00 million(3)(5)		
	Offer for sale of [●] Equity Shares aggregating up to ₹20,000.00 million(3)(4)	[●]	[●]
E)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**		
	[●] Equity Shares bearing face value ₹10 each	[●]	-
F)	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer		1,636,531,759
	After the Offer		[●]

* *To be included upon finalisation of the Offer Price and subject to the Basis of Allotment.*

1. *For details in relation to changes in the authorized share capital of our Company in the last 10 years, see "**History and Certain Corporate Matters – Amendments to our Memorandum of Association in the last 10 years**" on page 246.*
2. *622,103,028 CCPS shall be converted into a maximum of 744,587,702 Equity Shares, prior to filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations. Such maximum number of Equity Shares to be issued pursuant to conversion of CCPS has been determined on the basis of the minimum value of Equity Shares at which the conversion shall take place in accordance with the FEMA. The final number of Equity Shares that such CCPS will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of the CCPS.*
3. *The Offer has been authorized by a resolution of our Board dated September 16, 2024, read with its resolution dated September 18, 2024 and the Fresh Issue has been approved by a special resolution dated September 17, 2024 passed by our Shareholders. Further, the Promoter Selling Shareholder has been authorised to participate in the Offer through a resolution passed by its board of directors dated September 17, 2024, and has consented to participate in the Offer pursuant to its consent letter dated September 17, 2024. Our Board has taken on record such consent of the Promoter Selling Shareholder by a resolution dated September 18, 2024.*
4. *The Promoter Selling Shareholder has specifically confirmed that its portion of the Offered Shares has been held by it for a period of at least one year prior to the filing of this Draft Red Herring Prospectus with SEBI and are accordingly eligible for being offered for sale in the Offer as required by the SEBI ICDR Regulations. For details on the authorisation of the Promoter Selling Shareholder in relation to the Offered Shares, see "**The Offer**" on page 77.*
5. *Our Company in consultation with the BRLMs, may consider a Pre-IPO Placement prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.*

Notes to the Capital Structure

1. **Share capital history of our Company**

(a) History of Equity Share capital of our Company

The following table sets forth the history of the Equity Share capital of our Company:

Date of allotment	Details of allottees	Reason for / nature of allotment	No. of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration
March 20, 2019[1]	9,900 Equity Shares to Kinjal Vishal Laheri and 100 Equity Shares to Pradeep Prabhakar Naik	Initial subscription to the Memorandum of Association	10,000	10	10	Cash
October 16, 2019	250,000 Equity Shares to BSREP III India Ballet III Pte. Ltd.	Rights issue	250,000	10	100	Cash
	4,500,000 Equity Shares to BSREP III India Ballet III Pte. Ltd.	Rights issue	4,500,000	10	100	Cash
August 31, 2020	2,550,003 Equity Shares to BSREP III India Ballet III Pte. Ltd.	Rights issue	2,550,003	10	73	Cash
January 28, 2021	1,785,715 Equity Shares to BSREP III India Ballet III Pte. Ltd.	Rights issue	1,785,715	10	70	Cash
March 18, 2021	1,601,000 Equity Shares to BSREP III India Ballet III Pte. Ltd.	Rights issue	1,601,000	10	100	Cash
March 19, 2021	7,248,261 Equity Shares to BSREP III India Ballet III Pte. Ltd.	Rights issue	7,248,261	10	100	Cash
March 24, 2021	853,237 Equity Shares to BSREP III India Ballet III Pte. Ltd.	Rights issue	853,237	10	100	Cash
March 26, 2021	575,000 Equity Shares to BSREP III India Ballet III Pte. Ltd.	Rights issue	575,000	10	100	Cash
April 23, 2021	446,350 Equity Shares to BSREP III India Ballet III Pte. Ltd.	Rights issue	446,350	10	100	Cash
April 26, 2021	350,000 Equity Shares to BSREP III India Ballet III Pte. Ltd.	Rights issue	350,000	10	100	Cash
July 2, 2024	15,027,498 Equity Shares to Project Ballet Bangalore Holdings (DIFC) Pvt Ltd	Conversion of the CCDs	15,027,498	10	100	Cash[2]
July 11, 2024	140,788,252 Equity Shares to Project Ballet Bangalore Holdings (DIFC) Pvt Ltd and four Equity Shares to BSREP III India Ballet Holdings (DIFC) Limited	Bonus issue in the ratio of four Equity Shares for every one Equity Share held by such holders of Equity Shares of our Company, whose names appear in the list of beneficial owners on the record date, *i.e.*, July 10, 2024	140,788,256	10	N.A.	N.A.

1. *Our Company was incorporated on March 20, 2019. The date of subscription to the Memorandum of Association is March 15, 2019 and the allotment of equity shares pursuant to such subscription was taken on record by our Board on April 25, 2019.*
2. *The consideration was received at the time of allotment of the CCDs.*

(b) History of Preference Share capital of our Company

The following table sets forth the history of the Preference Share capital of our Company*:*

Name of shareholder	Date of acquisition	Reason for / nature of allotment	No. of CCPS allotted	Face value per CCPS (₹)	Issue price per CCPS (₹)	Form of consideration	Conversion ratio (CCPS: Equity Shares)	Maximum no. of Equity Shares to be allotted post conversion**	Estimated conversion price Equity Share (based on conversion) **
BSREP III Joy Two Holdings (DIFC) Limited	July 23, 2024	Private placement	69,831,845	100	100	Cash	1:1.2*	83,580,903	83.55*

Name of shareholder	Date of acquisition	Reason for / nature of allotment	No. of CCPS allotted	Face value per CCPS (₹)	Issue price per CCPS (₹)	Form of consideration	Conversion ratio (CCPS: Equity Shares)	Maximum no. of Equity Shares to be allotted post conversion[**]	Estimated conversion price Equity Share (based on conversion) [**]
Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd	July 23, 2024	Private placement	17,613,290	100	100	Cash		21,081,137	
Project Ballet Udaipur Holdings (DIFC) Pvt Ltd	July 23, 2024	Private placement	41,398,623	100	100	Cash		49,549,518	
BSREP III Tadoba Holdings (DIFC) Pvt Ltd	July 24, 2024	Private placement	151,321,404	100	100	Cash		181,114,786	
	September 19, 2024	Private placement	119,295,990	100	100	Cash		142,783,949	
Project Ballet Chennai Holdings (DIFC) Pvt Ltd	July 24, 2024	Private placement	101,108,569	100	100	Cash		121,015,642	
Project Ballet HMA Holdings (DIFC) Pvt Ltd	July 24, 2024	Private placement	121,533,307	100	100	Cash		145,461,767	
Total			**622,103,028**					**744,587,702**	

[*]*As per the FEMA, the price at the time of conversion should not be lower than the fair market value at the time of issuance of such instruments. Thus, considered equity value is ₹83.55 per Equity Share as conversion price to derive the maximum number of Equity Shares.*

[**]*Computed based on the maximum number of Equity Shares to be allotted post conversion of CCPS.*

As of the date of the Draft Red Herring Prospectus, 622,103,028 CCPS are outstanding. Such CCPS will be converted into a maximum of 744,587,702 Equity Shares prior to filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations. Such maximum number of Equity Shares to be issued pursuant to conversion of CCPS has been determined on the basis of the minimum value of Equity Shares at which the conversion shall take place in accordance with the FEMA. The final number of Equity Shares that such CCPS will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of the CCPS. As per the terms of the CCPS, the conversion of CCPS shall take place at fair market value as on the date of conversion, however, the holders of the CCPS and our Company have agreed that such conversion price shall (a) be in compliance with the FEMA; and (b) not be lower than the Offer Price.

(c) *Shares issued for consideration other than cash or out of revaluation reserves (excluding bonus issue)*

Our Company has not issued any Equity Shares or CCPS for consideration other than cash or out of revaluation reserves since its incorporation.

2. **Issue of Equity Shares at a price lower than the Offer Price in the last one year (excluding bonus issue)**

The Offer Price shall be determined by our Company, in consultation with the BRLMs after the Bid/Offer Closing Date. The details of Equity Shares issued by our Company in the last one year preceding the date of filing of this Draft Red Herring Prospectus which may have been issued at a price lower than the Offer Price (excluding bonus issue) are as follows:

Date of allotment	Details of allottees	Reason for / nature of allotment	No. of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration
July 2, 2024	15,027,498 Equity Shares to Project Ballet Bangalore Holdings (DIFC) Pvt Ltd	Conversion of the CCDs	15,027,498	10	100	Cash(1)

1. *The consideration was received at the time of allotment of the CCDs.*

3. **Issue of shares pursuant to any schemes of arrangement**

Our Company has not allotted any Equity Shares or CCPS pursuant to any scheme of arrangement approved under Sections 391-394 of the Companies Act 1956 or Sections 230-234 of the Companies Act 2013.

4. **History of build-up of Promoters' shareholding and lock-in of Promoters' shareholding**

As on the date of this Draft Red Herring Prospectus, one of our Promoters, Project Ballet Bangalore Holdings (DIFC) Pvt Ltd, holds, in aggregate, 175,985,315* Equity Shares, which constitute 99.99% of the issued, subscribed and paid-up Equity Share capital of our Company. Further, as on the date of this Draft Red Herring Prospectus, our Promoters, BSREP III Joy (Two) Holdings (DIFC) Limited, BSREP III Tadoba Holdings (DIFC) Pvt Ltd, Project Ballet Chennai Holdings (DIFC) Pvt Ltd, Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd, Project Ballet HMA Holdings (DIFC) Pvt Ltd and Project Ballet Udaipur Holdings (DIFC) Pvt Ltd do not hold any Equity Shares in our Company. All the Equity Shares held by our Promoters are held in dematerialised form.

**Including one Equity Share each held by BSREP III Tadoba Holdings (DIFC) Pvt Ltd, Project Ballet Chennai Holdings (DIFC) Pvt Ltd, Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd, Project Ballet HMA Holdings (DIFC) Pvt Ltd, Project Ballet Udaipur Holdings (DIFC) Pvt Ltd, on behalf of and as nominees of Project Ballet Bangalore Holdings (DIFC) Pvt Ltd.*

(a) Build-up of Promoters' shareholding in our Company

Set forth below is the build-up of our Promoters' equity shareholding since the incorporation of our Company:

Date of allotment/ transfer	Nature of transaction	No. of Equity Shares allotted/ transferred	Nature of consideration	Face value per Equity Share (₹)	Issue/ acquisition/ transfer price per Equity Share (₹)	% of the pre-Offer Equity Share capital	% of the post-Offer Equity Share capital
Project Ballet Bangalore Holdings (DIFC) Pvt Ltd							
March 30, 2022	Transfer from BSREP III India Ballet III Pte. Ltd.	20,159,566	Cash	10	94.99	11.45	[●]
March 30, 2022	Transfer from BSREP III India Ballet III Pte. Ltd.	9,999	Cash	10	94.99	negligible	[●]
July 2, 2024	Conversion of the CCDs	15,027,498	Cash#	10	-^	8.54	[●]
July 11, 2024	Bonus issue in the ratio of four Equity Shares	140,788,252	N.A.	10	N.A.	80.00	[●]

Date of allotment/ transfer	Nature of transaction	No. of Equity Shares allotted/ transferred	Nature of consideration	Face value per Equity Share (₹)	Issue/ acquisition/ transfer price per Equity Share (₹)	% of the pre-Offer Equity Share capital	% of the post-Offer Equity Share capital
	for every one Equity Share held by such holders of Equity Shares of our Company, whose names appear in the list of beneficial owners on the record date, *i.e.*, July 10, 2024						
Total		**175,985,315***				**99.99**	**[●]**

** Including one Equity Share each held by BSREP III Tadoba Holdings (DIFC) Pvt Ltd, Project Ballet Chennai Holdings (DIFC) Pvt Ltd, Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd, Project Ballet HMA Holdings (DIFC) Pvt Ltd, Project Ballet Udaipur Holdings (DIFC) Pvt Ltd, on behalf of and as nominees of Project Ballet Bangalore Holdings (DIFC) Pvt Ltd.*
#The consideration was received at the time of allotment of the CCDs.
^These CCDs were acquired on March 30, 2022, at a price of ₹103.59 per CCD.

Set forth below is the build-up of our Promoters' preference shareholding since the incorporation of our Company:

Date of allotment/ transfer	Nature of transaction	No. of CCPS allotted/ transferred	Nature of consideration	Face value per CCPS (₹)	Issue/ acquisition/ transfer price per CCPS (₹)	% of the pre-Offer preference Share capital	% of the post-Offer preference Share capital**
BSREP III Joy (Two) Holdings (DIFC) Limited							
July 23, 2024	Private placement	69,831,845	Cash	100	100	11.23	N.A.
Total (A)		**69,831,845**				**11.23**	N.A.
BSREP III Tadoba Holdings (DIFC) Pvt Ltd							
July 24, 2024	Private placement	151,321,404	Cash	100	100	24.32	N.A.
September 19, 2024	Private placement	119,295,990	Cash	100	100	19.18	N.A.
Total (B)		**270,617,394**				**43.50**	N.A.
Project Ballet Chennai Holdings (DIFC) Pvt Ltd							
July 24, 2024	Private placement	101,108,569	Cash	100	100	16.25	N.A.
Total (C)		**101,108,569**				**16.25**	N.A.
Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd							
July 23, 2024	Private placement	17,613,290	Cash	100	100	2.83	N.A.
Total (D)		**17,613,290**				2.83	N.A.
Project Ballet HMA Holdings (DIFC) Pvt Ltd							
July 24, 2024	Private placement	121,533,307	Cash	100	100	19.54	N.A.
Total (E)		**121,533,307**				**19.54**	N.A.
Project Ballet Udaipur Holdings (DIFC) Pvt Ltd							
July 23, 2024	Private placement	41,398,623	Cash	100	100	6.65	N.A.
Total (F)		**41,398,623**				**6.65**	N.A.
Total (A+B+C+D+E+F)		**622,103,028**				**100.00**	N.A.

*** All the CCPS issued and outstanding as of the date of this DRHP shall be converted into Equity Shares, prior to filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations.*

(b) Shareholding of our Promoters, the member of our Promoter Group and directors of our Promoters

Except as disclosed below, our Promoters, the member of our Promoter Group and the directors of our Promoters do not hold any Equity Shares or Preference Shares in our Company:

Name of shareholder	Pre-Offer					Post-Offer*	
	No. of Equity Shares	% of pre-Offer Equity Share capital	No. of Preference Shares	No. of Equity Shares held on a fully diluted basis#	% of pre-Offer Equity Share capital on a fully diluted basis (%)#	No. of Equity Shares	% of post-Offer Equity Share capital
Promoters							
Project Ballet Bangalore Holdings (DIFC) Pvt Ltd^	175,985,315	99.99	Nil	175,985,315	19.12	[●]	[●]
BSREP III Joy (Two) Holdings (DIFC) Limited	Nil	N.A.	69,831,845	83,580,903	9.08	[●]	[●]
BSREP III Tadoba Holdings (DIFC) Pvt Ltd	Nil	N.A.	270,617,394	323,898,735	35.18	[●]	[●]
Project Ballet Chennai Holdings (DIFC) Pvt Ltd	Nil	N.A.	101,108,569	121,015,642	13.15	[●]	[●]
Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd	Nil	N.A.	17,613,290	21,081,137	2.29	[●]	[●]
Project Ballet HMA Holdings (DIFC) Pvt Ltd	Nil	N.A.	121,533,307	145,461,767	15.80	[●]	[●]
Project Ballet Udaipur Holdings (DIFC) Pvt Ltd	Nil	N.A.	41,398,623	49,549,518	5.38	[●]	[●]
Promoter group							
BSREP III India Ballet Holdings (DIFC) Limited	5	Negligible	-	5	Negligible	[●]	[●]
Total	**175,985,320**	**100.00**	**622,103,028**	**920,573,022**	**100.00**	**[●]**	**[●]**

** Subject to finalization of Basis of Allotment.*

#Equity Share capital on a fully diluted basis has been computed assuming conversion of the outstanding CCPS which will be converted into maximum 744,587,702 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations. Such maximum number of Equity Shares to be issued pursuant to conversion of CCPS has been determined on the basis of the minimum value of Equity Shares at which the conversion shall take place in accordance with the FEMA. The final number of Equity Shares that such CCPS will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of the CCPS.

^ Including one Equity Share each held by BSREP III Tadoba Holdings (DIFC) Pvt Ltd, Project Ballet Chennai Holdings (DIFC) Pvt Ltd, Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd, Project Ballet HMA Holdings (DIFC) Pvt Ltd, Project Ballet Udaipur Holdings (DIFC) Pvt Ltd, on behalf of and as nominees of Project Ballet Bangalore Holdings (DIFC) Pvt Ltd.

Secondary Transactions involving the Promoters, Promoter Group and Selling Shareholder

Except as disclosed in "***– Notes to the Capital Structure – History of build-up of Promoters' shareholding and lock-in of Promoters' shareholding – Build-up of Promoters' shareholding in our Company***" on page 98 and as set out below, there has been no acquisition of Equity Shares through secondary transactions by our Promoters (including the Promoter Selling Shareholder) and the members of the Promoter Group, as on the date of this Draft Red Herring Prospectus.

Date of transfer	No. of Equity Shares transferred	Details of transferor	Details of transferee	Nature of transaction	Face value per Equity Share (₹)	Transfer price per Equity Share (₹)	Nature of consideration
BSREP III India Ballet Holdings (DIFC) Limited							
March 30, 2022	1	BSREP III India Ballet Pte. Ltd.	BSREP III India Ballet Holdings (DIFC) Limited	Transfer	10	94.99	Cash

Date of transfer	No. of Equity Shares transferred	Details of transferor	Details of transferee	Nature of transaction	Face value per Equity Share (₹)	Transfer price per Equity Share (₹)	Nature of consideration
Total	**1**						

5. As on the date of this Draft Red Herring Prospectus, 52,795,596 Equity Shares constituting 30% of the pre-Offer Equity Share capital of our Company, held by one of our Promoters, *i.e.*, Project Ballet Bangalore Holdings (DIFC) Pvt Ltd, are required to be pledged in favour of State Bank of India (as a lender to the Company) ("**Pledge Securities**"). State Bank of India has through its letter dated July 9, 2024 ("**Lender Consent**") and agreement for pledge of securities and indemnity dated September 13, 2024 ("**Agreement for Pledge**"), consented to temporarily release the Pledge Securities at least five working days prior to the filing of the Red Herring Prospectus with the RoC ("**Pledge Release Date**") following the creation and perfection of the pledge over the Pledge Securities. In addition, pursuant to the Lender Consent and the Agreement for Pledge, a fresh pledge over the Equity Shares held by one or more of our Promoters is required to be created in favour of the State Bank of India, such that the total pledge by one or more of our Promoters aggregates to 30% of the post-Offer Equity Share Capital on a fully diluted basis ("**Additional Pledge of Shares**"). Such Additional Pledge of Shares shall be created in no event later than five working days from the date of the listing of the Equity Shares pursuant to the Offer. Further, pursuant to the Lender Consent and the Agreement for Pledge, in the event that: (a) if the Offer is not consummated in accordance with Regulation 44 of the SEBI ICDR Regulations; and/ or (b) if the Red Herring Prospectus is not filed with the RoC within five days of the proposed date of the filing of the Red Herring Prospectus as intimated in writing by our Company, a fresh pledge over the equivalent number of Equity Shares held by one or more of our Promoters is required to be created in favour of the State Bank of India in lieu of the release of the Pledge Securities.

6. **Lock-in requirements**

(a) Details of Promoters' Contribution and lock-in

Pursuant to Regulation 14 and Regulation 16(1)(a) of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters shall be considered as minimum promoters' contribution and locked-in for a period of 18 months from the date of Allotment ("**Promoters' Contribution**"). Our Promoters' shareholding in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of six months from the date of Allotment.

The details of the Equity Shares held by our Promoters, which shall be locked-in for a period of 18 months, from the date of Allotment as Promoters' Contribution are set forth below:

Name of the Promoter	Number of Equity Shares locked-in*	Date of allotment/ transfer/ acquisition#	Nature of transaction	Face value per Equity Share (₹)	Issue/ Acquisition price per Equity Share (₹)	Percentage of pre-Offer paid-up Equity Share capital	Percentage of post-Offer paid-up Equity Share Capital
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

Note: To be updated prior to filing of the Prospectus with the RoC.
Equity Shares will be fully paid-up on the date of allotment/acquisition. Such Equity Shares shall be allotted pursuant to conversion of CCPS held by the Promoters. As per the terms of the CCPS, the conversion of CCPS shall take place at fair market value as on the date of conversion, however, the holders of the CCPS and our Company have agreed that such conversion price shall (a) be in compliance with the FEMA; and (b) not be lower than the Offer Price.
* *Subject to finalisation of Basis of Allotment.*

Our Promoters have given their consent to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company as the Promoters' Contribution.

Our Promoters have agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner, the Promoters' Contribution from the date of filing of this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

Our Company undertakes that the Equity Shares that are being locked-in are not ineligible for computation of Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. For details of the build-up of the share capital held by our Promoters, see "***– Notes to the Capital Structure – History of build-up of Promoters' shareholding and lock-in of Promoters' shareholding – Build-up of Promoters' shareholding in our Company***" on page 98.

In this connection, we confirm the following:

(i) the Equity Shares offered for Promoters' Contribution do not include Equity Shares acquired in the three immediately preceding years: (a) for consideration other than cash and revaluation of assets or capitalisation of intangible assets; or (b) resulting from bonus issue by utilisation of revaluation reserves or unrealised profits of our Company or resulted from bonus issue against Equity Shares which are otherwise ineligible for computation of Promoters' Contribution;

(ii) since the Equity Shares forming part of the Promoters' Contribution shall arise upon conversion of the CCPS, at a price not lower than the Offer Price, the Promoters' Contribution does not include any Equity Shares acquired during the immediately preceding year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

(iii) our Company has not been formed by the conversion of a partnership firm or a limited liability partnership firm into a company;

(iv) the Equity Shares forming part of the Promoters' Contribution are not subject to any pledge with any creditor; and

(v) all the Equity Shares held by our Promoters are held in dematerialised form.

(b) Details of Equity Shares locked-in for six months

In terms of Regulation 17 of the SEBI ICDR Regulations, except for:

(i) the Promoters' Contribution and any Equity Shares held by our Promoters in excess of the Promoters' Contribution, which shall be locked in as above; and

(ii) any Equity Shares allotted to employees, whether currently an employee or not, pursuant to any employee stock option schemes prior to the Offer;

(iii) Equity Shares held by an employee stock option trust or transferred to the employees by an employee stock option trust pursuant to exercise of options by the employees, whether currently employees or not, in accordance with the employee stock option plan or employee stock purchase scheme;

(iv) Equity Shares held by a VCF or Category I AIF or Category II AIF or FVCI; and

(v) the entire pre-Offer equity share capital held by persons other than our Promoters, will be locked-in for a period of six months from the date of Allotment.

In terms of Regulation 17(c) of the SEBI ICDR Regulations, Equity Shares held by a VCF or Category I AIF or Category II AIF or FVCI shall not be locked-in for a period of six months from the date of Allotment, provided that such Equity Shares shall be locked in for a period of at least six months from the date of purchase by such shareholders.

(c) Lock-in of Equity Shares Allotted to Anchor Investors

50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment and the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

(d) Other requirements in respect of lock-in

As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

The Equity Shares held by our Promoters, which are locked-in, may be pledged only with scheduled commercial banks or public financial institutions or NBFC-SIs or housing finance companies, as collateral security for loans granted by such banks or public financial institutions or Systemically Important NBFCs or housing finance companies in terms of Regulation 21 of the SEBI ICDR Regulations. In terms of Regulation 21(a) of the SEBI ICDR Regulations, the Equity Shares held by our Promoters which are locked-in for a period of 18 months from the date of Allotment may be pledged only with the entities mentioned above, provided that such loans have been granted for the purpose of financing one or more of the objects of the Offer and pledge of the Equity Shares is a term of sanction of such loans. Further, pursuant to Regulation 21(b) of the SEBI ICDR Regulations, the Equity Shares held by our Promoters, which are locked-in for a period of six months from the date of Allotment, may be pledged only with the entities mentioned above, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans. However, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoters which are lock-in for a period of six months may be transferred amongst our Promoters or any member of the Promoter Group or to any new promoter, subject to continuation of lock-in in the hands of the transferees for the remaining period and in compliance with the provisions of the Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI ICDR Regulations has expired. The Equity Shares held by persons other than our Promoters prior to the Offer and locked-in for a period of six months may be transferred to any other person holding Equity Shares which are locked-in along with the Equity Shares proposed to be transferred, subject to the continuation of the applicable lock-in and the transferee being ineligible to transfer such Equity Shares until expiry of the lock-in period, and in compliance with the provisions of the Takeover Regulations.

7. Our shareholding pattern

Set forth below is the shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus:

Category (I)	Category of the Shareholder (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total no. Shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	No. of Voting Rights held in each class of securities (IX)				No. of equity shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a % of diluted share capital (XI)=(VII)+ (X) as a % of (A+B+C2))	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No. of Voting Rights			Total as a % of total voting rights			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class eg: Equity Shares	Class eg: Others	Total								
(A)	Promoters and Promoter Group*#	8	175,985,320	-	-	175,985,320	100.00	175,985,320	-	175,985,320	100%	744,587,702#	100.00	-	-	52,795,596##	30.00%##	175,985,320
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non-Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1)	Shares underlying Custodian/ Depository Receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Shares held by Employee Trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total (A)+(B)+(C)	**8**	**175,985,320**	**-**	**-**	**175,985,320**	**100.00**	**175,985,320**	**-**	**175,985,320**	**100.00%**	**744,587,702#**	**100.00**	**-**	**-**	**52,795,596##**	**30.00 %**	**175,985,320**

* *Including one Equity Share each held by BSREP III Tadoba Holdings (DIFC) Pvt Ltd, Project Ballet Chennai Holdings (DIFC) Pvt Ltd, Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd, Project Ballet HMA Holdings (DIFC) Pvt Ltd, Project Ballet Udaipur Holdings (DIFC) Pvt Ltd, on behalf of and as nominees of Project Ballet Bangalore Holdings (DIFC) Pvt Ltd.*

\# *Assuming conversion of the outstanding CCPS which will be converted into maximum 744,587,702 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations. Such maximum number of Equity Shares to be issued pursuant to conversion of CCPS has been determined the minimum value of Equity Shares at which the conversion shall take place in accordance with the FEMA. The final number of Equity Shares that such CCPS will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of the CCPS.*

\## *While the pledge over the Equity Shares has not been created as on the date of this Draft Red Herring Prospectus, our Company is under an obligation to pledge 52,795,596 Equity Shares constituting 30% of the pre-Offer Equity Share capital of our Company, held by one of our Promoters, i.e., Project Ballet Bangalore Holdings (DIFC) Pvt Ltd in favour of State Bank of India (as a lender to the Company).*

8. **Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company**

None of our Directors, Key Managerial Personnel or Senior Management hold any Equity Shares or Preference Shares.

9. **Details of shareholding of the major Shareholders of our Company**

(a) As on the date of this Draft Red Herring Prospectus, our Company has eight Shareholders comprising two holders of Equity Shares (including five nominee Shareholders) and six holders of Preference Shares. Further, our Company is in compliance with Section 25 of the Companies Act, 2013 and has not had more than 200 shareholders in any financial year since incorporation.

(b) Set forth below are details of the Shareholders holding 1% or more of the paid-up share capital of our Company as on the date of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares	% of the pre-Offer Equity Share capital	Number of Equity Shares on a fully diluted basis#	Percentage of the pre-Offer Equity Share capital on a fully diluted basis (%)#
(i)	Project Ballet Bangalore Holdings (DIFC) Pvt Ltd*	175,985,315	99.99	175,985,315	19.12
(ii)	BSREP III Tadoba Holdings (DIFC) Pvt Ltd	-	-	323,898,735	35.18
(iii)	Project Ballet Chennai Holdings (DIFC) Pvt Ltd	-	-	121,015,642	13.15
(iv)	Project Ballet HMA Holdings (DIFC) Pvt Ltd	-	-	145,461,767	15.80
(v)	BSREP III Joy (Two) Holdings (DIFC) Limited	-	-	83,580,903	9.08
(vi)	Project Ballet Udaipur Holdings (DIFC) Pvt Ltd	-	-	49,549,518	5.38
(vii)	Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd	-	-	21,081,137	2.29
	Total	**175,985,315**	**99.99**	**920,573,022**	**99.99**

* *Including one Equity Share each held by BSREP III Tadoba Holdings (DIFC) Pvt Ltd, Project Ballet Chennai Holdings (DIFC) Pvt Ltd, Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd, Project Ballet HMA Holdings (DIFC) Pvt Ltd, Project Ballet Udaipur Holdings (DIFC) Pvt Ltd, on behalf of and as nominees of Project Ballet Bangalore Holdings (DIFC) Pvt Ltd.*

\# *Assuming conversion of the outstanding CCPS issued to other Promoters which will be converted into maximum 744,587,702 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations. Such maximum number of Equity Shares to be issued pursuant to conversion of CCPS has been determined on the basis of the minimum value of Equity Shares at which the conversion shall take place in accordance with the FEMA. The final number of Equity Shares that such CCPS will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of the CCPS.*

(c) Set forth below are details of the Shareholders holding 1% or more of the paid-up share capital of our Company as of 10 days prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares	% of the pre-Offer Equity Share capital	Number of Equity Shares on a fully diluted basis#	Percentage of the pre-Offer Equity Share capital on a fully diluted basis (%)#
(i)	Project Ballet Bangalore Holdings (DIFC) Pvt Ltd*	175,985,315	99.99	175,985,315	22.63
(ii)	BSREP III Tadoba Holdings (DIFC) Pvt Ltd	-	-	181,114,786	23.28
(iii)	Project Ballet Chennai Holdings (DIFC) Pvt Ltd	-	-	121,015,642	15.55
(iv)	Project Ballet HMA Holdings (DIFC) Pvt Ltd	-	-	145,461,767	18.70
(v)	BSREP III Joy (Two) Holdings (DIFC) Limited	-	-	83,580,903	10.75

S. No.	Name of the Shareholder	Number of Equity Shares	% of the pre-Offer Equity Share capital	Number of Equity Shares on a fully diluted basis#	Percentage of the pre-Offer Equity Share capital on a fully diluted basis (%)#
(vi)	Project Ballet Udaipur Holdings (DIFC) Pvt Ltd	-	-	49,549,518	6.37
(vii)	Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd	-	-	21,081,137	2.71
	Total	**175,985,315**	**99.99**	**777,789,068**	**99.99**

* *Including one Equity Share each held by BSREP III Tadoba Holdings (DIFC) Pvt Ltd, Project Ballet Chennai Holdings (DIFC) Pvt Ltd, Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd, Project Ballet HMA Holdings (DIFC) Pvt Ltd, Project Ballet Udaipur Holdings (DIFC) Pvt Ltd, on behalf of and as nominees of Project Ballet Bangalore Holdings (DIFC) Pvt Ltd.*

\# *Equity Share capital on a fully diluted basis has been computed assuming conversion of the outstanding CCPS issued to other Promoters which will be converted into maximum 601,803,753 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations. Such maximum number of Equity Shares to be issued pursuant to conversion of CCPS has been determined on the basis of the minimum value of Equity Shares at which the conversion shall take place in accordance with the FEMA. The final number of Equity Shares that such CCPS will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of the CCPS.*

(d) Set forth below are details of the Shareholders holding 1% or more of the paid-up share capital of our Company as of one year prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares	% of the pre-Offer Equity Share capital	Number of Equity Shares on a fully diluted basis#	Percentage of the pre-Offer Equity Share capital on a fully diluted basis (%)
(i)	Project Ballet Bangalore Holdings (DIFC) Pvt Ltd	20,169,565	99.99	35,197,063	99.99
	Total	**20,169,565**	**99.99**	**35,197,063**	**99.99**

\# *Equity Share capital on a fully diluted basis has been computed assuming conversion of CCDs in the ratio of 1:1.*

(e) Set forth below are details of the Shareholders holding 1% or more of the paid-up share capital of our Company as of two years prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares	% of the pre-Offer Equity Share capital	Number of Equity Shares on a fully diluted basis#	Percentage of the pre-Offer Equity Share capital on a fully diluted basis (%)
(i)	Project Ballet Bangalore Holdings (DIFC) Pvt Ltd	20,169,565	99.99	35,197,063	99.99
	Total	**20,169,565**	**99.99**	**35,197,063**	**99.99**

\# *Equity Share capital on a fully diluted basis has been computed assuming conversion of CCDs in the ratio of 1:1.*

10. **Employee Stock Option Scheme**

Our Company adopted the 'The Leela Employee Stock Option Scheme 2024' pursuant to the resolution passed by our Board on September 16, 2024, and the resolution passed by the Shareholders' on September 17, 2024.

As on the date of this Draft Red Herring Prospectus, under the ESOP Scheme, no options have been granted or are outstanding under the ESOP Scheme. The ESOP Scheme is in compliance with the SEBI SBEB Regulations and has been certified by the A Sachin & Associates, Practising Company Secretary, having the membership number FCS 7715, pursuant to its certificate dated September 20, 2024. Pursuant to the ESOP Scheme, the Nomination and Remuneration Committee of our Company is authorized to issue options that are exercisable into not more than 2% of the total issued and paid up share capital in one or more tranches. All grants that will be made pursuant to the ESOP Scheme shall be in compliance with the Companies Act, 2013. Further, the allotment of Equity Shares pursuant to exercise of options granted and vested under the ESOP Scheme shall be made to eligible employees.

11. There have been no financing arrangements whereby our Promoters, member of our Promoter Group, directors of our Promoters, our Directors or any of their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of business of the financing entity during the six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

12. Our Company, our Directors and the BRLMs have not entered into any buy-back or any other arrangements for purchase of Equity Shares.

13. As on the date of this Draft Red Herring Prospectus, the BRLMs and their respective associates (as defined in the SEBI Merchant Bankers Regulations) do not hold any Equity Shares. The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company and its respective directors and officers, partners, trustees, affiliates, associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company and each of its respective directors and officers, partners, trustees, affiliates, associates or third parties, for which they have received, and may in the future receive, compensation.

14. All issuances of Equity Shares and CCPS by our Company from the date of incorporation of our Company till the date of filing of this Draft Red Herring Prospectus have been made in compliance with Companies Act 2013. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.

15. As on the date of this Draft Red Herring Prospectus, other than the 622,103,028 CCPS and the options to be granted in terms of the ESOP Scheme, our Company has no outstanding warrants, options to be issued Equity Shares or rights to convert debentures, loans or other convertible instruments into Equity Shares.

16. No person connected with the Offer, including our Company, the BRLMs, the Member of the Syndicate, our Promoters, member of our Promoter Group, or our Directors, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.

17. There will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of the Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be, other than in connection with: (i) the Offer; (ii) conversion of the CCPS; and (iii) Pre-IPO Placement.

18. Except as disclosed under "***Notes to the Capital Structure – History of Equity Share capital of our Company***" and "***Notes to the Capital Structure – History of build-up of Promoters' shareholding and lock-in of Promoters' shareholding - Build-up of Promoters' shareholding in our Company***" on pages 95 and 98, our Promoters, the directors of our Promoters, any member of our Promoter Group, our Directors, or their relatives have not purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

19. Except for the issuance of any Equity Shares, pursuant to the Offer, our Company presently does not intend or propose and is not under negotiations or considerations to alter the capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or further issue of Equity Shares (including issue of securities convertible into or exchangeable for, directly or indirectly into Equity Shares), whether on a preferential basis or by issue of bonus or rights or further public issue of Equity Shares.

20. Our Company does not have any existing compulsorily convertible debentures as on the date of this Draft Red Herring Prospectus.

21. Our Company shall ensure that transactions in Equity Shares by our Promoters and the member of our Promoter Group during the period between the date of filing of this Draft Red Herring Prospectus and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of such transaction.

22. Neither the (i) BRLMs or any associate of the BRLMs (other than mutual funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associates of

the BRLMs or AIFs sponsored by entities which are associates of the BRLMs or FPIs (other than individuals, corporate bodies and family offices) sponsored by entities which are associates of the BRLMs); nor (ii) any person related to the Promoters or Promoter Group can apply under the Anchor Investor Portion.

23. We confirm that the Book Running Lead Managers are not associates of the Company as per Regulation 21A of the SEBI Merchant Bankers Regulations.

OBJECTS OF THE OFFER

The Offer comprises the Fresh Issue and the Offer for Sale. For details, see "***The Offer***" on page 77.

Offer for Sale

The Promoter Selling Shareholder will be entitled to its portion of the proceeds from the Offer for Sale after deducting its proportion of Offer related expenses and the relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds.

Fresh Issue

The net proceeds of the Offer, *i.e.*, gross proceeds of the Offer less the Offer related expenses ("**Net Proceeds**") are proposed to be utilised in the following manner:

1. Repayment/ prepayment/ redemption, in full or in part, of certain outstanding borrowings availed by:

    (a) Our Company; and

    (b) Certain of our Subsidiaries, namely, Schloss Chanakya, Schloss Chennai, Schloss Udaipur and TPRPL, through investment in such Subsidiaries; and

2. General corporate purposes.

    (collectively, the "**Objects**").

In addition, we expect to achieve the benefits of listing of our Equity Shares bearing face value of ₹ 10 on the Stock Exchanges, including enhancement of our Company's brand name and creation of a public market for our Equity Shares bearing face value of ₹ 10 in India.

The main objects and objects incidental and ancillary to the main objects of our Memorandum of Association enables our Company (i) to undertake our existing business activities; and (ii) to undertake the activities proposed to be funded from the Net Proceeds. Further, the main objects and objects incidental and ancillary to the main objects set out in the respective memorandum of association of our Subsidiaries, enables the respective Subsidiaries to undertake the activities proposed to be funded from the Net Proceeds.

Net Proceeds

The details of the proceeds of the Fresh Issue are summarized in the table below:

Particulars	**Estimated Amount^ (*₹ in million*)**
Gross proceeds of the Fresh Issue	30,000.00
Less: Offer related expenses*	[●]
Net Proceeds	**[●]**

To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. For details on Offer related expenses, see "- Offer related expenses**" on page 118.*

^ Includes the proceeds, if any, received pursuant to the Pre-IPO Placement. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed ₹6,000.00 million, being 20% of the size of the Fresh Issue.

Proposed schedule of implementation and deployment of Net Proceeds

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of implementation and deployment of funds set forth below:

(₹ in million)

S. No	**Particulars**	**Total estimated amount/ expenditure to be funded from the Net Proceeds**	**Amount to be deployed from the Net Proceeds in Fiscal 2025**
1.	Repayment/ prepayment/ redemption, in full or in part, of certain outstanding borrowings availed by:	27,000.00	27,000.00
	(a) our Company		

S. No	Particulars	Total estimated amount/ expenditure to be funded from the Net Proceeds	Amount to be deployed from the Net Proceeds in Fiscal 2025
	(b) certain of our Subsidiaries, namely, Schloss Chanakya, Schloss Chennai, Schloss Udaipur and TPRPL, through investment in such Subsidiaries		
2.	General corporate purposes*	[●]	[●]
	Net Proceeds*^	**[●]**	**[●]**

* *To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.*
^Includes the proceeds, if any, received pursuant to the Pre-IPO Placement. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed ₹6,000 million, being 20% of the size of the Fresh Issue.

The requirement and deployment of funds as indicated above are based on our current business plan, internal management estimates, prevailing market conditions and other commercial and technical factors, including interest rates, exchange rate fluctuations and other charges, and the financing and other agreements entered into by our Company, and have not been appraised by any bank or financial institution or other independent agency. We may have to revise our funding requirements and deployment from time to time on account of various factors, such as the timing of completion of the Offer, financial and market conditions, change in costs, our management's analysis of economic trends and our business requirements, fund requirements in the operations of the Subsidiaries, competitive landscape as well as general factors affecting our results of operations, financial condition, business and strategy, access to capital, interest rate fluctuations or other external factors, which may not be within the control of our management. This may entail rescheduling and revising the funding requirement for a particular Object or increasing or decreasing the amounts earmarked towards any of the Objects at the discretion of our management, subject to compliance with applicable laws. For details of the risk in this regard, see "***Risk Factors – The Net Proceeds of the Offer will be utilized for the repayment, prepayment and/or redemption of indebtedness availed of by our Company and our Subsidiaries***" on page 65.

If the Net Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to such factors, the remaining Net Proceeds shall be utilized in the next Fiscal as may be determined by our Company, in accordance with applicable laws. Further, if the actual utilisation towards the Objects is lower than the proposed deployment, such balance will be used for general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds, in accordance with the SEBI ICDR Regulations.

Details of the Objects

1. Repayment/ prepayment/ redemption, in full or in part, of certain outstanding borrowings availed by (a) Company; and (b) certain of our Subsidiaries, namely, Schloss Chanakya, Schloss Chennai, Schloss Udaipur and TPRPL, through investment in such Subsidiaries

Our Company and certain of our Subsidiaries, namely Schloss Chanakya, Schloss Chennai, Schloss Udaipur, and TPRPL, have entered into various borrowing arrangements, including borrowings in the form of terms loans, working capital facilities and NCBs. As on May 31, 2024, our Company and our Subsidiaries had outstanding borrowings of ₹ 40,525.02 million.

Our Company proposes to utilize an estimated amount of ₹27,000.00 million from the Net Proceeds towards prepayment or repayment, in full or in part, of all or a portion of certain outstanding borrowings availed by our Company and certain of our Subsidiaries namely Schloss Chanakya, Schloss Chennai, Schloss Udaipur, and TPRPL. Pursuant to the terms of the borrowing arrangements, prepayment of certain indebtedness may attract prepayment charges as prescribed by the respective lender. Such prepayment charges, as applicable, will also be funded out of the Net Proceeds. Given the nature of the borrowings and the terms of repayment/ prepayment/ redemption, the aggregate outstanding amounts under the borrowings may vary from time to time and our Company and Subsidiaries may, in accordance with the relevant repayment schedule, repay or refinance some of their existing borrowings prior to Allotment.

Further, our Company and the Subsidiaries may, from time to time, enter into further financing arrangements and drawdown funds thereunder. In case such funds drawn down prior to the completion of the Offer or in case any of the borrowings listed below are prepaid, repaid, redeemed (earlier or scheduled), refinanced, in part or full, we may utilize Net Proceeds towards prepayment, repayment or redemption (earlier or scheduled) of such additional indebtedness availed by us and/ or interest thereon, details of which shall be provided in the Red Herring Prospectus. We believe that such repayment or prepayment or redemption will help reduce our outstanding indebtedness on a consolidated basis and debt servicing costs, and enable utilization of the internal accruals for further investment towards business growth and expansion. In addition, we believe that this would improve our ability to raise further resources in the future to fund potential business development opportunities. Further, our Company and our Subsidiaries may also avail additional borrowings and/ or draw down further funds under existing borrowing facilities, from time to time, after the date of this Draft Red Herring Prospectus. Accordingly, in case any of the below listed loans are pre-paid or further drawn down prior to the filing of the Red Herring Prospectus, we may utilize the Net Proceeds towards repayment and/ or prepayment of such additional indebtedness. In light of the above, if at the time of filing the Red Herring Prospectus, any of the below mentioned loans are repaid in part or full or refinanced or if any additional credit facilities are availed or drawn down or if the limits under the working capital borrowings are increased, then the table below shall be suitably revised to reflect the revised amounts or loans as the case may be which have been availed by our Company and our Subsidiaries.

The selection of borrowings proposed to be prepaid or repaid or redeemed amongst our borrowings will be based on various factors, including (i) cost of the borrowing, including applicable interest rates, (ii) maturity profile and the remaining tenor of the loan, (iii) any conditions attached to the borrowings, restricting our ability to prepay/ repay/ redeem the borrowings and time taken to fulfil, or obtain waivers for fulfilment of such conditions, or relating to the terms of repayment, (iv) levy of any prepayment penalties and the quantum thereof, (v) provisions of any laws, rules and regulations governing such borrowings, and (vi) other commercial considerations including, the amount of the loan outstanding.

The abovementioned factors will also determine the form of investment undertaken by our Company for prepayment/ repayment of the borrowing arrangements availed by the Subsidiaries, *i.e.*, whether they will be in form of subscription or purchase of equity shares, preference shares, convertible or non-convertible securities, debt or any other instrument or combinations thereof, details of which shall be provided in the Red Herring Prospectus.

The following table provides the details of utilisation of borrowings of our Company as on May 31, 2024, which we propose to prepay or repay or redeem, in full or in part, from the Net Proceeds ("**Company's Borrowings**"):

Sr. No.	Name of the lender^	Nature of borrowings	Date of sanction letter/ facility agreement	Sanctioned amount (₹ in million)	Amount Outstanding as on May 31, 2024 (including accrued interest) (₹ in million)	Interest rate/ coupon rate as on May 31, 2024 (p.a.)	Repayment schedule/ date of redemption/ maturity date	Prepayment/ early redemption penalty conditions	Purpose for which loan was sanctioned as mentioned in the underlying agreement/ document
(1)	State Bank of India	Term loan	September 27, 2019	10,460.00	10,620.57*	8.65%	56 quarterly installments beginning from December, 2020 and ending on March 31, 2035	Refer note below	Acquisition and refurbishment of operational hotels
(2)	State Bank of India	Working capital loan	December 9, 2021	250.00	213.86	8.65%	Repayable on demand	Nil	To meet working capital requirement
(3)	State Bank of India	Working capital term loan under Guaranteed Emergency Credit Line ("**GECL**") 3.0	December 9, 2021	2,000.00	1,859.15	8.65%	Six years including moratorium of principal of two years. Repayable in 48 monthly structured instalments beginning from January, 2024 and ending on December 31, 2027	Nil	To augment net working capital, to meet operational liabilities and overcome the stress faced due to COVID-19
(4)	State Bank of India	Lease Rental Discounting ("**LRD**") facility	December 7, 2021	1,100.00	1,026.99	9.40%	180 monthly structured instalments beginning from December, 2021 and ending on January 31, 2037	Nil, if principal repaid from sales proceeds of secured/ mortgaged projects/ properties and from the promoter's equity/ contribution/ internal accruals. Other cases, 1% on prepaid amount^	Takeover of LRD facility from HDFC Bank Limited ("**HDFC**"). The LRD from HDFC was utilized for acquisition of Galleria at The Leela Palace Bengaluru in Bengaluru
	Total			**13,810.00**	**13,720.57**				

** Includes interest capitalized (converted into principal amount of borrowing) amounting to ₹ 428.62 million on account of interest moratorium.*

*^The lender, State Bank of India, vide its consent letter dated July 9, 2024, has waived the requirement of making any payment (including any break cost, prepayment penalty, prepayment charge or premia) in the event the Net Proceeds are utilised to prepay all or any portion of the facilities. Further, SBICaps, one of our Book Running Lead Managers in the Offer, is related to lender to our Company, namely, State Bank of India. However, on account of this relationship, SBICaps does not qualify as an associate of our Company in terms of Regulations 21(A)(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, read with Regulation 23(3) of the SEBI ICDR Regulations. Further, in this connection, please note that the loans provided by State Bank of India to our Company and Subsidiaries, are part of their ordinary course of lending business. For further details, see "**Risk Factors - A portion of the Net Proceeds may be utilised for repayment or prepayment of specific loans incurred by our Company and certain of our Subsidiaries from State Bank of India which is an affiliate of SBI Capital Markets Limited, one of the Book Running Lead Managers**" on page 64.*

Note: *Prepayment shall attract pre-payment penalty of 2% of the outstanding amount. However, the lender, State Bank of India, vide its consent letter dated July 9, 2024, has waived the requirement of making any payment (including any break cost, prepayment penalty, prepayment charge or premia) in the event the Net Proceeds are utilised to prepay all or any portion of the facilities.*

In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations which requires a certificate from the statutory auditor certifying the utilisation of loans for the purposes availed, our Company has obtained the requisite certificate dated September 20, 2024, from the Statutory Auditors.

The following table provides the details of utilisation of borrowings of certain of our Subsidiaries, namely Schloss Chanakya, Schloss Chennai, Schloss Udaipur, and TPRPL, as on May 31, 2024, which we propose to prepay or repay or redeem, in full or in part, from the Net Proceeds ("**Subsidiaries' Borrowings**"):

Sr. No.	Name of the lender	Nature of borrowings	Date of sanction letter/ facility agreement	Sanctioned amount (₹ in million)	Amount Outstanding as on May 31, 2024 (₹ in million)	Interest rate/ coupon rate as on May 31, 2024	Repayment schedule/ date of redemption/ maturity date	Prepayment/ early redemption penalty conditions	Purpose for which loan was sanctioned as mentioned in the underlying agreement/ document
				Schloss Chanakya					
(i)	State Bank of India	Term loan	September 27, 2019	9,250.00	9,089.10*	8.65%	56 quarterly installments beginning from December, 2020 and ending on March 31, 2035	Refer note below	Acquisition and refurbishment of operational hotels
(ii)	State Bank of India	Working capital loan	December 9, 2021	250.00	216.97	8.65%	Repayable on demand	Nil	To meet working capital requirement
(iii)	State Bank of India	Working capital term loan under GECL 3.0	December 9, 2021	2,000.00	1,859.12	8.65%	Six years including moratorium of principal of two years. Repayable in 48 monthly structured instalments beginning January, 2024 and ending on December 31, 2027	Nil	To augment net working capital, to meet operational liabilities and overcome the stress faced due to COVID-19
				Schloss Chennai					
1.	State Bank of India	Term loan	September 27, 2019	4,800	5,137.08*	8.65%	56 quarterly installments beginning from December, 2020 and ending on March 31, 2035	Refer note below	Acquisition and refurbishment of operational hotels
2.	State Bank of India	Working capital term loan under GECL 2.0	February 17, 2021	900.00	412.51	8.65%	Five years including moratorium of principal of one year. Repayable in 48 monthly structured instalments beginning from April, 2022 and ending on March 31, 2026	Nil	Augment net working capital to meet operational liabilities and overcome stress faced due to COVID-19
3.	State Bank of India	Working capital term loan under GECL 3.0	December 9, 2021	900.00	836.59	8.65%	Six years including moratorium of principal of two years. Repayable	Nil	Augment net working capital to meet operational liabilities and

Sr. No.	Name of the lender	Nature of borrowings	Date of sanction letter/ facility agreement	Sanctioned amount (₹ in million)	Amount Outstanding as on May 31, 2024 (₹ in million)	Interest rate/ coupon rate as on May 31, 2024	Repayment schedule/ date of redemption/ maturity date	Prepayment/ early redemption penalty conditions	Purpose for which loan was sanctioned as mentioned in the underlying agreement/ document
							in 48 monthly structured instalments beginning January, 2024 and ending on December 31, 2027		overcome stress faced due to COVID-19
Schloss Udaipur									
1.	State Bank of India	Term loan	September 27, 2019	2,990.00	3,149.21*	8.65%	56 quarterly installments beginning from December, 2020 and ending on March 31, 2035	Refer note below	Acquisition and refurbishment of operational hotels
2.	State Bank of India	Working capital term loan under GECL 2.0	February 17, 2021	570.00	261.25	8.65%	Five years including moratorium of principal of one year. Repayable in 48 monthly structured instalments beginning from April, 2022 and ending on March 31, 2026	Nil	Augment net working capital to meet operational liabilities and overcome stress faced due to COVID-19
3.	State Bank of India	Working capital term loan under GECL 3.0	December 9, 2021	570.00	529.85	8.65%	Six years including moratorium of principal of two years. Repayable in 48 monthly structured instalments beginning January, 2024 and ending December 31, 2027	Nil	Augment net working capital to meet operational liabilities and overcome stress faced due to COVID 19
TPRPL (including NCBs issued by MPPL**)									
1.	Deutsche Bank AG, Mumbai	NCBs	May 23, 2023	500.00	485.51	9.43%	Redeemable in 12 quarterly instalments beginning from July, 2023 and ending on May 31, 2026	Nil^	Utilized towards the refinancing of then existing facility availed from HDFC, payment of transaction costs and other related expenses, capital expenditure as permitted under the loan documents

Sr. No.	Name of the lender	Nature of borrowings	Date of sanction letter/ facility agreement	Sanctioned amount (₹ in million)	Amount Outstanding as on May 31, 2024 (₹ in million)	Interest rate/ coupon rate as on May 31, 2024	Repayment schedule/ date of redemption/ maturity date	Prepayment/ early redemption penalty conditions	Purpose for which loan was sanctioned as mentioned in the underlying agreement/ document
2.	DB International (Asia) Ltd	NCBs	May 23, 2023	4,250.00	4701.80 (includes accrued interest)	10.50%	Redeemable on May 31, 2026	Nil^	Utilized towards (a) part funding of acquisition of 50% shares in TPRPL for up to ₹ 4,250.00 million; (b) general corporate purposes; and (c) transaction costs and other expenses as permitted under the loan documents
	Total			**26,980.00**	**26,678.99**				

* *Includes interest capitalized (converted into principal amount of borrowing) amounting to ₹ 390.27 million, ₹ 203.03 million and ₹ 128.58 million on account of interest moratorium in case of Schloss Chanakya, Schloss Chennai and Schloss Udaipur respectively.*
***The Scheme of Amalgamation of MPPL with TPRPL and their respective shareholders has been approved by the National Company Law Tribunal, Mumbai Bench by way of its order dated August 13, 2024.*
^In case of early redemption of the NCBs, the bondholders may be compensated in accordance with the terms of the documents entered into in relation to the NCBs (including payment of interest and deferred interest).

Note: *Prepayment shall attract pre-payment penalty of 2% of the outstanding amount. However, the lender, State Bank of India, vide its consent letter dated July 9, 2024, has waived the requirement of making any payment (including any break cost, prepayment penalty, prepayment charge or premia) in the event the Net Proceeds are utilised to prepay all or any portion of the facilities.*

In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations which requires a certificate from the statutory auditor certifying the utilisation of loans for the purposes availed, our Company has obtained the requisite certificate dated September 20, 2024, from the Statutory Auditors.

The details in relation to the purposes for which the Company's Borrowings were utilised by our Company, as on May 31, 2024 are summarized as follows:

Name of the lender	Name of borrower	Nature of borrowing	Outstanding amount as on May 31, 2024 (₹ in million, unless stated otherwise)
Capital expenditure			
State Bank of India	Our Company	Term loan	922.13
		Sub-total (A)	**922.13**
Operating/ revenue expenditure/ business or company acquisitions			
State Bank of India	Our Company	Term loan	9,698.44
State Bank of India	Our Company	Working capital loan	213.86
State Bank of India	Our Company	Working capital term loan under GECL 3.0	1,859.15
		Sub-total (B)	**11,771.45**
Refinancing or repayment (Cases where original loan was utilised for capital expenditure)			
State Bank of India	Our Company	LRD facility	1,026.99
		Sub-total (C)	**1,026.99**
Refinancing or repayment (Cases where original loan was utilised for operating/ revenue expenditure/ business or company acquisitions)			
Nil	Nil	Nil	Nil
		Sub-total (D)	**Nil**
		Total (A+B+C+D)	**13,720.57**

Further, the details in relation to the purpose for which the Subsidiaries' Borrowings were utilised by certain of our Subsidiaries, namely Schloss Chanakya, Schloss Chennai, Schloss Udaipur, and TPRPL, as on May 31, 2024 are summarized as follows:

Name of the lender	Name of borrower	Nature of borrowing	Outstanding amount as on May 31, 2024 (₹ in million, unless stated otherwise)
Capital expenditure			
State Bank of India	Schloss Chanakya	Term loan	250.77
State Bank of India	Schloss Chennai	Term loan	538.34
State Bank of India	Schloss Udaipur	Term loan	235.85
		Sub-total (A)	**1,024.97**
Operating/ revenue expenditure/ business or company acquisitions			
State Bank of India	Schloss Chanakya	Term loan	8,838.33
State Bank of India	Schloss Chanakya	Working capital loan	216.97
State Bank of India	Schloss Chanakya	Working capital term loan under GECL 3.0	1,859.12
State Bank of India	Schloss Chennai	Term loan	4,598.74
State Bank of India	Schloss Chennai	Working capital term loan under GECL 2.0	412.51
State Bank of India	Schloss Chennai	Working capital term loan under GECL 3.0	836.59
State Bank of India	Schloss Udaipur	Term loan	2,913.35
State Bank of India	Schloss Udaipur	Working capital term loan under GECL 2.0	261.25
State Bank of India	Schloss Udaipur	Working capital term loan under GECL 3.0	529.85
DB International (Asia) Ltd	TPRPL	NCBs	4,701.80
		Sub-total (B)	**25,168.51**
Refinancing or repayment (Cases where original loan was utilised for capital expenditure)			
Nil	Nil	Nil	Nil
		Sub-total (C)	**Nil**
Refinancing or repayment (Cases where original loan was utilised for operating/ revenue expenditure/ business or company acquisitions)			
Deutsche Bank AG, Mumbai	TPRPL	NCBs	485.51
		Sub-total (D)	**485.51**
		Total (A+B+C+D)	**26,678.99**

For further details on the abovementioned borrowings, see *"**Financial Indebtedness - Key terms of borrowings availed by our Company and our Subsidiaries**"* on page 394.

Further, as mentioned above, we propose to primarily repay or pre-pay borrowings availed by our Company from State Bank of India from the Net Proceeds. While State Bank of India is an affiliate of SBICaps, one of the BRLMs, it is not an associate of our Company in terms of the SEBI Merchant Bankers Regulations, and such loans have been sanctioned to our Company as part of the normal commercial lending activity by State Bank of India. Accordingly, we do not believe that there is any conflict of interest under the SEBI Merchant Bankers Regulations, or any other applicable SEBI rules or regulations. For details, see "***Risk Factors - A portion of the Net Proceeds may be utilised for repayment or prepayment of specific loans incurred by our Company and certain of our Subsidiaries from State Bank of India which is an affiliate of SBI Capital Markets Limited, one of the Book Running Lead Managers.***" on page 64.

2. General corporate purposes

The Net Proceeds will first be utilized for the Object as set out above. Our Company intends to deploy any balance left out of the Net Proceeds towards general corporate purposes, as approved by our management, from time to time, subject to such utilization for general corporate purposes not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations.

Such general corporate purposes may include, but are not restricted to, the following:

1. strategic initiatives;

2. funding organic and inorganic growth opportunities, including acquisitions;

3. capital expenditure towards enhancement and upkeep of hotel assets owned by our Company and Subsidiaries, including by development, refurbishment and/ or renovation of such assets;

4. strengthening marketing capabilities and brand building exercises;

5. funding working capital requirements of our Company and Subsidiaries;

6. meeting ongoing general corporate purposes or contingencies; and/or

7. any other purpose as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with the Companies Act 2013.

The allocation or quantum of utilization of funds towards the specific purposes described above will also be determined by our Board, based on our business requirements and other relevant considerations, from time to time. Our management, in accordance with the policies of the Board, shall have the flexibility in utilising surplus amounts, if any. In the event that our Company is unable to utilise the entire amount that our Company has currently estimated for use out of Net Proceeds in a Fiscal, our Company will utilise such unutilised amount in the next Fiscal.

Means of finance

The fund requirements set out above are proposed to be funded from the Net Proceeds. Accordingly, we confirm that there are no requirements to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Offer. In case of a shortfall in the Net Proceeds or any increase in the actual utilisation of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals.

Bridge financing

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds.

Offer related expenses

The total expenses of the Offer are estimated to be approximately ₹ [●] million.

Other than (i) listing fees, audit fees (to the extent not attributable to the Offer), and expenses for any product or corporate advertisements consistent with past practice of the Company (other than the expenses relating to marketing and advertisements in connection with the Offer), which will be borne by the Company; and (ii) fees and expenses in relation to the legal counsel to the Promoter Selling Shareholder, which shall be borne by the Promoter Selling Shareholder, all costs, charges, fees and expenses associated with and incurred with respect to the Offer, (including all applicable taxes except securities transaction taxes which shall be solely borne by the Promoter Selling Shareholder) and directly attributable to the Offer, shall be shared among the Company and the Promoter Selling Shareholder in proportion to the number of Equity Shares issued and Allotted by the Company through the Fresh Issue ("**Fresh Issue Shares**") and the Offered Shares. Further, the expenses related to the Offer shall be deducted from the Offer proceeds and only the balance amount shall be paid to the Company and the Promoter Selling Shareholder in proportion to the Fresh Issue Shares and the Offered Shares. The Promoter Selling Shareholder has agreed that upon commencement of listing and trading of the Equity Shares on the Stock Exchanges pursuant to the Offer, the Promoter Selling Shareholder shall reimburse the Company for any expenses in relation to the Offer, along with applicable taxes, paid by the Company on behalf of the Promoter Selling Shareholder, in proportion to its Offered Shares, directly from the Public Offer Account.

The estimated Offer related expenses are as follows:

S. No.	Activity	Estimated amount (in ₹ million)	As a % of total estimated Offer Expenses	As a % of Offer Size
(i)	BRLMs' fees and commissions (including underwriting commission)	[●]	[●]	[●]
(ii)	Brokerage, selling commission, bidding charges, processing fees and bidding charges for the Members of the Syndicate, Registered Brokers, SCSBs, RTAs and CDPs [(1)(2)(3)(4)]	[●]	[●]	[●]
(iii)	Fees payable to the Registrar to the Offer	[●]	[●]	[●]
(iv)	Other expenses:	[●]	[●]	[●]
(1)	Listing fees, SEBI filing fees, BSE & NSE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
(2)	Printing and stationery expenses	[●]	[●]	[●]
(3)	Fees payable to the legal counsel	[●]	[●]	[●]
(4)	Advertising and marketingexpenses for the Offer	[●]	[●]	[●]
(5)	Fees payable to other advisors to the Offer, including but not limited to Statutory Auditors, master title lawyers, industry expert, architects etc.	[●]	[●]	[●]
	Total	[●]	[●]	[●]

** Offer expenses include goods and services tax, where applicable. Offer expenses will be incorporated in the Prospectus. Offer expenses are estimates and are subject to change.*

[(1)] Selling commission payable to the SCSBs on the portion for Retail Individual Investors and Non-Institutional Investors, which are directly procured by the SCSBs, would be as follows:

*Portion for Retail Individual Investors**	*[●]% of the Amount Allotted* (plus applicable taxes)*
*Portion for Non-Institutional Investors**	*[●]% of the Amount Allotted* (plus applicable taxes)*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

Selling commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the Bid book of BSE or NSE. No processing fees shall be payable by our Company and the Promoter Selling Shareholder to the SCSBs on the applications directly procured by them. Processing fees payable to the SCSBs of ₹[●] per valid application (plus applicable taxes) for processing the Bid cum Application Form for Non-Institutional Investors which are procured by the members of the Syndicate/sub- Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSB for blocking.

[(2)] Brokerage, selling commission and processing/uploading charges on the portion for Retail Individual Investors and Non-Institutional Investors which are procured by members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the brokers which are members of Syndicate (including their sub-Syndicate Members) would be as follows:

Portion for Retail Individual Investors	*[●]% of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Investors	*[●]%of the Amount Allotted* (plus applicable taxes)*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

The Selling commission payable to the Syndicate / sub-Syndicate Members will be determined on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / sub-Syndicate Member.

Uploading charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the applications made by RIIs using 3-in-1 accounts/Syndicate ASBA mechanism and Non-Institutional Investors which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts/Syndicate ASBA mechanism, would be as follows: ₹[●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.

The selling commission and bidding charges payable to Registered Brokers, the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE.

(3) Selling commission/ uploading charges payable to the Registered Brokers on the portion for RIIs and Non-Institutional Investors which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:

*Portion for Retail Individual Investors**	*₹[●] per valid application (plus applicable taxes)*
*Portion for Non-Institutional Investors**	*₹[●] per valid application (plus applicable taxes)*

**Based on valid applications.*

(4) Uploading charges/ Processing fees for applications made by RIIs using the UPI Mechanism would be as under:

Members of the Syndicate / RTAs / CDPs /Registered Brokers	*₹[●] per valid application (plus applicable taxes)*
Sponsor Bank	*₹[●] processing fees for applications made by Retail Individual Investors will be Nil for each valid Bid cum application form.* The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.*

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Escrow and Sponsor Bank Agreement.

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular (SEBI/HO/CFD/DIL2/P/CIR/2021/570) dated June 2, 2021 read with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M) dated March 16, 2021 and such payment shall be made in compliance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2022/51) dated April 20, 2022 and SEBI circular (SEBI/HO/CFD/DIL2/P/CIR/2022/75) dated May 30, 2022.

Interim use of Net Proceeds

Pending utilization for the purposes described above, we undertake to temporarily invest the funds from the Net Proceeds only with scheduled commercial banks. In accordance with Section 27 of the Companies Act 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Monitoring of utilization of funds

In terms of Regulation 41 of the SEBI ICDR Regulations, prior to filing the Red Herring Prospectus with RoC, our Company will appoint a Monitoring Agency to monitor the utilization of the Gross Proceeds as the Fresh Issue exceeds ₹ 1,000.00 million. Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Gross Proceeds and the Monitoring Agency shall submit the report required under Regulation 41(2) of the SEBI ICDR Regulations, on a quarterly basis, until such time as the Gross Proceeds have been utilised in full. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company shall, for the purpose of quarterly reports to be issued by the Monitoring Agency, provide an item-by-item description for all the expense heads under each object of the Offer until the Gross Proceeds have been utilised in full.

Our Company will disclose and continue to disclose, the utilisation of the Gross Proceeds, including interim use under a separate head in our balance sheet for such Fiscals as required under applicable law, clearly specifying the purposes for which the Gross Proceeds have been utilised, till the time any part of the Gross Proceeds remains unutilised. Our Company will also, in its balance sheet for the applicable Fiscals, provide details, if any, in relation to all such Gross Proceeds that have not been utilised, if any, of such currently unutilised Gross Proceeds. Further, our Company, on a quarterly basis, shall include the deployment of Gross Proceeds under various heads, as applicable, in the notes to our quarterly financial results. Our Company will indicate investments, if any, of unutilised Gross Proceeds in the balance sheet of our Company for the relevant Fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges. In the event that a portion of the Gross Proceeds is utilized towards acquisitions, strategic partnerships or any inorganic growth initiatives, details in such regard, as and when such investment is undertaken, will be published on the website of our Company and will be disclosed to the Stock Exchanges in accordance with Regulation 30 and Schedule III of the SEBI Listing Regulations, as applicable.

In accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Gross Proceeds from the Objects as stated above; and (ii) details of category wise variations in the actual utilisation of the Gross Proceeds from the Objects as stated above. Pursuant to Regulation 32(3) and Part C of

Schedule II, of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Gross Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in the Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Gross Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditors of our Company in accordance with Regulation 32(5) of SEBI Listing Regulations and such certification shall be provided to the Monitoring Agency.

Variation in the Objects

In accordance with Sections 13(8) and 27 of the Companies Act 2013, our Company shall not vary the Objects unless our Company is authorized to do so by way of a special resolution of its Shareholders. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("**Notice**") shall specify the prescribed details and be published in accordance with the Companies Act 2013. The Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where our Registered Office is situated. Pursuant to Section 13(8) of the Companies Act 2013, the Promoters or Shareholders in control will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the Objects, subject to the provisions of the Companies Act 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares bearing face value of ₹10, in accordance with the Companies Act 2013 and the SEBI ICDR Regulations.

Appraising entity

None of the Objects for which the Net Proceeds will be utilized have been appraised by any bank/ financial institution/ agency.

Other confirmations

No part of the Net Proceeds will be paid to our Promoters, member of the Promoter Group, Directors, Group Companies, Key Managerial Personnel or Senior Management. Our Company has neither entered into nor has planned to enter into any arrangement/ agreements/ transactions with our Promoters, member of the Promoter Group, Directors, Key Managerial Personnel, Senior Management or our Group Companies in relation to the utilization of the Net Proceeds. Further, there are no material existing or anticipated interest of such individuals and entities in the objects of the Offer except as set out above.

BASIS FOR OFFER PRICE

The Price Band and Offer Price will be determined by our Company in consultation with the Book Running Lead Managers, on the basis of assessment of market demand for the Equity Shares issued through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. Investors should refer to "***Risk Factors***", "***Our Business***", "***Restated Consolidated Financial Information***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 31, 192, 295 and 397, respectively, to have an informed view before making an investment decision.

1. Qualitative Factors

Some of the qualitative factors which form the basis for computing the Offer Price are set forth below:

1. Leading Luxury Hospitality Brand with Rich Heritage and a Global Appeal:

    - We are the only institutionally owned and managed pure-play luxury hospitality company in India (*Source: HVS Report*).

    - The Leela brand was ranked as #1 among the world's best hotel brands in 2020 and 2021 and among the world's top three best hotel brands in 2023 and 2024 by Travel + Leisure World's Best Award Surveys, reflecting our brand's strong global recognition. We have also been awarded India's best hotel brand by Travel + Leisure India's Best Award Surveys for four years (2020-2023).

    - During the Financial Year 2024, our RevPAR across our Owned Portfolio was 1.4 times of the overall luxury hotel segment average in India (Source: HVS Report). The ARR and RevPAR of our Managed Portfolio, in comparison to comparable hotels across their micro-markets, was 1.4 times and 1.3 times respectively (*Source: HVS Report*).

2. Marquee Owned Hotels in Markets with High Barriers to Entry:

    - Our Owned Portfolio includes five iconic hotels located in the top luxury hospitality destinations in India. Further, according to the HVS Report, our Portfolio is present in six of the top seven business markets and three of the top five leisure markets of India. We account for nearly 18% of the total existing luxury keys across these markets that we are present in as of May 31, 2024 *(Source: HVS Report)*.

    - Our owned hotels are strategically located where land acquisition is challenging and will require a significant gestation period in site development and operational stabilization, creating significant barriers to entry for new supply *(Source: HVS Report)*.

3. Comprehensive Luxury Ecosystem Resulting in Diversified Revenue Sources:

    - The hotels in our Portfolio have a comprehensive luxury ecosystem that caters to evolving customer preferences, by providing luxurious accommodation, curated experiences, and F&B venues offering award-winning dining experiences spanning multiple cuisines, award-winning wellness offerings (for details of awards, see "***Our Business – Awards and Accreditations***" on page 236) and several other amenities.

    - Our diversification of services seeks to achieve a high utilization of our hotels in our Portfolio throughout the year, driving revenues and enhancing guest experience. As a result, for the Financial Year 2024, TRevPAR of our Owned Portfolio of ₹26,218 was 1.4 times of the luxury hospitality segment (*Source: HVS Report*). For the two months ended May 31, 2024, Financial Years 2024, 2023 and 2022, our non-room revenues amounted to 54.0%, 49.9%, 54.4% and 58.6% of our total income, respectively.

4. Track Record of Driving Operational Efficiency by our Active Asset Management Approach:

    - As owners and operators of properties, we drive operational efficiencies through our structured and disciplined approach to asset management, which has helped us deliver superior EBITDA margins and RevPAR premiums. We delivered an industry leading EBITDA margin of 48.92% for our Portfolio, compared to the EBITDA margin for listed peers ranging from 33.66% to 42.06% (*Source: HVS Report*). We have also been able to increase the RevPAR premium for our Owned Portfolio compared to the luxury hotel industry average in India from 20% in the Financial Year 2019 to 39% in the Financial Year 2024.

- We have set a target to becoming a net-zero emissions company by 2050 and have taken several concrete steps towards this goal. In 2023, 51.08% of the electricity utilized across our owned properties was generated from renewable sources. The Leela Palace Bengaluru and The Leela Palace Udaipur are a part of Beyond Green, Preferred Hotel's global portfolio of sustainable hotels around the world. All hotels in our Owned Portfolio have received a platinum certification under the Green Existing Building rating system, and the Net Zero Waste Platinum (Operations) in accordance with the Net Zero Waste to Landfill rating system from the Indian Green Building Council.

5. Highly Experienced, Cycle-Tested Senior Management Team, Guided by an Experienced and Distinguished Board

- We have a highly experienced management team with deep domain expertise that has helped drive operational excellence for us and our Portfolio as demonstrated by the growth in key metrics such as RevPAR, TRevPAR, revenue from operations, EBITDA and the expansion of our Portfolio.

- We also benefit from an experienced and distinguished Board comprising of well-diversified and renowned industry professionals, with a reputed industry veteran as the independent Chairman, who will provide the strategic direction and guidance to us through our Board and the several committees of our Board.

6. Sponsorship by Brookfield – A Leading Global Investor with Deep Local Expertise

- We are promoted by private equity funds which are managed and/or advised by affiliates of Brookfield, one of the world's largest alternative asset managers and investors with US$925 billion of assets under management as of March 31, 2024 across real estate, infrastructure, renewable power, private equity and credit sectors.

- Brookfield has a longstanding presence in India and manages US$27 billion of assets with a history of around 15 years, as of March 31, 2024. Brookfield complements our management team by bringing a disciplined culture on capital expenditure and global insights with respect to existing and future asset investment and acquisition strategies

For further details, see ***"Our Business – Our Competitive Strengths"*** on page 197, respectively.

2. Quantitative Factors

Certain information presented below relating to us is based on the on the Restated Consolidated Financial Information. For details, see "***Restated Consolidated Financial Information***" on page 295.

Some of the quantitative factors which may form the basis for calculating the Offer Price are as follows:

1. Basic and diluted earnings per Equity Share ("EPS"):

Year ended	Basic EPS (₹)	Diluted EPS (₹)	Weight
March 31, 2024	(0.12)	(0.12)	3
March 31, 2023	(3.50)	(3.50)	2
March 31, 2022	(18.20)	(18.20)	1
Weighted Average	(4.26)	(4.26)	-
Two months ended May 31, 2024**	(2.07)	(2.07)	-

**As the impact of Share Capital pending allotment/ CCDs was anti-dilutive, resulting in a decrease in loss per share from continuing ordinary activities, the effect thereof was ignored while calculating Diluted EPS as per the requirements of Ind AS 33 "Earnings per Share".*
*** Not annualised*

Notes:

a) *Earnings Per Share calculations are in accordance with Ind AS 33 (Earnings per share).*
b) *The ratios have been computed as below:*
   1. *Basic earnings per Equity Share (₹) = Restated profit/ (loss) attributed to Equity Shareholders for the period/ year divided by weighted average number of Equity Shares outstanding during the period/ year.*
   2. *Diluted earnings per Equity Share (₹) = Restated profit/ (loss) attributed to Equity Shareholders for the period/ year divided by weighted average number of dilutive Equity Shares outstanding during the period/ year.*
c) *Our Company had 175,985,320 weighted average number of Equity Shares bearing face value of ₹10 each for the two months ended May 31, 2024 and Fiscals 2024, 2023 and 175,730,940 weighted average number of Equity Shares bearing face value of ₹10 each for Fiscal 2022.*
d) *Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year adjusted by the number of Equity Shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.*
* *As per the requirements of Ind AS 33 "Earnings per Share", weighted average number of Equity shares includes the impact of 15,027,498 Equity shares allotted on conversion of CCDs on July 02, 2024 and the impact of 140,788,256 Bonus shares issued in the ratio of 4:1 i.e. 4 bonus shares for each equity share, allotted on July 11, 2024.*

2. Price/Earning ("P/E") ratio in relation to the Price Band of ₹ [●] to ₹ [●] per Equity Share:

Particulars	P/E at the Floor Price (no. of times) *	P/E at the Cap Price (no. of times)*
Based on basic EPS for Fiscal 2024	[●]	[●]
Based on diluted EPS for Fiscal 2024	[●]	[●]

* *The details shall be provided post the fixing of the price band by our Company at the stage of the Red Herring Prospectus or the filing of the price band advertisement.*

3. Industry Peer Group P/E ratio

Based on the peer group information (excluding our Company) given below in this section, the highest, lowest and industry average P/E ratio are set forth below:

Particulars	P/E ratio
Highest	268.18
Lowest	37.25
Average	111.96

*Note: The highest and lowest industry P/E shown above is based on the peer set provided below under "**- Comparison of accounting ratios with listed industry peers**". The industry average has been calculated as per the arithmetic average P/E of the peer set provided below under "**- Comparison of accounting ratios with listed industry peers**" below.*

4. Return on Net Worth ("RoNW")

Financial Year ended	RoNW^ (%)	Weight
March 31, 2024	N.A.	3
March 31, 2023	N.A.	2
March 31, 2022	N.A.	1
Weighted Average	**N.A.**	
Two months ended May 31, 2024*	N.A.	

**Not annualised*
^^ RoNW is not calculable as net worth is negative for the said periods.
Notes:
1. *Return on Net Worth ("**RoNW**") (%) = Restated profit / (loss) for the period/ year divided by the net worth at the end of the period/ year.*
2. *Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account, debit or credit balance of profit and loss account and share application money pending allotment, after deducting the aggregate value of the accumulated losses, debit or credit balance of common control adjustment deficit account, deferred expenditure, and miscellaneous expenditure not written off as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. For further details, see Note 42 of the **"Restated Consolidated Financial Information"** on page 295 and "**Other Financial Information - Reconciliation of Non-GAAP Measures**" on page 382.*
3. *The weighted average RoNW is a product of RoNW for Fiscals 2024, 2023 and 2022 and respective assigned weight, dividing the resultant by total aggregate weight.*

5. Net Asset Value "NAV" per Equity Share

NAV per Equity Share	(₹)
As on March 31, 2024	(160.57)
As on May 31, 2024	(158.20)
After the Offer	[●]
- At the Floor Price^	[●]
- At the Cap Price^	[●]

NAV per Equity Share	(₹)
*At Offer Price**	[●]

^To be computed after finalisation of the Price Band
**To be determined on conclusion of the Book Building Process*
Notes:

1. *The above calculations are based on the Restated Consolidated Financial Information for the period ended May, 2024, and Fiscals 2024.*
2. *Net Asset Value per Equity Share (₹) = Net Worth as at the end of the financial year divided by the Weighted average number of Equity Shares outstanding during the year. For further details see "**Other Financial Information - Reconciliation of Non-GAAP Measures**" on page 382.*
3. *Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account, debit or credit balance of profit and loss account and share application pending allotment, after deducting the aggregate value of the accumulated losses, debit or credit balance of common control adjustment deficit account, deferred expenditure, and miscellaneous expenditure not written off as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. For further details, see Note 42 of the **"Restated Consolidated Financial Information"** on page 295 and "**Other Financial Information - Reconciliation of Non-GAAP Measures**" on page 382 and "**Other Financial Information – Reconciliation of Net Worth and Adjusted Net Worth**" on page 382.*
4. *Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the period/ year adjusted by the number of Equity Shares issued during the period/ year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/ year.*

* *As per the requirements of Ind AS 33 "Earnings per Share", weighted average number of Equity shares includes the impact of 15,027,498 Equity shares allotted on conversion of CCDs on July 02, 2024 and the impact of 140,788,256 Bonus shares issued in the ratio of 4:1 i.e. 4 bonus shares for each equity share, allotted on July 11, 2024.*

6. **Comparison of accounting ratios with Listed Industry Peers**

(₹ in million, except per share data)

Particulars	Face value (₹)	Revenue from operations	EPS (Basic) (₹)	EPS (Diluted) (₹)	P/E***	RoNW (%)	Net Worth	NAV per Equity Share (₹)	EV / EBITDA (FY 24)***	Market Cap / Total Income (FY 24)***	Market Cap / Tangible Assets (FY 24)***
Our Company**	10.00	11,714.53	(0.12)	(0.12)	[●]	N.A.*	(28,257.23)	(160.57)	[●]	[●]	[●]
Listed Peers											
The Indian Hotels Company Limited	1.00	67,687.50	8.86	8.86	77.27	13.13%	1,01,287.10	71.16	41.12	14.02	15.30
EIH Limited	2.00	25,112.70	10.22	10.22	37.25	16.58%	40,863.60	65.34	22.24	9.07	10.66
Chalet Hotels Limited	10.00	14,172.52	13.54	13.53	65.16	15.03%	18,508.68	90.08	34.66	12.61	4.19
Juniper Hotels Limited	10.00	8,176.63	1.46	1.46	268.18	0.90%	26,552.81	119.34	28.55	10.54	3.03

* *RoNW is not calculable as net worth is negative.*

** *All the financial information of our Company mentioned above has been derived from the Restated Consolidated Financial Information as at and for the Fiscal 2024.*

*** *To be updated for our Company at the Prospectus stage.*

Notes:

a) *All the financial information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the annual reports/ annual results as available of the respective company for the year ended March 31, 2024 submitted to the Stock Exchanges.*

b) *P/E ratio has been computed based on the closing market price of equity shares on BSE on September 11, 2024 divided by the Diluted EPS for the year ended March 31, 2024.*

c) *Net Asset Value per Equity Share (₹) = Net Worth at the end of the period/ year divided by the Weighted average number of Equity Shares outstanding during the period/ year.*

d) *RoNW = Profit/ (loss) for the period/year divided by the Net Worth at the end of the period/ year.*

   a. *Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account, debit or credit balance of profit and loss account and share application pending allotment, after deducting the aggregate value of the accumulated losses, debit or credit balance of Common control deficit account, deferred expenditure and miscellaneous expenditure not written off as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. For further details, see Note 42 of the* ***"Restated Consolidated Financial Information"*** *on page 295, "***Other Financial Information - Reconciliation of Non-GAAP Measures***" on page 382 and "***Other Financial Information – Reconciliation of Net Worth and Adjusted Net Worth***" on page 382.*

   b. *Net worth for peers represents the Total equity as mentioned in their annual reports for the relevant period/ year submitted to the Stock Exchanges.*

e) *EV (Enterprise Value) = Market capitalisation plus the Net borrowings as of March 31, 2024.*

f) *Net borrowings of peers are computed as non-current borrowings plus current borrowings minus cash and cash equivalents and other balances with banks.*

g) *Market Cap has been computed based on the closing market price of equity shares on BSE on September 11, 2024.*

h) *EBITDA = restated (loss) for the period/year plus total tax expenses/(credit), depreciation and amortization expenses and finance costs For further details, see "***Other Financial Information - Reconciliation of Non-GAAP measures***" on page 382. EBITDA for peers = Profit (loss) for the period/ year plus Finance costs plus Total tax expense/(credit) plus Depreciation and amortisation expense minus (Exceptional items (gain)/loss plus (gain)/loss share of associates).*

i) *Tangible Assets = Sum of Property, Plant and equipment plus Capital work in progress plus Investment property.*

I. Key Performance and Financial Indicators ("KPIs")

The KPIs disclosed below have been used historically by our Company to understand and analyze our business performance, which in result, help us in analyzing the growth of business in comparison to our peers. Our Company considers that the KPIs set forth below are the ones that may have a bearing for arriving at the basis for the Offer Price. The Bidders can refer to the below-mentioned KPIs, being a combination of financial and operational key financial and operational metrics, to make an assessment of our Company's performance in various business verticals and make an informed decision. The KPIs disclosed below have been approved and confirmed by a resolution of our Audit Committee dated September 18, 2024. Further, the members of our Audit Committee have confirmed that there have been no investors in our Company during the three years prior to the filing of this Draft Red Herring Prospectus and the only investments into our Company during the preceding three years were by our Promoters and members of Promoter Group. Further, the KPIs disclosed herein have been certified by V. Singhi & Associates, Chartered Accountants (FRN No. 311017E), by their certificate dated September 20, 2024.

For details of our other operating metrics disclosed elsewhere in this Red Herring Prospectus, see "***Our Business***", and "***Management's Discussion and Analysis of Financial Position and Results of Operations***" on pages 192 and 397, respectively. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Information. We use these KPIs to evaluate our financial and operating performance. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS and may have limitations as analytical tools.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by our Board of our Company), until the later of (a) one year after the date of listing of the Equity Shares on the Stock Exchanges; and (ii) complete utilisation of the proceeds of the Offer as disclosed in "***Objects of the Offer***" on page 109, or for such other duration as may be required under the SEBI ICDR Regulations.

The list of our KPIs along with brief explanation of the relevance of the KPI for our business operations are set forth below. For details of other business and operating metrics disclosed elsewhere in the Red Herring Prospectus, see "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 192 and 397, respectively.

Description on the historic use of the KPIs by our Company to analyse, track or monitor the operational and/or financial performance of our Company

KPI	Explanation
Total income	Total income represents the scale of our business as well as provides information regarding operating and non-operating income
Total income growth (%)	Total income growth provides information regarding the growth of our business for the respective period/ year
Revenue from operations	Revenue from operations is used by our management to track the revenue of our business operations and in turn helps assess the overall financial performance of our Company and size of our operations
Revenue growth (%)	Revenue growth (%) represents period-on-period or year-on-year growth of our business operations in terms of revenue from operations generated by us
Revenue from food & beverages	Revenue from food & beverages is used by our management to track the revenue profile of our food and beverage business segment
Contribution of Revenue from food and beverages (As a % of Revenue from operations)	Contribution of Revenue from food and beverages (as a % of Revenue from operations) is used by our management to track the contribution of our food and beverage business segment to the overall business operations
EBITDA	EBITDA provides information regarding the operational efficiency of our business
EBITDA margin (%)	EBITDA margin is an indicator of the operational profitability and financial performance of our business
Restated (loss) for the period/ year	Restated profit/ (loss) for the period/ year provides information regarding the overall profitability or loss of our business
Restated (loss) margin (%)	Restated profit/(loss) margin is an indicator of the overall profitability and financial performance of our business.
Adjusted Net borrowings	Adjusted Net borrowings provides information regarding the leverage and liquidity profile and is used to track the net debt of our Company. For further details see "***Other Financial Information - Reconciliation of Non-GAAP Measures***" on page 382.

KPI	Explanation
Inventory/ Keys	Inventory or Keys refers to the number of rooms in our portfolio at the end of the relevant period/ year
Number of hotels	Number of hotels is the measure of our portfolio size
Average room rate (ARR)	Average room rate is a key measure of the rate (₹/ room revenue/ rooms sold) at which we offer our inventory and is a key parameter for our revenue generation
Average occupancy	Average occupancy for our hotels is a measure of our revenue generation capabilities over a period of time
Revenue per available room (RevPAR)	Revenue per available room is a key measure of the rate (₹/ room revenue/ rooms available) which we generate for our overall inventory.
Total Revenue Per Available Room (TRevPAR)	Total revenue per available room is a key measure of the rate (₹/ total revenue/ rooms available) to evaluate the overall performance and efficiency of the portfolio's revenue generation.
Employee benefit expense (as a % of Total income)	Employee benefit expenses include all employee expenses at the hotel and corporate level. This metric is an indicator of cost efficiencies built-in our business

Details of our KPIs as at/ for the two months ended May 31, 2024 and for the Fiscal Years ended March 31, 2024, March 31, 2023 and March 31, 2022

		Our Company			
		As at and for two months ended May 31	As at and for Fiscal		
KPIs	Unit	2024	2024	2023	2022
Total income(1)	₹ in million	1,697.43	12,265.00	9,032.67	4,159.49
Total income growth (%)(2)	%	N.A.	35.78%	117.16%	N.A.
Revenue from operations	₹ in million	1,608.91	11,714.53	8,600.58	3,801.07
Revenue growth (%)(3)	%	N.A.	36.21%	126.27%	N.A.
Revenue from food & beverages (4)	₹ in million	640.88	4,317.12	3,305.98	1,546.93
Contribution of Revenue from food and beverages (As a % of Revenue from operations)(5)	%	39.83%	36.85%	38.44%	40.70%
EBITDA(6)	₹ in million	617.49	6,000.26	4,236.29	877.19
EBITDA margin (%)(7)	%	36.38%	48.92%	46.90%	21.09%
Restated (loss) for the period/ year(8)	₹ in million	(363.87)	(21.27)	(616.79)	(3,198.29)
Restated (loss) margin(9)	%	(21.44%)	(0.17%)	(6.83%)	(76.89%)
Adjusted Net borrowings(10)	₹ in million	37,002.41	37,753.56	34,034.19	33,066.03
Inventory/ Keys(11)	Number	3,382^	3,382^	3,382^	3,000^
Number of hotels (12)	Number	12^	12^	12^	10^
Average room rate(13)	₹	13,045.14	15,212.77	12,819.85	9261.21
Average occupancy(14)	%	62.04%	63.05%	61.06%	41.10%
RevPAR(15)	₹	8,093.63	9,592.29	7,828.02	3,806.10
TRevPAR(16)	₹	21,253.57	26,218.12	22,664.65	11,098.77
Employee benefit expense (as a % of Total Income) (17)	%	26.31%	19.10%	19.17%	30.83%

Notes:

The Operational metrics forming part of the above table - Average room rate, Average occupancy, Revenue per available room are computed for our owned and managed portfolio and it excludes the hotel formerly known as The Leela Goa, which our Company used to manage until October 2022 and The Leela Mumbai, in relation to which our Company have a franchise arrangement with a third-party hotel owner and operator for Fiscals 2024, 2023 and 2022 and the two months ended May 31, 2024.

^ The number of keys and number of hotels is at the end of each of the respective periods and includes a franchise hotel The Leela Mumbai with 394 keys

1. *Total income means the sum of Revenue from operations and Other income.*
2. *Total income growth (%) is calculated as a percentage of Total income of the relevant period/ year minus Total income of the preceding period/year, divided by Total income of the preceding period/ year.*
3. *Revenue growth (%) is calculated as a percentage of Revenue from operations of the relevant period/ year minus Revenue from operations of the preceding period/ year, divided by Revenue from operations of the preceding period/ year.*

4. *Revenue from food & beverages is calculated as the sum of Revenue from food and soft beverages and wines and liquor. Revenue from food & beverages also includes Revenue from food & beverages from banquet and MICE.*
5. *Contribution of Revenue from food and beverages (As a % of Revenue from operations) is calculated as a percentage of Revenue from food & beverages of the relevant period/ year divided by Revenue from operations for the same period/ year.*
6. *EBITDA = Restated (loss) for the period/ year plus total tax expense/(credit) plus finance costs plus depreciation and amortization expense. For further details, see "**Other Financial Information - Reconciliation of Non-GAAP measures**" on page 382.*
7. *EBITDA margin (%) = EBITDA divided by Total income.*
8. *Restated (loss) for the period/ year = Total income less Total expenses less Total tax expense/(credit) for the period/ year*
9. *Restated (loss) margin for the period/ year (%) = Restated (loss) for the period/ year divided by the Total income for the period/ year*
10. *Adjusted Net borrowings = Non-current borrowings plus Current borrowings minus Cash and cash equivalents, Bank balances other than cash and cash equivalents, Fixed deposit with remaining maturity of more than 12 months and Bank deposits with remaining maturity of less than 12 months from balance sheet date.*
11. *Inventory/ Keys = Number of rooms in our portfolio at the end of the relevant period/ year.*
12. *Number of hotels are the total number of operational hotels at the end of the relevant period/ year.*
13. *Average room rate is calculated as room revenues during a given period/ year, for each hotel divided by total number of room nights sold in that period/ year.*
14. *Average occupancy is calculated as total number of room nights sold during a relevant period/ year divided by the total available room nights during the same period/ year.*
15. *RevPAR is calculated by multiplying the Average Room Rate by the Average occupancy for that period or year.*
16. *TRevPAR is calculated as total revenue from our owned hotels portfolio during a given period/ year divided by the total available room nights in that period/ year. It includes data for The Leela Palace Jaipur for all the 3 fiscal years and the two months ended May 31, 2024.*
17. *Employee benefit expenses includes employee costs pertaining to (a) our Owned Portfolio (b) Schloss Gandhinagar (where employees are under our direct payroll and we bill the hotel owner expenses) and (c) Schloss HMA (our corporate employees).*

II. Comparison of KPIs with listed industry peers

While the listed peers mentioned below operate in the same industry as us, and may have similar offerings, our business may be different in terms of differing business models, different product verticals serviced or focus areas or different geographical presence.

Set forth below is a comparison of our KPIs with our peer group companies listed in India:

For the two months ended May 31, 2024:

	Units	Our Company As at and for the two months ended May 31, 2024	The Indian Hotels Company Limited As at and for the two months ended May 31, 2024	EIH Limited As at and for the two months ended May 31, 2024	Chalet Hotels Limited As at and for the two months ended May 31, 2024	Juniper Hotels Limited As at and for the two months ended May 31, 2024
Total income(1)	₹ in million	1,697.43	N.A.	N.A.	N.A.	N.A.
Total income growth (%)(2)	%	NA	N.A.	N.A.	N.A.	N.A.
Revenue from operations	₹ in million	1,608.91	N.A.	N.A.	N.A.	N.A.
Revenue growth (%)(3)	%	NA	N.A.	N.A.	N.A.	N.A.
Revenue from foods & beverages (4)	₹ in million	640.88	N.A.	N.A.	N.A.	N.A.
Contribution of Revenue from food and beverages (As a % of Revenue from operations)(5)	%	39.83%	N.A.	N.A.	N.A.	N.A.
EBITDA(6)	₹ in million	617.49	N.A.	N.A.	N.A.	N.A.
EBITDA margin (%)(7)	%	36.38%	N.A.	N.A.	N.A.	N.A.
Restated profit/ (loss) for the period/ year(8)	₹ in million	(363.87)	N.A.	N.A.	N.A.	N.A.
Restated profit/ (loss) margin(9)	%	(21.44%)	N.A.	N.A.	N.A.	N.A.
Adjusted Net borrowings(10)	₹ in million	37,002.41	N.A.	N.A.	N.A.	N.A.
Inventory/ Keys(11)	Number	3,382^	N.A.	N.A.	N.A.	N.A.
Number of hotels (12)	Number	12^	N.A.	N.A.	N.A.	N.A.
Average room rate(13)	₹	13,045.14	N.A.	N.A.	N.A.	N.A.
Average occupancy(14)	%	62.04%	N.A.	N.A.	N.A.	N.A.
RevPAR (15)	₹	8,093.63	N.A.	N.A.	N.A.	N.A.
TRevPAR (16)	₹	21,253.57	N.A.	N.A.	N.A.	N.A.
Employee benefit expense (as a % of Total income) (17)	%	26.31%	N.A.	N.A.	N.A.	N.A.

Notes:

The Operational metrics forming part of the above table - Average room rate, Average occupancy, Revenue per available room are computed for our owned and managed portfolio and it excludes the hotel formerly known as The Leela Goa, which our Company used to manage until October 2022 and The Leela Mumbai, in relation to which our Company have a franchise arrangement with a third-party hotel owner and operator for Fiscals 2024, 2023 and 2022 and the two months ended May 31, 2024.

^ *The number of keys and number of hotels is at the end of each of the respective periods and includes a franchise hotel The Leela Mumbai with 394 keys.*

Source: *All the financial for the industry peers mentioned above is on a consolidated basis and is sourced from the annual reports, unaudited financial results and investor presentations as available of the respective company for the relevant period/ year submitted to the Stock Exchanges.*

Notes:

1. *Total income is calculated as the sum of Revenue from operations and Other income*
2. *Total income growth (%) is calculated as a percentage of Total income of the relevant period/ year minus Total income of the preceding period/year, divided by Total income of the preceding period/ year.*
3. *Revenue growth (%) is calculated as a percentage of Revenue from operations of the relevant period/ year minus Revenue from operations of the preceding period/ year, divided by Revenue from operations of the preceding period/ year.*
4. *Revenue from food & beverages for our Company, is calculated as the sum of Revenue from food and soft beverages and wines and liquor. It also includes Revenue from food & beverages from banquet and MICE. Revenue from food & beverages revenue, for peers, means the Revenue from food & beverages including the revenue from sale of liquor and wine for the year as appearing in their unaudited financial results/ audited consolidated financial statements/investor presentations as submitted to the Stock Exchanges. For IHCL, it also includes banqueting income.*
5. *Contribution of Revenue from food and beverages (As a % of Revenue from operations) is calculated as a percentage of food & beverages revenue of the relevant period/ year divided by Revenue from operations for the same period/ year.*
6. *EBITDA for our Company = Restated (loss) for the period/ year plus total tax expense/(credit) plus finance costs plus depreciation and amortization expense. For further details, see "**Other Financial Information - Reconciliation of Non-GAAP measures**" on page 382. EBITDA for peers = Profit (loss) for the period/ year plus finance costs plus total tax expense/(credit) plus depreciation and amortisation expense minus (Exceptional items (gain)/loss plus (gain)/loss share of associates).*
7. *EBITDA margin (%) = EBITDA divided by Total income.*
8. *Restated profit / (loss) for the period/ year = Total income less Total expenses less Total tax expense/(credit) for the period/ year.*
9. *Restated profit/(loss) margin (%) = Restated profit/(loss) for the period/ year divided by the Total income for the period/ year. Profit/(loss) margin (%) for peers = Profit/(loss) for the period/ year divided by the Total income for the period/ year.*
10. *Adjusted Net borrowings = Non-current borrowings plus Current borrowings minus Cash and cash equivalents, Bank balances other than cash and cash equivalents, Fixed deposit with remaining maturity of more than 12 months and Bank deposits with remaining maturity of less than 12 months from balance sheet date.*
11. *Inventory/ Keys = Number of rooms in our portfolio at the end of the relevant period/ year.*
12. *Number of hotels are the total number of operational hotels at the end of the relevant period/ year.*
13. *Average room rate is calculated as room revenues during a given period/ year, for each hotel on a proforma basis divided by total number of room nights sold in that period/ year.*
14. *Average occupancy is calculated as total room nights sold during a relevant period/ year divided by the total available room nights during the same period/ year.*
15. *RevPAR is calculated by multiplying the Average room rate by the Average occupancy for that period or year.*
16. *TRevPAR is calculated as total revenue from our owned hotels portfolio during a given period/ year divided by the total available room nights in that period/ year. It includes data for The Leela Palace Jaipur for the two months ended May 31, 2024.*
17. *Employee benefit expenses includes employee costs pertaining to (a) our Owned Portfolio (b) Schloss Gandhinagar (where employees are under our direct payroll and we bill the hotel owner expenses) and (c) Schloss HMA (our corporate employees).*

For the Fiscals 2024, 2023 and 2022:

		Our Company			**The Indian Hotels Company Limited**			**EIH Limited**			**Chalet Hotels Limited**			**Juniper Hotels Limited**		
		As at and for Fiscal			**As at and for Fiscal**			**As at and for Fiscal**			**As at and for Fiscal**			**As at and for Fiscal**		
	Units	**2024**	**2023**	**2022**	**2024**	**2023**	**2022**	**2024**	**2023**	**2022**	**2024**	**2023**	**2022**	**2024**	**2023**	**2022**
Total income[1]	₹ in million	12,265.00	9,032.67	4,159.49	69,516.70	59,488.10	32,113.80	26,259.74	20,964.07	10,439.48	14,370.38	11,779.54	5,297.39	8,263.06	7,172.88	3,437.55
Total income growth (%)[2]	%	35.78%	117.16%	NA	16.86%	85.24%	84.57%	25.26%	100.82%	90.85%	21.99%	122.36%	72.26%	15.20%	108.66%	78.25%
Revenue from operations	₹ in million	11,714.53	8,600.58	3,801.07	67,687.50	58,099.10	30,562.20	25,112.71	20,188.07	9,852.58	14,172.52	11,284.67	5,078.07	8,176.63	6,668.54	3,086.89

	Units	Our Company As at and for Fiscal 2024	2023	2022	The Indian Hotels Company Limited As at and for Fiscal 2024	2023	2022	EIH Limited As at and for Fiscal 2024	2023	2022	Chalet Hotels Limited As at and for Fiscal 2024	2023	2022	Juniper Hotels Limited As at and for Fiscal 2024	2023	2022
Revenue growth (%)[(3)]	%	36.21%	126.27%	NA	16.50%	90.10%	94.03%	24.39%	104.90%	99.64%	25.59%	122.22%	77.82%	22.61%	116.03%	85.56%
Revenue from food & beverages [(4)]	₹ in million	4,317.12	3,305.98	1,546.93	23,861.20	21,348.20	10,593.50	9,535.21	7,569.28	3,812.98	4,008.13	3,385.9	1,565.44	2,469.73	2,023.61	895.02
Contribution of revenue from food and beverages (As a % of Revenue from operations)[(5)]	%	36.85%	38.44%	40.70%	35.25%	36.74%	34.66%	37.97%	37.49%	38.70%	28.28%	30.00%	30.83%	30.20%	30.35%	28.99%
EBITDA[(6)]	₹ in million	6,000.26	4,236.29	877.19	23,400.50	19,434.60	5,599.10	10,416.17	6,750.01	574.16	6,043.78	5,023.04	1,204.09	3,196.55	3,223.62	1,014.68
EBITDA margin (%)[(7)]	%	48.92%	46.90%	21.09%	33.66%	32.67%	17.44%	39.67%	32.20%	5.50%	42.06%	42.64%	22.73%	38.68%	44.94%	29.52%
Restated profit / (loss) for the period/ year[(8)]	₹ in million	(21.27)	(616.79)	(3,198.29)	13,302.40	10,528.30	(2,649.70)	6,777.05	3,290.97	(950.58)	2,781.81	1,832.90	(814.69)	237.98	(14.97)	(1,880.31)
Restated profit /(loss) margin[(9)]	%	(0.17%)	(6.83%)	(76.89%)	19.14%	17.70%	(8.25%)	25.81%	15.70%	(9.11%)	19.36%	15.56%	(15.38%)	2.88%	(0.21%)	(54.70%)
Adjusted Net borrowings[(10)]	₹ in million	37,753.56	34,034.19	33,066.03	(12,456.10)	(2,470.50)	7,905.00	(6,406.23)	(4,020.86)	730.11	27,628.23	26,331.32	24,071.48	3,991.91	20,245.88	20,960.37
Inventory/ Keys[(11)]	Number	3,382^	3,382^	3,000^	24,136	21,686	20,581	4,269	4,269	4,499	3,052	2,634	2,554	1,895	1,406	1,406
Number of hotels [(12)]	Number	12^	12^	10^	218	188	175	30	30	32	10	9	7	7	4	4
Average room rate[(13)]	₹	15,212.77	12,819.85	9,261.21	15,414.00	13,736.00	9,717.00	N.A.	N.A.	N.A.	10,718.44	9,168.61	4,576.35	10,165.00	9,002.00	6,221.98
Average occupancy[(14)]	%	63.05%	61.06%	41.10%	77.00%	72.00%	52.50%	N.A.	N.A.	N.A.	72.55%	72.04%	51.45%	75.00%	75.74%	53.76%
RevPAR [(15)]	₹	9,592.29	7,828.02	3,806.10	11,821.00	9,851.00	5,103.00	N.A.	N.A.	N.A.	7,776.00	6,605.00	2,355.00	7,645.00	7,479.43	3,344.84
TRevPAR [(16)]	₹	26,218.12	22,664.65	11,098.77	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Employee benefit expense (as a % of Total income) [(17)]	%	19.10%	19.17%	30.83%	25.97%	26.60%	35.82%	18.73%	20.57%	35.80%	13.54%	12.83%	18.87%	17.51%	13.79%	22.00%

Notes:

The Operational metrics forming part of the above table - Average room rate, Average occupancy, Revenue per available room are computed for our owned and managed portfolio and it excludes the hotel formerly known as The Leela Goa, which our Company used to manage until October 2022 and The Leela Mumbai, in relation to which our Company have a franchise arrangement with a third-party hotel owner and operator for Fiscals 2024, 2023 and 2022 and the two months ended May 31, 2024.

^ *The number of keys and number of hotels is at the end of each of the respective periods and includes a franchise hotel The Leela Mumbai with 394 keys*

Source: *All the financial for the industry peers mentioned above is on a consolidated basis and is sourced from the annual reports, unaudited financial results and investor presentations as available of the respective company for the relevant period/ year submitted to the Stock Exchanges.*

Notes:

1. *Total income is calculated as the sum of Revenue from operations and Other income.*
2. *Total income growth (%) is calculated as a percentage of Total income of the relevant period/ year minus Total income of the preceding period/year, divided by Total income of the preceding period/ year.*

3. *Revenue growth (%) is calculated as a percentage of Revenue from operations of the relevant period/ year minus Revenue from operations of the preceding period/ year, divided by Revenue from operations of the preceding period/ year.*
4. *Revenue from food & beverages for our Company, is calculated as the sum of revenue from food and soft beverages and wines and liquor. It also includes revenue from food & beverage from banquet and MICE. Revenue from food & beverages, for peers, means the Revenue from food & beverages including the revenue from sale of liquor and wine for the year as appearing in their unaudited financial results/ audited consolidated financial statements/investor presentations as submitted to the Stock Exchanges. For IHCL, it also includes banqueting income.*
5. *Contribution of revenue from food and beverages (As a % of Revenue from operations) is calculated as a percentage of Revenue from food & beverages of the relevant period/ year divided by Revenue from operations for the same period/ year.*
6. *EBITDA for our Company = Restated (loss) for the period/ year plus Total tax expense/(credit) plus Finance costs plus Depreciation and amortization expense. For further details, see "***Other Financial Information - Reconciliation of Non-GAAP measures***" on page 382. EBITDA for peers = Profit (loss) for the period/ year plus Finance costs plus Total tax expense/(credit) plus Depreciation and amortisation expense minus (Exceptional items (gain)/loss plus (gain)/loss share of associates).*
7. *EBITDA margin (%) = EBITDA divided by Total income.*
8. *Restated profit / (loss) for the period/ year = Total income less total expenses less Total tax expense/(credit) for the period/ year.*
9. *Restated profit/(loss) margin (%) = Restated profit/(loss) for the period/ year divided by the total income for the period/ year. Profit/(loss) margin (%) for peers = Profit/(loss) for the period/ year divided by the total income for the period/ year.*
10. *Adjusted Net borrowings = Non-current borrowings plus current borrowings minus cash and cash equivalents, Bank balances other than cash and cash equivalents, Fixed deposit with remaining maturity of more than 12 months and Bank deposits with remaining maturity of less than 12 months from balance sheet date. For peers, Adjusted Net borrowings is calculated as Non-current borrowings plus current borrowings minus cash and cash equivalents, Bank balances other than cash and cash equivalents, Term deposits maturing after 12 months from BS date and Term Deposits with remaining maturity of less than 12 months*
11. *Inventory/ Keys = Number of rooms in our portfolio at the end of the relevant period/ year.*
12. *Number of hotels are the total number of operational hotels at the end of the relevant period/ year. For EIH Limited it includes number of cruise and motor vessel, if any.*
13. *Average room rate is calculated as room revenues during a given period/ year, for each hotel divided by total number of room nights sold in that period/ year. Average room rate for peers is Average room rate / ARR as appearing in their investor presentations/ Annual reports and filings as submitted to the Stock Exchanges. For EIH, the average room rate is not calculable as annual data has not been published. For IHCL, Average Room Rate is on Standalone basis.*
14. *Average occupancy is calculated as total room nights sold during a relevant period/ year divided by the total available room nights during the same period/ year. Average occupancy for peers is taken as average occupancy or occupancy as appearing in their respective investor presentations/ Annual reports and filings as submitted to the Stock Exchanges. For EIH, average occupancy is not calculable as data is not published. For IHCL, Average occupancy is on Standalone basis.*
15. *RevPAR for our Company is calculated by multiplying the average room rate by the average occupancy for that period or year. RevPAR for peers is taken as RevPAR as appearing in their respective investor presentations or Annual Report as submitted to the Stock Exchanges. For IHCL, RevPAR is on Standalone basis.*
16. *TRevPAR is calculated as total revenue from our owned hotels portfolio during a given period/ year divided by the total available room nights in that period/ year. It includes data for The Leela Palace Jaipur for all the 3 fiscal years. For peers, TRevPAR is not calculable as requisite data has not been published.*
17. *Employee benefit expenses for our Company includes employee costs pertaining to (a) our Owned Portfolio (b) Schloss Gandhinagar (where employees are under our direct payroll and we bill the hotel owner expenses) and (c) Schloss HMA (our corporate employees).*

III. Comparison of KPIs based on additions or dispositions to our business

The impact of all material acquisitions or dispositions of assets or business undertaken by our Company during the periods covered by the KPIs, *i.e.*, the two month period ended May 31, 2024 and Fiscals 2024, 2023 and 2022, is reflected in the KPIs disclosed in this Draft Red Herring Prospectus. For further details, see "***History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years***" on page 248.

IV. Weighted average cost of acquisition, Floor Price and Cap Price

(a) Price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")

The details of the Equity Shares and CCPS issued during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company excluding issuance of Equity Shares pursuant to a bonus issue (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days is as follows:

Date of allotment	Name of allottees	No. of CCPS of face value of ₹ 100 each allotted*	Maximum Number of Equity Shares of ₹ 10 each that would arise on account of Conversion of CCPS*	% of the fully diluted paid-up share capital (prior to allotment)	Issue Price per CCPS allotted (₹)	Total consideration (₹ in million)	Price per Equity Share of ₹ 10 each**
July 23, 2024	BSREP III Joy Two Holdings (DIFC) Limited	69,831,845	83,580,903	47.49	100	6,983.18	83.55
	Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd	17,613,290	21,081,137	11.98	100	1,761.33	83.55
	Project Ballet Udaipur Holdings (DIFC) Pvt Ltd	41,398,623	49,549,518	28.16	100	4,139.86	83.55
July 24, 2024	BSREP III Tadoba Holdings (DIFC) Pvt Ltd	151,321,404	181,114,786	102.91	100	15,132.14	83.55
	Project Ballet Chennai Holdings (DIFC) Pvt Ltd	101,108,569	121,015,642	68.76	100	10,110.86	83.55
	Project Ballet HMA Holdings (DIFC) Pvt Ltd	121,533,307	145,461,767	82.66	100	12,153.33	83.55
September 19, 2024	BSREP III Tadoba Holdings (DIFC) Pvt. Ltd	119,295,990	142,783,949	81.13	100	11,929.60	83.55
Weighted average cost of acquisition ("WACA") for primary issuance (₹ per Equity of ₹ 10 each)							83.55

62,21,03,028 CCPS shall be converted into a maximum of 744,587,702 Equity Shares, prior to filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations. Such maximum number of Equity Shares to be issued pursuant to conversion of CCPS has been determined has been determined on the basis of the minimum value of Equity Shares at which the conversion shall take place in accordance with the FEMA. The final number of Equity Shares that such CCPS will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of the CCPS.

***Computed assuming conversion of CCPS into a maximum of 920,573,022 Equity Shares.*

(b) Price per share of the Company (as adjusted for corporate actions, including bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving the Promoters, members of the Promoter Group and/or any Shareholders with rights to nominate directors during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")

NIL

(c) Weighted average cost of acquisition, floor price and cap price

The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition based on Primary Issuances and Secondary Transactions as disclosed below:

Past transactions	Weighted average cost of acquisition per Equity Share (₹)#	Floor Price ₹[●]*	Cap Price ₹[●]*
Weighted average cost of acquisition of Primary Issuances	83.55	[●]	[●]
Weighted average cost of acquisition of Secondary Transactions	NA	NA	NA

* *To be updated at the Prospectus stage.*
\# *As certified by V. Singhi & Associates, Chartered Accountants (FRN No. 311017E) by their certificate dated September 20, 2024.*

(d) Detailed explanation for Issue Price/ Cap Price being [●] times of weighted average cost of acquisition of primary issuances /secondary transactions of Equity Shares (as disclosed above) along with our Company's KPIs and financial ratios for Fiscal 2023, 2022 and 2021

[●]*

* *To be included on finalisation of Price Band.*

(e) Explanation for the Issue Price/ Cap Price, being [●] times of weighted average cost of acquisition of primary issuances/secondary transactions of Equity Shares (as disclosed above) in view of the external factors which may have influenced the pricing of the Issue.

[●]*

**To be included on finalisation of Price Band.*

Justification of the Cap Price
[●]*

**To be included on finalisation of Price Band.*

(f) The Offer Price is [●] times of the face value of the Equity Shares

The Offer Price of ₹ [●] has been determined by our Company, in consultation with the BRLMs, on the basis of market demand from Bidders for Equity Shares, as determined through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with "***Risk Factors***", "***Our Business***" and "***Restated Consolidated Financial Information***" on pages 31, 192 and 295, respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in "***Risk Factors***" on page 31 and you may lose all or part of your investments.

STATEMENT OF POSSIBLE TAX BENEFITS

The Board of Directors

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

The Leela Palace
Diplomatic Enclave, Africa Avenue
Netaji Nagar, South Delhi
New Delhi 110 023
Delhi, India

Date: 18 September 2024

Subject: Statement of possible special tax benefits ("the Statement") available to Schloss Bangalore Limited (formerly known as "Schloss Bangalore Private Limited") ("the Company"), its shareholders and its material subsidiaries prepared in accordance with the requirement under Schedule VI – Part A - Clause (9) (L) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations")

This report is issued in accordance with the Engagement Letter dated 03 September 2024 and subsequent addendum dated 03 September 2024.

We hereby report that the enclosed Annexure II prepared by the Company, initialed by us for identification purpose, states the possible special tax benefits available to the Company, its shareholders and its material subsidiaries, which is defined in Annexure I, under direct and indirect taxes (together "**the Tax Laws**"), presently in force in India as on the signing date, which are defined in Annexure I. These possible special tax benefits are dependent on the Company, its shareholders and its material subsidiaries, fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company, its shareholders and its material subsidiaries to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company and its material subsidiaries may face in the future and accordingly, the Company, its shareholders and its material subsidiaries may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure II cover the possible special tax benefits available to the Company, its shareholders and its material subsidiaries and do not cover any general tax benefits available to the Company, its shareholders and its material subsidiaries. Further, the preparation of the enclosed Annexure II and its contents is the responsibility of the Management of the Company. We were informed that the Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares of the Company (the "**Proposed Offer**") particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the possible special tax benefits, which an investor can avail. Neither we are suggesting nor advising the investors to invest money based on the Statement.

We conducted our examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)" (the "**Guidance Note**") issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial information, and Other Assurance and Related Services Engagements.

We do not express any opinion or provide any assurance as to whether:

i. the Company, its shareholders and its material subsidiaries will continue to obtain these possible special tax benefits in future; or

ii. the conditions prescribed for availing the possible special tax benefits where applicable, have been/would be met with.

The contents of the enclosed Annexures are based on the information, explanation and representations obtained from the Company and its material subsidiaries, and on the basis of our understanding of the business activities and operations of the Company and its material subsidiaries.

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of the Tax Laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to the Company and any other person in respect of this Statement, except as per applicable law.

We hereby give consent to include this Report in the Draft Red Herring Prospectus ("DRHP") and in any other material used in connection with the Proposed Offer, and it is not to be used, referred to or distributed for any other purpose without our prior written consent.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Tarun Kinger
Partner
Membership No.: 105003
UDIN: 24105003BKFBPC4361

Place: Mumbai
Date: 18 September 2024

ANNEXURE I

LIST OF DIRECT AND INDIRECT TAX LAWS ('TAX LAWS')

Sr. No.	Details of tax laws
1.	Income-tax Act, 1961 and Income-tax Rules, 1962
2.	Central Goods and Services Tax Act, 2017
3.	Integrated Goods and Services Tax Act, 2017
4.	State Goods and Services Tax Act, 2017
5.	Customs Act, 1962, Customs Tariff Act, 1975 read with rules, circulars, and notifications each as amended
6.	Foreign Trade Policy 2023 read with Handbook of Procedures 2023
7.	Applicable State Value Added Tax
8.	Central Sales Tax Act
9.	Rajasthan Investment Promotion Scheme 2014 ('RIPS') there under and as amended from time to time by Rajasthan State Government

LIST OF MATERIAL SUBSIDIARIES CONSIDERED AS PART OF THE STATEMENT (Note 1)

1. Schloss Chanakya Private Limited

2. Schloss Chennai Private Limited

3. Tulsi Palace Resort Private Limited

Note 1: Material subsidiaries identified in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, includes a subsidiary whose income or net worth in the immediately preceding year (i.e. 31 March 2024) exceeds 10% of the consolidated income or consolidated net worth respectively, of the holding company and its subsidiaries in the immediate preceding year.

ANNEXURE II

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO SCHLOSS BANGALORE LIMITED (FORMERLY KNOWN AS "SCHLOSS BANGALORE PRIVATE LIMITED") ("THE COMPANY") AND ITS SHAREHOLDERS AND ITS MATERIAL SUBSIDIARIES UNDER THE APPLICABLE DIRECT AND INDIRECT TAXES ("TAX LAWS")

Outlined below are the Possible Special Tax Benefits available to the Company, its shareholders and its material subsidiaries under the Tax Laws. These Possible Special Tax Benefits are dependent on the Company, its shareholders and its material subsidiaries fulfilling the conditions prescribed under the Tax Laws. Hence, the ability of the Company, its shareholders and its material subsidiaries to derive the Possible Special Tax Benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfill. This information is in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership, and disposal of equity shares of the Company under the Tax Laws.

UNDER THE TAX LAWS

A. ***Special tax benefits available to the Company***

<u>Direct Tax Laws</u>

<u>Lower corporate tax rate under section 115BAA of the Income-tax Act, 1961 ('the Act')</u>

A new Section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019 (the"Amendment Act, 2019") w.e.f. Financial Year ('FY') 2019-20 granting an option to domestic companies to compute corporate tax at a reduced rate of 25.17% (22% plus surcharge of 10% and cess of 4%), provided such companies do not avail specified exemptions/ incentives.

The option under Section 115BAA of the Act once exercised cannot be subsequently withdrawn for the same or any future financial year.

The Amendment Act, 2019 further provides that domestic companies availing such option will not be required to pay Minimum Alternate Tax ('MAT') under Section 115JB of the Act.

The provisions do not specify any limitation/ conditions on account of turnover, nature of business or date of incorporation for opting for the concessional tax rate. Accordingly, all existing as well as new domestic companies are eligible to avail this concessional rate of tax.

In case the Company opts for concessional tax rate under Section 115BAA of the Act, it shall not be eligible to claim and carry forward the MAT credit available and it shall not be allowed to claim set-off of any brought forward loss arising to it on account of additional depreciation and other specified incentives.

The Company has not yet opted to pay concessional tax rate under Section 115BAA of the Act for Assessment Year ('AY') 2024-25.

<u>Buy-back taxation aspect w.e.f. 01 October 2024</u>

With effect from 1st October 2024, it is proposed that any buyback undertaken by the Company would be not taxable in the hands of the Company, but instead the gross buyback proceeds shall be taxable in the hands of the shareholders as deemed dividend at applicable tax rates. For resident shareholders, the Company shall withhold tax at the rate of 10% under section 194 of the Act. For non-resident shareholders, the Company shall withhold tax at the rate of 20% under Section 195 of the Act. It needs to be analysed whether the beneficial dividend tax rate under the Double Taxation Avoidance Agreement ("DTAA") can be availed.

<u>Deduction under section 35AD of the Act</u>

As per the provisions of Section 35AD of the Act, a company engaged in specified business (building and operating, anywhere in India, a hotel of two star or above category as classified by the Central Government) is entitled to a deduction of 100% of the capital expenditure incurred for the purpose of said business carried on by it during the previous year in which such expenditure is incurred by him, subject to fulfilment of prescribed conditions.

In this regard, the benefit under section 35AD shall be available for specified business, in the present case building and operating a new hotel of two-star category or above provided it commences operations on or after the 1st day of April 2010.

The Company has not yet opted to pay concessional tax rate under Section 115BAA of the Act for AY 2024-25. Hence, the Company may be eligible to claim deduction under Section 35AD of the Act provided satisfaction of the aforesaid conditions. In case the Company opts for concessional tax rate under Section 115BAA of the Act, it shall not be eligible to claim deduction under Section 35AD of the Act.

Deduction in respect of inter-corporate dividends – Section 80M of the Income-tax Act, 1961

As per the provisions of section 80M of the Act, a resident corporate shareholder can claim a deduction of an amount equal to dividends received from another domestic company or a foreign company or a business trust. Such deduction shall be claimed from gross total income of the resident corporate shareholder and shall not exceed the amount of dividend distributed by it on or before the due date. The "due date" means the date one month prior to the date for furnishing the return of income under sub-section (1) of section 139 of the Act. The deduction under Section 80M is available even if domestic company opts for concessional tax rate under Section 115BAA of the Act.

Section 35D – Amortisation of preliminary expenditure

As per the provisions of Section 35D of the Act, subject to conditions the Company may be entitled to amortize preliminary expenditure, being specific expenditure incurred in connection with the issue for public subscription or being other expenditure as prescribed under this Section. This is subject to the specified limit under the Act i.e.,maximum 5% of the cost of the project or 5% of the capital employed in the business of the company. The deduction is allowable for an amount equal to one-fifth of such expenditure for each of five successive previous years beginning with the previous year in which the business commences or as the case may be, the previous year in which the extension of the undertaking is completed, or the new unit commences production or operation.

Indirect Tax Laws

There are no special tax benefits available to the Company under Goods and Services Tax law, State Value Added Tax/ Central Sales Tax law.

Benefits under the Foreign Trade Policy 2023

The Company is availing the benefit of exemption from payment of Customs duty on import of capital goods under the Export Promotion Capital Goods ('EPCG') scheme as per Chapter 5 of Foreign Trade Policy read with relevant notification under the Customs Act). The said benefit is subject to an export obligation equal to six times of duty saved, to be fulfilled within six years from the date of issue of EPCG authorization.

B. ***Special tax benefits available to Shareholders***

Direct Tax Laws

Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in the case of a domestic corporate shareholder, benefit of deduction under Section 80M of the Act would be available on fulfilling the conditions. In case of the shareholders who are individuals, Hindu Undivided Family, Association of Persons, Body of Individuals, whether incorporated or not and every artificial juridical person, the surcharge would be restricted to 15%, irrespective of the amount of dividend. Further, the shareholders would be entitled to take credit of the Tax Deducted at Source, if any, by the Company against the taxes payable by them.

As per Section 112A of the Act, long-term capital gains arising from transfer of an equity share (on or after 23 July 2024) shall be taxed at the rate of 12.50% (plus applicable surcharge and cess) (without indexation and foreign exchange fluctuation benefit) of such capital gains subject to fulfilment of prescribed conditions under the Act. Income-tax on long term capital gains is levied where such capital gains exceed Rs.1,25,000 in a Assessment Year.

As per Section 111A of the Act, short term capital gains arising from transfer of a listed equity share, (on or after 23 July 2024) shall be taxed at the rate of 20% (plus applicable surcharge and cess) subject to fulfilment of prescribed conditions under the Act.

The gross proceeds from buy-back of equity share shall be taxable in the hands of shareholder as dividend income. The sale proceeds for computation of capital gain on buy-back of shares shall be Nil.

As per Section 90(2) of the Act, non-resident shareholders will be eligible to take the beneficial provisions under the respective DTAA, if any applicable to such non-residents. This is subject to fulfilment of conditions prescribed to avail treaty benefits. Further, any income by way of capital gains or dividend accruing to non-residents may be subject to withholding tax per the provisions of the Act or under the relevant DTAA, whichever is beneficial to such non-resident. However, where such non-resident has obtained a lower withholding tax certificate from the tax authorities, the withholding tax rate would be as per the said certificate. The non-resident shareholders can also avail credit of any taxes paid by them, subject to local laws of the country in which such shareholder is resident.

As per Section 115BAC of the Act, subject to conditions an option to opt for simplified/new tax regime is available to individuals and Hindu Undivided Family, Association of Persons, Body of Individuals, whether incorporated or not and every artificial juridical person is available. Certain additional benefits have been provided which are listed as under:

- Basic exemption limit has increased from INR 250,000 to INR 3,00,000;
- Highest applicable surcharge on income above has been reduced from 37% to 25%;
- Income threshold for the tax rebate available for resident individuals has been increased from INR 5,00,000 to INR 7,00,000;

It may be noted that the shareholders have the discretion to exercise the simplified tax regime.

Except the above, there are no other possible special tax benefits available to the Shareholders of the Company for investing in the shares of the Company.

Indirect Tax Laws

As per the Goods and Services Tax law, shares are neither considered as goods nor services and therefore sale of shares are not liable to payment of GST. Similarly, income derived from shares (e.g., dividend) is not liable to payment of GST under GST law.

C. ***Special tax benefits available to Material Subsidiaries***

Direct Tax Laws

Lower corporate tax rate under section 115BAA of the Income-tax Act, 1961

A new Section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019 (the“Amendment Act, 2019”) w.e.f. Financial Year (‘FY’) 2019-20 granting an option to domestic companies to compute corporate tax at a reduced rate of 25.17% (22% plus surcharge of 10% and cess of 4%), provided such companies do not avail specified exemptions/ incentives.

The option under Section 115BAA of the Act once exercised cannot be subsequently withdrawn for the same or any future financial year.

The Amendment Act, 2019 further provides that domestic companies availing such option will not be required to pay Minimum Alternate Tax (‘MAT’) under Section 115JB of the Act.

The provisions do not specify any limitation/ conditions on account of turnover, nature of business or date of incorporation for opting for the concessional tax rate. Accordingly, all existing as well as new domestic companies are eligible to avail this concessional rate of tax.

In case the material subsidiaries opts for concessional tax rate under Section 115BAA of the Act, it shall not be eligible to claim and carry forward the MAT credit available and it shall not be allowed to claim set-off of any brought forward loss arising to it on account of additional depreciation and other specified incentives.

The material subsidiaries (except Tulsi Palace Resort Private Limited) has not yet opted to pay concessional tax rate under Section 115BAA of the Act for AY 2024-25.

Buy-back taxation aspect w.e.f. 01 October 2024

With effect from 1st October 2024, it is proposed that any buyback undertaken by the Company would be not taxable in the hands of the Company, but instead the gross buyback proceeds shall be taxable in the hands of the shareholders as deemed dividend at applicable tax rates. For resident shareholders, the company shall withhold tax at the rate of 10% under section 194 of the Act. For non-resident shareholders, the Company shall withhold tax at the rate of 20% under Section 195 of the Act. It needs to be analysed whether the beneficial dividend tax rate under the DTAA can be availed.

Deduction under section 35AD of the Act

As per the provisions of Section 35AD of the Act, a company engaged in specified business (building and operating, anywhere in India, a hotel of two star or above category as classified by the Central Government) is entitled to a deduction of 100% of the capital expenditure incurred for the purpose of said business carried on by it during the previous year in which such expenditure is incurred by him, subject to fulfilment of prescribed conditions.

In this regard, the benefit under section 35AD shall be available for specified business, in the present case building and operating a new hotel of two-star category or above provided it commences operations on or after the 1st day of April 2010.

The material subsidiaries (except Tulsi Palace Resort Private Limited) have not yet opted to pay concessional tax rate under Section 115BAA of the Act for AY 2024-25. Hence, material subsidiaries (except Tulsi Palace Resort Private Limited) may be eligible to claim deduction under Section 35AD of the Act provided satisfaction of the aforesaid conditions. In case the material subsidiaries opts for concessional tax rate under Section 115BAA of the Act, it shall not be eligible to claim deduction under Section 35AD of the Act.

Deduction in respect of inter-corporate dividends – Section 80M of the Act

As per the provisions of section 80M of the Act, a resident corporate shareholder can claim a deduction of an amount equal to dividends received from another domestic company or a foreign company or a business trust. Such deduction shall be claimed from gross total income of the resident corporate shareholder and shall not exceed the amount of dividend distributed by it on or before the due date. The "due date" means the date one month prior to the date for furnishing the return of income under sub-section (1) of section 139 of the Act. The deduction under Section 80M is available even if domestic company opts for concessional tax rate under Section 115BAA of the Act.

Section 35D – Amortisation of preliminary expenditure

As per the provisions of Section 35D of the Act, subject to conditions the Material Subsidiaires may be entitled to amortize preliminary expenditure, being specific expenditure incurred in connection with the issue for public subscription or being other expenditure as prescribed under this Section. This is subject to the specified limit under the Act i.e.,maximum 5% of the cost of the project or 5% of the capital employed in the business of the company. The deduction is allowable for an amount equal to one-fifth of such expenditure for each of five successive previous years beginning with the previous year in which the business commences or as the case may be, the previous year in which the extension of the undertaking is completed, or the new unit commences production or operation.

Indirect Tax Laws

There are no special tax benefits available to the material subsidiaries under Goods and Services Tax law, State Value Added Tax/ Central Sales Tax law.

Benefits under the Foreign Trade Policy 2023

The material subsidiaries (Schloss Chanakya Private Limited, Schloss Chennai Private Limited and Tulsi Palace Resort Private Limited) are availing the benefit of exemption from payment of Customs duty on import of capital goods under the Export Promotion Capital Goods (‘EPCG’) scheme as per Chapter 5 of Foreign Trade Policy read with relevant notification under the Customs Act). The said benefit is subject to an export obligation equal to six times of duty saved, to be fulfilled within 6 years from the date of issue of EPCG authorization.

Benefits under Rajasthan Investment Promotion Scheme (RIPS)

One of the material subsidiary viz., Tulsi Palace Resort Private Limited has availed the benefit of Rajasthan Investment Promotion Scheme issued by the Government of Rajasthan, in terms of which the material subsidiary is entitled to receive investment subsidy in the form of 50% of SGST paid, on a quarterly basis based on the fixed capital investment. Further, Tulsi Palace Resort Private Limited is also entitled to receive employment generation subsidy up to 20% of SGST paid.

NOTES:

1. The above is as per the current Tax Laws.

2. The above Statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of equity shares of the Company.

3. This Statement does not discuss any tax consequences in any country outside India of an investment in the equity shares of the Company. The shareholders / investors in any country outside India are advised to consult their own professional advisors regarding possible income tax consequences that apply to them under the laws of such jurisdiction.

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

Anuraag Bhatnagar
Director
Place: Mumbai
Date: 18 September 2024

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*Unless otherwise specified, the information in this section is derived from the industry report titled "India Hospitality Report" dated September, 2024 (the "**HVS Report**") which has been commissioned and paid for by our Company for an agreed fee and prepared only for the purposes of confirming our understanding of the industry exclusively in connection with the Offer. The HVS Report will be available on the website of our Company at www.theleela.com/investors and has also been included in "**Material Contracts and Documents for Inspection – Material Documents**" on page 534. We engaged HVS ANAROCK Hotel Advisory Services Private Limited ("**HVS**"), in connection with the preparation of the HVS Report on May 29, 2024. HVS is an independent agency and not a related party of our Company, our Subsidiaries, Directors, Promoters, Key Managerial Personnel, Senior Management or the Book Running Lead Managers. The data included in this section includes excerpts from the HVS Report and may have been re-ordered by us for the purposes of presentation.*

*Unless otherwise indicated, all financial, operational, industry and other related information derived from the HVS Report and included herein, all references to a "year" in this Draft Red Herring Prospectus are to a calendar year. For further details and risks in relation to commissioned reports, see "**Risk Factors – This Draft Red Herring Prospectus contains information from third-party industry sources, including the HVS Report, which has been exclusively commissioned and paid for by our Company solely for the purposes of the Offer. Such information is based on certain assumptions and prospective investors are advised not to place undue reliance on such information.**" on page 64. Unless otherwise specified, any data of The Leela Hotels has been provided by the Company.*

Overview

The Indian Economy is Well Poised to Drive Hospitality Growth: India is one of the fastest growing major economies in the world, with GDP projected to double to $7.1 trillion in 2030 from $3.6 trillion in 2023 *(Source: International Monetary Fund (IMF))*. India's rapid economic growth is expected to create an exponential rise in the number of high and upper-middle income households to 200 million by 2030, approximately three times that of 69 million in 2018 *(Source: World Economic Forum)*. The hospitality industry growth is correlated with the GDP growth as we have seen in other geographies. We expect the Indian hospitality industry to benefit from India's economic growth and deliver strong growth in coming years. The US and Europe had similar GDP levels to India's current GDP in the 1980s which was followed by a doubling of the GDP of these regions within a decade. Scaled hospitality brands such as Marriott and Accor increased their hotel count by nearly 7 and 4 times by number of properties respectively during this period. The Indian hospitality players are well placed to witness accelerated growth with the doubling of India's GDP expected over 2023 to 2030.

The Indian Hospitality Industry is Underpenetrated and has Robust Growth Potential: In 2023, the travel and tourism industry in India contributed 6.5% to the overall GDP, well below the global average of 9.1% *(Source: WTTC Economic Impact Research (EIR) 2024)* – highlighting the significant room for growth in the Indian hospitality industry. India has an inventory of approximately 3.4 million hotel keys as of March 31, 2024, of which the organized sector represents only ~11% or approximately 375,000 keys. The organized hotel stock is further segmented into branded and independent hotels, of which branded hotels constitute approximately 45% of the keys, i.e., approximately 170,000 keys. The luxury hotel keys constitute only 17% of the branded hotel stock i.e., approximately 29,000 keys. India's per million capita of 23 luxury keys is highly underpenetrated compared to major countries in Asia-Pacific ("APAC") such as Australia (973 luxury keys), Thailand (690 luxury keys) and China (177 luxury keys).

The Indian Luxury Hospitality Segment has Favorable Demand Supply Dynamics: The demand-supply gap in luxury hospitality segment drove differential RevPAR growth as compared to hospitality industry. In Financial Year 2024, the RevPAR for the luxury hospitality segment was ₹10,122, over 2 times that of the hospitality industry, which stood at ₹4,739. The demand-supply outlook for luxury hospitality segment continues to be favorable in India, with total demand for luxury rooms estimated to grow at a CAGR of 10.6% over Financial Year 2024 to Financial Year 2028 against supply growth of only 5.9% over the same period. Supply in the luxury hospitality segment remains limited given high barriers to entry. Against this favorable demand-supply dynamic, by Financial Year 2028, India luxury hospitality segment RevPARs is expected to become nearly 1.5 times that of Financial Year 2024.

Institutional Ownership can be a Key Catalyst for Growth for Hospitality Brands: Institutional ownership is a key catalyst for growth of hospitality brands, as witnessed in The Four Seasons Hotels and Resorts' global growth. During 1970 – 2006, while the brand grew steadily, openings of new hotels averaged 1.5 hotels a year.

Post acquisition by investment firms Cascade Investments and Kingdom holding Company in 2006, the brand expanded its portfolio by 75 hotels – averaging 4.3 hotels per year during 2007 – Q1 2024. The post-acquisition period underscored the benefit of institutional investment in implementing robust growth strategies to scale rapidly, while maintaining luxury positioning.

Multiple Demand Drivers for Indian Hospitality: The Indian hospitality industry is poised to benefit from structural tailwinds such as:

- Growth in domestic tourist visits ("DTV") at a CAGR of 13.4% from 2.5 billion in 2024 to 5.2 billion in 2030;
- Growth in foreign tourist arrivals ("FTAs") at a CAGR of 7.1% from 9.9 million in 2024 to 14.9 million in 2030;
- Indian Government is estimated to spend $1.7 trillion on infrastructure between Financial Year 2024-2030 *(Source: IBEF)*;
- Significant under-penetration of hotel keys relative to major economies. In 2023, India had 263 organized hotel keys per million population compared to the global average of 7,877;
- Growing corporate travel, India is the largest market for Global Compatibility Centers ("GCCs") in the world with more than 1,700 GCCs in Financial Year 2024 *(Source: NASSCOM)*;
- Evolving consumer spending pattern in favor of luxury experiences and segments such as heritage, wildlife, spiritual and wellness travel are seeing an uptick in demand;
- Growth in MICE visitation, growth in ancillary areas of hospitality including branded residences, serviced apartments and member clubs and growth in outbound travel are expected to drive future growth.

The Indian Hospitality Industry is Well-Placed to Deliver Strong Performance: India presents substantial potential to grow average room rates (ARR) compared to its global peers due to several tailwinds including increasing affluence, growing disposable incomes, young population, increasing inclination to spend on travel and experiences and rising urbanization driving rapid expansion in luxury consumption. There remains significant headroom for ARR growth given luxury ARR in Indian cities such as Bengaluru (US$156) and New Delhi (US$195) is lower than ARRs for the luxury hospitality segment in cities such as London (US$746), Dubai (US$727), Bali (US$624), Singapore (US$445), Bangkok (US$346) and Hong Kong (US$345). *(Source: CoStar - Industry data – Financial Year 24 ARR for Indian cities; HVS ANAROCK Research – 2023 ARR for global cities).*

Key Indian Markets Poised for Strong Demand Growth: The Leela is currently present in six of the top seven business markets in India – New Delhi, Mumbai, Bengaluru, Chennai, Gurugram and Ahmedabad. The opening of The Leela Palace Hyderabad will further The Leela's presence in all top seven Indian business markets. India's dominance as a preferred destination for GCCs, robust growth in office leasing activity and multiple government initiatives and policy reforms to augment economic growth and commercial activity have been key drivers for continued growth in business markets. The Leela is also present in three of the top five leisure markets in India – Udaipur, Jaipur and Kerala. Growing affluence, increasing population of high-net-worth individuals and ultra-high-net-worth individuals and growth in FTAs have been key drivers for the segment. These key markets have significant room for RevPAR growth on the back of strong demand supply fundaments.

<u>Overview of the Indian Economy</u>

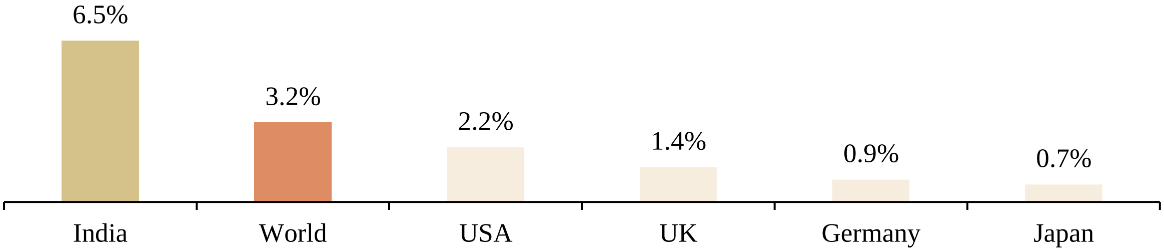
India has emerged as one of the fastest growing economies over the last decade *(Source: Press Information Bureau)*. Increasing affluence, growing disposable incomes, young population and rising urbanization have been key drivers of rapid expansion in luxury consumption, with consumers increasingly seeking high-end products and experiences. India's ambitious infrastructure development plans are set to further accelerate the country's growth trajectory. Through its significant infrastructure spending, the government aims to strengthen critical sectors of the economy such as transportation, urban development, and energy.

India is One of the Fastest Growing Economies in the World

In 2022, India became the world's fifth largest economy in GDP terms, overtaking the United Kingdom and is larger than France, Brazil and Australia. India is expected to continue to be one of the fastest growing large economies led by: (i) favorable demographics; (ii) India's booming middle class and higher incomes; (iii) favorable government policies; (iv) increasing digitization across segments; and (v) a tactical move towards higher transparency and accountability across institutions. According to IMF, India is expected to become the world's third largest economy by 2027 terms of GDP.

India is the Fastest Growing Major Economy in the World

(Real GDP – 2023 - 2029E Average Annual Growth Rate)

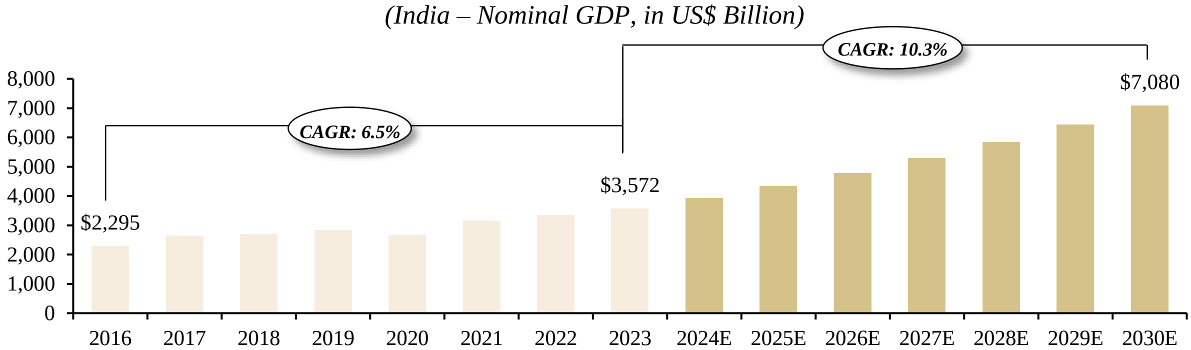


Source: IMF World Economic Outlook, April 2024
Note: On real basis and local currency.

According to the IMF's World Economic Outlook April 2024, India's GDP is expected to grow on a real basis by 6.8% in 2024 and 6.5% in 2025. In 2023, India contributed 16% to the global growth in 2023 *(Source: World Economic Forum)*. As per IMF, the Indian GDP is expected to expand from US$3.6 trillion in 2022–23 to nearly US$5.3 trillion in 2026–27 and to US$7.1 trillion by the end of the current decade.

India is Projected to Nearly Double its GDP by 2030

(India – Nominal GDP, in US$ Billion)

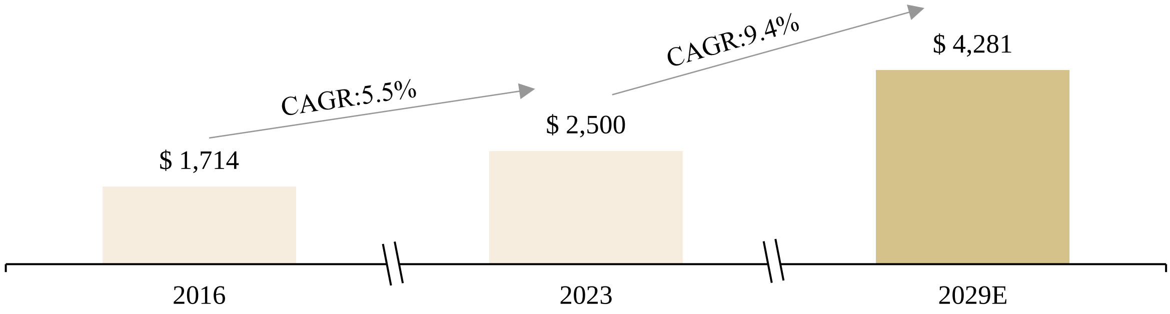


Source: IMF World Economic Outlook, April 2024, HVS ANAROCK Research (Estimates for 2030)
Note: IMF's CAGR for 2024-2029 was carried forward for 2030 estimates.

India's GDP per capita has grown from 2016 to 2023 at a CAGR of nearly 5.5% to US$2,500. India is expected to continue registering strong GDP per capita growth, reaching US$4,281 by 2029, representing a 9.4% CAGR over 2023 to 2029.

Strong GDP Per Capita Growth at 9.4% CAGR till 2029E

(India GDP Per Capita, in US$)



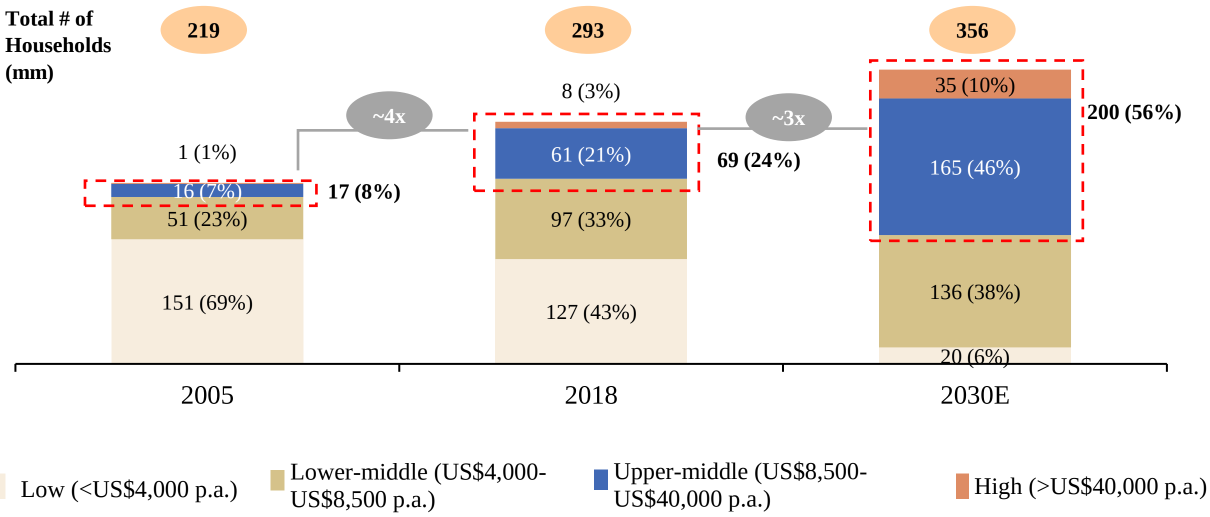
Source: IMF World Economic Outlook, April 2024

Growing Household Incomes with Rising Disposable Incomes and Increasing Urbanization

India's high-income and upper middle-income categories comprise 24% of total households in 2018 and are expected to grow to 56% by 2030. Rising disposable income is expected to spur spending towards luxury goods & experiences, on the back of increasing global exposure & awareness, growing aspirations and desire for upgraded experiences. *(Source: Rajesh Shukla (2022), "The Rise of India's Middle Class: Results from PRICE's ICE 360 Surveys", People Research on India's Consumer Economy (PRICE))*

High and Upper Middle-Income Households expected to become 2.9 times that of the 69 Million in 2018

Proportion of Households by Income Segment (mm)

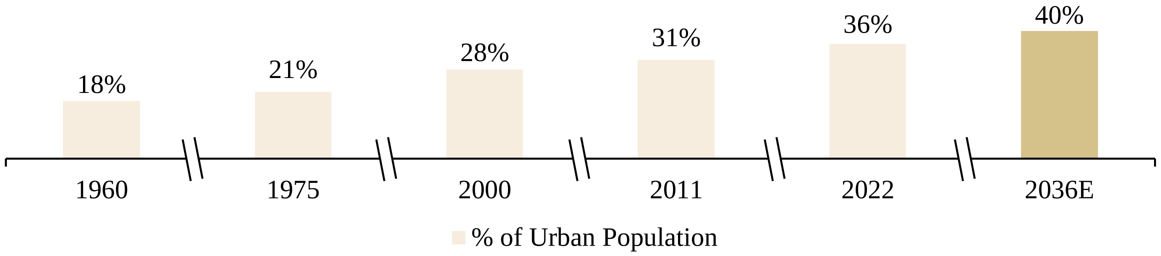


Source: Rajesh Shukla (2022), "The Rise of India's Middle Class: Results from PRICE's ICE 360 Surveys", People Research on India's Consumer Economy (PRICE)
Note: Low-income: less than US$4,000; lower-middle: US$4,000 to US$8,500; upper-middle: US$8,500 to US$40,000; high income: more than US$40,000; this classification is based on income per household in real terms.

India is experiencing a rapid trend of urbanization in tandem with its growing population. Approximately 40% of the Indian population is expected to reside in urban areas by 2036, up from 31% in 2011. According to the World Bank, as of 2023 nearly 518 million Indians live in urban areas translating to over 1.4 times than that of the urban population in the USA.

Over 600 million People are Expected to Live in Towns and Cities by 2036

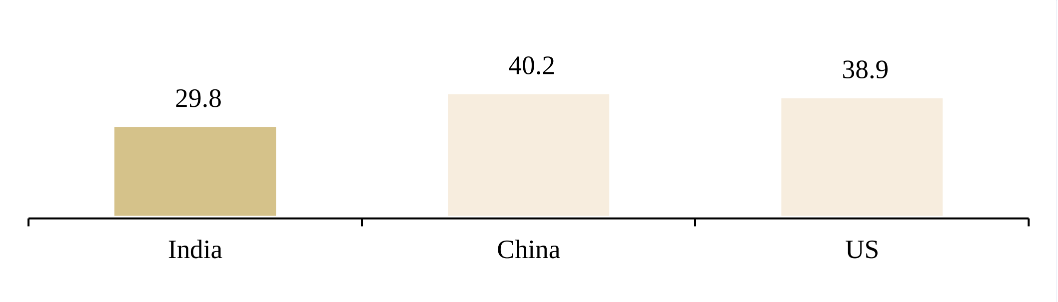
(Percentage of Population in Urban & Rural Areas)



Source: World Bank, Economist Intelligence

In addition to a growing urban population, India's estimated median age in 2024 is 29.8 years, almost ten years younger than that of major global economies like China and the USA, with the dividends of a favorable demographic profile expected to continue. *(Source: The World Factbook, Central Intelligence Agency (CIA), ESCAP)*.

Median Age (Number of Years, 2024)

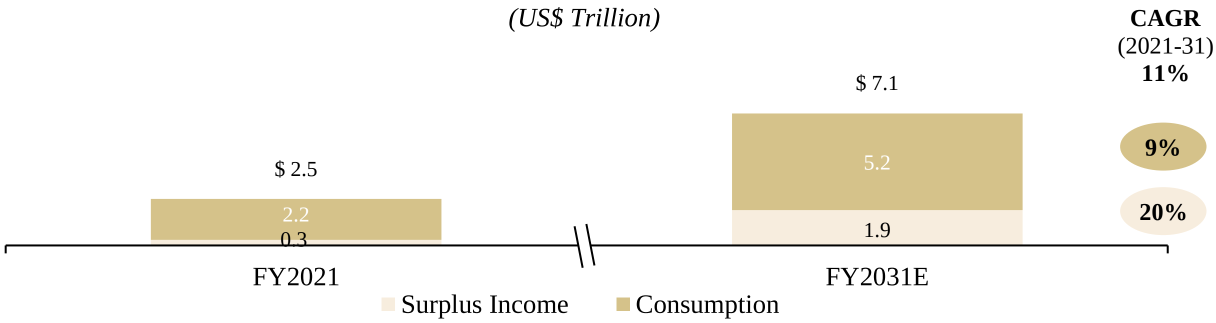


Source: The World of Factbook, Central Intelligence Agency (CIA), ESCAP

Growing affluence, increase in high and upper middle-income households, low median age of population and rise in urbanization are expected to drive higher consumption, particularly in the luxury segment. Between Financial Year 2021 and Financial Year 2031 India is expected to have an incremental consumption potential of approximately US$3 trillion, nearly 2.4 times higher than Financial Year 2021 levels. Consumption in India is expected to grow at a CAGR of 9% between 2021 and 2031.

India Expected to be a US$5 Trillion Consumption Economy by 2031

(US$ Trillion)



Source: Rajesh Shukla (2022), "The Rise of India's Middle Class: A Force to Recon With", People Research on India's Consumer Economy (PRICE)

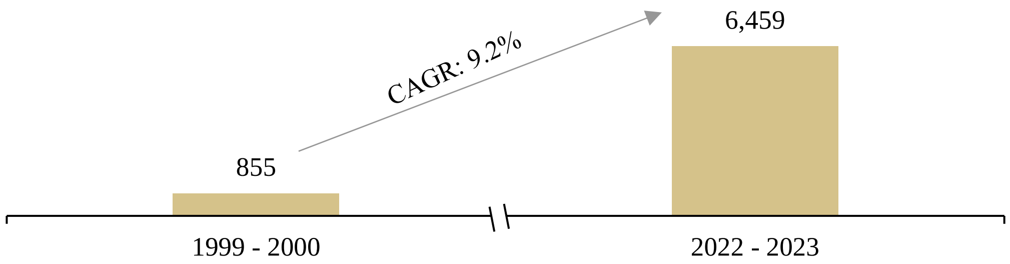
Rising Incomes Fuel Discretionary Spending and Luxury Consumption

The Indian Household Consumer Expenditure Survey released by the Ministry of Statics and Program Implementation (MOSPI) between August 2022 and July 2023 indicated a notable change in the purchasing habits of Indian households. According to the survey, the share of non-food expenditure comprising travel, entertainment and conveyance in urban areas has grown to approximately 61% over the years 2022 to July 2023 from 57% over

2011 to 2012. Average monthly per capita consumption as grown at a CAGR of 9.2% from ₹855 in 1999-2000 to ₹6,459 in 2022-2023.

Consumer Spending in Urban India has Grown Over the Last Two Decades

(Average Monthly Per Capita Consumption, ₹)

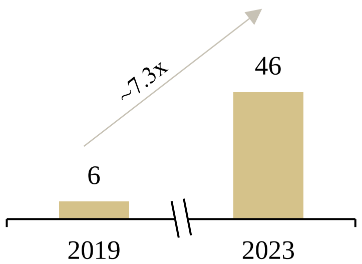


Source: HVS ANAROCK Research; MoSPI Survey on Household Consumption Expenditure 2022 -2023

Indian Consumer Preferences Evolving Towards Luxury Products

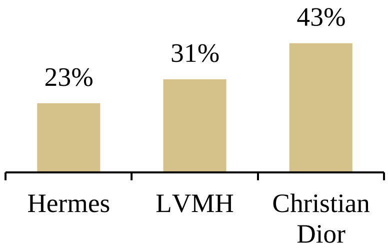
7.3x Growth in Luxury Residence Sales

(No. of Units ('000))



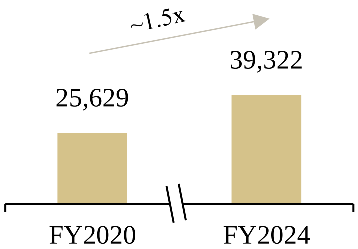
Robust Sales Growth of Top Luxury Brands

(FY2020 – FY2024: Sales Growth)



Strong Sales of Top Luxury Automobiles [2]

(No. of units)



Source: ANAROCK, Company Financials, HVS ANAROCK Research
(1) Luxury residences include residences above ₹ 25mm in value
(2) Considers sales for Mercedes-Benz, BMW and Audi

Rising income levels combined with a strong macroeconomic environment is resulting in an evolution of consumer spending patterns, enabling India's rise as a market for luxury goods and services. For instance, increasing affluence has led to sizeable growth in demand for luxury housing, branded goods, automobiles and experiences.

- *Rise in Demand for Luxury Residences:* Between 2019 and 2023, the number of properties sold in India costing over ₹ 25 million has grown 7.3 times with a growing preference for larger homes with a range of amenities developed by developers in prime locations *(Source: ANAROCK Research)*. Branded residences and serviced apartments have also seen an uptick in demand on the back of growing affluence.

- *Growth of International Luxury Brands:* International luxury brands are becoming increasingly popular in the Indian market. Premium fashion and lifestyle brands such as Louis Vuitton, Christian Dior, Hermes, Gucci, Rolex, etc. have entered the Indian market.

- *Record Growth in Luxury Automobile Sales:* In Financial Year 2024, the Indian luxury automobile segment has recorded approximately 20% growth, with sales of the top 3 luxury auto manufacturers growing by 53% during Financial Year 2020 to Financial Year 2024. *(Source: FADA)*

- *Aspirational Consumption of Private Clubs and Sports:* A growing aspirational population looking to being associated with exclusive communities, offering world class recreational and sporting amenities (eg. golf courses, tennis courts) has been a key driver for the popularity of country clubs. The number of registered golfers in India has registered a nearly 40% growth, estimated to have increased from 125,000 in 2019 to 175,000 in 2022 *(Source: HVS ANAROCK Research)*

- *Travel Reorienting Towards Premiumization:* In light of the evolving aspirations of Indians, Indigo – one of the world's fastest growing carriers, with a cost-conscious business model and philosophy of offering affordable fares, in August 2024 introduced IndiGo Stretch, its business class offering to cater to premium customers *(Source: Indigo Company disclosures)*

Overview of Indian Hospitality Industry

India's hospitality industry has an inventory of approximately 3.4 million keys as of March 31, 2024, of which the organized sector, which includes branded, aggregators, and quality independent hotels, represents only approximately 11% or approximately 375,000 keys. The organized hotel stock is further segmented into branded and independent hotels, of which branded hotels constitute approximately 45% of the keys, i.e., approximately 170,000 keys. The stock of luxury hospitality remains constrained – constituting only 17% of the branded hotel market i.e., approximately 29,000 keys.

Hospitality in India is typically undertaken through Owner, Manager and Franchiser business models and any combinations of these. The business model of an Owner-Manager combines asset ownership and management and provides alignment with an optimal focus on asset level profitability, brand progression and management fee growth. The hospitality industry comprises luxury, premium (upper upscale and upscale), economy and midscale segments, which provide a wide range of offerings, services, and experiences. Luxury hospitality segment has larger room sizes, high-quality amenities with best-in-class services and are typically characterized by multiple banquets, restaurants and meeting rooms depending on the target segment and thus are able to command higher ARRs compared to other segments.

Business Models in Hospitality

Hotel operating structures are stratified into layers, each performing a key role. This specialization of focus can create greater efficiency in the operation of the overall asset. While property owners are largely focused on maximizing asset value and underlying profitability, operators/managers are generally incentivized to drive revenues with lesser focus on asset value growth. The business model of an owner-manager combines asset ownership and management and provides alignment with an optimal focus on asset level profitability, brand progression and management fee growth. The Leela is one of the few players with an owner-manager model and the only institutionally managed and owned pure-play luxury hospitality company in India.

Model	Function	Economics
Owner	• Owner or developer of the underlying real estate • Asset manager (appointed by Owners to oversee the hotel performance)	• Top-line revenue • Bottom-line, property level economics (i.e., hotel EBITDA, asset valuation)
Manager	• Promotes the brand • Sets the SOPs • Runs day-to-day operations	• Base fee: 2-4% of total revenue • Incentive fee: 6-10% of gross operating profit
Franchiser	• Promotes the brand • Sets brand standards	• Base Franchise fee: 4% - 6% of the total revenue

Source: HVS ANAROCK Research

Snapshot of Hospitality Segments in India

The hospitality industry comprises luxury, premium (upper upscale and upscale), midscale and economy segments, which provide a wide range of offerings, services, and experiences. Segmental classification is essentially based on the intended positioning of respective hotel brands. Luxury hotels typically comprise the top tier hotels characterized by iconic status and high service standards.

Segment	Luxury	Premium (upper upscale and upscale)	Economy and Midscale
Segment Description	Typically includes iconic and marquee hotels, positioned in the topmost tier. They usually offer larger room sizes, multiple and differentiated fine dining options, spas, recreational facilities, large and opulent public areas with personalized services.	Upper upscale hotels are typically well positioned, full-service hotels. Typically, priced lower than luxury and offer smaller public areas and facilities	Economy and midscale hotels offer functional accommodations and limited services, while being focused on price consciousness
Select Brand Names	The Leela, Raffles, Fairmont, Waldorf Astoria, Six Senses, Mandarin Oriental, St. Regis, Oberoi, Four Seasons, Taj	Vivanta, Hyatt Regency, Crowne Plaza, Marriott, Westin Hotels & Resorts and Trident Hotels	Novotel, Hilton Garden Inn, Ginger, Ibis, FabHotel, Keys by Lemontree
# of Keys in India	29,152	67,879	73,221
% of Branded Keys (India)	17.1%	39.9%	43.0%

Source: HVS ANAROCK Research.- Data for Financial Year 2024

Segment Attributes

The hotel segments are distinct in their offerings and value proposition. Luxury hospitality segment hotels have high quality amenities with best-in-class services and are typically characterized by multiple banquets, restaurants and meeting rooms depending on the target segment. Hotels in the luxury hospitality segment offer guests a bouquet of service offerings and generally have higher operating leverage and better margin profile as compared to other segments. Full-service hotels have larger meeting spaces and can cater to larger groups for business and leisure which complements demand for rooms and F&B.

	Luxury	Premium (upper upscale and upscale)	Economy and Midscale
Service Level	**Full**	**Full**	**Select / Limited**
# of Restaurants	3-4	1-3	0 -1
Other Typical Amenities	Gym, Spa, Swimming Pool, Wellness Services	Gym, Spa, Swimming Pool	Gym
Service Highlights	Opulent & large rooms, multiple & typically theme based dining options, multiple amenities, personalized services (e.g., butler services)	Well-designed rooms, multiple dining options, multiple amenities	Functional rooms, limited dining options
Primary Income Streams	Room sales, sizeable F&B revenues, MICE & banqueting	Room sales, F&B revenues, MICE & banqueting	Room sales & limited F&B
Typical Gross Floor Area per room (sq. ft)	1,200 and above	800 – 1,200	400 – 700
Typical Area per Room	38 sqm and above	28 – 36 sqm	15 – 26 sqm
Key Location Attributes	Marquee Locations in Central and Key Business Districts	Premium Locations	Multiple Locations

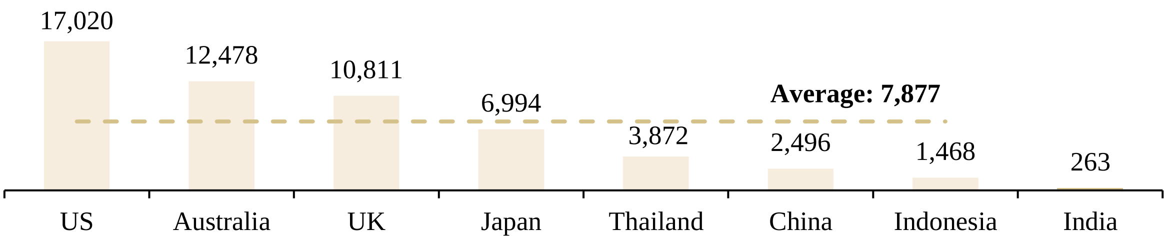
Source: HVS ANAROCK Research

Limited Existing Stock Makes Indian Hospitality Uniquely Positioned for Growth

India has an inventory of approximately 3.4 million keys as of March 31, 2024, of which the organized sector represents approximately 375,000 keys. The penetration of organized hotels, by keys, in India continues to remain lower than major economies with significant domestic visitation.

The Indian Hospitality Industry is Significantly Underpenetrated Relative to Major Economies

(# of Organized Hotel Keys per Million Population – March 31, 2024)

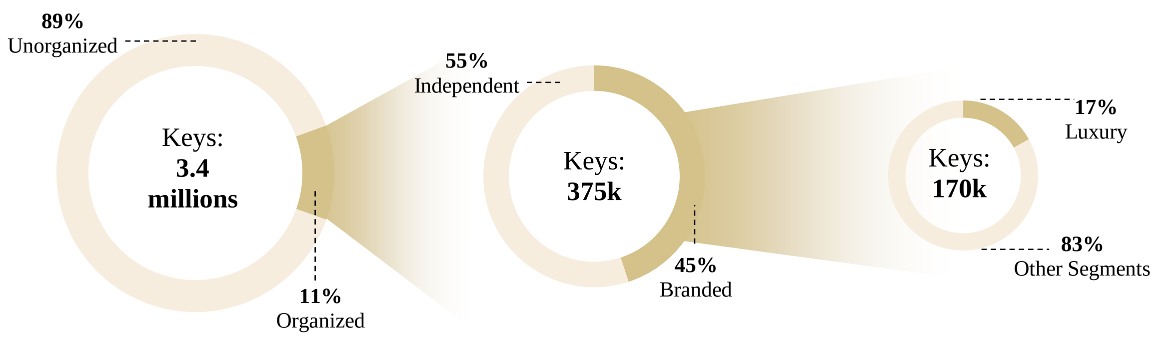


Source: HVS ANAROCK Research
Note: Global average does not include India. Global keys mentioned as of December 31, 2023.

The organized hotel stock is further segmented into branded and independent hotels, of which branded hotels constitute approximately 45% of the inventory, i.e., approximately 170,000 keys in Financial Year 2024. Branded hotels are further segmented into luxury, premium (upper upscale and upscale), midscale and economy. The stock of luxury hospitality hotels remains constrained – constituting only 17% of the branded hotel keys, across 230 hotels and approximately 29,000 keys across India in Financial Year 2024.

Existing Luxury Hospitality Stock Represents Approximately 17% of the Overall Indian Branded Hotel Stock

(Segmentation of Hotel Stock in India (March 31, 2024))

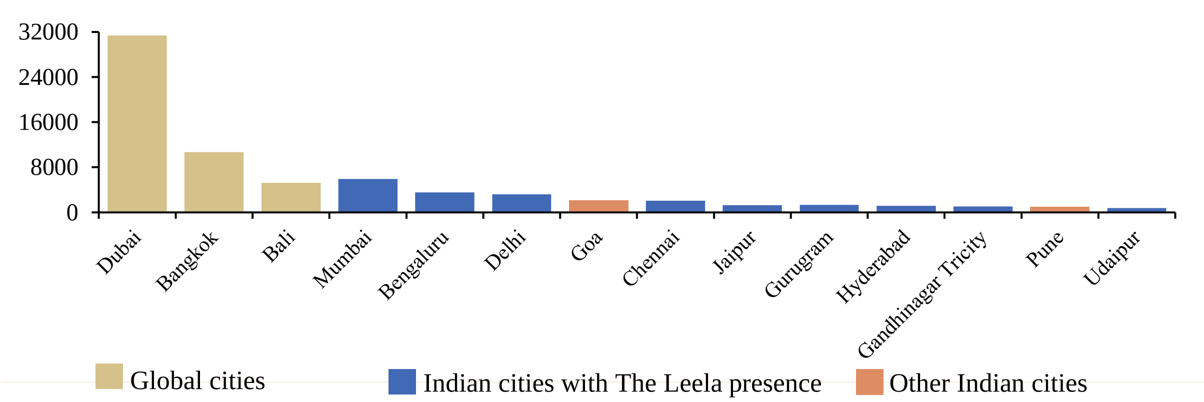


Source: HVS ANAROCK Research

The Indian luxury hospitality industry remains significantly underpenetrated, compared to global cities. India's per million capita of 23 luxury keys as of March 31, 2024, is much lower compared to major countries in Asia-Pacific (APAC) such as Australia (973), Thailand (690) and China (177). On an average, India relatively has lower luxury keys per city as compared to some of the global cities.

Key Indian Luxury Markets by Existing Stock

(Number of Luxury keys – as of March 31, 2024 (Indian cities) / December 31, 2023(Global cities))

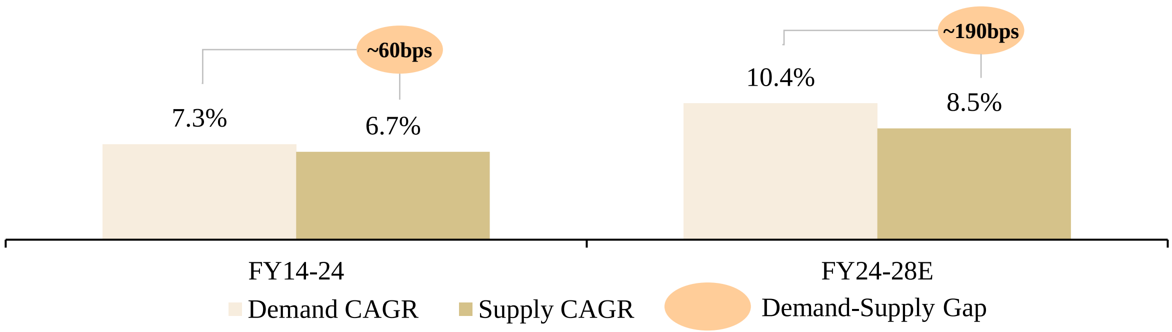


Source: HVS ANAROCK Research
Note: Indian cities with The Leela presence represent cities with operational owned and managed properties.

<u>Strong Demand-Supply Fundamentals for Indian Hospitality Industry</u>

Supply in the hospitality industry in India is expected to grow at a CAGR of 8.5% CAGR over Financial Year 2024 to Financial Year 2028 while demand is expected to grow at a CAGR of 10.4% over the same period, with demand outpacing supply by c. 190 bps during Financial Year 2024-2028.

Widening Demand-Supply Gap in the Indian Hospitality Industry



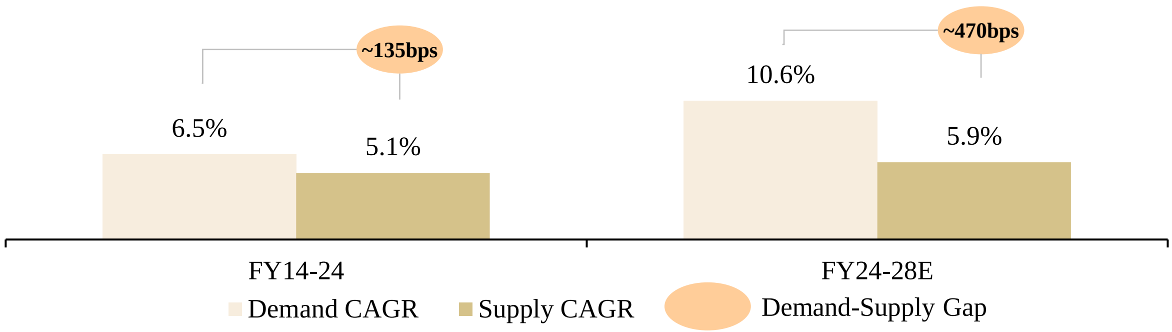
Source: HVS ANAROCK Research

Demand Growth to Outpace Supply in Luxury Segment

Rising disposable income, widening demand-supply gap, shift in consumer preference towards premium experiences, and limited inventory of luxury hotels in India have driven ARR growth and occupancy for the luxury segment from Financial Year 2014-24. Further, supply in the luxury segment is expected to remain constrained due to high barriers to entry including limited availability of land, extensive regulation, restrictive zoning, high cost of capital and long gestation periods.

As a result, a favorable demand-supply outlook is expected for the luxury hospitality segment in India, with total demand estimated to grow at a CAGR of 10.6% over Financial Year 2024 to Financial Year 2028 against supply growth of a CAGR of 5.9% over the same period.

Widening Demand-Supply Gap in the Luxury Hospitality Industry



Source: HVS ANAROCK Research

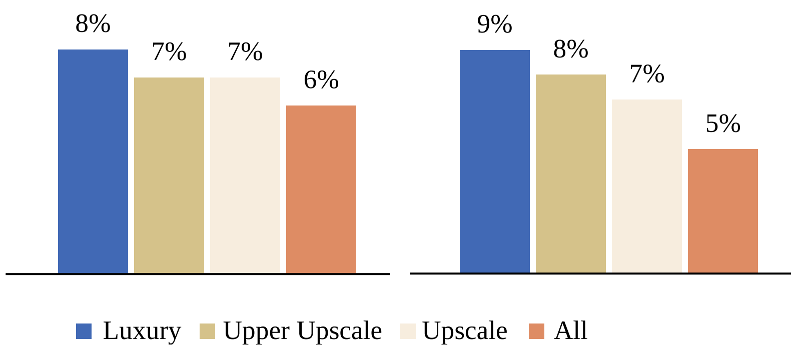
Luxury Segment's ARR and RevPAR Growth has Outperformed All Hotel Segments

Against this favorable demand-supply dynamic, the luxury hospitality segment has continued to outperform the broader hospitality industry. In Financial Year 2024, the RevPAR for the luxury hospitality segment was ₹10,122, nearly 2.1 times of the overall hospitality industry, which stood at ₹4,739 *(Source: CoStar - Industry data)*.

Further the luxury hospitality segment commanded 113% Total Revenue per Available Room ("TRevPAR") premium over upscale segment, and 295% premium over midscale segment. In Financial Year 2024, The Leela's Owned Portfolio TRevPAR of ₹26,218 was 1.4 times of the luxury hospitality segment TRevPAR.

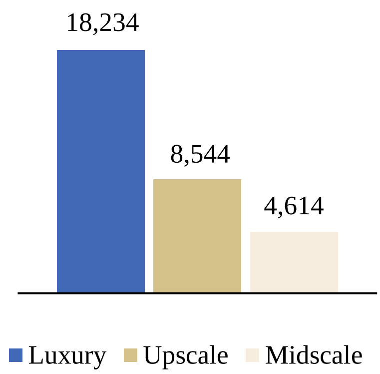
The Luxury Segment's ARR and RevPAR Growth Has Outperformed All Hotel Segments

(FY2019 to FY2024 ARR CAGR) *(FY2019 to FY2024 RevPAR CAGR)*



The Luxury Segment's TRevPAR Exceeds All Hotel Segments

(2023 TRevPAR, ₹)

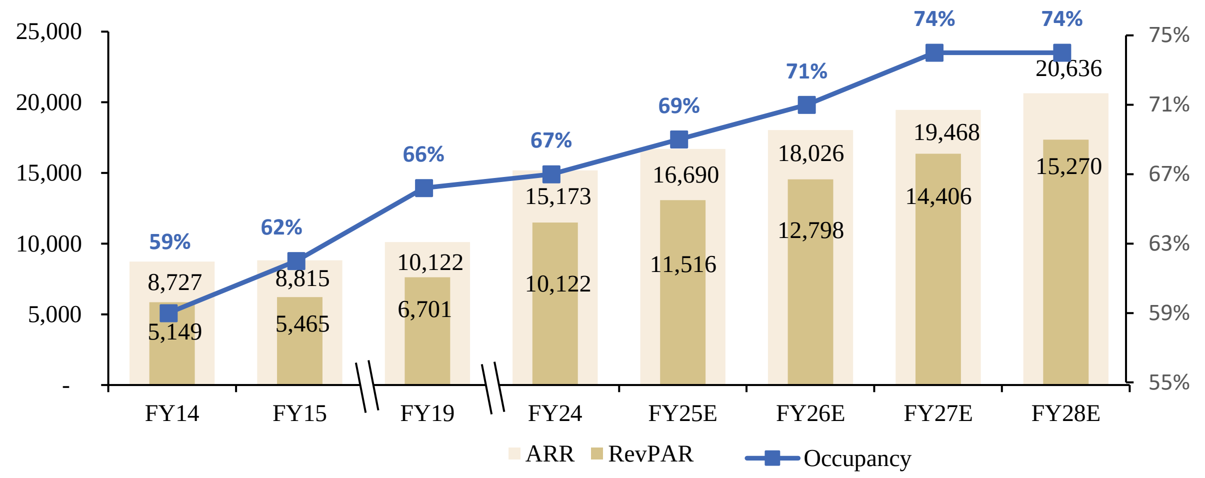


Source: HVS ANAROCK Research, CoStar - Industry data – ARR and RevPAR
Note: Survey tracks performance and operating metrics of hotels. Industry TRevPAR as of 2023, due to unavailability of Financial Year 2024 data.

ARR for the luxury hospitality segment grew at 5.7% CAGR over Financial Year 2014 to Financial Year 2024, compared to the India hospitality industry that grew only 3.1% CAGR over the same period *(Source: HVS ANAROCK Research)*. Expected rise in disposable income, widening demand-supply gap, evolving consumer preference towards premium experiences, improving infrastructure and limited inventory of luxury hotels in India are expected to continue driving ARR growth and occupancy for the luxury segment.

Luxury Hospitality Segment RevPARs Expected to Become Nearly 1.5 Times that of Financial Year 2024 by Financial Year 2028E

(ARR and RevPAR in ₹) *(Occupancy)*



Source: HVS ANAROCK Research, CoStar - Industry data – FY19, FY24

<u>Institutional Ownership a Key Growth Catalyst for Hospitality Brands</u>

Institutional ownership is a key growth catalyst for hospitality brands, as witnessed in The Four Seasons Hotels and Resorts global growth.

Four Seasons Case Study: The Four Seasons Hotels and Resorts is a leading hotel brand and is among the few hotel companies to have maintained a focused luxury positioning. The brand opened its first hotel in Toronto, Canada in 1961. During 1970 to 2006, while the brand grew steadily, openings of new hotels averaged 1.5 hotels a year.

In 2006, Cascade Investments, a private investment firm headquartered in Washington, United States, and Kingdom Holding Company, a Saudi conglomerate holding company comprising experienced investment specialists, jointly acquired approximately 95% of the company and delisted it from the stock exchange. The acquisition marked a period of accelerated growth for the brand. From 2007 to the first quarter of 2024, the brand expanded its portfolio by 75 hotels – averaging 4.3 hotels per year. The post-acquisition period underscored the benefit of institutional investment in implementing robust growth strategies to scale rapidly, while maintaining luxury positioning.

<u>The Indian Luxury Hospitality Segment Has High Potential to Grow Further Based on Global Comparables</u>

The Indian luxury hospitality segment is well positioned to continue its upward growth trajectory, basis global trends which include (1) increased global spending in favor of luxury hospitality, (2) close correlation between economic well-being and growth in the hospitality industry, a trend witnessed both in the US and Europe in the 1980s and, (3) significant headroom for ARR growth in the luxury hospitality segment – luxury ARR in Indian cities such as Bengaluru (US$156) and New Delhi (US$195) are significantly lower than ARRs for the luxury hospitality segment in cities such as London (US$746), Dubai (US$727), Bali (US$624), Singapore (US$445), Bangkok (US$346) and Hong Kong (US$345) *(Source: HVS ANAROCK Research, CoStar - Industry data – Financial Year 2024 ARR for Indian cities)*.

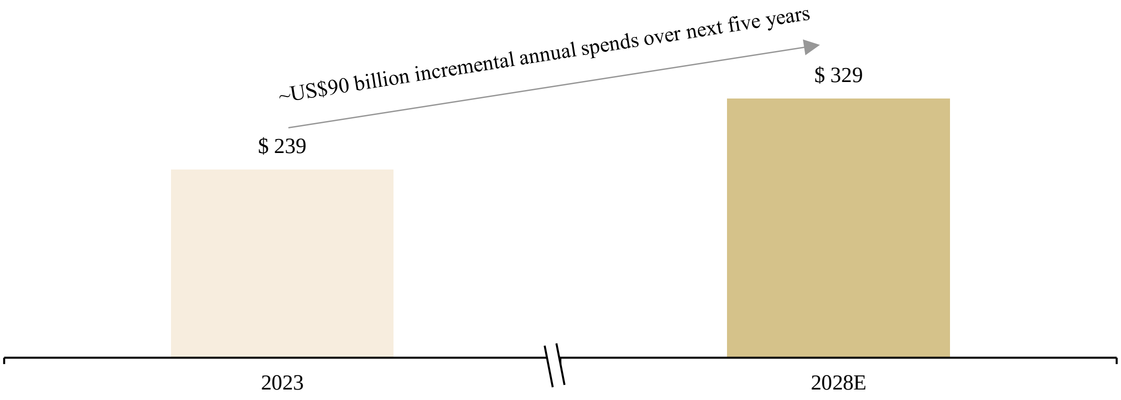
Global Tailwinds Supporting Luxury Hospitality

The Indian luxury hospitality segment is witnessing high growth, driven by the sharp increase in affluence globally and a large and expanding base of travelers willing to spend on luxury travel options. Consumer spending is increasingly expanding beyond products to experiences and experience-based products.

Luxury spends are expected to grow at a CAGR of nearly 5% over 2023 to 2026E, reaching US$ 1.6 trillion in value. The hospitality industry is expected to be one of the key beneficiaries, with nearly US$ 90 billion expected in incremental spends over the next five years.

Luxury Hospitality Spending Expected to Grow by US$90 Billion over the Next 5 Years

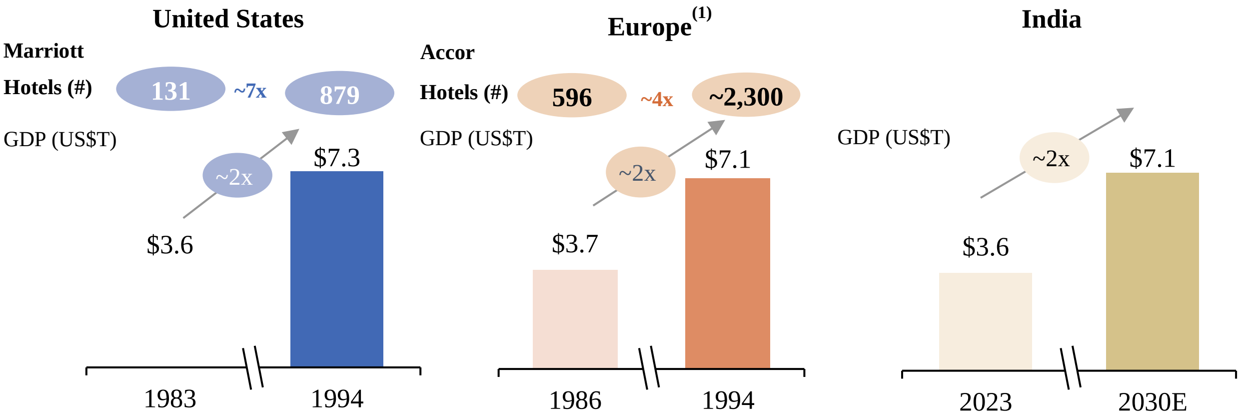
(Global Spending on Luxury Hospitality (US billion))



Source: Euromonitor International, Luxury Goods 2025 edition; Retail Value RSP, USD million, Historic Current Prices, Forecast Constant 2024 Prices, Historic Year-on-Year Exchange Rates, Forecast Fixed 2024 Exchange Rates.
Note: Luxury Hospitality spending includes hotels, Food service and fine wine and spirits.

India Hospitality at an Inflection Point

India's current GDP is at a similar level to the GDP levels witnessed in the US and Europe in the 1980s. These regions experienced strong growth which led to doubling of GDP in the following decade. Scaled hospitality brands such as Marriott and Accor grew significantly faster than GDP during the same period with Marriott hotels increasing their hotel count by ~7x and Accor portfolio increasing their hotel count by ~4x. India's GDP is expected to reach $7.1 trillion by 2030, doubling over a span of only seven years.



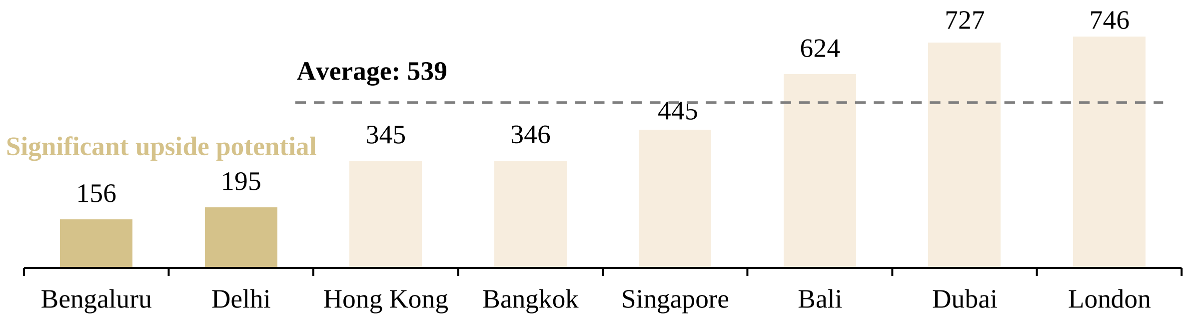
Source: HVS ANAROCK
Note: GDP measured in current US$; US$1= ₹83.
(1) Economic data corresponding to European Union.

Significant Headroom for ARR Growth in the Indian Luxury Hospitality Industry

ARRs for the luxury hospitality segment in Indian cities such as Bengaluru (US$156) and Delhi (US$195) are significantly lower than ARR for the luxury hospitality segment in cities such as Hong Kong, Bangkok, Singapore, Bali, Dubai and London – averaging US$539.

Growth Potential for ARRs in India

(Luxury ARR, in US$)



Source: HVS ANAROCK Research, CoStar - Industry data (Bengaluru, Delhi)
Note: ARR displayed represents FY2024 for Bengaluru and Delhi, Calendar Year 2023 for other locations. Respective local currencies converted to USD at following exchange rates US$1 = ₹83; US$1 = HKD 7.8; US$1 = THB 35; US$1 = SGD1.3; US$1 = IDR 15,182; US$1 = AED 3.7; US$1 = GBP 0.8.

Competitive Landscape

The hospitality landscape comprises several players. Companies with over 1,000 owned keys in their portfolio, having presence in luxury segment include pure-play asset owners such as Chalet Hotels and Juniper Hotels as well as brand + asset owners which include The Leela, Indian Hotels ("IHCL") and EIH Ltd ("EIH"). The Leela is India's only institutionally owned and managed, pure-play luxury hospitality company.

Overview of Select Listed Hospitality Players in India

As of May 31, 2024, The Leela was one of the largest luxury hospitality companies by number of keys in India, comprising of 3,382 keys across 12 operational hotels. The Leela was the fastest growing hotel company in India versus listed peers by revenue growth from Financial Year 2022 to Financial Year 2024.

		The Leela	Direct Peers		Other Industry Players	
			IHCL	EIH	Juniper	Chalet
Segment Focus	Key Segments	Luxury	All Segments	Luxury and Upper Upscale	Luxury, Upper Upscale, Upscale	Luxury, Upper Upscale, Upscale
Business Model	Owner – Operator	✓	✓	✓	✗	✗
	Asset Owner	✓	✓	✓	✓	✓
Operational Metrics	Total Operational Keys (#)	3,382	24,136	4,269	1,895 (1)	3,052
Financial Metrics	Total Income % CAGR (FY22-24)	72%	47%	59%	55%	65%
	EBITDA Margin (%)	48.92%	33.66%	39.67%	38.68%	42.06%
Key Brands		The Leela (Palaces, Hotels and Resorts)	Taj, Seleqtions, Vivanta, Gateway, Ginger	Oberoi, Trident	Grand Hyatt, Andaz, Hyatt Residences, Hyatt Regency, Hyatt and Hyatt Place	JW Marriott, Marriott Executive Apartments, Novotel, Westin, Courtyard and Four Points by Sheraton

Source: Company filings
Notes: (1) Including acquisition of three operating hotels from Chartered Group.

In Financial Year 2024, the NPS score for key hospitality brands in India such as IHCL was 73, for EIH was 80 and for The Leela's Owned Portfolio was 84. The Leela had the highest NPS score in Financial Year 2024 amongst the key hospitality peers.

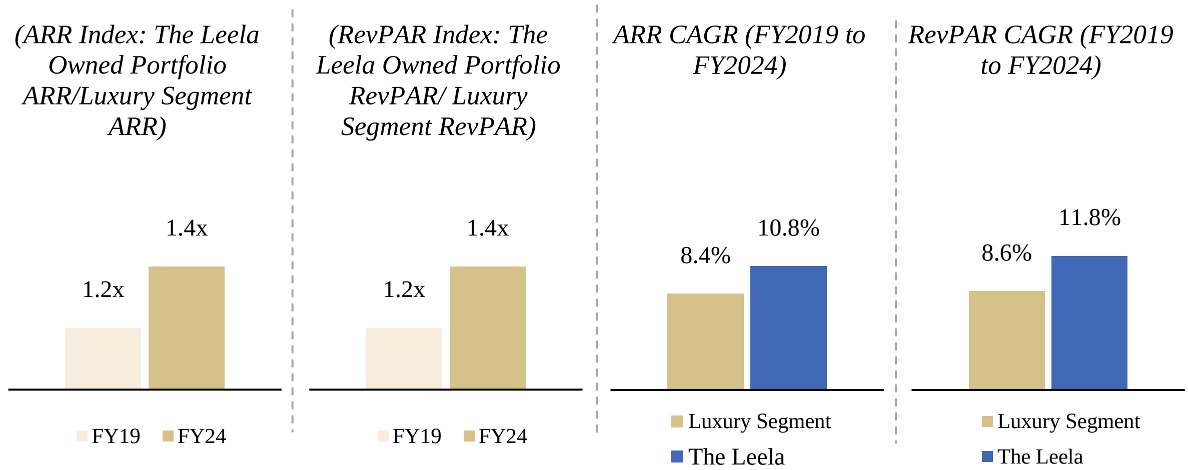
Brands	NPS
The Leela	84
EIH	80
IHCL	73

Note: Comparison across select listed owner operators that are present in the luxury hospitality segment and have disclosed NPS in their filings. NPS scores for IHCL is reported for their entire portfolio (including all segments), EIH's NPS score is only for their domestic portfolio and are sourced from annual reports, rounded to nearest whole number. For The Leela, NPS score is for the entire portfolio (owned, managed and franchised portfolio), as provided by a third-party vendor.

Benchmarking of Key Operating Metrics

During Financial Year 2019 to Financial Year 2024, ARR and RevPAR of the luxury hotel segment grew at 8.4% and 8.6% respectively, over the same period. The Leela's Owned Portfolio's ARR and RevPAR was 1.2 times and 1.4 times of the luxury hospitality segment average in Financial Year 2019 and Financial Year 2024, respectively.

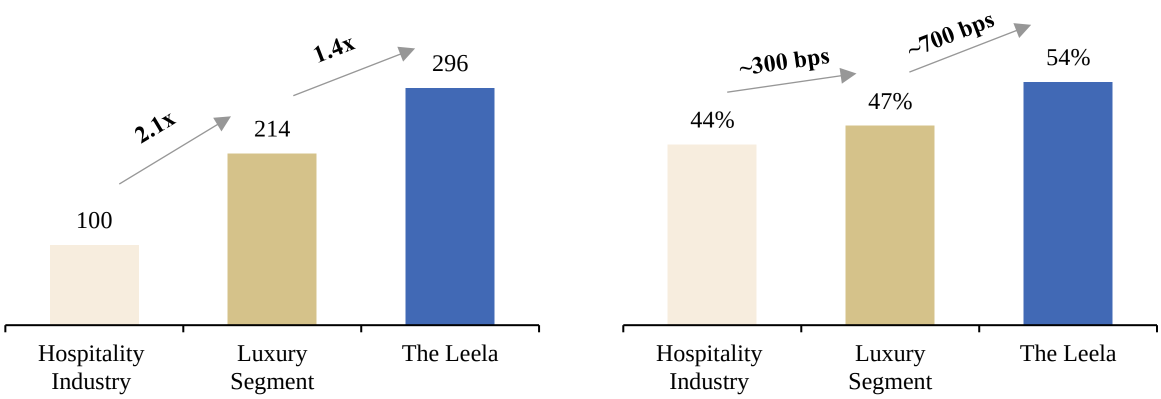
ARR and RevPAR Index Performance: The Leela | **ARR and RevPAR Growth: The Leela vs. Luxury Hospitality Segment**



Source: HVS ANAROCK Research, CoStar - Industry data
Note: The Leela Owned Portfolio includes The Leela Palace Bengaluru, The Leela Palace Chennai, The Leela Palace New Delhi, The Leela Palace Jaipur and The Leela Palace Udaipur.

Benchmarking RevPAR and GOP Performance

RevPAR Index (FY2024) | *GOP Margin (2023)*



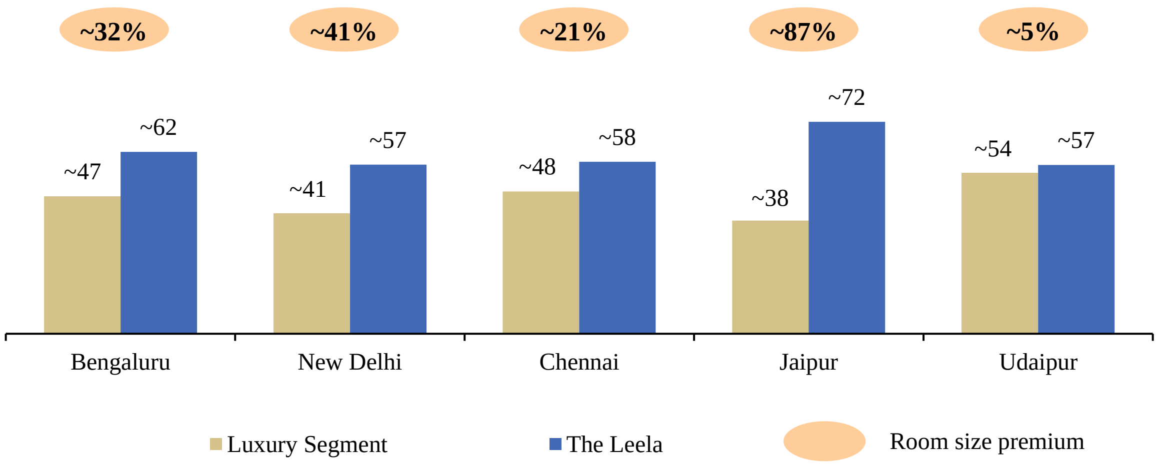
Source: HVS ANAROCK Research, CoStar - Industry data – RevPAR data.

Note: Represents the RevPAR index of The Leela for the FY2024 and GOP margin of The Leela for the 2023, in both cases, for Owned Portfolio. Represents RevPAR index of hospitality industry and luxury segment for the FY2024, and GOP margin of hospitality industry and luxury segment for 2023. GOP margin data has been computed by HVS.

Luxury hotel rooms are typically larger than other segments of the hospitality industry given the in-room services and amenities available. As of Financial Year 2024, The Leela's average room size of ~61 sq.m across its owned properties is 36% higher than the overall luxury hospitality segment average room size of ~45 sq.m, providing a superior luxury experience to its guests.

Benchmarking Room Sizes vs. Relevant Markets

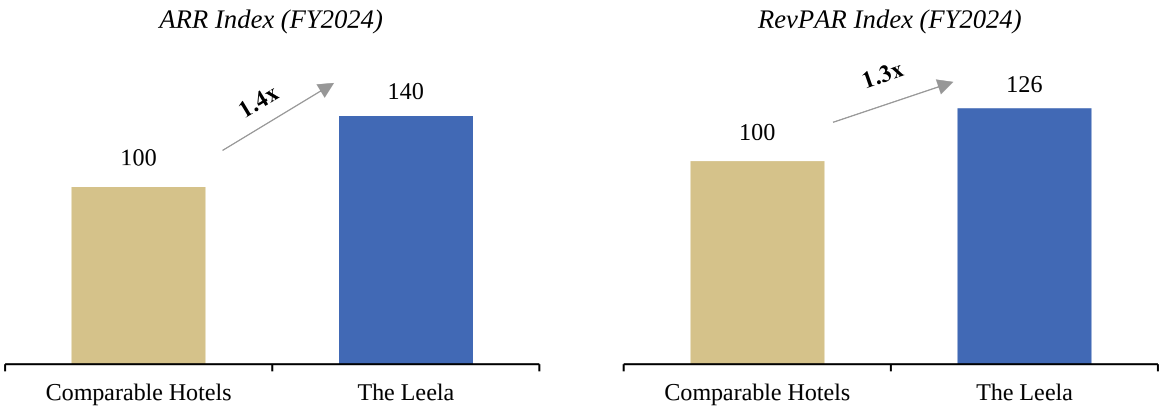
(Average room size (sq.m))



Source: HVS ANAROCK Research
Note: The Leela metrics are for owned hotels in FY2024 and represents weighted average room size based on number of keys. Room size premium calculated as (Weighted average room size in the city / The Leela hotel room size -1.)

In Financial Year 2024, The Leela's managed properties ARR and RevPAR was 1.4 and 1.3 times the ARR and RevPAR of the comparable luxury and upscale hotels across the respective micro-markets.

ARR and RevPAR Performance of The Leela's Managed Hotels



Source: HVS ANAROCK Research
Note: The Leela managed hotels include The Leela Gandhinagar, The Leela Ambience Gurugram Hotel & Residences, The Leela Bhartiya City Bengaluru, The Leela Ashtamudi, A Raviz Hotel, The Leela Kovalam, A Raviz Hotel and The Leela Ambience Convention Hotel Delhi. Comparable hotels include select hotels in Gandhinagar Tricity, Gurugram, Bengaluru, Trivandrum, Kerala and North Delhi.

Benchmarking Managed Revenue Fees/Hotel for Key Listed Players

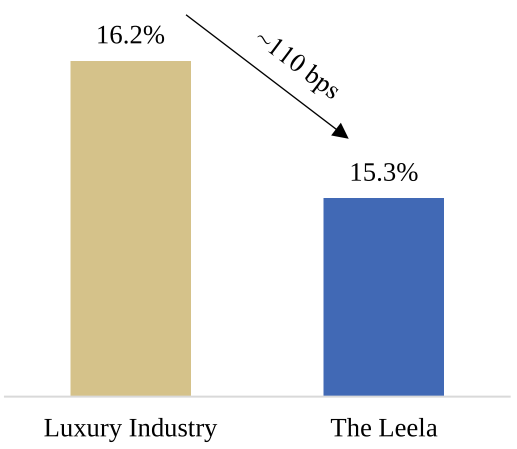
(FY2024 Managed Revenue (Fees) / Hotel, in ₹ Million)

Source: HVS ANAROCK Research and Company filings
(1) For entire management business including managed hotels and a franchised hotel
Note: Listed peers (managed portfolio) include IHCL (managed portfolio) and EIH (managed portfolio).

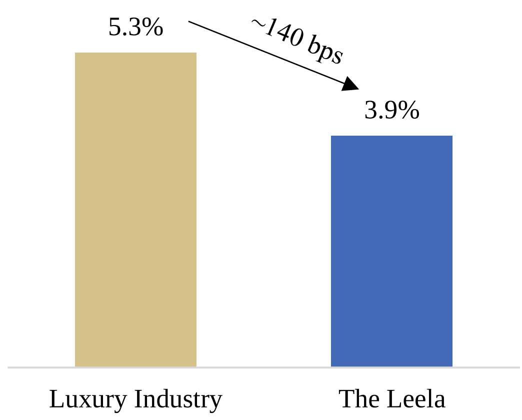
Luxury players operate on a high touch basis to provide premium service to guests. The two key operating expenses for luxury industry are employee cost and power and fuel cost, accounting for 22% of total revenue. The Leela outperforms the luxury hospitality segment on both key metrics

Key Operating Expenses Benchmarking

Employee Cost (% of Total Revenue)



Power and Fuel Cost (% of Total Revenue)



Source: HVS ANAROCK Research
Note: Comparing The Leela versus the luxury industry in India. FY2024 data for The Leela is compared with 2023 data of industry due to unavailability of FY2024 data. Total Revenue includes only hotel revenue. Employee Costs includes payroll and employee related expenses at hotel level.

The Hospitality Industry Remains Focused on Sustainability

Environmental, Social and Governance (ESG) principles have emerged as a key priority for the Indian branded hospitality industry. The branded hotel players are increasingly incorporating environmentally sustainable initiatives such as energy-efficient infrastructure, renewable energy use, water conservation and waste management. On the social front, initiatives such as fair labor practices, diversity and inclusion, responsible tourism, and local community engagement are becoming the cornerstone for several hospitality players. Further, governance-related objectives are focused on transparent reporting, ethical business practices, and strong risk management protocols.

<u>Key Demand Drivers</u>

The Indian hospitality industry is poised to benefit from structural tailwinds over 2024-2030 such as (1) growth in domestic tourist visits ("DTV") at a CAGR of 13.4% over 2024-2030, (2) growth in foreign tourist arrivals

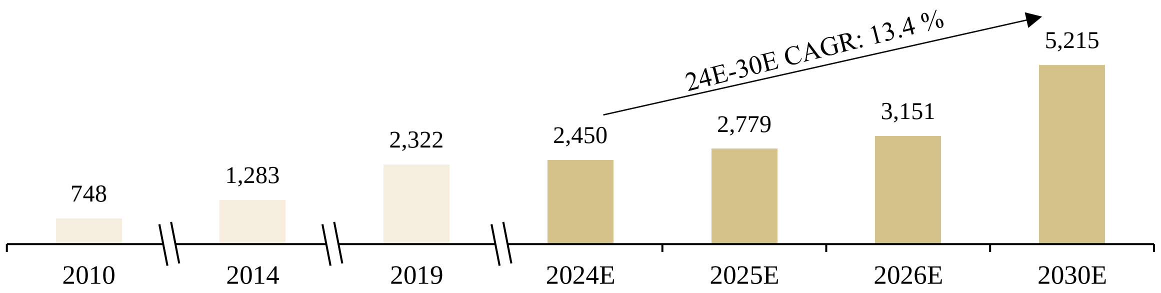
("FTAs") at a CAGR of 7.1% over 2024-2030, (3) Indian Government is actively working on increasing the last mile connectivity across the country, and (4) multiple initiatives undertaken by Indian Government to grow travel and tourism.

Domestic Travel is Poised for Significant Growth

Domestic tourism is a key driver for the Indian hospitality industry, with domestic tourist visits expected to double over the next six years. Rising disposable income, improved connectivity through development of air, road and rail travel infrastructure and development of tourist destinations have driven a resurgence in domestic travel in India post COVID. DTV are expected to grow to 5.2 billion in 2030 from 2.5 billion in 2024, representing a CAGR of 13.4%. Continued push on tourism related infrastructure spending is expected to support growth in air traffic, and domestic passenger traffic is expected to more than double to 693 million in Financial Year 2030 from 307 million in Financial Year 2024.

Resurgence in Domestic Travel to Drive Growth in India's Tourism Industry

(India Domestic Tourist Visits (In millions))



Source: Ministry of Tourism, India Tourism Statistics 2023 & HVS ANAROCK Research

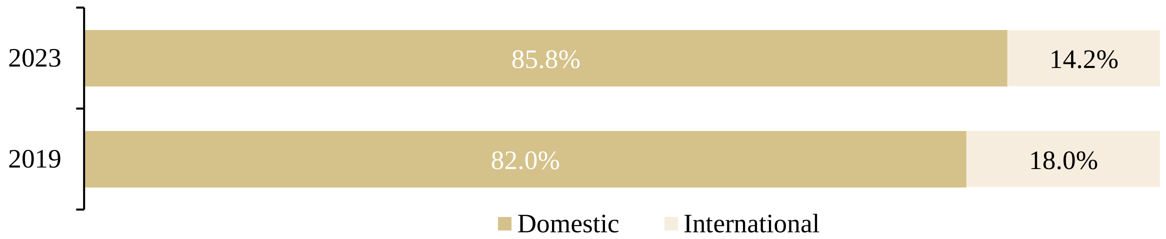
Post the pandemic, there has been a growing trend of travel to domestic destinations, driven by growing interest in exploring local cultural destinations. This has been supported by government initiatives and campaigns promoting domestic tourist spots and growing popularity of "workcations" and "staycations".

Strong revival of MICE events, higher disposable incomes increasing traction in segments such as the luxury wellness and wildlife travel segment and growing popularity of new destinations such as Kashmir and Sikkim and growing popularity of wellness travel are contributing to growth of domestic travel.

Domestic visitor spending in 2023 dominated the total visitor spend. In 2019, domestic visitor spending amounted to more than ₹12.74 trillion, which increased to approximately ₹14.64 trillion in 2023. Domestic visitor spending is estimated to grow by 7.9% CAGR over the next 11 years from 2023 onwards, increasing the domestic visitor spend to approximately ₹33.95 trillion, more than double that of 2023 (*Source: WTTC's Economic Impact Research 2024).*

The Hospitality Industry is a Key Beneficiary of Domestic Visitor Spending

(Split of Spending by Visitors to India)



Source: WTTC Economic Impact Research (EIR) 2023 and 2024

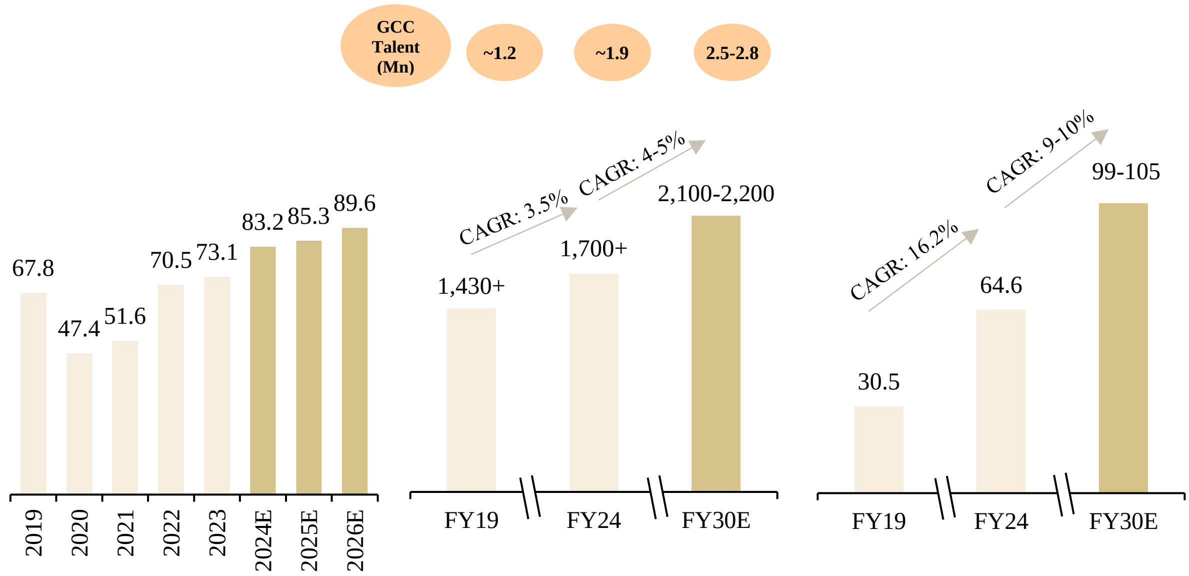
India's growing importance as a global economic hub, interconnected global business environment and the multiple policy reforms and initiatives undertaken by the Government of India to augment economic growth and commercial activity in the country have been key contributing factors towards strong growth in the corporate travel segment.

India is the largest market for Global Capability Centers (GCCs) in the world with more than 1,700 GCCs operating and a total headcount of over 1.9 million as of Financial Year 2024. GCC led export revenues of approximately US$64 billion in Financial Year 2024 are expected to grow US$99-105 billion by Financial Year 2030.

Office leasing at 73.1 msf in 2023 was significantly higher than the 5-year (2019-2023) average of office absorption at 62.1 msf. Office leasing is further expected to increase to 89.6 msf in 2026 *(Source: C&W)*, primarily driven by GCC demand.

Growing Corporate Travel to Further Spur Growth in Domestic Travel

Office Absorption Has Demonstrated a Steady Upward Trajectory [(1)]	**The Number of GCCs in India Have Been Steadily Growing**	**GCC Market Expected to Grow at 9-10% CAGR Through FY30**
(Gross Leasing Activity in msf)	*(Number of GCCs)*	*(Market Size (In US$ Billion))*



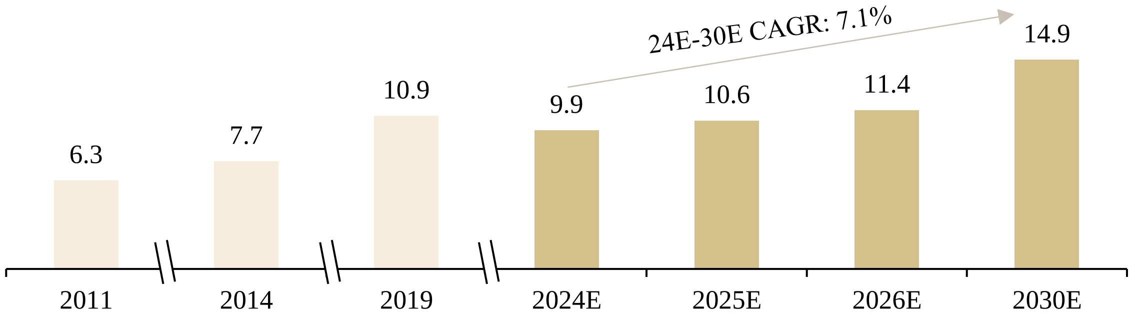
Source: Cushman & Wakefield Research (C&W), Nasscom India GCC Landscape – The Five Year Journey
Note: (1) Represents Total Gross Leasing numbers of Grade A office of top 7 cities (NCR, Mumbai, Pune, Bangaluru, Hyderabad, Chennai, Kolkata). Gross Leasing includes fresh leasing, pre commitments and term renewals.

Foreign Traveler Visits are Expected to Grow in India

The Leela has a footprint across 10 key Indian business and leisure destinations which capture 79% of international air traffic to India and 54% of domestic air traffic in Financial Year 2024. (*Note: Considers passenger traffic at New Delhi, Bengaluru, Jaipur, Udaipur, Chennai, Ahmedabad, Mumbai and Cochin airports.*)

India is Catching up to Pre-Covid Levels

(Foreign Tourist Arrivals (FTA) (In millions))

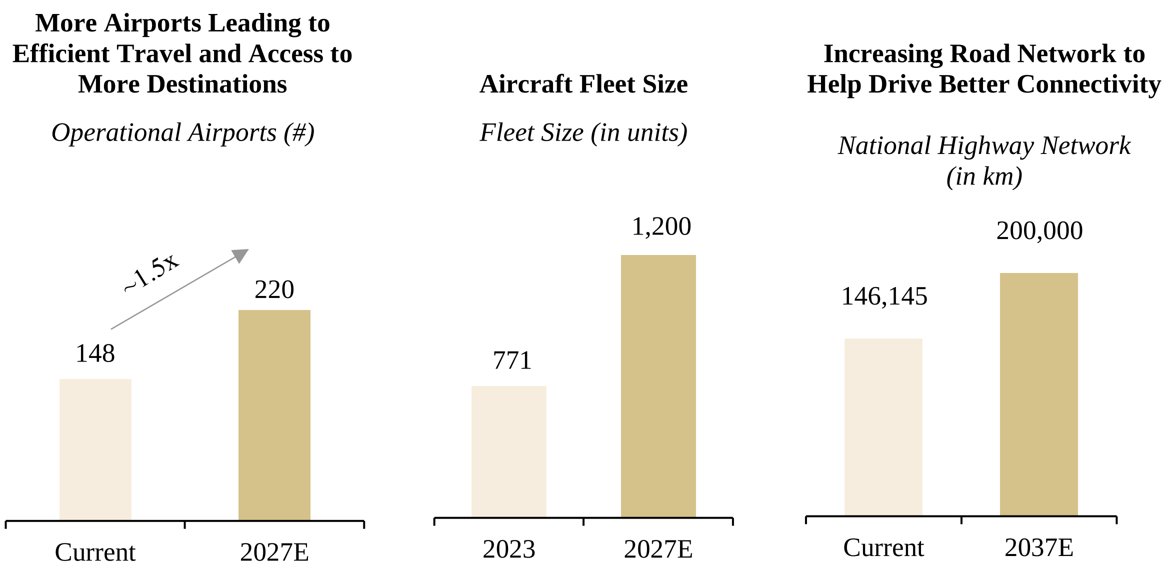


Source: Ministry of Tourism, India Tourism Statistics 2023 & HVS ANAROCK Research

Wide cultural footprint, improved infrastructure, enhanced airport facilities, and impetus provided by government initiatives including the launch of new circuits and destinations, PRASHAD scheme and visa reforms, have added to India's accessibility and attractiveness to foreign visitors. Foreign Tourist Arrivals (FTAs) have shown a sharp recovery post COVID, with projected 2024 arrivals at approximately 10 million *(Source: Ministry of Tourism, India Tourism Statistics 2023 & HVS ANAROCK)*. FTAs are expected to be key drivers of growth in leisure travel. In 2023, FTAs accounted for the largest share of leisure holidays in India at 46%.

Significant Capital Outlay Proposed by the Indian Government

Indian Government is estimated to spend US$1.9 trillion on infrastructure between Financial Year 2020-2025 *(Source: IBEF)*. Spending is aimed at developing over 9,700 projects across 58 sub-sectors, with nearly 2,000 projects already underway and under deployment. This covers multiple schemes and initiatives aimed at developing air, road, and rail infrastructure, enhancing connectivity and accessibility across the country.



Source: Press Information Bureau, HVS ANAROCK Research, Company Press Releases

- ***Airports and Air Travel:*** The number of airports is expected to reach 220 by 2027 from the current 148, representing an increase of nearly 1.5 times over the period. This is expected to improve connectivity to Tier 2, 3 and 4 cities / locations with shorter and direct flights. US$12 billion is expected to be spent by Airport Authority of India (AAI) and other private operators by 2027 for development of new and existing airports. As of January 2024, across all domestic carriers, more than 1,100 aircraft orders have been placed in less than a year. Air India and Indigo have placed aircraft orders of 470 and 500 planes in February 2023 and June 2023 respectively – amongst the largest airplane orders in the Indian civil aviation history.

- ***Railways:*** Multiple government schemes for the development, modernization of railway stations across the country and introduction of high-speed trains such as Vande Bharat have made rail travel more comfortable for passengers. Initiatives such as "Atmanirbhar Bharat" to manufacture bullet trains in India are expected to usher in a new era of luxury train travel, especially catering to corporate travellers. To facilitate the construction, operation, and maintenance of the suburban corridor, 100% FDI through the automatic route has been allowed through the Public Private Partnerships (PPP) format.

- ***Roads:*** *As of 2023*, India has the second largest road network in the world, which with further enhancement will enable easy access and delivery of services to Tier III+ cities. The national highway network is expected to grow by nearly 37% by 2037, increasing from the existing 146,145 km to 200,000 km by 2037. As per the Press Information Bureau (PIB), National Highways have reported a 60% growth over the last 10 years, supported by a 500% increase in road transport and highway budget allocation since 2014. Road trips have been steadily gaining traction, the upgradation of the massive road network in the country has significantly improved connectivity to several leisure destinations.

A few key initiatives are captured below; these complement a wide array of state, city and municipal level initiatives aimed at enhancing access infrastructure in India:

Project	Details
Ude Desh ka Aam Nagrik ("UDAN")	• Launched in 2016, UDAN is the Ministry of Civil Aviation's flagship regional connectivity scheme aimed to enhance air connectivity to regional airports in small towns. • In its first 5 years, UDAN served 10 million passengers, inaugurating 425 routes and 58 airports. • Per the Financial Year 2025 budget, over ₹5 billion was allocated to central schemes under Ministry of Civil Aviation.
Railways	• Significant efforts underway towards upgrading the Indian railway system to global standards. • Projects underway include the Mumbai-Ahmedabad Speed Corridor – the world's highest pier bridge under construction and the Chenab Bridge in J&K – the world's highest railway bridge. • 35 indigenously designed Vande Bharat Express trains are expected to be launched soon, helping further strengthen connectivity – serving up to 247 districts across the country.
Bharatmala Pariyojana	• Government initiatives aimed at developing road infrastructure, focused on optimizing efficiency of freight and passenger movement through construction of various corridors, expressways, coastal and broader roads.
Pradhan Mantri Gram Sadak Yojna ("PMGSY")	• Government initiative aimed at improving road connectivity in rural areas of the country. • As per the Press Information Bureau, PMGSY has led to 99% of rural habitations being connected through roadway.
Metro	• Upcoming expansion of metro network across Tier 1 and Tier 2 cities including New Delhi, Bengaluru, Jaipur, Mumbai, Chennai and Hyderabad. • New Delhi has an existing metro line spanning nearly 392km, with 288 stations across the city. The city metro network continues to grow with announced expansion to connect key parts of the city including Aerocity to Tughlakabad, Janakpuri West to RK Ashram etc. • The Bengaluru metro is slated for an expansion of 44km by March 2025, adding to the existing 74km metro line

Source: HVS ANAROCK

The Government has Undertaken Multiple Initiatives to Grow Travel and Tourism, Benefitting Luxury Hospitality

The Government of India and various state governments are ardently pushing to promote travel and tourism. As reflected in the latest Union Budget, ₹20,800 million was allocated for tourism related infrastructure development for the period Financial Year 2024-2025. There are multiple schemes underway, including 'Dekho Apna Desh' and 'Incredible India' aimed at positioning India as a global tourist destination. Campaigns like 'Atithi Devo Bhava' are bringing forth the culture of the country in making the inbound tourist feel more welcomed, while 'Fast Track Immigration-Trusted Travelers' Program' (FTI-TTP), which was launched recently, aims to speed up the immigration process for Indian Nationals and Foreign Nationals with Overseas Citizens of India (OCI) cards.

The Ministry of Tourism is also actively encouraging state governments to grant 'Industry Status' to the tourism sector, intending to foster robust and competitive growth as well as stimulate investment and development in the sector. This designation offers significant benefits, including commercial concessions, reductions in stamp duty for new developments, rebates on land acquisition prices, and GST concessions. Currently, eleven states in India have already granted Industry Status to tourism sector, including Gujarat, Kerala, Rajasthan, Punjab, Goa, Karnataka, Uttarakhand, Maharashtra, Jammu & Kashmir, Himachal Pradesh, and Tripura. Other States are in the process of considering such a grant. In addition, many states where Industry Status has not been granted yet, like Karnataka, Kerala and Tamil Nadu, offer capital subsidies on new hotel investments with varying ceilings and thresholds.

The government is also working on Special Tourism Zones ("STZs") which would be hyper focused areas for tourism in the country. These areas would be based on special themes with world class infrastructure and tourism amenities. These zones are also aiming to promote longer stays with a combination of new travel segments like wildlife, cultural, heritage, coastal, adventure, etc.

A few key initiatives are captured below:

Initiative	Details
Swadesh Darshan	• Launched in 2014-2015, the program offers financial support to state governments, union territories and central agencies for developing tourism infrastructure. • The initiative has been upgraded to Swadesh Darshan 2.0 (SD2.0), focusing on sustainable and responsible tourism destination.
Domestic Promotion & Publicity Including Hospitality (DPPH)	• Schemes aimed at providing financial aid to state government and union territories to host fairs, festivals and tourism-related events
Dekho Apna Desh	• Launched in 2023, the scheme aims to promote domestic tourism by encouraging Indian citizens to travel within the country. • 50 destinations across the country are to be developed under this scheme.
Reduced Goods & Services Tax ("GST") on Hotel Rooms	• GST on hotel rooms with tariffs between ₹1,001 to ₹7,500 per night has been lowered to 12%, and for tariffs above ₹7,501, to 18%, with the aim of enhancing India's appeal as a tourist destination

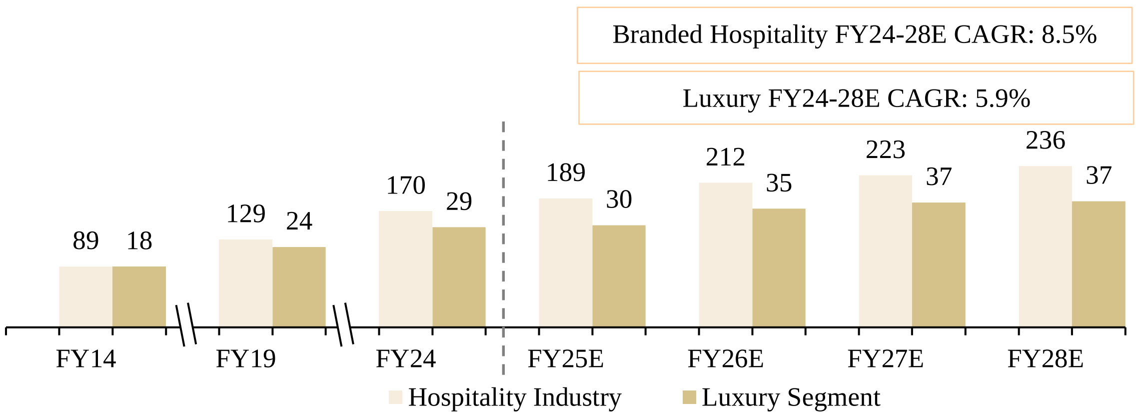
Source: HVS ANAROCK

<u>High Barriers to Entry is a Key Supply Constraint for Luxury Hospitality in India</u>

Supply in the luxury hospitality segment remains limited given high barriers to entry which include limited availability of suitable land parcels, securing requisite land use permissions and end-use restrictions, regulatory approvals and licenses and substantial capital and time investment needed to build a well-recognized and respected luxury brand, as well as to develop luxury hotels.

Supply of Luxury Keys in India Expected to Grow at 5.9% CAGR vs 8.5% for Overall Hospitality Industry

(# of Branded Hotel Keys ('000))



Source: HVS ANAROCK Research

The key barriers to entry for the development of luxury hotels in India are the following:

- ***Land Acquisition****:* Scarcity of land parcels in prime locations and difficult to obtain land use permissions, create limitations for hotel development and scale of the property. Furthermore, as per Reserve Bank of India ("RBI") guidelines, banks are constrained in their ability to lend for acquisition of land, which further constraints supply.

- ***Regulatory Approvals and Licenses****:* Land approval and construction processes require multiple sanctions, licenses, and other regulatory approvals. The approval process is complex and time-consuming, fraught with delays, impacting not only the development period but also capital structure thereby leading to cost escalations.

- ***Access to Capital****:* The high capital costs for development require access to capital both in the form of equity and debt. As such raising capital at the right pricing terms is critical.

- ***Shortage of Manpower****:* Increasing shortage of skilled personnel with experience in the luxury hospitality segment – across managerial and staff levels – with sufficient operating experience, rising attrition and seasonal demand fluctuations pose service limitations for hotels.

- ***Long Gestation****:* New hotel development requires a significant gestation period in site development, planning, design and execution and operational stabilization, creating significant barriers to entry for new supply.

Growth Supported by Strong Outlook for Indian Hospitality

Demand for luxury tourism globally is expected to grow at a CAGR of 6.6% over Financial Year 2023 to Financial Year 2028, driven mainly by growth of high-net-worth individuals ("HNWI") and ultra-high net worth individuals ("UHNWI") population, particularly in Asian countries with India being a key driver. *(Source: Euromonitor International, Luxury Goods 2025 edition; Retail Value RSP, USD million, Historic Current Prices, Forecast Constant 2024 Prices, Historic Year-on-Year Exchange Rates, Forecast Fixed 2024 Exchange Rates.).*

The Indian travel industry is undergoing considerable transformation, shaped by shifting travel preferences towards unique experiential journeys. With a large young population, millennials in India are looking to experience new cultures in a highly immersive manner, giving rise to a growing number of players within the segment. Segments such as heritage, wildlife, spiritual and wellness travel are witnessing an uptick in demand as travelers look to move away from traditional travel experiences. The transformation of the Indian travel industry has also been augmented by the evolving aspirations of the Indian society driving demand for the premium experiences, offering world-class services and amenities.

Strong revival of MICE and corporate travel segments, coupled with high-profile events like the G20 Summit have been pivotal in driving demand for the Indian hospitality segment.

India's outbound travel sector has also experienced significant growth, with 27 million Indian travelers heading abroad in 2019, growing at a CAGR of nearly 9% during 2011-2019. There has been a resurgence post the pandemic, with 2023 numbers exceeding the pre-pandemic figures. The outbound market is projected to grow at a CAGR of 9% till 2030. *(Source: HVS ANAROCK Research)*

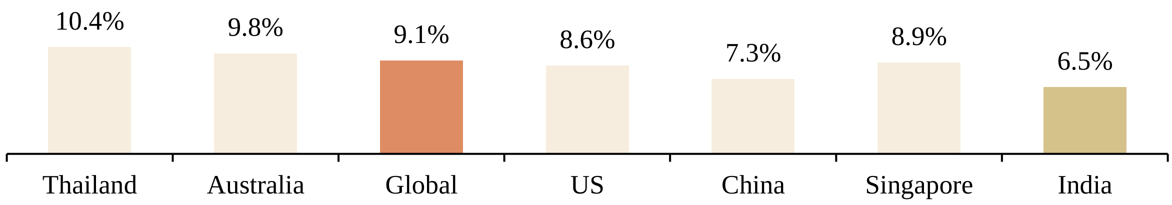
Further ancillary hospitality segments such as branded residences, serviced apartments, and exclusive branded clubs are expected to continue gaining traction on the back of increasing disposable income.

Travel & Tourism Contribution to GDP Stands India Lower than the Global Average

India is renowned for its cultural diversity, scenic landscapes, and rich historical legacy. The country is home to one of the seven Wonders of the World, over 40 World Heritage Sites and is ranked sixth globally on the UNESCO World Heritage Sites list *(Source: UNESCO)*. The travel and tourism industry in India contributes 6.5% to the overall GDP, which is still well below the global average. Improvement in infrastructure, preservation of cultural sites and rising disposable incomes are expected to provide further impetus to the sector.

Travel & Tourism Contribution to GDP

(In %)



Source: WTTC Economic Impact Research (EIR) 2024

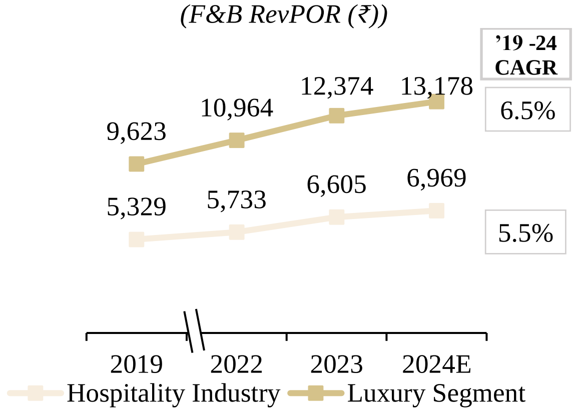
Hotels Are Increasing Experiential Offerings on the Back of Growing Demand

There has been a shift in traveler preference towards unique experiential journeys. India's diverse geographical landscape and rich cultural heritage provide an ideal landscape for experiential hotels to flourish. For instance, experiential offerings from leading brand include "Modern Palaces", which are newly built properties offering guests modern amenities while retaining the charm associated with heritage offerings have been increasingly popular with tourists. The hotels have further curated itineraries to complement their "heritage trails", coupled with curated food menu, camping and art / music.

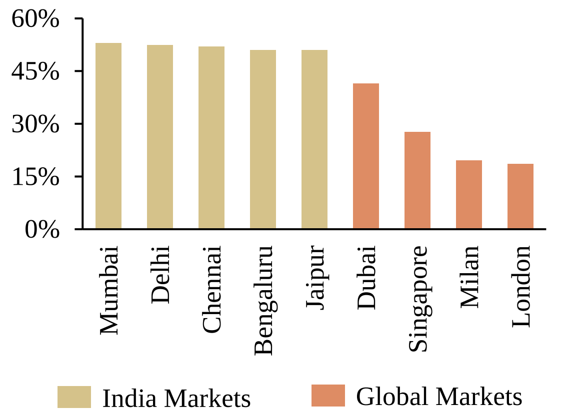
Premium F&B Offerings, Growing MICE Visitation and Destination Weddings to be a Key Growth Driver for the Hospitality Industry

Food and beverages (F&B) revenue forms a significant source of income for hotels in India which supplements room revenue. F&B revenue per occupied room for the luxury hospitality segment in India is over 1.9 times of the overall industry in 2023. Indian hotels have superior operating leverage from F&B as compared to global cities.

F&B Revenue per Occupied Room for Luxury Hospitality Segment and the Overall Industry
(F&B RevPOR (₹))



F&B Profit Margins for Indian Markets Relative to Global Peers
(2023 F&B Profit Margin (%))



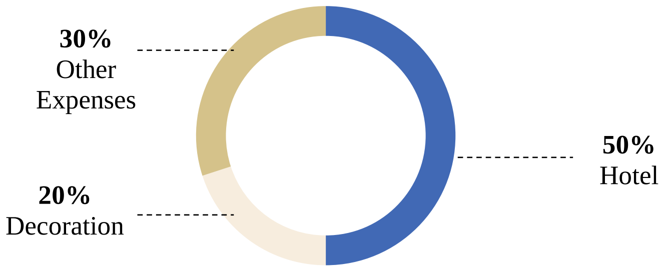
Source: HVS ANAROCK Research

Strong recovery led by meetings, exhibitions, sporting events like the IPL ("Indian Premier League") launch of new convention centers such as the Jio convention center in Mumbai, Bharat Mandapam/Yashobhoomi convention centers in Delhi and the Mahatma Mandir Convention Centre in Gandhinagar and corporate events post COVID, coupled with high-profile events like the recently concluded G20 Summit in New Delhi, the Global Fintech Festival in Mumbai and the Aero Show in Bengaluru have played a pivotal role in driving demand for the hotel industry. These events drive demand for hotels with strong banqueting services, generating higher F&B revenue for the hotels. India's prominence on the global stage will continue to attract more high-profile and high-end luxury events in the future and drive demand for luxury hotels and quality convention centers.

A young population and increasing popularity of destination weddings are driving demand for the hotel industry. Jaipur, Udaipur, Goa, and Delhi are preferred luxury wedding destinations in the country and have witnessed higher traction from affluent Indians.

Post the pandemic, there has been a resurgence of buyouts (booking all rooms in a hotel for an exclusive private event) and large format weddings. These have typically generated approximately ₹25-30 million (approximately US$300,000-360,000) per event for luxury hotels. Hotel expenses accounted for almost 50% of the total spend on the wedding destination in 2023.

Hotels Constitute Nearly 50% of the Total Spend on Destination Weddings



Source: HVS ANAROCK Research

Advent of New Leisure Segments and Upcoming Destinations

Increasing disposable income, evolving consumer spending pattern in favor of luxury experiences and India's emergence as a cultural hub have increased the popularity of new leisure segments such as heritage, wildlife, wellness, and spiritual tourism.

- ***Wellness:*** Wellness vacations are becoming increasingly popular amongst affluent Indians. The Wellness Tourism Market in India is valued at $19.4 billion in 2024 and is poised to grow at a 6.4% CAGR over the next five years, to reach a market size of $26.6 billion by 2029 *(Source: Mordor Intelligence)*. India has been a leading destination for ayurvedic getaways, attracting mostly foreign nationals in the past. However, this pattern is shifting post-pandemic, with a surge in domestic travellers, seeking holistic experiences driven by increased focus on health and well-being. Demographic trends including an increasingly wealthy population further support growth of luxury wellness. Despite progress in integrating wellness into the hospitality industry, there remains untapped opportunities for hotel brands, especially in the luxury segments, to explore and capitalize on the expanding wellness tourism trend in the country.

- ***Heritage Tourism*****:** India provides a unique blend of a rich history and cultural heritage. Regulatory initiatives to preserve and promote these sites have created strong demand for domestic and international travel. The hotel industry has leveraged this opportunity by transforming numerous forts, palaces, and havelis into luxury hotels which helps preserve these historical structures and provides travellers with unique cultural experiences.

- ***Wildlife Tourism:*** India is home to over 7.5% of species in the world and boasts of a great variety of fauna, over 90,000 species *(Source: Know India)*. Locations in remote or pristine areas add to the tranquillity, making the experience more serene. Heightened efforts by the government to improve last-mile connectivity and bolster demand has further boosted investments by hotel chains, and experiential brands.

- ***Spiritual Tourism:*** Spiritual tourism in India is expected to grow at 16% CAGR over Financial Year 2024-2030 driven by demand for more fulfilling and authentic experiences. Improving connectivity, infrastructure and the government's stated intent to develop more hubs of spiritual tourism and spiritual centers such as Tirupati and Ayodhya are expected to be key demand drivers for the segment.

- ***Upcoming Domestic Destinations:*** Destinations such as Kashmir and Sikkim have been gaining popularity amongst tourists. In 2021, Sikkim witnessed 5.2 million tourist visits and saw a significant spike to 16.9 million in 2022. *(Source: Sikkim Tourism Inception Report, June 2023, Govt of Sikkim)* Kashmir has also registered an influx of tourists, hosting more than 21 million visitors – the highest over the last seven decades. Government efforts to promote new tourist destinations, improving infrastructure and connectivity and tourists looking for new travel destinations will be key drivers of demand. *(Source: Department of Tourism, UT of Jammu and Kashmir)*.

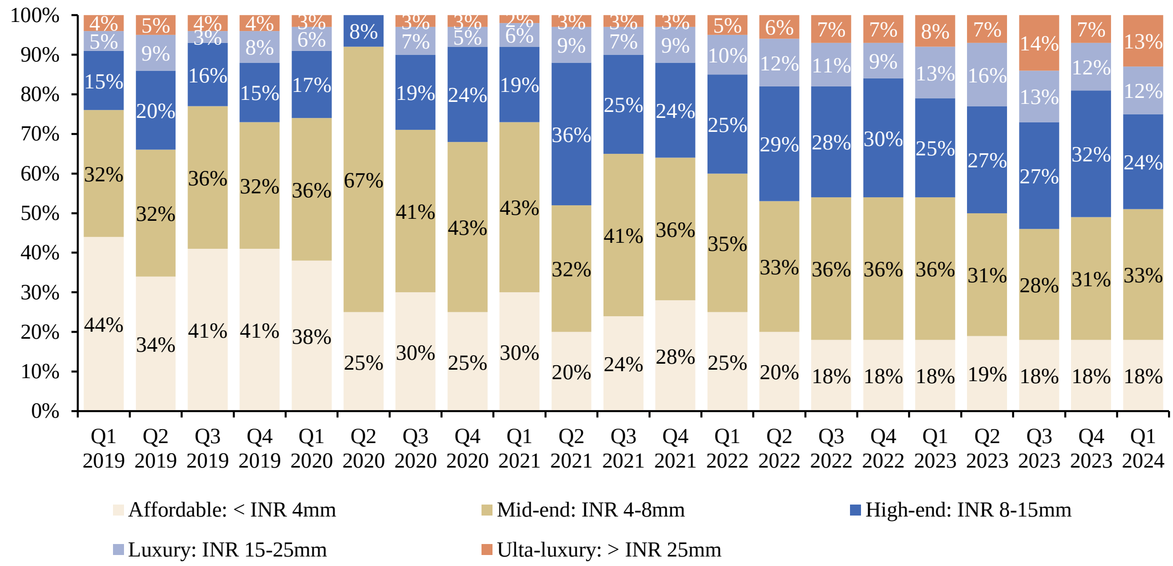
Growth of Ancillary Areas of Hospitality including Branded Residences, Serviced Apartments and Member Clubs

Branded residences combine bespoke service offerings, often by luxury hospitality brands with residential dwellings to deliver a differentiated lifestyle experience to its residents. Globally, growth in branded residences has been spurred by their attractiveness to both developers and investors. The segment has proven to generate premiums in cities around the world attributed to the rising affluence and evolving consumer preferences, driving demand for private and spacious living formats with high-end amenities and comprehensive in-house services.

In India, growing affluence has led to demand for luxury and ultra-luxury housing. The rising trend of demand for luxury and ultra-luxury homes bodes well for branded residences, which are targeting a similar segment and are priced within the same bracket. Homes in the ultra-luxury space (greater than ₹25mm in value)¸ have seen a rapid growth, growing from 4% of all residential projects in Q1'2019 to 13% in Q1'2024 highlighting the increasing appetite among developers for high-end projects. India has an existing stock of 858 branded residences associated with hotel brands, with a pipeline of an additional 2,040 units across New Delhi, Gurgaon, and Mumbai. The branding fee for branded residences ranges between 5% - 7% of sales in 2023.

The Ultra-Luxury Segment in India Has Seen Rapid Growth, Highlighting the Growing Appetite Among Developers for High-End Projects

All India Residential Projects (New Launches) – Quarterly Segmentation



Source: ANAROCK Residential Report

Demand for Long-Stay Serviced Apartments is on the Rise

With India's emergence as a key business center and the subsequent growth in corporate travel, extended stay hotels have established a distinctive niche in the global hospitality industry by catering to guest requiring long-term accommodation. These hotels combine the comforts of home with the convenience of hotel living, amenities such as living and dining areas, laundry equipment as well as kitchenettes are key differentiators of this segment. Such products are characterized by not only high occupancy but also high ARRs.

With India's rising global stature, it is anticipated that extended stay hotels will gain recognition and popularity in both leisure and business locations in the country.

Growing Trend of Urbanization and Nuclearization of the Indian Family Structure Supporting Demand for Private Clubs

India is registering a rapid increase in urbanization, in tandem with its growing population. It is estimated that by 2036, 40% of India's population will be residing in urban areas. The Indian family structure is also undergoing a structural shift, with joint families making way for nuclear households.

As families become more affluent, and urbanized, demand for private clubs is expected to rise with individuals increasingly looking for exclusive communities and access to high-end leisure and re-creation amenities.

For hotels, private members clubs generate additional income through membership fees, annual renewal fees and club services. The benefits offered foster loyalty among members and corporate clients, encouraging repeat business and long-term relationships. Membership fee for such clubs in luxury hotels typically ranges between ₹1,500,000 to ₹2,000,000 at entry with a yearly fee of ₹100,000 to ₹300,000.

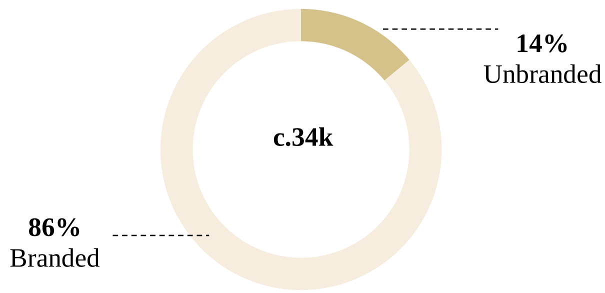
Club facilities attract demand from within the micro market, primarily using F&B offerings and club usage charges if any. Clubs operated by hotels benefit from a range of facilities available within a luxury hotel, thereby offering a wider array of facilities to members.

Opportunity to Re-Brand Independent Hotels Offers an Attractive Growth Opportunity for Branded Hotels

As of March 31, 2024, there were a total of nearly ~33,800 luxury keys in the organized hotel sector of which ~29,000 keys were branded, leaving ~4,800 keys available for conversion to branded hotels.

Opportunity to Re-Brand Independent Hotels as of March 31, 2024

(% of Luxury Hotel keys)



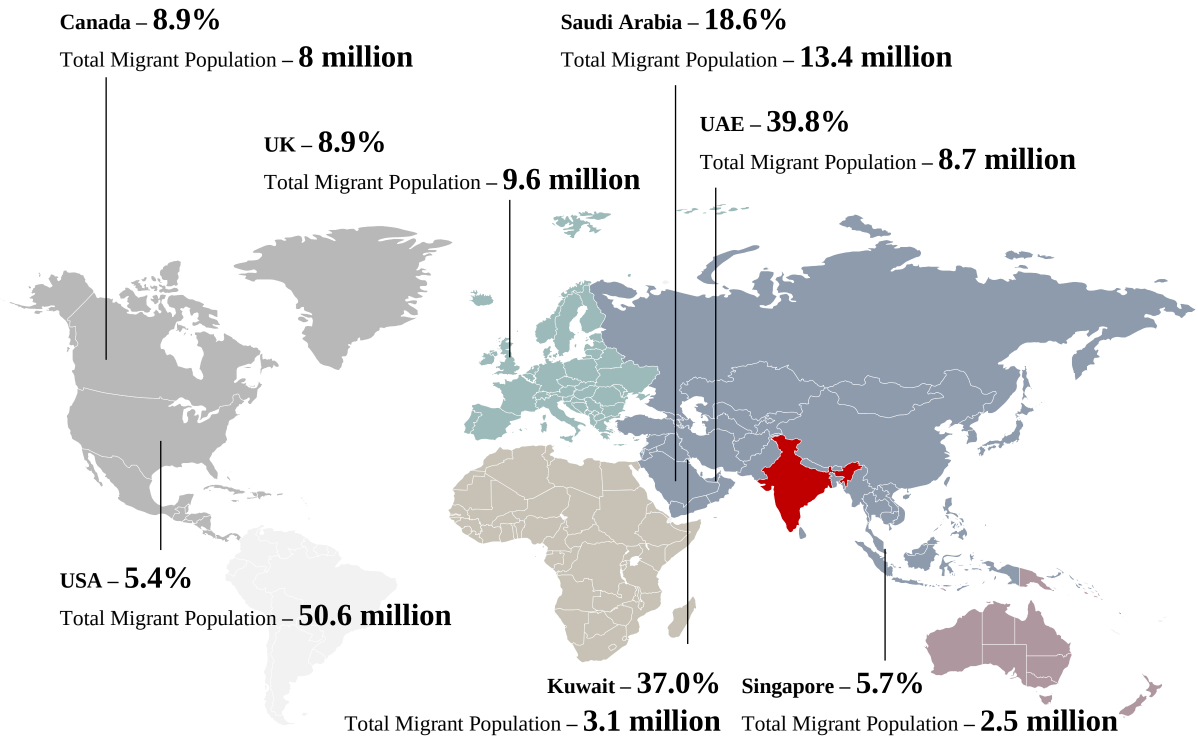
Source: HVS ANAROCK Research

Growing Foreign Travel Represents a Favorable Trend for Domestic Hotel Brands Looking to Expand Internationally

The growing Indian diaspora settled internationally has been a key driver of FTA growth.

Growing Indian Diaspora Abroad Is Propelling Growth in FTAs

(Indian Population as a % of Total Migrant Population – 2020)

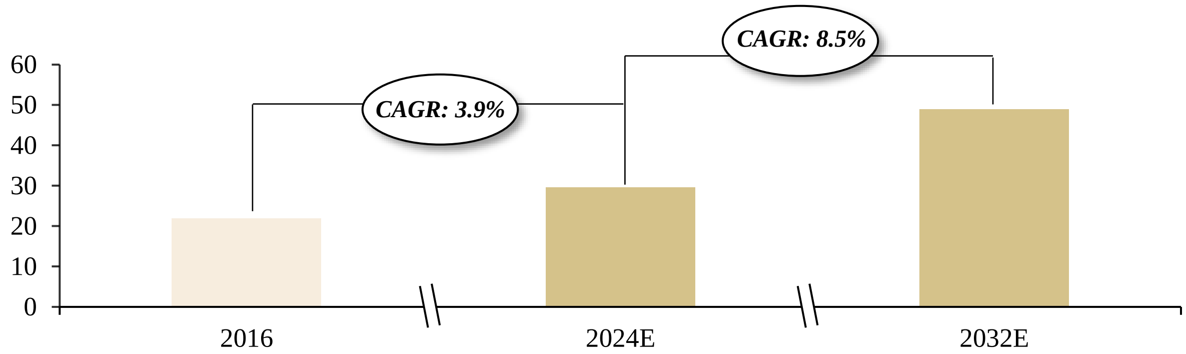


Source: United Nations Department of Economic and Social Affairs

The UAE, US, Saudi Arabia, Kuwait, Canada, Singapore, and the UK represent the top countries with the highest Indian-origin population as a percentage of total migrant population. These countries with their strong Indian diaspora represent an attractive growth opportunity for Indian luxury brands to expand their geographic footprint.

Indian National Departures from India

(No. of Indian National Departures from India (in Millions))



Source: India Tourism Statistics 2023, Ministry of Tourism, GoI, Bureau of Immigration, GoI, HVS ANAROCK Research

India's outbound travel has experienced strong growth in recent years. The number of travelers who travelled abroad reached nearly 27 million in 2019. Nearly 30 million Indians are expected to travel internationally in 2024.

Threats and Challenges to The Leela

The luxury hospitality industry in which The Leela operates may encounter certain threats and challenges (not exhaustive) as mentioned below:

Dilution in Brand Positioning: The Leela owned and managed hotels operate under "The Leela" brand, which is perceived and recognized as one of the leading luxury hotel brands in India. Any events / issues resulting in negative publicity makes the business susceptible to risks related to brand obsolescence / reputational damage.

Economic Impact**:** The Leela operates in the luxury hospitality industry in India which depends on both discretionary spend of leisure tourists and buoyancy in demand from business travel – both of which are linked to economic performance of the country. Economic downturn or recession could impact discretionary spending and this demand for luxury hotels

Government Policy and Regulation**:** The Leela is required to ensure ongoing compliance pertaining to various statutory and regulatory permits and approvals required under various government regulations in India. Any changes in government policy may require The Leela to incur capital / operational costs to comply and if permits are revoked, could impact business operations.

Workforce Challenges: The Leela, due its focus on luxury hospitality segment, is heavily dependent on a large workforce which combined with rising labor costs and scarcity of trained workforce in keeping with the growing demand may present a challenge to day to day operations.

Performance of Key Markets

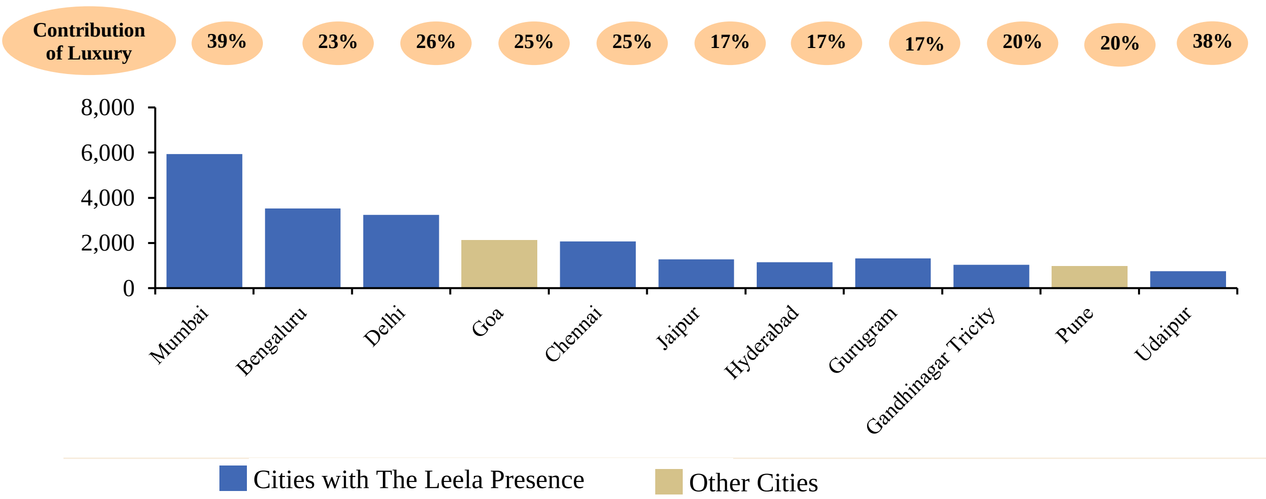
Key Indian market are well supported by multiple factors including (1) limited luxury hospitality stock (2) favorable demand-supply dynamics (3) strong ARR and RevPAR performance, particularly of the luxury hospitality segment.

Limited Stock in Luxury Hospitality Segment

India has limited luxury hospitality stock which is largely concentrated in key business and leisure cities. This benefits existing hospitality players who have presence in these key markets.

Key Indian Luxury Markets by Existing Stock

(Number of keys by city FY2024)

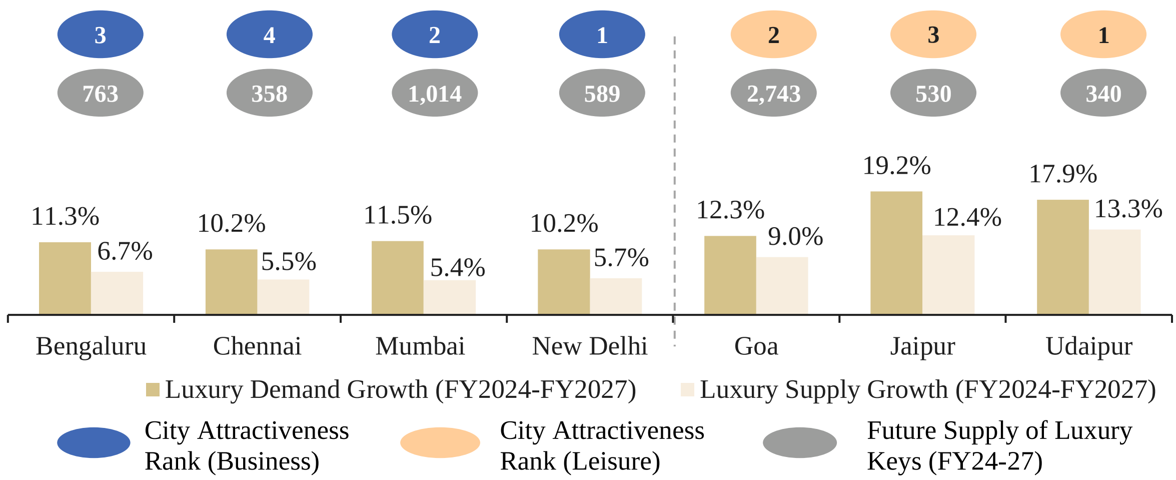


Source: HVS ANAROCK Research

Key Indian Markets Poised for Strong Demand Growth

Key Indian cities including Bengaluru, Chennai, New Delhi, Goa, Jaipur, Udaipur and Mumbai are supported by favorable demand and supply dynamics with high barriers to entry and have significant room for RevPAR growth.

Key Indian Luxury Markets have Strong Demand Outlook



Source: HVS ANAROCK Research

Key Business Markets

Key Cities	Market Attraction Rank	FY2024 - FY2027 Luxury Demand	FY2024 - FY2027 Luxury Supply
New Delhi	1	10.2%	5.7%
Mumbai	2	11.5%	5.4%
Bengaluru	3	11.3%	6.7%
Chennai	4	10.2%	5.5%
Gurugram	5	6.3%	0.0%
Hyderabad	6	8.2%	4.4%
Ahmedabad	7	10.9%	6.1%

Source: HVS ANAROCK Research
Note: City attractiveness score calculated by taking weighted average of luxury demand per room, share of international and domestic travel, luxury ARR and FY2019-FY2024 ARR CAGR.

India's emergence as a preferred destination for GCCs, robust growth in office leasing activity and multiple government initiatives and policy reforms to augment economic growth and commercial activity have been key drivers for continued growth in business markets. The segment represents attractive expansion opportunities with continued growth expected in corporate travel and favorable demand supply dynamics. *(Source: NASSCOM)*

Key Leisure Markets

Resort Destinations	City Attraction Rank	FY2024 - FY2027 Luxury Demand	FY2024 - FY2027 Luxury Supply
Udaipur	1	17.9%	13.3%
Goa	2	12.3%	9.0%
Jaipur	3	19.2%	12.4%
Kerala	4	13.0%	6.9%
Agra	5	25.5%	21.1%

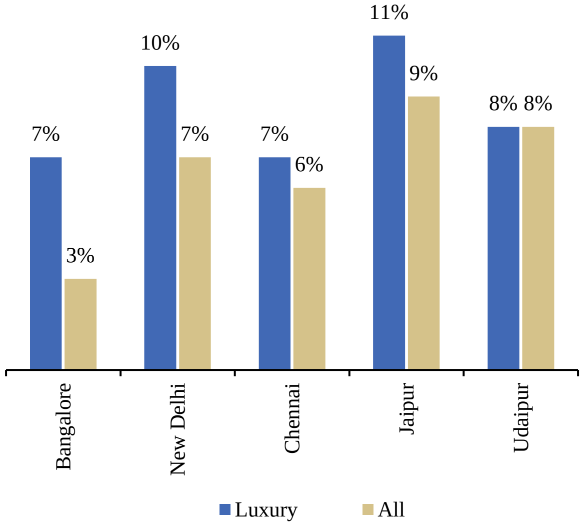
Source: HVS ANAROCK Research

Note: City attractiveness score calculated by taking weighted average of luxury demand per room, share of international and domestic travel, luxury ARR and FY2019-FY2024 ARR CAGR.

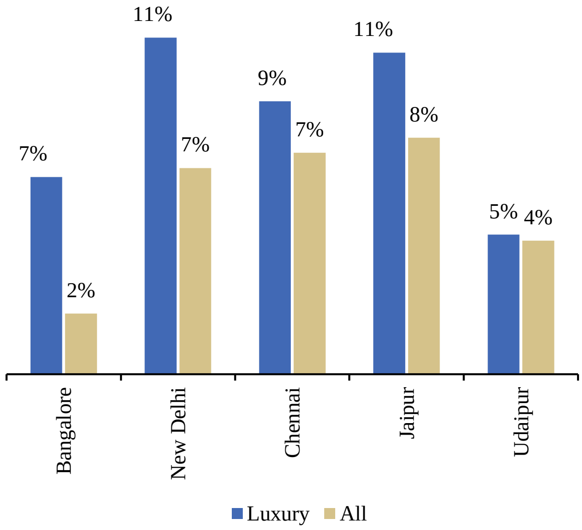
Growing affluence, increasing population of HNWIs and UHNWIs and growth in FTAs (accounted for 46% of the leisure holiday and recreation segment in 2023) have been key drivers for the segment *(Source: India Tourism Statistics, Ministry of Tourism, GoI)*. Favorable demand-supply dynamics and strong fundamental growth drivers, make the segment highly attractive for potential future expansions.

The Luxury Hospitality Segment Performance in Key Cities

ARR CAGR – Key Cities
(FY2019 to FY2024 ARR CAGR)



RevPAR CAGR – Key Cities
(FY2019 to FY2024 RevPAR CAGR)

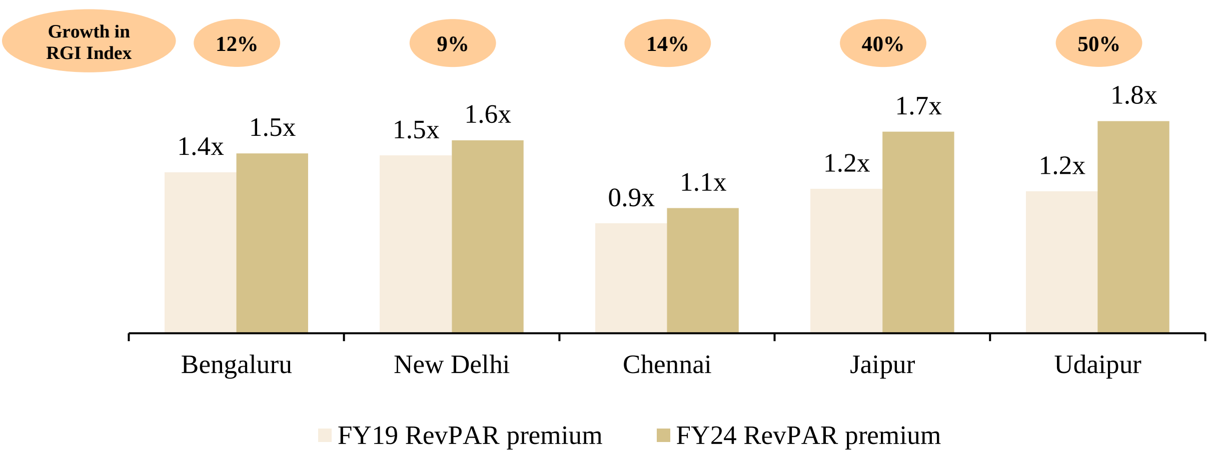


Source: HVS ANAROCK Research, CoStar - Industry data
Note: Considers luxury & upper upscale segment for Jaipur and Udaipur.

The Leela's Owned Portfolio includes five iconic hotels located in the top luxury hospitality destinations in India. In Financial Year 2024, The Leela's Owned Portfolio RevPAR was 1.4 times of the luxury hospitality segment RevPAR.

The Leela's Owned Portfolio Had a RevPAR Premium to Luxury Segment

(FY2019, FY2024 RevPAR Premium)



Source: HVS ANAROCK Research, CoStar - Industry data
Note: Considers luxury segment for Bengaluru, New Delhi and Chennai, luxury & upper upscale segment for Jaipur and Udaipur. RGI index premium is calculated as RevPAR of the relevant The Leela hotel / RevPAR of relevant market segment. RGI growth indicates that the hotel is capturing a larger share of market revenue relative to comparable hotels in its market.

Overview of Upcoming Properties

The Leela intends to further expand its footprint, by acquiring and developing five new hotels that will be directly owned and managed by Leela – in Agra, Srinagar, Ayodhya, Ranthambore National Park, and Bandhavgarh National Park. The Leela has also recently entered into hotel management agreements for two new hotels that are in Hyderabad and Sikkim as well as luxury serviced apartments in Mumbai. Set out below are certain details regarding the pipeline markets noted above.

Segment	Pipeline market	ARR for luxury properties during FY24
Heritage & Grandeur	Agra	₹45,000 - ₹50,000
Hill Station	Srinagar	₹28,000 - ₹33,000
Spiritual	Ayodhya	₹18,000 - ₹23,000
Heritage & Grandeur	Ranthambore	₹48,000 - ₹53,000
Wildlife	Bandhavgarh	₹48,000 - ₹53,000
Business	Hyderabad	₹10,000 - ₹13,000
Hill Station	Sikkim	₹22,000 - ₹27,000
Serviced Apartment	Mumbai	₹12,000 - ₹18,000

Source: HVS ANAROCK Research
Note: Hotels from different markets have been chosen to provide adequate representation of the segments that The Leela plans to enter.

<u>Overview of Key Leela Markets</u>

The Leela footprint across ten key Indian business and leisure destinations, covers 79% of international air traffic and 54% of domestic air traffic in India in Financial Year 2024. The Leela is present in six of the top seven business markets and three of the top five leisure markets of India, accounting for nearly 18% of the total existing luxury keys across these markets as of May 31, 2024. Bengaluru, Chennai, New Delhi, Jaipur and Udaipur are supported by favorable demand and supply dynamics with high barriers to entry and significant room for RevPAR growth.

1. Bengaluru

Referred to as the "Silicon Valley" of India and the second largest technology hub in the world, Bengaluru is a demographically diverse city, with a highly skilled workforce and home to several educational and research institutions. The city is the political capital and economic hub for the state of Karnataka, with a GDP of $84 billion (2022-2023). The city has an expected population of 14.4 million by 2025E *(Source: United Nations Development Programme (UNDP), Karnataka State Government)*.

Bengaluru is accessible by direct flights from multiple international destinations and is nearly 1 hour 45 minutes from Mumbai and 2 hours 30 minutes from New Delhi. This puts it within reach of an estimated population of 56.8 million (as of 2025E) under 3 hours *(Source: UNDP)*.

The key demand drivers for the hospitality industry in Bengaluru are:

- ***India's Largest Office Market:*** The city has the highest supply of Grade A office stock in India with a total office stock of 192.7 msf as of Q2'2024. Bengaluru also represents the top leasing market in India with 12.3 msf in YTD gross leasing activity as of Q2'2024 *(Source: C&W)*.

- ***Largest GCC Market:*** Bengaluru is home to approximately 34% of the total GCC talent in India 2023 and is the most preferred GCC destination in the country *(Source: NASSCOM, Zinnov: GCC 4.0 – India Redefining the Globalization Blueprint)*.

- ***Start-Up Hub:*** Bengaluru is recognized as the start-up capital of India. The city has gained the reputation as the startup capital of the country *(Source: Swavalambi Bharat Abhiyan).*

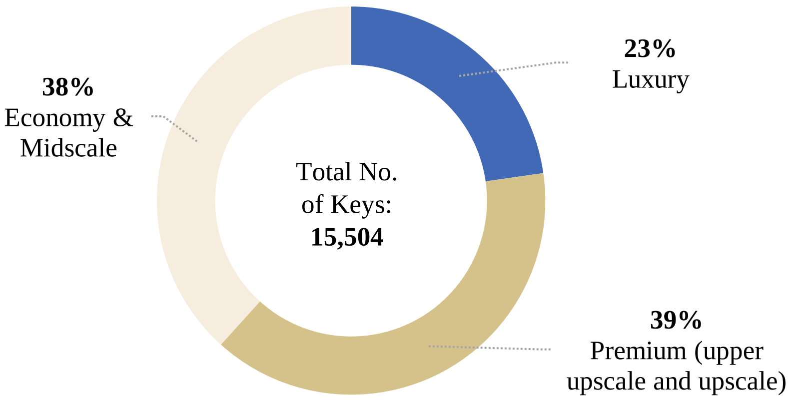
- ***Robust Air Traffic:*** The Bengaluru international airport is the third busiest airport in India. Robust air traffic growth, opening of an additional terminal in 2023 highlights the positive business sentiment. In Financial Year 2024, the airport handled over 37.5 million passengers – 13% higher than Financial Year 2019, while India wide air traffic grew by 9% in the same period. Strong business sentiment is reflected by the robust air traffic growth *(Source: AAI)*. The Bengaluru international airport has a master plan for three airport terminals and has plans for a third terminal to be operational by late 2020s - early 2030s.

- ***Strong MICE Visitation:*** Strength in MICE visitation on the back of key city events such as the Aero Show, India Energy Week (IEW), Indian Premier League (IPL) cricket matches etc.

Existing Stock

Bengaluru is the largest hospitality market in India with a total inventory of 15,504 branded keys as of March 31, 2024, of which the luxury segment represents 23% of the stock (3,525 keys).

Total Existing Supply of Branded Supply (March 31, 2024)

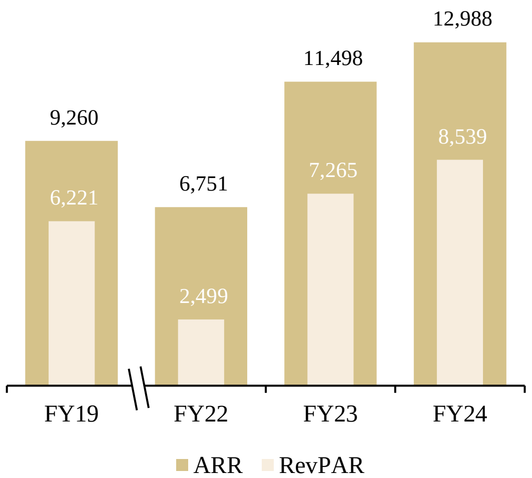


Source: HVS ANAROCK Research

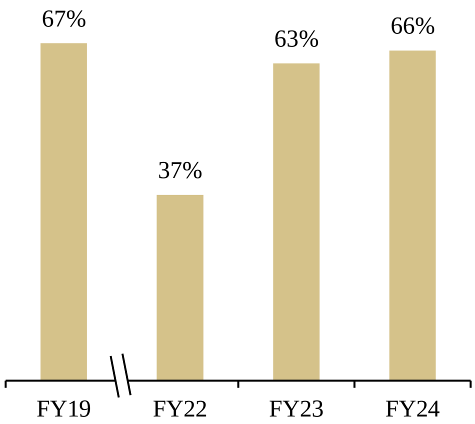
Market Performance

Bengaluru Luxury Hospitality Segment Performance

(ARR and RevPAR (₹))



(Occupancy)



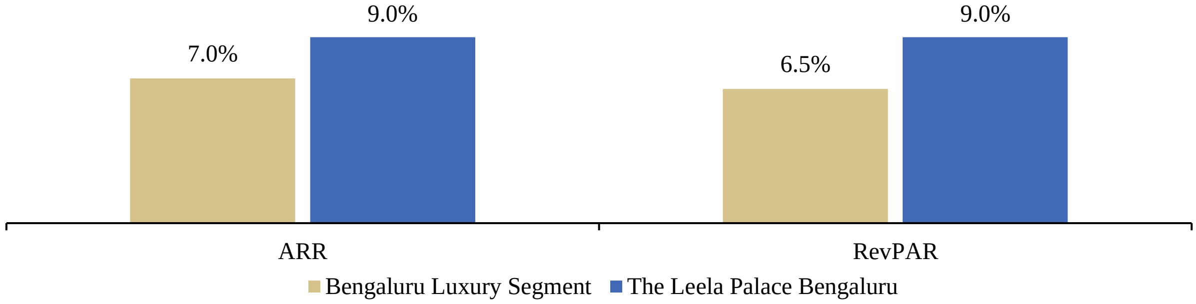
Source: HVS ANAROCK Research, CoStar - Industry data

Given high tech, corporate and MICE demand against limited luxury hotel stock, the Bengaluru luxury segment ARR grew at a CAGR of 7.0% from Financial Year 2019 to Financial Year 2024 and RevPAR grew at a CAGR of 6.5% from Financial Year 2019 to Financial Year 2024.

The Leela Palace Bengaluru outperformed the Bengaluru luxury hospitality segment in terms of both ARR and RevPAR, both growing at a CAGR of 9.0% from Financial Year 2019 to Financial Year 2024 compared to the Bengaluru luxury hospitality segment which grew at 7.0% and 6.5% respectively over the same period.

Benchmarking of The Leela Palace Bengaluru to Bengaluru Luxury Segment

(FY2019 to FY2024 CAGR)



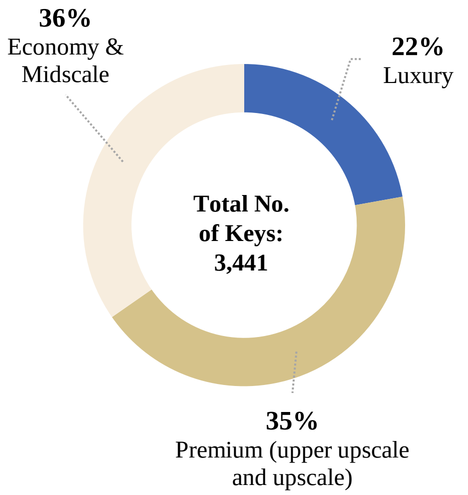
Source: HVS ANAROCK Research, CoStar - Industry data

From Financial Year 2024 to Financial Year 2027, Bengaluru is expected to have a supply pipeline of 3,441 keys. The luxury segment represents 29% of the upcoming supply (763 keys). There is no upcoming competitive supply in the immediate micro-market of The Leela Palace Bengaluru.

The Bengaluru luxury hospitality segment is expected to outperform the Bengaluru hospitality industry. Demand for the Bengaluru luxury segment is expected to grow at a CAGR of 11.3% from Financial Year 2024 to Financial Year 2027 as compared to the branded hotel segment which is expected to grow at 9.5% over the same period.

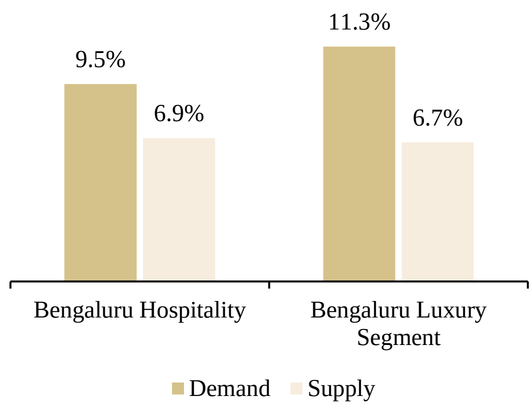
Upcoming Supply

Total Pipeline of Supply over FY2024 to FY2027



Luxury Segment Expected to Outperform Overall Industry over FY2024 to FY2027

(Demand & Supply CAGR FY2024 to FY2027 (%))



Source: HVS ANAROCK Research

2. ***New Delhi***

New Delhi is India's largest city and the political and administrative capital of the country as well as a key business and industrial hub in Northern India with a GDP of $130 billion (2022-2023) and an expected population of 34.7 million by 2025E *(Source: State Government)*. New Delhi is accessible by flights from global cities including New York, Chicago, London, Singapore and Dubai and is nearly 2 hours from Mumbai, and is the key tourism gateway to Taj Mahal in Agra and Varanasi.

The key demand drivers for the hospitality industry in New Delhi are:

- ***Largest Indian Airport Terminal with Highest Passenger Traffic:*** The Delhi International Airport received the highest air passenger traffic in India, of approximately 73.6 million passengers in Financial Year 2024 as well as the highest share of foreign tourist arrivals in Financial Year 2024. *(Source: Delhi Customs)*

- ***One of the Prominent Office Markets in India and a Key GCC Hub:*** Corporate headquarters and high concentration of government offices have been key drivers of strong leasing activity. New Delhi New Capital Region is one of the most prominent office markets with 141 msf of grade A office stock as of Q2'2024. New Delhi is also a key GCC hub, representing the second largest GCC market in India both in terms of number of employees and headcount. Proximity to Gurugram, home to more than 200 of India's Fortune 500 companies helps further drive corporate travel. *(Source: NASSCOM)*

- ***Superior Connectivity and Infrastructure*****:** New Delhi has a well-established network of transport infrastructure, rail, metro, and airport connectivity. The city is well planned with a wide arterial road network that is well connected to other parts of NCR, including key hubs of Gurugram and Noida.

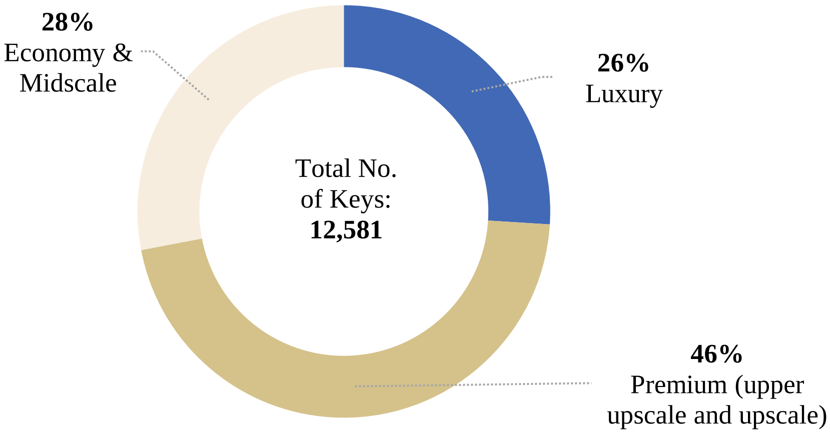
- ***Key MICE market*****:** New Delhi witnesses several large-scale events such as G20 presidency summit, cricket matches along with regular exhibitions and conventions. Development of world class convention centers is driving further demand for hospitality.

- ***Heritage Tourism:*** New Delhi is also home to several heritage and cultural monuments such as the India Gate, Red Fort, Lotus Temple and Qutub Minar attracting tourists from across the globe.

Existing Stock

New Delhi is the second largest hospitality market in India with a total inventory of 12,581 keys as of March 31, 2024, of which the luxury segment represents 26% of the stock (3,237 keys).

Total Existing Branded Supply
(March 31, 2024)

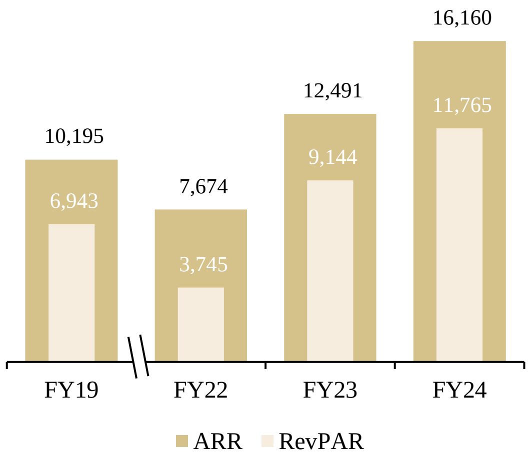


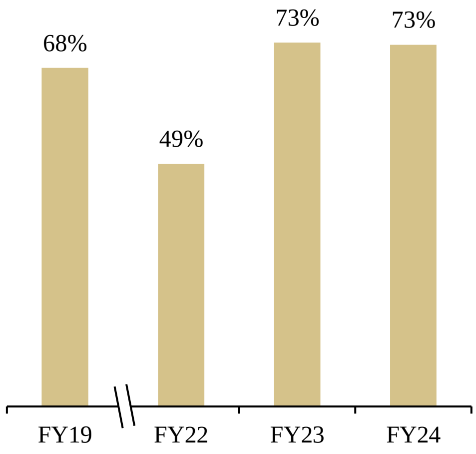
Source: HVS ANAROCK Research

Market Performance

New Delhi Luxury Hospitality Segment Performance

(ARR and RevPAR (₹)) *(Occupancy (%))*





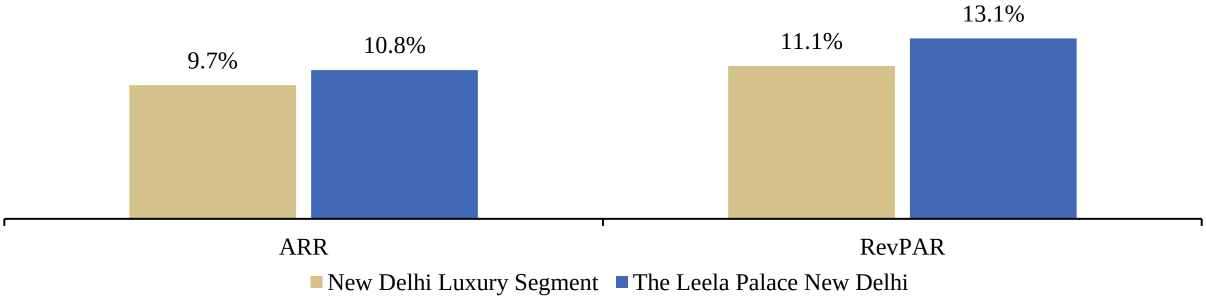
Source: HVS ANAROCK Research, CoStar - Industry data

Given New Delhi's importance as a key gateway city into India with the highest share of FTAs, its position as the political and administrative center, rich cultural heritage and a key industrial and business hub of North India and limited supply of luxury keys, the New Delhi luxury hospitality segment ARR has grown at a CAGR of 9.7% from Financial Year 2019 to Financial Year 2024. The New Delhi luxury hospitality segment has demonstrated strong growth from Financial Year 2019 to Financial Year 2024, witnessing RevPAR CAGR of 11.1% led by strong occupancy in Financial Year 2024.

The Leela Palace New Delhi outperformed the New Delhi luxury hospitality segment in terms of both ARR and RevPAR, growing at a CAGR of 10.8% and 13.1% respectively over Financial Year 2019 to Financial Year 2024 compared to the New Delhi luxury hospitality segment which grew at 9.7% and 11.1% respectively over the same period. The Leela Ambience Convention Hotel is located in the national capital and offers one of the largest convention spaces in the city.

Benchmarking of The Leela Palace New Delhi to New Delhi Luxury Segment

(FY2019 to FY2024 CAGR)



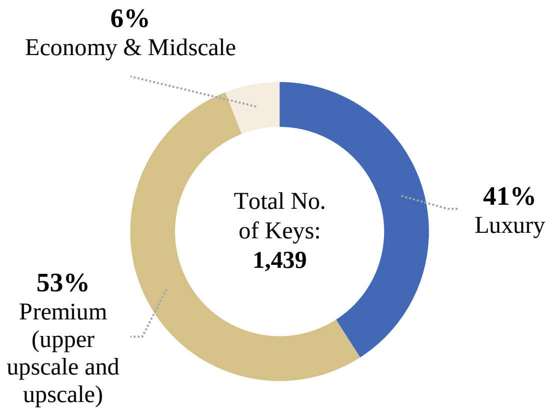
Source: HVS ANAROCK Research, CoStar - Industry data

Over Financial Year 2024 to Financial Year 2027, New Delhi has a supply pipeline of 1,439 keys. The luxury segment represents 41% of the upcoming supply (589 keys), however majority of this supply is expected to be come to market in Financial Year 2027. There is no upcoming competitive supply in the immediate micro market of The Leela Palace New Delhi. In general, new developments in central New Delhi are difficult due to the limited availability of land parcels in one of the city's most affluent areas and the high cost of land acquisition.

The New Delhi luxury hospitality segment is expected to continue to outperform the branded hotel segment over Financial Year 2024 to Financial Year 2027. Demand for the New Delhi luxury hospitality segment is expected to grow at a CAGR of 10.2% over Financial Year 2024 to Financial Year 2027 as compared to the branded hotel segment which is expected to grow at 6.8% over the same periods.

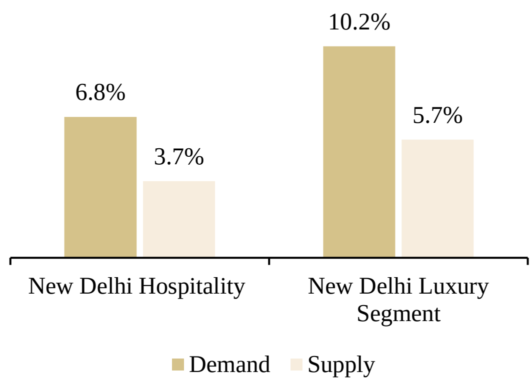
Upcoming Supply

Total Pipeline of Supply over FY2024 to FY2027



Luxury Segment Expected to Outperform Overall Industry over FY2024 to FY2027

(Demand & Supply CAGR FY2024 to FY2027 (%))



Source: HVS ANAROCK Research

3. Chennai

Chennai is an economic base for several core sectors including automobiles, software services, hardware manufacturing and financial services. The city is the political capital and economic hub for the state of Tamil Nadu, Chennai and is the fourth largest city in India, with an estimated population of 12.3 million by 2025 *(Source: State Government)*. Chennai is accessible by direct flights from multiple international destinations and is nearly 2 hours from Mumbai and 3 hours from New Delhi. This puts it within reach of an estimated population of 56.8 million population under nearly 3 hours.

The key demand drivers for the hospitality industry in Chennai are:

- ***Key Industrial Hub for Automobiles, Electric Vehicles and Manufacturing:*** Chennai is the economic base for several core sectors including automobile, software services, medical tourism, hardware manufacturing and financial services. The city is poised to become a major hub for electric vehicles. Additionally, Chennai is part of the key 350km Bengaluru-Chennai industrial corridor project, further adding to the city's economic importance. Chennai is also a major hub for GCC expansion led by strong technology talent.

- ***Key Office Market in India with Deep Banking, Financial Services and Insurance (BFSI) Talent Pool:*** As of December 2023, the city had Grade A office stock of 66.9 msf. In 2023, Chennai recorded a net absorption rate of 6.6 msf – the highest recorded by the city. *(Source: C&W)*

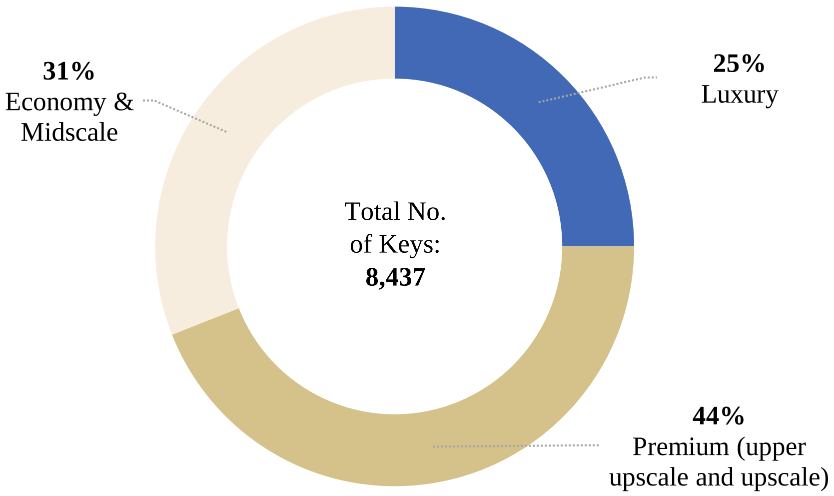
- ***Robust Air Traffic Growth:*** Chennai airport is the fifth busiest airport in the country – handling 21.2 million passengers in Financial Year 2024, a growth of 14% compared to Financial Year 2023. *(Source: AAI)*

- ***Heritage and Spiritual Tourism*:** Chennai is home to UNESCO World Heritage site of Mahabalipuram, also attracting leisure travelers for its scenic beaches, religious destinations, and cultural appeal.

Existing Stock

As of March 31, 2024, Chennai had a total inventory of 8,437 branded keys, of which the luxury hospitality segment represents 25% of the stock (2,071 keys).

Total Existing Branded Supply (March 31, 2024)



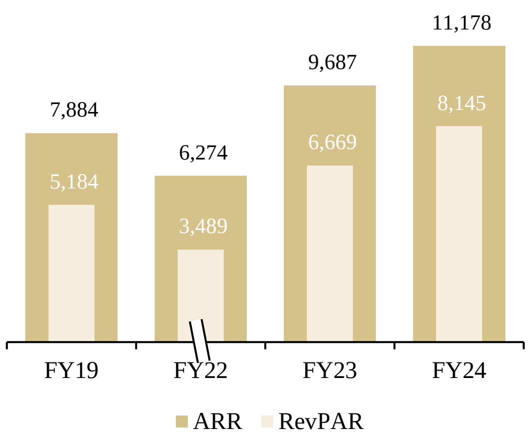
Source: HVS ANAROCK Research

Market Performance

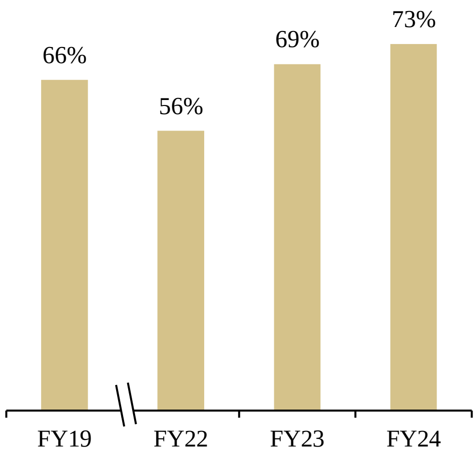
Given continued economic growth, strength in corporate travel and the advent of new travel segments such as spiritual and heritage travel coupled with the limited luxury hotel stock, the Chennai luxury segment ARR grew at a CAGR of 7.2% over Financial Year 2019 to Financial Year 2024. The Chennai luxury segment has demonstrated a strong performance from Financial Year 2019 to Financial Year 2024, witnessing a high RevPAR CAGR of 9.5% led by strong occupancy in Financial Year 2024.

Chennai Luxury Hospitality Segment Performance

(ARR and RevPAR (₹))



(Occupancy (%))



Source: HVS ANAROCK Research, CoStar - Industry data

The Leela Palace Chennai outperformed the Chennai luxury hospitality segment in terms of both ARR and RevPAR, growing at a CAGR of 11.1% and 12.4% respectively over Financial Year 2019 to Financial Year 2024 compared to the Chennai luxury hospitality segment which grew at 7.2% and 9.5% respectively over the same period.

Benchmarking of The Leela Palace Chennai to Chennai Luxury Segment

(FY2019 to FY2024 CAGR)

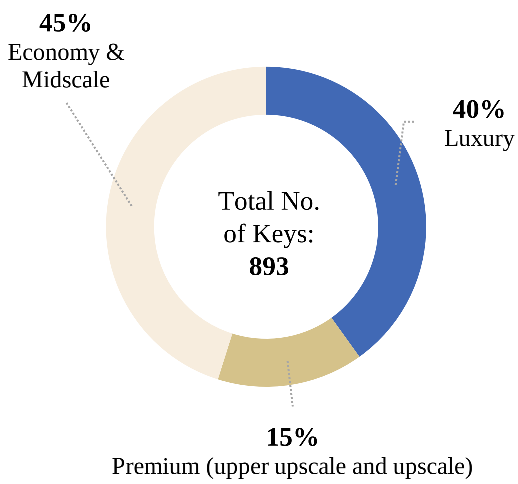
Source: HVS ANAROCK Research, CoStar - Industry data

Upcoming Supply

Over Financial Year 2024 to Financial Year 2027, Chennai has a pipeline of 893 keys. The luxury segment represents 40% of the upcoming supply (358 keys). There is no upcoming competitive supply in the immediate micro market of The Leela Palace Chennai.

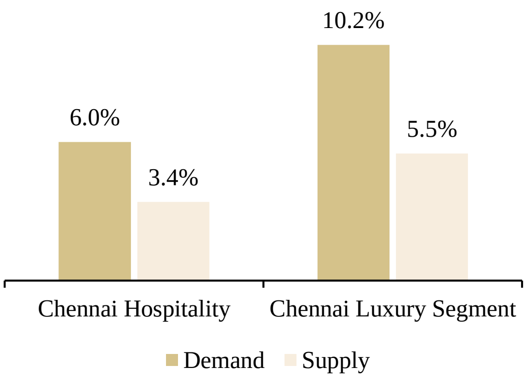
Demand for the Chennai luxury segment is expected to grow at a CAGR of 10.2% over Financial Year 2024 to Financial Year 2027 as compared to supply which is expected to grow at a CAGR of 5.5% over the same period.

Total Pipeline of Supply over FY2024 to FY2027



Widening Demand Supply Gap in the Luxury Hospitality Segment over FY2024 to FY2027

(Demand & Supply CAGR FY2024 to FY2027 (%))



Source: HVS ANAROCK Research

4. Jaipur

Also known as the Pink City, Jaipur is a popular tourist destination and a part of the "Golden Triangle", a tourist circuit in India (comprising Delhi, Agra and Jaipur). Jaipur is a UNESCO World Heritage City and was recognized as Travel + Leisure's Best Cities in the World in 2022, ranking eighth in a list of 25 cities *(Source: Travel + Leisure)*. Jaipur, with an expected population of 4.4 million by 2025, is the capital city of Rajasthan, the largest state of India. Jaipur is accessible by direct flights from several major Indian airports and is 55 minutes from New Delhi and 1hour 40 minutes from Mumbai. *(Source: UNDP)*

The key demand drivers for the hospitality industry in Jaipur are:

- ***Leisure and Heritage Tourism:*** Jaipur is globally recognized for its forts, palaces and handicrafts. Jaipur is categorized as a World Heritage Site by UNESCO and attracts tourist from across the world. According to the Federation of Hospitality and Tourism in Rajasthan the number of tourists to the state, both domestic and international, grew by 66% year-on-year in 2023 to 180 million. *(Source: AAI)*

- ***Wedding Tourism:*** Jaipur's heritage charm and beauty are making the city a preferred destination for luxury weddings, amongst both the growing affluent Indian population and the Indian diaspora abroad.

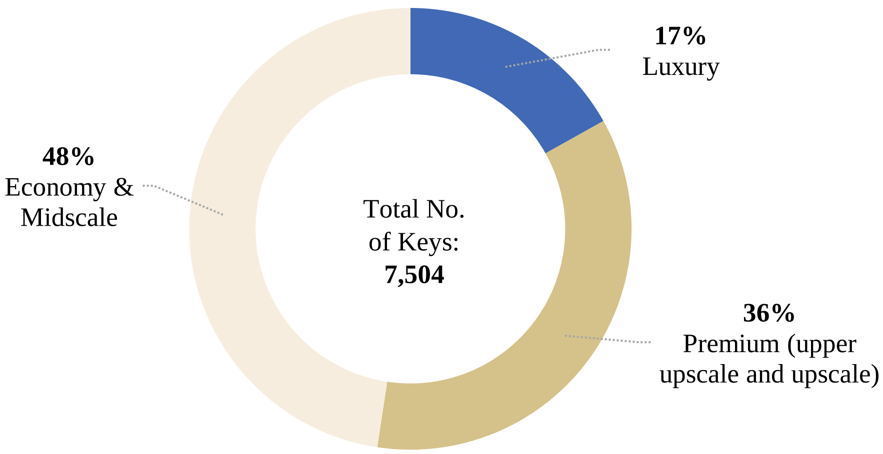
- ***Strategically Located as Part of a Key Tourism Circuit*:** Jaipur is part of the "Golden Triangle", connecting the city to other key tourist destinations of Agra and Delhi. Jaipur's proximity to Delhi also attracts travellers from the city looking for weekend getaways. Further, the Jaipur International Airport serves as a gateway to other tourist destinations of Rajasthan.

- ***Proximity to Key Gateway Cities:*** Convenient air and land access from key travel hubs like New Delhi and Mumbai. The travel times under ~1 hour 30 minutes puts it within reach of an estimated population of 56.8 million population across both gateway cities.

Existing Stock

As of March 31, 2024, Jaipur had a total inventory of 7,504 branded keys, of which the luxury segment represents 17% of the supply (1,267).

Total Existing Branded Supply (March 31, 2024)



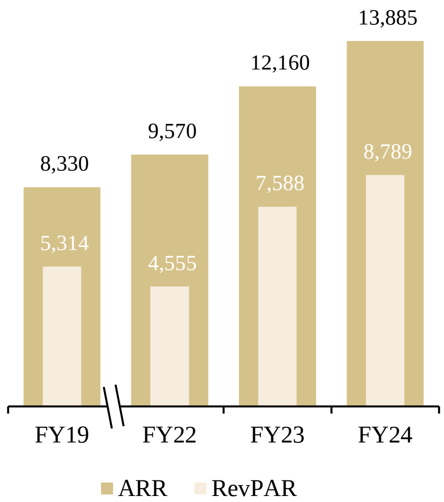
Source: HVS ANAROCK Research

Market Performance

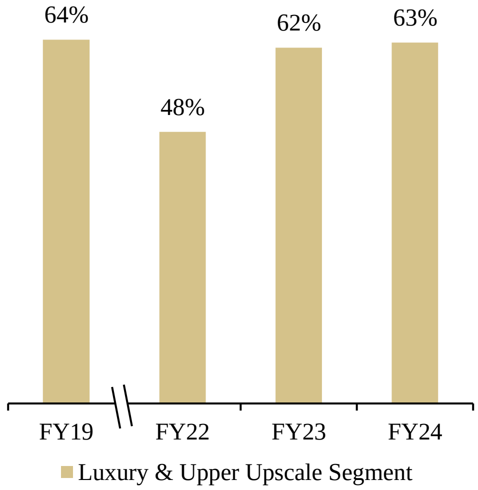
On the back of its strategic location along key tourist routes such as the "Golden Triangle", proximity to gateway cities, rich cultural heritage and increasing popularity as a preferred wedding destination, the Jaipur luxury & upper upscale segment ARR grew at a CAGR of 10.8% over Financial Year 2019 to Financial Year 2024. The Jaipur luxury & upper upscale segment has demonstrated a strong performance from Financial Year 2019 to Financial Year 2024, witnessing strong RevPAR CAGR of 10.6% and occupancy of 63% in Financial Year 2024.

Jaipur Luxury & Upper Upscale Hospitality Segment Performance

(ARR and RevPAR (₹))



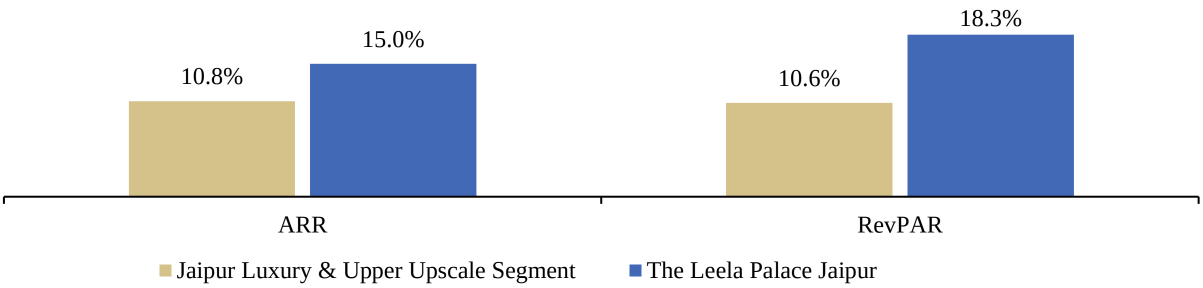
(Occupancy (%))



Source: HVS ANAROCK Research, CoStar - Industry data

Benchmarking of The Leela Palace Jaipur to Jaipur Luxury & Upper Upscale Segment

(FY2019 to FY2024 CAGR)



Source: HVS ANAROCK Research, CoStar - Industry data

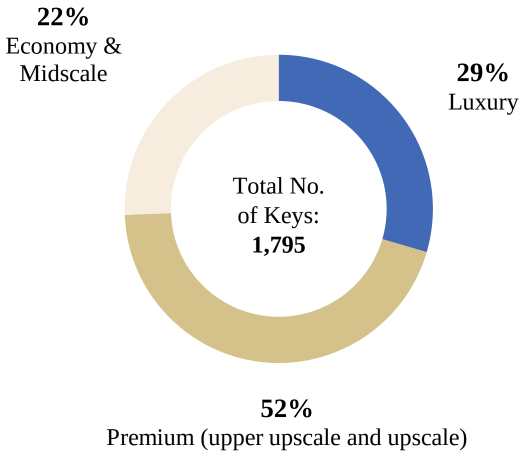
The Leela Palace Jaipur outperformed the Jaipur luxury & upper upscale hospitality segment in terms of both ARR and RevPAR, growing at a CAGR of 15.0% and 18.3% respectively over Financial Year 2019 to Financial Year 2024 compared to the Jaipur luxury & upper upscale hospitality segment which grew at 10.8% and 10.6% respectively over the same period.

Upcoming Supply

Over Financial Year 2024 to Financial Year 2027, Jaipur is expected to have a total supply pipeline of 1,795 keys. The luxury segment is expected represent 32% of the upcoming supply (530).

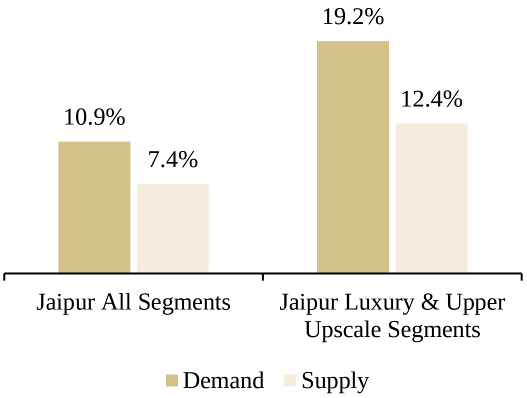
The Jaipur luxury & upper upscale hospitality segment is expected to outperform the branded hotel segment. Demand for the Jaipur luxury & upper upscale hospitality segment is expected to grow at a CAGR of 19.2% over Financial Year 2024 to Financial Year 2027 compared to the branded hotel segment which is expected to grow at 10.9% over the same period.

Total Pipeline of Supply over FY2024 to FY2027



Luxury & Upper Upscale Industry Expected to Outperform Overall Industry over FY2024 to FY2027

(Demand & CAGR Supply FY2024 to FY2027 (%))



Source: HVS ANAROCK Research

5. Udaipur

Udaipur is an integral part of Rajasthan's tourism landscape, renowned for its heritage sites, tourist places and is fast emerging as a sought-after luxury wedding destination. Udaipur was recognized as Travel + Leisure's Best Cities in the World in 2024, ranking second in a list of 25 cities *(Source: Travel + Leisure)*. Udaipur is accessible by direct flights from New Delhi (1 hour 20 minutes) and Mumbai (1 hour 25 minutes).

The key demand drivers for the hospitality industry in Udaipur are:

- ***A Key Leisure and Heritage Tourism Market*:** Popularly known as the "City of Lakes", Udaipur is a premier leisure and heritage tourism destination. The city has a unique blend of man-made and natural lakes, including the iconic Lake Pichola. Udaipur is also home to several UNESCO world heritage sites, the City Palace Udaipur, Jagmandir Island, Kumbhalgarh Fort and Eklingji Temple Complex, showcasing the city's rich cultural and architectural legacy.

- ***Wedding Tourism:*** Growing affluence, large Indian diaspora abroad and a young demographic with rising disposable income looking for upgraded experiences have been key drivers for Udaipur's emergence as the destination of choice for big-ticket weddings. Udaipur's wedding market was valued at ₹8-10 billion in 2023, compared to ₹6 billion in 2022.

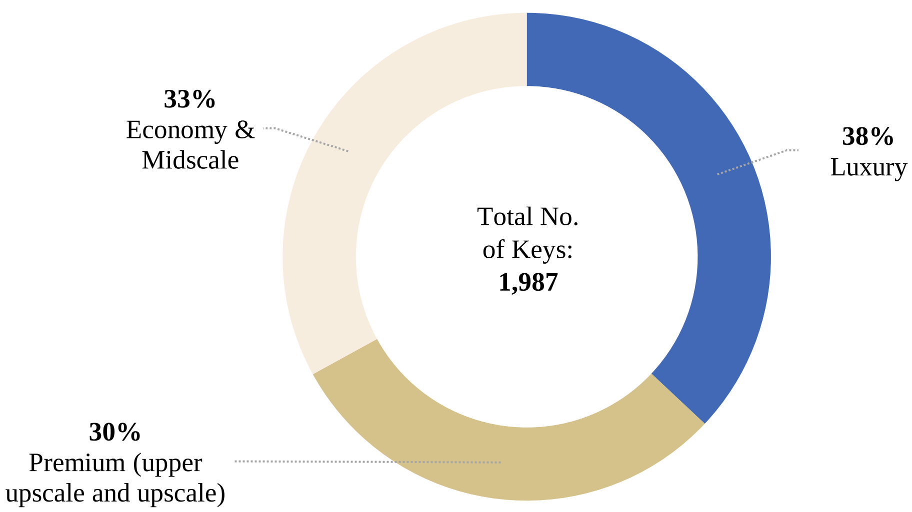
- ***Spiritual Tourism:*** Udaipur's proximity to several spiritual sites in the neighboring state of Gujarat, make it an ideal stopover destination for tourists embarking on their respective spiritual journeys.

- ***Proximity to Key Gateway Cities:*** Convenient air access from key travel hubs like New Delhi and Mumbai. This puts it within the reach of an expected population of 56.8 million population under 2 hours.

Existing Supply

As of March 31, 2024, Udaipur had a total inventory of 1,987 branded keys, of which the luxury segment represents 38% of the supply (747).

Total Existing Branded Supply
(March 31, 2024)



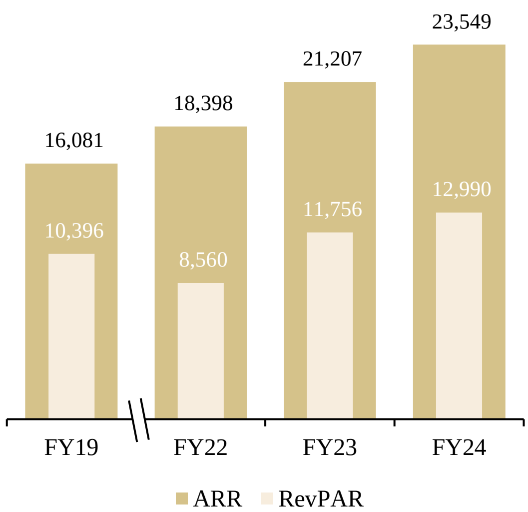
Source: HVS ANAROCK Research

Market Performance

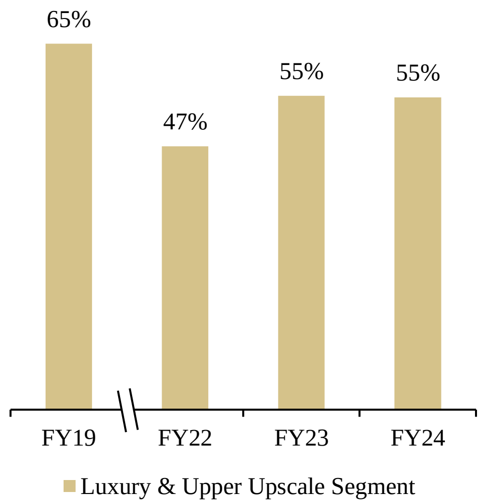
The Leela Palace Udaipur outperformed the luxury & upper upscale hospitality segment in terms of both ARR and RevPAR, growing at a CAGR of 9.3% and 13.4% respectively over Financial Year 2019 to Financial Year 2024 compared to the luxury & upper upscale hospitality segment which grew at 7.9% and 4.6% respectively over the same period.

Udaipur Luxury & Upper Upscale Hospitality Segment Performance

(ARR and RevPAR (₹))



(Occupancy (%))

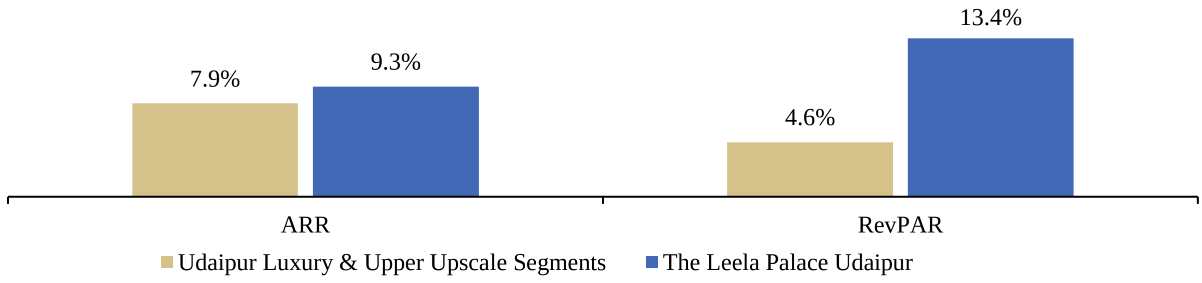


Source: HVS ANAROCK Research, CoStar - Industry data

Udaipur's popularity amongst tourist, particularly with foreign tourist and the city's emergence as a preferred wedding destination amongst the young and affluent population, the Udaipur luxury & upper upscale segment ARR grew at a CAGR of 7.9% over Financial Year 2019 to Financial Year 2024. The Udaipur luxury & upper upscale segment RevPAR grew at a CAGR of 4.5% over Financial Year 2019 to Financial Year 2024.

Benchmarking of The Leela Palace Udaipur to Udaipur Luxury & Upper Upscale Segment

(FY2019 to FY2024 CAGR)



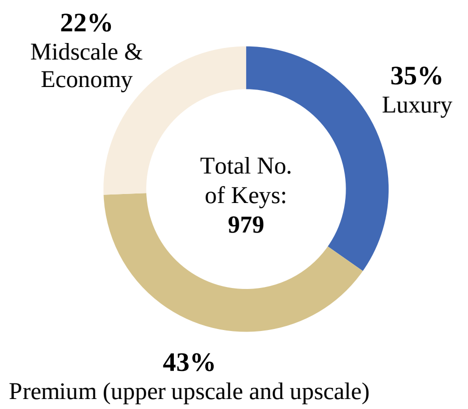
Source: HVS ANAROCK Research, CoStar - Industry data

Upcoming Supply

Over Financial Year 2024 to Financial Year 2027, Udaipur is expected to have a supply pipeline of 979 keys. The luxury segment represents 35% of the upcoming supply (340 keys). There is no expected new supply coming up within 5 kms of Leela Palace Udaipur within the next three years.

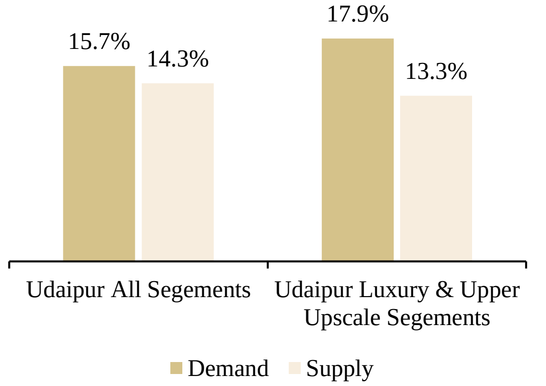
The Udaipur luxury & upper upscale hospitality segment is expected to outperform the branded hotel segment. Demand for the Udaipur luxury & upper upscale hospitality segment is expected to grow at a CAGR of 17.9% over Financial Year 2024 to Financial Year 2027 as compared to the branded hotel segment which is expected to grow at 15.7% over the same period.

Total Pipeline of Supply over FY2024 to FY2027



Luxury & Upper Upscale Industry Expected to Outperform Overall Industry over FY2024 to FY2027

(Demand & Supply CAGR FY2024 to FY2027 (%))



Source: HVS ANAROCK Research

6. Mumbai

Mumbai is referred to as India's financial capital and is home to major financial institutions like the Reserve Bank of India (RBI), the National Stock Exchange of India (NSE), the Bombay Stock Exchange (BSE) and leading public and private sector banks and global private equity firms. Mumbai is the political capital for the State of Maharashtra, with a GDP of $140 billion (2022-2023) *(Source: State Government)*. Mumbai has an expected a population of 22.1 million by 2025E *(Source: UNDP)*. Mumbai is accessible by flights from global cities including New York, San Francisco, London, Paris, and Milan and is nearly 2 hours from New Delhi. The key demand drivers for the hospitality industry in Mumbai are growing office market led by front offices and financial institutions, significant infrastructure spending – approximately ₹420 billions allocated to improve connectivity

(Source: Mumbai Metropolitan Development Authority), key gateway city – Mumbai accounted for approximately 21% of all foreign passengers and approximately 13% of all domestic passengers in FY2024 *(Source: AAI)* and MICE led demand where Mumbai hosts several large-scale events including, cricket matches, concerts, high-end exhibitions, and fashion shows such as the landmark Dior show in 2023.

As of March 31, 2024, Mumbai had a total inventory of 13,565 branded keys, of which the luxury segment represents 43% of the supply (5,881 keys).

Over Financial Year 2024 to Financial Year 2027, Mumbai has supply pipeline of 2,782 keys. The luxury segment represents 36% of the upcoming supply (1,014 keys). The Mumbai luxury hospitality segment is expected to outperform the Mumbai hospitality industry. Demand for the Mumbai luxury hospitality segment is expected to grow at a CAGR of 11.5% over Financial Year 2024 to Financial Year 2027 as compared to the branded hotel segment which is expected to grow at 5.4% over the same period.

7. Agra

Located on the banks of river Yamuna and home to the Taj Mahal, one of the seven wonders of the world, Agra is one of the most populous cities in Uttar Pradesh. A UNESCO world heritage site, the Taj Mahal has put Agra on the global map, showcasing India's rich history and cultural heritage The city's rich history paired with its striking architecture attracts tourists from all over the world. Aside from the Taj Mahal, Agra has to offer several notable sites including the Agra Fort and Fatehpur Sikri, all recognized as UNESCO World Heritage sites.

New Delhi's Indira Gandhi International Airport is the closest international airport to the city. Agra's Kheria connects a direct flight from Delhi to Agra with a travel time of less than an hour. With five railway stations, the city is well connected by rail to other major cities in the country with regular trains operating between the city and Delhi, Jaipur, Jhansi and Gwalior. The National Highway 2 and the recently constructed Yamuna Expressway link Agra with Delhi, which along with National Highway 11 connecting Agra to Jaipur make for the Golden Triangle. As per the Department of Tourism, Government of Uttar Pradesh, the Agra Region catered to over 105 million tourist visitors in 2023.

Over Financial Year 2024 to Financial Year 2027, 964 keys are expected to be added in Agra with 39% of these keys positioned in the luxury segment (375 keys).

8. Bandhavgarh

Bandhavgarh is located in Madhya Pradesh, India's second largest state by area. It benefits from a varied geographical landscape, natural resources and forest cover; uniquely benefitting it with a variety of industries and tourism. Bandhavgarh National Park is one of 12 national parks in the state. The national park has the highest density of the Royal Bengal Tiger in the world. In addition to tigers, almost 260 bird species, 70 butterfly species, and 34 mammal species have been listed in the park. Bandhavgarh National Park is also the first park in India to have introduced "The Hot Air Balloon Safari" for tourists *(Source: Destination Bandhavgarh, Madhya Pradesh Tourism; Bandhavgarh Tiger Reserve, Forest Department, Government of Madhya Pradesh)*.

The park witnessed over 1.2 lakh tourist visits in 2021 *(Source: Invest Madhya Pradesh, Government of Madhya Pradesh)*.

The nearest airport from the park is Jabalpur, a drive of nearly 4 hours and the airport is connected to cities such as Delhi and Varanasi. Umaria is the closest railway station. Bandhavgarh is well connected by road and can be reached via Umaria, Jabalpur, Katni, and Khajuraho, among other surrounding towns and cities. State Highway 11 and 22, and National Highway 43 further help with the connectivity of Bandhavgarh National Park.

Over Financial Year 2024 to Financial Year 2027, only 16 keys are expected to be added in Bandhavgarh, all 16 are in the luxury segment.

9. Ranthambore

Ranthambore is located in Rajasthan, the largest state in India by area. A vibrant collection of flora and fauna have given the state 3 National Parks and 26 sanctuaries *(Source: Rajasthan Forest Department, Government of Rajasthan)*. The Ranthambore National Park is amongst the most renowned in the country. While Jaipur International Airport is the closest airport - the Park is well connected via both, roadways and railways. The closest Railway station is the Sawai Madhopur Railway Station - about 11 km from the Park. National Highway 3 connects the Park directly to Mumbai, while National Highway 8 and National Highway 11A connect to Delhi with National Highway 76 connecting the Park to Udaipur and Ahmedabad.

With over 300 plant species and 300 species of birds, the National Park has several attractions to offer, including the majestic Royal Bengal Tiger. The Park's unique vegetation has led to a dry forest with little ground cover, which makes wildlife viewing relatively easier for tourists. The Park, along with the Ranthambore Fort, a UNESCO World Heritage Site, and the Trinetra Ganesha Temple attracted over 5 lakh visitors in Financial Year 2023 *(Source: Ranthambore National Park)*.

Ranthambore has an existing branded supply of 413 keys of which 35% lie in the luxury segment as of March 31, 2024. Between Financial Year 2024 to Financial Year 2027, Ranthambore is expected to have a supply pipeline of 206 keys. The luxury segment represents 56% of the upcoming supply (115 keys).

10. Ayodhya

Ayodhya is a key pilgrimage destination in North India. The city is located on the banks of the Sarayu River and has witnessed considerable investment from government and private groups in fthe recent past. With the opening of the Ram Temple (Ram Janmabhoomi) in February 2024, Ayodhya has witnessed a significant uptick in the number of pilgrims. The Ayodhya Airport (Maharishi Valmiki International Airport) in Faizabad, located adjacent to the holy town of Ayodhya, also called Ayodhya Cantonment and is home to the only branded hotels currently operating in the region. Ayodhya is connected by air to most tier 1 and tier 2 cities in India, with greater connectivity expected as more carriers expand their operations to Ayodhya. The airport's second phase will encompass 5 lakh sq. ft. and lengthen the runway to 3,700 meters to accommodate wide body aircrafts *(Source: PIB)*.

The announcement of the consecration of the Ayodhya Ram Janmabhoomi Temple, has been a key driver of growth with the town witnessing high investment and tourist interest. According to the Department of Tourism, Government of Uttar Pradesh, over 63 million tourists visited the Ayodhya region in 2023. Strategic initiatives implemented to accommodate and sustain the heightened tourism demand, including infrastructure development, expansion of accommodation options, and promotion of cultural tourism are expected to bolster this boom.

As of Financial Year 2024, the Ayodhya Hotel Market had a total inventory of 325 economy and midscale keys across 6 properties. The existing supply is equally split between the economy and midscale segment with no existing supply in the luxury segment. Over Financial Year 2024 to Financial Year 2027, 442 keys are expected to be added in Ayodhya. There is no upcoming luxury supply in the current pipeline.

11. Srinagar

In 2023, Kashmir hosted more than 2.7 million tourists. Kashmir is known for its natural beauty. Srinagar, with its vast gardens, lakes and houseboats, is known as the summer capital of Jammu and Kashmir. With attractions like the Dal Lake, Nishat Bagh and Shankaracharya Temple, the city offers many niche tourist attractions ranging from religious and cultural to adventure tourism. Srinagar is also a significant center in the Union Territory for cultural and economic activities. The Srinagar Airport is an international airport which connects the city to major cities like Delhi, Mumbai and Chandigarh *(Source: District Srinagar, Government of Jammu and Kashmir)*.

Srinagar has a supply pipeline of 100 keys between Financial Year 2024 to Financial Year 2027. There is no upcoming luxury supply in the current pipeline.

12. Gandhinagar Tricity

Gandhinagar is the capital of Gujarat and has emerged as a major hub of various traditional industries like textiles and chemicals to information technology, biotechnology, and renewable energy. Gandhinagar Tricity is also a thriving centre for the pharmaceutical industry and is home to Zydus Cadila, Intas Pharmaceutical, Torrent Pharmaceuticals, which are some of the largest pharmaceutical companies in the country.

Key sporting events, like the IPL and Cricket World Cup, at the Narendra Modi stadium and large format MICE events, including Vibrant Gujarat and Semicon India, at the Mahatma Mandir Convention centre generate robust demand for hotels in the city. Once built, it will be one of the largest of its kind in India.

Over Financial Year 2024 to Financial Year 2027, 1,030 keys are expected to be added in Gandhinagar Tricity. There is no upcoming luxury supply in the current pipeline. Over Financial Year 2024 to Financial Year 2027, luxury and upscale hospitality demand for Gandhinagar Tricity is expected to grow at a CAGR of 10.9% exceeding luxury and upscale hospitality supply, expected to grow at a CAGR of 6.1%.

13. Gurugram

Initially one of the four major satellite cities of Delhi, Gurugram is now a major financial and technological hub in the National Capital Region of India. The city is home to several multinational corporates, IT and software companies, making it one of the most prominent business destinations in the country. The city is a self-sustained destination with a strong base of education institutes, hospitals, retail outlets, Grade-A office spaces and multiple entertainment options. Further, the city also has a thriving manufacturing industry, with a focus on automotives, electronics, and textiles. The city is located close to Indira Gandhi International Airport which witnessed the highest airport passenger traffic in India with more than 73 million passengers in Financial Year 2024, recording a growth of 13.0% over Financial Year 2023 and 6.4% over Financial Year 2019. The city is well connected by road and rail as well. Over Financial Year 2024 to Financial Year 2027, luxury hospitality demand of Gurugram is expected to grow at a CAGR of 6.3%. Over Financial Year 2024 to Financial Year 2027, 914 keys are expected to be added in Gurugram. There is no upcoming luxury supply in the current pipeline

14. Kerala

Kerala is located on India's Western Malabar coast. The state's non-urban centres have emerged as a premier year-round destination in India, known for its geographic appeal and tourism. Kerela's serene back waters, renowned wellness retreats and lush eco-destinations create a unique tourist experience. The International airports at Kochi, Thiruvananthapuram, Kannur and Calicut have significantly boosted tourism by enhancing connectivity. In Financial Year 2024, the combined passenger traffic of Kerala's key airports was 19.3 million, with Kochi and Thiruvananthapuram contributing over 70% of the combined traffic of the four airports. Over the last few years, there has been an uptick in MICE events in the region, primarily consisting of small to medium scale social events or corporate offsites.

Over Financial Year 2024 to Financial Year 2027, Kerala has supply pipeline of 1,050 keys. The luxury segment represents 11% of the upcoming supply (112 keys).

Over Financial Year 2024 to Financial Year 2027, luxury hospitality demand of Kerala is expected to grow at a CAGR of 13.0% exceeding luxury hospitality supply, expected to grow at a CAGR of 6.9%.

15. Hyderabad

Hyderabad is home to more than 1,500 IT and ITES firms as of Financial Year 2020. Some of the global conglomerates present in Hyderabad include Apple, Amazon, Google, Facebook. Some major Indian firms present in Hyderabad include Infosys, Tata Consultancy Services. The development of HITEC (Hyderabad Information Technology and Engineering Consultancy City), a township with extensive technological infrastructure, prompted multinational companies to establish facilities in Hyderabad. In the last decade, Hyderabad has emerged as a powerhouse in the Indian startup landscape and now proudly boasts of more than 4,300 tech startups. Hyderabad is also the world's largest pharmaceutical cluster, dedicated to research and manufacturing and given its superior infrastructure, it is poised to become a Global Life Sciences hub.

The city has seen a significant uptick in the number of organizations that have set up in Hyderabad and city is emerging as a leading destination for global players to house their GCCs. The city has a total office stock of 107.7 msf as of Q2'2024. Hyderabad also has witnessed leasing of 5.0 msf in YTD gross leasing activity as of Q2'2024 *(Source: C&W)*.

Over Financial Year 2024 to Financial Year 2027, Hyderabad is expected to have a supply pipeline of 1,715 keys, of which only 156 keys are expected in luxury segment.

16. Sikkim

Sikkim is nestled in the Eastern Himalayan range and has various forts and monasteries. The state houses the third highest peak in the world, Kanchenjunga, and is the main catchment area for the Teesta River with about 180 perennial lakes *(Source: Government of Sikkim)*. Sikkim witnessed 5.2 million tourist visits in 2021 and saw a significant spike to 16.9 million in 2022 *(Source: Sikkim Tourism Inception Report, June 2023, Government of Sikkim)*.

Sikkim is well connected through various modes of transport. The Bagdogra Airport in West Bengal is approximately at a distance of 124 kms. The two railway stations nearest to the state are New Jalpaiguri and Siliguri in West Bengal – at a distance of around 125 kms and 114 kms from Gangtok, respectively. The picturesque National Highway 31A connects Sikkim to Siliguri and runs along the bank of the Teesta River and dense green forests. Sikkim also has a helicopter service from the Bagdogra Airport *(Source: Government of Sikkim)*.

Sikkim has a supply pipeline of 180 keys between Financial Year 2024 to Financial Year 2027. Of the proposed supply, the luxury segment represents 78% of the upcoming supply (140 keys).

OUR BUSINESS

*Some of the information in this section, especially information with respect to our plans and strategies, contain certain forward-looking statements that involve risks and uncertainties. You should read "**Forward-looking Statements**" on page 29 for a discussion of the risks and uncertainties related to those statements. Our actual results may differ materially from those expressed in, or implied by, these forward-looking statements. The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in "**Risk Factors**", "**Industry Overview**", "**Restated Consolidated Financial Information**" **and "Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages 31, 144, 295 and 397, respectively.*

*We have included various operational and financial performance indicators in this Draft Red Herring Prospectus, many of which may not be derived from our Restated Consolidated Financial Information. Such indicators are not a measure of performance calculated in accordance with applicable accounting standards and are not defined under Ind AS, IFRS or U.S. GAAP, and therefore, should not be viewed as substitutes for performance, liquidity or profitability measures under such applicable accounting standards. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculations, are not standardized terms, and may vary from those used by other companies in India and other jurisdictions. We have presented reconciliations of certain non-GAAP financial indicators, including EBITDA and EBITDA Margin, to our Restated Consolidated Financial Information in "**Other Financial Information**" on page 382. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and should consult their own advisors and evaluate such information in the context of the Restated Consolidated Financial Information and other information relating to our business and operations included in this Draft Red Herring Prospectus. Further, unless stated otherwise, all operational information included in this section is for our Owned Portfolio, whereas financial information is derived from our Restated Consolidated Financial Information. Unless the context otherwise indicates, all references to the terms "we", "us" and "our" are to our Company and our Subsidiaries (as defined below) on a consolidated basis.*

*We acquired 50.00% of the outstanding ownership interest in TPRPL on May 3, 2021 and the balance 50.00% on May 27, 2023. As a result, TPRPL which owns The Leela Palace Jaipur, became our wholly-owned subsidiary with effect from May 27, 2023. Unless otherwise indicated, all operating data presented in this section includes 100.00% of such operating data relating to The Leela Palace Jaipur as we operated the hotel during all years/periods presented in this Draft Red Herring Prospectus. Further, unless otherwise indicated, all financial data presented in this section reflects 100.00% of our ownership interest in TPRPL from May 27, 2023 onwards. See "**History and Certain Corporate Matters – Acquisition of Tulsi Palace Resort Private Limited**" on page 249.*

*Unless otherwise indicated, the industry-related information contained in this Draft Red Herring Prospectus is derived from the Industry Report titled "India Hospitality Report" dated September, 2024 (the "**HVS Report**"), which has been commissioned and paid for by our Company for an agreed fee and prepared only for the purposes of confirming our understanding of the industry exclusively in connection with the Offer. A copy of the HVS Report will be available on the website of our Company at www.theleela.com/investors, and has also been included in "**Material Contracts and Documents for Inspection – Material Documents**" on page 534. We engaged HVS ANAROCK Hotel Advisory Services Private Limited ("**HVS**"), in connection with the preparation of the HVS Report on May 29, 2024. HVS is an independent agency and is not a related party of our Company, our Subsidiaries, Directors, Promoters, Key Managerial Personnel, Senior Management or the Book Running Lead Managers. Unless otherwise indicated, all financial, operational, industry and other related information derived from the HVS Report and included herein with respect to any particular year refers to such information for the relevant calendar year. The data included in this section includes excerpts from the HVS Report and may have been re-ordered by us for the purposes of presentation.*

Our Financial Year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular Financial Year are to the 12 months ended March 31 of that year.

*For definitions of technical and industry related terms used in this section, please see "**Definitions and Abbreviations – Technical and Industry Related Terms**" on page 13.*

Overview

We are the only institutionally owned and managed pure-play luxury hospitality company in India *(Source: HVS Report)*. We own, operate, manage and develop luxury hotels and resorts under "The Leela" brand. The Leela brand was ranked as #1 among the world's best hospitality brands in 2020 and 2021, and among the world's top three hospitality brands in 2023 and 2024, by Travel + Leisure World's Best Awards Surveys. In 1986, the Late Captain C.P. Krishnan Nair laid the foundation of The Leela brand, and we have since then focused on building a luxury brand specializing in Indian hospitality. The Leela brand and properties have won over 250 awards since January 2021, which demonstrates our contribution to India's luxury hospitality landscape. Our mission is deeply rooted in the traditional Indian hospitality belief of "*Atithi Devo Bhava*" (Guest is God). Our goal is to offer our guests luxury experiences with premier accommodation, exclusivity and personalized service, inspired by the ethos of Indian hospitality. We aim to maintain our position as a world-class luxury hospitality brand.

As of May 31, 2024, we are one of the largest luxury hospitality companies by number of keys in India *(Source: HVS Report)*, comprising of 3,382 keys across 12 operational hotels (collectively, our "**Portfolio**"). Our Portfolio includes The Leela Palaces, The Leela Hotels and The Leela Resorts. We undertake our business primarily through direct ownership of hotels and hotel management agreements with third-party hotel owners. Our Portfolio includes five owned hotels (our "**Owned Portfolio**"), six hotels that are managed by us pursuant to hotel management agreements (our "**Managed Portfolio**") and one hotel which is owned and operated by a third-party owner under a franchise arrangement with us. We have a strategic footprint across 10 key Indian business and leisure destinations, covering 79% of international air traffic and 54% of domestic air traffic in India in the Financial Year 2024 (*Source*: *HVS Report*). Further, according to the HVS Report, our Portfolio is present in six of the top seven business markets and three of the top five leisure markets of India. We account for nearly 18% of the total existing luxury keys across these markets that we are present in as of May 31, 2024 (*Source: HVS Report*).

We endeavor for The Leela brand to be the preferred brand for travelers seeking premier luxury hospitality, exclusivity and personalized services. Our service excellence is reflected by our industry leading net promoter scores and guest satisfaction ratings. Our net promoter score ("**NPS**") across our Portfolio was 84.00 in the Financial Year 2024 – the highest amongst key hospitality peers (*Source: HVS Report*).

Our Owned Portfolio includes five iconic hotels located in the top luxury hospitality destinations in India *(Source: HVS Report)*. Built at attractive locations, these hotels are designed as "modern palaces" and aim to blend traditional Indian architecture with contemporary world-class amenities and services. Our modern palace hotels in Bengaluru (Karnataka), Chennai (Tamil Nadu) and New Delhi (Delhi) are recognized hospitality landmarks and benefit from high barriers to entry. Our properties are a luxury ecosystem, comprising of luxurious accommodations, curated experiences, wellness programs and award-winning food and beverage ("**F&B**") options. This ecosystem caters to the evolving travel preferences of consumers towards differentiated experiential journeys, which has allowed us to drive superior total revenue per available room, in comparison to the luxury hospitality segment in India. For example, during the Financial Year 2024, the average room rate ("**ARR**") and revenue per available room ("**RevPAR**") across our Owned Portfolio amounted to ₹20,966 and ₹14,030, respectively, both 1.4 times the luxury hospitality segment average in India *(Source: HVS Report)*. For the Financial Year 2024, our total revenue per available room ("**TRevPAR**") for our Owned Portfolio was ₹26,218, which was 1.4 times the luxury hospitality segment in India (*Source: HVS Report*). Moreover, between the Financial Year 2019 and the Financial Year 2024, our Owned Portfolio demonstrated a 11.8% CAGR in RevPAR, higher than the 8.6% CAGR of the luxury hospitality segment in India *(Source: HVS Report)*.

In addition to our Owned Portfolio, our Portfolio also includes six operational luxury hotels and resorts managed under hotel management agreements with third-party owners and one operational luxury hotel which is owned and operated by a third-party owner under a franchise arrangement. These properties offer us an asset-light business model with minimal capital investment and enhance our total income and our brand's reach. The hotels in our Managed Portfolio are strategically located in key urban centers seeking to cater to high-demand group business, retail and corporate business, while the resorts in our Managed Portfolio are in leisure destinations. Our ability to deliver The Leela experience and our operational expertise has allowed us to command higher RevPAR compared to comparable hotels across the respective micro-markets (*Source: HVS Report*). For example, for the Financial Year 2024, the ARR and RevPAR of our Managed Portfolio, in comparison to comparable hotels across their micro-markets, was 1.4 times and 1.3 times respectively (*Source: HVS Report*). Further, our Managed Portfolio generated performance-based incentive fees for us (except for a managed hotel which was rebranded in the Financial Year 2024) and had an average NPS of 83.52 for the Financial Year 2024, demonstrating robust performance and underscoring our commitment to guest satisfaction and brand reputation. We believe this operational excellence and ethos of Indian hospitality positions us as an attractive choice for future owners and developers of luxury hotels, resorts and other hospitality properties.

Further, we plan to expand our Portfolio with eight new hotels, aggregating approximately 833 keys or 24.63% of existing keys through 2028 that will be either developed, owned or managed by us. These are currently in various stages of acquisition and development. Our growth pipeline comprises of modern palaces, hotels and resorts including expansion in new segments such as wildlife, spiritual and heritage tourism, diversifying our geographical footprint across additional cities and tourist destinations. This includes a modern palace hotels in Agra (Uttar Pradesh) and Srinagar (Union Territory of Jammu and Kashmir), resorts in Ranthambore (Rajasthan) and Bandhavgarh (Madhya Pradesh), a hotel in Hyderabad (Telangana) and serviced apartments in Mumbai's (Maharashtra) international airport district. Going forward, we intend to continue to strategically undertake future expansion across the luxury hospitality sector within India and internationally. We intend to pursue this by developing our existing land assets, pursuing accretive asset acquisition opportunities, hotel management agreements with third-party hotel owners, and optimization of under-utilized space in our operating hotels. We will also pursue selective partnerships, acquisitions and development of brands that complement our Portfolio.

We seek to capitalize on the strength of our well recognized luxury brand through complementary business extensions. We currently manage a residential club in one of Mumbai's luxury residential buildings and are looking to further expand this business. We are also looking to expand into The Leela-branded residential offerings for sale adjacent to The Leela branded hotels that we will develop in the future. Further, we aim to launch exclusive 'members only' clubs across select hotels in our Owned Portfolio, further diversifying our hospitality offerings.

Our strategic initiatives and expansion plans are greatly enhanced by the support of our Promoters, that are advised and managed by affiliates of Brookfield, a global alternative asset manager with US$925 billion of assets under management, operations in over 30 countries and more than 240,000 operating employees as of March 31, 2024. As of March 31, 2024, Brookfield manages US$267 billion of real estate assets, and has a strong global track record in hospitality, with a global portfolio comprising over 41,000 keys across 179 owned hotels and significant experience in owning and managing luxury hospitality assets. Brookfield also has significant experience in acquiring, operating and managing assets in India, with US$27 billion of assets under management, experience of developing large scale mixed-use real estate projects of more than 10 msf, and a longstanding presence in India for around 15 years, as of March 31, 2024. In order to further accelerate our growth and leverage Brookfield's expertise, we have entered into a right of first offer agreement, dated September 17, 2024, with an affiliate of Brookfield, granting us the right of first offer to acquire hospitality assets from them.

Since acquiring our brand, hotel portfolio and hotel management business in October 2019, Brookfield has leveraged its global experience in asset management to focus on improving our revenue and profitability, enhancing guest satisfaction and increasing commitment to environmental sustainability. Since the completion of the acquisition in October 2019, several experienced members have joined our management team, including Anuraag Bhatnagar, our Whole-time Director and Chief Executive Officer, Ravi Shankar, our Head of Asset Management and Chief Financial Officer, and Shweta Jain, our Chief Sales and Marketing Officer. Set forth below are some notable achievements since October 2019 that have reinforced our brand's legacy and our position as a leader in luxury hospitality:

- ranked as the world's best hospitality brand in 2020 and 2021, and among the world's top three hospitality brands in 2023 and 2024 by Travel + Leisure World's Best Awards Surveys. We have also been awarded the best hotel group in India by Travel + Leisure for 2020-2023;

- increased the number of keys across our portfolio by 35.55% from 2,495 keys as of March 31, 2019 to 3,382 keys as of March 31, 2024;

- increased the number of hotels in our Portfolio and diversified our geographic presence, from eight operating hotels in seven cities as of March 31, 2019 to 12 operating hotels in ten cities as of March 31, 2024;

- improved the EBITDA, and EBITDA Margin from ₹877.19 million and 21.09% for the Financial Year 2022 to ₹6,000.26 million and 48.92% for the Financial Year 2024, respectively;

- achieved RevPAR and ARR growth across our Portfolio at a CAGR of 11.8% and 10.8%, respectively, between the Financial Years 2019 and 2024, as compared to the overall luxury hotel segment CAGR of 8.6% and 8.4%, respectively, over the same period (*Source: HVS Report*);

- undertook significant hotel enhancement initiatives (some of which are ongoing) at all of our Owned Portfolio by repurposing space and/or investing in new facilities in an effort to grow our occupancy and ARR, with a capital expenditure plan totaling ₹6,546 million since April 1, 2021, 37.70% of which has been incurred as of May 31, 2024; and

- invested in sustainability to increase the contribution generated from renewable sources across our Owned Portfolio to 51.08% of total electricity utilized for the Financial Year 2024. Each of the hotels in our Owned Portfolio has received several certifications and accolades, including (i) the National Energy

Management Award from the Society of Energy Engineers and Managers, (ii) the IGBC Green (Existing Building) Certification, Platinum Rating and (iii) the IGBC Net Zero Waste to Landfill Certification, Platinum Rating.

We have generated robust growth between the Financial Year 2022 and the Financial Year 2024, including in terms of revenue from operations, ARR, RevPAR and TRevPAR, driven by the strength of our brand's reputation, our focus on guest satisfaction and operational excellence, the expansion of our Portfolio and strong macro-economic factors. Further, our EBITDA margin for the Financial Year 2024 amounted to 48.92%, which, according to the HVS Report, was better than the EBITDA margin of our listed peers which ranged from 33.66% to 42.06%. In addition, the RevPAR of our Owned Portfolio, was approximately 3 times of the overall hospitality industry in India times and 1.4 times of the luxury hospitality segment in India for the Financial Year 2024 (*Source: HVS Report*).

The following table sets forth certain operational and financial information relating to our Portfolio as of/for the Financial Years / period indicated:

Metrics	**As of/for the Two Months ended May 31, 2024**	**As of/for the Financial Year**		
		2024	**2023**	**2022**
Overall Portfolio(1):				
Number of cities	10	10	10	8
Number of hotels	12	12	12	10
Number of keys	3,382	3,382	3,382	3,000
Average occupancy(2) *(%)*	62%	63%	61%	41%
ARR(3) *(₹)*	13,045	15,213	12,820	9,261
RevPAR(4) *(₹)*	8,094	9,592	7,828	3,806
Owned Portfolio:				
Number of cities	5	5	5	5
Number of hotels	5	5	5	5
Number of keys	1,216	1,216	1,216	1,216
Average occupancy(2) *(%)*	61%	67%	67%	43%
ARR(3) *(₹)*	17,119	20,966	17,248	12,464
RevPAR(4) *(₹)*	10,525	14,030	11,475	5,306
TRevPAR(5) *(₹)*	21,254	26,218	22,665	11,099
Managed Portfolio(1)(6):				
Number of cities	7	7	7	5
Number of hotels	7	7	7	5
Number of keys	2,166	2,166	2,166	1,784
Financial Metrics (derived from our Restated Consolidated Financial Information)				
Total Income*(₹ in millions)*	1,697.43	12,265.00	9,032.67	4,159.49
Growth in Total Income *(%)*(7)	N/A	35.78%	117.16%	N/A
EBITDA(8) *(₹ in millions)*	617.49	6,000.26	4,236.29	877.19
EBITDA Growth *(%)*	N/A	41.64%	382.94%	N/A
EBITDA Margin(9)	36.38%	48.92%	46.90%	21.09%

Notes:

(1) Excludes the hotel formerly known as The Leela Goa, which we used to manage until October 2022.

(2) Average occupancy represents the total number of room nights sold expressed as a percentage of the total number of room nights available in a given period/year. Data excludes The Leela Mumbai.

(3) ARR represents room revenue divided by total number of room nights sold in a given period/year. Data excludes The Leela Mumbai.

(4) RevPAR represents the revenue generated per available room calculated by multiplying the ARR charged and the average occupancy achieved in a given period/year. Data excludes The Leela Mumbai.

(5) TRevPAR represents total revenue from operations for a period/year, divided by the number of available room nights for the relevant period/year. Data excludes Managed hotels and The Leela Mumbai.

(6) Includes The Leela Mumbai, in relation to which we have a franchise arrangement with a third-party hotel owner and operator.

(7) Growth (%) metric is not applicable to data as of/for the two months ended May 31, 2024 and the Financial Year 2022 as there is no corresponding data for the same periods in the previous year for comparison purposes.

*(8) EBITDA is calculated as restated (loss) for the period/ year plus Total tax expense/(credit) plus Finance costs plus Depreciation and amortization expense. For further details, see "**Other Financial Information - Reconciliation of Non-GAAP measures**" on page 382.*

*(9) EBITDA Margin is calculated as EBITDA divided by total income. For a reconciliation of non-GAAP measures, please see "**Other Financial Information**" beginning on page 382.*

The image below provides a snapshot of our key operational and financial metrics:

The Leela by the Numbers

Proven track record of delivering luxury experiences at scale with a compelling performance

10 Cities
Diversified Portfolio

84 Net Promoter Score (NPS) [1]
Highest Among Key Hospitality Peers

1.4 times
Superior RevPAR Premium [2]

12 Properties
Established Presence

68.35%
Majority Room Revenue from Direct Channels [3]

48.92%
Superior EBITDA Margin [4]

3,382 Keys
One of the Largest Hospitality Companies in India

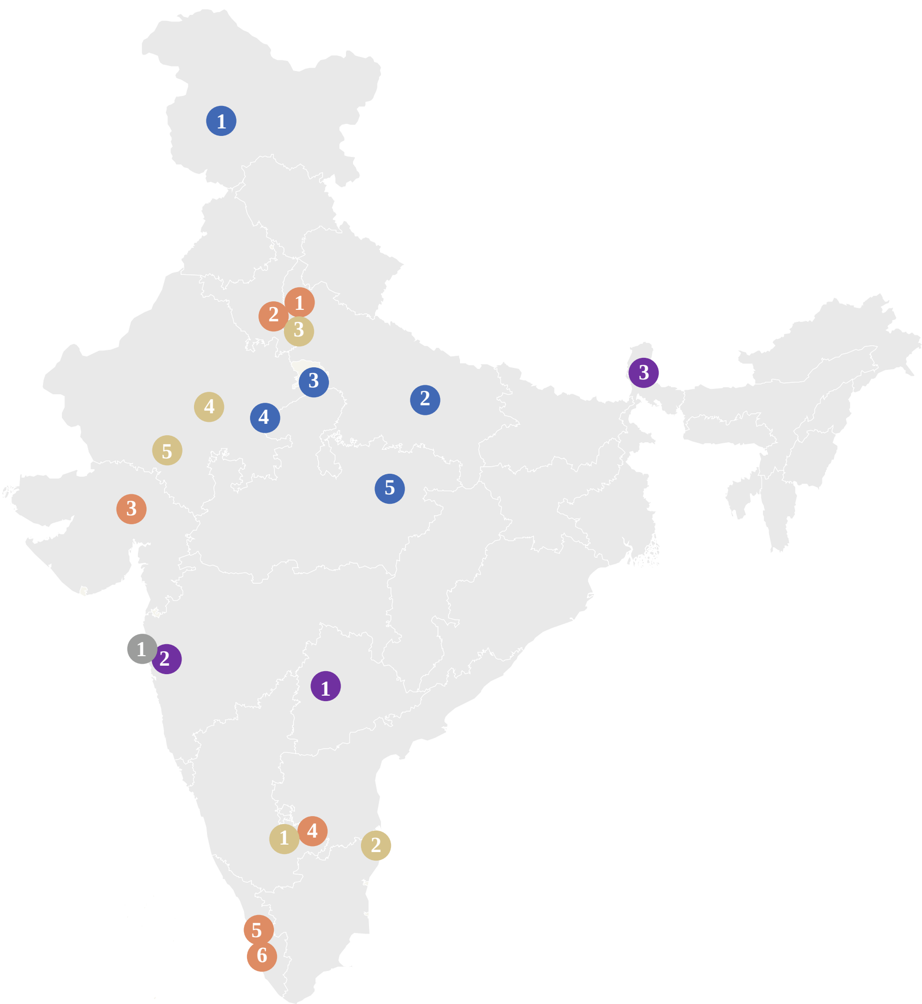
43.7%:56.3%
Attractive International: Domestic Customers Mix [5]

833 / 24.6%
Strong Pipeline
Keys / % of existing keys

Source: CoStar for India luxury RevPAR data, HVS Report
Notes: All metrics for the Financial Year 2024; Portfolio metrics represent 5 owned (1,216 keys), 6 managed (1,772 keys) and 1 franchised property (394 keys).

(1) For Portfolio
(2) Premium for our Owned Portfolio RevPAR to Indian luxury hospitality segment as per HVS Industry Report.
(3) Including room revenue of all hotels excluding The Leela Mumbai for the Financial Year 2024. Direct channel includes in-house salesforce, The Leela Reservations Worldwide, The Leela website and hotel reservations.
(4) EBITDA Margin is a non-GAAP measure. For reconciliation please see "Other Financial Information" beginning on page 382.
(5) Based on room revenue for the Financial Year 2024, excluding The Leela Mumbai.

The map below sets out the hotels in our Portfolio and our pipeline hotels:



Owned Hotels (1,216 keys)
1 The Leela Palace Bengaluru
2 The Leela Palace Chennai
3 The Leela Palace New Delhi
4 The Leela Palace Jaipur
5 The Leela Palace Udaipur

Managed Hotels (1,772 keys)
1 The Leela Ambience Convention Hotel, Delhi
2 The Leela Ambience Gurugram Hotel & Residences
3 The Leela, Gandhinagar
4 The Leela Bhartiya City, Bengaluru
5 The Leela Ashtamudi, A Raviz Hotel
6 The Leela Kovalam, A Raviz Hotel

Franchised Hotel (394 keys)
1 The Leela Mumbai

New Development Pipeline (474 keys)
1 The Leela Palace, Srinagar
2 The Leela, Ayodhya
3 The Leela Palace, Agra
4 The Leela, Ranthambore
5 The Leela, Bandhavgarh

Managed Pipeline (359 keys)
1 The Leela, Hyderabad
2 The Leela Luxury Residences and Club, Mumbai
3 The Leela Sikkim

According to the HVS Report, travel and tourism in India has largely rebounded to pre-COVID levels, and has significantly improved its appeal to international tourists. India is expected to see foreign tourist arrivals and domestic tourist visits growing at CAGRs of 7.1% and 13.4%, respectively, over 2024 to 2030 (*Source: HVS Report*). The luxury hospitality sector in India is also seeing a favorable demand-supply outlook, with demand expected to grow at a CAGR of 10.6%, while supply is expected to grow at a CAGR of 5.9%, over the Financial Year 2024 to 2028 (*Source: HVS Report*). As India's only institutionally owned and managed pure-play luxury hospitality company, we believe we are strategically positioned to capitalize on these industry trends and tailwinds and have several competitive strengths that support our goal of being the most preferred brand for our associates, guests, and owners.

Our Competitive Strengths

Leading Luxury Hospitality Brand with Rich Heritage and Global Appeal

We are the only institutionally owned and managed pure-play luxury hospitality company in India (*Source: HVS Report*). With over 250 industry awards since January 2021, The Leela brand is associated with luxury and is established as a leading luxury hospitality brand in the world. Our properties are widely recognized for the superior quality of architecture, guest facilities and services, repeatedly earning top rankings among the world's best hotels and travel experiences by recognized publications such as Travel + Leisure and Conde Nast Traveler. The Leela brand was ranked as #1 among the world's best hotel brands in 2020 and 2021 and among the world's top three best hotel brands in 2023 and 2024 by Travel + Leisure World's Best Award Surveys, reflecting our brand's strong global recognition. We have also been awarded India's best hotel brand by Travel + Leisure India's Best Award Surveys for four years (2020-2023). This brand recognition, built over almost 40 years, highlights our ability to deliver guest-centric luxury experiences that are difficult to replicate.

We believe that our competitive position on brand and management is strengthened by the high barriers to entry in the luxury sector of the hospitality business, which according to the HVS Report, arise from the substantial capital and time investment needed to build a well-recognized and respected luxury brand, as well as to develop luxury hotels in strategic markets across India. Our service philosophy of "*Atithi Devo Bhava*" (The Guest is God) is deeply rooted in Indian heritage and blending contemporary approaches to modern luxury hospitality. This philosophy has allowed us to create a service culture and brand identity that resonates with our guests and sets us apart from competitors. Our vision is to showcase the warmth and grace unique to Indian hospitality, traditions and culture. Our brand's excellence is validated through comprehensive annual luxury audits by Leading Quality Assurance ("**LQA**"), one of the leading quality assurance audit service providers, where we scored 82.4% in the Financial Year 2024. These audits evaluate various parameters including service, product quality, sustainability and efficiency. As of March 31, 2024, the staff-to-room ratio for our Owned Portfolio and our Portfolio were 2.4x and 2.0x, respectively, which enables us to provide personalized and attentive service to our guests, as reflected by our NPS. The NPS of our Portfolio, at 84.00, is the highest amongst reporting listed hospitality peers (*Source: HVS Report*), underscoring our guest satisfaction and operational excellence. During the Financial Year 2024, our RevPAR across our Owned Portfolio was 1.4 times of the overall luxury hotel segment average in India *(Source: HVS Report)* and our direct sales channels contributed 68.35% of our room revenue, further reflecting our premium market positioning and brand strength in luxury hospitality. For example, for the Financial Year 2024, the ARR and RevPAR of our Managed Portfolio, in comparison to comparable hotels across their micro-markets, was 1.4 times and 1.3 times respectively (*Source: HVS Report*). Our singular focus on luxury hospitality has enabled us to excel in our operational and financial metrics. For the Financial Year 2024, our TRevPAR was ₹26,218, surpassing the broader public peers average TRevPAR by 1.4 times (*Source: HVS Report*). We delivered an industry leading EBITDA Margin of 48.92% for our Portfolio, compared to the EBITDA margin for listed peers ranging from 33.66% to 42.06% (*Source: HVS Report*).

Our global appeal is further evidenced by the diverse mix of our guests, with international travelers contributing 43.7% of our room revenues in the Financial Year 2024. According to the HVS Report, demand for luxury tourism globally is forecasted to grow at a 6.6% CAGR over the Financial Years 2023 to 2028. Further, according to the HVS Report, India presents substantial upside potential on average rates and occupancies compared to its global peers due to increasing affluence, growing disposable incomes and rising urbanization driving rapid expansion in luxury consumption. Against this macroeconomic backdrop, our brand reputation and distinctive offering of Indian hospitality position us to capture a larger market share, and our operating outperformance against industry averages seeks to attract owners and developers of luxury properties to collaborate on management of hotels.

Marquee Owned Hotels in Markets with High Barriers to Entry

Our Owned Portfolio includes five iconic landmark hotels comprising 1,216 keys, across top business and leisure destinations in India – Bengaluru (Karnataka), Chennai (Tamil Nadu), New Delhi (Delhi), Jaipur (Rajasthan) and Udaipur (Rajasthan). Renowned as modern palaces, these hotels blend traditional Indian architecture with contemporary luxury, and offer luxury experiences to enhance guest stays. Between the Financial Year 2019 and the Financial Year 2024, our Owned Portfolio demonstrated a 11.8% CAGR in RevPAR, significantly higher than the 8.6% CAGR of the overall luxury hospitality sector in India *(Source: HVS Report)*. Set forth below are some of the salient features of our landmark Owned Portfolio:

- *The Leela Palace Bengaluru* spans 8.23 acres in the city's central business district, serving as an urban ecosystem for business and leisure travelers alike. Among other awards, we recently received the #1 City Hotel in India by Travel + Leisure, World's Best Awards Survey 2024 and The Gold List 2023, Conde Nast Traveler for this hotel.

- *The Leela Palace Chennai* spans 4.8 acres on the Chennai (Tamil Nadu) marina, a sea-facing palace inspired by Chettinad architecture, providing expansive views of the Bay of Bengal, making it a popular venue for social events, business stays and MICE activities. Among the several awards we have received for this hotel, we received the Best Eco-Friendly Luxury Hotel in India by Travel + Leisure, World's Best Awards Survey 2019 and The Gold List 2024, Conde Nast Traveler.

- *The Leela Palace New Delhi* spans three acres in the center of the diplomatic enclave of Chanakyapuri in New Delhi (Delhi), in the vicinity of over 60 embassies and high commissions positioning it as a preferred hotel for foreign delegations and elite social events. We have received many awards for this hotel, including most recently the #3 City Hotel in India by Travel + Leisure, World's Best Awards Survey 2024.

- *The Leela Palace Jaipur* spans 8.1 acres surrounded by the Aravalli hills, close to many of Jaipur's historic sites. Among other awards, we received the Best Family Hotel by Travel + Leisure India's Best Awards 2022 and Top 20 Best Hotel In India from Conde Nast Traveler, Readers Choice Awards 2023 for this hotel.

- *The Leela Palace Udaipur* spans seven acres, adjacent to the Lake Pichola and surrounded by the Aravalli mountains and overlooking the royal City Palace, offering guests a picturesque setting in the region. We received the World's Best Hotel by Travel + Leisure award from World's Best Awards Survey 2019 for this hotel and #2 Best Hotel in India from Conde Nast Traveler, Readers Choice Awards 2023 for this hotel.

The hotels in our Owned Portfolio are strategically located in prime locations where acquisition of large parcels of land is challenging. New hotel construction requires a significant gestation period in site development and operational stabilization, creating significant barriers to entry for new supply *(Source: HVS Report)*. In comparison, the hotels in our Owned Portfolio are already established market leaders, as evident by our Owned Portfolio's ARR which was 1.4 times of the overall luxury hotel segment average in the Financial Year 2024 *(Source: HVS Report)*. Our Owned Portfolio has also been designed and built to exceed industry specifications, creating a further competitive advantage for us to attract guests. For example, the average room sizes at the hotels in our Owned Portfolio are 36% larger than room sizes of the overall luxury hospitality segment (*Source: HVS Report*). Our modern palace hotels in New Delhi (Delhi), Bengaluru (Karnataka) and Chennai (Tamil Nadu) are among the largest, by number of keys in their respective markets, according to the HVS Report. Further, there is no upcoming and comparable competitive supply expected in the micro-market of The Leela Palace New Delhi, The Leela Palace Chennai or The Leela Palace Bengaluru (*Source: HVS Report*). As a result, we believe that these hotels are best placed to capture a higher market share of the luxury segment in their respective micro-markets. Our strategically located iconic hotels with high barriers to entry also lead to a network effect which has strengthened our brand and enabled us to achieve premium pricing and consistent global recognition.

Comprehensive Luxury Ecosystem Resulting in Diversified Revenue Sources

The hotels in our Portfolio have a comprehensive luxury ecosystem that caters to evolving customer preferences, by providing luxurious accommodation, curated experiences, and F&B venues offering award-winning dining experiences spanning multiple cuisines, award-winning wellness offerings (for details of awards, see "– ***Awards and Accreditations***" on page 236) and several other amenities. This ecosystem has enabled us to attract a diverse clientele spanning leisure travelers, business travelers and groups, while also diversifying our revenue base across non-room revenue sources such as F&B, MICE and banqueting venues. For the Financial Year 2024, we derived 51.9% of our room revenues from retail and leisure guests, 17.1% from corporate bookings and 31.0% from group bookings, demonstrating the strength of our diversified customer base.

As of May 31, 2024, we operate 67 restaurants, bars and cafes across our Portfolio including F&B venues such as Jamavar, Library Bar, ZLB 23, Megu, China XO, Le Cirque and Sheesh Mahal. There are 12 spas and wellness sanctuaries across our Portfolio, including a spa collaboration with Soneva (under development at The Leela Palace Bengaluru and expected to be completed in Financial Year 2026). Further, the hotels in our Portfolio are equipped with facilities designed to host a range of activities from corporate meetings and conferences to weddings and social gatherings, aimed at capturing the premium market share in the MICE sector in India. Our diversification of services seeks to achieve a high utilization of our hotels in our Portfolio throughout the year, driving revenues and enhancing guest experience. As a result, for the Financial Year 2024, TRevPAR of our owned hotels was ₹26,218, which was 1.4 times the TRevPAR of the luxury hospitality segment average in India. Further, the RevPAR of our Managed Portfolio in comparison to comparable hotels across their micro-markets was 1.3 times (*Source: HVS Report*). For the two months ended May 31, 2024, Financial Years 2024, 2023 and 2022, our non-room revenues amounted to 54.0%, 49.9%, 54.4% and 58.6% of our total income, respectively.

Track Record of Driving Operational Efficiency by our Active Asset Management Approach

As owners and operators of properties, we drive operational efficiencies through our structured and disciplined approach to asset management, which has helped us deliver superior EBITDA margins. We have also been able to increase our RevPAR for our Owned Portfolio from 1.2 times in the Financial Year 2019 to 1.4 times in the Financial Year 2024, as compared to the luxury hospitality segment in India (*Source: HVS Report*).

As part of our asset management initiatives, we have invested in our assets towards refurbishment, upgrading and repurposing of underutilized spaces. Since April 1, 2021, substantially all the hotels in our Owned Portfolio were renovated, and we have implemented a ₹6,546 million capital expenditure plan, 37.70% of which has been incurred as of May 31, 2024, across our Owned Portfolio that has helped enhance the performance of our Portfolio. Further, our owner operator mindset with a focused approach towards capital efficiency has allowed us to drive RevPAR in a capital efficient manner. For example, since we entered into a hotel management agreement in respect of The Leela Palace Jaipur in September 2020, we invested ₹317 million towards capital expenditure and property upgradation including infrastructure and guest amenities of the hotel and rebranded the hotel. These measures helped more than double the ARR from ₹11,928 in the Financial Year 2020 to ₹23,831 in the Financial Year 2024 and increase the RevPAR from ₹7,037 in the Financial Year 2020 to ₹14,851 in the Financial Year 2024. For details, see "***– Description of Our Business – Strategic Repositioning of Assets – Case Studies***" on page 225.

We continuously focus on revenue optimization by leveraging our revenue management capabilities, demand generation strategies, and a broad distribution network to achieve premium ARRs. The strength of our brand is reflected in the contribution to room revenue from our direct sales channel (which amounted to 68.35% for the Financial Year 2024) and ability to achieve higher RevPARs. For example, at The Leela Kovalam, since entering into the hotel management agreement in 2022, we repositioned the hotel as a luxury leisure and wellness destination and enhanced visibility of the property through our robust distribution network. This resulted in the ARR increasing by 95.2% from ₹9,449 in the Financial Year 2022 to ₹18,444 in the Financial Year 2024 and RevPAR increasing by 177.6% from ₹4,163 in the Financial Year 2022 to ₹11,555 in the Financial Year 2024, hence enabling us to generate incremental management fees.

We have maintained cost discipline while ensuring our luxury service standards and achieving high NPS scores. Our Owned Portfolio's hotel employee costs as a percentage of total hotel revenues amounted to 15.3% in the Financial Year 2024, as compared to 16.2% for the luxury hospitality segment in 2023 (*Source*: *HVS Report*). Further, our power and fuel expenses as a percentage of total hotel revenues was 3.9% for the Financial Year 2024, as compared with 5.3% for the luxury hospitality sector in 2023 (*Source: HVS Report*).

An integral part of our asset management strategy is also our commitment to preserving the environment and we have made substantial progress in effective waste management, optimal utilization of water, and renewable energy usage among others. In the Financial Year 2024, 51.08% of the electricity utilized across our Owned Portfolio was generated from renewable sources. The Leela Palace Bengaluru and The Leela Palace Udaipur are a part of

Beyond Green, Preferred Hotel's global portfolio of sustainable hotels around the world. All hotels in our Owned Portfolio have received (i) a platinum certification under the Green Existing Building rating system, (ii) the Net Zero Waste Platinum (Operations) in accordance with the Net Zero Waste to Landfill rating system from the Indian Green Building Council, and (iii) are ISO 9001, 14001 and 45001 certified. Further, we have set a target to becoming a net-zero emissions company by 2050 and have taken several concrete steps towards this goal. For details, see "***Description of Our Business – Environmental, Social and Governance***" on page 235.

Highly Experienced, Cycle-Tested Senior Management Team, Guided by an Experienced and Distinguished Board

We are a professionally managed, institutionally backed company, committed to creating long-term shareholder value. We have a highly experienced management team with deep domain expertise that has helped drive operational excellence as demonstrated by the growth in key metrics such as RevPAR, TRevPAR, revenue from operations, EBITDA and the expansion of our Portfolio. Our leadership team comprising of three Key Managerial Personnel and seven members of our Senior Management team, who are responsible for our strategic direction, and are supported by 13 general managers and regional vice presidents, who oversee various aspects of our daily operations. Our team has in-depth experience in hospitality, asset management, revenue management, sales and marketing, with the key managerial personnel and core team having an average of more than 20 years of experience. Our management team's experience through multiple hospitality cycles, provides valuable insight and perspective into the asset management of our Portfolio as well as future expansion.

Our Chief Executive Officer, Anuraag Bhatnagar, has experience across Indian and global hospitality companies. Our Head of Asset Management and Chief Financial Officer, Ravi Shankar, has experience in India and internationally across global hospitality companies. Shweta Jain, our Chief Marketing and Sales Officer, has experience in marketing and sales, and has held key positions in the consumer goods, wellness, media and communications sectors. For further details, see "***Our Management – Key Managerial Personnel and Senior Management***" on page 282.

In addition, we also benefit from an experienced and distinguished Board comprising of well-diversified and renowned industry professionals, with a reputed industry veteran as the independent Chairman, who will provide the strategic direction and guidance to us through the Board and the several committees of the Board. We believe our governance structure reflects a rigorous approach to corporate governance and is based on the following pillars:

- Balanced and diversified board with an independent Chairman and a mix of independent board members, internal directors and executive officers;
- Significant level of promoter group ownership in Leela (on a post-Offer basis) demonstrating the long term commitment and focus to create value for the stakeholders;
- Commitment to ESG best practices with a focus on decarbonization and sustainability initiatives and activities, that have a positive impact on the communities in which we operate and a proactive monitoring mechanism to regularly track our progress and determining further areas of improvement to our existing ESG standards.

For details of our Board of Directors and Board Committees, see "***Our Management***" on page 268.

Sponsorship by Brookfield – A Leading Global Investor with Deep Local Expertise

We are promoted by private equity funds which are managed and/or advised by affiliates of Brookfield, one of the world's largest alternative asset managers and investors with US$925 billion of assets under management as of March 31, 2024, across real estate, infrastructure, renewable power, private equity and credit sectors. Brookfield has a global presence supported by over 240,000 operating employees across more than 30 countries, as of March 31, 2024. Brookfield manages US$267 billion of real estate assets and has a strong global track record in hospitality with a global portfolio comprising over 41,000 keys across 179 hotels. This includes iconic hospitality developments such as Pendry Manhattan West in New York, the United States, and Centre Parcs, near London in the United Kingdom.

Additionally, Brookfield's longstanding presence in India, managing US$27 billion of assets under management and a history of approximately 15 years as of March 31, 2024, deep operating expertise, a demonstrated track record of managing capital and its commitment of resources are likely to create growth opportunities for us. This is demonstrated by our growth pipeline which includes our collaboration with affiliates of Brookfield in relation to a serviced apartments project in Mumbai. As outbound tourism from India grows, and approximately 30 million Indians are expected to travel internationally in 2024 *(Source: HVS Report),* we are uniquely positioned to leverage these trends for potential international expansion opportunities, supplemented by Brookfield's global expertise and resources.

Brookfield, through its affiliates, also has extensive development experience in India and has delivered large scale mixed-use real estate projects of more than 10 msf as of March 31, 2024. As such, we have entered into a development management agreement with an affiliate of Brookfield. Depending on the location and project type, we plan to either utilize Brookfield's affiliates' resources directly for development and project management services for a fixed fee or manage the projects ourselves while collaborating closely and benefiting from their extensive knowledge and resources. This synergy ensures that our projects adhere to the highest standards of luxury and quality, while being delivered on time and in a capital efficient manner.

Further, we believe that we derive significant benefit from Brookfield's expertise in real estate, relationships with lenders, asset owning partners, and vendors, to drive further growth opportunities. Brookfield complements our management team by bringing a disciplined culture on capital expenditure and global insights with respect to existing and future asset investment and acquisition strategies.

Further, our governance structure also benefits from sponsorship by Brookfield, which has a strong track record of corporate governance and compliance frameworks including anti-bribery and anti-corruption policies. Brookfield is listed on the NYSE and TSX and we benefit significantly from its strong corporate governance standards.

Our Growth Strategies

Our primary strategic objective is to maintain our position as a leading luxury hospitality brand, resulting in sustainable growth and enhanced stakeholder value. To achieve this, we are focused on optimizing the operating performance of our existing properties through proactive asset management and strengthening our industry position through a focused portfolio expansion, both within India and internationally. We aim to capitalize on the strengths of our core management operations, strong brand reputation and service culture to create value for our stakeholders. Specifically, we intend to do this by pursuing strategic enhancements to established properties, increasing the efficiency of our sales and marketing efforts, targeting accretive acquisitions, developments and hotel management agreements. We also look to capitalize on opportunities to leverage our brand through complementary business extensions such as serviced residences, branded residential offerings and members-only clubs. We also seek to pursue selective partnerships with and acquisitions of luxury hospitality companies that align with our Portfolio. Our strategic initiatives and expansion plans are substantially enhanced by Brookfield's global scale and asset management expertise, alongside the operational expertise of our management team.

Improve same-store growth and profit margins through proactive asset management

We are focused on improving our same-store revenue growth and optimizing operational efficiencies to drive profitability. To achieve this objective, we intend to undertake several measures – firstly, enhance existing properties, secondly, undertake targeted marketing initiatives, and, thirdly, improve cost efficiencies. These initiatives are geared to drive growth in RevPAR and market share for our Owned Portfolio and Managed Portfolio, improving profitability and, in turn, our ownership earnings and management fee revenues.

<u>*Enhancement initiatives in our existing properties.*</u> We aim to continuously enhance our hotels and invest in upgrades across our Owned Portfolio. This includes room renovations, expansion of premium F&B offerings, and addition of luxury amenities such as exclusive members-only clubs, globally renowned spas and high-end retail outlets. These enhancements are designed to elevate the guest experience, attract high-value guests, increase occupancy and drive ancillary revenues. For example, The Leela Palace Bengaluru's ongoing upgrades include the addition of a ballroom space, luxury retail areas, and introduction of globally renowned and India's first Soneva spa, further positioning the hotel as a comprehensive luxury ecosystem. These enhancements are expected to boost our market share, weekend occupancy rates and increase our revenue streams.

Since April 1, 2021, we have undertaken significant property improvement initiatives with a total capital expenditure plan of ₹6,546 million, 37.70% of which has been incurred as of May 31, 2024. The remaining enhancements are ongoing and are being targeted to be completed over the next 12 to 18 months. Below is a summary of our key capital expenditure projects:

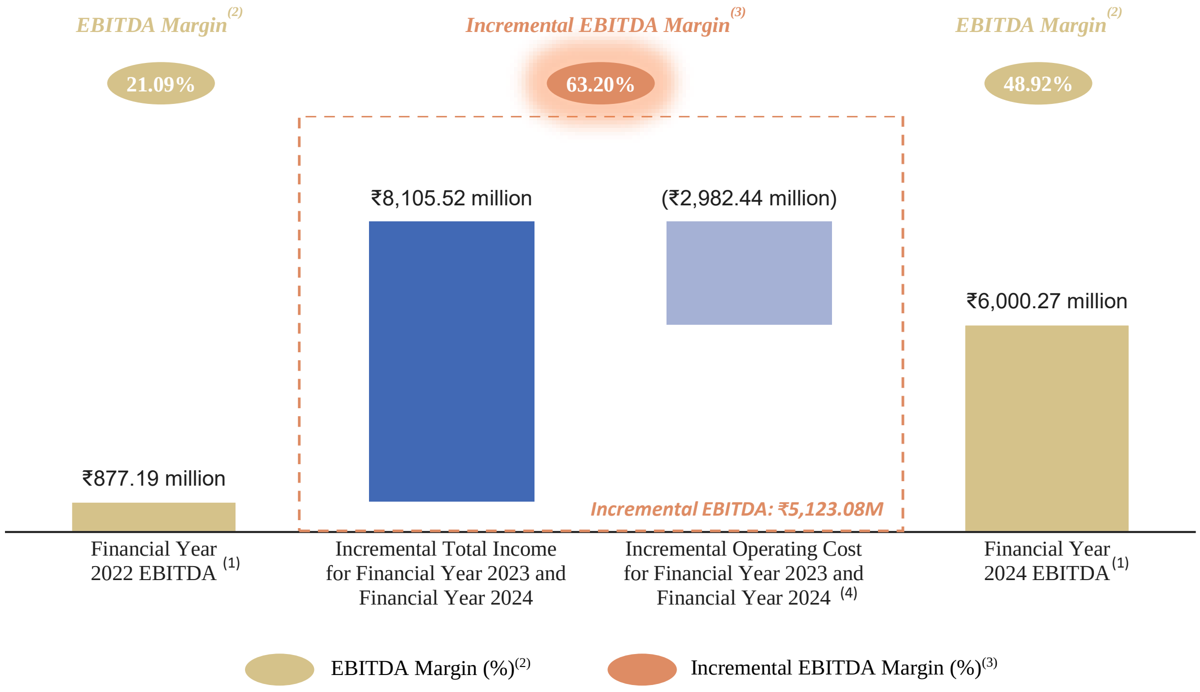
Asset	Capital Expenditure (₹ in million)[(1)] Incurred as of May 31, 2024	Balance Ongoing	Description
The Leela Palace Bengaluru	1,233.32	1,224.73	• New 8,080 sq. ft. Ballroom: Completed in March 2024, expected to attract premium events and boost banqueting revenue, and in turn room revenues, from the current Financial Year. • Luxury Retail Transformation: Upgrading and repositioning of retail space (approximately 42,753 sq. ft. of leasable area), to attract high-end retail and luxury brands. • India's first Soneva Spa: Introducing a 37,746 sq. ft. globally renowned wellness destination.
The Leela Palace Chennai	504.37	181.16	• Room Upgrades: Comprehensive room and technology upgrades elevating guest comfort and operational efficiency through enhanced amenities and IT infrastructure.
The Leela Palace New Delhi	241.80	162.88	• Upgrading the F&B Outlets: Enhancing F&B offerings to elevate guest experiences and increase revenue from F&B.
The Leela Palace Udaipur	399.13	613.48	• Expanding Luxury Accommodations: Addition of 14 keys, including five suites and nine villas, leading to an 17.5% increase in the number of keys. • Sustainable Energy Initiative: Installing 1.5MW solar power, targeting 80% renewable energy use, leading to a reduction in energy costs, and promoting green energy.
The Leela Palace Jaipur	88.70	736.28	• Family-friendly Reconfiguration: Upgrading existing villas and adding kids-friendly amenities to enhance family appeal and increase guest engagement and length of stay. • F&B Diversification: Renovation of the all-day dining restaurant and adding new venues to expand culinary offerings. • Energy and Infrastructure Upgrades: Addition of 1.5 MW of solar power equipment and other mechanical, electrical and plumbing improvements, targeting 65% of annual renewable energy use.
Leela Members' Club (Arq)	-	1,160.00	• Exclusive Members-only Clubs: Launching "Arq" at three key locations, The Leela Palace Bengaluru, The Leela Palace Chennai and The Leela Palace New Delhi, offering exclusive access to facilities, private events and bespoke services, aiming to drive recurring revenue through membership fees.
Total	**2,467.32**	**4,078.53**	

(1) Capital expenditure presented in this table includes capital work-in-progress.

To the extent possible, practicable and permissible under local municipal and other regulations, we will continue to seek to expand our existing properties through densification of under-utilized space or excess floor space index potential, identifying sub-optimal and ancillary areas which can be repurposed, re-modelled or retrofitted or through acquisitions of adjacent land parcels. These initiatives will allow us to enhance our offerings to attract a wider customer base and improve the overall guest experience, in turn resulting in higher revenues and occupancy. For example, The Leela Palace New Delhi has additional floor space index potential of approximately 110,000 sq. ft., which can be potentially used to further develop the hotel and increase room inventory by over 50 keys and add a new banqueting space and increase our F&B offerings.

Our operational revenue enhancement initiatives. We believe we are well-positioned to capitalize on the expected increase in travel demand in the near future, and thus we are focused on increasing our room rates while maintaining and improving our average occupancy. Our focus is to continue improving our ARR, expand our marketing initiatives, leverage and grow our global digital distribution partnerships and upgrade our digital infrastructure to enhance customer engagement and operational efficiency. This encompasses implementing advanced property management systems, leveraging data analytics for personalized services, launching The Leela App, and enhancing our website's booking capabilities including virtual reality tours. From the Financial Year 2019 to the Financial Year 2024, the ARR for our Owned Portfolio grew at a CAGR of 10.8% compared to the luxury hospitality segment average in India which grew at a CAGR of 8.4% over the same period (*Source: HVS Report*). Further, we are focusing on strengthening both leisure and group business segments by prioritizing direct booking channels and leveraging partnerships with corporate clients and travel agencies. For the Financial Year 2024, international guests contributed to 43.7% of our room revenue and we believe there is a growing opportunity to cater to the customer base that is seeking premium hospitality experiences as foreign tourist arrivals in India grow. As such, we are expanding our sales and marketing efforts to increase our market share from growing feeder markets such as Singapore, Australia, and GCC countries, alongside increasing our focus on domestic luxury travelers.

<u>*Our operational efficiency and cost management initiatives.*</u> Over the Financial Year 2022 to the Financial Year 2024, our flow through of incremental revenue to EBITDA was 63.20%. We expect to continue to enhance the performance of our Portfolio by improving operating efficiencies and optimizing costs. This includes driving staff productivity and efficiency through comprehensive training programs such as The Leela Leadership Development Program ("**LLDP**") and The Leela Executive Accelerated Development Program ("**LEAD**") which are geared to ensure that we have a ready pipeline of high-quality talent available at all levels as we expand our portfolio. We expect to further benefit from embedded operating leverage that our business model offers, as reflected in the chart below:



Notes:

(1) EBITDA is a non-GAAP measure. For reconciliation please see "Other Financial Information" beginning on page 382.

(2) EBITDA Margin is a non-GAAP measure. For reconciliation please see "Other Financial Information" beginning on page 382.

(3) Calculated as incremental operating EBITDA / incremental total revenue over Financial Year 2023-2024.

(4) Incremental operating costs include F&B, employee benefit and other operating expenses.

Expansion of our Portfolio through acquisitions and developments, including through identified assets

We intend to expand our Portfolio through acquisitions and developments of hotels, that complement our brand attributes in premier locations with compelling demand-supply proposition for luxury offerings. This growth will primarily be in the form of acquisition of existing hotels and resorts in both urban and resort locations and development of new hotels and resorts. During the Financial Year 2024, ARR and RevPAR across our Owned Portfolio amounted to ₹20,966 and ₹14,030, respectively, which were both 1.4 times that of the ARR and RevPAR of the overall luxury hotel segment in India *(Source: HVS Report)*. Our recent growth has been driven, in part, by additions to our Portfolio, in particular, The Leela Palace Jaipur. Our acquisition of The Leela Palace Jaipur and the investments made in this hotel helped more than double the ARR from ₹11,928 in the Financial Year 2020 to ₹23,831 in the Financial Year 2024 and increase the RevPAR from ₹7,037 in the Financial Year 2020 to ₹14,851 in the Financial Year 2024.

We intend to capitalize on our premium market positioning and brand strength in luxury hospitality at each of our new hotels. We currently plan to further expand our footprint, by acquiring and/or developing five new hotels that will be directly owned and managed by us – in Agra (Uttar Pradesh), Srinagar (Union Territory of Jammu and Kashmir), Ayodhya (Uttar Pradesh), near Ranthambore National Park (Rajasthan) and near Bandhavgarh National Park (Madhya Pradesh). These projects, with a combined addition of an estimated 474 keys and expected capital expenditure of ₹11,315 million, are strategically located in key tourist and business destinations catering to both domestic and international travelers. These hotels are expected to be completed and operational by Financial Year 2027 to 2028. Set out below are certain details regarding our under-development properties:

Name and Location of the Property[(1)]	Type	Segment	Expected number of keys[(2)]	Expected Capital Expenditure (₹ in millions) [(3)]	ARR for luxury properties during the Financial Year 2024[(4)]
The Leela Palace Agra, Uttar Pradesh	Palace	Heritage & Grandeur	99	₹4,419	₹45,000–- 50,000
The Leela Palace Srinagar, Jammu and Kashmir	Palace	Hill Station	170	₹1,899	₹28,000–- 33,000
The Leela Ayodhya, Uttar Pradesh	Hotel	Spiritual	100	₹2,997	₹18,000–- 23,000
The Leela Ranthambore, Rajasthan	Resort	Heritage & Grandeur	75	₹1,280	₹48,000–- 53,000
The Leela Bandhavgarh, Madhya Pradesh	Resort	Wildlife	30	₹720	₹48,000–- 53,000
Total			**474**	**₹11,315**	

Notes:

(1) Pursuant to a letter of award, the Jammu and Kashmir state tourism development corporation has awarded our Company and the other shareholder of the Joint Venture, the right to develop and manage an existing hotel in Srinagar (Union Territory of Jammu and Kashmir). We hold 50.00% of the ownership interest in the Joint Venture, which will own and operate the hotel in Srinagar (Union Territory of Jammu and Kashmir). Our Company has entered into binding term-sheets to acquire a 76.00% to 78.00% ownership interest in the company that is intended to eventually own The Leela Ayodhya, a 51.00% ownership interest in The Leela Ranthambore and a 80.00% ownership interest (which will be reduced to 60.00% in case our joint venture counterparty exercise its right to purchase additional stake from us) in The Leela Bandhavgarh. We own 100.00% of the ownership interest in the company that owns The Leela Palace Agra.

*(2) Number of keys and expected year of completion may be subject to change and delays, due to unforeseen factors. See "**Risk Factors – We have undertaken, and may continue to undertake, strategic acquisitions, joint ventures and investments, which may not perform in line with our expectations or may be prone to other contingencies**" on page 41.*

(3) Includes acquisition consideration to be paid to third parties (excluding for The Leela Palace Agra which was acquired in Financial Year 2020).

(4) According to the HVS Report.

These developments will enable our entry into some of the most attractive leisure, heritage, spiritual and wildlife tourist destinations. At the core of our expansion plans is control and capital prudence, and all our expansions are targeted to be meaningfully accretive from a return on capital employed perspective. Our analysis of these developments has been based on internal profitability and return analysis, while ensuring that the location has an appeal to our guests.

In line with our prudent approach to capital structuring, we will remain nimble and flexible across alternative structures for asset ownership and are receptive to joint ventures for new developments as is reflected in our plans to own a 51.00% ownership interest in The Leela Ranthambore and a 80.00% ownership interest (which will be reduced to 60.00% in case our joint venture counterparty exercises its right to purchase additional stake from us) in The Leela Bandhavgarh.

As outbound tourism from India intensifies, with an expected growth at a CAGR of 9% until 2030 *(Source: HVS Report)*, we are well positioned to leverage these trends for potential international expansion opportunities, supplemented by Brookfield's global insights and resources.

In addition to hotel assets, as part of our long-term growth strategy, we also intend to pursue selective partnerships, acquisitions and development of brands in the luxury hospitality sector. This approach is designed to accelerate The Leela's growth, and enable us to enhance our market presence, diversify our offerings, and create synergies across our business operations. In order to further accelerate our growth and leverage Brookfield's expertise, we have entered into a right of first offer agreement, dated September 17, 2024, with an affiliate of Brookfield, granting us the right of first offer to acquire hospitality assets from them.

Expand our footprint through new hotel management agreements

In addition to growing our Owned Portfolio, we will continue to focus on growth through hotel management agreements with third-party hotel owners, allowing us to extend our brand presence with minimal capital investment. With our strong brand positioning and operational expertise, we aim to establish ourselves as a preferred partner for luxury hotel owners, given our ability to drive superior RevPAR for our hotel owners. The ARR and RevPAR of our Managed Portfolio, in comparison to comparable hotels across their micro-markets, was 1.4 times and 1.3 times respectively *(Source: HVS Report)*.

Hotel management agreements enable us to provide quality management and branding to third-party owned hotels, while benefitting from the extension of our network and brand presence in certain geographies within India and select attractive international markets. In case of new developments where we enter into hotel management agreements, we are involved from the development stage to ensure consistency in brand and offering standards, while in case of existing operational hotels hitherto managed by third parties, we are involved in the rebranding and repositioning of the assets to meet our brand standards.

Under our hotel management agreements, we are typically entitled to a fixed percentage of the gross operating revenue as well as a fixed percentage of the net room revenue. We are also entitled to an incentive fee generally being a variable percentage linked to the gross operating profit of the hotel. All the hotels in our Managed Portfolio (except for a managed hotel which was rebranded in the Financial Year 2024) generated incentive fees, demonstrating the strength of our brand and the value we create for our third-party hotel owners. Our management agreements with third-party hotel owners are long-term and the initial term varies from 10 to 30 years, with extensions up to 10 years. For the Financial Year 2024, our management and other operating fees amounted to ₹594.97 million, out of which we generated ₹487.49 million in management fees from our six Managed Portfolio, which translated into an average of ₹81.25 million per hotel.

We have recently entered into hotel management agreements for three properties: two new hotels that are located in Hyderabad (Telangana) and Gangtok (Sikkim) as well as luxury serviced apartments in Mumbai (Maharashtra). Set out below are certain details regarding the above properties to be managed by us:

Name of the property	Type	Segment	Expected number of keys(1)	Expected period/year of commencement of operations(1)	ARR for luxury properties during the Financial Year 2024(2)
The Leela Hyderabad, Telangana	Hotel	Business & Leisure	156	Quarter ending December 31, 2024	₹10,000–- 13,000
The Leela Luxury Residences and Club, Mumbai, Maharashtra	Serviced Apartments	Business	63	2026	₹12,000–- 18,000
The Leela Sikkim, Gangtok, Sikkim	Resort	Hill Station	140	2026	₹22,000–- 27,000
Total			**359**		

Notes:

(1) Number of keys and expected year of completion may be subject to change and delays, due to unforeseen factors.

(2) According to the HVS Report.

Maintain a sustainable capital structure while pursuing organic and inorganic growth opportunities with prudent capital allocation

We will continue to focus our expansion plans in key gateway markets in India and internationally, which have favorable demand and supply dynamics for hotels in the luxury sector through a combination of greenfield development, inorganic acquisitions and hotel management arrangements. The geographies we intend to focus on for future growth are the Maldives, Dubai, and Mumbai and Goa in India, among others. We intend to continue to adopt prudent capital allocation strategies in our approach to the development of greenfield projects and for the inorganic acquisitions of existing hotel properties, which can be rebranded and operated under The Leela brand.

We intend to use a portion of the Net Proceeds towards repayment/prepayment/redemption of certain outstanding borrowings availed by our Company and certain Subsidiaries.

We leverage capabilities of our management, and the deep expertise of our promoters allows to allocate capital at opportune times to acquire assets and reposition them or acquire land and build hotels efficiently. Our approach to growth includes analyzing demand trends, supply dynamics, and location accessibility and ensuring new developments maintain our brand's reputation and quality standards while adopting a sustainability framework.

We believe that the combination of our world-class brand, our management team's expertise and the significant operating experience of Brookfield enables us to be well-placed to take advantage of opportunities to expand our presence outside India, and particularly in markets which witness high footfall of Indian tourists.

Expand the reach of The Leela brand

We believe that the Leela brand is associated with luxury. As part of maintaining and building on this strength, we have taken various initiatives to extend the reach of the brand by creating new and expanding on existing touchpoints. These initiatives are aimed at continuing to develop products and services that bolster the brand, expand our loyal customer base and drive RevPAR premiums and the total revenue generating potential. We will continue to evolve our luxury offerings and service standards that are representative of Indian hospitality traditions and also relevant to today's luxury travelers. Some of the initiatives we have initiated include:

- *The Leela Clubs*: We are introducing exclusive, members-only clubs known as "Arq" at several locations, including more imminently at The Leela Palace Bengaluru, the Leela Palace Chennai and Leela Palace New Delhi. These clubs will operate on a subscription-based business model, providing members with unique benefits such as private events, personalized services and access to exclusive facilities. The clubs aim to enhance customer loyalty, generate recurring revenue streams through membership fees, and strengthen customer engagement with our hotels' luxury offerings.

- *The Leela branded serviced residences*: As part of our strategy to capitalize on the value of The Leela brand and in response to the increasing demand for luxury residential experiences, we plan to launch branded serviced residences that are integrated with our hotels and resorts. These properties will aim to offer high-end living environments that reflect the luxurious standards of our hospitality services, appealing to affluent buyers seeking premium, branded living spaces. We will receive royalty fees and management fees for the use of The Leela brand in connection with the sale of the interests in these projects as well as management of these projects. The Leela branded residences will allow us to leverage our experience in developing luxury hotels to cater to the rise in demand for luxury residences in India in the past few years (*Source: HVS Report*).

- *The Leela branded serviced apartments:* Ancillary hospitality segments such as serviced apartments are expected to continue to gain traction on the back of increasing disposable income (*Source: HVS Report*). We are also expanding into the business of luxury serviced apartments, designed to provide long-stay guests with a home-like environment enhanced by hotel-level services. This initiative caters to a growing market segment seeking extended stays with the convenience of residential living and luxury of hotel services. We have secured a management contract for The Leela Luxury Residences and Club, in Mumbai (Maharashtra), adjacent to approximately 1.25 msf office campus currently being developed by affiliates of Brookfield near Mumbai's international airport in Andheri (Maharashtra). These will enable us to diversify our revenue streams and capitalize on the growing market for high-quality serviced residences.

Description of Our Business

Our Portfolio comprises 3,382 keys across 12 operating hotels located in 10 cities in India, as of May 31, 2024. In addition, we expect to add eight new hotels aggregating approximately 833 keys or 24.63% of existing keys through Financial Year 2028 that will be either owned or managed by us, and are currently in various stages of acquisition, construction or development.

Our Portfolio

All of the hotels in our portfolio are categorized under the luxury hotel industry sector and include iconic and marquee hotels positioned in the topmost tier of hotels in India (*Source: HVS Report*). Our Portfolio includes The Leela Palaces, The Leela Hotels and The Leela Resorts.

The following table sets forth certain details of our Portfolio, as of June 30, 2024:

Hotel name	Location	Weighted average room size (*sqm*)	Total Keys	Suites as a percentage of the total keys (%)	Opening/Rebranding date
Owned Portfolio –Owned and Managed					
The Leela Palace Bengaluru	Bengaluru, Karnataka	61.60	357	12.61%	August 2001
The Leela Palace Chennai	Chennai, Tamil Nadu	58.27	325	9.54%	January 2013
The Leela Palace New Delhi	New Delhi, Delhi	57.24	254	7.09%	April 2011
The Leela Palace Jaipur	Jaipur, Rajasthan	71.80	200	9.00%	May 2021
The Leela Palace Udaipur	Udaipur, Rajasthan	57.22	80	10.00%	May 2009
Managed Portfolio – Under hotel management agreement					

Hotel name	Location	Weighted average room size (*sqm*)	Total Keys	Suites as a percentage of the total keys (*%*)	Opening/Rebranding date
The Leela Ambience Convention Hotel Delhi	Shahdara, Delhi	38.44	480	5.21%	December 2015
The Leela Ambience Gurugram Hotel & Residences	Gurugram, Haryana	58.68	412	7.04%	July 2009
The Leela Gandhinagar	Gandhinagar, Gujarat	37.86	318	3.77%	September 2021
The Leela Bhartiya City Bengaluru	Bengaluru, Karnataka	47.00	281	8.19%	September 2021
The Leela Kovalam, A Raviz Hotel	Kovalam, Kerala	48.71	188	7.45%	August 2022
The Leela Ashtamudi, A Raviz Hotel	Ashtamudi, Kerala	44.61	93	7.53%	July 2023
Franchised Hotel – Under franchise arrangement (owned, operated and managed by a third-party)					
The Leela Mumbai	Mumbai, Maharashtra	28.43	394	10.91%	November 1986
		Total:	**3,382**		

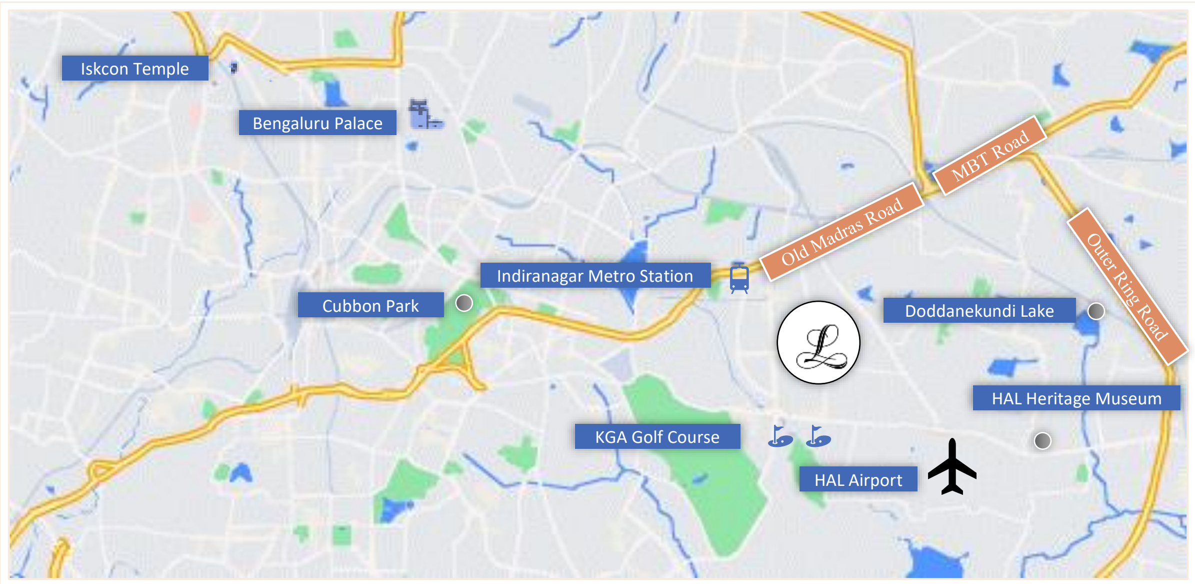
Set forth below are descriptions of our hotels:

Owned Portfolio

All of the hotels in our Owned Portfolio are under "The Leela Palaces" brand, which have been designed to showcase modern luxury juxtaposed with royal Indian heritage. These hotels aim to embody and amplify our brand philosophy of providing luxury experiences with a curation of leisure, lifestyle, culinary, wellness and other services. For further details, see "***Ownership and Management of Hotels – Hotels under direct ownership and management***" on page 229.

1. <u>The Leela Palace Bengaluru</u>

The Leela Palace Bengaluru commenced operations on August 13, 2001. The hotel is located in Bengaluru, Karnataka, India on Old Airport Road, and is in proximity to several attractions in Bengaluru, including the central business district, Indiranagar neighborhood, major social hubs and landmarks. The map below sets forth the location of The Leela Palace Bengaluru:



The hotel is spread across 8.23 acres and has several green spaces. There is no upcoming competitive supply in the immediate micro-market of the hotel (*Source: HVS Report*). The hotel design is inspired by the architectural style of the Royal Palace of Mysore, and represents a fusion of Indo-Sarascenic and Dravidian architecture. The hotel was recently renovated including the refurbishment of 226 rooms and the addition of new revenue generating areas such as a ballroom space and luxury retail areas.

The Leela Palace Bengaluru comprises 357 keys, including 312 rooms (including 75 royal club rooms) and 45 suites (which comprises 12.61% of keys for the hotel), as of June 30, 2024. The average room size at the hotel is approximately 61.60 sqm, which is approximately 32% higher than other comparable luxury hotels in the micro-market as of March 31, 2024 (*Source: HVS Report*). The hotel's event spaces include three ballrooms with spacious pre-function areas and a courtyard, as well as 12 board and meeting rooms, aggregating to a total indoor MICE area of 27,601 sq. ft. The hotel operates four restaurants offering various cuisines, including Jamavar, our signature Indian fine dining restaurant, Le Cirque Signature, which serves French and Italian cuisine, Zen, which serves Pan-Asian cuisine, and Citrus, an all-day dining restaurant. The hotel also has three bars, including our award-winning ZLB 23 bar. In addition, the hotel offers spa and fitness facilities as well as a shopping arcade.

The hotel has received the EDGE advanced certification in February 2024, which is a green certification relating to achievement of substantial energy savings, water savings and reduction in carbon emissions from materials being used at the hotel.

The following images illustrates The Leela Palace Bengaluru and certain of its rooms and amenities:


Maharaja Suite


Royal Club Boardroom


Porte Cochère


Jamavar Restaurant

Between the Financial Years 2019 and 2024, the revenue generation index ("**RGI**") growth for The Leela Palace

Bengaluru was 12% (*Source: HVS Report*). RGI growth indicates that the hotel is capturing a larger share of market revenue, relative to the relevant market segment. In the Financial Year 2024, the hotel achieved a 51% RevPAR premium to other comparable luxury hotels in Bengaluru (Karnataka) (Source: *HVS Report*). The following table sets forth certain key operational details for The Leela Palace Bengaluru as of/for the years indicated:

Particulars	**As of/for the Financial Year**		
	2024	**2023**	**2022**
Number of keys	357	357	357
Average occupancy[(1)] *(%)*	68.4%	72.7%	37.3%
ARR[(2)] *(₹)*	18,872	14,873	8,140
RevPAR[(3)] *(₹)*	12,918	10,815	3,040

Notes:

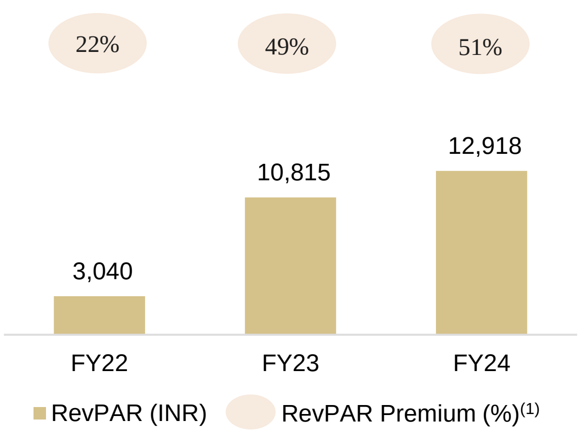
(1) Average occupancy represents the total number of room nights sold expressed as a percentage of the total number of room nights available in a given year.

(2) ARR represents room revenue divided by total number of room nights sold in a given year.

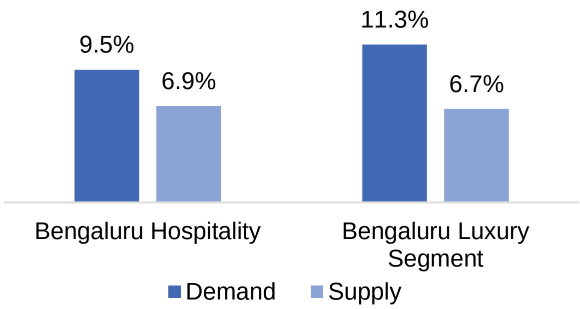
(3) RevPAR represents the revenue generated per available room calculated by multiplying the ARR charged and the average occupancy achieved in a given year.

Set forth below are certain operating metrics and demand-supply expectations in relation to the hotel:

Key Operating Metrics



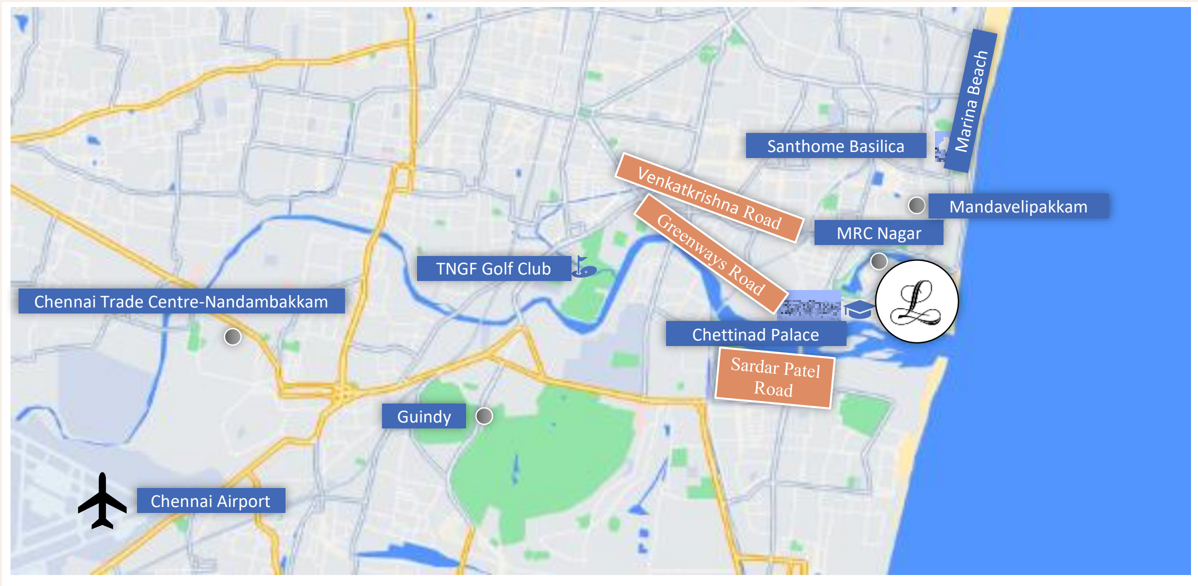
Demand-Supply (FY24-27E)



Source: HVS Report. Note: (1) RevPAR for owned hotels relative to RevPAR for luxury segment in Bengaluru, Karnataka.

2. <u>The Leela Palace Chennai</u>

The Leela Palace Chennai commenced operations on January 15, 2013. The hotel is a sea-facing modern palace located in Chennai, Tamil Nadu, India, and offers panoramic views of the Bay of Bengal. The hotel is spread across 4.8 acres. The façade and design of the hotel is inspired by Chettinad architecture. There is no upcoming competitive supply in the immediate micro-market of the hotel. (*Source: HVS Report*). The map below sets forth the location of The Leela Palace Chennai:



The Leela Palace Chennai comprises 325 keys, comprising 294 rooms (including 54 royal club rooms and eight premier club rooms) and 31 suites (which comprises 9.5% of keys for the hotel) as of June 30, 2024. The average room size at the hotel is approximately 58.27 sqm, which is approximately 21% higher than other comparable luxury hotels in the micro-market as of March 31, 2024 (*Source: HVS Report*). The hotel's event spaces include two ballrooms with pre-function areas, as well as seven board, meeting and office rooms, aggregating to a total indoor MICE area of 29,906 sq. ft. The hotel operates three restaurants, including Jamavar, our signature Indian fine dining restaurant, China XO, which serves authentic Chinese cuisine, and Spectra, an all-day dining restaurant. The hotel also has a bar (Library Blu) and lobby lounge offering high tea services. In addition, the hotel offers spa, steam and sauna, salon and fitness facilities as well as a shopping arcade.

The following images illustrates The Leela Palace Chennai and certain of its rooms and amenities:

Presidential Suite

Chess Garden

Library Blu Bar

Grand Ballroom

Between the Financial Years 2019 and 2024, the RGI growth for The Leela Palace Chennai was 14% *(Source: HVS Report)*. In the Financial Year 2024, the hotel achieved a 5% RevPAR premium to other comparable luxury hotels in Chennai *(Source: HVS Report)*. The following table sets forth certain key operational details for The Leela Palace Chennai as of and for the years indicated:

Particulars	**As of and for the Financial Year**		
	2024	**2023**	**2022**
Number of keys	325	325	325
Average occupancy(1) *(%)*	68.0%	66.8%	45.1%
ARR(2) *(₹)*	12,573	10,292	6,435
RevPAR(3) *(₹)*	8,550	6,874	2,900

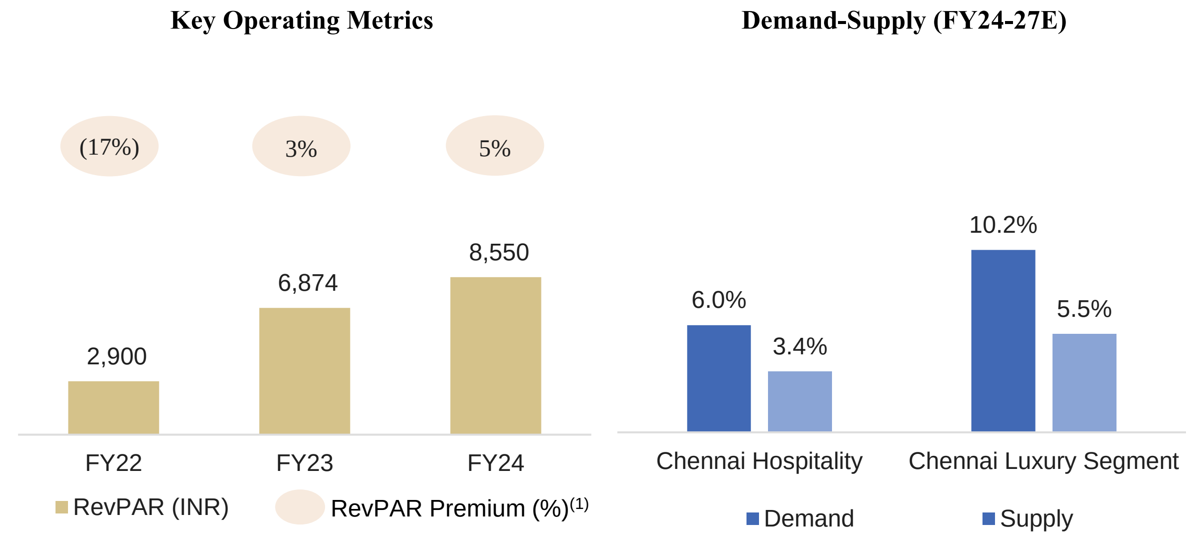
Notes:

(1) Average occupancy represents the total number of room nights sold expressed as a percentage of the total number of room nights available in a given year.

(2) ARR represents room revenue divided by total number of room nights sold in a given year.

(3) *RevPAR represents the revenue generated per available room calculated by multiplying the ARR charged and the average occupancy achieved in a given year.*

Set forth below are certain operating metrics and demand-supply expectations in relation to the hotel:



Source: HVS Report.
Note: (1) RevPAR for owned hotels relative to RevPAR for luxury segment in Chennai, Tamil Nadu.

3. <u>The Leela Palace New Delhi</u>

The Leela Palace New Delhi commenced operations on April 17, 2011. The hotel is located in the city centre within the diplomatic enclave of Chanakyapuri in New Delhi (Delhi), in close proximity to embassies, high commissions and government offices as well as historical monuments. The hotel is spread across three acres. The façade of the hotel is inspired by the architectural style of Lutyens' Delhi. Further, there is no upcoming competitive supply in the immediate micro market of the hotel (*Source: HVS Report*). The map below sets forth the location of The Leela Palace New Delhi:

The Leela Palace New Delhi comprises 254 keys, comprising 236 rooms (including 74 royal club rooms) and 18 suites (which comprises 7.09% of keys for the hotel) as of June 30, 2024. The average room size at the hotel is approximately 57.24 sqm, which is approximately 41% higher than other comparable luxury hotels in the micro-market as of March 31, 2024 (*Source: HVS Report*). The hotel's event spaces include two adjoining ballrooms with a pre-function area and terrace, as well as eight board and meeting rooms, aggregating to a total indoor MICE area of 12,258 sq. ft. The hotel operates four restaurants, including Jamavar, our signature Indian fine dining restaurant, Megu, which serves authentic Japanese cuisine, Le Cirque, which serves French and Italian cuisine, and The Qube, an all-day dining restaurant. The hotel also has a bar and a lobby lounge. In addition, the hotel offers spa, steam and sauna, and fitness facilities.

The following images illustrates The Leela Palace New Delhi and certain of its rooms and amenities:

Between the Financial Years 2019 and 2024, the RGI growth for The Leela Palace New Delhi was 9% *(Source: HVS Report)*. In the Financial Year 2024, the hotel achieved a 62% RevPAR premium to other comparable luxury hotels in New Delhi (Delhi) *(Source: HVS Report)*. The following table sets forth certain key operational details for The Leela Palace New Delhi as of and for the years indicated:

Particulars	**As of and for the Financial Year**		
	2024	**2023**	**2022**
Number of keys	254	254	254
Average occupancy[1] *(%)*	71.5%	67.9%	46.3%
ARR[2] *(₹)*	26,680	20,697	12,437

Particulars	As of and for the Financial Year		
	2024	2023	2022
RevPAR[3] *(₹)*	19,078	14,046	5,763

Notes:

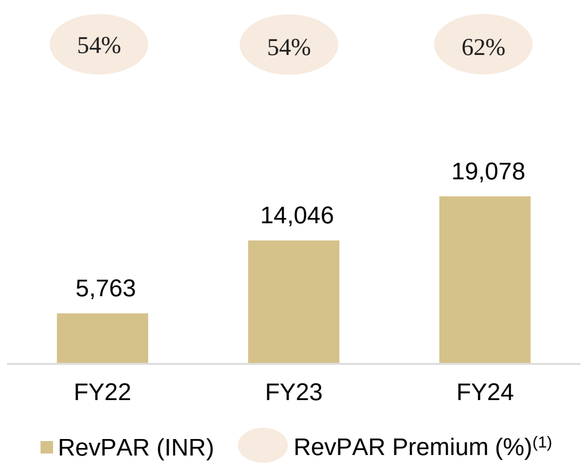
(1) Average occupancy represents the total number of room nights sold expressed as a percentage of the total number of room nights available in a given year.

(2) ARR represents room revenue divided by total number of room nights sold in a given year.

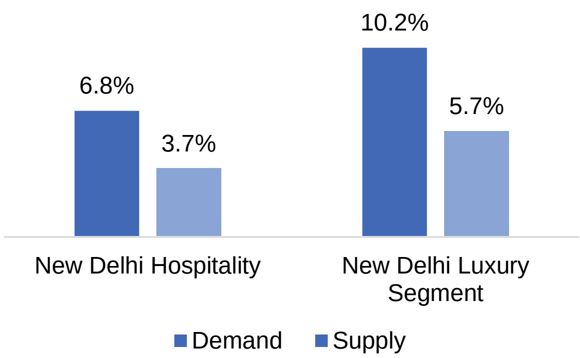
(3) RevPAR represents the revenue generated per available room calculated by multiplying the ARR charged and the average occupancy achieved in a given year.

Set forth below are certain operating metrics and demand-supply expectations in relation to the hotel:

Key Operating Metrics



Demand-Supply (FY24-27E)



Source: HVS Report.
Note: (1) RevPAR for owned hotels relative to RevPAR for Indian luxury sector in New Delhi, Delhi.

4. <u>The Leela Palace Jaipur</u>

We commenced management of The Leela Palace Jaipur's predecessor in September 2020 and rebranded the hotel as The Leela Palace Jaipur in May 2021. The hotel is located within scenic surroundings in the city of Jaipur, Rajasthan, India, a UNESCO World Heritage site that is recognized as one of TIME's Top 100 World's greatest places in 2021 (*Source: HVS Report*), and serves as a gateway to other popular tourist destinations in Rajasthan, India. The map below sets forth the location of The Leela Palace Jaipur.

The Leela Palace Jaipur comprises 200 keys, comprising 108 villas (including 64 royal villas and 44 grand villas), 74 rooms and 18 suites (which comprises 9.00% of keys for the hotel) as of June 30, 2024. The average room size at the hotel is 71.8 sqm, which is approximately 87% higher than other comparable luxury hotels in the micro-market as of March 31, 2024 (*Source: HVS Report*). The hotel's event spaces include a grand ballroom with a pre-function area, two meeting rooms, as well as versatile outdoor lawn and courtyard venues, aggregating to a total indoor MICE area of 15,536 sq. ft. The hotel operates three restaurants, including Mohan Mahal, an Indian specialty restaurant, Preet Mahal, which serves traditional Italian food, and Sukh Mahal, an all-day dining restaurant. Further, the hotel offers other unique open-air dining experiences upon request, including in the villas and poolside. The hotel also has a bar as well as spa and fitness facilities.

Royal Suite

Maharaja Suite

Hawa Mahal

Mohan Mahal Restaurant

Between the Financial Years 2019 and 2024, the RGI growth for The Leela Palace Jaipur was 40% *(Source: HVS Report)*. In the Financial Year 2024, the hotel achieved a 69% RevPAR premium to other comparable luxury and upper upscale hotels in Jaipur (Rajasthan) (Source: *HVS Report*). The following table sets forth certain key operational details for The Leela Palace Jaipur as of and for the years indicated:

Particulars[(1)]	**As of and for the Financial Year**		
	2024	**2023**	**2022**
Number of keys	200	200	200
Average occupancy[(2)] *(%)*	62.3%	60.4%	42.7%
ARR[(3)] *(₹)*	23,831	22,116	19,880
RevPAR[(4)] *(₹)*	14,851	13,361	8,492

Notes:

(1) Details reflect 100.00% interest in The Leela Palace Jaipur, which we held 50.00% ownership interest since May 3, 2021, and acquired the remaining 50.00% ownership interest in May 2023.

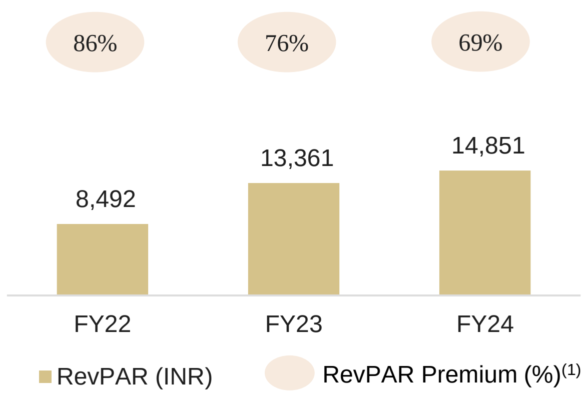
(2) Average occupancy represents the total number of room nights sold expressed as a percentage of the total number of room nights available in a given year.

(3) ARR represents room revenue divided by total number of room nights sold in a given year.

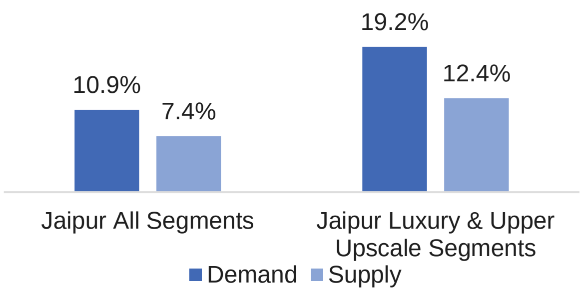
(4) RevPAR represents the revenue generated per available room calculated by multiplying the ARR charged and the average occupancy achieved in a given year.

Set forth below are certain operating metrics and demand-supply expectations in relation to the hotel:

Key Operating Metrics



Demand-Supply (FY24-27E)



Source: HVS Report.
Note: (1) RevPAR for owned hotels relative to RevPAR for Indian luxury and upper upscale sectors in Jaipur, Rajasthan.

5. <u>The Leela Palace Udaipur</u>

The Leela Palace Udaipur commenced operations on May 15, 2009. The hotel is spread across seven acres, and is located on the banks of Lake Pichola, the largest lake in Udaipur, Rajasthan, India, and offers views of the City Palace and the Aravalli mountains. The design of the hotel is inspired by the architecture and design reflecting the era of the Rajput royalty. The map below sets forth the location of The Leela Palace Udaipur:

The Leela Palace Udaipur comprises 80 keys, comprising 72 rooms and eight suites (which comprises 10.00% of keys for the hotel), as of June 30, 2024. The average room size at the hotel is approximately 57.22 sqm, which is approximately 5% higher than other comparable luxury hotels in the micro-market as of March 31, 2024 (Source: HVS Report). The hotel's event spaces include one ballroom with a pre-function area, one conference hall (which includes a large open terrace), aggregating to a total indoor MICE area of 2,995 sq. ft., as well as outdoor garden, lawn and courtyard venues. The hotel operates two restaurants, including Sheesh Mahal, an Indian open-air fine dining restaurant offering lakeside views, and The Dining Room, which serves international cuisine and also has a walk-in wine cellar. Further, the hotel offers private dining experiences with bespoke menu options. The hotel also has a bar as well as spa, steam, salon and fitness facilities.

Between the Financial Year 2019 and 2024, the RGI growth for The Leela Palace Udaipur was 50% *(Source: HVS Report)*. In the Financial Year 2024, the hotel achieved a 78% RevPAR premium to other comparable luxury and upper upscale hotels in Udaipur (Rajasthan) *(Source: HVS Report)*. The following table sets forth certain key operational details for The Leela Palace Udaipur as of and for the years indicated:

Particulars	**As of and for the Financial Year**		
	2024	**2023**	**2022**
Number of keys	80	80	80
Average occupancy[(1)] *(%)*	52.6%	49.0%	43.6%
ARR[(2)] *(₹)*	44,052	41,344	35,681
RevPAR[(3)] *(₹)*	23,185	20,240	15,570

Notes:

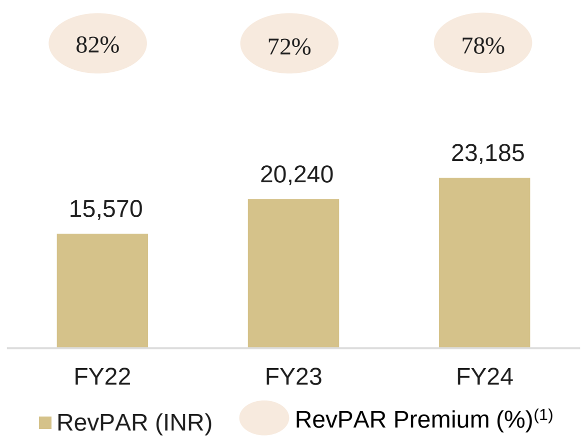
(1) Average occupancy represents the total number of room nights sold expressed as a percentage of the total number of room nights available in a given year.

(2) ARR represents room revenue divided by total number of room nights sold in a given year.

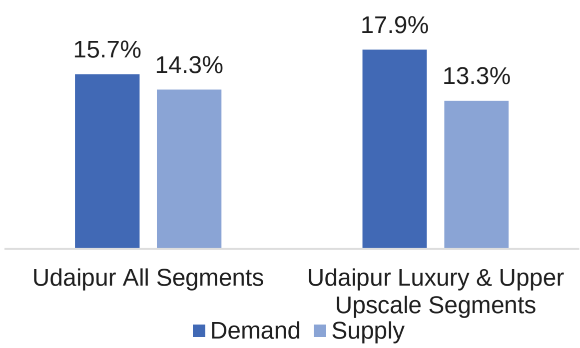
(3) RevPAR represents the revenue generated per available room calculated by multiplying the ARR charged and the average occupancy achieved in a given year.

Set forth below are certain operating metrics and demand-supply expectations in relation to the hotel:

Key Operating Metrics



Demand-Supply (FY24-27E)



Source: HVS Report.

Note: (1) RevPAR for owned hotels relative to RevPAR for Indian luxury and upper upscale sectors in Udaipur, Rajasthan.

Managed Portfolio

Two hotels in our Managed Portfolio are under "The Leela Resorts" brand category, which are known for being located in picturesque locations close to hills, lakes and/or beaches. These hotels aim to serve as an escape from the outside world, enabling guests to immerse themselves in a host of services in a luxury setting, including adventure sports, wellness and relaxation activities, and multiple cuisines. They also serve as locations for wedding celebrations or corporate conferences. They are managed by us pursuant to hotel management agreements with third-party hotel owners, see "***Ownership and Management of Hotels – Hotels under hotel management agreements***" on page 229.

6. The Leela Kovalam, A Raviz Hotel

The Leela Kovalam, A Raviz Hotel was rebranded as "The Leela" hotel in August 2022, pursuant to a hotel management agreement in respect of the hotel. The hotel is located in the coastal town of Kovalam, Kerala, India, and is situated on a cliff-top with access to the Kovalam beach. The hotel comprises 188 keys, comprising 133 rooms, 41 villas and 14 suites, as of June 30, 2024. The hotel has several event spaces that can cater to both indoor and beachside events, aggregating to a total indoor MICE area of 17,055 sq. ft., total outdoor MICE area of 21,856 sq. ft., with a total MICE area of 38,911 sq. ft. The hotel operates a royal club, an array of restaurants, lounges and bars (including a sky bar which overlooks the Arabian sea), and has two infinity pools overlooking the Arabian Sea. The hotel has spa facilities specializing in traditional Ayurvedic treatments, and offers several options for fitness and recreational activities, including yoga, archery, tennis, badminton, table tennis, billiards, as well as sightseeing tours and day picnics.


Hotel View


Club Room


Poolside Alfresco Dining


Infinity Pool

The following table sets forth certain key operational details for The Leela Kovalam, A Raviz Hotel as of and for the years indicated:

Particulars	**As of and for the Financial Year**		
	2024	**2023**	**2022**
Number of keys	188	188	N.A.
Average occupancy[(1)] *(%)*	62.7%	56.8%	N.A.
ARR[(2)] *(₹)*	18,444	15,880	N.A.
RevPAR[(3)] *(₹)*	11,555	9,026	N.A.

Notes:

(1) Average occupancy represents the total number of room nights sold expressed as a percentage of the total number of room nights available in a given year.

(2) ARR represents room revenue divided by total number of room nights sold in a given year.

(3) RevPAR represents the revenue generated per available room calculated by multiplying the ARR charged and the average occupancy achieved in a given year.

7. The Leela Ashtamudi, A Raviz Hotel

The Leela Ashtamudi, A Raviz Hotel was rebranded as "The Leela" hotel in July 2023. We have managed the hotel pursuant to a management agreement since April 2022. The hotel is located on the banks of the Ashtamudi Lake in Ashtamudi, Kerala, India, nestled in the backwaters of a unique lake ecosystem with rich bio-diversity, flora and fauna, and is surrounded by gardens against an ocean backdrop. The hotel comprises 93 keys, comprising 82 rooms, seven suites, two private pool villas and two cottages as of June 30, 2024. The hotel has indoor and outdoor event spaces, aggregating to a total indoor MICE area of 17,587 sq. ft. and a total outdoor MICE area of 5,922 sq. ft. (aggregating to a total MICE area of 23,509 sq. ft.), that can cater to weddings, corporate events and other large celebrations. The hotel operates two restaurants, a deli and a bar. In addition to extensive spa and fitness facilities, the hotel also offers a variety of water activities including backwater cruises, speedboat rides, kayaking, banana boat and pedal boating.


Hotel View


The Lobby


Royal Suite


Swimming Pool

The following table sets forth certain key operational details for The Leela Ashtamudi, A Raviz Hotel as of and for the years indicated:

Particulars	**As of and for the Financial Year**		
	2024	**2023**	**2022**
Number of keys	93	93	N.A.
Average occupancy[(1)] *(%)*	46.9%	38.6%	N.A.
ARR[(2)] *(₹)*	9,403	7,958	N.A.
RevPAR[(3)] *(₹)*	4,407	3,073	N.A.

Notes:

(1) Average occupancy represents the total number of room nights sold expressed as a percentage of the total number of room nights available in a given year.

(2) ARR represents room revenue divided by total number of room nights sold in a given year.

(3) RevPAR represents the revenue generated per available room calculated by multiplying the ARR charged and the average occupancy achieved in a given year.

Four hotels in our Managed Portfolio are under "The Leela Hotels" brand category, which are typically located in the center of cities that experience a high footfall of tourists and business travelers. These hotels aim to serve as gateways providing easy access to nearby tourist spots and high connectivity to various modes of transport and business hubs.

For further details, see "***Ownership and Management of Hotels – Hotels under hotel management agreements***" on page 229.

8. The Leela Ambience Convention Hotel Delhi

The Leela Ambience Convention Hotel Delhi commenced operations in December 2015. The hotel is located in

Shahdara, Delhi, India, in close proximity to some of Delhi's famous places of interest. The hotel comprises 480 keys, comprising 421 rooms, 34 club rooms and 25 suites as of June 30, 2024. The hotel has two restaurants and a bar, as well as two outdoor swimming pools along with a poolside lounge. The hotel has expansive event spaces and offers amongst the largest convention spaces within hotels in Delhi (*Source: HVS Report*) through its 25,000 sq. ft. pillarless ballroom that can accommodate 3,000 guests, and outdoor lawn area of 11,174 sq. ft. The hotel has a total MICE area of 83,228 sq. ft.

The following table sets forth certain key operational details for The Leela Ambience Convention Hotel Delhi as of and for the years indicated:

Particulars	As of and for the Financial Year		
	2024	2023	2022
Number of keys	480	480	480
Average occupancy[(1)] *(%)*	62.9%	56.3%	35.1%
ARR[(2)] *(₹)*	6,974	5,802	3,909
RevPAR[(3)] *(₹)*	4,385	3,268	1,373

Notes:

(1) Average occupancy represents the total number of room nights sold expressed as a percentage of the total number of room nights available in a given year.

(2) ARR represents room revenue divided by total number of room nights sold in a given year.

(3) RevPAR represents the revenue generated per available room calculated by multiplying the ARR charged and the average occupancy achieved in a given year.

9. The Leela Ambience Gurugram Hotel & Residences

The Leela Ambience Gurugram Hotel & Residences commenced operations in July 2009. The hotel is located in Gurugram, Haryana, India which, according to the HVS Report, is home to 200 of India's Fortune 500 companies as of May 31, 2024, at the Delhi-Gurugram border, with the capital city on one side and Gurugram's business district on the other. The hotel is part of a lifestyle complex and comprises 412 keys, comprising 294 rooms, 29 suites and 89 serviced apartments as of June 30, 2024. The hotel has event spaces aggregating to a total indoor MICE area of 38,732 sq. ft. (aggregating to a total MICE area of 51,584 sq. ft.). The hotel has three restaurants, a club, a bar, a lounge and a cake shop. The hotel is connected to the Ambience Mall, a retail mall in Gurugram.

The following table sets forth certain key operational details for The Leela Ambience Gurugram Hotel & Residences as of and for the years indicated:

Particulars	As of and for the Financial Year		
	2024	2023	2022
Number of keys	412	412	412
Average occupancy[(1)] *(%)*	82.2%	81.2%	56.6%

Particulars	As of and for the Financial Year		
	2024	**2023**	**2022**
ARR(2) *(₹)*	12,655	10,669	6,861
RevPAR(3) *(₹)*	10,403	8,662	3,884

Notes:

(1) Average occupancy represents the total number of room nights sold expressed as a percentage of the total number of room nights available in a given year.

(2) ARR represents room revenue divided by total number of room nights sold in a given year.

(3) RevPAR represents the revenue generated per available room calculated by multiplying the ARR charged and the average occupancy achieved in a given year.

10. The Leela Gandhinagar

The Leela Gandhinagar commenced operations in September 2021. The hotel is located in Gandhinagar, Gujarat, India, and in close proximity to Ahmedabad (Gujarat), India's first UNESCO World Heritage City. The hotel comprises 318 keys, comprising 306 rooms and 12 suites as of June 30, 2024. The hotel has event spaces aggregating to a total indoor MICE area of 17,407 sq. ft. The hotel operates two restaurants, a tea lounge, a coffee lounge, an all-day dining restaurant, an Indian restaurant, a club lounge and has various meeting and event spaces. It is situated in close proximity to Mahatma Mandir Convention and Exhibition Centre, which is also managed by us, and the Dandi Kutir Museum, which showcases the life and teachings of Mahatma Gandhi. The Mahatma Mandir Convention and Exhibition Centre spans over 34 acres and has air-conditioned halls that can accommodate over 15,000 people, a theatre-style hall that can accommodate over 6,000 people, as well as four seminar rooms, three exhibition centers, seven conference halls and modern meeting and conference rooms.


Hotel View


Presidential Suite

The following table sets forth certain key operational details for The Leela Gandhinagar as of and for the years indicated:

Particulars	As of and for the Financial Year		
	2024	**2023**	**2022**
Number of keys	318	318	318
Average occupancy(1) *(%)*	35.7%	34.9%	17.6%
ARR(2) *(₹)*	10,472	8,244	6,061
RevPAR(3) *(₹)*	3,741	2,874	1,069

Notes:

(1) Average occupancy represents the total number of room nights sold expressed as a percentage of the total number of room nights available in a given year.

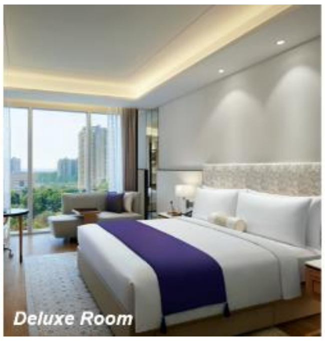
(2) ARR represents room revenue divided by total number of room nights sold in a given year.

(3) RevPAR represents the revenue generated per available room calculated by multiplying the ARR charged and the average occupancy achieved in a given year.

11. The Leela Bhartiya City Bengaluru

The Leela Bhartiya City Bengaluru commenced operations in September 2021. The hotel is located within the 125-acre integrated smart mega city, Bhartiya City, in Bengaluru (Karnataka), the second largest technology hub in the world *(Source: HVS Report)*. The hotel comprises 281 keys, comprising 258 rooms and 23 suites as of June 30, 2024. The hotel has extensive banquet and conference venues, aggregating to a total indoor MICE area of 29,113 sq. ft. and a total MICE area of 66,701 sq. ft. as of June 30, 2024. The hotel offers three restaurants, a club, a lounge and a bar, as well as a luxuriously designed spa and a fitness center. It is located in close proximity to retail outlets, commercial complexes, performing arts centers and other entertainment options.


Hotel View


Deluxe Room


The Lotus Oriental Restaurant

The following table sets forth certain key operational details for The Leela Bhartiya City Bengaluru as of and for the years indicated:

Particulars	As of and for the Financial Year		
	2024	**2023**	**2022**
Number of keys	281	281	281
Average occupancy[1] *(%)*	55.0%	55.5%	28.1%
ARR[2] *(₹)*	9,266	8,582	5,395
RevPAR[3] *(₹)*	5,099	4,759	1,518

Notes:

(1) Average occupancy represents the total number of room nights sold expressed as a percentage of the total number of room nights available in a given year.

(2) ARR represents room revenue divided by total number of room nights sold in a given year.

(3) RevPAR represents the revenue generated per available room calculated by multiplying the ARR charged and the average occupancy achieved in a given year.

12. The Leela Mumbai

The Leela Mumbai commenced operations in November 1986. The hotel is located in Mumbai, Maharashtra, India, and is a short drive from the international airport. The hotel comprises 394 keys, comprising 351 rooms and 43 suites as of June 30, 2024. The hotel has a total MICE area of 17,412 sq. ft. This hotel is operated under a franchise arrangement and a central services agreement by a third-party hotel owner and operator.

Hotel View


Maharaja Suite

The Leela Mumbai is operated under a franchise arrangement with a third-party hotel owner and operator, see "***Ownership and Management of Hotels – Hotel under franchise arrangement***" on page 230.

13. The Leela Hyderabad

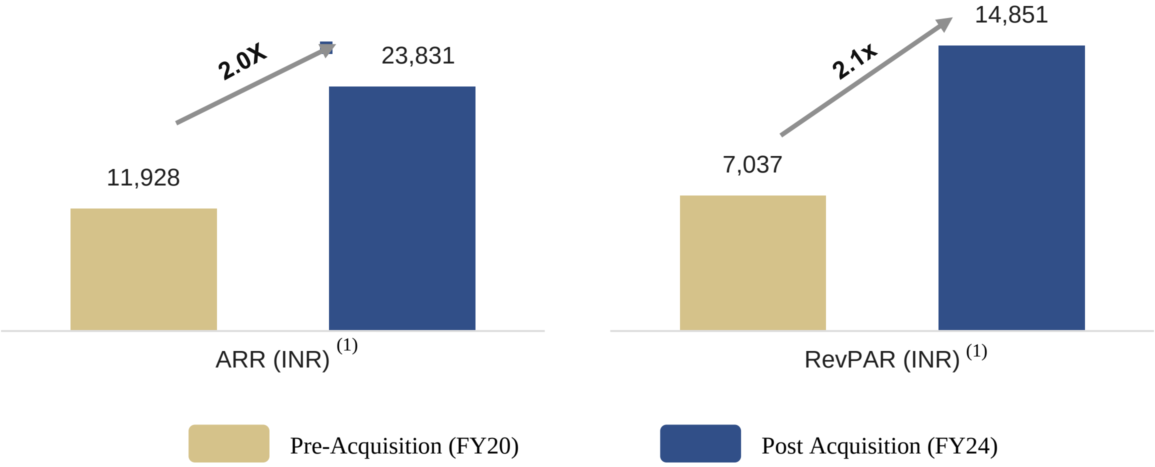
The Leela Hyderabad is an under-development hotel with an expected opening date in the quarter ending December 31, 2024. The hotel is located within the Banjara Hills neighborhood in Hyderabad, Telangana, India. The hotel is expected to comprise 156 keys, and to offer a number of restaurants and various amenities including indoor and outdoor event spaces. The hotel is also expected to have a dedicated wellness centre that will be connected to a walk-way bridge that will feature a spa, salon and pool.

Strategic Repositioning of Assets – Case Studies

We follow an active asset management approach for our Owned Portfolio and Managed Portfolio. As part of our active asset management approach, we regularly explore ways to reimagine and repurpose hotel spaces, to achieve optimal utilization of hotel spaces. Set forth below are certain case studies in relation to the strategic re-positioning of assets:

<u>The Leela Palace Jaipur – Case Study</u>

We entered into a hotel management agreement for the predecessor of The Leela Palace Jaipur in September 2020, rebranded the hotel and acquired a 50.00% ownership interest on May 3, 2021 and the remaining 50.00% on May 27, 2023. Since entering into the hotel management agreement, ₹317 million was invested towards capital expenditure and property upgradation including hotel infrastructure, reconfiguration of existing villas, renovation of restaurants along with enhancement of the landscape and guest amenities of the hotel. The capex improvements and rebranding helped the hotel achieve approximately 2 times growth in ARR and RevPAR over the Financial Year 2020 to Financial Year 2024. The below charts showcase the improvements in ARR and RevPAR at the hotel for the periods indicated:



Notes:

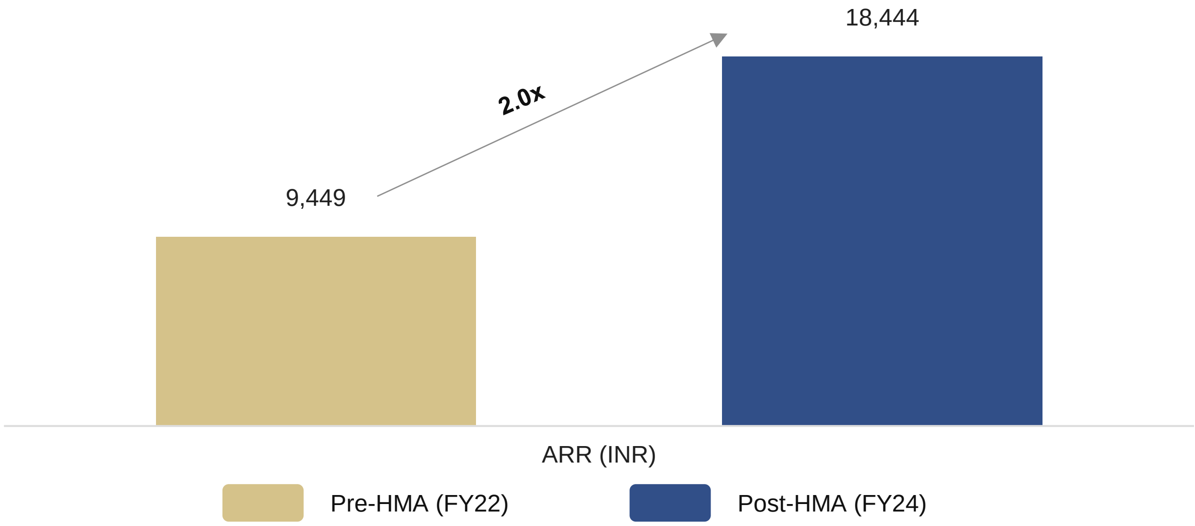
(1) Details reflect 100.00% ownership interest in The Leela Palace Jaipur, which we held 50.00% ownership interest since May 3, 2021, and acquired the remaining 50.00% ownership interest on May 27, 2023.

The below image showcases the asset transformation of The Leela Palace Jaipur:

<u>The Leela Kovalam, A Raviz Hotel – Case Study</u>

We entered into a hotel management agreement with Raviz Kovalam, the hotel owner, for The Leela Kovalam, A Raviz Hotel in April 2022. The Leela Kovalam was launched in August 2022. Since then, we undertook major renovation and upgrades such as refurbishment of guest rooms, renovation of swimming pools and enhanced lobby décor. We repositioned the hotel as a luxury leisure and wellness destination to drive demand from wellness focused guests, and strengthened its visibility and offerings in both national and international markets by leveraging our strong marketing, sales, and distribution functions. We also increased ARR by transitioning from a static pricing model to a dynamic pricing model, allowing for real-time pricing adjustments to optimize revenue, and implemented a new room category-based pricing strategy to drive optimal value for each room type.

As a result of the above initiatives, we improved the performance of the hotel, as demonstrated below:

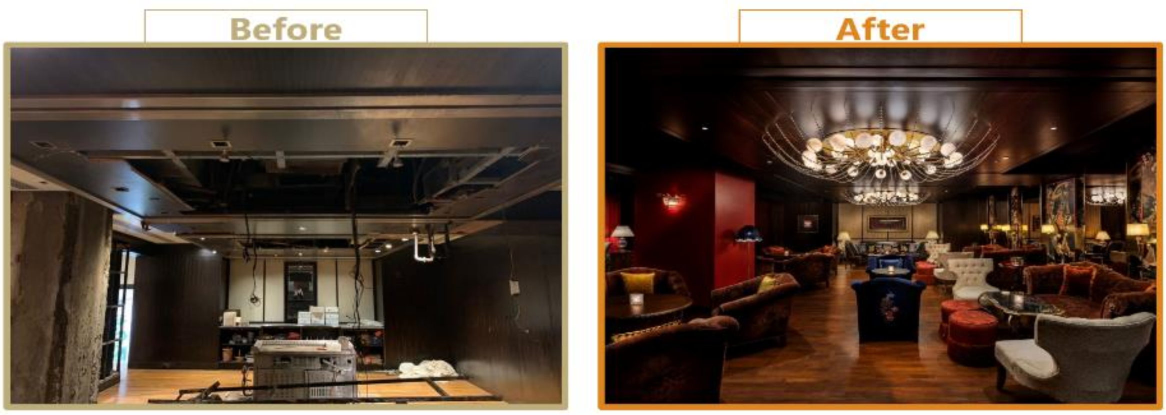


ZLB 23 – Case Study

Located in The Leela Palace Bengaluru, ZLB 23 is a speakeasy bar spanning over 3,700 sq. ft. This award-winning bar has a curated cocktail menu that is designed to bring out flavors from Japan.

In February 2023, we transformed an underutilized F&B space at the hotel into ZLB 23. We commenced operations of the bar in February 2023, and we have since recouped the capital expenditures incurred toward the development of the bar in less than one year. The bar was ranked sixth among the Best 30 bars in India in 2023 by 30BestBars and the Best Bar Design award in 2023 by 30BestBars India. Further, in 2024, the bar was recognized as one of the great bars of the world in the Icons of Whisky Awards; the best bar design and best hotel bar in the 30 Best Bars India awards; and the best bar in India in Asia's 50 Best Bars.

Transformation of Unutilized Space into ZLB23



Terrace Suites, The Leela Palace Bengaluru – Case Study

We repositioned 15 of our deluxe rooms into terrace suites by enhancing their aesthetics, landscaping and creating premium amenities. This allowed us to tap into the growing demand for long stays and drive 25% higher RevPAR for these rooms in the Financial Year 2024, as compared with the Financial Year 2023. We were able to recover our investment on the terrace suites in less than a year.

Terrace Suites, The Leela Palace Bengaluru

The Leela Palace Udaipur Villas (ongoing) – Case Study

We are in process of increasing our room inventory by 14 keys at The Leela Palace Udaipur on adjacent land parcel and optimizing the use of our existing space. The project involves construction of nine lake view villas with plunge pools (six villas on the acquired land parcel and three villas by converting our existing underutilized spa villas) and the conversion of our underutilized meeting rooms into five premium rooms. We expect to complete the project in phases by January 2026 and have estimated a capital expenditure of ₹485 million for the project. The new rooms will be in a higher price category than our existing rooms at The Leela Palace Udaipur Villas. The project is expected to increase our room inventory at The Leela Palace Udaipur by 17.5%.


Lifestyle offerings and experiences

We have created a collection of curated lifestyle offerings across wellness programs, fragrances and events management that seek to further enhance the guest experience:

- Aujasya by The Leela: Named after the ancient Sanskrit word that describes “vigour of life”, Aujasya by The Leela is our signature wellness program focused on providing optimized nutrition. As part of this program, in collaboration with a nutritionist and food consultant, we have created a set of menus offering well-balanced and nutritional dishes which utilize traditional as well as modern food preparation practices to provide a variety of healthy food choices to our customers. These menus are available at all our hotels.

- Tishya by The Leela: Inspired by the ancient Sanskrit word that describes “a sense of joy and happiness”, Tishya by The Leela is our signature fragrance that is included in a range of bath amenities which are exclusively offered across our hotels. As part of our commitment to sustainability, our Tishya by The Leela products all come in recyclable packaging.

- Celebrations by The Leela: The hotels in our Portfolio provide our guests with a diverse selection of event spaces that include grand modern palaces, beachside venues, serene city escapes and vibrant backdrops. Each event held at the hotels in our Portfolio, including celebrations such as weddings, birthdays and galas, or other social gatherings, are assigned a dedicated events management team. The team works closely with our guests to understand their requirements for the event, from the decorations to the cuisine served, and to help execute the event with careful attention to detail.

- The Leela Palace Services ("**TLPS**"). The Leela Palace Services is a personalized guest service that is available to all guests across our portfolio. Under this service, guests are assigned personal service associates that are available on call. As of March 31, 2024, we had 107 active butlers across our Portfolio, which have been assigned a NPS service score of 95.

- Arts, Ceremonial Rituals and Performances showcasing Indian history and tradition: At our properties, guests can discover diverse collection of art and traditions representing Indian heritage. At our palaces, hotels and resorts we also have ceremonial rituals and showcase curated performances to offer an immersive Indian cultural experience to our guests.

Ownership and Management of Hotels

We generally undertake our business through either: (i) direct ownership and management of the hotels, or (ii) hotel management agreements with third-party hotel owners. Additionally, The Leela Mumbai, is operated under a franchise arrangement with a third-party hotel owner and operator, see "***Ownership and Management of Hotels – Hotel under franchise arrangement***" on page 230.

Hotels under direct ownership and management

As of May 31, 2024, five out of the 12 operating hotels in our Portfolio were directly owned and managed by us. The hotels under our direct ownership and management represented 1,216 keys or 35.96% of our total keys as of May 31, 2024, and contributed to ₹11,501.41 million or 93.77% of our total income for the Financial Year 2024.

Most of the owned hotels are located on freehold land owned by us, and the title to the buildings, equipment, and furniture or fixtures vests with us. However, The Leela Palace Jaipur and one of the hotel wings at The Leela Palace Bengaluru is located on leasehold land. We seek to acquire and own hotels with the intent of obtaining long term, sustainable and risk adjusted return on capital employed. For details on our hotel development process, see "***Hotel Pipeline and Development Process – Hotel development process***" on page 231.

Hotels under hotel management agreements

As of May 31, 2024, six out of our 12 operating hotels were managed by us pursuant to hotel management agreements with third-party hotel owners. The hotels under hotel management agreements represented 1,772 keys or 52.40% of our total keys as of May 31, 2024, and contributed to ₹497.08 million or 4.05% of our total income for the Financial Year 2024.

Our hotel management agreements generally have initial terms ranging from 10 to 30 years, and typically provide for renewals for up to 10 years subject to mutual agreement of terms and conditions. As of May 31, 2024, our hotel management agreements had an average remaining term of 16 years (for agreements without renewal options) and 19 years (for agreements with renewal options).

Under the hotel management agreements, in addition to providing hotel management services as hotel operator, we typically grant the hotel owner a non-exclusive, non-transferable, non-sublicensable, revocable, limited, royalty-free license to use our brand trademarks and other intellectual property in connection with the ownership and operation, marketing and promotion of the hotel. Our responsibilities as hotel operator include, among other things, the following:

- *Day-to-day operational control:* We exercise day-to-day operational control as required for the overall management and supervision of the hotel. We have discretion in matters relating to the operations of the hotel, including charges for rooms, recruiting and hiring and training employees and senior managers, establishing purchase policies for supplies, negotiation of supply contracts, receipt, holding, and disbursement of funds, maintenance of bank accounts, procurement of inventories, supplies and services, and such other activities as are specifically provided for or otherwise necessary and customary for the efficient operation of the hotel. We oversee implementation of the strategic plans, processes and guidance of each of the hotels in our Managed Portfolio.

- *Repairs and maintenance:* We are authorized to make routine maintenance, repairs and minor alterations in relation to furnishing, fixtures and equipment, the cost of which is expensed to the account of the hotel. The hotel owner is required to bear costs and expenses of major improvements including planning, design, construction, renovation and modernizing, as may be required on a periodic basis, separately. We are responsible for preparing the details of the proposed annual capital refurbishment program when we deem such refurbishment required for the hotel to comply with our brand's standards.

- *Hotel employees:* We assist in establishing overall human resource policies consistent with our standards, including in relation to the selection, recruitment and management of hotel employees at all levels, together with determining their remuneration. We are also responsible in formulating and establishing training and development programs for the hotel employees. The payroll and related costs for the hotel employees, such as salaries, bonuses and statutory benefits are borne by the hotel owner. All personnel employed at the hotels under hotel management agreements are the employees of the hotel owner, except for The Leela Gandhinagar, where employees are under our direct payroll and we then bill the hotel owner for such employee expenses.

- *Centralized services:* We provide centralized services including access to our reservations system, sales and marketing programs and guest loyalty programs, as well as our software, systems and processes and other operational know-how for operating the hotels.

In consideration for our services as hotel operator, we are generally entitled to a basic management fee which is calculated as a fixed percentage of the gross operating revenue of the hotel and an incentive fee linked to the gross operating profit of the hotel. Under some of the hotel management agreements, we may also receive a sales and marketing fee which is calculated as a fixed percentage of the room revenue of the hotel.

Hotel under franchise arrangement

As of May 31, 2024, only one of our 12 operating hotels, namely The Leela Mumbai, is under a franchise arrangement with a third-party hotel owner and operator. The Leela Mumbai represented 394 keys or 11.65% of our total keys as of May 31, 2024, and contributed to ₹49.06 million or 0.40% of our total income for the Financial Year 2024.

Pursuant to this franchise arrangement, we have granted the hotel owner and operator a license to use our brand and other intellectual property on a non-exclusive and non-transferable basis for operating The Leela Mumbai. We also provide centralized services including access to our reservations system, sales and marketing programs and guest loyalty programs, as well as our software, systems and processes and other operational know-how for operating the hotels, in exchange for a fee that is calculated by reference to the costs incurred by us for the provision of such centralized services.

Under the franchise arrangement, we have inspection and monitoring rights, and the hotel owner and operator is obliged to adhere to stipulated brand standards and guidelines issued by us including all constructions and renovations in relation to the hotel, the operation of the hotel and all associated business materials, advertising, promotional materials, among others.

The franchise arrangement has a remaining term of 20 years and may be renewed by mutual agreement between us and the hotel owner and operator.

Hotel Pipeline and Development Process

We periodically evaluate new sites for greenfield development as well as prospective hotel assets for acquisition or conversion.

Hotels under development

As part of our growth pipeline, we have entered into three binding term-sheets for the acquisition of ownership interests in companies for owned hotels, obtained a letter of award and entered into a concession agreement for land for a proposed hotel, and commenced construction for a hotel under construction (comprising 474 keys). We also entered into hotel management agreements for three managed hotels (comprising 359 keys). These hotels are expected to become operational through Financial Year 2025 to 2028.

The following table sets forth certain details on the hotels and serviced apartments under development that we own or have entered into documentation for:

Location of the Property(1)	**Type**	**Segment**	**Expected number of keys(2)**	**Expected Capital Expenditure *(₹ in millions)***	**ARR for luxury properties during the Financial Year 2024(3)**
The Leela Palace Srinagar, Jammu and Kashmir	Palace	Hill Station	170	₹1,899	₹28,000–- 33,000

Location of the Property(1)	Type	Segment	Expected number of keys(2)	Expected Capital Expenditure *(₹ in millions)*	ARR for luxury properties during the Financial Year 2024(3)
The Leela Ayodhya, Uttar Pradesh	Hotel	Spiritual	100	₹2.997	₹18,000–- 23,000
The Leela Palace Agra, Uttar Pradesh	Palace	Heritage & Grandeur	99	₹4,419	₹45,000 - 50,000
The Leela Ranthambore, Rajasthan	Resort	Heritage & Grandeur	75	₹1,280	₹48,000–- 53,000
The Leela Bandhavgarh, Madhya Pradesh	Resort	Wildlife	30	₹720	₹48,000–- 53,000
The Leela Hyderabad, Telangana	Hotel	Business & Leisure	156	-	₹10,000–- 13,000
The Leela Luxury Residences and Club, Mumbai, Maharashtra	Serviced Apartments	Business	63	-	₹12,000–- 18,000
The Leela Sikkim, Gangtok, Sikkim	Resort	Hill Station	140	-	₹22,000–- 27,000
Total			**833**	**₹11,315**	

Notes:

(1) Pursuant to a letter of award, the Jammu and Kashmir state tourism development corporation has awarded our Company and the other shareholder of the Joint Venture, the right to develop and manage an existing hotel in in Srinagar (Union Territory of Jammu and Kashmir). We hold 50.00% of the ownership interest in the Joint Venture, which will own and operate the hotel in Srinagar (Union Territory of Jammu and Kashmir). Our Company has entered into binding term-sheets to acquire a 76.00% to 78.00% ownership interest in the company that is intented to eventually own The Leela Ayodhya, a 51.00% ownership interest in The Leela Ranthambore and a 80.00% ownership interest (which will be reduced to 60.00% in case our joint venture counterparty exercise its right to purchase additional stake from us) in The Leela Bandhavgarh. We own 100.00% of the ownership interest in the company that owns The Leela Palace Agra.

*(2) Number of keys and expected year of completion may be subject to change and delays, due to unforeseen factors. See "**Risk Factors – We have undertaken, and may continue to undertake, strategic acquisitions, joint ventures and investments, which may not perform in line with our expectations or may be prone to other contingencies**" on page 41.*

(3) According to HVS Report.

Hotel development process

Our real estate development activities are overseen by dedicated project management teams with expertise in domains such as construction, design, approval and engineering. As of May 31, 2024, our project execution, engineering and architecture functions are staffed by qualified and experienced personnel. Our property development process involves the use of standardized parameters that allow for a consistent, reliable and replicable process. This process typically involves the following key steps:

- Concept development and feasibility analysis: This involves assessing the supply-demand dynamics, competition in the target location, determining if the project is financially viable, and defining the hotel's brand, target market and overall concept.

- Site selection and acquisition: Based on the feasibility analysis, we identify potential locations for the property. Our site identification is based on a detailed process that leverages our knowledge of the relevant cities, understanding of our customer base, an analytical approach to site selection that encompasses accessibility, local economy, potential for growth, demographics and socio-economic environment and adequate infrastructure.

- Design and planning: While our management is generally involved in the design, project management and supervision of hotel development, we engage various technically qualified and specialized third-party consultants and contractors, including architects, interior designers and engineers, for the design and construction of the hotel. Contractors are awarded projects through a tender process. While each project is generally awarded subject to a project-specific bid, we also factor in the selection our prior experience, if any, with the vendor. We continuously seek new ideas to innovate on design features such as room size, bathroom size, dimensions for corridors and lobbies to offer luxurious experiences to our guests.

- Regulatory approvals and financing: Prior to commencing construction, we will obtain the requisite regulatory approvals, environmental clearances and location specific approvals, as well as secure funding through bank loans, investors or other financial institutions. Completion and occupancy certificates are obtained from the appropriate authorities after the construction of hotels is completed, in accordance with applicable law.

- Development, construction and execution: We monitor the execution process, construction quality, actual and estimated project costs and construction schedules. Our project management team and the contractor conduct site and activity reviews including a review of quality of work, adherence to project timelines and materials used. We endeavor to develop each property with high safety standards. During construction, standards maintained by us are consistently in line with those prescribed in India.

- Pre-opening: Prior to the opening of the hotel, we hire and train staff members, create a marketing strategy and sales plan, and set up operational procedures and systems in line with our brand's standards and guidelines.

We will continue to evaluate expansion opportunities through the acquisition or development of properties and through hotel management arrangements across markets that fit our criteria, including:

- *Gateway cities across India* such as Mumbai (Maharashtra), which is one of the key gateway cities of India accounting for approximately 21% of all foreign passengers and approximately 13% of all domestic passengers in Financial Year 2024 (*Source: HVS Report*);

- *Wildlife destinations*, as the ecotourism industry is expected to grow at 7.4% CAGR over the Financial Years 2024 to 2034 (*Source: HVS Report*);

- *Heritage destinations,* with regulatory initiatives to preserve and promote these sites creating a strong demand for domestic and international travel (*Source: HVS Report*)*;*

- *Wellness destinations*, with India being a leading destination for ayurvedic getaways, attracting both foreign and domestic travelers seeking holistic experiences. The wellness tourism market in India is valued at 19.4 billion in 2024 and is poised to grow at 6.4% CAGR over the next five years. Wellness vacations are becoming increasingly popular among affluent Indians (*Source: HVS Report*);

- *Spiritual tourism destinations*, for which the spiritual tourism industry in India is expected to grow at 16% CAGR over the Financial Years 2024 to 2030, driven by increasing consumerism as visitors look for more fulfilling, authentic and immersive experiences (*Source: HVS Report*); and

- *Targeted overseas expansion,* focused on destinations where our offering would resonate with our loyal guests and where The Leela value proposition will be a differentiating factor. For example, markets such as Maldives and Dubai are under-penetrated by Indian luxury brands and could offer a natural extension for The Leela.

Sales, Marketing and Distribution

We have well-trained sales and marketing teams whose functions include sales, marketing, revenue management, digital marketing and social media, public relations and customer relationship management.

As of May 31, 2024, our sales team comprised 244 personnel, including 55 personnel based in our regional sales offices and 189 personnel based across our Owned Portfolio and Managed Portfolio. Within India, we have nine regional sales offices located in Ahmedabad (Gujarat), Bengaluru (Karnataka), Chennai (Tamil Nadu), Hyderabad (Telangana), Kolkata (West Bengal), Kochi (Kerala), Mumbai (Maharashtra) and New Delhi (Delhi). Overseas, we are represented by five third-party sales and marketing offices in the United States of America, the United Kingdom, Dubai, United Arab Emirates, Cyprus and Paris, France. We also have a dedicated marketing team comprising 25 personnel.

Our sales and marketing teams are responsible for market penetration and provide year-round customer relationship services for our hotels, including conducting client calls and visits, providing complimentary tours at our hotels and holding customer engagement events in markets with strong customer potential. We also implement brand strengthening initiatives from time to time. For example, we launched "Icons by The Leela" in October 2021, which is a collaboration with inspirational individuals in India to host engagement events and activities.

We have a balanced distribution channel mix with presence across multiple guest sourcing channels. The following chart sets forth a breakdown of the distribution channel mix of our room revenue for the Financial Year 2024:

Particulars	
Direct (Offline and Online):	
Sales team	54.39%
Leela Reservation Worldwide	5.43%
Direct hotel reservation	4.00%
Brand (website)	4.53%
Sub-total	**68.35%**
Others:	
Global distribution system	13.19%
Online travel agency	18.14%
Alliance (GHA and Preferred Hotels)	0.32%
Sub-total	**31.65%**
Total	**100.00%**

We have a worldwide reservations team, which is available 24/7 and is accessible through a dedicated e-mail address and toll free numbers in various countries. Our customers can also make reservations through reservation desks operated at each of our hotels, on our website (*www.theleela.com*), on the websites of agencies with whom we collaborate (namely Preferred Hotels and Global Hotel Alliance “"**GHA**”)), through our GDS (a worldwide reservation system that connects us with travel agents) as well as through OTAs and offline travel agents. All of these modes of reservations are connected to a central reservations system, which enables us to manage our global inventory of rooms in real-time. See also “***Information Technology – Central reservations system***” on page 233.

Loyalty program

Our main loyalty program, Leela DISCOVERY, which we offer in collaboration with GHA. GHA had 26 million members as of May 31, 2024. The loyalty program aims to drive greater customer loyalty through member recognition, and entitles members to a variety of benefits and awards for points accumulated by their stay and spending activity at our hotels. Members not only have access to member-only room rates on our direct channels, but can also enjoy exclusive access to our hotel facilities and amenities with or without stay. The hotels in our Portfolio accommodated 22.0% room nights from members under our loyalty program. Further, a member’s status and awards earned under the Leela DISCOVERY program are recognized under GHA’s multi-brand loyalty program, GHA DISCOVERY, which covers a collection of 40 other hotel brands across over 800 hotels in over 100 countries as of May 31, 2024.

Information Technology

Our information technology (“**IT**”) function leverages tools and systems to enhance operational efficiency and enhance the guest experience. We use advanced applications for our property management, events management, point of sale systems, financial systems, guest service requests, incident management, centralized reporting tools, in-room experience systems, and digital apps and websites. These applications undergo rigorous testing and comprehensive training before they are deployed to ensure compliance with applicable regulations as well as to ensure smooth operations and information security for our guests, partners and employees. While our internal IT team manages overall applications, digital, network infrastructure, cybersecurity, in-room guest systems, and backups at both corporate and property levels, we outsource key technology functions to specialized external partners. These functions include data center hosting, website management, network operations center monitoring, cybersecurity operations center monitoring, and cloud services. We believe this approach keeps us at the forefront of technological advancements while also maintaining a robust, secure and scalable IT infrastructure, that adheres to industry standards and best practices.

Our backup and restoration procedures in relation to data involve primarily local encrypted backups with replication to a remote disaster recovery site for mission-critical applications. We periodically conduct restoration tests and business continuity plan rehearsals. We are also implementing an additional backup layer to cloud storage for enhanced reliability and safety. Further, we are transitioning legacy hospitality systems to the latest SaaS cloud models, while server-based applications will migrate to a cloud platform. This will enhance security and reduce dependence on physical data centers while reducing redundancy risks as well as hardware cost. All user data is automatically secured on cloud based drive using group policies, aimed at minimizing ransomware risk.

The following sets forth details on certain key technology tools and systems that are integral to our operations:

- *Central reservations system.* The Leela Reservations Worldwide is our central reservations system that is operational 24/7 and accessible through a dedicated e-mail address and toll free numbers in various countries, including India, Hong Kong, Singapore, the United States and the United Kingdom. The system is operated through a central property management system (OPERA) for managing multiple properties and real time reporting is provided on an IT-enabled smart dashboard that reflects real time progress for key metrics for calls and emails. It is equipped with an interactive data visualization software that enables sophisticated information management and market insights.

- *Guest experience enhancement tools.* We utilize advanced PMS and POS systems such as Oracle Hospitality Opera and Simphony, as well as Guest ID scan functions and electronic registration systems for a paperless and frictionless check-in. We also leverage CRM systems such as Sales Force, Revinate and Hotlync, to personalize guest interactions and enhance experiences.

- *Revenue management systems.* We have integrated revenue management systems such as Insights into our operations, which enable us to dynamically adjust pricing based on real-time data and predictive analysis, optimizing room rates and improving revenue. We use advanced analytics tools to analyze vast datasets, including market demand, competitor pricing, booking trends, air travel prices and local events, to predict demand fluctuations. This allows us to capture peak season surges and optimize occupancy during slower periods. We also use software such as OTA Insights, Agency 360 and Intouch to futher drive revenue through data-led decisions and analytics.

- *Direct booking engine.* We provide various internet-based booking channels to our customers for making reservations at our hotels, including through our website and other third-party service providers. We utilize the SynXis booking engine for direct bookings through our website, which allows us to monitor booking activity and trends, create customized booking experiences with dynamic filtering, integrate our membership and loyalty programs into the booking process, and display room price parity between our direct booking channels compared to online travel agents. Through this booking engine, we are able to offer a simple booking process that helps to encourage more customers to make direct bookings through our website and utilise direct channel revenues.

- *Employee efficiency tools*. We utilize a cloud-based HR management system, ZingHR, that streamlines workforce productivity management, talent acquisition and management as well as employee engagement. The platform has a variety of modules covering time attendance, payroll management, learning management and employee surveys, among other things. It also enables us to electronically establish and update key responsibility areas for our Senior Management.

Suppliers

We depend on third-party suppliers for the supply of consumables such as F&B, IT services and guest amenities including in-room amenities and common area requirements. We typically enter into yearly agreements with our suppliers for F&B-related and room related consumables, most of which are located in India. We have well-established relationships with our suppliers, which provides consistent quality and price. To the extent possible and subject to prevailing market conditions, any increase in the prices of goods and services supplied will be passed on to our customers. For example, an increase in F&B commodity prices may result in an increase in prices of our F&B offerings and an increase in construction and renovation prices may result in an increase in room rates. We are not dependent on any particular supplier, and for the Financial Years 2024, 2023 and 2022, no single supplier contributed to more than 5.00% of our total expenses and our top 10 suppliers did not contribute to more than 50% of our total expenses.

Competition

The hospitality industry in India is intensely competitive and we compete with large multinational and Indian companies in each of the regions in which we operate. Our hotels are in the luxury hotel industry sector in India. We generally experience competition from chain-affiliated hotels in the luxury hotel industry sector, as well as certain hotels in the upper upscale and upscale sectors. Our success is largely dependent upon our ability to compete in areas such as room rates, location of the property, brand recognition, quality of accommodation, service levels and the quality and scope of other amenities, including F&B facilities. For details of certain of our financials or operational metrics as compared with our peers, according to the HVS Report, see "***Industry Overview***" on page 144.

See also "***Risk Factors –The hospitality sector is competitive and our inability to compete effectively may adversely affect our business, results of operations and financial condition.***" on page 47.

Seasonality and Cyclicality

The hospitality industry in India is subject to seasonal variations. The periods during which our hotels experience higher revenues vary from property to property, depending principally on their location and the guests they serve. We generally experience higher revenues in the second half of the Financial Year in comparison to the first half of the Financial Year due to greater demand for domestic and international leisure travel during this period. Such seasonality can be expected to cause fluctuations in our results of operations.

Further, the hospitality industry is cyclical, and demand generally follows, on a lagged basis, key macroeconomic indicators. Demand for hotel rooms, occupancy levels and room rates realized by owners of hotels experiences increases and decreases through macroeconomic cycles. The combination of changes in economic conditions and in the supply of hotel rooms can result in significant volatility in results of hotels. The costs of running a hotel, such as costs relating to power, fuel and water, employees and rental, tend to be more fixed than variable. As a result, our room rates, sales and results of operations may fluctuate significantly from period to period, and comparisons of different periods or the same periods during different years may not be meaningful.

See “***Risk Factors Our business is subject to seasonal and cyclical variations that could result in fluctuations in our results of operations.***” on page 47.

Intellectual Property

We have registered trademarks under several classes, including under classes 16, 30, 32, 33, 36, 37, 41, 42, 43 and 44 with the Registrar of Trademarks under the Trade Marks Act, including for “THE LEELA PALACES HOTELS RESORTS”, “Jamavar”, “Six Degrees”, and “ZLB”. In addition, we have made applications seeking registration of trademarks under class 3, 16, 32, 33, 41, 42 and 43.

See “***Risk Factors -Our inability to protect or use our intellectual property rights may adversely affect our business, results of operations, financial condition and cash flows.***” on page 62.

Environmental, Social and Governance

Our ESG principles are based on the philosophy of responsible luxury and our goal to drive impactful changes in our communities. We recognize the importance of sustainability among our investors, guests, communities, employees and other stakeholders and have taken steps towards integrating environmentally responsible and ethical practices throughout our operations.

Some of our key ESG initiatives to date are noted below:

<u>Environment</u>: In connection with our ownership and management of hotels and development of new hotels, we have established operating and construction standards that comply with environmental sustainability requirements. We are dedicated to addressing climate change by evaluating our greenhouse gas (GHG) emissions and pursuing opportunities to reduce our impact. Our total Scope 1 and Scope 2 emissions were approximately 66,450 MTCO2e and our GHG intensity was approximately 34.2 MTCO2e/10 million rupees of turnover across all properties for CY 2023. We aspire to achieve net-zero GHG emissions by 2050 through actions such as increasing our consumption of renewable energy, implementing energy efficiency projects, and other efforts. During CY 2023, approximately 28% of our electricity was consumed from renewables, and at our Owned Portfolio this figure was 51%. 58% of our properties have EV charging stations to support zero-emission vehicles.

We optimize our water consumption through efficient usage, water recycling, and rainwater harvesting in order to achieve water positivity. We have implemented advanced water saving measures such as low-flow fixtures, aerators in guest rooms and public areas, smart irrigation systems, drought-tolerant native plant species and rainwater harvesting.

Our waste management strategy involves segregating waste at the source and safely disposing it. 75% of our properties have Organic Waste Composters. In line with our goal of achieving zero waste to landfill, we have initiated comprehensive recycling programs with third-party recyclers. In CY 2023, approximately 98.9% of waste generated in all properties was diverted from landfill. Additionally, we have partnered with a not-for-profit organization, ‘Phool’ to upcycle 2.3 MT of floral waste, contributing to the circular economy. Under our wellness program at Aujasya by The Leela, our in-house water bottling process reduced the usage of an estimated 33.8 MT of plastic in CY 2023.

<u>Social</u>: We are dedicated to fostering a diverse and inclusive workforce, with a strong focus on talent development and retention. Through initiatives such as the ‘Leela Leadership Development Programme’, we focus on retention

and growth of diverse talent. 37.50% of our Key Managerial Personnel and Senior Management roles are held by women. Further, under our "Shefs at The Leela" initiative, we have embarked on a journey to nurture and cultivate the talents of aspiring female chefs through quarterly events, masterclasses, and curated dinners. We have also forged an alliance with the Hope Works Foundation in Bengaluru to empower women. Through a curated internship programme, the initiative enables aspiring young women understand the workings of the hospitality sector.

Since 2021, The Leela has partnered with the Kailash Satyarthi Children's Foundation, protecting the child rights of 3,456 children and empowering 638 women across 11 villages covered by the Bal Mitra Gram programme in rural Rajasthan. Through the Bal Mitra Gram, or child-friendly villages programme, we equip young adults with education and vocational training, raise awareness through campaigns, and ensure access to basic amenities like water and sanitation.

We also undertake several community engagement initiatives across our Portfolio. For instance, The Leela Palace New Delhi supports Shanti Avedna Sadan since 2021 through donation drives. Shanti Avedna Sadan is dedicated to taking care of terminally ill cancer patients in the advanced stages of the disease. Annually, we support approximately 240 patients with basic needs. The Leela Palace Udaipur annually collaborates with Asha Dham Ashram, a shelter for 275 underprivileged individuals, including people with disabilities and senior citizens.

We seek out opportunities to increase procurement from sustainable labels and certified sources. For instance, the wellness teas placed in guest rooms are produced by Jalinga Tea Estate a carbon neutral certified and organic tea estate. In CY 2023, 100% of our paper and wood sourced for guest amenities packaging used were Forest Stewardship Council (FSC) certified.

Governance: Our governance structure reflects a rigorous approach to corporate governance. We are led by a professional management team which is supervised by an experienced Board of Directors comprising of well-diversified and renowned industry professionals, with a reputed industry veteran as the independent Chairman. We also benefit from sponsorship by Brookfield, which has a strong track record of corporate governance and compliance frameworks including anti-bribery and anti-corruption policies. Brookfield is listed on the NYSE and TSX and we benefit significantly from its strong corporate governance standards.

Our Sustainability Certifications: Each of the hotels under our Owned Portfolio have received (i) a platinum rating under the IGBC Green (Existing Building) Certification, and the Net Zero Waste Platinum (Operations) in accordance with the Net Zero Waste to Landfill rating system from the Indian Green Building Council, (ii) the ISO 9001, 14001 and 45001 certifications. Further, each of the hotels of our owned portfolio have received the 'National Energy Management Award' from the Society of Energy Engineers and Managers. The Leela Palace Chennai was awarded Winner (SME Sector) under Best Applications and Uses of Renewable Energy category, and The Leela Palace Udaipur was awarded the second runner up 'best energy efficient building' under the commercial buildings hotels category in the 7th edition of CII National Energy Efficiency Circle Competition in 2023. The Leela Palace New Delhi received the Appreciation Award in Best Energy Efficient Designated Consumer under BEE PAT scheme category. In addition, The Leela Palace Bengaluru and The Leela Palace Udaipur are a part of Beyond Green, Preferred Travel Group's global portfolio of hotels that fulfil a quality assurance criterion covering environmentally friendly practices, protection of natural and cultural heritage and social and economic well-being of local people.

We are also subject to extensive health, social and governance laws and regulations which govern the ownership and development of our hotels. For further details, see "***Key Regulations and Policies in India***" on page 240 and "***Risk Factors – We are subject to extensive government regulation with respect to safety, health, environmental, real estate, food, excise, tax and labor laws. Any non-compliance with, or changes in, regulations applicable to us may adversely affect our business, reputation, results of operations and financial condition***" on page 57.

Awards and Accreditations

Over the years, our brand and our hotels have received several awards and accreditations, including the following:

Entity/Hotel	Awards
Our Brand	1. Travel + Leisure World's Best Awards – No.1 World's Best Hotel Brand in 2020 and 2021, No.3 World's Best Hotel Brand in 2023 and 2024 2. Travel + Leisure India India's Best Awards 2020, 2021, 2022, 2023 (for 4 consecutive years)–- Best Hotel Group in India 3. Travel + Leisure India India's Best Awards 2023 – Best Service 4. Global Spa Awards 2023 – Best Indian Spa Product, Tishya by The Leela

Entity/Hotel	Awards
	5. Global Spa Awards 2022 – Best Spa Product Natural Line, Tishya by The Leela
The Leela Palace Bengaluru	6. ZLB 23 – Asia's 50 Best Bars - #40 and the only Indian Bar featured on the list in 2024 7. Condé Nast Traveller, The Gold List 2023 8. 30 Best Bars India Awards – #6 ZLB 23 in 2023 9. Condé Nast Traveler Readers' Choice Awards 2023 – Ranked #15 among Top 20 Hotels in India 10. La Liste Awards 2024 Top Indian Restaurants – Ranked #6 Jamavar and #7 Le Cirque Signature among Indian restaurants 11. La Liste Awards 2023 – Listed among Top 1000 Hotels 12. Icons of Whisky Awards 2024 – Great Bars of the World – ZLB 23 13. Travel + Leisure World's Best Awards 2024 – #1 City Hotel in India
The Leela Palace Chennai	14. Condé Nast Traveller, The Gold List 2024 15. Outlook Traveller Hospitality Awards 2023 – Excellence in Hotel Architecture 16. Travel + Leisure World's Best Awards 2024 – #1 Best Eco-Friendly Luxury Hotel in India
The Leela Palace New Delhi	17. Condé Nast Traveller, The Gold List 2022 18. Travel + Leisure World's Best Awards 2020 – #2 Top 10 City Hotels in Asia and #32 Top 100 Hotels in the World 19. Travel + Leisure World's Best Awards 2024 – Top 3 Best City Hotels in India and 15 Best City Hotels in Asia 20. Condé Nast, Readers Travel Awards – #2 Favourite Hotel Indian Hotel for Service in 2022, #1 Hotel in India in 2021 21. Travel + Leisure India's Best Awards 2021 – Best Luxury Business Hotel in India 22. MEGU – World's 50 Discovery, Asia's 50 Best Restaurants 2022 and 23. La Liste Awards 2024 Top 1000 Restaurants – #8 Megu among Indian restaurants 24. Icons of Whisky Awards 2024 – Great Bars of the World – The Library Bar 25. The Library Bar – 30 Best Bars India Awards in 2023 26. Tripadvisor Travelers' Choice Best of the Best Awards 2024, 2023
The Leela Palace Jaipur	27. One of the Best New Hotels in the World, Travel + Leisure Editors It List 2021 28. Travel + Leisure India's Best Awards 2022 – Best Family Hotel 29. Global Spa Awards 2023–- Most Luxurious Spa Resort 30. Condé Nast Traveler Readers' Choice Awards 2023–- Ranked #17 among Top 20 Best Hotels in India 31. Tripadvisor Travelers' Choice Awards 2023
The Leela Palace Udaipur	32. Travel + Leisure World's Best Awards 2023 – Top 5 Favourite Resorts in India and 100 favorite Hotels in the World 33. Travel + Leisure World's Best Awards 2021 – Top 5 Resorts in India 34. Travel + Leisure World's Best Awards 2019 – #1 Resort in India 35. Condé Nast Traveller Readers' Travel Awards 2023, 2022 – The Spa voted as the Favourite Spa in an Indian Hotel 36. Condé Nast Traveler Readers' Choice Awards 2023 – #3 Hotel in India 37. ULTRAs (Ultimate Luxury Travel Related Awards) 2023 – Best Hotel in Middle East and India 38. The Economic Times – Travel & Tourism Conclave and Awards Best 5 Star resorts, 2023 39. Outlook Traveller Hospitality Awards 2023 – Luxury Hotel of the Year 40. Tripadvisor Travelers' Choice Best of the Best Awards 2024, 2023
The Leela Ambience Convention Hotel Delhi	41. HT City Foodies–- Hall of Fame 2024 – Iconic MICE Hotel in Delhi NCR 42. Tripadvisor Travelers' Choice Awards 2023 43. Times Food & Nightlife Award–- Best North Indian Premium Dining–- Dilli 32 44. Food Connoisseurs India Awards–- Best Luxury Dining Experience (North)–- Dilli 32
The Leela Ambience Gurugram Hotel & Residences	45. Icons of Whisky Awards 2024 – Beverage Excellence & Leadership of the Year 46. World Travel Awards 2022 – India's Leading Hotel Residences Times Food & Nightlife Awards–- Best Italian Restaurant in Premium Dining category – Zanotta Travel + Leisure, Delicious Dining Awards 2024, Best All- Day Dining 47. Tripadvisor Travelers' Choice Awards 2024 and 2023
The Leela Gandhinagar	48. Travel + Leisure India & South Asia, India's Best Awards 2023 – Best Convention Centre in a Hotel (Domestic) 49. Food Connoisseurs India Awards–- Best Restaurant – West India – Citrus Junction 2024
The Leela Bhartiya City Bengaluru	50. Travel + Leisure India & South Asia, India's Best Awards 2023 – Best Hotel for Leisure 51. La Liste Awards 2024 Top 1000 Restaurants – #27 Falak among Indian restaurants 52. Condé Nast Traveller Top Restaurant Awards 2023 Top 50 Restaurants in India –Falak 53. Hospitality Horizon Top 50 Hotel Awards 2023 – Featured among Top 5 Hotels for MICE & Weddings in India 54. Tripadvisor 2023 Travelers' Choice Awards
The Leela Kovalam, A Raviz Hotel	55. Made in Kerala Awards 2022 by FICCI— The Leela Kovalam, A Raviz Hotel 56. Event Management Association Kerala Silent Hero Awards 2024 – Gold- Open Air Venue, Gold- Best Venue for Destination Weddings and Silver- Best Venue for MICE

Entity/Hotel	Awards
The Leela Ashtamudi, A Raviz Hotel	57. Condé Nast Traveller, The Hot List 2024 58. Travel + Leisure's It List – #11 The Best New Affordable Luxury Hotel 2023 59. Event Management Association Kerala Silent Hero Awards 2024 – Silver Award-Best Event Friendly Resort/Hotel and Bronze Award-Best Innovative Food Display in an Event 60. Tripadvisor 2024 Travelers' Choice Awards

Our brand's excellence is also validated through comprehensive annual luxury audits by LQA, where our Owned Portfolio scored 85.08%, 90.12% and 79.86% in the Financial Years 2024, 2023 and 2022, respectively. These audits evaluate various parameters including service, product quality, sustainability and efficiency. Additionally, the NPS of our Owned Portfolio, at 85.12, 78.45 and 81.05 in the Financial Years 2024, 2023 and 2022, respectively, underscoring our guest satisfaction and operational excellence.

Corporate Social Responsibility

We have adopted a corporate social responsibility ("**CSR**") policy in compliance with the requirements of the Companies Act, 2013. Our CSR expenses amounted to ₹4.92 million, ₹4.10 million and ₹0.98 million for the Financial Years 2024, 2023 and 2022, respectively including those incurred by The Leela Palace Jaipur in all the three Financial Years.

Our CSR activities are primarily focused on initiatives relating to education and supporting women. We support women-led local businesses by sourcing organic and sustainable teas, flowers and embroidery across our hotels from such businesses. We collaborate with Jodhpur Mahila Griha Udhyog, an organization that empowers local women, and provided 94,500 embroidered jute bags as part of our amenities across the hotels in our Portfolio in calendar year 2023. In addition, The Leela has partnered with the Kailash Satyarthi Children's Foundation to create child friendly villages and protect child rights, impacting over 2,000 girls across 11 Bal Mitra Grams in rural Rajasthan in 2023. We have impacted over 4,000 children and women across the 3-year period.

Insurance

We are subject to various risks characterized and inherent in the hospitality and real estate industry. We maintain insurance policies that are customary for companies operating in our industry, including standard fire and special perils insurance, burglary and housebreaking insurance, electrical or mechanical breakdown insurance, money insurance, business interruption insurance, cyber security insurance, commercial crime insurance and marine cargo insurance. We also maintain directors' and officers' liability insurance for our management personnel and accident group insurance, group medicare insurance and group term life insurance for our employees.

See "***Risk Factors – Our insurance coverage may not be sufficient or may not adequately protect us against all material hazards, which may adversely affect our business, results of operations and financial condition.***" on page 54.

Employees

As of May 31, 2024, we had 2,578 permanent employees. The following table sets forth the breakdown of our permanent employees by function:

Function	Number of permanent employees as of May 31, 2024
Hotel Operations (Rooms)	786
Hotel Operations (F&B)	1,192
Hotel Operations (Administration)	99
Sales and Marketing	143
Finance	112
Legal	2
Projects and Engineering	128
HR and Administration	65
Security	51
Total	**2,578**

We also engage personnel on a contractual basis at our hotels primarily for rooms, F&B and hotel administration functions. As of May 31, 2024, we had 818 contract employees.

In addition to compensation, which includes both salary and allowances (including performance linked bonuses), we provide our employees other benefits which include employee stock options, insurance coverage, medical reimbursements and annual leave. Our on-roll employees are not represented by trade unions.

We offer our employees various upskilling program across functions including:

- The Leela Palace Services: TLPS is a program where we train employees to provide guests with personalized services. The 18-month program serves to develop a skilled workforce that can deliver personalized luxury service. We have 107 active butlers in the TLPS program across our portfolio, as of May 31, 2024.

- The Leela Leadership Development Program ("**LLDP**"): We have partnered with the Indian School of Hospitality and Les Roches to launch the LLDP in 2022 to develop high performing talent in the mid-management and executive management levels.

- The Leela Executive Accelerated Development ("**LEAD**") program: Launched in 2023 in partnership with the Indian School of Hospitality and Les Roches, the LEAD program aims to nurture future leaders by providing them with a structured career progression, high-quality leadership development programs, diverse skill enhancement opportunities and peer reviews.

- Shefs at The Leela ("**SATL**"): Under the SATL program, we identify, train and ultimately recruit promising female chefs for the restaurants in our hotels. During the Financial Year 2024, over 400 female students attended the SATL program.

Immovable Properties

Our Corporate Office is located at Equinox Business Park, Tower 4, LBS Road, Kurla (W) Mumbai, Maharashtra – 400 070, India and our registered office is located at The Leela Palace, Diplomatic Enclave, Africa Avenue, Netaji Nagar, South Delhi, New Delhi, Delhi, India, 110 023. Our Corporate Office is leased to Schloss HMA from Equinox Business Parks Private Limited, pursuant to a lease deed valid for a period of five years from June 1, 2023, and has been used as our Corporate Office since July 22, 2024 with the consent of Schloss HMA. Our Registered Office is owned by Schloss Chanakya Private Limited, our wholly owned subsidiary, and is being used by our Company as our registered office with effect from February 25, 2020. See "***Risk Factors – We do not own the premises in which our Registered Office, Corporate Office and certain of our regional sales offices.***" on page 55. With respect to our Owned Portfolio as of May 31, 2024, such hotels are located on freehold land owned by us, and the title to the buildings, equipment, and furniture or fixtures vests with us. However, the Leela Palace Jaipur is located on leasehold land pursuant to a lease deed valid until the year 2108 and one of the hotel wings at The Leela Palace Bengaluru is located on leasehold land valid pursuant to a lease deed which is valid until 2036, which can be extended at our option until 2065.

KEY REGULATIONS AND POLICIES IN INDIA

The following is a brief overview of certain key sector specific relevant laws and regulations in India which are applicable to the business and operations of our Company and our Subsidiaries. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, that are available in public domain. The description of laws and regulations set out below may not be exhaustive and is only intended to provide general information to the investors and is neither designed nor intended to substitute for professional legal advice. The statements below are based on the current provisions of Indian law and the judicial, regulatory and administrative interpretations thereof, which are subject to change or modification by subsequent legislative actions, regulatory, administrative, quasi-judicial, or judicial decisions.

The Food Safety and Standards Act, 2006 ("FSS Act")

The FSS Act consolidates laws relating to food and establishes the Food Safety and Standards Authority of India ("**FSSAI**"), lays down science-based standards for food articles and regulates their manufacture, storage, distribution, sale and import, to ensure availability of safe and wholesome food for human consumption. The standards prescribed by the FSSAI also include specifications for food activities, flavourings, processing aids and material in contact with food, ingredients, contaminants, pesticide residue, biological hazards and labels.

The FSS Act also lays out procedure for adjudication by the Food Safety Appellate Tribunal. The FSS Act also sets out, among other things, the requirements for licensing and registration of food businesses, general principles of food safety and responsibilities of a food business operator and liability of manufacturers and sellers.

Further, the Food Safety and Standards Rules, 2011 ("**FSS Rules**") and the regulations made under the FSS Act lay down detailed standards for various food products, which include, among others, specifications for ingredients, limit of quantities of contaminants, tolerance limits of pesticide drugs residue, biological hazards and labels. For enforcement under the FSS Act, the 'commissioner of food safety', 'food safety officer', and 'food analyst' have been granted detailed powers of seizure, sampling, taking extracts, and analysis under the FSS Rules.

The FSSAI has also framed, among others, the following food safety and standards regulations in relation to various food products and additives:

- Food Safety and Standards (Food Products Standards and Food Additives) Regulations, 2011;
- Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011;
- Food Safety and Standards (Contaminants, Toxins and Residues) Regulations, 2011;
- Food Safety and Standards (Food or Health Supplements, Nutraceuticals, Food for Special Dietary Purpose, Functional Food and Novel Food) Regulations, 2016;
- Food Safety and Standards (Organic Foods) Regulation, 2017;
- Food Safety and Standards (Approval for Non-Specified Food and Food Ingredients) Regulations, 2017;
- Food Safety and Standards (Packaging) Regulations, 2018;
- Food Safety and Standards (Food Safety Auditing) Regulations, 2018;
- Food Safety and Standards (Alcoholic Beverages) Regulations, 2018;
- Food Safety and Standards (Recovery and Distribution of Surplus food) Regulations, 2019;
- Food Safety and Standards (Labelling and Display) Regulations, 2020;
- Food Safety and Standards (Prohibition and Restriction on Sales) Regulations, 2011; and
- Food Safety and Standards (Vegan Foods) Regulations, 2022.

Environmental Legislations

The Air (Prevention and Control of Pollution) Act, 1981 ("**Air Act**"), the Water (Prevention and Control of Pollution) Act, 1974 ("**Water Act**"), the Environment (Protection) Act, 1986 ("**Environment Act**"), the Forest

Conservation Act, 1980 ("**Forest Conservation Act**") and the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 ("**Hazardous Waste Rules**") aim to prevent, control and abate pollution.

The Air Act stipulates that no person shall, without prior written consent of the relevant state pollution control board, establish or operate any industrial plant in an air pollution control area, as notified by the state pollution control board.

The Water Act aims to prevent and control water pollution and to maintain or restore water purity and any person intending to establish any industry, operation or process or any treatment and disposal system which is likely to discharge sewage or trade effluent into a stream or well or sewer or on land is required to obtain prior consent of the relevant state pollution control board.

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to obtain an approval from the relevant state pollution control board and to dispose of such waste without harming the environment.

The Environment Act read with Environment (Protection) Rules, 1986 aims to protect and improve the environment and provides rules for the prevention, control and abatement of environment pollution, and imposes obligations for the proper handling, storage, treatment, transportation and disposal of hazardous wastes.

The Forest Conservation Act has been amended pursuant to the Forest Conservation (Amendment) Act, 2023 ("**FCAA**"). The FCAA includes the addition of a preamble and renamed the Forest Conservation Act to Van (Sanrakshan Evam Samvardhan) Adhiniyam, 1980. Further in November 2023, the Ministry of Environment, Forest and Climate Change ("**MoEF**") published the Van (Sanrakshan Evam Samvardhan) Rules, 2023, which restrict the de-reservation of forest or use of forest land for certain non-forest purposes. Such restrictions may be lifted with the prior approval of the Central Government.

The Environmental Impact Assessment Notification, 2006 (the "EIA Notification")

In accordance with the EIA Notification, any construction of new projects or activities or the expansion or modernisation of existing projects or activities as listed in the schedule to the EIA Notification and meeting the thresholds specified therein can be undertaken only after the prior environmental clearance from the central government or as the case may be, by the State Level Environment Impact Assessment Authority. The environmental clearance process for new projects comprises four stages which are screening, scoping, public consultation and appraisal. In 2016, the Ministry of Environment, Forest and Climate Change ("**MoEF**") issued a notification for integrating standard and objectively monitorable environmental conditions with building permissions for buildings of different sizes with rigorous monitoring mechanism for implementation of environmental concerns and obligations in building projects.

Consumer Protection Act, 2019 (the "CP Act")

The CP Act which repeals the Consumer Protection Act, 1986, was designed and enacted to provide simpler and quicker access to redress consumer grievances. It provides a mechanism for the consumer to file a complaint against a service provider in cases of unfair trade practices, restrictive trade practices, deficiency in services, price charged being unlawful and food served being hazardous to life. It provides for a three-tier consumer grievance redressal mechanism at the national, state and district levels. Non-compliance of the orders of the redressal commissions attracts criminal penalties. The CP Act has, *inter alia*, introduced a Central Consumer Protection Council to promote, protect and enforce the rights of consumers and to provide relief to a class of consumers.

Consumer Protection (E-Commerce) Rules, 2020 ("E-Commerce Rules")

The Ministry of Consumer Affairs issued the E-Commerce Rules under the Consumer Protection Act, 2019 on July 23, 2020. The E-Commerce Rules provide a framework to regulate the marketing, sale and purchase of goods and services online. These rules apply to (a) all good/services bought or sold vide digital or electronic network, including digital products; (b) all models of e-commerce, including marketplace and inventory e-commerce entities; (c) all e-commerce retail; and (d) all forms of unfair trade practices across all e-commerce models. The E-Commerce Rules further requires the e-commerce entity to appoint grievance officer and provide for a grievance redressal mechanism. Any violation of these rules attracts action under the Consumer Protection Act, 2019.

Legal Metrology Act, 2009 (the "LM Act")

The LM Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure, or number. The LM Act provides for, *inter alia*, standard weights and measures and requirements for verification and stamping of weight and measure. It lays down that the Central Government may prescribe the kinds of weights and measures for which the verification is to be done through the government approved test centre. Further, the LM Act lays down penalties for various offences, including but not limited to, using non-standard weight or measure, making any transaction, deal or contract in contravention of prescribed standards, counterfeiting of seals and tampering with license.

Airports Authority of India Act, 1994 ("AAI Act")

The AAI Act, among others, prohibits construction of any building or erection, placement or raising any moveable or immoveable structure or fixture on or in front of any airport premises (as defined in the AAI Act), except in accordance with an approval required to be obtained from the Airports Authority of India.

Intellectual Property Laws

The Trade Marks Act, 1999 (the "Trademarks Act")

Indian law permits the registration of trademarks for both goods and services. It also provides for exclusive right to marks such as brand, label, and heading and to obtain relief in case of infringement for commercial purposes as a trade description. The Trademarks Act governs the registration, statutory protection of trademarks and prevention of the use of fraudulent marks in India. Under the provisions of the Trademarks Act, an application for trademark registration may be made with the Trademarks Registry by any person or persons claiming to be the proprietor of a trademark, whether individually or as joint applicants, and can be made on the basis of either actual use or intention to use a trademark in the future. Once granted, a trademark registration is valid for 10 years unless cancelled, after which, it can be renewed. If not renewed, the mark lapses and the registration is required to be restored to gain protection under the provisions of the Trademarks Act.

The Trademarks Act prohibits registration of deceptively similar trademarks and provides for penalties for infringement, falsifying and falsely applying trademarks among others. Further, pursuant to the notification of the Trademarks (Amendment) Act, 2010, simultaneous protection of trademark in India and other countries has been made available to owners of Indian and foreign trademarks. It also seeks to simplify the law relating to the transfer of ownership of trademarks by assignment or transmission and to bring the law in line with international practices.

The Copyright Act, 1957 and the Copyright Rules, 2013 (the "Copyright Act")

The intellectual property protected under the Copyright Act includes copyrights subsisting in original literary, dramatic, musical, or artistic works, cinematograph films, and sound recordings, including computer programmes, tables and compilations including computer databases. Registration under the Copyright Act acts as *prima facie* evidence of the particulars entered therein and may help expedite infringement proceedings and reduce delay caused due to evidentiary considerations. The copyright subsists for the lifetime of the author and until a period of 60 years from the beginning of the calendar year following the year in which the author dies, or in which the work is first published in case of anonymous and pseudonymous works. Reproduction of a copyrighted work for sale or hire and issuing of copies to the public, among others, without consent of the owner of the copyright are acts which expressly amount to an infringement of copyright.

The Copyright Act prescribes a fine or imprisonment or both for infringement of copyright, with enhanced penalty on second or subsequent convictions.

Foreign Investment Regulations

Foreign investment in India is governed by the provisions of the Foreign Exchange Management Act, 1999 ("**FEMA**"), along with the rules, regulations and notifications made by the Reserve Bank of India thereunder, and the consolidated FDI Policy ("**FDI Policy**") issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time.

Further, the RBI has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 which regulate the mode of payment and reporting requirements for investments in India by a person resident outside India. Under the current Foreign Exchange Management (Non-Debt Instruments) Rules 2019 and FDI Policy (effective October 15, 2020), 100% foreign direct investment in companies engaged in the hotels/hospitality sector as well as those engaged in construction development of hotel projects, is permitted, under the automatic route, *i.e.*, without requiring prior government approval, subject to compliance with certain prescribed conditions.

The RBI, with an aim to operationalise a new overseas investment regime, has introduced the new Foreign Exchange Management (Overseas Investment) Rules, 2022 ("**OI Rules**") and the Foreign Exchange Management (Overseas Investment) Regulations, 2022 ("**OI Regulations**"), vide Notification No. G.S.R. 646(E) and Notification No. FEMA 400/2022-RB dated August 22, 2022 respectively. Further, the Foreign Exchange Management (Overseas Investment) Directions, 2022 were introduced to be read with the OI Rules and the OI Regulations. The new regime simplifies the framework to cover wider economic activity and thereby, significantly reducing the need for specific approvals. Investment may be made by an Indian entity only in a foreign entity engaged in activities permissible under the law in force in India and the host jurisdiction. Any manner of Overseas Direct Investment by an Indian entity shall be made as prescribed in the OI Rules.

Labour Law Legislations

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws, including the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Payment of Gratuity Act, 1972, the Payment of Bonus Act, 1965, Maternity Benefit Act, 1961, the Child Labour (Prohibition and Regulation) Act, 1986, the Right of Persons with Disabilities Act, 2016, Contract Labour (Regulation and Abolition) Act, 1970, Labour Welfare Fund Legislations and the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

In order to rationalize and reform labour laws in India, the Government has enacted the following codes:

(a) *The Code on Wages, 2019*

The Code on Wages, 2019, which regulates and amalgamates laws relating to wage and bonus payments and subsumes four existing laws namely – the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. It regulates, amongst other things, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. Certain provisions of this code pertaining to central advisory board have been brought into force by the Ministry of Labour and Employment through a notification dated December 18, 2020, and other provisions of this code will be brought into force on a date to be notified by the Government of India.

(b) *The Occupational Safety, Health and Working Conditions Code, 2020*

The Occupational Safety, Health and Working Conditions Code, 2020, received the assent of the President of India on September 28, 2020. It consolidates and amends the laws regulating the occupational safety and health and working conditions of the persons employed in an establishment. It replaces certain old central labour laws including the Contract Labour (Regulation and Abolition) Act, 1970, the Factories Act, 1948, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Occupational Safety, Health and Working Conditions Code, 2020. The draft rules provide for operationalization of provisions in the Occupational Safety, Health and Working Conditions Code, 2020 relating to safety, health and working conditions of the dock workers, building or other construction workers, mines workers, inter-state migrant workers, contract labour, journalists, audio-visual workers and sales promotion employees.

(c) *The Code on Social Security, 2020*

The Code on Social Security, 2020 ("**Social Security Code**"), which amends and consolidates laws relating to social security, and subsumes various social security related legislations, among other things, including the Employee's Compensation Act, 1923, the ESI Act, the EPF Act, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1966 and the Unorganized Workers' Social Security Act, 2008. It governs the constitution and functioning of social security organisations such as the EPF and the ESIC, regulates the payment of gratuity, the provision of maternity benefits and compensation in the event of accidents that employees may suffer, among others. The Social Security Code received the assent of the President of India on September 28, 2020. Section 142 of the Social Security Code has been brought into force from May 3, 2021, by the Ministry of Labour and Employment, Government of India, ("**MLE**") through a notification dated April 30, 2021. The MLE, vide a notification dated May 3, 2023, appointed May 3, 2023 as the effective date for enforcing certain provisions of the Social Security Code relating to the employees' pension scheme, *inter alia*, (a) to empower the Central Government to frame a scheme to be called the employees' provident fund scheme; and (b) to subsume certain provisions of the Employees' Pension Scheme, 1995 ("**EPS**") with the Social Security Code, and repeal the corresponding provisions pertaining to EPS under the EPF Act.

(d) *Industrial Relations Code, 2020*

Industrial Relations Code, 2020, which consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes received the assent of the President of India on September 28, 2020. It address key labour issues *inter alia,* the process for the formation, and regulation of trade unions, procedure for the negotiation and enforcement of employment contracts and, the process for adjudication of industrial strikes, disputes and lockouts. The Industrial Relations Code, 2020 also stipulates the establishment of industrial tribunals for an effective resolution of disputes. It subsumes the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947. The provisions of this code will be brought into force on a date to be notified by the Government of India.

Information Technology Act, 2000 and the rules notified thereunder (the "IT Act")

The IT Act seeks to provide legal recognition to transactions carried out by various means of electronic data interchange and other means of electronic communication and facilitate electronic filing of documents with the government agencies. It also creates a mechanism for the authentication of electronic documentation through digital signatures. The IT Act prescribes punishment for publishing and transmitting obscene material in electronic form. The IT Act provides for extra-territorial jurisdiction over any offence or contravention under the IT Act committed outside India by any person, irrespective of their nationality, if the act or conduct constituting the offence or contravention involves a computer, computer system or computer network located in India. It empowers the Government of India to direct any of its agencies to intercept, monitor or decrypt any information generated, transmitted, received or stored in any computer source in the interest of sovereignty, integrity, defence and security of India, among other things.

In addition, the IT Act empowers the Government of India to formulate rules with respect to reasonable security practices and procedures and sensitive personal data. In exercise of this power, the Department of Information Technology, Ministry of Electronics and Information Technology, Government of India notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 ("**Reasonable Security Practices Rules**") which prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data or information by a body corporate or any person acting on behalf of a body corporate. The Reasonable Security Practices Rules require a body corporate or any person who on behalf of body corporate collects, receives, possesses, stores, deals or handle information of provider of information to provide a privacy policy for handling of or dealing in personal information including sensitive personal data or information and ensure that the same are available for view by such providers of information who has provided such information under lawful contract. The Reasonable Security Practices Rules define sensitive personal data or information to include passwords, financial information such as bank account, credit card and payment instrument details, medical records, physical, physiological and mental health condition and any detail relating to the aforementioned categories as provided to a body corporate for providing services and/or stored or processed by the body corporate under lawful contract or otherwise, however, any information that is freely available or accessible in public domain or furnished under law is not regarded as sensitive personal data or information under these rules. It further requires that all such personal data be used solely for the purposes for which it was collected, and any third-party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

The Digital Personal Data Protection Act, 2023 (the "DPDP Act")

The DPDP Act received the assent of the President of India on August 11, 2023. However, the provisions of the Data Protection Act are yet to be notified. The DPDP Act provides for collection and processing of digital personal data by persons, including companies, in a manner that recognises both the right of individuals to protect their personal data and the need to process such personal data for lawful and other incidental purposes.

According to the DPDP Act, companies collecting and dealing in high volumes of personal data will be defined as significant data fiduciaries. These significant data fiduciaries will be required to fulfil certain additional obligations under the DPDP Act including appointment of a data protection officer who will be the point of contact between such fiduciaries and individuals for grievance redressal. Further such data fiduciaries will also be required to appoint an independent data auditor who will evaluate their compliance with the DPDP Act.

The Central Government will also establish the Data Protection Board of India (the "**DPB**"), whose key functions include: (i) monitoring compliance and imposing penalties, (ii) directing data fiduciaries to take necessary measures in the event of a data breach, and (iii) hearing grievances made by data principals.

Other Applicable Laws

State Laws

We own and operate hotels in various states. Accordingly, legislations passed by the state governments are applicable to us in those states. These include legislations relating to, among others, classification of fire prevention and safety measures and legislations dealing with license for sale of alcohol. Further, we require several approvals from local authorities such as municipal bodies. The approvals required may vary depending on the state and the local area.

Municipality Laws

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992 ("**Seventy-Fourth Amendment Act**"), the respective state legislatures in India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India ("**Twelfth Schedule**"). The Twelfth Schedule, added by the Seventy-Fourth Amendment Act, deals with the provisions that specify the powers, authority and responsibilities of Municipalities. In pursuance of this, respective states of India have enacted laws empowering the municipalities to issue trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

Shops and Establishments legislations in various states

Under the provisions of local shops and establishment legislations applicable in the states in which establishments are set up, establishments are required to be registered under the respective legislations. These legislations regulate the condition of work and employment in shops and commercial establishments and generally prescribe obligations in respect of, among others, registration, opening and closing hours, daily and weekly working hours, rest intervals, overtime, holidays, leave, health and safety measures, termination of service and wages for overtime work. There are penalties prescribed in the form of monetary fine or imprisonment for violation of these legislations.

Excise Laws

Under the Seventh Schedule of the Constitution of India, state legislatures are empowered to levy duty of excise on alcoholic liquor made for human consumption. Different state legislatures have enacted state legislations dealing with license for sale and storage of alcohol. Any person selling alcoholic liquor is required to obtain appropriate license under the relevant state legislations. Such license is issued and classified based upon the nature and type of alcoholic liquor.

Other Laws

In addition to the above, our Company is required to comply with the provisions of the Companies Act 2013, the Competition Act, 2002 various tax related legislations, *i.e.*, the Income Tax Act 1961, Central Goods and Services Tax Act, 2017, relevant state legislations for goods and services tax, Indian Stamp Act, 1899, the Registration Act, 1908 and various state-specific legislations made thereunder, and other applicable statutes promulgated, and regulations imposed by the Central Government and state governments and other authorities for our day-to-day business, operations and administration.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as "Schloss Bangalore Private Limited" on March 20, 2019, as a private limited company under the Companies Act 2013, at New Delhi, pursuant to a certificate of incorporation issued by the RoC CPC. Upon the conversion of our Company to a public limited company, pursuant to a resolution passed by our Board on May 29, 2024 and a special resolution passed by our Shareholders on May 30, 2024, the name of our Company was changed to "Schloss Bangalore Limited", and a fresh certificate of incorporation dated July 3, 2024 was issued by the RoC CPC.

Changes in the registered office of our Company

Details of changes in the registered office address of our Company since the date of incorporation are as set out below:

Effective date	Details of change in the registered office	Reasons for change
February 25, 2020	The address of the registered office of our Company was changed from 150, Venus Apartment, Sector - 9, Rohini, New Delhi to The Leela Palace, Diplomatic Enclave, Africa Avenue, Netaji Nagar, New Delhi, South Delhi, Delhi, India 110 023.	Administrative convenience

Main objects of our Company

The main objects contained in our Memorandum of Association are set forth below:

"To carry on, in India or elsewhere, either alone or jointly with one or more persons, companies, government, or other entities and bodies of any kind, the business of hotels of every kind and sort, including hotel rooms, resorts, serviced apartments, providing timeshare and fractional ownership thereinto other persons, banquet facilities, conference facilities, meeting rooms, function halls, convention centres, shopping galleria, retail and service shops, offices, libraries, swimming pool, health club, spa, fitness centres, beauty parlours, saloons, restaurants, cafés, bakeries, taverns, pubs, bars, clubs, discotheques, casinos, coaches, cabs and motor car providers, caterers, housekeeping, laundry, amusement and recreational facilities, parking, back offices, along with all the conveniences, amenities and facilities adjunct thereto and such other facilities as may be provided in hotels or resorts of all kinds, and to own, purchase, take over, acquire, erect, furnish, adapt, manage, franchise, run, use, maintain, operate or in any other manner and in all its aspects deal in, hotels or resorts of every kind and sort, including all land, buildings, premises, conveniences, amenities and facilities adjunct thereto, and to manage hotels or resorts of every kind and sort, with all related facilities and necessary adjuncts, whether owned by the Company or otherwise, and to render technical services, managerial services, advisory services thereon, including in relation to operations of hotels or resorts with all related facilities and necessary adjuncts, to any persons or entities, and to promote, operate, maintain, manage, market, enter into brand licensing arrangements, provide consultancy services, technical services, operation and management services, facilities management services, hospitality services, housekeeping services and other services, to any persons or entities, to enter into any arrangements of licensing, brokerage, commission, technical, business or financial collaboration with any other party or concern, in relation thereto."

Amendments to the Memorandum of Association in the last 10 years

Set out below are the amendments to our Memorandum of Association in the last 10 years immediately preceding the date of this Draft Red Herring Prospectus:

Date of Shareholders' resolution	Details of amendments
September 9, 2019	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital from ₹ 100,000 divided into 10,000 Equity Shares bearing face value of ₹ 10 each to ₹ 75,000,000 divided into 7,500,000 Equity Shares bearing face value of ₹ 10 each.
December 24, 2020	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital from ₹ 75,000,000 divided into 7,500,000 Equity Shares bearing face value of ₹ 10 each to ₹ 175,000,000 divided into 17,500,000 Equity Shares bearing face value of ₹ 10 each.
February 1, 2021	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital from ₹ 175,000,000 divided into 17,500,000 Equity Shares bearing face value of ₹ 10 each to ₹ 675,000,000 divided into 67,500,000 Equity Shares bearing face value of ₹ 10 each.

Date of Shareholders' resolution	Details of amendments
May 30, 2024	Clause I of the Memorandum of Association was amended to reflect the change of name of our Company from 'Schloss Bangalore Private Limited' to 'Schloss Bangalore Limited'
June 19, 2024	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital from ₹ 675,000,000 divided into 67,500,000 Equity Shares bearing face value of ₹ 10 each to ₹ 120,675,000,000 divided into 6,567,500,000 Equity Shares bearing face value of ₹ 10 each and 550,000,000 Preference Shares bearing face value of ₹ 100 each.
August 12, 2024	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital from ₹ 120,675,000,000 divided into 6,567,500,000 Equity Shares bearing face value of ₹10 each and 550,000,000 Preference Shares bearing face value of ₹ 100 each to ₹ 123,175,000,000 divided into 6,567,500,000 Equity Shares bearing face value of ₹ 10 and 575,000,000 Preference Shares bearing face value of ₹ 100 each.
September 12, 2024	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital from ₹ 123,175,000,000 divided into 6,567,500,000 Equity Shares bearing face value of ₹10 each and 575,000,000 Preference Shares bearing face value of ₹ 100 each to ₹ 133,175,000,000 divided into 6,567,500,000 Equity Shares bearing face value of ₹ 10 and 675,000,000 Preference Shares bearing face value of ₹ 100 each.

Major events and milestones of our Company

The table below sets forth some of the major events in the history of our Company and Subsidiaries:

Calendar Year	Events
2019	Incorporation of our Company.
	Acquisition of The Leela Palace Bengaluru by our Company.
	Acquisition of The Leela Palace New Delhi by Schloss Chanakya.
	Acquisition of The Leela Palace Chennai by Schloss Chennai.
	Acquisition of The Leela Palace Udaipur by Schloss Udaipur.
	Novation of the management and operations agreement of The Leela Bhartiya City Bengaluru by HLV Limited to Schloss HMA.
	Novation of the management and operations agreement of The Leela Hyderabad by HLV Limited to Schloss HMA.
	Novation of the management and operations agreement of The Leela Ambience Gurugram Hotel & Residences by HLV Limited to Schloss HMA.
	Novation of the management and operations agreement of The Leela Ambience Convention Hotel Delhi by HLV Limited to Schloss HMA.
	Acquisition of "The Leela" brand by Schloss HMA.
	Schloss HMA entered into a centralised services and license agreement with HLV Limited in relation to The Leela Mumbai.
2020	Novation of the management and operations agreement of The Leela Gandhinagar by HLV Limited to Schloss HMA.
2021	Acquisition of Galleria at The Leela Palace Bengaluru by our Company.
2022	Schloss HMA entered into a hotel operation and management services agreement with Kollam Royal Park Hotel and Resorts Private Limited in relation to The Leela Ashtamudi, A Raviz Hotel.
	Schloss HMA entered into a hotel operation and management services agreement with Kovalam Resort Private Limited in relation to The Leela Kovalam, A Raviz Hotel.
2023	Acquisition of 50.00% shareholding of TPRPL by MPPL.
	Schloss HMA entered into an agreement for operation and maintenance of The Leela Sikkim.
2024	Acquisition of 100.00% shareholding of Schloss Chennai by our Company.
	Acquisition of 100.00% shareholding of Schloss Gandhinagar by our Company.
	Acquisition of 100.00% shareholding of Schloss HMA by our Company.
	Acquisition of 100.00% shareholding of LPRL by our Company.
	Acquisition of 100.00% shareholding of MPPL by Schloss Chanakya.
	Acquisition of 100.00% shareholding of Schloss Chanakya by our Company.
	Acquisition of 100.00% shareholding of Schloss Tadoba by our Company.
	Acquisition of 50.00% shareholding of TPRPL by Schloss Chanakya.
	Acquisition of 100.00% shareholding of Schloss Udaipur by Schloss Chanakya.
	Amalgamation of TPRPL and MPPL.
	Acquisition of 100.00% shareholding of TCS Four by our Company.
	Acquisition of 100.00% shareholding of TCS Five by our Company.
	Acquisition of 100.00% shareholding of Aries Holdings by Schloss Chennai.
	LPRL secured letter of award from Jammu & Kashmir Tourism Development Corporation as lead member of a consortium in relation to development of The Leela Palace Srinagar, Jammu & Kashmir.

Key awards, accreditations and recognitions

Entity / Hotel	Awards
Our Company	• Travel + Leisure World's Best Awards – No.1 World's Best Hotel Brand in 2020 and 2021, No.3 World's Best Hotel Brand in 2023 and 2024
	• Travel + Leisure India, India's Best Awards 2020, 2021, 2022, 2023 - Best Hotel Group in India
	• Travel + Leisure India, India's Best Awards 2023 – Best Service
The Leela Palace Bengaluru	• ZLB23 – Asia's 50 Best Bars - #40 and the only Indian Bar featured on the list in 2024
	• Condé Nast Traveller, The Gold List 2023
The Leela Palace Chennai	• Condé Nast Traveller, The Gold List 2024
The Leela Palace New Delhi	• MEGU – World's 50 Discovery, Asia's 50 Best Restaurants 2022
	• Condé Nast Traveller, The Gold List 2022
The Leela Palace Jaipur	• Travel + Leisure India's Best Awards 2022 – Best Family Hotel
The Leela Palace Udaipur	• Travel + Leisure World's Best Awards 2019 – #1 Resort in India

For further details of the key awards, accreditations and recognitions received by our Company, see "***Our Business – Awards and Accreditations***" on page 236.

Significant financial and strategic partnerships

As of the date of this Draft Red Herring Prospectus, our Company does not have any significant financial or strategic partnerships.

Time/ cost overrun in setting up projects

As on the date of this Draft Red Herring Prospectus, there has been no time or cost over-run in respect of our business operations.

Defaults or rescheduling/ restructuring of borrowings with financial institutions/ banks

Except as stated below, there are no defaults or rescheduling of borrowings with financial institutions, banks:

With respect to the term loan facilities availed by our Company, Schloss Chanakya, Schloss Udaipur and Schloss Chennai (collectively, the "**Borrowers**") from State Bank of India ("**SBI**") in 2019 ("**Term Loan**"), pursuant to a repayment letter dated August 31, 2020 issued by SBI, the repayment schedule for the repayment of the capitalised interest added to the principal amount was increased by two quarters after the end of the quarterly repayment schedule stipulated in the original sanction letter dated September 27, 2019. Further, pursuant to a letter dated May 3, 2021, SBI levied a penal interest at the rate of 1% per annum on the Borrowers for failure to create primary and collateral security within the stipulated time. Subsequently, the penal interest was discharged by the Borrowers between April 2021 to September 2021. For details in relation to risks involved in this regard, see "***Risk Factors - Our indebtedness and the conditions and restrictions imposed by our financing arrangements could adversely affect our business, results of operations, growth prospects and financial condition***" on page 55.

Guarantees provided to third parties by our Promoters offering their Equity Shares in the Offer for Sale

As on the date of this Draft Red Herring Prospectus, our Promoter Selling Shareholder has not provided any guarantees on behalf of our Company.

Launch of key products or services, entry in new geographies or exit from existing markets

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, see "***Our Business***" and "***– Major events and milestones***" on pages 192 and 247, respectively.

Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years

Except as disclosed below, our Company has not made any material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years preceding the date of this Draft Red Herring Prospectus:

I. Our Company and certain of our Subsidiaries, entered into business transfer agreements to acquire certain business undertakings from HLVL and the details of such acquisitions are summarised below:

(i) Our Company, pursuant to a business transfer agreement dated October 16, 2019, entered into with HLVL, acquired its business of operating The Leela Palace Bengaluru including all assets, liabilities, employees and the right to use amenities and utilities attached to The Leela Palace Bengaluru among other things, as a going concern on a slump sale basis for a consideration of ₹ 10,000.00 million paid in lump sum with effect from October 16, 2019;

(ii) Schloss Chanakya Private Limited ("**Schloss Chanakya**"), pursuant to a business transfer agreement dated October 16, 2019, entered into with HLVL, acquired the business of operating The Leela Palace New Delhi including all assets, liabilities, employees and the right to use amenities and utilities attached to The Leela Palace New Delhi among other things as a going concern on a slump sale basis for a consideration of ₹ 17,050.00 million with effect from October 16, 2019;

(iii) Schloss Chennai Private Limited ("**Schloss Chennai**"), pursuant to a business transfer agreement dated October 16, 2019, entered into with HLVL, acquired entire business undertaking, i.e., the business of operating The Leela Palace Chennai, including all assets, liabilities, employees and the right to use amenities and utilities attached to The Leela Palace Chennai among other things as a going concern on a slump sale basis for a consideration of ₹ 6,750.00 million paid in lump sum with effect from October 16, 2019;

(iv) Schloss Udaipur Private Limited ("**Schloss Udaipur**"), pursuant to a business transfer agreement dated October 16, 2019, entered into with HLVL, acquired its business of operating The Leela Palace Udaipur, including all assets, liabilities, employees and the right to use amenities and utilities attached to The Leela Palace Udaipur among other things as a going concern on a slump sale basis for a consideration of ₹ 3,175.00 million paid in lump sum with effect from October 16, 2019; and

(v) Schloss HMA Private Limited ("**Schloss HMA**"), pursuant to a business transfer agreement dated October 16, 2019, entered into with HLVL, acquired its business of operating/ managing hotels, resorts, serviced residences, clubs, convention centers and branded residences, or the provision of hotel design or project management services pursuant to the management contracts entered into by HLVL at the time, as a going concern on a slump sale basis for a consideration of ₹ 2,850.00 million paid in lump sum with effect from October 16, 2019.

With respect to the acquisitions listed above, neither our Promoters nor any of our Directors have any relationship with HLVL.

II. *Acquisition of Tulsi Palace Resort Private Limited*

BSREP III Joy Two Holdings (DIFC) Limited, one of our Promoters, pursuant to a share purchase agreement dated April 2, 2021 entered into with Mohan Sukhani, Vikram Sukhani, Kamla Sukhani, Priyanka Sukhani, Gulshan Fashions Private Limited and Aravali Square LLP (collectively the "**Sellers**") and Tulsi Palace Resort Private Limited ("**TPRPL**") read with the letter agreements dated May 3, 2021 and January 14, 2022, respectively, between the Initial Sellers, and TPRPL acquired 50.00% of the equity share capital of TPRPL.

Subsequently, Moonburg Power Private Limited ("**MPPL**"), pursuant to a share purchase agreement dated May 22, 2023, entered into with the Sellers, TPRPL, and BSREP III Joy Two Holdings (DIFC) Limited, acquired the remaining 50.00% of the equity share capital of TPRPL for a consideration of ₹ 4,730.00 million with effect from May 27, 2023. The equity value of TPRPL was determined based on the valuation report dated May 8, 2023, issued by R V Shah & Associates, prepared using the discounted cash flows ("**DCF**") method.

TPRPL and MPPL have subsequently entered into a scheme of amalgamation. For details, see "-***Amalgamation of Moonburg Power Private Limited with Tulsi Palace Resort Private Limited***" on page 252. The business of operating the hotel, The Leela Palace Jaipur is conducted by TPRPL.

Neither our Promoters nor any of our Directors have any relationship with the Sellers.

III. Our Company has acquired our Subsidiaries, and the details of such acquisitions are summarized below:

(i) *Acquisition of Schloss Chennai Private Limited*

Our Company, pursuant to a share purchase agreement dated May 31, 2024, read with the amendment letter dated July 24, 2024, entered into with Project Ballet Chennai Holdings (DIFC) Pvt Ltd and BSREP III India Ballet Holdings (DIFC) Limited (the "**Sellers**") and Schloss Chennai purchased 100% of the equity share capital of Schloss Chennai from the Sellers for a consideration of ₹ 10,110.86 million with effect from July 25, 2024. The consideration was determined based on the valuation report dated July 24, 2024, issued by Ernst & Young Merchant Banking Services LLP ("**E&Y MBS**"), prepared using the DCF and the comparable companies quoted multiples ("**CCM**") method.

Project Ballet Chennai Holdings (DIFC) Pvt Ltd is one of our Promoters, and BSREP III India Ballet Holdings (DIFC) Limited is the holding company of our Promoters. None of our Directors are related to the Sellers.

(ii) *Acquisition of Schloss Gandhinagar Private Limited*

Our Company, pursuant to a share purchase agreement dated May 31, 2024, read with the amendment letter dated July 24, 2024, entered into with Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd, BSREP III India Ballet Holdings (DIFC) Limited (the **"Sellers"**) and Schloss Gandhinagar Private Limited **("Schloss Gandhinagar")** purchased 100% of the equity share capital of Schloss Gandhinagar from the Sellers for a consideration of ₹ 18.52 million with effect from July 25, 2024. The consideration was determined based on the valuation report dated July 24, 2024, issued by E&Y MBS, prepared using the CCM method.

Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd is one of our Promoters, and BSREP III India Ballet Holdings (DIFC) Limited is the holding company of our Promoters. None of our Directors are related to the Sellers.

(iii) *Acquisition of Schloss HMA Private Limited*

Our Company, pursuant to a share purchase agreement dated May 31, 2024, read with the amendment letter dated July 24, 2024, entered into with Project Ballet HMA Holdings (DIFC) Pvt Ltd, BSREP III India Ballet Holdings (DIFC) Limited (the **"Sellers"**) and Schloss HMA purchased 100% of the equity share capital of Schloss HMA from the Sellers for a consideration of ₹ 12,153.33 million with effect from July 26, 2024. The consideration was determined based on the valuation report dated July 24, 2024, issued by E&Y MBS, prepared using the DCF and CCM methods.

Project Ballet HMA Holdings (DIFC) Pvt Ltd is one of our Promoters, and BSREP III India Ballet Holdings (DIFC) Limited is the holding company of our Promoters. None of our Directors are related to the Sellers.

(iv) *Acquisition of Leela Palaces and Resorts Limited*

Our Company, pursuant to a share purchase agreement dated May 31, 2024, read with the amendment letter dated July 24, 2024, entered into with BSREP III India Ballet Holdings (DIFC) Limited, Project Ballet Chanakya Holdings (DIFC) Pvt Ltd, Project Ballet Udaipur Holdings (DIFC) Pvt Ltd, Project Ballet Bangalore Holdings (DIFC) Pvt Ltd, Project Ballet Chennai Holdings (DIFC) Pvt Ltd, Project Ballet HMA Holdings (DIFC) Pvt Ltd, and Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd (the **"Sellers"**) and Leela Palaces and Resorts Limited (**"LPRL"**) purchased 100% of the equity share capital of LPRL from the Sellers for a consideration of ₹ 1,742.81 million with effect from July 26, 2024. The consideration was determined based on the valuation report dated July 24, 2024, issued by E&Y MBS, prepared using the DCF and the net asset value ("**NAV**") pricing method.

Project Ballet Udaipur Holdings (DIFC) Pvt Ltd, Project Ballet Bangalore Holdings (DIFC) Pvt Ltd, Project Ballet Chennai Holdings (DIFC) Pvt Ltd, Project Ballet HMA Holdings (DIFC) Pvt Ltd, and Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd are our Promoters, and

BSREP III India Ballet Holdings (DIFC) Limited is the holding company and promoter of our Promoters. Further, none of our Directors are related to the Sellers.

(v) *Acquisition of Moonburg Power Private Limited*

Schloss Chanakya, pursuant to a share purchase agreement dated May 31, 2024, read with the amendment letter dated July 17, 2024, entered into with BSREP III Joy (Two) Holdings (DIFC) Limited, Project Ballet HMA Holdings (DIFC) Pvt Ltd (the "**Sellers**") and MPPL purchased 100% of the equity share capital of MPPL and 5,000,000 CCDs from the Sellers for a consideration of ₹ 500.14 million with effect from July 20, 2024. The consideration was determined based on the valuation report dated July 17, 2024 issued by E&Y MBS, prepared using the NAV pricing method.

BSREP III Joy (Two) Holdings (DIFC) Limited, Project Ballet HMA Holdings (DIFC) Pvt Ltd are our Promoters. Further, none of our Directors are related to the Sellers.

(vi) *Acquisition of Schloss Chanakya Private Limited*

Our Company, pursuant to a share purchase agreement dated May 31, 2024, entered into with BSREP III India Ballet I Pte. Ltd BSREP III India Ballet Pte. Ltd (the "**Sellers**") and Schloss Chanakya, read with the amendment letter dated July 24, 2024 entered into with the Sellers, Schloss Chanakya, Project Ballet Udaipur Holdings (DIFC) Pvt Ltd and BSREP III Joy Two Holdings (DIFC) Limited purchased 100% of the equity share capital for a consideration of ₹ 11,450.92 million, with effect from July 25, 2024 and 100% of the preference share capital of Schloss Chanakya from the Sellers for a consideration of ₹ 11,123.05 million with effect from July 30, 2024. The consideration was determined based on the valuation report dated July 24, 2024, issued by E&Y MBS, prepared using the DCF and CCM methods.

Neither our Promoters nor any of our Directors have any relationship with the Sellers.

(vii) *Acquisition of Schloss Tadoba Private Limited*

Our Company, pursuant to a share purchase agreement dated May 31, 2024, read with the amendment letter dated July 24, 2024, entered into with BSREP III Tadoba Holdings (DIFC) Pvt Ltd, BSREP III India Ballet Holdings (DIFC) Limited (the "**Sellers**") and Schloss Tadoba Private Limited (**"Schloss Tadoba"**) purchased 100% of the equity share capital of Schloss Tadoba from the Sellers for a consideration of ₹ 0.01 million with effect from July 30, 2024. The consideration was determined based on the valuation report dated July 24, 2024, issued by E&Y MBS, prepared using the NAV pricing method.

BSREP III Tadoba Holdings (DIFC) Pvt Ltd is one of our Promoters, and BSREP III India Ballet Holdings (DIFC) Limited is the holding company of our Promoters. Further, none of our Directors are related to the Sellers.

(viii) *Acquisition of Tulsi Palace Resort Private Limited*

Schloss Chanakya, pursuant to a share purchase agreement dated May 31, 2024, read with the amendment letter dated July 17, 2024, entered into with BSREP III Joy (Two) Holdings (DIFC) Limited (**"Seller"**) and TPRPL purchased 50% of the equity share capital of TPRPL from the Seller for a consideration of ₹ 6,483.04 million. The acquisition of 30 % of the equity share capital was effective om July 18, 2024, while the remaining 20% was effective on July 20, 2024. The consideration was determined based on the valuation report dated July 17, 2024, issued by E&Y MBS, prepared using the DCF, CCM, and price of recent transaction methods.

BSREP III Joy (Two) Holding (DIFC) Limited, is one of our Promoters. Further, none of our Directors are related to the Seller.

(ix) *Acquisition of Schloss Udaipur Private Limited*

Schloss Chanakya, pursuant to a share purchase agreement dated May 31, 2024, read with the amendment letter dated July 17, 2024, entered into with Project Ballet Udaipur Holdings (DIFC) Pvt Ltd, BSREP III India Ballet Holdings (DIFC) Limited (the **"Sellers"**) and Schloss Udaipur purchased 100% of the equity share capital of Schloss Udaipur from the Sellers for a consideration of ₹ 4,139.86 million with effect from July 19, 2024. The consideration was determined based on the valuation report dated July 17, 2024, issued by E&Y MBS, prepared using the DCF and CCM methods.

Project Ballet Udaipur Holdings (DIFC) Pvt Ltd is one of our Promoters, and BSREP III India Ballet Holdings (DIFC) Limited is the holding company of our Promoters. Further, none of our Directors are related to the Sellers.

(x) *Acquisition of Aries Holdings (DIFC) Limited*

Schloss Chennai, pursuant to a share purchase agreement dated August 12, 2024, entered into with Brookfield Private Capital (DIFC) Limited (the "**Seller**"), and Aries Holdings (DIFC) Limited ("**Aries Holdings**"), purchased 100% of the equity share capital of Aries Holdings for a consideration of 100.37 USD (*i.e.,* USD 0.02 or ₹ 2.01 per equity share*)* with effect from August 21, 2024. The consideration was determined based on the valuation report dated August 8, 2024 issued by R V Shah & Associates, prepared using the NAV method.

Neither our Promoters nor any of our Directors have any relationship with the Seller.

(xi) *Acquisition of Transition Cleantech Services Four Private Limited*

Our Company, pursuant to a share purchase agreement dated August 2, 2024, entered into with Mrs. Neerja Ashok Shah, Mr. Ashok Dipchand Shah (the "**Sellers**") and Transition Cleantech Services Four Private Limited ("**TCS Four**"), purchased 100% of the share capital of TCS Four for a consideration of ₹ 0.10 million with effect from August 2, 2024. The consideration was determined based on the valuation report dated July 29, 2024 issued by K.A. Ellie and Company, Chartered Accountant, prepared using the net assets approach method.

Neither our Promoters nor any of our Directors have any relationship with the Sellers.

(xii) *Acquisition of Transition Cleantech Services Five Private Limited*

Our Company, pursuant to a share purchase agreement dated August 2, 2024, entered into with Mrs. Neerja Ashok Shah, Mr. Ashok Dipchand Shah (the "**Sellers**") and Transition Cleantech Services Five Private Limited ("**TCS Five**"), purchased 100% of the share capital of TCS Five for a consideration of ₹ 0.10 million with effect from August 2, 2024. The consideration was determined based on the valuation report dated July 29, 2024 issued by K.A. Ellie and Company, Chartered Accountant, prepared using the net assets method.

Neither our Promoters nor any of our Directors have any relationship with the Sellers.

IV. Amalgamation of Moonburg Power Private Limited with Tulsi Palace Resort Private Limited

TPRPL entered into a scheme of amalgamation with MPPL and their respective shareholders under Section 230 to 232, read with Section 66 and other applicable provisions of the Companies Act 2013, which was sanctioned by the National Company Law Tribunal, Mumbai Bench – IV by way of its order dated August 13, 2024 ("**NCLT**", and such scheme, the "**Scheme of Amalgamation**"). The Scheme of Amalgamation provides for, among other things, the amalgamation and vesting of the entire business (including all respective properties, assets and liabilities) of MPPL, on a going concern basis, with TPRPL. In consideration for such amalgamation and vesting, TPRPL agreed to issue and allot to the shareholders of MPPL fully paid-up equity shares in the fair swap ratio of one fully paid-up equity share bearing face value of ₹ 10 of TPRPL to be issued and allotted to the shareholders of MPPL for every 36 equity shares bearing face value of ₹ 10 each held in MPPL ("**Fair Swap Ratio**"). The fair equity share exchange ratio as consideration for the amalgamation was determined based on the valuation report dated October 27, 2023, issued by Rashmi Shah FCA, Registered Valuer (Securities or Financial Assets). The valuation was conducted using the NAV and DCF methods basis which the relative value per share of TPRPL was determined as ₹ 361.95 and MPPL as ₹ 10. Accordingly, the Fair Swap Ratio was ascertained. The Scheme of Amalgamation became effective on September 11, 2024.

Summary of key agreements

Except as set out below, there are no other agreements/ arrangements and clauses/ covenants which are material, and which need to be disclosed or non-disclosure of which may have a bearing on the investment decision in connection with the Offer:

Joint venture agreement dated October 16, 2019 by and amongst Schloss HMA Private Limited ("Schloss HMA"), Vivek Krishnan Nair and Dinesh Nair (the "JV Partners", together with Schloss HMA, the "Parties", and such agreement "JV Business Agreement")

The Parties have entered into a JV Business Agreement to govern the terms, rights, and obligations in relation to any proposed joint venture projects of branding of high-end luxury for-sale residential condominiums in India using the "*The Leela*" brand ("**JV Business**"); however, the JV Business excludes (i) branded condominiums physically linked to or, connected with or, which adjoin hotels, resorts or serviced apartments; and (ii) hospitality services. Pursuant to the JV Business Agreement, in case either of the Parties (*including certain Brookfield entities, in the case of Schloss HMA*) is approached by a developer or potential developer of a joint venture project in the JV Business, such party is required to take all reasonable efforts to provide the other party with the opportunity to participate in such project in the JV Business in accordance with the terms of the JV Business Agreement.

Further, the Parties are obligated to share proceeds from the JV Business, proceeds from any hospitality services which may be rendered by Schloss HMA, and any expenses incurred on the due diligence of projects. In addition, the JV Business Agreement also provides for grounds of termination *inter alia* by mutual termination in writing, or in the event either of the Parties assign their rights or obligations under the JV Business Agreement to a third party (not being an affiliate).

Trademark license agreement dated October 16, 2019, by and among Schloss HMA (the "Licensor"), Dinesh Nair and Madhu Nair (the "Licensees", together with the Licensor, the "Parties", and such agreement "Trademark Agreement")

The Parties have entered into the Trademark Agreement with respect to the brand name/ trademark "*Jamavar*" ("**Jamavar**"). Pursuant to the Trademark Agreement, the Licensor has granted to the Licensee (along with their affiliates) an exclusive, non-transferable, royalty free license to use Jamavar for owning, operating and managing Indian restaurants worldwide (excluding India).

In accordance with the terms of the Trademark Agreement, the Licensor has the right to own and operate restaurants under the name 'Jamavar' with or within any hotel branded as "the Leela" or "Leela" ("**Leela Hotel**"), anywhere in the world. Further, the Licensee shall maintain the standard of the 'Jamavar' restaurants owned/ operated by them. If the Licensor proposes to open a Leela Hotel with an Indian restaurant under the name 'Jamavar' in such location wherein the Licensees are already operating a 'Jamavar' restaurant, the Licensor shall get a no objection letter/ prior written permission from the Licensees. Similarly, in the event the Licensees intend to own or operate an Indian restaurant under the name 'Jamavar' in a place wherein the Licensor owns/ operates a Leela Hotel with a 'Jamavar' restaurant, the Licensee shall get prior written permission/ no objection letter from the Licensor.

Centralized services and license agreement dated October 16, 2019 ("Execution Date"), between Hotel Leelaventure Limited ("Owner") and Schloss HMA ("Service Provider", together with the Owner, the "Parties", and such agreement "Centralized Agreement")

The Parties have entered into the Centralized Agreement to govern the terms of the services provided by the Service Provider to the Owner at The Leela, Mumbai (**"Hotel**"), for a period of 25 years from the Execution Date. The services include but are not limited to sales, marketing and loyalty programs, centralized reservations systems, centralized call center, website management and maintenance, service audits, managerial training, and revenue management (collectively, "**Services**"). Further, the Owner is granted a non-exclusive, non-transferable, non-sublicensable, revocable, limited, royalty free license to use certain trademarks owned by the Service Provider, including the "The Leela" trademark, as set out in the Centralized Agreement.

The Centralized Agreement may be terminated by the Owner in the event the Service Provider ceases to own and/or manage at least four hotels in India that are both (i) owned and/or managed by the Service Provider and/or its affiliates, and (ii) operated under the name "Leela" and bearing the trademarks consisting of or incorporating the word "Leela". Further, the Service Provider may terminate the Centralized Agreement in the event (i) the Owner fails to maintain possession of the Hotel; (ii) the control of the Owner changes; and (iii) of the assignment of Centralized Agreement by the Owner without the prior consent of the Service Provider or any transfer of the Hotel by the Owner.

Pursuant to the Centralized Agreement, the Service Provider is not permitted to own or operate, or enter into management or operations agreements with any other company, firm or person in respect of any business hotels operated under the name 'The Leela Mumbai' within the area in Mumbai airport district (as identified in the Centralized Agreement). However, the use of brand variations consisting of, or incorporating the word "Leela" and any operations other than marketing, management or operations of business hotels shall be excluded from such non-compete restriction.

Development Management Agreement dated September 16, 2024 ("Execution Date"), by and between Brookprop Property Management Services Private Limited (the "Service Provider") and our Company (our Company, together with the Service Provider, the "Parties" and such agreement "DMA")

The Parties have entered into the DMA in relation to the development management services which may be provided by the Service Provider for properties proposed to be developed by our Company and our Subsidiaries from time to time ("**Projects**"). Such services may include, *inter alia*, liaising, facilitating, supervising, monitoring, managing and coordinating the activities in relation to the construction and development of the Projects ("**Services**"). Pursuant to the DMA, our Company has granted the Service Provider exclusive rights to render the Services to our Company, subject to mutual agreement between the Parties on the engagement terms, and the terms of the DMA. Pursuant to the DMA, the Service Provider shall be entitled to a fee along with applicable reimbursements. The Development Agreement shall be effective from the Execution Date and shall remain valid and binding on the Parties for a period of five years from the Execution Date, unless the Parties mutually agree in writing to a different term, or unless otherwise terminated in accordance with its terms.

Right of first offer agreement dated September 17, 2024 ("Execution Date") executed between BSREP III India Ballet Holdings (DIFC) Limited ("BIBHL") and our Company ("our Company, together with the BIBHL, the "Parties" and such agreement "ROFO Agreement")

The Parties have entered into the ROFO Agreement in relation to future transfer of assets in the hospitality sector, within or outside of India which are owned by BIBHL or any of its subsidiaries ("**ROFO Transferors**"), and which meet the eligibility criteria prescribed under the ROFO Agreement ("**ROFO Assets**"). Pursuant to the ROFO Agreement, the ROFO Transferors have agreed to grant a right of first offer ("**ROFO**") in favour of our Company in the event that the ROFO Transferors propose to transfer any ROFO Asset to any third party during the term of the ROFO Agreement. The ROFO Agreement sets out the criteria for acts which would constitute a 'transfer' for the purposes of the ROFO, and also details out the ROFO process, timelines, and obligations of the ROFO Transferors and our Company in the ROFO process. The ROFO Agreement is for a period of three years following the Execution Date, or such other period as may be mutually agreed between the Parties, unless otherwise terminated by the Parties in accordance with its terms.

Details of shareholders agreements

As on the date of this Draft Red Herring Prospectus, our Company, Promoters and shareholders do not have any inter-se agreements/ arrangements and clauses / covenants which are material in nature and that there are no other clauses / covenants which are adverse / pre-judicial to the interest of the minority / public shareholders. Also, there are no other agreements, deed of assignments, acquisition agreements, shareholders' agreement, inter-se agreements, agreements of like nature.

Our holding company

As on the date of this Draft Red Herring Prospectus, one of our Promoters, Project Ballet Bangalore Holdings (DIFC) Pvt Ltd is our holding company. For details regarding the corporate information and nature of business of Project Ballet Bangalore Holdings (DIFC) Pvt Ltd, please see "***Our Promoters and Promoter Group – Details of Our Promoters - Project Ballet Bangalore Holdings (DIFC) Pvt Ltd***" on page 285.

Our Subsidiaries, Associates and Joint Ventures

As on the date of this Draft Red Herring Prospectus, we have (i) eight direct Subsidiaries; (ii) three indirect Subsidiaries; and (iii) one Joint Venture, details of which are as set forth below.

As on the date of this Draft Red Herring Prospectus, our Company does not have any associates.

I. *Direct Subsidiaries*

1. *Leela Palaces and Resorts Limited*

Corporate information

LPRL was incorporated as a public limited company on March 29, 2005, under the Companies Act 1956 with the RoC. The registered office of LPRL is at The Leela Palace Chanakyapuri, New Delhi, Delhi, India, 110023. Its CIN is U70101DL2005PLC134480.

Nature of business

LPRL is authorised to engage in the business of owning, constructing, managing hotels rendering technical advice and act as builders and civil construction contractors.

Capital structure

As on the date of this Draft Red Herring Prospectus, the authorised share capital of LPRL is ₹ 27,500,000 divided into 2,750,000 equity shares bearing face value of ₹ 10 each. The issued, subscribed and paid-up equity share capital of LPRL is ₹ 27,281,300 divided into 2,728,130 equity shares bearing face value of ₹ 10 each.

Shareholding pattern

Sr. No.	Name of the shareholder	No. of equity shares bearing face value of ₹ 10 each	Percentage of equity shareholding (%)
1.	Schloss Bangalore Limited	2,728,124	100.00
2.	Schloss Chanakya Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
3.	Schloss Chennai Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
4.	Schloss HMA Private Limited	1	Negligible
5.	Schloss Gandhinagar Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
6.	Tulsi Palace Resort Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
7.	Schloss Udaipur Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
	Total	**2,728,130**	**100.00**

Financial information

Certain key financial indicators of LPRL are set forth below:

(in ₹ million, unless specified otherwise)

Particulars	For the two months ended May 31, 2024	For the Fiscal		
		2024	2023	2022
Revenue from operations	-	-	-	-
Reserves	518.92	521.13	526.12	529.86
Total income	0.49	0.48	0.06	0.07
Profit/(Loss) after tax	(2.22)	(4.99)	(3.74)	(4.06)
Profit/(Loss) after tax margin (%)	(453)	(1,039)	(6,233.33)	(5,800)
Earnings per share (Basic) (in ₹)	(0.81)*	(1.83)	(1.37)	(1.49)
Earnings per share (Diluted) (in ₹)	(0.81)*	(1.83)	(1.37)	(1.49)

**Not annualised*

Accumulated profits or losses

There are no accumulated profits or losses of LPRL that have not been accounted for by our Company in the Restated Consolidated Financial Information.

2. *Schloss Chanakya Private Limited*

Corporate information

Schloss Chanakya was incorporated as a private limited company on March 18, 2019, under the Companies Act 2013 with the RoC. The registered office of Schloss Chanakya is at The Leela Palace, Diplomatic Enclave, Africa Avenue, Netaji Nagar, South Delhi, New Delhi, Delhi 110 023, India. Its CIN is U55100DL2019PTC347362.

Nature of business

Schloss Chanakya is authorised to engage in the business of hotel and resort management, and rendering technical, managerial and advisory services in relation to construction and / or operations of hotels and resorts.

Capital structure

As on the date of this Draft Red Herring Prospectus, the authorised share capital of Schloss Chanakya is ₹ 40,655,000,000 divided into 2,065,500,000 equity shares ₹ 10 each and 20,00,00,000 preference shares of ₹ 100 each. The issued, subscribed and paid-up equity share capital of Schloss Chanakya is ₹ 1,110,230,760 divided into 111,023,076 equity shares bearing face value of ₹ 10 each.

Shareholding pattern

Equity shares

Sr. No.	Name of the shareholder	No. of equity shares bearing face value of ₹ 10 each	Percentage of equity shareholding (%)
1.	Schloss Bangalore Limited	11,10,23,070	100.00
2.	Schloss HMA Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
3.	Schloss Chennai Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
4.	Leela Palaces and Resorts Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
5.	Schloss Gandhinagar Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
6.	Schloss Tadoba Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
7.	Schloss Udaipur Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
	Total	**111,023,076**	**100.00**

Preference shares

Sr. No.	Name of the shareholder	No. of preference shares bearing face value of ₹ 100 each	Percentage of preference shareholding (%)
1.	Schloss Bangalore Limited	111,230,469	100.00
	Total	111,230,469	100.00

Financial information

Certain key financial indicators of Schloss Chanakya are set forth below:

(in ₹ million, unless specified otherwise)

Particulars	For the two months ended May 31, 2024	For the Fiscal		
		2024	2023	2022
Revenue from operations	384.82	2,959.98	2,307.80	1,093.95
Reserves	559.13	1,671.69	2,051.63	2,681.96
Total income	415.62	3,103.73	2,387.45	1,143.51
Profit/(Loss) after tax	(183.78)	(376.81)	(633.21)	(1,074.60)
Profit/(Loss) after tax margin (%)	(44)	(12)	(27)	(94)
Earnings per share (Basic) (in ₹)	(1.66)	(3.39)	(11.03)	(18.71)
Earnings per share (Diluted) (in ₹)	(1.66)	(3.39)	(11.03)	(18.71)

Accumulated profits or losses

There are no accumulated profits or losses of Schloss Chanakya that have not been accounted for by our Company in the Restated Consolidated Financial Information.

3. *Schloss Chennai Private Limited*

Corporate information

Schloss Chennai was incorporated as a private limited company on February 22, 2019, under the Companies Act 2013 with the RoC. The registered office of Schloss Chennai is at The Leela Palace, Diplomatic Enclave, Africa Avenue, Netaji Nagar, South Delhi, New Delhi, Delhi 110 023, India. Its CIN is U55101DL2019PTC346475.

Nature of business

Schloss Chennai is authorised to engage in the business of hotel and resort management, and rendering technical, managerial and advisory services in relation to construction and / or operations of hotels and resorts

Capital structure

As on the date of this Draft Red Herring Prospectus, the authorised share capital of Schloss Chennai is ₹ 312,500,000 divided into 31,250,000 equity shares bearing face value of ₹ 10 each. The issued, subscribed and paid-up equity share capital of Schloss Chennai is ₹ 312,391,300 divided into 31,239,130 equity shares bearing face value of ₹ 10 each.

Shareholding pattern

Sr. No.	Name of the shareholder	No. of equity shares bearing face value of ₹ 10 each	Percentage of equity shareholding (%)
1.	Schloss Bangalore Limited	31,239,124	100.00
2.	Schloss HMA Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
3.	Schloss Chanakya Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
4.	Leela Palaces and Resorts Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
5.	Schloss Gandhinagar Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
6.	Schloss Tadoba Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
7.	Schloss Udaipur Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
	Total	**31,239,130**	**100.00**

Financial information

Certain key financial indicators of Schloss Chennai are set forth below:

(in ₹ million, unless specified otherwise)

Particulars	For the two months ended May 31, 2024	For the Fiscal		
		2024	2023	2022
Revenue from operations	326.90	2,156.72	1,783.61	723.30
Reserves	3,064.58	3,057.94	3,042.52	3,197.45
Total income	347.32	2,266.99	1,882.98	788.84
Profit/(Loss) after tax	(26.03)	19.14	(156.98)	(592.62)
Profit/(Loss) after tax margin (%)	(7.50)	0.84	(8.34)	(75.12)
Earnings per share (Basic) (in ₹)	(0.83)	0.61	(5.03)	(18.97)
Earnings per share (Diluted) (in ₹)	(0.83)	0.61	(5.03)	(18.97)

Accumulated profits or losses

There are no accumulated profits or losses of Schloss Chennai that have not been accounted for by our Company in the Restated Consolidated Financial Information.

4. *Schloss Gandhinagar Private Limited*

Corporate information

Schloss Gandhinagar was incorporated as a private limited company on March 14, 2019, under the Companies Act 2013 with the RoC. The registered office of Schloss Gandhinagar is at The Leela Palace, Diplomatic Enclave, Africa Avenue, Netaji Nagar, South Delhi, New Delhi, Delhi 110 023, India. Its CIN is U55209DL2019PTC347303.

Nature of business

Schloss Gandhinagar is authorised to engage in the business of hotel and resort management, and rendering technical, managerial and advisory services in relation to construction and / or operations of hotels and resorts.

Capital structure

As on the date of this Draft Red Herring Prospectus, the authorised share capital of Schloss Gandhinagar is ₹ 100,000 divided into 10,000 equity shares bearing face value of ₹ 10 each. The issued, subscribed and paid-up equity share capital of Schloss Gandhinagar is ₹ 100,000 divided into 10,000 equity shares bearing face value of ₹ 10 each.

Shareholding pattern

Sr. No.	Name of the shareholder	No. of equity shares bearing face value of ₹ 10 each	Percentage of equity shareholding (%)
1.	Schloss Bangalore Limited	9,994	99.40
2.	Schloss HMA Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
3.	Schloss Chennai Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
4.	Leela Palaces and Resorts Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
5.	Schloss Tadoba Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
6.	Schloss Chanakya Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
7.	Schloss Udaipur Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
	Total	**10,000**	**100.00**

Financial information

Certain key financial indicators of Schloss Gandhinagar are set forth below:

(in ₹ million, unless specified otherwise)

Particulars	For the two months ended May 31, 2024	For the Fiscal		
		2024	2023	2022
Revenue from operations	29.71	163.37	123.99	100.74
Reserves	(10.08)	(8.80)	(6.80)	(5.42)
Total income	29.71	163.50	124.06	100.74
Profit/(Loss) after tax	(1.36)	(3.75)	(2.10)	(4.76)
Profit/(Loss) after tax margin (%)	(5)	(2)	(2)	(5)
Earnings per share (Basic) (in ₹)	(136.30)	(374.50)	(210.20)	(475.50)
Earnings per share (Diluted) (in ₹)	(136.30)	(374.50)	(210.20)	(475.50)

Accumulated profits or losses

There are no accumulated profits or losses of Schloss Gandhinagar that have not been accounted for by our Company in the Restated Consolidated Financial Information.

5. *Schloss HMA Private Limited*

Corporate information

Schloss HMA was incorporated as a private limited company on March 6, 2019, under the Companies Act 2013 with the Registrar of Companies, Tamil Nadu at Chennai. The registered office of Schloss HMA is at Block No. 94, Sathyadev Extension Avenue, M.R.C. Nagar, R.A. Puram, Chennai, Tamil Nadu, India, 600028. Its CIN is U55209TN2019PTC136428.

Nature of business

Schloss HMA is authorised to engage in the business of hotel and resort management, and rendering technical, managerial and advisory services in relation to construction and / or operations of hotels and resorts.

Capital structure

As on the date of this Draft Red Herring Prospectus, the authorised share capital of Schloss HMA is ₹ 375,000,000 divided into 37,500,000 equity shares bearing face value of ₹ 10 each. The issued, subscribed and paid-up equity share capital of Schloss HMA is ₹ 367,925,970 divided into 36,792,597 equity shares bearing face value of ₹ 10 each.

Shareholding pattern

Sr. No.	Name of the shareholder	No. of equity shares bearing face value of ₹ 10 each	Percentage of equity shareholding (%)
1.	Schloss Bangalore Limited	36,792,591	100.00
2.	Schloss Chanakya Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
3.	Schloss Chennai Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
4.	Leela Palaces and Resorts Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
5.	Schloss Gandhinagar Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
6.	Schloss Tadoba Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
7.	Schloss Udaipur Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
	Total	**36,792,597**	**100.00**

Financial information

Certain key financial indicators of Schloss HMA are set forth below:

(in ₹ million, unless specified otherwise)

Particulars	For the two months ended May 31, 2024	For the Fiscal		
		2024	2023	2022
Revenue from operations	197.38	1,536.13	1,249.61	506.38
Reserves	(1,295.43)	(1,151.07)	(990.06)	(886.94)
Total income	206.10	1,554.58	1,261.03	535.74
Profit/(Loss) after tax	(85.82)	(152.14)	(110.89)	(525.00)
Profit/(Loss) after tax margin (%)	(42)	(10)	(9)	(98)
Earnings per share (Basic) (in ₹)	(2.33)	(4.14)	(3.01)	(14.27)
Earnings per share (Diluted) (in ₹)	(2.33)	(4.14)	(3.01)	(14.27)

Accumulated profits or losses

There are no accumulated profits or losses of Schloss HMA that have not been accounted for by our Company in the Restated Consolidated Financial Information.

6. *Schloss Tadoba Private Limited*

Corporate information

Schloss Tadoba was incorporated as a private limited company on June 2, 2022, under the Companies Act 2013 with the Registrar of Companies, Maharashtra at Mumbai. The registered office of Schloss Tadoba is at Tower-4, Third Floor, Equinox Business Park, Kurla West, Kurla, Mumbai, Maharashtra, India, 400070. Its CIN is U55101MH2022PTC384014.

Nature of business

Schloss Tadoba is authorised to engage in the business of hotel and resort management, and rendering technical, managerial and advisory services in relation to construction and / or operations of hotels and resorts.

Capital structure

As on the date of this Draft Red Herring Prospectus, the authorised share capital of Schloss Tadoba is ₹ 1,00,000 divided into 10,000 equity shares bearing face value of ₹ 10 each. The issued, subscribed and paid-up equity share capital of Schloss Tadoba is ₹10,000 divided into 1,000 equity shares bearing face value of ₹ 10 each.

Shareholding pattern

Sr. No.	Name of the shareholder	No. of equity shares bearing face value of ₹ 10 each	Percentage of equity shareholding (%)
1.	Schloss Bangalore Limited	994	99.40
2.	Schloss HMA Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
3.	Schloss Chennai Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
4.	Leela Palaces and Resorts Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
5.	Schloss Gandhinagar Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
6.	Schloss Chanakya Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
7.	Schloss Udaipur Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
	Total	**1,000**	**100.00**

Financial information

Certain key financial indicators of Schloss Tadoba are set forth below:

(in ₹ million, unless specified otherwise)

Particulars	For the two months ended May 31, 2024	For the Fiscal		
		2024	2023	2022*
Revenue from operations	-	-	-	N.A.
Reserves	(0.69)	(0.60)	(0.02)	N.A.
Total income	-	-	-	N.A.
Profit/(Loss) after tax	(0.09)	(0.58)	(0.02)	N.A.
Profit/(Loss) after tax margin (%)	N.A.	N.A.	N.A.	N.A.
Earnings per share (Basic) (in ₹)	(88.99)	(581.20)	(21.46)	N.A.
Earnings per share (Diluted) (in ₹)	(88.99)	(581.20)	(21.46)	N.A.

**Schloss Tadoba was incorporated in the Financial Year 2023. Therefore, the key financial indicators for Financial Year 2022 are not available.*

Accumulated profits or losses

There are no accumulated profits or losses of Schloss Tadoba that have not been accounted for by our Company in the Restated Consolidated Financial Information.

7. *Transition Cleantech Services Four Private Limited*

Corporate information

TCS Four was incorporated as a private limited company on January 6, 2023, under the Companies Act 2013 with the Registrar of Companies, Maharashtra at Mumbai. The registered office of TCS Four is at C-605, Sushila Baug, 53A, SV Road, Santacruz West, Mumbai 400 054, Maharashtra, India. Its CIN is U40109MH2023PTC397128.

Nature of business

TCS Four is authorised to engage in the business of hotel and resort management, and rendering technical, managerial and advisory services in relation to construction and / or operations of hotels and resorts.

Capital structure

As on the date of this Draft Red Herring Prospectus, the authorised share capital of TCS Four is ₹ 10,00,000 divided into 1,00,000 equity shares bearing face value of ₹ 10 each. The issued, subscribed and paid-up equity share capital of TCS Four is ₹1,00,000 divided into 10,000 equity shares bearing face value of ₹ 10 each.

Shareholding pattern

Sr. No.	Name of the shareholder	No. of equity shares bearing face value of ₹ 10 each	Percentage of equity shareholding (%)
1.	Schloss Bangalore Limited	9,994	99.99
2.	Schloss Chanakya Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
3.	Schloss Chennai Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
4.	Leela Palaces and Resorts Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
5.	Schloss Tadoba Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
6.	Schloss Gandhinagar Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
7.	Schloss Udaipur Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
	Total	**10,000**	**100.00**

Financial information

Certain key financial indicators of TCS Four are set forth below:

(in ₹ million, unless specified otherwise)

Particulars	For the two months ended May 31, 2024**	For the Fiscal		
		2024**	2023*	2022*
Revenue from operations	Not available	Not available	N.A.	N.A.
Reserves	Not available	Not available	N.A.	N.A.
Total income	Not available	Not available	N.A.	N.A.
Profit/(Loss) after tax	Not available	Not available	N.A.	N.A.
Profit/(Loss) after tax margin (%)	Not available	Not available	N.A.	N.A.
Earnings per share (Basic) (in ₹)	Not available	Not available	N.A.	N.A.
Earnings per share (Diluted) (in ₹)	Not available	Not available	N.A.	N.A.

** TCS Four was incorporated in the Financial Year 2024. Therefore, the key financial indicators for the Financial Years 2022 and 2023 are not applicable.*
*** Section 2(41) of the Companies Act 2013 provides that financial year in relation to any company means the period ending on March 31 every year, however, if a company has been incorporated on or after January 1 of a particular year, the period ending on March 31 of the following year, may be considered as the financial year for the purpose of preparing financial statements. Accordingly, as TCS Four was incorporated on January 6, 2023, the company is in the process of preparing its financial statements for the Financial Year ended March 31, 2024.*

Accumulated profits or losses

There are no accumulated profits or losses of TCS Four that have not been accounted for by our Company in the

Restated Consolidated Financial Information.

8. *Transition Cleantech Services Five Private Limited*

Corporate information

TCS Five was incorporated as a private limited company on January 6, 2023, under the Companies Act 2013 with the Registrar of Companies, Maharashtra at Mumbai. The registered office of TCS Five is at C-605, Sushila Baug, 53A, SV Road, Santacruz West, Mumbai 400 054, Maharashtra, India. Its CIN is U40106MH2023PTC396976.

Nature of business

TCS Five is authorised to engage in the business of hotel and resort management, and rendering technical, managerial and advisory services in relation to construction and / or operations of hotels and resorts.

Capital structure

As on the date of this Draft Red Herring Prospectus, the authorised share capital of TCS Five is ₹ 10,00,000 divided into 1,00,000 equity shares bearing face value of ₹ 10 each. The issued, subscribed and paid-up equity share capital of TCS Five is ₹1,00,000 divided into 10,000 equity shares bearing face value of ₹ 10 each.

Shareholding pattern

Sr. No.	Name of the shareholder	No. of equity shares bearing face value of ₹ 10 each	Percentage of equity shareholding (%)
1.	Schloss Bangalore Limited	9,994	99.99
2.	Schloss Chanakya Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
3.	Schloss Chennai Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
4.	Leela Palaces and Resorts Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
5.	Schloss Tadoba Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
6.	Schloss Gandhinagar Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
7.	Schloss Udaipur Private Limited (as a nominee of Schloss Bangalore Limited)	1	Negligible
	Total	**10,000**	**100.00**

Financial information

Certain key financial indicators of TCS Five are set forth below:

(in ₹ million, unless specified otherwise)

Particulars	For the two months ended May 31, 2024**	For the Fiscal		
		2024**	2023*	2022*
Revenue from operations	Not available	Not available	N.A.	N.A.
Reserves	Not available	Not available	N.A.	N.A.
Total income	Not available	Not available	N.A.	N.A.
Profit/(Loss) after tax	Not available	Not available	N.A.	N.A.
Profit/(Loss) after tax margin (%)	Not available	Not available	N.A.	N.A.
Earnings per share (Basic) (in ₹)	Not available	Not available	N.A.	N.A.
Earnings per share (Diluted) (in ₹)	Not available	Not available	N.A.	N.A.

** TCS Five was incorporated in the Financial Year 2024. Therefore, the key financial indicators for the Financial Years 2022 and 2023 are not applicable.*
*** Section 2(41) of the Companies Act 2013 provides that financial year in relation to any company means the period ending on March 31 every year, however, if a company has been incorporated on or after January 1 of a particular year, the period ending on March 31 of the following year, may be considered as the financial year for the purpose of preparing financial statements. Accordingly, as TCS Five was incorporated on January 6, 2023, the company is in the process of preparing its financial statements for the Financial Year ended March 31, 2024.*

Accumulated profits or losses

There are no accumulated profits or losses of TCS Five that have not been accounted for by our Company in the

Restated Consolidated Financial Information.

II. *Indirect Subsidiaries*

1. *Schloss Udaipur Private Limited*

Corporate information

Schloss Udaipur was incorporated as a private limited company on March 20, 2019, under the Companies Act 2013 with the RoC. The registered office of Schloss Udaipur is at the Leela Palace, Diplomatic Enclave, Africa Avenue, Netaji Nagar, South Delhi, New Delhi, Delhi 110 023, India. Its CIN is U55101DL2019PTC347495.

Nature of business

Schloss Udaipur is authorised to engage in the business of hotel and resort management, and rendering technical, managerial and advisory services in relation to construction and / or operations of hotels and resorts.

Capital structure

As on the date of this Draft Red Herring Prospectus, the authorised share capital of Schloss Udaipur is ₹ 147,500,000 divided into 14,750,000 equity shares bearing face value of ₹ 10 each. The issued, subscribed and paid-up equity share capital of Schloss Udaipur is ₹ 79,571,420 divided into 7,957,142 equity shares bearing face value of ₹ 10 each.

Shareholding pattern

Sr. No.	Name of the shareholder	No. of equity shares bearing face value of ₹ 10 each	Percentage of equity shareholding (%)
1.	Schloss Chanakya Private Limited	7,957,136	100.00
2.	Schloss HMA Private Limited (as a nominee of Schloss Chanakya Private Limited)	1	Negligible
3.	Schloss Chennai Private Limited (as a nominee of Schloss Chanakya Private Limited)	1	Negligible
4.	Leela Palaces and Resorts Limited (as a nominee of Schloss Chanakya Private Limited)	1	Negligible
5.	Schloss Tadoba Private Limited (as a nominee of Schloss Chanakya Private Limited)	1	Negligible
6.	Schloss Gandhinagar Private Limited (as a nominee of Schloss Chanakya Private Limited)	1	Negligible
7.	Tulsi Palace Resort Private Limited (as a nominee of Schloss Chanakya Private Limited)	1	Negligible
	Total	**7,957,142**	**100.00**

Financial information

Certain key financial indicators of Schloss Udaipur are set forth below:

(in ₹ million, unless specified otherwise)

Particulars	For the two months ended May 31, 2024	For the Fiscal		
		2024	2023	2022
Revenue from operations	83.03	953.46	900.43	644.52
Reserves	1,201.41	1,243.80	1,217.46	1,170.51
Total income	106.87	1,077.87	1,035.45	729.86
Profit/(Loss) after tax	(35.89)	27.31	45.63	(97.51)
Profit/(Loss) after tax margin (%)	(34)	3	4	(13)
Earnings per share (Basic) (in ₹)	(4.51)	3.43	5.73	(12.25)
Earnings per share (Diluted) (in ₹)	(4.51)	3.43	5.73	(12.25)

Accumulated profits or losses

There are no accumulated profits or losses of Schloss Udaipur that have not been accounted for by our Company in the Restated Consolidated Financial Information.

2. Tulsi Palace Resort Private Limited

Corporate information

TPRPL was incorporated as a private limited company on October 19, 2012, under the Companies Act 1956 with the RoC. The registered office of TPRPL is at Tower - 4, Third Floor, Equinox Business Park, Kurla West, Kurla, Mumbai, Maharashtra, India, 400070. Its CIN is U55101MH2012PTC412645.

Nature of business

TPRPL is authorised to engage in the business of owning, constructing, managing hotels, heritage hotels and act as collaborators, technicians of any hotel.

Capital structure

As on the date of this Draft Red Herring Prospectus, the authorised share capital of TPRPL is ₹ 260,000,000 divided into 26,000,000 equity shares bearing face value of ₹ 10 each. The issued, subscribed and paid-up equity share capital of TPRPL is ₹ 125,752,780 divided into 12,575,278 equity shares bearing face value of ₹ 10 each.

Shareholding pattern

Sr. No.	Name of the shareholder	No. of equity shares bearing face value of ₹ 10 each	Percentage of equity shareholding (%)
1.	Schloss Chanakya Private Limited	12,575,272	100.00
2.	Schloss Chennai Private Limited (as a nominee of Schloss Chanakya Private Limited)	1	Negligible
3.	Leela Palaces and Resorts Limited (as a nominee of Schloss Chanakya Private Limited)	1	Negligible
4.	Schloss Tadoba Private Limited (as a nominee of Schloss Chanakya Private Limited)	1	Negligible
5.	Schloss Gandhinagar Private Limited (as a nominee of Schloss Chanakya Private Limited)	1	Negligible
6.	Schloss HMA Private Limited (as a nominee of Schloss Chanakya Private Limited)	1	Negligible
7.	Schloss Udaipur Private Limited (as a nominee of Schloss Chanakya Private Limited)	1	Negligible
	Total	**12,575,278**	**100.00**

Financial information

Certain key financial indicators of TPRPL are set forth below:

(in ₹ million, unless specified otherwise)

Particulars	For the two months ended May 31, 2024*	For the Fiscal		
		2024	2023*	2022*
Revenue from operations	197.01	1,809.98	1,725.05	1,096.14
Reserves	5,043.98	5,041.90	4,651.79	191.47
Total income	211.78	1,936.50	1,825.64	1,149.08
Profit/(Loss) after tax	1.85	389.04	373.82	249.78
Profit/(Loss) after tax margin (%)	1	20	20	22
Earnings per share (Basic) (in ₹)	0.07	15.47	14.86	9.93
Earnings per share (Diluted) (in ₹)	0.07	15.47	14.86	9.93

50.00% equity share capital of TPRPL was acquired in May 2021, whereas the remaining 50.00% was acquired in May 2023. Hence, financial statements of TPRPL have been consolidated in the restated consolidated financial information from May 27, 2023 onwards. Accordingly, the above data for the two months period ended May 31, 2024 and for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, are for periods prior to TPRPL becoming our subsidiary.

**Financial statements for the two months ended May 31, 2024 and Fiscals 2024 and 2023 are in Ind AS whereas for the Fiscal 2022 are in Indian GAAP.*

Accumulated profits or losses

There are no accumulated profits or losses of TPRPL that have not been accounted for by our Company in the Restated Consolidated Financial Information.

3. *Aries Holdings (DIFC) Limited*

Corporate information

Aries Holdings was registered on November 2, 2023, under the laws of Dubai International Financial Centre. Its registration number is 7604. The registered office of Aries Holdings is situated at Unit L24-00, Level 24, ICD Brookfield Place, Dubai International Financial Centre, Dubai, United Arab Emirates.

Nature of business

Aries Holdings is engaged in the business of investment holding and is permitted to carry out investment activities under the laws of the Dubai International Financial Centre.

Capital structure

As on the date of this Draft Red Herring Prospectus, the issued, subscribed and paid-up equity share capital of Aries Holdings is USD 4,199 divided into 4,199 equity shares bearing face value of USD 1 each.

Shareholding pattern

Sr. No.	Name of the shareholder	No. of equity shares bearing face value of 1 USD each	Percentage of equity shareholding (%)
1.	Schloss Chennai Private Limited	4,199	100.00
	Total	**4,199**	**100.00**

Financial information

Certain key financial indicators of Aries Holdings are set forth below:

(in USD, unless specified otherwise)

Particulars	For the two months ended May 31, 2024**	For the Calendar Year		
		2024***	2023*	2022*
Revenue from operations	Not available	Not available	N.A.	N.A.
Reserves	Not available	Not available	N.A.	N.A.
Total income	Not available	Not available	N.A.	N.A.
Profit/(Loss) after tax	Not available	Not available	N.A.	N.A.
Profit/(Loss) after tax margin (%)	Not available	Not available	N.A.	N.A.
Earnings per share (Basic) (in ₹)	Not available	Not available	N.A.	N.A.
Earnings per share (Diluted) (in ₹)	Not available	Not available	N.A.	N.A.

* *Aries Holdings was incorporated in the Calendar Year 2023. Therefore, the key financial indicators for the Calendar Years 2022 and 2023 are not applicable.*
***Under the laws of the Dubai International Financial Centre, companies are required to prepare audited financial statements on a calendar year basis and any entity incorporated after June 30 of a particular year is not required to prepare audited financial statements for that year ended December 31. Accordingly, as Aries Holdings was incorporated on November 2, 2023, it has not prepared its audited financial statements for the Calendar Year ended December 31, 2023.*
*** *Under the laws of the Dubai International Financial Centre, companies are required to prepare audited financial statements on a calendar year basis. Thus, the audited financial statements for the Calendar Year ended December 31, 2024 shall be prepared after completion of the said period.*

Accumulated profits or losses

There are no accumulated profits or losses of Aries Holdings that have not been accounted for by our Company in the Restated Consolidated Financial Information.

III. *Joint Venture*

Lago Vue Srinagar Private Limited

Corporate information

Lago Vue Srinagar Private Limited ("**Lago Vue**") was incorporated as a private limited company on September 6, 2024, under the Companies Act 2013 with the RoC CPC. The registered office of Lago Vue is at The Leela Palace, Diplomatic Enclave, Africa Avenue, Netaji Nagar, South Delhi, New Delhi, Delhi 110 023, India. Its CIN is U55101DL2024PTC436514.

Nature of business

Lago Vue is authorised to engage in the business of hotels and other hospitality services and rendering technical, managerial and advisory services in relation to operations thereto.

Capital structure

As on the date of this Draft Red Herring Prospectus, the authorised share capital of Lago Vue is ₹ 500,000,000 divided into 50,000,000 equity shares ₹ 10 each. The issued, subscribed and paid-up equity share capital of Lago Vue is ₹ 180,100,000 divided into 18,010,000 equity shares bearing face value of ₹ 10 each.

Shareholding pattern

Sr. No.	Name of the shareholder	No. of equity shares bearing face value of ₹ 10 each	Percentage of equity shareholding (%)
1.	Leela Palaces and Resorts Limited	9005,000	50.00
2.	Other shareholder	9005,000	50.00
	Total	**18,010,000**	**100.00**

Financial information

Certain key financial indicators of Lago Vue are set forth below:

(in ₹ million, unless specified otherwise)

Particulars	For the two months ended May 31, 2024	For the Fiscal		
		2024	2023	2022
Revenue from operations	N.A.	N.A.	N.A.	N.A.
Reserves	N.A.	N.A.	N.A.	N.A.
Total income	N.A.	N.A.	N.A.	N.A.
Profit/(Loss) after tax	N.A.	N.A.	N.A.	N.A.
Profit/(Loss) after tax margin (%)	N.A.	N.A.	N.A.	N.A.
Earnings per share (Basic) (in ₹)	N.A.	N.A.	N.A.	N.A.
Earnings per share (Diluted) (in ₹)	N.A.	N.A.	N.A.	N.A.

** Lago Vue was incorporated on September 6, 2024. Therefore, the key financial indicators for the two months ended May 31, 2024, and Financial Years 2022, 2023, 2024 are not applicable.*

Other confirmations

Interest in our Company

As on the date of this Draft Red Herring Prospectus, except as disclosed in "***Restated Consolidated Financial Information – Note 41- Related Party Transactions***" on page 361, our Subsidiaries and Joint Venture do not have any: (a) business interest in our Company; or (b) related business transactions with our Company.

Common pursuits

Our Subsidiaries and Joint Venture are either engaged in or are authorised by their respective constitutional documents to engage in the same line of business as that of our Company. We shall adopt necessary procedures and practices as permitted by law to address any situations that may lead to conflict, as and when they arise. For further details see **"*Risk Factors* – *We have in the past entered into related-party transactions and may continue to do so in the future. We cannot assure you that we could not have achieved more favorable terms had such transactions not been entered into with related parties, which may adversely affect our business and results of operations*"** on page 45.

Agreements with Key Managerial Personnel, Senior Management, Promoters, Directors or any other employee

Except as disclosed below, as on date of this Draft Red Herring Prospectus, there are no agreements entered into by our Key Managerial Personnel, Senior Management, Promoters or Directors or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Outperformance plan

One of our Promoter Group entities, BSREP III India Ballet Holdings (DIFC) Limited ("**BIBHL**"), has adopted an outperformance plan ("**Outperformance Plan**"), pursuant to which BIBHL may reward certain identified employees of our Company and Subsidiaries, including certain of our Key Managerial Personnel, with cash awards based on the multiple of the invested capital and the aggregate sale proceeds received by BIBHL upon certain disposition events in relation to its interest in our Company, following relevant disposition event. These cash awards will be paid to such employees entirely by BIBHL through one or more of its affiliates. Our Company will seek the approval of the Board of Directors and the Shareholders in relation to the Outperformance Plan, post the listing of the Equity Shares, in compliance with Regulation 26(6) of the SEBI Listing Regulations. Further, our Company undertakes to make appropriate disclosures of awards made under the Outperformance Plan on an ongoing basis.

OUR MANAGEMENT

In terms of the Companies Act 2013 and the Articles of Association, our Company is authorised to have a minimum of three Directors and a maximum of 15 Directors. As on the date of this Draft Red Herring Prospectus, our Board has eight Directors, comprising one Whole-time Director, four Non-executive Directors and three Independent Directors (including one woman Non-executive Director and one woman Independent Director). The present composition of our Board and its committees is in accordance with the corporate governance requirements prescribed under the Companies Act and the SEBI Listing Regulations.

The following table sets forth details regarding our Board as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name, designation, address, occupation, date of birth, term, period of directorship and DIN	Age (in years)	Directorships in other companies
1.	**Deepak Parekh** *Designation*: Chairman and Independent Director *Address:* 4607, The Imperial Tower North, BB Nakashe Marg, Tardeo, Tulsiwadi, Mumbai 400 034, Maharashtra, India *Occupation*: Professional *Date of birth:* October 18, 1944 *Term:* Five years with effect from September 13, 2024 *Period of directorship:* Since September 13, 2024 *DIN:* 00009078	79	*Indian companies* ▪ Breach Candy Hospital Trust; ▪ HDFC Asset Management Company Limited; ▪ HDFC Capital Advisors Limited; ▪ HT Parekh Foundation; ▪ Indian Institute for Human Settlements; ▪ National Investment and Infrastructure Fund Limited; ▪ School of Ultimate Leadership Foundation; and ▪ Siemens Limited. *Foreign companies* ▪ DP World Limited, Dubai; ▪ Economic Zones World FZE, UAE; ▪ Emirates Investment Bank PJSC (Dubai); and ▪ Orient Insurance PJSC (Dubai).
2.	**Anuraag Bhatnagar** *Designation*: Whole-time Director and Chief Executive Officer *Address:* Plot - 791, Flat - 901, 9th Floor, 81 Aureate, Bandra (W), Mumbai 400 050, Maharashtra, India *Occupation*: Service *Date of birth:* September 9, 1965 *Term:* With effect from September 13, 2024, liable to retire by rotation *Period of directorship:* Since September 13, 2024 *DIN:* 07967035	59	*Indian companies* ▪ Leela Palaces and Resorts Limited; ▪ Schloss Chennai Private Limited; ▪ Schloss Gandhinagar Private Limited; ▪ Schloss HMA Private Limited; ▪ Schloss Tadoba Private Limited; ▪ Schloss Udaipur Private Limited; ▪ Transition Cleantech Services Four Private Limited; ▪ Transition Cleantech Services Five Private Limited; and ▪ Tulsi Palace Resort Private Limited. *Foreign companies* ▪ Nil
3.	**Ankur Gupta** *Designation*: Non-executive Director *Address:* 11, LIC Colony, Opposite Hotel Man Singh Palace, Ajmer 305 001, Rajasthan, India *Occupation*: Service *Date of birth:* October 30, 1982 *Term:* With effect from September 13, 2024, liable to retire by rotation	41	*Indian companies* ▪ Brookprop Management Services Private Limited *Foreign companies* ▪ Nil

Sr. No.	Name, designation, address, occupation, date of birth, term, period of directorship and DIN	Age (in years)	Directorships in other companies
	Period of directorship: Since September 13, 2024 *DIN:* 08687570		
4.	**Ananya Tripathi** *Designation*: Non-executive Director *Address:* 1J, Orchard Green Apartments, Amar Jyothi Layout, Domlur, Bengaluru 560 071, Karnataka, India *Occupation*: Service *Date of birth:* August 27, 1984 *Term:* With effect from May 29, 2024, liable to retire by rotation *Period of directorship:* Since May 29, 2024 *DIN:* 08102039	40	*Indian companies* ▪ Arvind Lifestyle Brands Limited; and ▪ Arvind Fashions Limited. *Foreign companies* ▪ Nil
5.	**Ashank Kothari** *Designation*: Non-executive Director *Address:* A1/ 801, Oxford Village, Wanwadi, Salunke Vihar Road, Pune 411 040, Maharashtra, India *Occupation*: Service *Date of birth:* August 20, 1990 *Term:* With effect from September 13, 2024, liable to retire by rotation *Period of directorship:* Since September 13, 2024 *DIN:* 08565174	34	*Indian companies* ▪ Nil *Foreign companies* ▪ Nil
6.	**Shai Zelering** *Designation*: Non-executive Director *Address:* 50 Riverside, 25A, New York, NY 10069 *Occupation*: Service *Date of birth:* June 5, 1974 *Term:* With effect from September 13, 2024, liable to retire by rotation *Period of directorship:* Since September 13, 2024 *DIN:* 10765188	50	*Indian companies* ▪ Nil *Foreign companies* ▪ Atlantis Paradise Island Bahamas; and ▪ Center Parcs
7.	**Mukesh Butani** *Designation*: Independent Director *Address:* N-134, Panchsheel Park, Panchsheel Enclave, South Delhi, Delhi 110 017, India *Occupation*: Professional *Date of birth:* May 2, 1964 *Term:* Five years with effect from September 13, 2024	60	*Indian companies* ▪ Bata India Limited; ▪ BMR Business Solutions Private Limited; ▪ Dabur India Limited; ▪ Hitachi Energy India Limited; ▪ International Tax Research and Analysis Foundation ▪ Latent View Analytics Limited; and ▪ United Spirits Limited. *Foreign companies*

Sr. No.	Name, designation, address, occupation, date of birth, term, period of directorship and DIN	Age (in years)	Directorships in other companies
	Period of directorship: Since September 13, 2024 *DIN:* 01452839		▪ Dabur International Limited; ▪ Graduate Management Admission Council; and ▪ Sheares Healthcare India Holdings Pte Limited.
8.	**Apurva Purohit** *Designation*: Independent Director *Address:* 1101, Signia Pearl, G Block, Bandra Kurla Complex, Bandra East, Mumbai 400 051, Maharashtra, India *Occupation*: Professional *Date of birth:* October 3, 1966 *Term:* Five years with effect from September 13, 2024 *Period of Directorship:* Since September 13, 2024 *DIN:* 00190097	57	*Indian companies* ▪ Aazol Ventures (Mumbai) Private Limited; ▪ L&T Technology Services Limited; ▪ LTI Mindtree Limited; ▪ Marico Limited; and ▪ Navin Fluorine International Limited. *Foreign companies* ▪ Nil

Brief profiles of our Directors

Deepak Parekh is the Chairman and Independent Director on our Board. He is an associate of the Institute of Chartered Accountants (England and Wales). He is on the board of several companies across diverse sectors including HDFC Life Insurance Company Limited. He has won several awards, including 'Padma Bhushan' conferred by the Government of India in 2006, 'Knight in the Order of the Legion of Honour', one of the highest distinctions conferred by the French Republic in 2009, '*Bundesverdienstkreuz*' (Germany's Cross of the Order of Merit), being one of the highest distinctions conferred by the Federal Republic of Germany in 2014. He was also the first international recipient of the Outstanding Achievement Award by Institute of Chartered Accountants in England and Wales in 2010 and he has also received the Lifetime Achievement Award at CNBC TV18's 15th India Business Leader Awards in 2020. Further, the Mayor of London named him as the first of a network of international ambassadors for championing London across the globe.

Anuraag Bhatnagar is the Whole-time Director and Chief Executive Officer of our Company. He holds a bachelor's degree in commerce from the University of Delhi and a diploma in hotel management, catering and nutrition from the Board of Technical Education, Delhi. He has also completed the Marriott Ascent Leadership Program conducted by Kenan-Flagler Business School, the University of North Carolina at Chapel Hill and an executive education program conducted by the Indian Institute of Management, Bangalore. He was previously associated with Starwood Hotels & Resorts India Private Limited, a subsidiary of Mariott International and with EIH Limited.

Ankur Gupta is a Non-executive Director on our Board. He holds a bachelor's degree in technology (chemical engineering) from the Indian Institute of Technology, Bombay and a master's degree in business administration from Columbia University, New York. He is a managing partner and head of Asia Pacific and Middle East for Brookfield's real estate business and country head for Brookfield in India. In these roles, he oversees all of Brookfield's activities in India and is responsible for investment activities and growth for Brookfield's real estate business in Asia Pacific and Middle East. He joined Brookfield in 2012 and he has worked on Brookfield's real business transactions spanning across India and North America.

Ananya Tripathi is a Non-executive Director on our Board. She holds a bachelor's degree of computer engineering from Army Institute of Technology, Pune and a post-graduate diploma in management from the Indian Institute of Management, Kozhikode. She was previously associated with Myntra Jabong India Private Limited as the chief strategy officer and head of category business, McKinsey & Company as associate principal.

Ashank Kothari is a Non-executive Director on our Board. He holds a bachelor of science degree in commerce from the University of Virginia. He is a managing director in Brookfield's real estate business in India, and is responsible for new investments, strategy and asset management initiatives across various real estate asset classes in India. He joined Brookfield in 2017 and he has led a wide range of investments across strategies at the platform, portfolio and property level including Brookfield's acquisition of RMZ's real estate assets and the growth of the Leela portfolio. Prior to joining Brookfield, he was associated with a global private equity firm in New York.

Shai Zelering is a Non-executive Director on our Board. He holds a bachelor's degree in science from Cornell University and a master's degree in business administration from J. L. Kellogg School of Management, Northwestern University. He joined Brookfield in 2014. He is currently a managing partner in Brookfield's real estate business, and is responsible for portfolio management activities for all hospitality properties in the U.S.

Mukesh Butani is an Independent Director on our Board. He holds a bachelor's degree in commerce from the University of Bombay and bachelor's degree in laws from Chaudhary Charan Singh University, Meerut. He is also a qualified chartered accountant. He co-founded BMR Legal, a tax law firm in India.

Apurva Purohit is an Independent Director on our Board. She holds a bachelor's degree in science from the University of Madras and a post graduate diploma in management from the Indian Institute of Management, Bangalore. She has authored the books titled "Lady, You're not a Man! – The Adventures of a Woman at Work" and "Lady, You're the Boss! - The Adventures of a Woman at Work (Part 2)". She has been named as one of the 'most powerful women in business' by Business Today and Fortune India. She has also received the 'Distinguished Alumni Award 2022' from the Indian Institute of Management, Bangalore in recognition of her contribution to industry and society. She has previously served as a director on boards of directors of Manipal Health Enterprises Private Limited, Midday Infomedia Limited and Music Broadcast Limited.

Relationship between Directors, Key Managerial Personnel and Senior Management

None of our Directors, Key Managerial Personnel and Senior Management are related to each other.

Arrangement or understanding with major shareholders, customers, suppliers or others

There is no arrangement or understanding with major Shareholders, customers, suppliers or others, pursuant to which any of our Director have been appointed.

Terms of Appointment of Directors

Terms of appointment of our Whole-time Director

Anuraag Bhatnagar

Pursuant to the resolutions passed by our Board on September 13, 2024 and by our Shareholders on September 17, 2024, Anuraag Bhatnagar is not entitled to receive any remuneration from our Company in his capacity as a Whole-time Director. However, he is entitled to receive the following remuneration and perquisites, in his capacity as the Chief Executive Officer of our Company:

Particulars	Amount (₹ in million) and perquisites
Remuneration	₹61.34 million per annum payable monthly subject to deduction of tax at source, along with gratuity, statutory bonus and employee state insurance or company medi-claim, as eligible and applicable
Bonus	Annual target cash bonus of ₹21.76 million, subject to deduction of tax at source, as applicable
Perquisites	A vehicle with driver for personal and professional use, medical insurance for self and family and club membership

Terms of appointment of our Non-executive Directors and Independent Directors

Our Non-executive Directors and Independent Directors may be entitled to receive (i) remuneration; (ii) sitting fees, as determined by our Board from time to time, for attending meetings of our Board and committees thereof; and (iii) reimbursements on account of out-of-pocket expenses as may be incurred by them for performing their duties as Directors, as applicable.

Pursuant to the resolution passed by our Board dated September 13, 2024, each of our Non-executive Directors and Independent Directors, is entitled to receive a sitting fees of ₹0.10 million per meeting for attending meetings of the Board and ₹0.08 million per meeting for attending meetings of the various committees of our Board.

Payment or benefit to Directors of our Company

Details of the sitting fees or other remuneration paid to our Directors in Fiscal 2024 are set forth below:

Remuneration to our Whole-time Director

Our Whole-time Director was appointed in Fiscal 2025, and accordingly no remuneration was paid by our Company to our Whole-time e Director for Fiscal 2024.

Remuneration to our Non-executive Directors and Independent Directors

Our Non-executive Directors and Independent Directors were appointed in Fiscal 2025, and accordingly no sitting fees or commission or remuneration was paid by our Company to our Independent Directors for Fiscal 2024.

Remuneration paid or payable by our Subsidiaries

Except for Anuraag Bhatnagar, our Whole-time Director who was paid remuneration of ₹ 55.29 million from our Subsidiary, Schloss HMA, none of our Directors have received or were entitled to receive any remuneration, sitting fees or commission from any of our Subsidiaries in Fiscal 2024. For further information, see "***Restated Consolidated Financial Information - Note 41 - Related Party Transactions***" on page 361.

Bonus or profit sharing plan for our Directors

Except as stated in "***- Terms of Appointment of our Whole-time Executive Director***" above, none of our Directors are party to any bonus or profit-sharing plan of our Company.

Shareholding of our Directors in our Company

None of our Directors hold any Equity Shares or Preference Shares in our Company as on the date of this Draft Red Herring Prospectus.

Contingent and deferred compensation payable to our Directors

There is no contingent or deferred compensation payable to our Directors for Fiscal 2024, which does not form part of their remuneration during Fiscal 2024.

Loans to Directors

None of our Directors have availed loans from our Company.

Service contracts with Directors

There are no service contracts entered into with any Directors, which provide for benefits upon termination of employment.

Interest of Directors

All our Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to them by our Company as well as sitting fees, if any, payable to them for attending meetings of our Board or a committee thereof, as well as to the extent of other remuneration and reimbursement of expenses, if any, payable to them.

Our Directors may also be interested to the extent of Equity Shares, if any (together with dividends in respect of such Equity Shares), held by the entities in which they are associated as partners, promoters, directors, proprietors, members or trustees, or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Offer and any dividend and other distributions payable in respect of such Equity Shares.

Our Directors may also be deemed to be interested to the extent of the directorships held by them in our Subsidiaries.

Interest in land and property

None of our Directors are interested in any property acquired or proposed to be acquired of or by our Company.

None of our Directors have any interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Interest in promotion or formation of our Company

None of our Directors have an interest in the promotion of our Company, as on the date of this Draft Red Herring Prospectus.

Confirmations

Our Directors are not, and during the five years prior to the date of this Draft Red Herring Prospectus, have not been on the board of any listed company whose shares have been/ were suspended from being traded on the stock exchange(s) during the term of their directorship in such company.

None of our Directors have been or are directors on the board of any listed companies which was or has been delisted from any stock exchange(s) during the term of their directorship in such companies. No consideration in cash or shares or otherwise has been paid, or agreed to be paid to any of our Directors, or to the firms or companies in which they are interested as a member by any person either to induce such director to become, or to help such director to qualify as a Director, or otherwise for services rendered by him/her or by the firm or company in which he/she is interested, in connection with the promotion or formation of our Company.

Changes in our Board during the last three years

The changes in our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below.

Name of Director	Date of change	Reasons
Madhav Sehgal	May 31, 2022	Appointment as Non-executive Director
Madhav Sehgal	November, 22, 2023	Re-designated from Non-executive Director to Whole-time Director
Ananya Tripathi	May 29, 2024	Appointment as Non-executive Director(1)
Madhav Sehgal	September 13, 2024	Resignation as Whole-time Director
Ravi Shankar	September 13, 2024	Resignation as Non-executive Director
Apurva Purohit	September 13, 2024	Appointment as Independent Director
Mukesh Butani	September 13, 2024	Appointment as Independent Director
Deepak Parekh	September 13, 2024	Appointment as Independent Director
Shai Zelering	September 13, 2024	Appointment as Non-executive Director(2)
Ashank Kothari	September 13, 2024	Appointment as Non-executive Director(2)
Ankur Gupta	September 13, 2024	Appointment as Non-executive Director(2)
Anuraag Bhatnagar	September 13, 2024	Re-designated from Non-executive Director to Whole-time Director

(1) The appointment was regularised by our Shareholders pursuant to their resolution dated May 30, 2024.
(2) The appointment was regularised by our Shareholders pursuant to their resolution dated September 17, 2024.

Borrowing Powers

Pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013 and our Articles of Association, subject to applicable laws and pursuant to the resolution passed by our Board dated August 9, 2024 and the special resolution passed by our Shareholders on August 12, 2024, our Board has been authorised to borrow money as and when required, from, including without limitation, any bank and/ or other financial institution and/or foreign lender and/or any body corporate, entity or authority, either in Indian National Rupees or in such foreign currencies as may be permitted by law from time to time, as may be deemed appropriate for an aggregate amount not exceeding the amount of ₹100,000 million, notwithstanding that money so borrowed together with the monies already borrowed by together with the monies already borrowed by our Company, if any (apart from temporary loans obtained by our Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of our Company and its free reserves since the provision became applicable.

Corporate Governance

As on the date of this Draft Red Herring Prospectus, there are eight Directors on our Board comprising one Whole-time Director, four Non-executive Directors and three Independent Directors.

Our Board functions either as a full board or through various committees constituted to oversee specific functions. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act 2013 in relation to the composition of our Board and constitution of committees thereof.

Our Company undertakes to take all necessary steps to continue to comply with all the applicable requirements of SEBI Listing Regulations and the Companies Act 2013.

Board committees

Our Company has constituted the following Board committees in terms of the SEBI Listing Regulations, and the Companies Act 2013:

(a) Audit Committee;

(b) Nomination and Remuneration Committee;

(c) Stakeholders' Relationship Committee;

(d) Risk Management Committee; and

(e) Corporate Social Responsibility Committee.

Audit Committee

The Audit Committee was constituted by way of a Board resolution dated September 16, 2024. The Audit Committee is in compliance with Section 177 and other applicable provisions of the Companies Act 2013 and Regulation 18 of the SEBI Listing Regulations. The Audit Committee currently comprises:

S. No.	Name	Designation	Position in the Committee
1.	Mukesh Butani	Independent Director	Chairperson
2.	Deepak Parekh	Chairman and Independent Director	Member
3.	Apurva Purohit	Independent Director	Member
4.	Ankur Gupta	Non-executive Director	Member

The Company Secretary shall act as the secretary to the Audit Committee.

Scope and terms of reference:

The Audit Committee shall have powers, including the following:

1) to investigate any activity within its terms of reference;

2) to seek information from any employee;

3) to obtain outside legal or other professional advice;

4) to secure attendance of outsiders with relevant expertise, if it considers necessary; and

5) such other powers as may be prescribed under the Companies Act 2013 and the SEBI Listing Regulations.

The Audit Committee shall be responsible for, among other things, as may be required by the stock exchange(s) from time to time, the following:

1) oversight of financial reporting process and the disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;

2) recommendation to our Board for appointment, re-appointment, replacement, remuneration and other terms of appointment of statutory auditors of the Company and the fixation of the audit fee;

3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;

4) examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

    a) matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act 2013;

b) changes, if any, in accounting policies and practices and reasons for the same;

c) major accounting entries involving estimates based on the exercise of judgment by management;

d) significant adjustments made in the financial statements arising out of audit findings;

e) compliance with listing and other legal requirements relating to financial statements;

f) disclosure of any related party transactions; and

g) modified opinion(s) in the draft audit report.

5) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the Offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter.

7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

8) approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed, by the independent directors who are members of the Audit Committee;

a) Recommend criteria for omnibus approval or any changes to the criteria for approval of the Board;

b) Make omnibus approval for related party transactions proposed to be entered into by the Company for every financial year as per the criteria approved;

c) Review of transactions pursuant to omnibus approval;

d) Make recommendation to the Board, where Audit Committee does not approve transactions other than the transactions falling under Section 188 of the Companies Act 2013.

Explanation: *The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act 2013.*

9) scrutiny of inter-corporate loans and investments;

10) valuation of undertakings or assets of the Company, wherever it is necessary;

11) evaluation of internal financial controls and risk management systems;

12) reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;

13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

14) discussion with internal auditors of any significant findings and follow-up thereon;

15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

17) looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

18) reviewing the functioning of the whistle blower mechanism;

19) monitoring the end use of funds raised through public offers and related matters;

20) overseeing the vigil mechanism established by the Company, with the chairperson of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

21) approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

22) reviewing the utilization of loans and/or advances from/investment by the Company in its subsidiary(/ies) exceeding ₹1,000,000,000 or 10% of the asset size of the subsidiary(/ies), whichever is lower including existing loans/ advances/ investments;

23) review the financial statements, in particular, the investments made by any unlisted subsidiary;

24) considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;

25) approving the key performance indicators ("**KPIs**") for disclosure in the offer documents, and approval of KPIs once every year, or as may be required under applicable law; and

26) carrying out any other functions required to be carried out by the Audit Committee as may be decided by the Board and/or as provided under the Companies Act 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted by way of a Board resolution dated September 16, 2024. The composition and the terms of reference of the Nomination and Remuneration Committee are in compliance with Section 178 and other applicable provisions of the Companies Act 2013 and Regulation 19 of the SEBI Listing Regulations. The Nomination and Remuneration Committee currently comprises:

S. No.	Name	Designation	Position in the Committee
1.	Deepak Parekh	Chairman and Independent Director	Chairperson
2.	Apurva Purohit	Independent Director	Member
3.	Ananya Tripathi	Non-executive Director	Member

Scope and terms of reference:

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to our Board a policy relating to the remuneration of the directors, key managerial personnel and other employees ("**Remuneration Policy**");

2) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

    a) use the services of external agencies, if required;

    b) consider candidates from a wide range of backgrounds, having due regard to diversity; and

c) consider the time commitments of the candidates.

3) Formulation of criteria for evaluation of performance of independent directors and the Board;

4) Devising a policy on Board diversity;

5) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director);

6) Analysing, monitoring and reviewing various human resource and compensation matters;

7) Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

8) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

9) recommend to the board, all remuneration, in whatever form, payable to senior management;

10) Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time;

11) The Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that:

a) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

12) Perform such functions as are required to be performed under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, including the following:

a) administering any existing and proposed employee stock option schemes formulated by the Company from time to time (the "**Plan**");

b) determining the eligibility of employees to participate under the Plan;

c) granting options to eligible employees and determining the date of grant;

d) determining the number of options to be granted to an employee;

e) determining the exercise price under the Plan; and

f) construing and interpreting the Plan and any agreements defining the rights and obligations of the Company and eligible employees under the Plan, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the Plan.

13) Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.

14) Carrying out any other activities as may be delegated by the Board of Directors of the Company, functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was reconstituted by a resolution of our Board dated September 16, 2024. The composition and terms of reference of the Stakeholders' Relationship Committee are in compliance with Section 178 of the Companies Act 2013 and Regulation 20 of the SEBI Listing Regulations. The Stakeholders' Relationship Committee currently comprises:

S. No.	Name	Designation	Position in the Committee
1.	Deepak Parekh	Chairman and Independent Director	Chairperson
2.	Ankur Gupta	Non-executive Director	Member
3.	Ananya Tripathi	Non-executive Director	Member

Scope and terms of reference:

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required by the under applicable law, the following:

1) considering and looking into various aspects of interest of shareholders, debenture holders and other security holders including review of statutory compliance relating to all security holders;

2) resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, approving issue of new/duplicate certificates, general meetings etc.;

3) giving effect to allotment of equity shares, approval of transfer or transmission of equity shares, debentures or any other securities and oversee and review the matters related thereto;

4) issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;

5) review of measures taken for effective exercise of voting rights by shareholders;

6) review of adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar and share transfer agent and overseeing their performance;

7) review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends, transfer of unclaimed amounts to the Investor Education and Protection Fund and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;

8) recommend measures for overall improvement of the quality of investor services; and

9) carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the Companies Act 2013 or the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Risk Management Committee

The Risk Management Committee was reconstituted by a resolution of our Board dated September 16, 2024. The composition and terms of reference of the Risk Management Committee are in compliance with Regulation 21 of the SEBI Listing Regulations. The Risk Management Committee currently comprises:

S. No.	Name	Designation	Position in the Committee
1.	Mukesh Butani	Independent Director	Chairperson
2.	Ashank Kothari	Non-executive Director	Member

3.	Ananya Tripathi	Non-executive Director	Member
4.	Ravi Shankar	Head - Asset Management and Chief Financial Officer	Member

Scope and terms of reference:

1) Review, assess and formulate the risk management system and policy of the Company from time to time and recommend for an amendment or modification thereof, which shall include:

    a) a framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, environment, social and governance related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;

    b) measures for risk mitigation including systems and processes for internal control of identified risks; and

    c) business continuity plan;

2) Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

3) Monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

4) Periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity, and recommend for any amendment or modification thereof, as necessary;

5) Keep the Board of the Company informed about the nature and content of its discussions, recommendations and actions to be taken;

6) Review the appointment, removal and terms of remuneration of the Chief Risk Officer (if any);

7) To implement and monitor policies and/or processes for ensuring cyber security;

8) To coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board; and

9) Any other similar or other functions as may be laid down by Board from time to time and/or as may be required under applicable law, as and when amended from time to time, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was reconstituted by a resolution of our Board dated September 16, 2024. The composition and terms of reference of the Corporate Social Responsibility Committee are in compliance with Section 135 and other applicable provisions of the Companies Act 2013. The Corporate Social Responsibility Committee currently comprises:

S. No.	Name	Designation	Position in the Committee
1.	Apurva Purohit	Independent Director	Chairperson
2.	Anuraag Bhatnagar	Whole-time Director and Chief Executive Officer	Member
3.	Ananya Tripathi	Non-executive Director	Member

Scope and terms of reference:

The Corporate Social Responsibility Committee shall be authorized to perform the following functions:

1) formulate and recommend to the Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act 2013,

and the rules made thereunder, each as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;

2) review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a);

3) monitor the Corporate Social Responsibility Policy of the Company from time to time;

4) identifying corporate social responsibility policy partners and corporate social responsibility policy programmes;

5) the Corporate Social Responsibility Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which shall include the following:

   a) the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act 2013;

   b) the manner of execution of such projects or programmes as specified in the rules notified under the Companies Act 2013;

   c) the modalities of utilisation of funds and implementation schedules for the projects or programmes;

   d) monitoring and reporting mechanism for the projects or programmes; and

   e) details of need and impact assessment, if any, for the projects undertaken by the Company.

   Provided that the Board may alter such plan at any time during the financial year, as per the recommendation of its Corporate Social Responsibility Committee, based on the reasonable justification to that effect; and

6) any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time and/or as may be required under applicable law, as and when amended from time to time.

In addition to the above, our Company has also constituted an IPO Committee.

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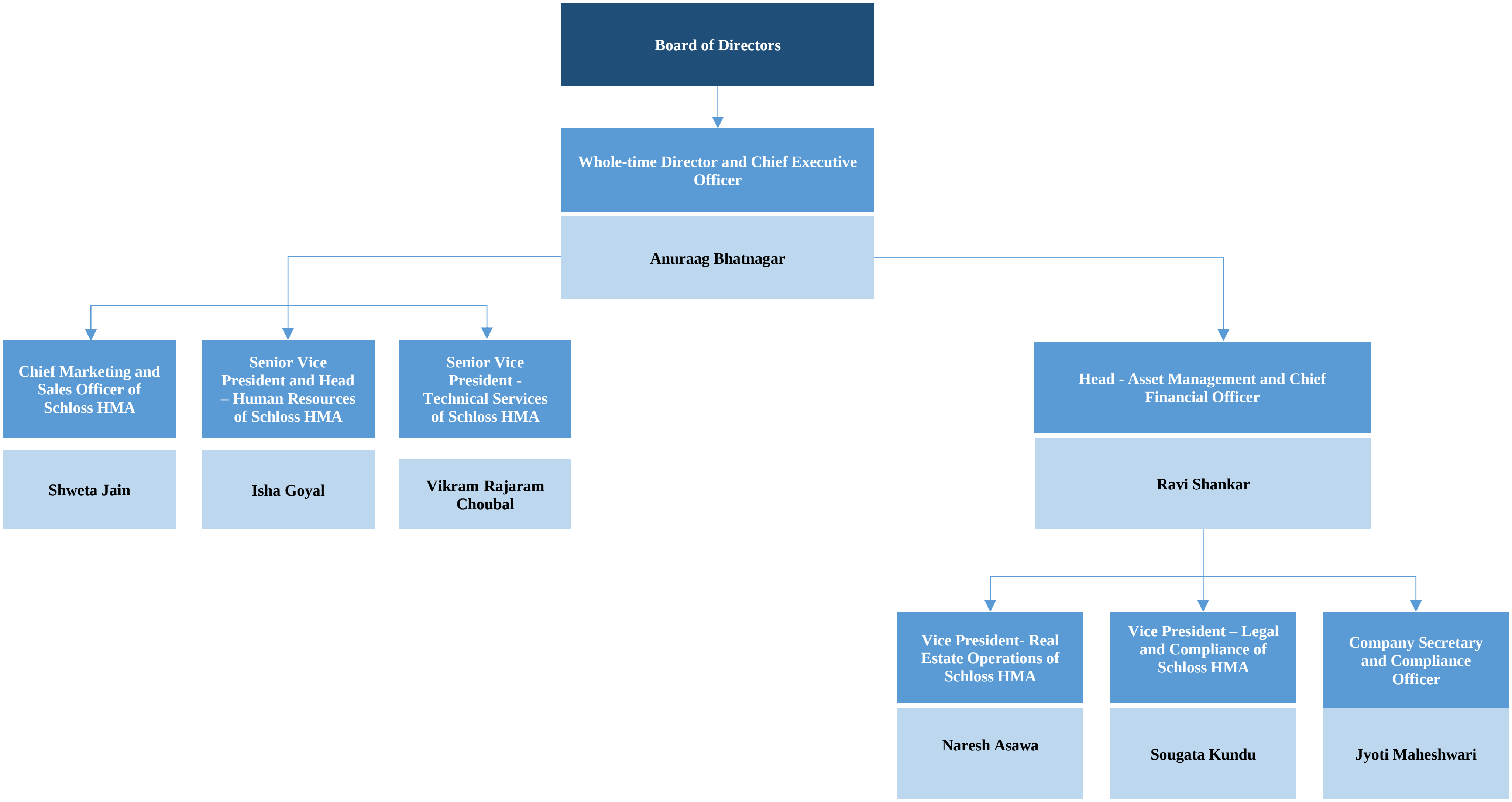
Management Organization Chart



Key Managerial Personnel and Senior Management

Key Managerial Personnel

The details of the Key Managerial Personnel, as of the date of this Draft Red Herring Prospectus are as follows:

In addition to Anuraag Bhatnagar, our Whole-time Director, whose details are provided in "***Brief Profiles of our Directors***" above, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are set forth below:

Ravi Shankar is our Head - Asset Management and Chief Financial Officer. He has been associated with Leela group since January 2, 2020. He is responsible for the asset management, risk and compliance and the overall financial performance of our Company. He holds a bachelor's degree in commerce from the University of Delhi and a bachelor's degree in law from Manav Bharti University, Solan. He is an associate of the Institute of Chartered Accountants of India. Prior to joining our Company, he was associated with Meraas Hotels and Resorts LLC as its chief financial officer, Starwood Hotels & Resorts India Private Limited (a subsidiary of Mariott International Inc.) as its regional director, openings (Asia Pacific, excluding China), Abjar Hotels International LLC as its chief financial officer. He was transferred to our Company from Schloss HMA with effect from September 13, 2024. In Fiscal 2024, he received an aggregate compensation of ₹21.25 million from Schloss HMA.

Jyoti Maheshwari is our Company Secretary and Compliance Officer. She has been associated with Leela group since October 7, 2021. She is responsible for the secretarial and regulatory compliance functions of our Company. She holds a bachelor's degree in commerce from the University of Delhi. She is an associate of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. Prior to joining our Company, she was associated with Noveltech Feeds Private Limited as its company secretary, chief compliance officer and head of treasury, Seamec Limited as its deputy general manager (finance & accounts), Vikas Global One Limited as its company secretary and manager of corporate affairs. She was also previously associated with Promod (India) Private Limited and SSIPL Retail Limited. She was transferred to our Company from Schloss HMA with effect from September 13, 2024. In Fiscal 2024, She received an aggregate compensation of ₹4.90 million from Schloss HMA.

Senior Management

In addition to our Chief Financial Officer and our Company Secretary and Compliance Officer, who are also our Key Managerial Personnel and whose details have been disclosed above, the details of our Senior Management as on the date of this Draft Red Herring Prospectus are set forth below.

Vikram Rajaram Choubal is the Senior Vice President – Technical Services of Schloss HMA. He has been associated with Schloss HMA since October 1, 2020. He is responsible for the designing and planning of various ongoing and upcoming projects. He received the certificate of competency (marine engineer officer) from the Registrar General of Shipping and Seamen, Government of the United Kingdom of Great Britain and Northern Ireland. Prior to joining Schloss HMA, he was associated with EIH Limited as its vice president – engineering (west), Market City Resources Private Limited as its vice president – engineering, Indian Hotels Company Limited as its vice president - projects and Marriott Hotels India Private Limited as its vice president – project management. In Fiscal 2024, he received an aggregate compensation of ₹ 15.04 million.

Shweta Jain is the Chief Marketing and Sales Officer of Schloss HMA. She has been associated with Schloss HMA since April 29, 2024. She is responsible for the sales and marketing functions. She has passed the final examination for bachelor's degree in commerce from Barkatullah Vishwavidyalaya, Bhopal and holds a master's degree in business administration from Institute of Management Studies, Devi Ahilya Vishwavidyalaya, Indore. Further, she has completed the Oxford Leading Sustainable Corporations Programme developed by Said Business School, University of Oxford. Prior to joining Schloss HMA, she was associated with William Grant & Sons India Private Limited as head of marketing, United Spirits Limited as its chief business development officer – luxury reserve craft & strategic accounts and Pernod Ricard Indian Private Limited as its assistant general manager - marketing. Further, she was appointed in Fiscal 2025, and accordingly she did not receive any compensation in Fiscal 2024.

Isha Goyal is the Senior Vice President and Head – Human Resources of Schloss HMA. She has been associated with Schloss HMA since July 11, 2024. She is responsible for overseeing the implementation of HR policies and practices to attract, develop and retain talent. She holds a bachelor's degree in science from the University of Delhi and a post graduate diploma in management from Symbiosis Centre for Management & Human Resource

Development. Prior to joining Schloss HMA, she was associated with Godrej Consumer Products Limited as head - human resources, India and SAARC region, ACC Limited as its chief manager and Glenmark Pharmaceuticals Limited as manager - human resources. Further, she was appointed in Fiscal 2025, and accordingly she did not receive any compensation in Fiscal 2024.

Sougata Kundu is the Vice President - Legal and Compliance of Schloss HMA. He has been associated with Schloss HMA since June 9, 2023. He is responsible for the legal and compliance functions. He holds a bachelor's degree in social, legal sciences and bachelor's degree in laws from the University of Pune. Prior to joining Schloss HMA, he was associated with OYO Hotels and Homes Private Limited as vice president – legal/ litigation, JSA Advocates & Solicitors as a senior associate, Desai & Diwanji as a senior associate, Vaish Associates, Advocates as a senior associate, Pricewaterhouse Coopers Private Limited as an associate, and Jahnvi e-Ventures Private Limited as a legal consultant. In Fiscal 2024, he received an aggregate compensation of ₹ 7.11 million.

Naresh Asawa is the Vice President - Real Estate Operations of Schloss HMA. He has been associated with Schloss HMA since March 1, 2022. He is responsible for property management, asset upgradation, ESG initiatives and maintenance of facilities of the hotels. He holds a bachelor's degree in engineering from the University of Mumbai and a diploma in business management from S, P. Mandali's Welingkar Institute of Management Development & Research, Mumbai. Further, he has completed the executive development programme in strategic management conducted by the Indian Institute of Management, Kashipur and the ESG professional: impact leader programme certified by the Indian Institute of Corporate Affairs. Prior to joining Schloss HMA, he has worked with Equinox Business Parks Private Limited as senior general manager – operations, EIH Limited as engineer and Taj Mahal Palace & Tower, Mumbai as trainee - engineer. In Fiscal 2024, he received an aggregate compensation of ₹ 5.92 million.

Status of Key Managerial Personnel and Senior Management

Except for our Senior Management who are employees of our Subsidiary, Schloss HMA, all our Key Managerial Personnel are permanent employees of our Company.

Bonus or profit sharing plan for the Key Managerial Personnel and Senior Management

Except as disclosed above under ***"Our Management - Terms of appointment of our Whole-time Director***" and as below, none of our Key Managerial Personnel or Senior Management are party to any bonus or profit-sharing plan of our Company:

Shareholding of Key Managerial Personnel and Senior Management in our Company

None of our Key Managerial Personnel or Senior Management hold any Equity Shares or Preference Shares in our Company as on the date of this Draft Red Herring Prospectus.

Service Contracts with Key Managerial Personnel and Senior Management

Our Company has not entered into any service contracts, pursuant to which its Key Managerial Personnel or Senior Management are entitled to benefits upon termination of employment. Except statutory benefits upon termination of their employment in our Company or superannuation, no Key Managerial Personnel or Senior Management are entitled to any benefit upon termination of employment or superannuation.

Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management

Except for the variable component of the compensation for the months from January, 2024 to March, 2024[*], there is no contingent or deferred compensation payable to our Key Managerial Personnel or Senior Management, which accrued in Fiscal 2024.

**Our Company follows a calendar year pay-out for the remuneration of our Key Managerial Personnel and Senior Management. Therefore, the variable pay for the period of January, 2024 to March, 2024 will be paid to our Key Managerial Personnel and Senior Management in the first quarter of the Fiscal 2026.*

Arrangements and understanding with major shareholders, customers, suppliers or others

None of the Key Managerial Personnel or Senior Management of our Company have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Interest of Key Managerial Personnel and Senior Management

Other than as provided in "– ***Interest of Directors***" above on page 272, none of our Key Managerial Personnel or Senior Management have any interest in our Company except to the extent of their remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them in the ordinary course of business. Our Key Managerial Personnel or Senior Management may also be deemed to be interested to the extent of options to be granted to them under the ESOP Scheme. For details, see "***Capital Structure – Employee Stock Option Scheme***" on page 106.

Our Key Managerial Personnel and Senior Management may also be deemed to be interested to the extent of the directorships held by them in our Subsidiaries and the Joint Venture.

Changes in Key Managerial Personnel or Senior Management during the last three years

Other than the changes in our Executive Director under "***Our Management - Changes to our Board in the last three years***" above and as set forth below, there are no other changes in our Key Managerial Personnel or Senior Management in the three years immediately preceding the date of this Draft Red Herring Prospectus:

Name	Date	Reason
Naresh Asawa	September 1, 2023	Appointment as Vice President - Real Estate Operations of Schloss HMA
Sougata Kundu	June 9, 2023	Appointment as Vice President - Legal and Compliance of Schloss HMA
Anand Upadhyay	June 16, 2023	Appointment as our company secretary
Shweta Jain	April 29, 2024	Appointment as Chief Marketing and Sales Officer of Schloss HMA
Isha Goyal	July 11, 2024	Appointment as Senior Vice President and Head – Human Resources of Schloss HMA
Anand Upadhyay	September 13, 2024	Resignation as our company secretary
Anuraag Bhatnagar	September 13, 2024	Appointment as Chief Executive Officer
Ravi Shankar	September 13, 2024	Appointment as Head Asset Management and Chief Financial Officer
Jyoti Maheshwari	September 13, 2024	Appointment as our Company Secretary
Jyoti Maheshwari	September 16, 2024	Appointment as Compliance Officer

Employee stock option and stock purchase schemes

For details of the employee stock option scheme of our Company, see "***Capital Structure – Employee Stock Option Scheme***" on page 106.

Payment or benefit to Key Managerial Personnel and Senior Management of our Company

No amount or benefit has been paid or given to any officer of our Company within the two years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

OUR PROMOTERS AND PROMOTER GROUP

The Promoters of our Company are as follows:

1. Project Ballet Bangalore Holdings (DIFC) Pvt Ltd;
2. BSREP III Joy (Two) Holdings (DIFC) Limited;
3. BSREP III Tadoba Holdings (DIFC) Pvt Ltd;
4. Project Ballet Chennai Holdings (DIFC) Pvt Ltd;
5. Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd;
6. Project Ballet HMA Holdings (DIFC) Pvt Ltd; and
7. Project Ballet Udaipur Holdings (DIFC) Pvt Ltd.

As on the date of this Draft Red Herring Prospectus, our Promoters hold in aggregate 175,985,315 Equity Shares bearing face value of ₹ 10 each, which constitutes 99.99% of the issued, subscribed and paid-up Equity Share capital of our Company. Further, as on the date of this Draft Red Herring Prospectus, our Promoters hold in aggregate 622,103,028 CCPS bearing face value of ₹ 100 each, which in aggregate will be converted into a maximum of 744,587,702 Equity Shares bearing face value of ₹ 10 each, prior to filing of the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations. Such maximum number of Equity Shares to be issued pursuant to conversion of CCPS has been determined on the basis of the minimum value of Equity Shares at which the conversion shall take place in accordance with the FEMA. The final number of Equity Shares that such CCPS will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of the CCPS. For details on shareholding of our Promoters in our Company, see "***Capital Structure – History of the share capital held by the Promoters' - Build-up of Promoter's shareholding in our Company***" on page 98.

Details of our Promoters

I. Project Ballet Bangalore Holdings (DIFC) Pvt Ltd

Corporate information

Project Ballet Bangalore Holdings (DIFC) Pvt Ltd was registered on November 3, 2020 under the laws of the Dubai International Financial Centre. Its registration number is 4198, and PAN is AALCP6131F. The registered office of Project Ballet Bangalore Holdings (DIFC) Pvt Ltd is at Unit L24-00, Level 24, ICD Brookfield Place, Dubai International Financial Centre, P.O. Box 507234, Dubai, United Arab Emirates.

Nature of business

Project Ballet Bangalore Holdings (DIFC) Pvt Ltd is engaged in the business of investment holding and it is permitted to carry out investment activities under the laws of the Dubai International Financial Centre. There has been no change in business activities of Project Ballet Bangalore Holdings (DIFC) Pvt Ltd.

Board of directors

The board of directors of Project Ballet Bangalore Holdings (DIFC) Pvt Ltd as on the date of this Draft Red Herring Prospectus are as follows:

S. No.	Name of the director	Designation
1.	Aanandjit Sunderaj	Director
2.	Ashwath Vikram	Director
3.	Kriti Doshi	Director
4.	Jonathan Mills	Director

Shareholding pattern

The shareholding pattern of Project Ballet Bangalore Holdings (DIFC) Pvt Ltd as on the date of this Draft Red Herring Prospectus is as provided below:

Equity shares

S. No.	Name of shareholder	Number of shares bearing face value of USD 1 each	Percentage of shareholding (%)
1.	BSREP III India Ballet Holdings (DIFC) Limited	455,855	100.00

Preference shares

S. No.	Name of shareholder	Number of shares bearing face value of USD 1 each	Percentage of shareholding (%)
1.	BSREP III India Ballet Holdings (DIFC) Limited	8,661,263	100.00

Details of change in control

There has been no change in the control of Project Ballet Bangalore Holdings (DIFC) Pvt Ltd in the three years preceding the date of this Draft Red Herring Prospectus.

Promoter

The promoter of Project Ballet Bangalore Holdings (DIFC) Pvt Ltd is BSREP III India Ballet Holdings (DIFC) Limited. For further details on BSREP III India Ballet Holdings (DIFC) Limited, see "***- Promoter of our Promoters***" on page 292.

Our Company confirms that the PAN, bank account number, company registration number of Project Ballet Bangalore Holdings (DIFC) Pvt Ltd, to the extent applicable, along with the address of Dubai International Financial Centre where Project Ballet Bangalore Holdings (DIFC) Pvt Ltd is registered will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

II. BSREP III Joy (Two) Holdings (DIFC) Limited

Corporate information

BSREP III Joy (Two) Holdings (DIFC) Limited was registered on November 1, 2020 under the laws of the Dubai International Financial Centre. Its registration number is 4186 and PAN is AAJCB5150E. The registered office of BSREP III Joy (Two) Holdings (DIFC) Limited is situated at Unit L24-00, Level 24, ICD Brookfield Place, Dubai International Financial Centre, P.O. Box 507234, Dubai, United Arab Emirates.

Nature of business

BSREP III Joy (Two) Holdings (DIFC) Limited is engaged in the business of investment holding and it is permitted to carry out investment activities under the laws of the Dubai International Financial Centre. There has been no change in business activities BSREP III Joy (Two) Holdings (DIFC) Limited.

Board of directors

The board of directors of BSREP III Joy (Two) Holdings (DIFC) Limited as on the date of this Draft Red Herring Prospectus are as follows:

S. No.	Name of the director	Designation
1.	Aanandjit Sunderaj	Director
2.	Ashwath Vikram	Director
3.	Kriti Doshi	Director
4.	Jonathan Mills	Director

Shareholding pattern

The shareholding pattern of BSREP III Joy (Two) Holdings (DIFC) Limited as on the date of this Draft Red Herring Prospectus is as provided below:

Equity shares

S. No.	Name of shareholder	Number of shares bearing face value of USD 1 each	Percentage of shareholding (%)
1.	BSREP III India Ballet Holdings (DIFC) Limited	373,364	100.00

Preference shares

S. No.	Name of shareholder	Number of shares bearing face value of USD 1 each	Percentage of shareholding (%)
1.	BSREP III India Ballet Holdings (DIFC) Limited	9,975,955	100.00

Details of change in control

There has been no change in the control of BSREP III Joy (Two) Holdings (DIFC) Limited in the three years preceding the date of this Draft Red Herring Prospectus.

Promoter

The promoter of BSREP III Joy (Two) Holdings (DIFC) Limited is BSREP III India Ballet Holdings (DIFC) Limited. For further details on BSREP III India Ballet Holdings (DIFC) Limited, see "***- Promoter of our Promoters***" on page 292.

Our Company confirms that the PAN, bank account number, company registration number of BSREP III Joy (Two) Holdings (DIFC) Limited along with the address of Dubai International Financial Centre where BSREP III JHL is registered will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

III. *BSREP III Tadoba Holdings (DIFC) Pvt Ltd*

Corporate information

BSREP III Tadoba Holdings (DIFC) Pvt Ltd was registered on July 18, 2021 under the laws of the Dubai International Financial Centre. Its registration number is 4893 and PAN is AAMCP2716K. The registered office of BSREP III Tadoba Holdings (DIFC) Pvt Ltd is situated at Unit L24-00, Level 24, ICD Brookfield Place, Dubai International Financial Centre, P.O. Box 507234, Dubai, United Arab Emirates.

Nature of business

BSREP III Tadoba Holdings (DIFC) Pvt Ltd is engaged in the business of investment holding and it is permitted to carry out investment activities under the laws of the Dubai International Financial Centre. There has been no change in business activities of BSREP III Tadoba Holdings (DIFC) Pvt Ltd.

Board of directors

The board of directors of BSREP III Tadoba Holdings (DIFC) Pvt Ltd as on the date of this Draft Red Herring Prospectus are as follows:

S. No.	Name of the director	Designation
1.	Aanandjit Sunderaj	Director
2.	Ashwath Vikram	Director
3.	Kriti Doshi	Director
4.	Jonathan Mills	Director

Shareholding pattern

The shareholding pattern of BSREP III Tadoba Holdings (DIFC) Pvt Ltd as on the date of this Draft Red Herring Prospectus is as provided below:

Equity shares

S. No.	Name of shareholder	Number of shares bearing face value of USD 1 each	Percentage of shareholding (%)
1.	BSREP III India Ballet Holdings (DIFC) Limited	3,329,311	100.00

Preference shares

S. No.	Name of shareholder	Number of shares bearing face value of USD 1 each	Percentage of shareholding (%)
1.	BSREP III India Ballet Holdings (DIFC) Limited	163,194,004	100.00

Details of change in control

There has been no change in the control of BSREP III Tadoba Holdings (DIFC) Pvt Ltd in the three years preceding the date of this Draft Red Herring Prospectus.

Promoter

The promoter of BSREP III Tadoba Holdings (DIFC) Pvt Ltd is BSREP III India Ballet Holdings (DIFC) Limited. For further details on BSREP III India Ballet Holdings (DIFC) Pvt Ltd, see "***- Promoter of our Promoters***" on page 292.

Our Company confirms that the PAN, bank account number, company registration number of BSREP III Tadoba Holdings (DIFC) Pvt Ltd along with the address of Dubai International Financial Centre where BSREP III Tadoba Holdings (DIFC) Pvt Ltd is registered will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

IV. Project Ballet Chennai Holdings (DIFC) Pvt Ltd

Corporate information

Project Ballet Chennai Holdings (DIFC) Pvt Ltd was registered on November 5, 2020 under the laws of the Dubai International Financial Centre. Its registration number is 4214 and PAN is AALCP6272B. The registered office of Project Ballet Chennai Holdings (DIFC) Pvt Ltd is situated at Unit L24-00, Level 24, ICD Brookfield Place, Dubai International Financial Centre, P.O. Box 507234, Dubai, United Arab Emirates.

Nature of business

Project Ballet Chennai Holdings (DIFC) Pvt Ltd is engaged in the business of investment holding and it is permitted to carry out investment activities under the laws of the Dubai International Financial Centre. There has been no change in business activities of Project Ballet Chennai Holdings (DIFC) Pvt Ltd.

Board of directors

The board of directors of Project Ballet Chennai Holdings (DIFC) Pvt Ltd on the date of this Draft Red Herring Prospectus are as follows:

S. No.	Name of the director	Designation
1.	Aanandjit Sunderaj	Director
2.	Ashwath Vikram	Director
3.	Kriti Doshi	Director
4.	Jonathan Mills	Director

Shareholding pattern

The shareholding pattern of Project Ballet Chennai Holdings (DIFC) Pvt Ltd as on the date of this Draft Red Herring Prospectus is as provided below:

Equity shares

S. No.	Name of shareholder	Number of shares bearing face value of USD 1 each	Percentage of shareholding (%)
1.	BSREP III India Ballet Holdings (DIFC) Limited	348,236	100.00

Preference shares

S. No.	Name of shareholder	Number of shares bearing face value of USD 1 each	Percentage of shareholding (%)
1.	BSREP III India Ballet Holdings (DIFC) Limited	10,133,268	100.00

Details of change in control

There has been no change in the control of Project Ballet Chennai Holdings (DIFC) Pvt Ltd in the three years preceding the date of this Draft Red Herring Prospectus.

Promoter

The promoter of Project Ballet Chennai Holdings (DIFC) Pvt Ltd is BSREP III India Ballet Holdings (DIFC) Limited. For further details on BSREP III India Ballet Holdings (DIFC) Limited, see "***- Promoter of our Promoters***" on page 292.

Our Company confirms that the PAN, bank account number, company registration number of Project Ballet Chennai Holdings (DIFC) Pvt Ltd along with the address of Dubai International Financial Centre where Project Ballet Chennai Holdings (DIFC) Pvt Ltd is registered will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

V. Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd

Corporate information

Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd was registered on November 3, 2020 under the laws of the Dubai International Financial Centre. Its registration number is 4199 and PAN is AALCP6130E. The registered office of Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd is situated at Unit L24-00, Level 24, ICD Brookfield Place, Dubai International Financial Centre, P.O. Box 507234, Dubai, United Arab Emirates.

Nature of business

Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd is engaged in the business of investment holding and it is permitted to carry out investment activities under the laws of the Dubai International Financial Centre. There has been no change in business activities of Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd.

Board of directors

The board of directors of Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd as on the date of this Draft Red Herring Prospectus are as follows:

S. No.	Name of the director	Designation
1.	Aanandjit Sunderaj	Director
2.	Ashwath Vikram	Director
3.	Kriti Doshi	Director
4.	Jonathan Mills	Director

Shareholding pattern

The shareholding pattern of Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd as on the date of this Draft Red Herring Prospectus is as provided below:

Equity shares

S. No.	Name of shareholder	Number of shares bearing face value of USD 1 each	Percentage of shareholding (%)
1.	BSREP III India Ballet Holdings (DIFC) Limited	51	100.00

Preference shares

S. No.	Name of shareholder	Number of shares bearing face value of USD 1 each	Percentage of shareholding (%)
1.	BSREP III India Ballet Holdings (DIFC) Limited	10,541,835	100.00

Details of change in control

There has been no change in the control of Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd in the three years preceding the date of this Draft Red Herring Prospectus.

Promoter

The promoter of Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd is BSREP III India Ballet Holdings (DIFC) Limited. For further details on BSREP III India Ballet Holdings (DIFC) Limited, see "***- Promoter of our Promoters***" on page 292.

Our Company confirms that the PAN, bank account number, company registration number of Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd along with the address of Dubai International Financial Centre where Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd is registered will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

VI. ***Project Ballet HMA Holdings (DIFC) Pvt Ltd***

Corporate information

Project Ballet HMA Holdings (DIFC) Pvt Ltd was registered on November 3, 2020 under the laws of the Dubai International Financial Centre. Its registration number is 4200 and PAN is AALCP6129R. The registered office of Project Ballet HMA Holdings (DIFC) Pvt Ltd is situated at Unit L24-00, Level 24, ICD Brookfield Place, Dubai International Financial Centre, P.O. Box 507234, Dubai, United Arab Emirates.

Nature of business

Project Ballet HMA Holdings (DIFC) Pvt Ltd is engaged in the business of investment holding and it is permitted to carry out investment activities under the laws of the Dubai International Financial Centre. There has been no change in business activities of Project Ballet HMA Holdings (DIFC) Pvt Ltd.

Board of directors

The board of directors of Project Ballet HMA Holdings (DIFC) Pvt Ltd as on the date of this Draft Red Herring Prospectus are as follows:

S. No.	Name of the director	Designation
1.	Aanandjit Sunderaj	Director
2.	Ashwath Vikram	Director
3.	Kriti Doshi	Director
4.	Jonathan Mills	Director

Shareholding pattern

The shareholding pattern of Project Ballet HMA Holdings (DIFC) Pvt Ltd as on the date of this Draft Red Herring Prospectus is as provided below:

Equity shares

S. No.	Name of shareholder	Number of shares bearing face value of USD 1 each	Percentage of shareholding (%)
1.	BSREP III India Ballet Holdings (DIFC) Limited	654,973	100.00

Preference shares

S. No.	Name of shareholder	Number of shares bearing face value of USD 1 each	Percentage of shareholding (%)
1.	BSREP III India Ballet Holdings (DIFC) Limited	14,323,452	100.00

Details of change in control

There has been no change in the control of Project Ballet HMA Holdings (DIFC) Pvt Ltd in the three years preceding the date of this Draft Red Herring Prospectus.

Promoter

The promoter of Project Ballet HMA Holdings (DIFC) Pvt Ltd is BSREP III India Ballet Holdings (DIFC) Limited. For further details on BSREP III India Ballet Holdings (DIFC) Limited, see "***- Promoter of our Promoters***" on page 292.

Our Company confirms that the PAN, bank account number, company registration number of Project Ballet HMA Holdings (DIFC) Pvt Ltd along with the address of Dubai International Financial Centre where Project Ballet HMA Holdings (DIFC) Pvt Ltd is registered will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

VII. Project Ballet Udaipur Holdings (DIFC) Pvt Ltd

Corporate information

Project Ballet Udaipur Holdings (DIFC) Pvt Ltd was registered on November 4, 2020 under the laws of the Dubai International Financial Centre. Its registration number is 4210 and PAN is AALCP6273A. The registered office of Project Ballet Udaipur Holdings (DIFC) Pvt Ltd is situated at Unit L24-00, Level 24, ICD Brookfield Place, Dubai International Financial Centre, P.O. Box 507234, Dubai, United Arab Emirates.

Nature of business

Project Ballet Udaipur Holdings (DIFC) Pvt Ltd is engaged in the business of investment holding and it is permitted to carry out investment activities under the laws of the Dubai International Financial Centre. There has been no change in business activities of Project Ballet Udaipur Holdings (DIFC) *Pvt Ltd*.

Board of directors

The board of directors of Project Ballet Udaipur Holdings (DIFC) Pvt Ltd as on the date of this Draft Red Herring Prospectus are as follows:

S. No.	Name of the director	Designation
1.	Aanandjit Sunderaj	Director
2.	Ashwath Vikram	Director
3.	Kriti Doshi	Director
4.	Jonathan Mills	Director

Shareholding pattern

The shareholding pattern of Project Ballet Udaipur Holdings (DIFC) Pvt Ltd as on the date of this Draft Red Herring Prospectus is as provided below:

Equity shares

S. No.	Name of shareholder	Number of shares bearing face value of USD 1each	Percentage of shareholding (%)
1.	BSREP III India Ballet Holdings (DIFC) Limited	95,450	100.00

Preference shares

S. No.	Name of shareholder	Number of shares bearing face value of USD 1 each	Percentage of shareholding (%)
1.	BSREP III India Ballet Holdings (DIFC) Limited	3,587,020	100.00

Details of change in control

There has been no change in the control of Project Ballet Udaipur Holdings (DIFC) Pvt Ltd in the three years preceding the date of this Draft Red Herring Prospectus.

Promoter

The promoter of Project Ballet Udaipur Holdings (DIFC) Pvt Ltd is BSREP III India Ballet Holdings (DIFC) Limited. For further details on BSREP III India Ballet Holdings (DIFC) Limited, see "***- Promoter of our Promoters***" on page 292.

Our Company confirms that the PAN, bank account number, company registration number of Project Ballet Udaipur Holdings (DIFC) Pvt Ltd along with the address of Dubai Financial International Centre where Project Ballet Udaipur Holdings (DIFC) Pvt Ltd is registered will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

Promoter of our Promoters

BSREP III India Ballet Holdings (DIFC) Limited

BSREP III India Ballet Holdings (DIFC) Limited (***"BIBHL"***) was incorporated on October 27, 2020 under the laws of the Dubai International Financial Centre. Its registration number is 4182.

BIBHL is the holding company of each of our Promoters. It is owned and controlled by certain pooling vehicles which are ultimately owned and controlled by affiliates of Brookfield Asset Management Ltd. ("**Brookfield**") and Brookfield Corporation (*Formerly known as Brookfield Asset Management Inc.*) ("**Brookfield Corp**"). BIBHL is managed and/ or advised by affiliates of Brookfield and Brookfield Corp.

Brookfield and Brookfield Corp are currently listed on the New York Stock Exchange and The Toronto Stock Exchange. Brookfield and Brookfield Corp own interests in the Brookfield Group's flagship global alternative asset management business through Brookfield Asset Management ULC ("**BAM ULC**"). BAM ULC and/ or its affiliates act as the asset manager to all the private funds in the Brookfield Group**,** including BIBHL. Brookfield and Brookfield Corp are incorporated in Ontario, Canada and qualify as eligible Canadian issuers under the "Multijurisdictional Disclosure System" and as "foreign private issuers" (as defined under Rule 405 under the U.S. Securities Act and Rule 3b-4 under the U.S. Securities Exchange Act). As a result, Brookfield and Brookfield Corp comply with U.S. continuous reporting requirements by filing their respective Canadian disclosure documents with the U.S. Securities Exchange Commission.

Presently, no natural person holds fifteen percent or more of the voting rights in BIBHL on an aggregate basis.

Natural persons in control/ board of directors

As on the date of this Draft Red Herring Prospectus, there were no natural persons holding 15% or more of the voting rights of BSREP III India Ballet Holdings (DIFC) Limited.

The board of directors of BSREP III India Ballet Holdings (DIFC) Limited as on the date of this Draft Red Herring Prospectus are as follows:

S. No.	Name of the director	Designation
1.	Aanandjit Sunderaj	Director
2.	Ashwath Vikram	Director

S. No.	Name of the director	Designation
3.	Kriti Doshi	Director
4.	Jonathan Mills	Director

Details of change in control of our Company

Our Promoters are not the original Promoters of our Company. Project Ballet Bangalore Holdings (DIFC) Pvt Ltd acquired shareholding in our Company on March 30, 2022. For details of such acquisitions, see "***Capital Structure – Build-up of the Promoters' shareholding in our Company***" on page 98.

Further, pursuant to a resolution dated September 16, 2024, passed by our Board of Directors, (i) Project Ballet Bangalore Holdings (DIFC) Pvt Ltd, (ii) BSREP III Joy (Two) Holdings (DIFC) Limited, (iii) BSREP III Tadoba Holdings (DIFC) Pvt Ltd, (iv) Project Ballet Chennai Holdings (DIFC) Pvt Ltd, (v) Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd, (vi) Project Ballet HMA Holdings (DIFC) Pvt Ltd and (vii) Project Ballet Udaipur Holdings (DIFC) Pvt Ltd have been identified as Promoters of our Company.

Interests of Promoters

Our Promoters are interested in our Company to the extent they have promoted our Company and to the extent of their shareholding in our Company and any dividend declared thereon. For details of the shareholding of our Promoter in our Company, see "***Capital Structure – Build-up of the Promoters' shareholding in our Company***" on page 98.

Except as stated "***Restated Consolidated Financial Information – Note 41- Related Party Transactions***" on page 361, our Promoters have no interest in any property acquired by our Company during the three years preceding the date of this Draft Red Herring Prospectus, or proposed to be acquired, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Further, no sum has been paid or agreed to be paid to any of our Promoters or to any firm or company in which any of our Promoters are interested as a member, in cash or shares or otherwise by any person either to induce any of our Promoters to become, or qualify them as a director, or otherwise for services rendered by any our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Payments or benefits to our Promoters or members of our Promoter Group

Except as stated in, "***Restated Consolidated Financial Information – Note 41- Related Party Transactions***" on page 361, no amount or benefit has been paid or given to our Promoters or members of our Promoter Group during the two years preceding the filing of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or members of our Promoter Group.

Material guarantees given by our Promoters to third parties with respect to the Equity Shares bearing face value of ₹ 10 each

Our Promoters have not given any material guarantee to any third party with respect to the Equity Shares bearing face value of ₹ 10 each, as on the date of this Draft Red Herring Prospectus.

Companies or firms with which our Promoter have disassociated in the last three years

Our Promoters have not disassociated themselves from any company or firm during the three years preceding the date of this Draft Red Herring Prospectus.

Promoter Group

Our Promoters do not have any natural persons who are part of our Promoter Group. Other than our Promoters, the entity forming part of our Promoter Group (which does not include our Subsidiaries) is BSREP III India Ballet Holdings (DIFC) Limited.

DIVIDEND POLICY

The declaration and payment of dividend on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of our Articles of Association and the applicable laws including the Companies Act 2013 together with the applicable rules notified thereunder, as amended. The dividend policy of our Company was approved and adopted by our Board on September 18, 2024.

In accordance with the dividend policy, the declaration and payment of dividend, if any, will depend on a number of internal factors, including but not limited to profitability of our Company, accumulated reserves, earnings outlook, capital requirements, financial commitments and financial requirements including business expansion and/or diversification, acquisition of new businesses, liquidity position, applicable legal restrictions, cost of raising funds from alternate sources, cash flows and other factors considered relevant by our Board. In addition, the dividend, if any, will also depend on a number of external factors including but not limited to applicable laws and regulations including taxation laws, economic conditions, regulatory changes and prevalent market practices. For details in relation to risks involved in this regard, see *"**Risk Factors – Our indebtedness and the conditions and restrictions imposed by our financing arrangements could adversely affect our business, results of operations, growth prospects and financial condition**"* on [●].

Accordingly, our Company may not distribute dividend when there is absence or inadequacy of profits. Our Company may also, from time to time, pay interim dividends. The declaration and payment of dividends if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association of our Company, Companies Act 2013, including the rules notified thereunder and other applicable laws.

We have neither declared nor paid any dividends on the Equity Shares in any of the three Financial Years preceding the date of this Draft Red Herring Prospectus and until the date of this Draft Red Herring Prospectus.

SECTION V – FINANCIAL INFORMATION

RESTATED CONSOLIDATED FINANCIAL INFORMATION

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

The Board of Directors
Schloss Bangalore Limited (formerly known as "Schloss Bangalore Private Limited")
The Leela Palace, Diplomatic Enclave, Africa Avenue, Netaji Nagar,
South Delhi, New Delhi
Delhi, India, 110023

Dear Sirs

1. We, B S R & Co. LLP, Chartered Accountants ("we" or "us" or "B S R") have examined the attached Restated Consolidated Financial Information of Schloss Bangalore Limited (formerly known as "Schloss Bangalore Private Limited") (the "Company" or the "Issuer") and its subsidiaries (the Company and its subsidiaries together referred to as "the Group"), comprising the Restated Consolidated Statement of Assets and Liabilities as at 31 May 2024, 31 March 2024, 31 March 2023 and 31 March 2022, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Changes in Equity, the Restated Consolidated Statement of Cash Flows for the two months period ended 31 May 2024, and years ended 31 March 2024, 31 March 2023 and 31 March 2022, the material accounting policies, explanatory notes and annexures (collectively, the "Restated Consolidated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on 16 September 2024 for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") prepared by the Company in connection with the proposed initial public offering of equity shares of face value of Rs. 10 each of the Company comprising a fresh issue of equity shares and an offer for sale of equity shares held by the selling shareholder (the "Proposed Offer"), prepared in terms of the requirements of:

(a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act");

(b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations");

(c) the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI") (the "Guidance Note"); and

(d) E-mail dated October 28, 2021 from Securities and Exchange Board of India ("SEBI") to Association of Investment Bankers of India, instructing lead managers to ensure that companies provide consolidated financial statements prepared in accordance with Indian Accounting Standards (Ind-AS) for all the three years and stub period (hereinafter referred to as the "the SEBI e-mail").

2. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the DRHP to be filed with SEBI, BSE Limited and National Stock Exchange of India Limited, as applicable, in connection with the Proposed Offer. The Restated Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation stated in Note 2.1(A) and 2.1(B) to the Restated Consolidated Financial Information. The respective Board of Directors of the companies included in the Group responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The respective Board of Directors are also responsible for identifying and ensuring that the Group complies with the Act, ICDR Regulations, the Guidance Note and the SEBI e-mail.

3. We have examined such Restated Consolidated Financial Information taking into consideration:

   (a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 10 June 2024 in connection with the Proposed Offer;

   (b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

   (c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and

   (d) The requirements of Section 26 of the Act, the ICDR Regulations and the SEBI e-mail. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations, the Guidance Note and the SEBI e-mail in connection with the Proposed Offer.

4. These Restated Consolidated Financial Information have been compiled by the management from:

   (a) Audited special purpose consolidated interim financial statements of the Group as at and for the two months period ended 31 May 2024, prepared in accordance with the basis of preparation described in Note 2.1 to these special purpose consolidated interim financial statements, which have been approved by the Board of Directors at their meeting held on 13 September 2024; and

   (b) Audited special purpose Ind AS combined financial statements of the Group as at and for the years ended 31 March 2024, 31 March 2023 and 31 March 2022, which were prepared by the Company after taking into consideration the requirements of the SEBI e-mail and were approved by the Board of Directors at their Board meeting held on 13 September 2024. These special purpose Ind AS combined financial statements have been prepared in accordance with the Guidance Note on Combined and Carve-Out Financial Statements issued by the Institute of Chartered Accountants of India.

5. For the purpose of our examination, we have relied on:

(a) Auditors' report issued by us dated 16 September 2024 on the special purpose consolidated interim financial statements of the Group as at and for the two months period ended 31 May 2024 as referred in Paragraph 4 (a) above; and

(b) Auditors' report issued by us dated 16 September 2024 on the special purpose Ind AS combined financial statements of the Group as at and for the years ended 31 March 2024, 31 March 2023 and 31 March 2022, respectively, as referred in Paragraph 4 (b) above.

6. As indicated in our audit reports referred above:

(a) We did not audit the separate special purpose interim financial statements of one subsidiary included in the special purpose consolidated interim financial statements of the Group for the two months period ended 31 May 2024, whose separate special purpose interim financial statements reflect total assets, total revenues and net cash outflows (before consolidation adjustments) included in the special purpose consolidated interim financial statements is tabulated below. The separate special purpose interim financial statements have been audited by other auditor whose report has been furnished to us, and our opinion, in so far as it relates to the amounts and disclosures included in respect of the subsidiary is based solely on the report of the other auditor:

Rs. in Millions

Particulars	As at/ for the two months period ended 31 May 2024
Total assets	4,741.76
Total revenues	0.15
Net cash outflows	0.86

(b) We did not audit the financial statements of one subsidiary included in the special purpose Ind AS combined financial statements of the Group as of and for the years ended 31 March 2024 and 31 March 2023, whose financial statements reflect total assets, total revenues and net cash flows (before consolidation adjustments) included in the special purpose Ind AS combined financial statements for the relevant years is tabulated below. These financial statements have been audited by other auditor whose report have been furnished to us, and our opinion, insofar as it relates to the amounts and disclosures included in respect of such subsidiary, is based solely on the report of such other auditor:

Rs. in Millions

Particulars	As at/ for the year ended 31 March 2024	As at/ for the year ended 31 March 2023
Total assets	4,742.30	0.15
Total revenues	0.63	0.05
Net cash inflows	0.82	0.10

Our opinion on the special purpose consolidated interim financial statements and special purpose Ind AS combined financial statements for the relevant period/ years as mentioned above is not modified in respect of this matter.

7. The other auditor of the subsidiary as mentioned in Paragraph 6 above and Annexure A, have examined the restated financial information of the subsidiary for two months period ended 31 May 2024 and for the years ended 31 March 2024 and 31 March 2023 and has confirmed that the restated financial information:

   (a) has been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended 31 March 2024 and 31 March 2023 to reflect the same accounting treatment as per the accounting policies and grouping / classifications followed as at and for the two months period ended 31 May 2024;

   (b) does not contain any qualification requiring adjustments; and

   (c) has been prepared in accordance with the Act, ICDR Regulations, the Guidance Note.

8. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the examination report by other auditor and auditors' report issued by other auditor for the respective period/ years, we report that the Restated Consolidated Financial Information:

   (a) have been prepared after incorporating adjustments for change in accounting policies, material errors and regrouping / reclassifications retrospectively in the financial years ended 31 March 2024, 31 March 2023 and 31 March 2022 to reflect the same accounting treatment as per the accounting policies and grouping / classifications followed as at and for the two months period ended 31 May 2024;

   (b) does not contain any qualification requiring adjustments. However, there are certain qualifications/ observations/ matters/ comments included in part C of Annexure VI which does not require any adjustments; and

   (c) have been prepared in accordance with the Act, the ICDR Regulations, the Guidance Note and the SEBI e-mail.

9. We have not audited any financial statements of the Group as of any date or for any period subsequent to 31 May 2024. Accordingly, we express no opinion on the financial position, results of operations, cash flows and statement of changes in equity of the Group as of any date or for any period subsequent to 31 May 2024.

10. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose consolidated interim financial statements and special purpose Ind AS combined financial statements mentioned in paragraph 5 above.

11. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or other auditor, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

13. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with Securities and Exchange Board of India, and BSE Limited and National Stock Exchange of India Limited, as applicable, in connection with the Proposed Offer. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Tarun Kinger
Partner
Membership No: 105003
UDIN: 24105003BKFBOY8975

Mumbai
Date: 16 September 2024

Annexure A

(i) Details of subsidiary audited by other auditor for the respective period/years

Particulars	**Year / Period ended**	**Name of the Auditor**
Moonburg Power Private Limited*	31 May 2024	V. Singhi & Associates
Moonburg Power Private Limited*	31 March 2024	V. Singhi & Associates
Moonburg Power Private Limited*	31 March 2023	V. Singhi & Associates

(ii) Details of subsidiary for the period / years the restated financial information has been examined by other auditor

Particulars	**Year / Period ended**	**Name of the Auditor**
Moonburg Power Private Limited*	31 May 2024	V. Singhi & Associates
Moonburg Power Private Limited*	31 March 2024	V. Singhi & Associates
Moonburg Power Private Limited*	31 March 2023	V. Singhi & Associates

* Incorporated on 7 June 2022

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

Schloss Bangalore Limited (formerly known as "Schloss Bangalore Private Limited")
CIN - U55209DL2019PLC347492
Annexure I: Restated Consolidated Statement of Assets and Liabilities
(All amounts are in Rupees in millions except as otherwise stated)

Particulars	Annexure V Notes	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
ASSETS					
Non-current assets					
Property, plant and equipment	3	52,590.22	52,572.81	45,337.48	45,542.56
Right-of-use assets	4	2,501.69	2,509.40	2,416.04	2,431.28
Capital work-in-progress	3	389.02	392.32	274.62	40.36
Investment properties	6	1,688.06	1,688.93	1,694.15	1,699.35
Investment properties under construction	6	94.89	-	-	-
Goodwill	5	4,670.56	4,670.56	1,920.90	1,920.90
Other intangible assets	5	608.78	676.31	1,223.87	1,608.54
Financial assets					
- Investments	7	0.19	0.19	0.19	0.19
- Other financial assets	8	1,109.92	1,132.15	487.68	454.55
Non-current tax assets (net)	9	207.08	284.49	204.95	97.78
Other non-current assets	10	1,355.61	1,360.08	1,276.82	355.41
Total non-current assets		**65,216.02**	**65,287.24**	**54,836.70**	**54,150.92**
Current assets					
Inventories	11	306.37	310.04	256.30	188.78
Financial assets					
- Trade receivables	12	594.82	729.05	702.09	520.13
- Cash and cash equivalents	13	507.24	709.75	1,712.07	2,553.32
- Bank balances other than cash and cash equivalents	14	2,158.93	3,039.70	836.99	831.77
- Other financial assets	8	40.41	15.20	80.29	9.22
Current tax assets (net)	9	34.77	49.67	13.34	8.64
Other current assets	10	493.53	478.15	317.59	367.29
Total current assets		**4,136.07**	**5,331.56**	**3,918.67**	**4,479.15**
TOTAL ASSETS		**69,352.09**	**70,618.80**	**58,755.37**	**58,630.07**
EQUITY AND LIABILITIES					
Equity					
Equity share capital	15	201.70	201.70	201.70	201.70
Other equity					
-Equity component of compound financial instruments	16 (a)	-	603.09	506.71	506.71
-Share capital pending allotment	16 (c)	1,502.75	-	-	-
-Reserves and surplus	16 (b)	(29,544.51)	(29,062.02)	(25,828.04)	(25,228.56)
Total equity		**(27,840.06)**	**(28,257.23)**	**(25,119.63)**	**(24,520.15)**
Liabilities					
Non-current liabilities					
Financial liabilities					
-Borrowings	17	37,182.55	39,035.02	35,487.02	35,737.29
-Lease liabilities	4	2,053.14	2,056.17	1,837.40	1,739.55
-Other financial liabilities	19	57.01	62.47	2,951.18	2,778.06
Other non-current liabilities	20	15.82	10.38	39,634.55	39,642.82
Deferred tax liabilities (net)	21	2,558.72	2,578.85	1,016.10	1,003.78
Provisions	22	112.16	95.29	53.82	62.40
Total non-current liabilities		**41,979.40**	**43,838.18**	**80,980.07**	**80,963.90**
Current liabilities					
Financial liabilities					
-Borrowings	17	3,342.47	3,386.79	1,474.80	1,030.78
-Lease liabilities	4	59.43	52.84	33.73	22.91
-Trade payables	18				
(a) Total outstanding dues of micro and small enterprises		56.84	60.93	60.44	45.07
(b) Total outstanding dues other than (a) above		491.41	538.43	381.49	273.29
-Other financial liabilities	19	50,488.61	3,411.95	199.82	230.69
Other current liabilities	20	741.00	47,560.12	736.50	581.09
Provisions	22	32.99	26.79	8.15	2.49
Total current liabilities		**55,212.75**	**55,037.85**	**2,894.93**	**2,186.32**
Total liabilities		**97,192.15**	**98,876.03**	**83,875.00**	**83,150.22**
TOTAL EQUITY AND LIABILITIES		**69,352.09**	**70,618.80**	**58,755.37**	**58,630.07**

The above Restated Consolidated Statement of Assets and Liabilities should be read in conjunction with Notes to the Restated Consolidated Financial Information appearing in Annexure - V and Statement of Adjustments to the Audited Special Purpose Consolidated Interim Financial Statements as at and for the two months period ended May 31, 2024 and Audited Special Purpose Ind AS Combined Financial Statements as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively appearing in Annexure - VI.

This is the Restated Consolidated Statement of Assets and Liabilities referred to in our report of even date.

For B S R & Co. LLP
Chartered Accountants
Firm Registration No: 101248W/W-100022

For and on behalf of the board of directors of
Schloss Bangalore Limited (formerly known as "Schloss Bangalore Private Limited")

Tarun Kinger	**Anuraag Bhatnagar**	**Ananya Tripathi**	**Ravi Shankar**	**Jyoti Maheshwari**
Partner Membership Number : 105003	Executive Director DIN: 07967035	Director DIN: 08102039	Chief Financial Officer	Company Secretary Membership Number: ACS24469
Place: Mumbai	Place: Mumbai	Place: Bengaluru	Place: Mumbai	Place: Mumbai
Date : September 16, 2024	Date : September 16, 2024	Date : September 16, 2024	Date : September 16, 2024	Date : September 16, 2024

Schloss Bangalore Limited (formerly known as "Schloss Bangalore Private Limited")
CIN - U55209DL2019PLC347492
Annexure II: Restated Consolidated Statement of Profit and Loss
(All amounts are in Rupees in millions except as otherwise stated)

	Annexure V Notes	For the two months period ended May 31, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Income					
Revenue from operations	23	1,608.91	11,714.53	8,600.58	3,801.07
Other income	24	88.52	550.47	432.09	358.42
Total income		**1,697.43**	**12,265.00**	**9,032.67**	**4,159.49**
Expenses					
Cost of food and beverages consumed	25	132.45	849.80	669.31	365.85
Employee benefits expense	26	446.56	2,342.86	1,731.73	1,282.43
Finance costs	27	735.55	4,326.21	3,591.43	3,249.08
Depreciation and amortisation expenses	28	256.85	1,479.76	1,250.45	1,305.82
Other expenses	29	500.93	3,072.08	2,395.34	1,634.02
Total expenses		**2,072.34**	**12,070.71**	**9,638.26**	**7,837.20**
Restated profit/(loss) before tax		**(374.91)**	**194.29**	**(605.59)**	**(3,677.71)**
Income tax expense/(credit)					
-Current tax	31	8.56	194.19	-	-
-Deferred tax	31	(19.60)	21.37	11.20	(479.42)
Total tax expense/(credit)		**(11.04)**	**215.56**	**11.20**	**(479.42)**
Restated (loss) for the period/year		**(363.87)**	**(21.27)**	**(616.79)**	**(3,198.29)**
Other comprehensive income					
Items that will not be reclassified to profit or loss					
Remeasurements of defined benefit plans		(5.60)	(20.76)	16.65	11.59
Income tax relating to these items		0.51	1.40	(1.11)	(3.17)
Restated other comprehensive income/(loss) for the period/year, net of tax		**(5.09)**	**(19.36)**	**15.54**	**8.42**
Restated total comprehensive (loss) for the period/year		**(368.96)**	**(40.63)**	**(601.25)**	**(3,189.87)**
Restated earnings per share attributable to owners:	39				
Basic earnings per share (in Rs.)		(2.07)	(0.12)	(3.50)	(18.20)
Diluted earnings per share (in Rs.)		(2.07)	(0.12)	(3.50)	(18.20)

The above Restated Consolidated Statement of Profit and Loss should be read in conjunction with Notes to the Restated Consolidated Financial Information appearing in Annexure - V and Statement of Adjustments to the Audited Special Purpose Consolidated Interim Financial Statements as at and for the two months period ended May 31, 2024 and Audited Special Purpose Ind AS Combined Financial Statements as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively appearing in Annexure - VI.

This is the Restated Consolidated Statement of Profit and loss referred to in our report of even date.

For B S R & Co. LLP
Chartered Accountants
Firm Registration No: 101248W/W-100022

For and on behalf of the board of directors of
Schloss Bangalore Limited (formerly known as "Schloss Bangalore Private Limited")

Tarun Kinger
Partner
Membership Number : 105003

Place: Mumbai
Date : September 16, 2024

Anuraag Bhatnagar
Executive Director
DIN: 07967035

Place: Mumbai
Date : September 16, 2024

Ananya Tripathi
Director
DIN: 08102039

Place: Bengaluru
Date : September 16, 2024

Ravi Shankar
Chief Financial Officer

Place: Mumbai
Date : September 16, 2024

Jyoti Maheshwari
Company Secretary
Membership Number: ACS24469

Place: Mumbai
Date : September 16, 2024

Schloss Bangalore Limited (formerly known as "Schloss Bangalore Private Limited")
CIN - U55209DL2019PLC347492
Annexure III: Restated Consolidated Statement of Changes in Equity
(All amounts are in Rupees in millions except as otherwise stated)

Restated Consolidated Statement of Changes in Equity

A. Equity share capital *(Rupees in Million)*

Particulars	Annexure V Notes	Amount
Balance as at April 1, 2021		**193.73**
Changes in equity share capital	15	**7.96**
Balance as at March 31, 2022		**201.70**
Changes in equity share capital	15	-
Balance as at March 31, 2023		**201.70**
Changes in equity share capital	15	**-**
Balance as at March 31, 2024		**201.70**
Changes in equity share capital	15	**-**
Balance as at May 31, 2024		**201.70**

B. Other equity

Particulars	Annexure V Notes	Equity component of compound financial instruments	Reserves and surplus					Share capital pending allotment	Total
			Securities premium	Retained earnings	Retained earnings - fair value as deemed cost	Other Equity	Common control adjustment deficit account		
Balance as at April 1, 2021		**506.71**	**9,955.58**	**(7,543.97)**	**7,174.44**	**(2,644.43)**	**(29,051.98)**	**-**	**(21,603.65)**
Restated loss for the year		-	**-**	(3,198.29)	-		-	-	(3,198.29)
Restated other comprehensive income for the year, net of tax	16	-	**-**	8.42	-		-	-	8.42
Total		**506.71**	**9,955.58**	**(10,733.84)**	**7,174.44**	**(2,644.43)**	**(29,051.98)**	**-**	**(24,793.52)**
Issue of equity shares			71.67						71.67
Balance as at March 31, 2022		**506.71**	**10,027.25**	**(10,733.84)**	**7,174.44**	**(2,644.43)**	**(29,051.98)**	**-**	**(24,721.85)**
Impact of rollback adjustments		**-**	**-**	219.10	(217.33)		-	-	1.77
Balance as at April 1, 2022		**506.71**	**10,027.25**	**(10,514.74)**	**6,957.11**	**(2,644.43)**	**(29,051.98)**	-	**(24,720.08)**
Restated loss for the year	16	-	-	(616.79)	-		-	-	(616.79)
Restated other comprehensive income, net of tax	16	-	-	15.54	-		-	-	15.54
Total		**-**	**-**	**(601.25)**	**-**		**-**	**-**	**(601.25)**
Balance as at March 31, 2023		**506.71**	**10,027.25**	**(11,115.99)**	**6,957.11**	**(2,644.43)**	**(29,051.98)**	**-**	**(25,321.33)**
Restated loss for the year	16		-	(21.27)	-	-	-	-	(21.27)
Restated other comprehensive loss for the year, net of tax	16		-	(19.36)	-	-	-	-	(19.36)
Total		**-**	**-**	**(40.63)**	**-**		**-**	**-**	**(40.63)**
Gain on account of modification in the terms of compound financial instruments		96.38	-	-	-	-	-	-	96.38
Addition on account of business combination*		**-**	**-**	(5,780.80)	5,791.96	-	(3,204.51)	-	(3,193.35)
Balance as at March 31, 2024		**603.09**	**10,027.25**	**(16,937.42)**	**12,749.07**	**(2,644.43)**	**(32,256.49)**	**-**	**(28,458.93)**
Restated loss for the period	16	-	-	(363.87)	-	-	-	-	(363.87)
Restated other comprehensive loss for the period, net of tax	16	-	-	(5.09)	-	-	-	-	(5.09)
Total		**-**	**-**	**(368.96)**	**-**	**-**	**-**	**-**	**(368.96)**
Extinguishment of compound financial instruments		(603.09)	-	-	-	(113.53)	-	1,502.75	786.13
Balance as at May 31, 2024		**-**	**10,027.25**	**(17,306.38)**	**12,749.07**	**(2,757.96)**	**(32,256.49)**	**1,502.75**	**(28,041.76)**

The above Restated Consolidated Statement of Changes in Equity should be read in conjunction with Notes to the Restated Consolidated Financial Information appearing in Annexure - V and Statement of Adjustments to the Audited Special Purpose Consolidated Interim Financial Statements as at and for the two months period ended May 31, 2024 and Audited Special Purpose Ind AS Combined Financial Statements as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively appearing in Annexure - VI.

* Retained earnings of Rs.(1,176.65) million and retained earnings - fair value as deemed cost of Rs. 5,791.96 million are transferred from Tulsi Palace Resort Private Limited under business combination (Refer Note 42). Further, retained earnings of Rs. (4,604.15) million has been recorded pursuant to scheme of merger of Moonburg Power Private Limited ('Transferor Company'), with Tulsi Palace Resorts Private Limited ('Transferee Company') (refer note 45(v)).

The notes referred to above form an integral part of the financial statement

For B S R & Co. LLP
Chartered Accountants
Firm Registration No: 101248W/W-100022

For and on behalf of the board of directors of
Schloss Bangalore Limited (formerly known as "Schloss Bangalore Private Limited")

Tarun Kinger
Partner
Membership Number : 105003
Place: Mumbai
Date : September 16, 2024

Anuraag Bhatnagar
Executive Director
DIN: 07967035
Place: Mumbai
Date : September 16, 2024

Ananya Tripathi
Director
DIN: 08102039
Place: Bengaluru
Date : September 16, 2024

Ravi Shankar
Chief Financial Officer
Place: Mumbai
Date : September 16, 2024

Jyoti Maheshwari
Company Secretary
Membership Number: ACS24469
Place: Mumbai
Date : September 16, 2024

Schloss Bangalore Limited (formerly known as "Schloss Bangalore Private Limited")
CIN - U55209DL2019PLC347492
Annexure IV: Restated Consolidated Statement of Cash Flows
(All amounts are in Rupees in millions except as otherwise stated)

Particulars	For the two months period ended May 31, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Cash flows from operating activities				
Restated profit/(loss) before tax	(374.91)	194.29	(605.59)	(3,677.71)
Adjustments for:				
Depreciation and amortisation	256.85	1,479.76	1,250.45	1,305.82
Gain on cancellation of leases	(4.93)	(8.58)	-	-
Finance costs	735.55	4,326.21	3,591.43	3,249.08
Compensated absences written back	-	-	-	4.46
Net (gain)/loss on disposal of property, plant and equipment	0.18	16.26	6.90	(27.99)
Net gain on account of modification in liability towards environmental clearance	-	-	(9.38)	(2.51)
Net impairment losses/(reversal) on financial assets	0.10	45.41	110.07	40.21
Net unrealised foreign exchange differences	(0.10)	(1.14)	(2.50)	0.56
Interest income on amortisation of financial assets	-	-	-	(0.90)
Interest income on income tax refund	(3.21)	(8.15)	(2.03)	(1.51)
Interest income	(34.82)	(205.09)	(137.17)	(56.71)
Operating cash flows before working capital changes	**574.71**	**5,838.97**	**4,202.18**	**832.80**
Working capital movements:				
(Increase)/decrease in inventories	3.67	(35.22)	(67.52)	(4.29)
(Increase)/decrease in trade receivables	127.12	(90.75)	(300.16)	(101.71)
(Increase) in other financial assets	(32.06)	(36.75)	(34.36)	(3.93)
(Increase) in other current assets	(4.45)	(47.27)	(739.59)	(17.47)
Increase/(decrease) in trade payables	(49.34)	35.19	157.87	(98.53)
Increase/(decrease) in other current liabilities	(214.17)	(20.31)	113.83	246.17
Increase/(decrease) in other financial liabilities	(69.25)	3.60	(47.63)	(67.97)
Increase/(decrease) in provisions	17.98	33.57	7.67	(22.43)
Cash generated from operations	**354.21**	**5,681.03**	**3,292.29**	**762.64**
Income taxes (paid)/refunded, net	83.76	(293.19)	(109.13)	(40.56)
Net cash flows generated from operating activities (A)	**437.97**	**5,387.84**	**3,183.16**	**722.08**
Cash flows from investing activities				
Payments for purchase of property, plant and equipment	(285.53)	(1,208.82)	(851.59)	(1,526.09)
Payments for purchase of intangibles	(0.05)	(0.55)	(6.86)	(21.35)
Proceeds from sale of property, plant and equipment	0.04	10.69	7.13	30.16
Payment of acquisition of subsidiary, net of cash acquired	-	(4,245.83)	-	-
Payment for acquisition of investment	-	-	-	(0.19)
(Increase) in other bank balances	(3.80)	-	-	-
Bank Deposit placed	(257.36)	(3,768.08)	(7,315.19)	(359.23)
Bank Deposit matured	1,161.63	1,213.46	7,248.04	648.23
Interest received	37.18	139.03	71.76	72.59
Net cash flows generated from/(used in) investing activities (B)	**652.11**	**(7,860.10)**	**(846.71)**	**(1,155.88)**
Cash flows from financing activities				
Proceeds from borrowings including non-convertible bonds and compulsorily convertible debentures	15.46	6,156.58	967.35	5,665.50
Repayments of borrowings	(751.57)	(1,125.61)	(717.79)	(252.07)
Proceeds from issuance of equity shares including securities premium	-	-	0.11	79.64
Principal elements of lease payment	(8.72)	(28.37)	(21.23)	(19.30)
Finance costs paid towards lease liabilities	(22.18)	(129.23)	(107.94)	(107.98)
Finance costs paid other than on lease liabilities	(525.58)	(3,403.43)	(3,298.20)	(2,654.38)
Net cash flows generated/(used) from financing activities (C)	**(1,292.59)**	**1,469.94**	**(3,177.70)**	**2,711.41**
Net (decrease)/increase in cash and cash equivalents (A+B+C)	**(202.51)**	**(1,002.32)**	**(841.25)**	**2,277.61**
Cash and cash equivalents as at beginning of the period/ year	709.75	1,712.07	2,553.32	275.71
Cash and cash equivalents at the end of the period/ year (refer note 13)	**507.24**	**709.75**	**1,712.07**	**2,553.32**
Reconciliation of cash and cash equivalents as per the cash flow statements:				
Cash and cash equivalents comprise of the following:				
Cash on hand	3.34	4.21	2.91	3.72
Balance with banks				
-in current account	465.53	473.27	222.18	458.01
-in fixed deposit account with original maturity of less than 3 months	38.37	232.27	1,486.98	2,091.59
Total cash and cash equivalents as at period/ year end	**507.24**	**709.75**	**1,712.07**	**2,553.32**

The above Restated Consolidated Statement of Cash Flows should be read in conjunction with Notes to the Restated Consolidated Financial Information appearing in Annexure - V and Statement of Adjustments to the Audited Special Purpose Consolidated Interim Financial Statements as at and for the two months period ended May 31, 2024 and Audited Special Purpose Ind AS Combined Financial Statements as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively appearing in Annexure - VI.

Supplemental information to the cashflow (refer note 17)

This is the Restated Consolidated Statement of Cash Flows referred to in our report of even date.

For B S R & Co. LLP
Chartered Accountants
Firm Registration No: 101248W/W-100022

For and on behalf of the board of directors of
Schloss Bangalore Limited (formerly known as "Schloss Bangalore Private Limited")

Tarun Kinger
Partner
Membership Number: 105003

Anuraag Bhatnagar
Executive Director
DIN: 07967035

Ananya Tripathi
Director
DIN: 08102039

Ravi Shankar
Chief Financial Officer

Jyoti Maheshwari
Company Secretary
Membership Number: ACS24469

Place: Mumbai
Date : September 16, 2024

Place: Mumbai
Date : September 16, 2024

Place: Bengaluru
Date : September 16, 2024

Place: Mumbai
Date : September 16, 2024

Place: Mumbai
Date : September 16, 2024

(All amounts are in Rupees in millions except as otherwise stated)

1 Group information

Schloss Bangalore Limited ("the Company") an Indian subsidiary of Project Ballet Bangalore Holdings (DIFC) Private Limited was incorporated on March 20, 2019 under the provisions of Companies Act, 2013 and started its operations effective October 17, 2019 by acquiring Bangalore hotel undertaking of HLV Limited. The Company along with its subsidiaries (collectively referred as "Group") are in the hospitality industry and operate hotels under the brand name of "THE LEELA".

The Company executed a Share Purchase Agreement ("SPA") on May 31, 2024 with BSREP III India Ballet I Pte. Limited, Project Ballet Udaipur Holdings (DIFC) Private Limited, Project Ballet Chennai Holdings (DIFC) Private Limited, Project Ballet HMA Holdings (DIFC) Private Limited, Project Ballet Gandhinagar Holdings (DIFC) Private Limited, BSREP III Tadoba Holdings (DIFC) Limited and BSREP III India Ballet Holdings (DIFC) Limited to acquire the entire issued equity share capital of the entities ("The Acquisition") listed below respectively. The entities have together been referred to as "subsidiaries". Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by the group.

Name of Company	% of Holding after SPA	Place of business/country of incorporation	Principal activities
- Schloss Chanakya Private Limited (SCPL)	100%	India	Hospitality
- Schloss Udaipur Private Limited	100%	India	Hospitality
- Schloss Chennai Private Limited	100%	India	Hospitality
- Schloss HMA Private Limited	100%	India	Hotel management services
- Schloss Gandhinagar Private Limited	100%	India	Manpower outsourcing
- Leela Palaces and Resorts Limited (LPRL)	100%	India	Hospitality
- Schloss Tadoba Private Limited	100%	India	Hospitality consultancy services
- Tulsi Palace Resort Private Limited (TPRPL)	100%	India	Hospitality
- Moonburg Power Private Limited (MPPL)	100%	India	Hospitality consultancy services

2 Statement of compliance, basis of preparation, critical accounting estimates and judgements, material accounting policies

The accounting policies set out below have been applied consistently to the periods presented in these financial statements.

2.1 Statement of compliance and basis of preparation

A) Statement of compliance

The restated consolidated financial information of Schloss Bangalore Limited (formerly known as Schloss Bangalore Private Limited) ("the Company") and its subsidiaries together referred to as "the Group" comprise the restated consolidated statement of Assets and Liabilities as at May 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the restated consolidated statement of profit and loss (including other comprehensive income), restated consolidated statement of changes in equity and the restated consolidated statement of cash flows for the two months period ended May 31, 2024, and years ended March 31, 2024, March 31, 2023 and March 31, 2022, the summary of material accounting policies and explanatory notes and annexures (collectively, the 'restated consolidated financial information').

These restated consolidated financial information have been prepared by the management as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") issued by the Securities and Exchange Board of India ('SEBI'), in pursuance of the Securities and Exchange Board of India Act, 1992, for the purpose of inclusion in the Draft Red Herring Prospectus ('DRHP') in connection with the proposed initial public offering of equity shares of face value of Rs. 10 each of the Company comprising a fresh issue of equity shares and an offer for sale of equity shares held by the selling shareholder (the "Proposed Offer"), prepared by the Company in terms of the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act");
b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended;
c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note"); and
d) E-mail dated October 28, 2021 from Securities and Exchange Board of India ("SEBI") to Association of Investment Bankers of India, instructing lead managers to ensu that companies provide consolidated financial statements prepared in accordance with Indian Accounting Standards (Ind-AS) for all the three years and stub period (hereinafter referred to as the " the SEBI e-mail").

The restated consolidated financial information of the Group have been prepared to comply in all material respects with the Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of Division II of Schedule III to the Companies Act, 2013, as applicable to the consolidated financial statements and other relevant provisions of the Act.

The restated consolidated financial information has been compiled by the Group from:

a) Audited special purpose consolidated interim financial statements of the Group as at and for the two months period ended May 31, 2024, prepared in accordance with the basis of preparation described in Note 2.1 to these special purpose consolidated interim financial statements, which have been approved by the Board of Directors at their meeting held on September 13, 2024; and

b) Audited Special Purpose Ind AS Combined Financial Statements of the Group as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, after taking into the consideration the requirements of the SEBI e-mail and were approved by the Board of Directors at their Board meeting held on September 13, 2024. These Special Purpose Ind AS Combined Financial Statements have been prepared in accordance with the Guidance Note on Combined and Carve-Out Financial Statements issued by the Institute of Chartered Accountants of India.

Until financial year ended March 31, 2024, the Company prepared only standalone financial statements. During the two months period ended May 31, 2024, the Company acquired controlling stake in subsidiaries, which were under common control (refer note 42 for further details) and is preparing consolidated financial statements for the first time during the two months period ended May 31, 2024. Considering the requirement of SEBI e-mail as mentioned above, the Company prepared Special Purpose Ind AS Combined Financial Statements for the years ended March 31, 2024, March 31, 2023 and March 31, 2022. These Special Purpose Ind AS Combined Financial Statements have been prepared based on the audited standalone statutory Ind AS financial statements of the Company for the year ended March 31, 2024 / audited standalone special purpose Ind AS financial statements of the Company for the years ended March 31, 2023 and March 31, 2022 and after combining audited standalone special purpose Ind AS financial statements / audited standalone statutory Ind AS financial statements of subsidiaries acquired vide common control transaction (Refer note 42 for further details).

Pursuant to the Companies (Indian Accounting Standard) Second Amendment Rules, 2015, the Company and certain consolidating subsidiaries prepared their first set of statutory standalone financial statements as per Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) for the year ended March 31, 2024 and consequently April 1, 2022 is the transition date for preparation of such statutory standalone financial statements. The statutory standalone financial statements for the year ended March 31, 2024 were the first standalone financial statements prepared in accordance with Ind-AS. Upto the financial year ended March 31, 2023, the Company and certain subsidiaries prepared their statutory standalone financial statements in accordance with accounting standards prescribed under Section 133 of the Companies Act, 2013 ("Indian GAAP").

The standalone special purpose Ind AS financial statements of the Company and certain subsidiaries for the ended March 31, 2023 have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies (both mandatory exceptions and optional exemptions) availed as per Ind AS 101 for the transition date of April 1, 2022 and as per the presentation, accounting policies and grouping/classifications followed as at and for the year ended March 31, 2024. Similarly, the standalone special purpose Ind AS financial statements of the Company and certain subsidiaries for the year ended March 31, 2022 have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies (both mandatory exceptions and optional exemptions) availed as per Ind AS 101 consistent with that used at the date of transition to Ind AS (April 1, 2022) and as per the presentation, accounting policies and grouping/classifications followed as at and for the year ended March 31, 2024.

The restated consolidated financial information:
(a) have been prepared after incorporating adjustments for change in accounting policies, material errors and regrouping / reclassifications, as applicable, retrospectively in the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 to reflect the same accounting treatment as per the accounting policies and grouping / classifications followed as at and for the two months period ended May 31, 2024;
(b) does not contain any qualifications requiring adjustments; and
(c) have been prepared in accordance with the Act, the ICDR Regulations, the Guidance Note and the SEBI e-mail.

The restated consolidated financial information of the Group as at and for the years ended March 31, 2022, March 31, 2023 and March 31, 2024 have been prepared after consolidating the entities acquired vide common control transactions (Refer note 42 for further details) in accordance with the requirements of Appendix C to Ind AS 103, Business Combinations which requires the financial information in the financial statements in respect of the prior periods presented to be restated as if the business combination had occurred from the beginning of the earliest period presented in the financial statements, after considering the fact that entities were under common control as of the beginning of the earliest period presented in the financial statements and if business combination had occurred after that date, the prior period information shall be restated only from that date.

The entities other than Moonburg Power Private Limited ("MPPL"), Schloss Tadoba Private Limited (STPL) and Tulsi Palace and Resort Private Limited ("TPRPL") were under common control as of the beginning of the earliest period presented in the restated consolidated financial statements i.e., April 1, 2021. STPL and MPPL were incorporated on June 2, 2022 and June 7, 2022 respectively. STPL and MPPL and the Group came under common control from the respective date of incorporation of STPL and MPPL. Accordingly, the prior period information has been restated from June 2, 2022 and June 7, 2022, respectively. In respect of TPRPL, the prior period information has been restated from May 27, 2023 i.e. the date when TPRPL and the Group came under common control.

B) Basis of preparation and presentation

These restated consolidated financial information have been prepared by the Group as a going concern on the basis of relevant Ind AS that are effective as at and for the two months ended May 31, 2024. These restated consolidated financial information has been approved by the Board of Directors and authorised for issue on September 16, 2024.

The restated consolidated financial information have been prepared on the historical cost basis as explained in the accounting policies below, except for the following:
(a) investment in equity instruments and derivative instruments are measured at fair value
(b) defined benefit plans - plan assets measured at fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

In estimating the fair value of an asset or a liability, the Group considers the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

The Group has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the head of finance.

Significant valuation issues are reported to the board of directors.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:
- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly, and
- Level 3 inputs are unobservable inputs for the asset or liability.

When measuring the fair value of an asset or a liability, the Group uses observable market data where possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

All amounts disclosed in the restated consolidated financial information and notes have been rounded off to the nearest Rs. millions as per the requirement of Schedule III, unless otherwise stated.

The preparation of these restated consolidated financial information requires the use of certain critical accounting judgements and estimates. It also requires the management to exercise judgement in the process of applying the Group's accounting policies. The areas where estimates are significant to the restated consolidated financial information, or areas involving a higher degree of judgement or complexity, are disclosed in Note 2.2.

Principle of consolidation
The Restated Consolidated Financial Information comprise the financial statements of the Company and its subsidiaries. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the period are included in the restated consolidated financial information from the date the Group gains control until the date the Group ceases to control the subsidiary.

Restated Consolidated Financial Information are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the Restated Consolidated Financial Information for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the Restated Consolidated Financial Information to ensure conformity with the Group's accounting policies.

Consolidation procedure:

1.Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiary. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the Restated Consolidated Financial Information at the acquisition date.

2.Eliminate the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill/common control adjustment deficit account.

3.Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group.

2.2 Critical Accounting estimates and judgements

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make judgements, estimates and assumptions, that affect the reported balances of assets and liabilities, the accompanying disclosures and disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements pertain to:

− Useful Lives of Property, Plant and Equipment: The Group has estimated useful life of each class of assets based on the nature of assets, the estimated usage of the asset, the operating condition of the asset, past history of replacement, anticipated technological changes, etc. The Group reviews the useful life of property, plant and equipment as at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods. Refer note 2.5 (e) for further details.

− Impairment Testing: Property, plant and equipment and intangibles that are subject to depreciation/ amortisation are tested for impairment periodically including when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions. Refer Note 3 and 5 for further details.

Goodwill represents the excess of the purchase price over the fair value of the identifiable net assets of acquired companies. Goodwill is not amortized; instead, it is tested for impairment at least annually. The recoverable amount is determined based on value in use or fair value less cost to sell whichever is higher. The calculations of recoverable amount requires the use of assumptions as directly observable market prices generally do not exist for the Group's assets. However, fair value may be estimated based on recent transactions on comparable assets, internal models used by the Group for transactions involving the same type of assets or other relevant information. Calculation of value in use is a discounted cash flow calculation based on continued use of the assets in its present condition, excluding potential exploitation of improvement or expansion potential. Refer Note 5 for further details.

− Income Taxes: Deferred tax assets are recognised to the extent that it is regarded as probable that deductible temporary differences can be realised. The Group estimates deferred tax assets and liabilities based on current tax laws and rates and in certain cases, business plans, including management's expectations regarding the manner and timing of recovery of the related assets. Changes in these estimates may affect the amount of deferred tax liabilities or the valuation of deferred tax assets and thereby the tax charge in the Statement of Profit and Loss. Refer Note 31 for further details.

Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case laws and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the Statement of Profit and Loss. Refer Note 31 for further details.

- Defined Benefit Plans: The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each Balance Sheet date. Refer Note 40 for further details.

- Leases: The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics. Refer Note 4 for further details.

- Fair value Measurement of Financial Instruments: The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. This involves significant judgements in the selection of a method in making assumptions that are mainly based on market conditions existing at the Balance Sheet date and in identifying the most appropriate estimate of fair value when a wide range of fair value measurements are possible. Refer Note 32 for further details.

- Impairment of financial assets: For trade receivables, the Group applies the simplified approach permitted by Ind AS 109, which requires expected lifetime losses to be recognized from initial recognition of the receivables. The expected credit loss allowance is an estimate based on the ageing of the receivables that are due and rates used in a provision matrix.

- Contingent Liability: The management evaluates possible obligation that arises from past events whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The estimates of outcome and financial effect are determined by the judgement of the management of the entity, supplemented by experience of similar transactions and, in some cases, reports from independent experts and the accompanying disclosures and disclosures relating to contingent liabilities. Refer Note 37 for further details.

2.3 Going Concern

The Group has incurred a loss of Rs. 363.87 millions, Rs. 21.27 millions, Rs. 616.79 millions and Rs. 3,198.29 millions during the period ended May 31, 2024, years ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively. The Group has accumulated losses of Rs. 17,306.38 millions and negative net worth of Rs. 27,840.06 millions as on May 31, 2024, accumulated losses of Rs. 16,937.42 millions and negative net worth of Rs. 28,257.23 millions at March 31, 2024, has accumulated losses of Rs. 11,115.99 millions and negative net worth of Rs. 25,119.63 millions as at March 31, 2023, has accumulated losses of Rs. 10,733.84 millions and negative net worth of Rs. 24,520.15 millions as at March 31, 2022.

The Group has assessed its capital and financial resources, profitability and overall liquidity position. In developing the assumptions and estimates relating to the future uncertainties in the economic conditions, the Group as at the date of approval of these financial statements has used internal and external sources of information and based on current estimates, expects to recover the carrying amounts of assets. Subsequent to the balance sheet date, the Company and one of its subsidiary have issued compulsorily convertible preference shares ("CCPS") and have received the consideration amounting to Rs. 61,403.75 millions [refer note 45 (iv)]. Further, the Group has also received a letter of financial support from BSREP III India Ballet Holdings (DIFC) Limited to help enable the Group to meet all its contractual obligations and liabilities as and when they fall due in near future and accordingly, these financial statements have been prepared on a going concern basis.

2.4 Current / Non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:
(a) it is expected to be realised in, or is intended for sale or consumption in the entity's normal operating cycle;
(b) it is held primarily for the purpose of being traded;
(c) it is expected to be realised within twelve months after the balance sheet date; or
(d) it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the balance sheet date.

Current assets include the current portion of non-current assets
All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:
(a) it is expected to be settled in the entity's normal operating cycle;
(b) it is held primarily for the purpose of being traded;
(c) it is due to be settled within twelve months after the balance sheet date; or
(d) the Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current liabilities.
All other liabilities are classified as non-current.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

2.5 Material Accounting Policies

a) Foreign currency translation

(i) Functional and presentation currency
The functional currency of the Group is Indian Rupee.

(ii) Transactions and balances
Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in statement of profit and loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in that foreign operation. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/(losses).

(iii) Subsequent measurement
Foreign currency transactions subsequently are accounted using the exchange rates as at that date and difference, if any, between the exchange rates as at the subsequent date and the date of the balance sheet is recognised as income or expense in the Statement of Profit and Loss.

b) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

c) Earnings per share

Basic earnings per share is computed by dividing the profit or loss after tax by the weighted average number of equity shares outstanding during the year adjusting the bonus element for all the reported period arising on account of issue of equity shares on rights and including potential equity shares on compulsory convertible debentures. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share adjusted for the effects of all dilutive potential equity shares. Ordinary shares that will be issued upon the conversion of a mandatorily convertible instrument are included in the calculation of basic earnings per share from the date the contract is entered into.

d) Revenue recognition and other income

Revenue is recognised at an amount that reflects the consideration to which the Group expects to be entitled in exchange for transferring the goods or services to a customer i.e. on transfer of control of the goods or service to the customer. Revenue from sales of goods or rendering of services is net of Indirect taxes, returns and discounts.

Income from operations-
Rooms, food and beverage and banquets: Revenue is recognised at the transaction price that is allocated to the performance obligation. Revenue includes room revenue, food and beverage sale and banquet services which is recognised once the rooms are occupied, food and beverages are sold and banquet services have been provided as per the contract with the customer.

Management and other operating fees:
Management fees earned from hotels managed by the Group are usually under long-term contracts with the hotel owner. Under the contract, the Group's performance obligation is to provide hotel management services and a license to use the Company's brand name and other intellectual property. As compensation for such services, the Group is generally entitled to receive:

Base fees: which are a percentage of the revenues of properties,
Incentive fees: which are generally based on a measure of hotel profitability and
Marketing fees: which are generally based on room revenue of the properties.

Entire consideration i.e. (Base fees, Incentive fees and Marketing fees) is variable consideration, as the transaction price is based on a percentage of revenue or profit, as defined in each contract. The Company recognize all fees on a monthly basis over the term of the agreement as those amounts become payable, as long as it does not expect a significant reversal due to projected future hotel performance or cash flows in future periods.

Cost Recoverable: Under the management agreements, the Group is entitled to be reimbursed for certain costs the Group incurs on behalf of the managed properties. These costs primarily consist of business promotion, payroll, travelling and related expenses at managed properties where the Group is employer of the employees at the properties and include certain operational and administrative costs as provided for in our contracts with the owners. The Group is entitled to reimbursement in the period it incur the related reimbursable costs, which it recognise within the "Management and other operating fees" under Revenue from operations caption of its Statement of profit and loss.

Membership Fees: Membership fee income majorly consists of membership fees received from club and spa services. In respect of performance obligations satisfied over a period of time, revenue is recognised at the allocated transaction price on a time-proportion basis.

Manpower services
Manpower services consists of income related to supply of skilled manpower. The performance obligation for manpower services is satisfied over the period of time. Revenue is recognised by applying as invoiced practical expedient.

Other Allied services:
In relation to laundry income, communication income, health club income, airport transfers income and other allied services, the revenue has been recognised by reference to the time of service rendered.

Some contracts include multiple performance obligations, such as sale of food and beverages and room revenue. These are considered as separate performance obligations as, the customer can benefit from the good or service on its own and the good or services are distinct within the context of the contract. Where the contracts include multiple performance obligations, the transaction price will be allocated to each performance obligation based on the stand-alone selling prices.

Contract Balances:
A contract asset viz. unbilled revenue is recognized in respect of those performance obligations where the control of the goods has been transferred to the buyer or services are provided to the customer, and only the act of invoicing is pending.

A contract liability is the obligation to transfer services to a customer for which the Group has received consideration from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Group performs under the contract.

Interest income
Interest income is recognised on a time proportion basis taking into account amount outstanding and using effective interest rate method.

Space and shop rentals
Rentals basically consists of rental revenue earned from letting of spaces for retail and office at the properties. Revenue is recognised over the tenure of the lease/service agreement on a straight line basis over the term of the lease, except where the rentals are structured to increase in line with expected general inflation, and except where there is uncertainty of ultimate collection.

Government Grants
Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

e) Property, plant and equipment

Property, plant and equipment are stated at cost which includes capitalised borrowing costs, less accumulated depreciation (other than freehold land) and accumulated impairment losses, if any.

All property, plant and equipment are initially recorded at cost. Cost includes the acquisition cost or the cost of construction, including duties and non-refundable taxes, expenses directly related to bringing the asset to the location and condition necessary for making them operational for their intended use. Initial estimate of costs of dismantling and removing the item and restoring the site on which it is located is also included if there is an obligation to restore it.

Subsequent expenditure relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the Group and the cost of the item can be measured reliably.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Depreciation is charged to the Statement of Profit and Loss so as to expense the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight line method, as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets had been re-assessed as under based on technical evaluation, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support, etc.

The useful lives have been determined as per the useful life prescribed in Schedule II to the Companies Act, 2013 or as per technical assessment. The residual values are not more than 5% of the original cost of the asset.

(All amounts are in Rupees in millions except as otherwise stated)

Based on the above, the estimated useful lives of the property, plant and equipment are as follows:

Category of assets	**Useful life as per Schedule II (in years)**	**Useful life as per technical assessment (in years)**
Buildings	60 years	60 years
Plant and machinery	15 years	3 years to 15 years
Plant and machinery - Windmill	25 years	25 years
Leasehold improvements	NA	Lower of lease term or useful life
Furniture and fixtures	8 years	8 years and 15 years
Office equipment	3 to 5 years	As per Schedule II / 5 years
Computers	3 years	As per Schedule II / 3 years
Data processing units	6 years	As per Schedule II / 6 years
Vehicles	6 years	As per Schedule II / 6 to 8 years

Freehold land is not depreciated. The assets' useful lives and residual values are reviewed at the Balance Sheet date and the effect of any changes in estimates are accounted for on a prospective basis. An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

On transition to Ind AS, the Group has elected to fair value its property, plant and equipment recognised as of April 1, 2022 (transition date) in the entities where the Ind AS was implemented for the first time and used that fair value as the deemed cost of the property, plant and equipment. The Group has determined the fair value of the assets as at April 1, 2021 based on the transition date fair value as on April 1, 2022 by applying the roll back adjustment in accordance with the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by ICAI.

Capital work-in-progress represents projects under which the property, plant and equipment are not yet ready for their intended use and are carried at cost determined as aforesaid.

f) Investment properties

Investment properties, principally office buildings, are held for long-term rental yields and are not occupied by the Group. They are carried at cost. Investment properties are depreciated using the straight-line method to allocate the cost of assets over their estimated useful lives. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any. Investment properties generally have useful lives of 60 years for building and land is not depreciated. The useful lives have been taken as per schedule II. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised only when future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised. Investment properties under construction are carried individually at cost less impairment, if any. Impairment of investment properties is determined in accordance with policy stated for impairment of assets.

g) Intangible Assets and Goodwill

Intangible assets include cost of acquired software and designs, cost incurred for development of the Group's website, certain contract acquisition costs, brand and Goodwill. Intangible assets are initially measured at acquisition cost including any directly attributable costs of preparing the asset for its intended use and are carried at cost less accumulated amortisation and accumulated impairment losses. Expenditure on projects which are not yet ready for intended use are carried as intangible assets under development. Intangible assets with finite lives are amortised over their estimated useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Intangible assets are amortized on a straight-line basis over the period in which economic benefits will be derived from their use. The amortisation period and the amortisation method are reviewed at least each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

Goodwill on acquisitions of business is included in intangible assets note. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold. Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or Groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose.

On transition to Ind AS, the Group has elected to use previous GAAP carrying value as deemed cost for Intangible assets as of April 1, 2022 (transition date) in the entities where the Ind AS was implemented for the first time. The Group has determined the previous GAAP carrying value as deemed cost as at April 1, 2021 by applying the same principle as on the transition date as on April 1, 2022 which is in accordance with the Guidance Note on Reports in Company Prospectuses issued by ICAI.

Based on the above, the estimated useful lives of the intangible assets are as follows:

Category of assets	**Useful life (in years)**
Computer software	6 years
Right to access the parking space	60 years
Brand	5 years
Management contracts	5 years or terms of the contract
Website	3 years
Customer relationship	5 years

h) Impairment of assets

Assets that are subject to depreciation and amortisation are reviewed for impairment periodically including whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss. When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss for non financial assets other than goodwill is recognised immediately in the Statement of Profit and Loss to the extent that it eliminates the impairment loss which has been recognised for the asset in prior years.

i) Income tax

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in Other Comprehensive Income or directly in equity, in which case, the current and deferred tax are also recognised in Other Comprehensive Income or directly in equity, respectively.

Current tax

Current tax expenses are accounted in the same period to which the revenue and expenses relate. Provision for current income tax is made for the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the applicable tax rates and the prevailing tax laws.
Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred tax

Deferred tax is recognised using the balance sheet approach. Deferred tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred tax arises from the initial recognition of goodwill, temporary differences related to investments in subsidiaries to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss and does not give rise to equal taxable and deductible temporary differences at the time of the transaction. Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profit will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans of the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantially enacted by the end of the reporting period. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

j) Employee benefits

Short term employee benefits

All employee benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are classified as short-term employee benefits. These benefits include salary, wages and bonus, short term compensated absences such as paid annual leave and sickness leave. The undiscounted amount of short-term employee benefits (including compensated absences) expected to be paid in exchange for the services rendered by employees is recognized as an expense during the period of rendering of service by the employee.
The obligations are presented as current liabilities in the balance sheet of the Group does not have an unconditional right to defer the settlement for at least twelve months after the reporting date.

Long term employee benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are recognized as an expense when employees have rendered service entitling them to the contributions.

Defined benefit plans

The Group's gratuity scheme is a defined benefit plan. The Group's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value and the fair value of any plan assets are deducted.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation by an independent actuary using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on government securities as at the balance sheet date. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan ("the asset ceiling").

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of changes in equity and in the Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in statement of profit and loss as past service cost.

Other long-term employee benefits

Compensated absences

The employees can carry forward a portion of the unutilised accrued compensated absences beyond twelve months and utilise it in future service periods or received cash compensation on termination of employment. The Group records obligation for compensated absences in the period in which the employee renders services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the Projected Unit credit method. The discount rates used for determining the present value of the liability is based on the market yields on Government securities as at the balance sheet date. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the statement of profit and loss.

k) Inventories

Stock of food and beverages and stores and operating supplies are carried at the lower of cost (computed on a weighted average basis) or net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Cost includes the fair value of consideration paid including duties and taxes (other than those refundable), inward freight and other expenditure directly attributable to the purchase. Trade discounts and rebates are deducted in determining the cost of purchase.

l) Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Group has a binding present obligation. This may be either legal because it derives from a contract, legislation or other operation of law, or constructive because the Group created valid expectations on the part of third parties by accepting certain responsibilities. To record such an obligation it must be probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation. The amount recognised as a provision and the indicated time range of the outflow of economic benefits are the best estimate (most probable outcome) of the expenditure required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. Non-Current provisions are discounted for giving the effect of time value of money.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

A contingent asset is not recognised but disclosed in the financial statements where an inflow of economic benefit is probable.

Provisions, contingent assets and contingent liabilities are reviewed at each balance sheet date.

m) Financial instruments

(i) Classification
The Group classifies its financial assets in the following measurement categories
- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.
For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.

(ii) Recognition
Regular way purchases and sales of financial assets are recognised on trade-date, being the date on which the Group commits to purchase or sale the financial asset.

(iii) Measurement
At initial recognition, the Group measures a financial asset at its fair value (trade receivables is measured at transaction price) plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in statement of profit and loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments
Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the group classifies its debt instruments:

• Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in Other Income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in statement of profit and loss and presented in other gains/(losses). Impairment losses are presented as separate line item in the statement of profit and loss.

• Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in statement of profit and loss.

• Fair value through profit or loss: Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in statement of profit and loss and presented net within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments
The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments are recognised in statement of profit and loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/ (losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Compound financial instruments
Compound financial instruments issued by the group comprise convertible debentures denominated in Rupees that can be converted to equity shares at the option of the holder during the tenure of the instrument, when the number of shares to be issued is fixed and does not vary with changes in fair value. The liability component of compound financial instruments is initially recognised at the fair value of a similar liability that does not have an equity conversion option. The equity component is initially recognised at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts. Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not remeasured subsequently. Interest related to the financial liability is recognised in statement of profit and loss (unless it qualified for inclusion in the cost of an asset). On conversion at maturity, the financial liability is reclassified to equity and no gain or loss is recognised.

Trade and other receivables
Trade receivables are measured at their transaction price unless it contains a significant financing component in accordance with Ind AS 115 or pricing adjustments embedded in the contract. They are subsequently measured at amortised cost using the effective interest method, less loss allowance.

Other receivables are recognised initially at fair value plus or minus transaction costs and subsequently measured at amortised cost using the effective interest method, less loss allowance.

Classification & measurement of financial liabilities

Trade and other payables
Trade payables are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method. If payment is expected in one year or less, they are classified as current liabilities. If not, they are presented as non-current liabilities.

Borrowings
Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the statement of profit and loss over the period of the borrowings using the effective interest rate method.

Borrowings are classified as non-current liabilities if the Group has an unconditional right to defer settlement of the liability for at least 12 months after the statement of financial position date. If not, they are presented under current borrowings.

Derecognition of financial asset & financial liabilities
A financial asset (or, a part of a financial asset) is primarily derecognized when:
(i) The contractual right to receive cash flows from the financial assets expire, or
(ii) The Group transfers the financial assets or its right to receive cash flow from the financial assets and substantially all the risks and rewards of ownership of the asset to another party.

A financial liability (or, a part of financial liability) is derecognized when the obligation specified in the contract is discharged or cancelled or expires.

Gain or loss on derecognition
Gain or loss on derecognition of a financial asset or liability measured at amortised cost is recognized in the statement of comprehensive income at the time of derecognition. Derecognition gain/loss on financial assets other than equity instruments measured at FVOCI is recycled to profit or loss. Gain or loss on derecognition of equity instruments measured at FVOCI is never recycled to profit or loss.

Impairment of financial assets
The Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by Ind AS 109, which requires expected lifetime losses to be recognized from initial recognition of the receivables. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in a provision matrix. For other financial assets (not being equity instruments or debt instruments measured subsequently at FVTPL) the expected credit losses are measured at the 12 month expected credit losses or an amount equal to the lifetime expected credit losses if there has been a significant increase in credit risk since initial recognition.

Offsetting of financial asset and liabilities
Financial assets and liabilities are offset and the net amount reported in the balance sheet where Group currently has a legally enforceable right to offset the recognized amounts, and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

n) Leases

i. As a lessee
On inception of a contract, the Group assesses whether it contains a lease. A contract contains a lease when it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The right to use the asset and the obligation under the lease to make payments are recognised in the Group's statement of financial position as a right-of-use asset and a lease liability.

Right of use assets

The right-of- use asset recognised at lease commencement includes the amount of lease liability recognised, initial direct costs incurred, and lease payments made at or before the commencement date, less any lease incentives received. Right-of-use assets are depreciated over the shorter of the asset's estimated useful life and the lease term. Right-of-use assets are also adjusted for any re-measurement of lease liabilities and are subject to impairment testing. Residual value is reassessed annually.

Lease Liabilities

The lease liability is initially measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments (including 'in-substance fixed' payments) and variable lease payments that depend on an index or a rate, less any lease incentives receivable, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option and payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease. 'In-substance fixed' payments are payments that may, in form, contain variability but that, in substance, are unavoidable. In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease term includes periods subject to extension options which the Group is reasonably certain to exercise and excludes the effect of early termination options where the Group is reasonably certain that it will not exercise the option. Minimum lease payments include exercise price a purchase option if the Group is reasonably certain it will purchase the underlying asset after the lease term.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the 'in-substance fixed' lease payments or as a result of a rent review or change in the relevant index or rate.

Variable lease

Variable lease payments that do not depend on an index or a rate are recognised as an expense in the period over which the event or condition that triggers the payment occurs.

Short-Term Leases and Leases of Low-Value Assets

The Group has opted not to apply the lease accounting model to leases of low-value assets or leases which have a lease term of 12 months or less and don't contain purchase option. Costs associated with such leases are recognised as an expense on a straight-line basis over the lease term.

Disclosure of lease liabilities and right of use assets in balance sheet
The Group presents right-of-use assets that do not meet the definition of 'investment property' and 'property, plant and equipment' separately in the balance sheet and lease liabilities separately in the balance sheet within 'Financial Liabilities'.

ii. As a lessor
Leases for which the Group is a lessor is classified as a finance or operating lease. For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

iii. Classification of lease
To classify each lease, the Group as a lessor makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease, if not, it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

o) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

p) Business combination

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The acquisition date is the date on which control is transferred to the acquirer. Judgement is applied in determining the acquisition date and determining whether control is transferred from one party to another.

The excess of the consideration transferred over the fair value of the net identifiable assets acquired is recorded as goodwill. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition.

Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses.

Common control business combination refers to a business combination involving companies in which all the combining companies are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory. Business combinations involving companies or businesses under common control have been accounted for using the pooling of interest method. The assets, liabilities and reserves of the combining companies are reflected at their carrying amounts. No adjustments have been made to reflect fair values, or to recognise any new assets or liabilities.

The financial information in the Restated Consolidated Financial Information in respect of prior periods have been restated as if the business combination had occurred from the beginning of the earliest period presented in these Restated Consolidated Financial Information, irrespective of the actual date of the combination. However, if business combination had occurred after that date, the prior period information has been restated only from that date.

The difference, if any, between the purchase consideration paid either in the form of share capital or cash or other assets and the amount of share capital of the entities acquired is transferred to capital reserve in case of credit balance and common control adjustment deficit account in case of debit balance and presented separately from other reserves within equity.

q) Statement of cash flows

Cash flows from operating activities are reported using the indirect method, whereby profit/ (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

r) Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted in the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

s) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The management assesses the financial performance and position of the group and makes strategic decisions. The chief operating decision maker is Board of Directors of the Company. Refer Note 36 for segment information presented.

(All amounts are in Rupees in millions except as otherwise stated)

3 Property, plant and equipment (including capital work-in progress)

Particulars	Building	Freehold land	Plant and machinery (including windmill)	Furniture and fixtures	Office equipment	Computers and data processing units	Leasehold improvements	Vehicles	Total	Capital work-in-progress
Year ended March 31, 2022										
Gross carrying amount										
As at April 1, 2021*	10,338.53	27,120.68	1,685.29	95.76	2.10	24.11	-	203.57	**39,470.04**	46.11
Impact of Ind AS transition (Refer note 43)	4,063.00	2,794.07	317.98	-	-	-	-	-	**7,175.05**	-
Deemed cost as at April 1, 2021	**14,401.53**	**29,914.75**	**2,003.27**	**95.76**	**2.10**	**24.11**	**-**	**203.57**	**46,645.09**	**46.11**
Additions	68.74	3.26	58.88	10.51	1.63	82.64	12.44	4.21	**242.31**	142.23
Disposals/transfers	-	-	(4.26)	(0.20)	-	(0.02)	-	(6.35)	**(10.83)**	(147.98)
Closing gross carrying amount as at March 31, 2022	**14,470.27**	**29,918.01**	**2,057.89**	**106.07**	**3.73**	**106.73**	**12.44**	**201.43**	**46,876.57**	**40.36**
Accumulated depreciation										
As at April 1, 2021*	100.04	-	305.32	83.86	0.28	8.28	-	17.21	**514.99**	-
Charge for the year	293.24	-	467.55	6.12	0.94	16.84	2.04	40.96	**827.69**	-
Disposals	-	-	(2.17)	(0.20)	-	-	-	(6.30)	**(8.67)**	-
Closing accumulated depreciation as at March 31, 2022	**393.28**	**-**	**770.70**	**89.78**	**1.22**	**25.12**	**2.04**	**51.87**	**1,334.01**	**-**
Net carrying amount as at March 31, 2022	**14,076.99**	**29,918.01**	**1,287.19**	**16.29**	**2.51**	**81.61**	**10.40**	**149.56**	**45,542.56**	**40.36**

Particulars	Building	Freehold land	Plant and machinery (including windmill)	Furniture and fixtures	Office equipment	Computers and data processing units	Leasehold improvements	Vehicles	Total	Capital work-in-progress
Year ended March 31, 2023										
Gross carrying amount										
As at March 31, 2022	14,470.27	29,918.01	2,057.89	106.07	3.73	106.73	12.44	201.43	**46,876.57**	40.36
Impact of rollback adjustments**	-	-	1.66	-	(0.85)	0.95	-	0.01	**1.77**	-
Opening accumulated depreciation adjusted against gross carrying amount*	(224.60)	-	(333.52)	(4.54)	(0.86)	(14.59)	(2.04)	(26.14)	**(606.29)**	-
Deemed cost as at April 1, 2022	**14,245.67**	**29,918.01**	**1,726.03**	**101.53**	**2.02**	**93.09**	**10.40**	**175.30**	**46,272.05**	**40.36**
Additions	17.13	-	453.19	69.88	0.20	30.69	-	2.62	**573.71**	**640.03**
Disposals/transfers	-	-	(30.56)	(0.06)	(0.08)	(5.19)	-	(0.82)	**(36.71)**	**(405.77)**
Closing gross carrying amount as at March 31, 2023	**14,262.80**	**29,918.01**	**2,148.66**	**171.35**	**2.14**	**118.59**	**10.40**	**177.10**	**46,809.05**	**274.62**
Accumulated depreciation							-			
As at March 31, 2022	393.28	-	770.70	89.78	1.22	25.12	2.04	51.87	**1,334.01**	-
Adjusted against gross carrying amount*	(224.60)	-	(333.52)	(4.54)	(0.86)	(14.59)	(2.04)	(26.14)	**(606.29)**	-
As at April 1, 2022	**168.68**	-	**437.18**	**85.24**	**0.36**	**10.53**	**-**	**25.73**	**727.72**	-
Charge for the year	294.60	-	387.52	7.07	0.91	31.97	2.49	41.55	**766.11**	-
Disposals	-	-	(16.11)	(0.06)	(0.07)	(5.19)	-	(0.83)	**(22.26)**	-
Closing accumulated depreciation as at March 31, 2023	**463.28**	-	**808.59**	**92.25**	**1.20**	**37.31**	**2.49**	**66.45**	**1,471.57**	-
Net carrying amount as at March 31, 2023	**13,799.52**	**29,918.01**	**1,340.07**	**79.10**	**0.94**	**81.28**	**7.91**	**110.65**	**45,337.48**	**274.62**

Schloss Bangalore Limited (formerly known as "Schloss Bangalore Private Limited")
CIN - U55209DL2019PLC347492
Annexure V - Notes to the Restated Consolidated Financial Information
(All amounts are in Rupees in millions except as otherwise stated)

Particulars	Building	Freehold land	Plant and machinery (including windmill)	Furniture and fixtures	Office equipment	Computers and data processing units	Leasehold improvements	Vehicles	Total	Capital work-in-progress
Year ended March 31, 2024										
Gross carrying amount										
As at April 1, 2023	14,262.80	29,918.01	2,148.66	171.35	2.14	118.59	10.40	177.10	**46,809.05**	274.62
Additions#	307.49	168.10	474.53	93.70	1.03	15.90	33.88	46.97	**1,141.60**	1,086.70
Acquired in business combination (Refer Note 42)	6,080.00	717.00	165.58	90.86	-	5.57	-	5.18	**7,064.19**	-
Disposals/transfers	(6.55)	-	(26.38)	(4.19)	(0.01)	-	(11.84)	(1.84)	**(50.81)**	(969.00)
Closing gross carrying amount as at March 31, 2024	**20,643.74**	**30,803.11**	**2,762.39**	**351.72**	**3.16**	**140.06**	**32.44**	**227.41**	**54,964.03**	**392.32**
Accumulated depreciation										
As at April 1, 2023	463.28	-	808.59	92.25	1.20	37.31	2.49	66.45	**1,471.57**	-
Charge for the year	541.26	-	278.66	36.74	0.68	37.29	3.41	46.62	**944.66**	-
Disposals	(1.31)	-	(14.60)	(1.35)	(0.01)	-	(5.90)	(1.84)	**(25.01)**	-
Closing accumulated depreciation as at March 31, 2024	**1,003.23**	**-**	**1,072.65**	**127.64**	**1.87**	**74.60**	**-**	**111.23**	**2,391.22**	**-**
Net carrying amount as at March 31, 2024	**19,640.51**	**30,803.11**	**1,689.74**	**224.08**	**1.29**	**65.46**	**32.44**	**116.18**	**52,572.81**	**392.32**

Particulars	Building	Freehold land	Plant and machinery (including windmill)	Furniture and fixtures	Office equipment	Computers and data processing units	Leasehold improvements	Vehicles	Total	Capital work-in-progress
Period ended May 31, 2024										
Gross carrying amount										
As at April 1, 2024	20,643.74	30,803.11	2,762.39	351.72	3.16	140.06	32.44	227.41	**54,964.03**	392.32
Additions#	103.83	-	70.62	7.47	0.20	4.07	-	-	**186.19**	120.91
Disposals/transfers	-	-	(1.27)	-	-	-	-	-	**(1.27)**	(124.21)
Closing gross carrying amount as at May 31, 2024	**20,747.57**	**30,803.11**	**2,831.74**	**359.19**	**3.36**	**144.13**	**32.44**	**227.41**	**55,148.95**	**389.02**
Accumulated depreciation										
As at April 1, 2024	1,003.23	-	1,072.65	127.64	1.87	74.60	-	111.23	**2,391.22**	-
Charge for the period	97.91	-	48.74	7.55	0.14	5.23	1.13	7.87	**168.57**	-
Disposals	-	-	(1.06)	-	-	-	-	-	**(1.06)**	-
Closing accumulated depreciation as at May 31, 2024	**1,101.14**	**-**	**1,120.33**	**135.19**	**2.01**	**79.83**	**1.13**	**119.10**	**2,558.73**	**-**
Net carrying amount as at May 31, 2024	**19,646.43**	**30,803.11**	**1,711.41**	**224.00**	**1.35**	**64.30**	**31.31**	**108.31**	**52,590.22**	**389.02**

* The opening balance of accumulated depreciation has been netted against the gross carrying value as at April 1, 2021 and April 1, 2022 (transition date for Ind AS adoption), except for certain subsidiaries where the Ind AS was already implemented. The balance appearing as at April 1, 2021 and April 1, 2022 only relates to Schloss Chanakya Private Limited and Leela Palaces and Resorts Limited which was already under IND AS as at April 1, 2021 and April 1, 2022.

** The Group has determined the fair value of the assets as at April 1, 2021 based on the transition date fair value as on April 1, 2022 by applying the roll back adjustment.

Includes interest capitalised amounting to Rs. 1.42 million for May 31, 2024 (Rs.8.86 million for March 31, 2024, Rs. Nil for March 31, 2023 and March 31, 2022).

I) Property, plant and equipment

i) The Group has elected to use fair value as deemed cost for property, plant and equipment as at the date of transition to Ind AS.(Refer Note 43)

ii) Property, plant and equipment are provided as collateral security against the term loans availed by the Group (Refer Note 17)

The windmills acquired by the Company under the Business Transfer Agreement (BTA) entered with HLV Limited are situated on a forest land which was leased to Sarjan Realities Limited by the Ministry of Environment, Forest and Climate Change (MoEF&CC). The registration for sub-lease of the said land from Sarjan Realities Limited to HLV Limited and thereafter to the Company is pending to be executed.

iii) Contractual Obligations: Refer Note 38 for disclosure of contractual commitments for the acquisition of property, plant and equipment

iv) Details of title deeds of immovable properties not held in the current name of Leela Palaces and Resorts Limited (formerly known as ISKON Estates Private Limited), a company under the Group:

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value (Rupees in millions)	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter /director or employee of promoter /director	Property held since which date	Reason for not being held in the name of The Group
Property, plant and equipment	Freehold land	564.95	ISKON Estates Private Limited	No	2011	The land is in the name of The Group as per title deed, however, pursuant to change in the name of the company, the mutation in Tehsildar record is in process.

II) Capital work in progress

Capital work-in-progress mainly comprises of plant and machinery and renovations of hotel property.

There are no projects under capital work-in-progress whose completion is overdue or has exceeded its cost compared to its original plan.

See note 38 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

(All amounts are in Rupees in millions except as otherwise stated)

Ageing of Capital Work in progress

As at May 31, 2024

	Amount in Capital work in progress for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in progress	292.14	94.54	0.84	1.50	**389.02**
Projects temporarily suspended	-	-	-	-	**-**

As at March 31, 2024

	Amount in Capital work in progress for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in progress	323.22	67.60	-	1.50	**392.32**
Projects temporarily suspended	-	-	-	-	**-**

As at March 31, 2023

	Amount in Capital work in progress for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in progress	265.74	7.38	-	1.50	**274.62**
Projects temporarily suspended	-	-	-	-	**-**

As at March 31, 2022

	Amount in Capital work in progress for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in progress	38.15	0.71	1.50	-	**40.36**
Projects temporarily suspended	-	-	-	-	**-**

There are no projects under capital work-in-progress whose completion is overdue or has exceeded its cost compared to its original plan.
See note 38 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

(All amounts are in Rupees in millions except as otherwise stated)

4 Leases

(i) The balance sheet shows the following amounts relating to leases:

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Right-of-use assets				
- Building	2,493.95	2,501.53	2,407.41	2,421.89
- Plant and machinery	7.74	7.87	8.63	9.39
	2,501.69	**2,509.40**	**2,416.04**	**2,431.28**

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Lease liabilities				
Lease liabilities - Current	59.43	52.84	33.73	22.91
Lease liabilities - Non Current	2,053.14	2,056.17	1,837.40	1,739.55
	2,112.57	**2,109.01**	**1,871.13**	**1,762.46**

Additions to right-of-use assets during the period ended May 31, 2024: Rs. 12.09 millions on account of new leases or additional security deposit paid for the existing leases (March 31, 2024: Rs. 313.59 millions, March 31,2023: Rs. 68.67 millions and March 31, 2022: Rs. 6.51 millions).

(ii) Amounts recognized in the statement of profit and loss

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Depreciation charge of right-of-use assets (Refer Note 28)				
- Building	19.70	124.55	83.15	81.00
- Plant and machinery	0.13	0.76	0.76	0.76
Interest expense (included in finance costs)	34.91	204.34	179.42	174.13
Expense relating to short-term leases (included in other expenses)	4.86	19.96	14.88	10.38

The total cash outflow for leases for the period ended May 31, 2024: Rs. 35.77 millions (March 31, 2024: Rs 177.56 millions, March 31, 2023: Rs. 144.06 millions and March 31, 2022: Rs. 137.64 millions).

(iii) Right of use assets

This note provides information for leases where the Group is a lessee. The Group leases hotel premises, plant and machinery and houses for employee accommodation. Rental contracts are typically made for fixed periods of 11 months to 36 years, but may have extension and termination options as described in (iii). The weighted average discount rate for lease liabilities is 10.5% p.a. - 12.5% p.a.

(iv) Extension and termination options

Extension and termination options are included in a number of residential accommodation leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group operations. The majority of extension and termination options held are exercisable only if agreed by both the Group and the lessor. The termination option of the hotel premises leased by the Group held are exercisable only by the lessee.

(v) Critical judgements in determining the lease term:

The Group assesses at lease commencement whether it is reasonably certain to exercise the extension and termination options. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant change in circumstances within its control and affects whether The Group is reasonably certain to exercise an option not previously included in its determination of the lease term, or not to exercise an option previously included in its determination of the lease term.

(All amounts are in Rupees in millions except as otherwise stated)

5 Other Intangible assets and goodwill

Particulars	Computer software	Website	Brand	Management contracts	Right to access the parking space	Customer relationships	Total	Goodwill
Year ended March 31, 2022								
Gross carrying amount								
As at April 1, 2021*	8.95	-	1,063.22	494.17	409.80	-	**1,976.14**	1,920.90
Additions	3.74	20.44	-	-	-	-	**24.18**	-
Closing gross carrying amount as at March 31, 2022	**12.69**	**20.44**	**1,063.22**	**494.17**	**409.80**	-	**2,000.32**	**1,920.90**
Accumulated amortisation								
As at April 1, 2021	0.61	-	-	-	-	-	**0.61**	-
Charge for the year	2.31	4.06	299.67	78.13	7.00	-	**391.17**	-
Closing accumulated amortisation as at March 31, 2022	**2.92**	**4.06**	**299.67**	**78.13**	**7.00**	-	**391.78**	-
Net carrying amount as at March 31, 2022	**9.77**	**16.38**	**763.55**	**416.04**	**402.80**	-	**1,608.54**	**1,920.90**

Particulars	Computer software	Website	Brand	Management contracts	Right to access the parking space	Customer relationships	Total	Goodwill
Year ended March 31, 2023								
Gross carrying amount								
AS at April 1, 2022	12.69	20.44	1,063.22	494.17	409.80	-	**2,000.32**	1,920.90
Opening accumulated amortisation adjusted against gross carrying amount*	(2.12)	(4.06)	(299.67)	(78.13)	(7.00)	-	**(390.98)**	-
Deemed cost as at April 1, 2022	**10.57**	**16.38**	**763.55**	**416.04**	**402.80**	-	**1,609.34**	**1,920.90**
Additions	10.56	**-**	-	**-**	**-**	-	**10.56**	-
Disposals	(0.19)	**-**	-	**-**	**-**	-	**(0.19)**	-
Closing gross carrying amount as at March 31, 2023	**20.94**	**16.38**	**763.55**	**416.04**	**402.80**	-	**1,619.71**	**1,920.90**
Accumulated amortisation								
As at March 31, 2022	2.92	4.06	299.67	78.13	7.00	-	**391.78**	-
Adjusted against gross carrying amount*	(2.12)	(4.06)	(299.67)	(78.13)	(7.00)	-	**(390.98)**	-
As at April 1, 2022	**0.80**	-	-	-	-	-	**0.80**	-
Charge for the year	3.54	6.82	299.74	78.13	7.00	-	**395.23**	-
Disposals	(0.19)	-	-	-	-	-	**(0.19)**	-
Closing accumulated amortisation as at March 31, 2023	**4.15**	**6.82**	**299.74**	**78.13**	**7.00**	-	**395.84**	-
Net carrying amount as at March 31, 2023	**16.79**	**9.56**	**463.81**	**337.91**	**395.80**	-	**1,223.87**	**1,920.90**

(All amounts are in Rupees in millions except as otherwise stated)

Particulars	Computer software	Website	Brand	Management contracts	Right to access the parking space	Customer relationships	Total	Goodwill
Year ended March 31, 2024								
Gross block								
As at April 1, 2023	**20.94**	**16.38**	**763.55**	**416.04**	**402.80**	-	**1,619.71**	**1,920.90**
Additions	0.49	-	-	-	-	-	**0.49**	-
Acquired in business combination (Refer Note 42)	-	-	-	-	-	85.00	**85.00**	2,749.66
Disposals/adjustments	-	-	-	(250.00)	-	-	**(250.00)**	-
Closing gross carrying amount as at March 31, 2024	**21.43**	**16.38**	**763.55**	**166.04**	**402.80**	**85.00**	**1,455.20**	**4,670.56**
							-	
Accumulated amortisation								
As at April 1, 2023	**4.15**	**6.82**	**299.74**	**78.13**	**7.00**	**-**	**395.84**	-
Charge for the year	4.61	6.83	300.56	71.38	7.02	14.17	**404.57**	-
Disposals/adjustments	-	**-**	-	(21.52)	-	-	**(21.52)**	-
Closing accumulated amortisation as at March 31, 2024	**8.76**	**13.65**	**600.30**	**127.99**	**14.02**	**14.17**	**778.89**	-
Net carrying amount as at March 31, 2024	**12.67**	**2.73**	**163.25**	**38.05**	**388.78**	**70.83**	**676.31**	**4,670.56**

Particulars	Computer software	Website	Brand	Management contracts	Right to access the parking space	Customer relationships	Total	Goodwill
Period ended May 31, 2024								
Gross block								
As at April 1, 2024	**21.43**	**16.38**	**763.55**	**166.04**	**402.80**	**85.00**	**1,455.20**	**4,670.56**
Additions	0.05	-	-	-	-	-	**0.05**	-
Disposals	-	-	-	-	-	-	**-**	-
Closing gross carrying amount as at May 31, 2024	**21.48**	**16.38**	**763.55**	**166.04**	**402.80**	**85.00**	**1,455.25**	**4,670.56**
Accumulated amortisation								
As at April 1, 2024	**8.76**	**13.65**	**600.30**	**127.99**	**14.02**	**14.17**	**778.89**	-
Charge for the period	0.71	1.14	50.06	11.67	1.17	2.83	**67.58**	-
Disposals	-	-	-	-	-	-	**-**	-
Closing accumulated amortisation as at May 31, 2024	**9.47**	**14.79**	**650.36**	**139.66**	**15.19**	**17.00**	**846.47**	-
Net carrying amount as at May 31, 2024	**12.01**	**1.59**	**113.19**	**26.38**	**387.61**	**68.00**	**608.78**	**4,670.56**

* The opening balance of accumulated amortisation has been netted against the gross carrying value as at April 1, 2021 and April 1, 2022 (transition date for Ind AS adoption), except for certain subsidiaries where the Ind AS was already implemented. The balance appearing as at April 1, 2021 and April 1, 2022 only relates to Schloss Chanakya Private Limited which was already under Ind AS as at April 1, 2021 and April 1, 2022.

(i) Intangible assets and goodwill

The Group has elected to use previous GAAP carrying value as deemed cost for intangible assets as at the transition date.

Goodwill is initially recognised based on the accounting policy for business combinations and is tested for impairment annually (for transition to Ind AS - Goodwill is recognised at net carrying amount as per the previous GAAP as per the transitional exemptions as explained under note 43)

Goodwill and Other intangible assets are provided as collateral security against the term loans availed by the company (refer note 17)

(All amounts are in Rupees in millions except as otherwise stated)

(ii) Impairment testing

Goodwill represents the cost of acquired business as established at the date of acquisition of the business in excess of the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities less accumulated impairment losses, if any.

The Group tests goodwill for impairment at least annually, or more frequently if events or changes in circumstances indicate that it might be impaired. For the purpose of impairment testing, goodwill, which arose on acquisition of the assets, is allocated to a cash generating unit "CGU" representing the lowest level with the group at which goodwill is monitored for internal management reporting purposes. The carrying value of the cash generating unit is the carrying value of the net assets of the entity.

The recoverable value in use of the CGU is determined on the basis of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

The goodwill is attributable to the acquired businesses of HLV Limited. Subsequent increase in the goodwill is attributable to business acquisition under common control transaction of Tulsi Palace Resort Private Limited, as specified below each identified as a cash generating unit. The carrying value of the cash generating unit is the carrying value of the net assets of the respective entity. The Group has adopted 'value in use' method to determine the carrying value of cash generating unit.

Line of Services/Business	Carrying Value as at 31 May 2024	Carrying Value as at 31 March 2024	Carrying Value as at 31 March 2023	Carrying Value as at 31 March 2022
Bangalore hotel	757.20	757.20	757.20	757.20
Hotel managed business	477.56	477.56	477.56	477.56
Udaipur hotel	158.57	158.57	158.57	158.57
Delhi hotel	527.57	527.57	527.57	527.57
Jaipur Hotel	2,749.66	2,749.66	-	-
Total	**4,670.56**	**4,670.56**	**1,920.90**	**1,920.90**

The base assumptions considered for testing the goodwill impairment for both the cash generating units are as follows:
A) The average growth rate of revenue as considered below:
(i) Bangalore hotel: The estimated value-in-use of this CGU is based on the future cash flows using a 5% for March 31, 2024 (March 31, 2023: 5% , March 31, 2022: 5%) annual growth rate for periods subsequent to the forecast period of 5 years and a discount rate (pre-tax) of 11.30% p.a for March 31, 2024 (March 31, 2023: 13.11% p.a , March 31, 2022: 11.74% p.a).

(ii) Hotel managed business: The estimated value-in-use of this CGU is based on the future cash flows using a 5% for March 31, 2024 (March 31, 2023: 5% , March 31, 2022: 5%) annual growth rate for periods subsequent to the forecast period of 5 years and a discount rate (pre-tax) of 11.30% p.a for March 31, 2024 (March 31, 2023: 13.11% p.a , March 31, 2022: 11.74% p.a).

(iii) Udaipur hotel: The estimated value-in-use of this CGU is based on the future cash flows using a 5% for March 31, 2024 (March 31, 2023: 5% , March 31, 2022: 5%) annual growth rate for periods subsequent to the forecast period of 5 years and a discount rate (pre-tax) of 11.30% p.a for March 31, 2024 (March 31, 2023: 13.11% p.a , March 31, 2022: 11.74% p.a).

(iv) Delhi hotel : The estimated value-in-use of this CGU is based on the future cash flows using a 5% for March 31, 2024 (March 31, 2023: 5% , March 31, 2022: 7%) annual growth rate for periods subsequent to the forecast period of 5 years and a discount rate (pre-tax) of 11.30% p.a for March 31, 2024 (March 31, 2023: 13.11% p.a , March 31, 2022: 11.74% p.a).

(v) Jaipur hotel: The average growth rate of revenue for 6 years has been considered as 5% for March 31, 2024. The Terminal value growth rate has been taken as 5% for March 31, 2024 and a discount rate (pre-tax) of 11.30% p.a for March 31, 2024 .

B) The outcome of the Group's goodwill impairment test as at March 31, 2024, March 31, 2023 and March 31, 2022 did not result in any impairment of goodwill. The key assumptions considered by the Group are EBIDTA margin, discount rate and revenue growth rate considered for computing terminal value. An analysis of the sensitivity of the computation to a change in key parameters (EBITDA, discount rates and terminal value), based on reasonable assumptions, did not identify any probable scenario in which the recoverable amount of the CGU would decrease below its carrying amount.

As there were no change in indicators for impairment of the CGU, the impairment calculations have not been updated during the two months period ended May 31, 2024.

(All amounts are in Rupees in millions except as otherwise stated)

6 Investment properties

Particulars	**As at May 31, 2024**	**As at March 31, 2024**	**As at March 31, 2023**	**As at March 31, 2022**
Gross carrying amount (measured at cost)				
Opening gross carrying amount	**1,699.35**	**1,699.35**	**1,704.55**	**1,704.55**
Opening accumulated depreciation adjusted against gross carrying amount	-	-	(5.20)	-
Deemed Cost	**1,699.35**	**1,699.35**	**1,699.35**	**1,704.55**
Additions	-	-	-	-
Disposals	-	-	-	-
Closing gross carrying amount	**1,699.35**	**1,699.35**	**1,699.35**	**1,704.55**
Accumulated depreciation				
Opening accumulated depreciation	10.42	5.20	5.20	-
Opening accumulated depreciation adjusted against gross carrying amount	-	-	(5.20)	-
Adjusted opening accumulated depreciation	10.42	5.20	-	-
Charge for the year	0.87	5.22	5.20	5.20
Closing accumulated depreciation	**11.29**	**10.42**	**5.20**	**5.20**
Net carrying amount	**1,688.06**	**1,688.93**	**1,694.15**	**1,699.35**

Investment properties under construction

Particulars	**As at May 31, 2024**	**As at March 31, 2024**	**As at March 31, 2023**	**As at March 31, 2022**
Opening	-	-	-	-
Additions during the year/period	94.89	-	-	-
Transferred to investment properties	-	-	-	-
Total	**94.89**	**-**	**-**	**-**

(i) Amounts recognised in profit or loss for investment properties

Particulars	**As at May 31, 2024**	**As at March 31, 2024**	**As at March 31, 2023**	**As at March 31, 2022**
Rental income from operating leases	35.89	216.79	227.51	216.88
Direct operating expenses from property that generated rental income	(11.24)	(72.46)	(64.47)	(53.44)
Direct operating expenses from property that did not generate rental income	(0.36)	(2.78)	-	-
Profit from investment properties before depreciation	**24.29**	**141.55**	**163.04**	**163.44**
Depreciation	0.87	5.22	5.20	5.20
Profit from investment properties	**23.42**	**136.33**	**157.84**	**158.24**

(ii) Leasing arrangements
The investment properties are leased to tenants under operating leases with rentals payable monthly. Lease income from operating leases where the group is a lessor is recognised in income on a straight-line basis over the lease term. Lease payments have no variable lease payments that depend on an index or rate. Where considered necessary to reduce credit risk, the Group may obtain bank guarantees for the term of the lease. Although the Group is exposed to changes in the residual value at the end of the current leases, Group typically enters into new operating leases and therefore will not immediately realise any reduction in residual value at the end of these leases.

Minimum lease payments receivable on leases of investment properties are as follows-

Particulars	**As at May 31, 2024**	**As at March 31, 2024**	**As at March 31, 2023**	**As at March 31, 2022**
Within 1 year	169.95	169.65	132.72	159.11
Between 1 and 2 years	173.75	171.43	137.33	132.72
Between 2 and 3 years	169.36	185.36	132.02	137.33
Between 3 and 4 years	75.05	89.37	131.54	132.02
Between 4 and 5 years	2.87	3.45	57.63	131.54
Later than 5 years	-	-	3.21	59.66

(iii) Fair value

Particulars	**As at May 31, 2024**	**As at March 31, 2024**	**As at March 31, 2023**	**As at March 31, 2022**
Investment properties	2,946.89	2,852.00	2,408.00	2,275.00

(iv) Estimation of fair value
The Group obtains independent valuations for its investment properties at least annually. The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the group considers information from a variety of sources including:

1. Current prices in an active market for properties of different nature or recent prices of similar properties in less active markets, adjusted to reflect those differences

2. Discounted cash flow projections based on reliable estimates of future cash flows

3. Capitalised income projections based upon property's estimated net market income, and a capitalisation rate derived from an analysis of market evidence.

The fair values of investment properties have been determined by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. The main inputs used are the rental growth rates, expected vacancy rates, terminal yields and discount rates based on comparable transactions and industry data. All resulting fair value estimates for investment properties are included in level 3.

(v) Contractual obligations
See note 38 for disclosure of contractual obligations to purchase, construct or develop investment properties or for its repairs, maintenance or enhancements.

(vi) Presenting cash flows
The Group classifies cash outflows to acquire or construct investment properties as investing cash flows and rental inflows as operating cash flows.

(vii) Investment properties are provided as collateral security against the term loans availed by the Company (refer note 17)

(All amounts are in Rupees in millions except as otherwise stated)

7 Investments

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Non-current				
Investment in equity instruments (unquoted) (measured at FVTPL)				
18,600 (March 31, 2024: 18,600, March 31, 2023: 18,600, March 31, 2022: 18,600) equity shares of Rs. 10 each fully paid up in Green Infra Wind Power Generation Limited	0.19	0.19	0.19	0.19
	0.19	**0.19**	**0.19**	**0.19**
Aggregate amount of quoted investments	-	-	-	-
Aggregate market value of quoted investments	-	-	-	-
Aggregate amount of unquoted investments	0.19	0.19	0.19	0.19
Aggregate amount of impairment in the value of investments	-	-	-	-

The fair value of investments approximates their carrying values.

8 Other financial assets

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Non-current				
Fixed deposit with remaining maturity of more than 12 months (refer note (a))	898.94	921.35	314.39	317.80
Margin money deposits with remaining maturity of more than 12 months (refer note (b))	84.38	83.92	77.11	75.48
Security deposits (for related party refer note 41)	126.60	126.88	96.18	61.27
Total	**1,109.92**	**1,132.15**	**487.68**	**454.55**
(a) Fixed deposit includes:				
- Deposits restricted for withdrawal against loan facility	557.60	420.00	-	-
- Against bank guarantee	42.50	2.55	-	0.85
(b) Margin money includes:				
- Against bank guarantee	11.58	11.55	5.85	4.22
- Against discounted import duty with customs department	-	1.07	-	-
- Margin given to Ministry of Environment, Forest and Climate Change	70.82	70.82	70.82	70.82
Current				
Security deposits	28.01	4.64	3.81	7.32
Bank deposits with remaining maturity of less than 12 months from balance sheet date	-	-	64.18	-
Insurance Receivable	1.53	1.53	0.79	-
Related parties (refer note 41)				
Receivable against business support services	-	5.28	-	-
Others	10.87	3.75	11.51	1.90
Total	**40.41**	**15.20**	**80.29**	**9.22**

9 Non-current tax assets (net)

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Advance tax and tax deducted at source (net of provision of tax)	207.08	284.49	204.95	97.78
Non current tax assets (net)	**207.08**	**284.49**	**204.95**	**97.78**

Current tax assets (net)

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Advance tax and tax deducted at source (net of provision of tax)	34.77	49.67	13.34	8.64
	34.77	**49.67**	**13.34**	**8.64**

(All amounts are in Rupees in millions except as otherwise stated)

10 Other assets

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Non-current				
Capital advances	175.54	176.58	115.38	38.01
Advance for hotel management contract renewal (Refer Note (a) below)	796.93	802.24	834.11	-
Prepaid expenses	25.40	23.08	11.12	11.88
Lease equalisation reserve	65.81	66.70	48.15	40.51
Deposits with governmental authorities (Refer Note (b) below)	291.93	289.10	268.06	265.01
Other non current assets	-	2.38	-	-
Total	**1,355.61**	**1,360.08**	**1,276.82**	**355.41**

Notes:

(a) During the year ended March 31, 2023 one of the entity of the Group has entered into an agreement (the 'Agreement') with certain parties having direct and/or indirect shareholding interest in two specific hotel owning companies ("Shareholders"). Under the Agreement the Group has paid an amount of Rs. 850 millions for securing an undertaking that the Shareholders will ensure that the Hotel Management Agreements (HMA) contracts of the two specific hotels subsist till the 20th anniversary beginning from October 2, 2023.
The Board of Directors of one hotel owning company has agreed to the arrangement and passed the requisite resolution and executed the Agreement as confirming party. The other hotel owning company has not executed the Agreement and certain shareholders of such hotel owning company have executed the Agreement.

The Shareholders will cause the hotel owing companies to perform and comply with the respective HMA contracts and ensure continuance of the contracts by exercising their voting rights (directly and indirectly). The Shareholder shall also ensure that the hotel owning companies does not take any action to terminate any HMA contract. In the event the stated obligations, specified in the Agreement, are not fulfilled by the Shareholders in accordance thereof, the amount paid is repayable, as per the terms of the Agreement.

As at March 31, 2024, the HMA contracts have been renewed for a period of 10 years for both hotels owning properties from the date of initial expiry of respective HMA contracts. These amounts paid will be amortised on a straight-line basis over a period of 20 years. During the period ended May 31, 2024: Rs. 5.31 millions (March 31, 2024: Rs. 15.89 millions, March 31, 2023: Rs. Nil and March 31, 2022: Rs. Nil) has been charged to the Statement of Profit and Loss. Based on management's assessment and independent legal advice obtained on this matter, the payments are considered to be in compliance with the applicable laws and regulations.

(b) Balance with government authorities to the extent of Rs. 260.34 millions (March 31, 2024, March 31, 2023 and March 31, 2022 is Rs. 260.34 millions) represents advance given to New Delhi Municipal Council (NDMC) for Floor Area Ratio (FAR) and Zonal Average Auction Rate (ZAAR) matter which is ongoing before the Court.

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Current				
Balances with government authorities				
- With GST authorities	197.56	202.05	120.54	219.11
Advance to employees	6.40	4.89	4.80	2.55
Advance to suppliers	105.92	70.33	49.53	42.28
Prepaid expenses*	151.78	169.01	126.83	103.35
Advance for hotel management contract renewal	31.87	31.87	15.89	-
Total	**493.53**	**478.15**	**317.59**	**367.29**

* Includes eligible expenses incurred in connection with proposed initial public offer of equity shares of the Company amounting to Rs. 10 millions for the period ended May 31, 2024, recoverable from selling shareholders or adjustable against securities premium portion of the IPO proceeds.

11 Inventories

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Food and beverages	205.85	214.82	133.99	89.94
Stores and operating supplies	100.52	95.22	122.31	98.84
Total	**306.37**	**310.04**	**256.30**	**188.78**

Inventory written down during the period Rs. Nil (March 31, 2024: Nil, March 31, 2023: Nil, March 31, 2022: Nil)
The amount of Inventories is pledged as security against the Group's borrowings (Refer Note 17)

(All amounts are in Rupees in millions except as otherwise stated)

12 Trade receivables

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Trade receivables from contract with customers – billed	835.59	990.15	807.40	584.95
Trade receivables from contract with customers – unbilled^	124.96	105.87	195.58	128.15
Trade receivables from contract with customers – related parties (Refer note 41)	7.65	6.30	27.62	19.24
Less: Loss allowance	(373.38)	(373.27)	(328.51)	(212.21)
Total	**594.82**	**729.05**	**702.09**	**520.13**
Current portion	594.82	729.05	702.09	520.13
Non-current portion	-	-	-	-

^The receivable is 'unbilled' because the Group has not yet issued an invoice; however, the balance has been included under trade receivables (as opposed to contract assets) because it is an unconditional right to consideration.

Breakup of security details				
Trade receivables considered good - secured	-	-	-	-
Trade receivables considered good - unsecured	965.04	1,072.17	1,020.93	719.41
Trade receivables which have significant increase in credit risk	-	-	-	-
Trade receivables – credit impaired	3.16	30.15	9.67	12.93
Total	**968.20**	**1,102.32**	**1,030.60**	**732.34**
Loss allowance	(373.38)	(373.27)	(328.51)	(212.21)
Total	**594.82**	**729.05**	**702.09**	**520.13**

(i) Trade receivables are non-interest bearing and are generally on payment terms of 0 to 30 days.

(ii) No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member except as disclosed in note 41.

Schloss Bangalore Limited (formerly known as "Schloss Bangalore Private Limited")
CIN - U55209DL2019PLC347492
Annexure V - Notes to the Restated Consolidated Financial Information
(All amounts are in Rupees in millions except as otherwise stated)

Trade Receivables Ageing

Ageing of trade receivables as at May 31, 2024

Particulars		Outstanding for following periods from the due date						Total
	Unbilled	Not due	Less than 6 months	6 months to 1 year	1-2 Years	2-3 years	More Than 3 years	
Undisputed trade receivables								
considered good	124.96	-	273.76	219.49	70.45	29.25	221.47	939.38
which have significant increase in credit risk	-	-	-	-	-	-	-	-
credit impaired	-	-	4.50	7.70	4.06	5.95	6.61	28.82
Disputed trade receivables								
considered good	-	-	-	-	-	-	-	-
which have significant increase in credit risk	-	-	-	-	-	-	-	-
credit impaired	-	-	-	-	-	-	-	-
Total	**124.96**	-	**278.26**	**227.19**	**74.51**	**35.20**	**228.08**	**968.20**
Less: Loss allowance	-	-	(10.51)	(31.67)	(69.95)	(33.33)	(227.92)	(373.38)
Net	**124.96**	-	**267.75**	**195.52**	**4.56**	**1.87**	**0.16**	**594.82**

Ageing of trade receivables as at March 31, 2024

Particulars		Outstanding for following periods from the due date						Total
	Unbilled	Not due	Less than 6 months	6 months to 1 year	1-2 Years	2-3 years	More Than 3 years	
Undisputed trade receivables								
considered good	105.87	-	507.43	148.70	66.31	81.06	162.80	1,072.17
which have significant increase in credit risk	-	-	-	-	-	-	-	-
credit impaired	-	-	6.13	5.98	8.01	6.13	3.90	30.15
Disputed trade receivables								
considered good	-	-	-	-	-	-	-	-
which have significant increase in credit risk	-	-	-	-	-	-	-	-
credit impaired	-	-	-	-	-	-	-	-
Total	**105.87**	-	**513.56**	**154.68**	**74.32**	**87.19**	**166.70**	**1,102.32**
Less: Loss allowance	-		(10.62)	(37.10)	(72.04)	(86.81)	(166.70)	(373.27)
Net	**105.87**	-	**502.94**	**117.58**	**2.28**	**0.38**	**-**	**729.05**

Ageing of trade receivables as at March 31, 2023

Particulars		Outstanding for following periods from the due date						Total
	Unbilled	Not due	Less than 6 months	6 months to 1 year	1-2 Years	2-3 years	More Than 3 years	
Undisputed trade receivables								
considered good	195.58	-	493.69	73.36	90.71	22.49	145.10	1,020.93
which have significant increase in credit risk	-	-	-	-	-	-	-	-
credit impaired	-	-	-	-	5.78	1.15	2.74	9.67
Disputed trade receivables								
considered good	-	-	-	-	-	-	-	-
which have significant increase in credit risk	-	-	-	-	-	-	-	-
credit impaired	-	-	-	-	-	-	-	-
Total	**195.58**	-	**493.69**	**73.36**	**96.49**	**23.64**	**147.84**	**1,030.60**
Less: Loss allowance	-	-	(17.80)	(46.67)	(92.79)	(23.41)	(147.84)	(328.51)
Net	**195.58**	-	**475.89**	**26.69**	**3.70**	**0.23**	**-**	**702.09**

Ageing of trade receivables as at March 31, 2022

Particulars		Outstanding for following periods from the due date						Total
	Unbilled	Not due	Less than 6 months	6 months to 1 year	1-2 Years	2-3 years	More Than 3 years	
Undisputed trade receivables								
considered good	128.15	-	273.73	103.84	25.70	109.62	78.37	719.41
which have significant increase in credit risk	-	-	-	-	-	-	-	-
credit impaired	-	-	0.69	12.24	-	-	-	12.93
Disputed trade receivables								
considered good	-	-	-	-	-	-	-	-
which have significant increase in credit risk	-	-	-	-	-	-	-	-
credit impaired	-	-	-	-	-	-	-	-
Total	**128.15**	-	**274.42**	**116.08**	**25.70**	**109.62**	**78.37**	**732.34**
Less: Loss allowance	-	-	(11.21)	(26.34)	(8.47)	(87.82)	(78.37)	(212.21)
Net	**128.15**	-	**263.21**	**89.74**	**17.23**	**21.80**	**-**	**520.13**

(All amounts are in Rupees in millions except as otherwise stated)

13 Cash and cash equivalents

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Balances with banks				
in current accounts	465.53	473.27	222.18	458.01
in fixed deposits with original maturity of less than 3 months	38.37	232.27	1,486.98	2,091.59
Cash on hand	3.34	4.21	2.91	3.72
Total	**507.24**	**709.75**	**1,712.07**	**2,553.32**

Note: Cash and bank balances are denominated and held in Indian Rupees and the balance with banks mentioned above is of unrestricted nature.

14 Bank balances other than cash and cash equivalents

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Margin money deposits (I)	-	-	3.00	3.50
Fixed deposits with banks with original maturity more than three months but less than twelve months (II)	2,155.13	3,039.70	833.99	828.27
Earmarked balances with bank (III)	3.80	-	-	-
Total	**2,158.93**	**3,039.70**	**836.99**	**831.77**

I) Margin Money includes Rs. Nil margin money given for bank guarantee as at May 31, 2024 (March 31, 2024: Rs Nil, March 31, 2023: Rs. 3.00 millions, March 31, 2022: Rs. 3.50 millions.)

II) Fixed deposits of Rs. 1,332.97 millions as at May 31, 2024 (March 31, 2024: Rs. 1,881.82 millions, March 31, 2023: Rs. 0.85 millions, March 31, 2022: Rs. Nil) is restricted for withdrawal, against bank guarantee, term loans and overdraft facility availed by the Group.

III) Earmarked balances which comprises of Rs. 3.80 million towards unspent CSR expenditure pertains to one of the entities within the Group for year ended March 31, 2024.

(All amounts are in Rupees in millions except as otherwise stated)

15 Equity share capital

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Authorised*				
67,500,000 (March 31, 2024 - 67,500,000, March 31, 2023 - 67,500,000 and March 31, 2022 - 67,500,000) equity shares of Rs. 10 each	675.00	675.00	675.00	675.00
Issued, subscribed and paid up				
20,169,566 (March 31, 2024 - 20,169,566, March 31, 2023 - 20,169,566 and March 31, 2022 - 20,169,566) equity shares of Rs. 10 each, fully paid-up	201.70	201.70	201.70	201.70
Total	**201.70**	**201.70**	**201.70**	**201.70**

* Refer note 45(ii)

(i) Movements in equity share capital

(a) Authorised Share capital

Particulars	No. of shares	Amount
Equity		
As at April 1, 2021	**67,500,000**	**675.00**
Increase/(decrease) during the year	-	-
As at March 31, 2022	**67,500,000**	**675.00**
Increase/(decrease) during the year	-	-
As at March 31, 2023	**67,500,000**	**675.00**
Increase/(decrease) during the year	-	-
As at March 31, 2024	**67,500,000**	**675.00**
Increase/(decrease) during the period	-	-
As at May 31, 2024	**67,500,000**	**675.00**

(b) Issued, subscribed and paid up

Particulars	No. of shares	Amount
As at April 1, 2021	**19,373,216**	**193.73**
Shares issued during the year	796,350	7.96
As at March 31, 2022	**20,169,566**	**201.70**
Shares issued during the year	-	-
As at March 31, 2023	**20,169,566**	**201.70**
Shares issued during the year	-	-
As at March 31, 2024	**20,169,566**	**201.70**
Shares issued during the period	-	-
As at May 31, 2024	**20,169,566**	**201.70**

During the year ended March 31, 2022, the Company issued shares to BSREP III India Ballet III Pte. Ltd. which were subsequently transferred to Project Ballet Bangalore Holdings (DIFC) Private Limited at Rs. 100 per share including premium of Rs. 90 per share. These shares were issued in two tranches as follows:

Date	No. of shares
April 21, 2021	446,350
April 23, 2021	350,000

Terms, rights, preferences and restrictions attached to equity shares
The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not show of hands) are in proportion to its share of the paid-up equity capital of the Company. On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company.

(ii) Shares of the company held by holding company

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Project Ballet Bangalore Holdings (DIFC) Pvt. Limited, holding company*	20,169,565	20,169,565	20,169,565	20,169,565
BSREP III India Ballet Holdings (DIFC) Limited, intermediate holding company	1	1	1	1

* Refer note 45(i)

(iii) Details of shareholders holding more than 5% shares in the company

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Project Ballet Bangalore Holdings (DIFC) Pvt. Limited, holding company	20,169,565	20,169,565	20,169,565	20,169,565
Percentage of Holding	**99.99%**	**99.99%**	**99.99%**	**99.99%**

(All amounts are in Rupees in millions except as otherwise stated)

(iv) Details of shareholding of promoters:

As at May 31, 2024

Name of the promoter and promoter group	Number of shares	Percentage of total number of shares	Percentage of change during the year
Project Ballet Bangalore Holdings (DIFC) Private Limited	20,169,565	99.99%	-
BSREP III India Ballet Holdings (DIFC) Limited	1	0.01%	-
	20,169,566	**100.00%**	**-**

As at March 31, 2024

Name of the promoter and promoter group	Number of shares	Percentage of total number of shares	Percentage of change during the year
Project Ballet Bangalore Holdings (DIFC) Private Limited	20,169,565	99.99%	-
BSREP III India Ballet Holdings (DIFC) Limited	1	0.01%	-
	20,169,566	**100.00%**	**-**

As at March 31, 2023

Name of the promoter and promoter group	Number of shares	Percentage of total number of shares	Percentage of change during the year
Project Ballet Bangalore Holdings (DIFC) Private Limited	20,169,565	99.99%	-
BSREP III India Ballet Holdings (DIFC) Limited	1	0.01%	-
	20,169,566	**100.00%**	**-**

As at March 31, 2022

Name of the promoter and promoter group	Number of shares	Percentage of total number of shares	Percentage of change during the year
Project Ballet Bangalore Holdings (DIFC) Private Limited	20,169,565	99.99%	100%
BSREP III India Ballet Holdings (DIFC) Limited	1	0.01%	100%
BSREP III India Ballet III Pte. Ltd.	-	-	(100)%
BSREP III India Ballet Pte. Ltd.	-	-	(100)%
	20,169,566	**100.00%**	**-**

As at March 31, 2021

Name of the promoter and promoter group	Number of shares	Percentage of total number of shares	Percentage of change during the year
BSREP III India Ballet III Pte. Ltd.	19,373,215	99.99%	-
BSREP III India Ballet Pte. Ltd.	1	0.01%	-
	19,373,216	**100.00%**	**-**

(v) Aggregate number of shares issued for consideration other than cash

Until May 31, 2024, the Company has not issued any shares for consideration other than cash and neither bought back any shares from the date of incorporation. Subsequent to period end, the Company has approved issuance of bonus shares in the ratio of 4:1 i.e. 4 bonus shares for each equity share (refer note 45 (iii)).

16 (a) Equity component of compound financial instruments

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Opening balance	603.09	506.71	506.71	506.71
Add: Changes during the year				
Gain on account of modification in terms of compound financial instruments (refer note 17 (I)(E))	-	96.38	-	-
Extinguishment of compound financial instruments (refer note 17 (I)(E))	(603.09)	-	-	-
Total	**-**	**603.09**	**506.71**	**506.71**

16 (b) Reserves and surplus

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Securities Premium	10,027.25	10,027.25	10,027.25	10,027.25
Retained earnings	(17,306.38)	(16,937.42)	(11,115.99)	(10,733.84)
Retained earnings - fair value as deemed cost	12,749.07	12,749.07	6,957.11	7,174.44
Other equity	(2,757.96)	(2,644.43)	(2,644.43)	(2,644.43)
Common control adjustment deficit account (refer note 42)	(32,256.49)	(32,256.49)	(29,051.98)	(29,051.98)
Total	**(29,544.51)**	**(29,062.02)**	**(25,828.04)**	**(25,228.56)**

16 (b) (i) Securities Premium

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Opening balance	10,027.25	10,027.25	10,027.25	9,955.58
Addition during the year	-	-	-	71.67
Closing balance	**10,027.25**	**10,027.25**	**10,027.25**	**10,027.25**

(All amounts are in Rupees in millions except as otherwise stated)

16 (b) (ii) Retained earnings

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Opening balance	**(16,937.42)**	**(11,115.99)**	**(10,733.84)**	**(7,543.97)**
Impact of rollback adjustments*	-	-	219.10	-
Opening balance	**(16,937.42)**	**(11,115.99)**	**(10,514.74)**	**(7,543.97)**
Addition on account of business combination (refer note 42 and 45(v))	-	(5,780.80)	-	-
Net loss for the year	(363.87)	(21.27)	(616.79)	(3,198.29)
Remeasurements of post employment benefit obligations, net of tax	(5.09)	(19.36)	15.54	8.42
Closing balance	**(17,306.38)**	**(16,937.42)**	**(11,115.99)**	**(10,733.84)**

16 (b) (iii) Retained earnings - fair value as deemed cost

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Opening balance	12,749.07	6,957.11	7,174.44	7,174.44
Impact of rollback adjustments*		-	(217.33)	-
Opening balance	**12,749.07**	**6,957.11**	**6,957.11**	**7,174.44**
Addition on account of business combination (refer note 42)	-	5,791.96	-	-
Closing balance	**12,749.07**	**12,749.07**	**6,957.11**	**7,174.44**

*The Company has determined the fair value of the property, plant and equipment as at April 1, 2021 based on the Ind AS financial statements as adopted at transition date April 1, 2022. Accordingly, the group has made suitable adjustments to the retained earnings from Indian GAAP values following accounting policies (both mandatory exceptions and optional exemptions availed as per Ind AS 101) consistent with that used at the date of transition to Ind AS (1 April 2022) and as per the presentation, accounting policies including amended Schedule III disclosures to the extent applicable, followed as at and for the year ended March 31, 2024 i.e. first financial statements prepared under Ind AS framework.

16 (b) (iv) Other equity

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Opening balance	(2,644.43)	(2,644.43)	(2,644.43)	(2,644.43)
Changes during the year (refer note 17(I)(E))	(113.53)	-	-	-
Closing balance	**(2,757.96)**	**(2,644.43)**	**(2,644.43)**	**(2,644.43)**

16 (b) (v) Common control adjustment deficit account

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Opening balance	(32,256.49)	(29,051.98)	(29,051.98)	(29,051.98)
Changes during the year (Refer note 42)	-	(3,204.51)	-	-
Closing balance	**(32,256.49)**	**(32,256.49)**	**(29,051.98)**	**(29,051.98)**

16 (c) Share pending allotment

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Opening balance	-	-	-	-
Change during the period	1,502.75	-	-	-
Closing balance*	**1,502.75**	**-**	**-**	**-**

*Represents the equity shares to be issued against compulsorily convertible debentures as at May 31, 2024. Subsequently, on July 2, 2024 company has allotted equity shares to the respective shareholders [refer note 45(iii)].

Nature and purpose of reserves:

Equity component of compound financial instrument
This represents the equity portion of compulsory convertible debentures issued to Project Ballet Bangalore Holdings (DIFC) Private Limited, holding company. (Refer Note 17(I)(E)).

Securities premium
Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

Retained earnings
Retained earnings represents surplus/accumulated earnings of the Group and are available for distribution to shareholders.

Retained earnings - fair value as deemed cost
Retained earnings - fair value as deemed cost represents the change in fair value of property, plant and equipment on the date of transition as per deemed cost exemption adopted by the Group. (Refer Note 43)

Other equity
This reserve represents loss recorded on transactions with shareholders on conversion of compulsory convertible debentures under share purchase agreement to acquire subsidiaries under common control.

Common control adjustment deficit account
This Reserve represents the difference between value of the share capital transferred to the Group in the course of business combinations under common control and the consideration paid for such combinations. (refer note 42)

(All amounts are in Rupees in millions except as otherwise stated)

17 Borrowings

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Non-current				
Secured				
Non-convertible bonds [refer note 1(F)]	5,187.31	5,100.72	-	-
Less: Current maturities of long-term borrowings (included in current borrowings)	(494.63)	(30.00)	-	-
Total	**4,692.68**	**5,070.72**	-	-
Term Loans:				
- From banks				
Rupee term loan [refer note I(A) and I(B)]	29,022.97	29,026.65	28,859.88	28,373.51
Less: Current maturities of long-term borrowings (included in current borrowings)	(854.78)	(852.24)	(681.19)	(460.32)
Total	**28,168.19**	**28,174.41**	**28,178.69**	**27,913.19**
Other Loans				
Vehicle Loan [refer note I(D)]	15.46	-	-	-
Working capital term loan [refer note I(C)]	5,758.45	5,973.78	6,572.47	6,954.83
Less: Current maturities of long-term borrowings (included in current borrowings)	(1,452.23)	(1,430.43)	(490.76)	(258.41)
Total	**4,321.68**	**4,543.35**	**6,081.71**	**6,696.42**
Unsecured				
Liability component of Compulsorily convertible debentures [refer note I (E)]	-	1,246.54	1,226.62	1,127.68
Total	**-**	**1,246.54**	**1,226.62**	**1,127.68**
Total	**37,182.55**	**39,035.02**	**35,487.02**	**35,737.29**
Current				
Secured				
Working capital loan (refer note II(A))	430.83	444.12	302.84	312.06
Overdraft (refer note II(B))	110.00	630.00	-	-
Current maturities of long-term borrowings	2,801.64	2,312.67	1,171.96	718.72
Total	**3,342.47**	**3,386.79**	**1,474.80**	**1,030.78**

Net debt reconciliation - disclosure of changes in liabilities arising from financing activities (read with Statement of Cash Flows)
This section sets out an analysis of net debt and movements in net debt for each of the periods presented:

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Cash and cash equivalents	507.24	709.75	1,712.07	2,553.32
Borrowings*	(44,087.17)	(45,435.42)	(39,797.47)	(39,446.77)
Lease liabilities	(2,112.57)	(2,109.01)	(1,871.13)	(1,762.46)
Closing balance	**(45,692.50)**	**(46,834.68)**	**(39,956.53)**	**(38,655.91)**

* Includes interest accrued on compulsory convertible debentures reported in other financial liabilities.

Particulars	Cash and cash equivalents	Borrowings*	Lease liabilities	Total
Net debt as at April 1, 2021*	**275.71**	**(33,659.19)**	**(1,715.60)**	**(35,099.08)**
Interest expense	-	(3,028.53)	(174.14)	**(3,202.67)**
Cash flows	2,277.61	(5,413.43)	19.30	**(3,116.52)**
Interest paid	-	2,654.38	107.98	**2,762.36**
Net debt as at March 31, 2022	**2,553.32**	**(39,446.77)**	**(1,762.46)**	**(38,655.91)**
New leases	-	-	(58.41)	**(58.41)**
Cash flows	(841.25)	(249.56)	21.22	**(1,069.59)**
Interest expense	-	(3,399.35)	(179.42)	**(3,578.77)**
Interest paid	-	3,298.20	107.94	**3,406.14**
Net debt as at March 31, 2023	**1,712.07**	**(39,797.47)**	**(1,871.13)**	**(39,956.53)**
Interest expense	-	(4,106.95)	(204.34)	**(4,311.29)**
New leases	-	-	(290.21)	**(290.21)**
Acquired as part of business combination	-	(499.82)	(0.10)	**(499.92)**
Cash flows	(1,002.32)	(5,030.97)	28.37	**(6,004.92)**
Cancellation of leases	-	-	99.16	**99.16**
Interest paid	-	3,403.43	129.23	**3,532.66**
Impact of elimination of CCD in consolidation	-	500.00	-	**500.00**
Gain on modification in terms of compound financial instrument	-	96.38	-	**96.38**
Net debt as at March 31, 2024	**709.75**	**(45,435.42)**	**(2,109.01)**	**(46,834.68)**
Interest expense	-	(699.57)	(34.91)	**(734.48)**
New leases	-	-	(4.48)	**(4.48)**
Cancellation of leases	-	-	4.93	**4.93**
Cash flows	(202.51)	736.11	8.72	**542.32**
Impact of early conversion of CCD	-	786.13	-	**786.13**
Interest paid	-	525.58	22.18	**547.76**
Net debt as at May 31, 2024	**507.24**	**(44,087.17)**	**(2,112.57)**	**(45,692.50)**

* Includes the impact of early conversion of compulsorily convertible debentures of Rs. 4,426.36 millions in borrowings.

(All amounts are in Rupees in millions except as otherwise stated)

I Non-current borrowings

A Term loan facility under Common Facility Agreement

Borrowing are subsequently measured at cost and therefore interest accrued on borrowing are included in the respective amounts.

Item	As of May 31, 2024	As of March 31, 2024	As of March 31, 2023	As of March 31, 2022
Term Loan Facility (carrying value)*	Rs. 27,995.98 million	Rs. 27,992.30 million	Rs. 27,788.88 million	Rs. 27,283.26 million
Purpose	Acquisition (Rs. 25,500 million) and refurbishment (Rs. 2,000 million) of hotel property in Bangalore fully fungible amongst each of the co-borrowers and the Company's hotel property in Bangalore.			
Total Facility Sanctioned	Rs. 27,500.00 million	Rs. 27,500.00 million	Rs. 27,500.00 million	Rs. 27,500.00 million
Co-borrowers	1. Schloss Chennai Private Limited 2. Schloss Chanakya Private Limited 3. Schloss Udaipur Private Limited			
Tenure	15 years including 1-year moratorium	15 years including 1-year moratorium	15 years including 1-year moratorium	15 years including 1-year moratorium
Repayment Schedule	56 quarterly installments starting December 31, 2020			
Interest Rate	8.65% p.a.	8.65% p.a.	8.70% p.a.	7.80% p.a.
	The loan carries interest rate linked to lender's one year marginal cost of funds based lending rate ("MCLR"), subject to annual reset, plus spread ranging from 0.80% to 1.60% based on the external credit rating.			

*Includes interest capitalised (converted into principal amount of borrowing) amounting to Rs.1,150.06 million on account of interest moratorium.

a) Primary security:

The term loan is secured against assets of the Company, other co-borrowers and obligators i.e. Schloss HMA Private Limited and Leela Palaces and Resorts Limited, step-down subsidiaries however excludes Tulsi Palace Resort Private Limited and Moonburg Power Private Limited, that have provided corporate guarantee under the Common Facility Agreement, interalia, including

i. Exclusive charge on the total assets (including mortgage of property and / or mortgage of leasehold rights in case of leasehold property, if any) (present & future).

ii. Exclusive charge on brand 'Leela' pertaining to Hotels, other intangibles, Goodwill, Intellectual Property (IP), uncalled capital (present and future);

iii. Exclusive charge on all bank accounts including but not limited to Escrow account (present & future).

iv. First charge on the total current assets (present and future).

v. Hypothecation of cash flows

b) Other security:

i) Pledge of 30% shares of (i) Schloss Chanakya Private Limited held by BSREP III India Ballet Pte. Ltd. (ii) Schloss Udaipur Private Limited held by Project Ballet Udaipur Holdings (DIFC) Pvt. Limited. (iii) Schloss Bangalore Private Limited held by Project Ballet Bangalore Holdings (DIFC) Pvt. Limited. (iv) Schloss Chennai Private Limited held by Project Ballet Chennai Holdings (DIFC) Pvt. Limited. in favour of security trustee for the benefit of lenders for the entire term loan exposure.

ii) Mortgage on the land situated at Agra owned by Leela Palaces and Resorts Limited.

Corporate Guarantee:

i) of Schloss HMA Private Limited, a subsidiary.

ii) of Leela Palaces and Resorts Limited, a subsidiary.

iii) A guarantee of BSREP III India Ballet Pte. Limited, situated at Singapore upto an amount of Rs. 3,000 millions, enforceable at Singapore towards meeting the shortfall in debt service obligations till March 30, 2022.

iv) A guarantee of BSREP III India Ballet Holdings (DIFC) Limited, situated at Dubai upto an amount of Rs. 3,000 millions, enforceable at Dubai towards meeting the shortfall in debt service obligations from March 31, 2022.

c) Modification in facility terms:

Lender on the request of the management has waived the requirement of testing of financial covenants till the end of FY 2022-23 with testing to be performed on the audited balance sheet as at March 31, 2024 onwards. As at March 31, 2024 the Group has complied with the covenants requirements.

d) The quarterly returns or statements of current assets i.e. stock statement, FFRs etc. filed by the respective companies in the group with banks or financial institutions are in agreement with the books of accounts.

e) Loan covenants: Under the terms of the borrowing facilities, all the co-borrowers including the HMA entity are required to maintain the following covenants: fixed asset coverage ratio (FACR) 1.50, debt service coverage ration (DSCR) 1.11, interest coverage ratio (ICR) 1.59, Debt/EBITDA 6.74.

The Company along with co-borrowers and Schloss HMA Private Limited have met all the covenants during the period/year.

B Term loan facility under Lease Rental Discounting ('LRD') facility

Particulars	Details
Facility Sanctioned	Rs. 1,100.00 millions
Purpose	Acquisition of Galleria office in Bangalore
Carrying Amount	May 31, 2024: 1,026.99 millions March 31, 2024: 1,034.35 millions March 31, 2023: Rs. 1,071.00 millions March 31, 2022: Rs. 1,090.25 millions
Tenure of Loan	15 years from date of first disbursement
Repayment Schedule	180 monthly structured installments starting from December 2021
Interest Rate	May 31, 2024: 9.40% p.a. March 31, 2024: 9.40% p.a. March 31, 2023: 9.15% p.a. March 31, 2022: 7.75% p.a. Linked to lender's one year marginal cost of funds based lending rate ("MCLR"), subject to monthly and annual reset, plus spread of 0.75%.
Security details	Primary security: Exclusive first charge on hypothecation of existing and future rent receivables including lease rentals, parking rental, maintenance receivables and any other receivables from existing tenants of the commercial building named "Galleria" from 1st floor to 7th floor, located at Sy. no. 94, 95, 96, HAL Stage - II, Old airport road, Kodihalli village, Varthur Hobli, now part of municipal no. 23/4, PID no. 74-49-23/4, situated at Kodihalli main road, 6th cross, Bangalore admeasuring 15,203.98 sq. ft. Collateral security: (a) Exclusive first charge on the commercial building named "Galleria" from 1st floor to 7th floor, located at Sy. no. 94, 95, 96, HAL Stage - II, Old airport road, Kodihalli village, Varthur Hobli, now part of municipal no. 23/4, PID no. 74-49-23/4, situated at Kodihalli main road, 6th cross, Bangalore admeasuring 15203.98 sq. ft. along with underlying land admeasuring 24,404 sq. mtrs. (b) Assignment (by way of security interest) the right to use 305 car parking space. (c) Exclusive charge as Lien on 3 months DSRA (d) Exclusive charge on Escrow account

C Working capital term loan

The lender has granted a Working capital term Loan (WCTL) Facility under Guaranteed Emergency Credit Line 2.0 (GECL 2.0) to the Company's subsidiary and a step-down subsidiary to augment net working capital, requirements to meet operational liabilities. The door to door tenure of the loan is 5 years including moratorium of principal of one year. The loan is repayable in 48 monthly structured instalments beginning 30 April 2022. Further, The lender has granted a Working capital term Loan (WCTL) facility under Guaranteed Emergency Credit Line 3.0 (GECL 3.0) to the Company and its various subsidiaries and a step-down subsidiary to augment net working capital, requirements to meet operational liabilities. The door to door tenure of the loan is 6 years including moratorium of principal of two years. The loan is repayable in 48 monthly structured installments beginning January 2024. These WCTL facilities carries interest rate linked to lender's six months marginal cost of funds based lending rate ("MCLR"), plus 1%, subject to annual reset. These WCTL facilities is secured against the existing primary and collateral securities including mortgages created in favour of the bank.

D Vehicle loan

The lender has granted car loan to one of the subsidiary of the Company on May 24, 2024 from bank secured by hypothecation of car. As on May 31, 2024, Carrying amount of Rs. 15.46 million (March 31, 2024: Nil, March 31, 2023: Nil, March 31, 2022: Nil) which is repayable in 84 monthly instalments commencing from June 2024. This loan carries interest rate linked to lender's one year marginal cost of funds based lending rate ("MCLR"), plus 0.85%, subject to annual reset. The rate of interest as on May 31, 2024 is 9.5 % p.a. (March 31, 2024 - N.A., March 31, 2023 - N.A., and March 31, 2022 - N.A.)

E Unsecured Compulsorily Convertible Debentures ('CCDs')

The Company had issued CCDs bearing an interest of 10.50% p.a. for a period of 15 years.

The Company is liable to pay the interest portion on the CCDs and at the end of the term of the CCD, it will be converted into equity shares in the ratio of 1:1. The interest and equity conversion as included in the CCD instrument requires it to be classified as compound financial instrument having an equity component for conversion and liability component for cash outflows towards interest payments. Liability component is recorded as present value of cash outflows towards interest portion and the residual amount after deducting the liability component from the gross value of the instrument is recorded as equity component post deferred tax adjustment.

Modification to the terms of CCDs: As per the original terms, the CCD holder was entitled to interest @ 10.50%. During the year ended, March 31, 2024 the Group entered into addendum agreement with the CCD holders for alteration of the CCD terms. As per the new terms, the CCD holder shall be entitled to interest on principal amount at the rate of 10.50% p.a. till March 2029 and henceforth it will be 12.50% p.a. compounded on yearly basis until conversion. The Group accounted the modification as substantial modification and recognised the gain on account of modification amounting to Rs 96.38 million within equity [refer note 16(a)].

Extinguishment of CCDs: Project Ballet Bangalore Holdings (DIFC) Private Limited, Project Ballet HMA Holdings (DIFC) Private Limited, Project Ballet Udaipur Holdings (DIFC) Private Limited, Project Ballet Chennai Holdings (DIFC) Private Limited, BSREP III India Ballet I Pte. Ltd. the holder of the compulsorily convertible debentures ("CCD") has requested for the conversion of those CCDs on May 31, 2024. The Group has accordingly, recorded share capital pending allotment as the equity shares are yet to be issued to the holder as at May 31, 2024. Interest payable on these CCDs till May 31, 2024 is presented within the other financial liabilities schedule.

F Non-convertible bonds

In May 2023, Moonburg Power Private Limited ("MPPL") had issued 42,500 Non convertible bonds (NCB) of face value of Rs 100,000/- carrying coupon rate of 10.5% p.a. carrying value as at May 31, 2024 of Rs. 4,701.80 million includes interest accrued but not due Rs. 456.93 million (March 31, 2024: 4,622.92 million includes interest accrued but not due Rs. 381. 52 million) were allotted for aggregate amount of Rs 4,218.13 million (net of upfront fees of Rs 31.87 million) for cash at par on a private placement basis to DB International (Asia) Ltd, amortised upfront fee i.e. Rs. 26.75 million upto May 31, 2024 has been included above.

The NCB's are secured by:
a) a first ranking exclusive charge, by way of mortgage and charge, by Tulsi Palace Resort Private Limited ("Tulsi") in favour of the Common Security Trustee (for the benefit of, inter alia, the Secured Parties) over the Mortgaged Assets, in accordance with the terms of the Deed of Mortgage;
b) a first ranking exclusive charge, by way of hypothecation, by the Company in favour of the Common Security Trustee (for the benefit of, inter alia, the Secured Parties), over the Company Charged Assets in accordance with the terms of the Deed of Hypothecation;
c) Non-disposal agreement over Company Shares, Company CCDs (on a fully diluted basis) and 20% shares of Tulsi, held by the Parent Company in favour of the Common Security Trustee (for the benefit of, inter alia, the Secured Parties), pursuant to the terms of the Non-disposal agreement;
d) a first ranking exclusive pledge over 30% of Shares of Tulsi held by the Parent in favour of the Common Security Trustee (for the benefit of, inter alia, the Secured Parties), pursuant to the terms of the Share Pledge Agreement.
e) a first ranking exclusive pledge over Shares of Tulsi held by the Company in favour of the Common Security Trustee (for the benefit of, inter alia, the Secured Parties), pursuant to the terms of the Share Pledge Agreement.

These non-convertible Bonds are listed on Bombay Stock Exchange (BSE) w.e.f May 25, 2023.
These non-convertible bonds are redeemable at the end of 36 months from the date of allotment.

Interest shall be accumulated on a quarterly basis and the interest is subject to negotiations at the end of 2 years, however, shall not be payable unless merger of the Company with Tulsi Palace Resort Private Limited. Subsequently, the final hearing of Merger was held on July 18, 2024 whereby the order was reserved. The order pronouncement hearing took place on August 13, 2024 whereby the Merger Scheme has been approved and the Order is received.

During the year ended March 31, 2024, Tulsi Palace Resort Private Limited ("TPRPL") had issued 5,000 non convertible bonds (NCB) of face value of Rs 100,000/- each aggregating to Rs. 500 million to DB AG Mumbai.

The NCB carry coupon rate of 3 month FBIL rate + margin of 2.40% pa.

These NCB are redeemable on a quarterly basis from August, 2023.

The above NCB's are secured by:

a) a first ranking exclusive charge, by way of mortgage and charge, by the Company in favour of the Common Security Trustee (for the benefit of, inter alia, the Secured Parties) over the Mortgaged Assets, in accordance with the terms of the Deed of Mortgage.

b) a first ranking exclusive charge, by way of hypothecation, by Moonburg Power Private Limited (MPPL) in favour of the Common Security Trustee (for the benefit of, inter alia, the Secured Parties), over the MPPL Charged Assets in accordance with the terms of the Deed of Hypothecation (MPPL).

c) a first ranking exclusive pledge over MPPL shares and MPPL CCDs constituting (on a fully diluted basis) constituting 99.99% (ninety-nine point nine nine per cent) of the paid-up share capital of MPPL held by the Parent in favour of the Common Security Trustee (for the benefit of, inter alia, the Secured Parties), pursuant to the terms of the MPPL Share Pledge Agreement; and

d) a first ranking exclusive pledge over 100% of the Company Shares (on a fully diluted basis) held by the Parent and MPPL in favour of the Common Security Trustee for the benefit of , inter alia the Secured Parties pursuant to the terms of the Company Share Pledge Agreement.
The carrying value as at May 31, 2024 is Rs. 485.51 millions (March 31, 2024 is Rs. 477.80 millions)

II Current Borrowings

A Working capital loan

The lender has granted a working capital facility as per Agreement dated August 11, 2020 to the Schloss Chanakya Private Limited and three co-borrowers i.e. Schloss Chennai Private Limited, Schloss Bangalore Private Limited, Schloss Udaipur Private Limited, for a total amounting to Rs. 500.00 millions to meet the working capital requirement and it is repayable on demand. The loan carries interest rate linked to lender's one year marginal cost of funds based lending rate ("MCLR"), subject to monthly reset. The rate of interest as on May 31, 2024 is 8.65 % p.a. (March 31, 2024 8.65 % p.a, March 31, 2023 9.25 % p.a and March 31, 2022 7.95% p.a.)

(a) Primary security:
Exclusive first charge on the entire current assets (Present and Future) of the Borrower and Schloss HMA Private Limited (hotel management entity).

(b) Collateral security:
(i) Extension of exclusive charge on the entire fixed assets (including mortgage of property and/or mortgage of lease hold rights in case of lease hold property, if any) of the borrower.
(ii) Extension of exclusive charge on all cash flows of the borrower and Schloss HMA Private Limited (hotel management entity), related to project (including but not limited to ESCROW account and Debt Service Reserve Accounts) opened/to be opened with lender.
(iii) Extension of mortgage on the land situated at Agra owned by Leela Palaces and Resorts Limited.
(iv) Extension of exclusive charge on brand Leela, other intangibles, goodwill, IP relating to the 4 SPVs owned by Schloss HMA Private Limited.
(v) Extension of pledge of 30% shares of (i) Schloss Chanakya Private Limited held by BSREP III India Ballet Pte. Ltd. (ii) Schloss Udaipur Private Limited held by Project Ballet Udaipur Holdings (DIFC) Pvt. Limited. (iii) Schloss Bangalore Private Limited held by Project Ballet Bangalore Holdings (DIFC) Pvt. Limited. (iv) Schloss Chennai Private Limited held by Project Ballet Chennai Holdings (DIFC) Pvt. Limited. in favour of the lender for the entire exposure (TL+WC).

(c) Corporate guarantee:
i) of Schloss HMA Private Limited, a subsidiary.
ii) of Leela Palaces and Resorts Limited, a subsidiary.
iii) A guarantee of BSREP III India Ballet Pte. Limited, fellow subsidiary, situated at Singapore upto an amount of Rs. 3,000 millions, enforceable at Singapore towards meeting the shortfall in debt service obligations till March 30, 2022.
iv) A guarantee of BSREP III India Ballet Holdings (DIFC) Limited., an Intermediate Holding Company, situated at Dubai upto an amount of Rs. 3,000 millions, enforceable at Dubai towards meeting the shortfall in debt service obligations from March 31, 2022.

(d) The quarterly returns or statements of current assets i.e. stock statement, FFRs etc. filed by the respective companies with banks or financial institutions are in agreement with the books of account of the respective companies.

B Overdraft

i The lender has granted overdraft facility as per Agreement dated July 28, 2023 to one of the subsidiary named Schloss Chanakya Private Limited against pledged securities as mentioned below:

(a) Interest Rate
The rate of interest as on May 31, 2024 is 7.50% (March 31, 2024: 7.5%).

(b) Pledged securities:
Fixed Deposits amounting to Rs. 1,014.84 millions (March 31, 2024: Rs 1,647.63 millions, March 31, 2023: Rs. Nil and March 31, 2022: Rs. Nil) has been pledged against Overdraft facilities availed during the period/year.

ii The lender has granted overdraft facility as per Agreement dated March 22, 2024 to one of the step-down subsidiary named Tulsi Palace Resort Private limited against pledged securities:

(a) Interest Rate
The applicable rate of interest is 7.25 % p.a.

(b) Pledged securities:
Fixed Deposits amounting to Rs. 61.20 millions has been pledged against Overdraft facilities availed during the year.

The Group utilised the borrowings for the specific purpose for which it was obtained.

(All amounts are in Rupees in millions except as otherwise stated)

18 Trade Payables

Particulars

Particulars	**As at May 31, 2024**	**As at March 31, 2024**	**As at March 31, 2023**	**As at March 31, 2022**
Trade payables - micro and small enterprises (refer note below)	56.84	60.93	60.44	45.07
Trade payables - others	488.15	530.89	381.17	273.01
Trade payables - to related parties (refer note 41)	3.26	7.54	0.32	0.28
Total	**548.25**	**599.36**	**441.93**	**318.36**

Outstanding Dues to Micro and Small Enterprises

Particulars	**As at May 31, 2024**	**As at March 31, 2024**	**As at March 31, 2023**	**As at March 31, 2022**
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	56.41	60.81	60.38	45.04
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	0.43	0.12	0.06	0.03
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	70.56	1.48	10.02
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-	-	-
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	0.40	0.02	0.18
Further interest remaining due and payable for earlier years	-	-	-	-

The management has identified enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises as defined under MSMED Act.

(All amounts are in Rupees in millions except as otherwise stated)

18 Trade Payables Ageing

As at May 31, 2024				Outstanding for following periods from date of transaction				
Particulars		**Unbilled**	**Not Due**	**Less than 1 year**	**1 - 2 years**	**2 - 3 years**	**More than 3 years**	**Total**
	Undisputed Trade Payables							
(i)	MSME	-	-	55.64	1.20	-	-	56.84
(ii)	Others	310.76	47.79	118.77	4.51	9.08	0.50	491.41
	Disputed Trade Payables							
(i)	MSME	-	-	-	-	-	-	-
(ii)	Others	-	-	-	-	-	-	-
	Total	**310.76**	**47.79**	**174.41**	**5.71**	**9.08**	**0.50**	**548.25**

As at March 31, 2024				Outstanding for following periods from date of transaction				
Particulars		**Unbilled**	**Not Due**	**Less than 1 year**	**1 - 2 years**	**2 - 3 years**	**More than 3 years**	**Total**
	Undisputed Trade Payables							
(i)	MSME	-	-	59.33	1.60	-	-	60.93
(ii)	Others	221.73	11.08	292.22	5.05	8.04	0.31	538.43
	Disputed Trade Payables							
(i)	MSME	-	-	-	-	-	-	-
(ii)	Others	-	-	-	-	-	-	-
	Total	**221.73**	**11.08**	**351.55**	**6.65**	**8.04**	**0.31**	**599.36**

As at March 31, 2023				Outstanding for following periods from date of transaction				
Particulars		**Unbilled**	**Not Due**	**Less than 1 year**	**1 - 2 years**	**2 - 3 years**	**More than 3 years**	**Total**
	Undisputed Trade Payables							
(i)	MSME	-	-	59.36	1.08	-	-	60.44
(ii)	Others	194.84	0.11	176.47	10.07	-	-	381.49
	Disputed Trade Payables							
(i)	MSME	-	-	-	-	-	-	-
(ii)	Others	-	-	-	-	-	-	-
	Total	**194.84**	**0.11**	**235.83**	**11.15**	**-**	**-**	**441.93**

As at March 31, 2022				Outstanding for following periods from date of transaction				
Particulars		**Unbilled**	**Not Due**	**Less than 1 year**	**1 - 2 years**	**2 - 3 years**	**More than 3 years**	**Total**
	Undisputed Trade Payables							
(i)	MSME	-	-	45.07	-	-	-	45.07
(ii)	Others	75.40	-	197.75	0.14	-	-	273.29
	Disputed Trade Payables							
(i)	MSME	-	-	-	-	-	-	-
(ii)	Others	-	-	-	-	-	-	-
	Total	**75.40**	**-**	**242.82**	**0.14**	**-**	**-**	**318.36**

(All amounts are in Rupees in millions except as otherwise stated)

19 Other financial liabilities

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Non-current				
Liability towards environmental clearance	-	-	56.95	48.08
Security deposits	57.01	62.47	52.47	45.17
Interest payable on compulsory convertible debentures [refer note 17(I)(E)]	-	-	2,835.65	2,678.70
Others	-	-	6.11	6.11
Total	**57.01**	**62.47**	**2,951.18**	**2,778.06**
Current				
Security deposits	1.82	1.82	7.68	20.39
Retention money payable	3.13	3.13	0.03	1.25
Capital creditors	141.78	153.63	28.28	-
Employee dues payable	144.04	203.56	162.75	165.61
Liability towards environmental clearance	36.20	36.20	-	42.36
Interest payable on compulsory convertible debentures [refer note 17(I)(E)]	3,562.15	3,013.61	-	-
Purchase consideration payable for business acquisition (refer note 42)*	46,599.49	-	-	-
Others	-	-	1.08	1.08
Total	**50,488.61**	**3,411.95**	**199.82**	**230.69**

20 Other liabilities

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Non-current				
Deferred rental income	0.72	0.76	1.02	1.09
Deferred income on fair valuation of security deposits	15.10	9.62	17.12	25.43
Purchase consideration payable for business acquisition (refer note 42)*	-	-	39,616.41	39,616.30
Total	**15.82**	**10.38**	**39,634.55**	**39,642.82**
Current				
Contract Liability				
Advance from customers	566.72	508.92	384.13	266.70
Deferred revenue - membership fee	13.69	14.74	16.20	12.45
Total	**580.41**	**523.66**	**400.33**	**279.15**
				-
Deferred income on fair valuation of security deposits	4.92	4.92	7.58	6.83
Purchase consideration payable for business acquisition (refer note 42)*	-	46,599.49	-	-
Statutory dues payable				
Value added tax payable	7.05	8.40	7.01	5.17
Provident fund payable	16.48	15.59	11.40	8.91
Employee state insurance payable	0.54	0.64	0.50	0.40
Professional tax payable	0.36	0.14	0.16	0.11
GST Payable	95.37	161.23	101.31	50.32
Tax deducted at source and equalisation levy payable	34.66	244.58	207.86	185.85
Other liabilities	1.21	1.47	0.35	44.35
Total	**741.00**	**47,560.12**	**736.50**	**581.09**

*The purchase consideration is payable in cash and is current in nature pursuant to the SPA dated May 31, 2024 (explained in note 2.1 Purpose and basis of preparation). As per the requirements of Appendix C of Ind AS 103 Business Combination, the Group is required to restate the prior periods as if the business combination had occurred from the beginning of the preceding period in the financial statements and if business combination had occurred after that date, the prior period information shall be restated only from that date. Accordingly, the Group has recorded purchase consideration payable in earlier periods. The Group has not fair valued the consideration in earlier periods as the restatement is a disclosure requirement under appendix C of Ind AS 103 Business Combination.

21 Deferred Tax Liabilities

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Deferred tax liabilities (net)	2,558.72	2,578.85	1,016.10	1,003.78
Total	**2,558.72**	**2,578.85**	**1,016.10**	**1,003.78**

Refer Note 31 for details.

22 Provisions

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Non-Current				
Provision for employee benefits:				
- Compensated absences	48.23	40.54	20.09	13.66
- Gratuity	63.93	54.75	33.73	48.74
Total	**112.16**	**95.29**	**53.82**	**62.40**
Current				
Provision for employee benefits:				
- Compensated absences	10.18	5.74	1.73	1.30
- Gratuity	22.81	21.05	6.42	1.19
Total	**32.99**	**26.79**	**8.15**	**2.49**

Refer Note 40 for details.

(All amounts are in Rupees in millions except as otherwise stated)

23 Revenue from operations

Particulars	For the two months period ended May 31, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
(a) Sale of products:				
Food and beverages revenue	640.88	4,317.12	3,305.98	1,546.93
(b) Sale of services:				
Room income	780.66	6,150.58	4,117.86	1,721.91
Manpower services	29.71	163.37	123.99	100.74
Management and other operating fees	82.73	594.97	665.47	293.43
Other allied services*	74.93	488.49	387.28	138.06
Total Revenue from operations	**1,608.91**	**11,714.53**	**8,600.58**	**3,801.07**

* Includes laundry income, health club income, airport transfers, membership etc.

Revenue Recognition

Reconciliation of revenue recognised with contract price

Particulars	For the two months period ended May 31, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Revenue as per contract price	**1,608.91**	**11,714.53**	**8,600.58**	**3,801.07**
Adjustments	-	-	-	-
Revenue from operations	**1,608.91**	**11,714.53**	**8,600.58**	**3,801.07**

Contract Balances

The contract liabilities primarily relates to the advance consideration received from customers for which revenue is recognized when the performance obligation is over/ services delivered. Advance collection is recognised when payment is received before the related performance obligation is satisfied. This includes advances received from the customer towards rooms/ restaurant/ banquets. Revenue is recognized once the performance obligation is met i.e. on room stay/ sale of food and beverage/ provision of banquet services/ other allied services.
It also includes membership fee received for food and beverage based memberships programme and disclosed as Income received in advance.

The Company has recorded revenue of Rs. 304.63 millions (March 31, 2024: Rs. 493.77 millions, March 31, 2023: Rs. 251.41 millions and March 31, 2022: Rs. 221.60 millions) against opening balance of contract liabilities.

Contract liabilities

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Advance from customers	566.72	508.92	384.13	266.70
Deferred revenue - Membership fee	13.69	14.74	16.20	12.45
Total contract liabilities	**580.41**	**523.66**	**400.33**	**279.15**

All contracts are for periods of one year or less. As permitted under Ind AS 115, the transaction price allocated to these unsatisfied contracts is not disclosed.

The change in contract liabilities is on account of revenue recognised and advances received from customers during the period.

Significant changes in contract liabilities

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Contract liabilities				
- Opening balance	523.66	400.33	279.15	228.95
- Acquired in business combination	-	243.66	-	-
- Addition during the year	361.38	373.44	372.59	271.80
- Revenue recognised that was included in the contract liability balance at the beginning of the period	(304.63)	(493.77)	(251.41)	(221.60)
Closing balance	**580.41**	**523.66**	**400.33**	**279.15**

Timing of recognition

Particulars	For the two months period ended May 31, 2024		For the Year ended March 31, 2024		For the Year ended March 31, 2023		For the Year ended March 31, 2022	
	At a point in time	Over time	At a point in time	Over time	At a point in time	Over time	At a point in time	Over time
Room revenue	-	780.66	-	6,150.58	-	4,117.86	-	1,721.91
Revenue from foods and beverages	640.88	-	4,317.12	-	3,305.98	-	1,546.93	-
Other allied services	68.59	6.34	445.11	43.38	346.24	41.04	96.50	41.56
Management and marketing fees	-	82.73	-	594.97	-	665.47	-	293.43
Manpower services	-	29.71	-	163.37	-	123.99	-	100.74
Total	**709.47**	**899.44**	**4,762.23**	**6,952.30**	**3,652.22**	**4,948.36**	**1,643.43**	**2,157.64**

(All amounts are in Rupees in millions except as otherwise stated)

24 Other income

Particulars	For the two months period ended May 31, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Interest income on financial assets measured at amortised cost:				
- Deposits with banks	34.16	201.06	131.02	53.35
- Security deposits	0.44	2.93	1.29	1.08
- Others	0.22	1.11	4.86	3.18
Interest on income tax refund	3.21	8.15	2.03	1.51
Government grant*	-	64.50	-	-
Income from rental and related services	36.12	217.89	228.61	216.88
Gain/ Loss on cancellation of leases	4.93	8.58	-	-
Liabilities no longer required written back	-	-	2.75	-
Net gain on account of modification in liability towards environmental clearance	-	-	9.38	2.51
Miscellaneous income	9.52	62.16	55.85	52.48
Total Other income	**88.60**	**566.38**	**435.79**	**330.99**
Other gains/(losses)				
Net foreign exchange differences	0.10	1.14	2.50	(0.56)
Net gain on disposal of property, plant and equipment	(0.18)	(16.26)	(6.90)	27.99
Net gain/(loss) on de-recognition of financial liability	-	(0.79)	0.70	-
Total Other gains/(losses)	**(0.08)**	**(15.91)**	**(3.70)**	**27.43**
Total	**88.52**	**550.47**	**432.09**	**358.42**

* Represents the government grant received in the nature of income under the Rajasthan Investment Promotion Scheme, 2014" (RIPS-2014) for generating employment opportunities through expansion and investment made for revival of sick enterprise in the state of Rajasthan by one of the entities within the Group.

25 Cost of food and beverages consumed

Particulars	For the two months period ended May 31, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Food and beverages				
Opening inventories	214.82	133.99	89.94	102.12
Add : Acquired in business combination	-	18.51	-	-
Add : Purchases (Net)	123.48	912.12	713.36	353.67
Less : Inventories at the end of the period/year	(205.85)	(214.82)	(133.99)	(89.94)
Cost of food and beverages consumed during the period/year	**132.45**	**849.80**	**669.31**	**365.85**

26 Employee benefits expense

Particulars	For the two months period ended May 31, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Salaries, wages and bonus	383.80	2,022.25	1,518.02	1,110.24
Contribution to provident and other funds (Refer note 40)	17.73	93.74	62.29	49.65
Staff welfare expenses	27.55	182.41	123.79	118.23
Gratuity (Refer note 40)	5.34	22.29	19.32	17.59
Compensated absences (Refer note 40)	12.14	22.17	8.31	(13.28)
Total Employee benefits expense	**446.56**	**2,342.86**	**1,731.73**	**1,282.43**

27 Finance costs

Particulars	For the two months period ended May 31, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Interest expense on:				
- Rupee term loan	516.63	3,151.12	2,954.56	2,623.99
- Non convertible bonds	86.59	444.12	-	-
- Working capital term loan	3.49	14.84	10.14	9.43
- Liability component of compound financial instruments	88.12	484.31	430.57	389.47
- Lease liabilities and others	34.91	204.34	179.42	174.13
- Bank overdraft	6.20	22.39	-	-
- Unwinding of provision and liability	-	4.17	6.59	43.29
- Security deposit	0.95	7.25	6.14	5.56
- Others	0.08	1.80	0.30	0.03
Other borrowing costs	-	0.73	3.71	3.18
	736.97	**4,335.07**	**3,591.43**	**3,249.08**
Less: Capitalised to property, plant and equipment (see note below)	(1.42)	(8.86)	-	-
Total Finance costs	**735.55**	**4,326.21**	**3,591.43**	**3,249.08**

Note: The capitalisation rate used to determine the amount of borrowing costs to be capitalised is the weighted average interest rate applicable to the entity's general borrowings during the period ended May 31, 2024: 8.70% p.a. (March 31, 2024: 8.70% p.a., March 31, 2023 and March 31, 2022: Not applicable)

(All amounts are in Rupees in millions except as otherwise stated)

28 Depreciation and amortisation expenses

Particulars	For the two months period ended May 31, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Depreciation on property, plant and equipment	168.57	944.66	766.11	827.69
Depreciation on right-of-use assets	19.83	125.31	83.91	81.76
Depreciation on investment property	0.87	5.22	5.20	5.20
Amortisation on intangible assets	67.58	404.57	395.23	391.17
Total Depreciation and amortisation expenses	**256.85**	**1,479.76**	**1,250.45**	**1,305.82**

29 Other expenses

Particulars	For the two months period ended May 31, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Consumption of stores and operating supplies	48.05	321.54	217.88	141.90
Power and fuel	78.87	431.17	364.01	299.89
Rent charges	4.86	19.96	14.88	10.38
Repairs and maintenance				
- buildings	22.75	145.08	124.81	66.66
- plant and machinery	16.37	109.91	109.48	83.23
- others	29.32	162.50	105.88	71.01
Insurance	6.09	39.82	31.88	32.04
Communication	4.93	27.13	14.98	12.73
Travelling and conveyance	9.58	72.21	50.49	17.71
Guest transport	8.02	56.50	40.48	16.55
Printing and stationary	2.06	30.58	21.26	5.24
Sales and credit card commission	51.56	358.47	233.27	108.90
Business promotion	85.14	530.25	346.91	169.65
Legal and professional fees	23.49	145.29	157.01	138.37
Payment to auditors (Refer note below)	1.98	15.31	10.26	9.06
Rates and taxes	38.97	214.54	217.48	260.60
Security expenses	0.18	1.17	1.08	1.08
Bank charges	2.27	32.62	7.07	24.71
Corporate social responsibility expenses (Refer Note 30)	0.21	4.88	-	-
Reservation fee	3.24	7.36	9.90	9.49
Amortisation of advance given for hotel management contract	5.31	15.89	-	-
Net Impairment losses on financial assets	0.10	45.41	110.07	40.21
Miscellaneous expenses	57.58	284.49	206.26	114.61
Total Other expenses	**500.93**	**3,072.08**	**2,395.34**	**1,634.02**

29 (a) Details of payments to auditors

Particulars	For the two months period ended May 31, 2024*	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Payment to auditors				
As auditor:				
- Audit fee	1.98	13.59	10.20	9.00
- Out of pocket expenses	-	0.11	0.06	0.06
- Other service fee	-	1.61	-	-
Total	**1.98**	**15.31**	**10.26**	**9.06**

* Note: Eligible expenses incurred in connection with proposed initial public offer of equity shares of the Company amounting to Rs. 10.00 millions for the period ended May 31, 2024, recoverable from selling shareholders or adjustable against securities premium portion of the IPO proceeds are recorded within prepaid expenses.

(All amounts are in Rupees in millions except as otherwise stated)

30 Corporate Social Responsibility

a. Gross amount required to be spent by one of the entities within the Group ("TPRPL") during the period/year towards its Corporate Social Responsibility (CSR) is Rs. 1.47 millions (March 31, 2024: Rs. 5.04 millions, March 31, 2023: Rs. Nil and March 31, 2022 Rs. Nil). Following are the details of the amount spent during the period/year on CSR activities:

Particulars	For the two months period ended May 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023*	For the year ended March 31, 2022*
Expenditure towards Corporate Social Responsibility:				
b. Amount spent and paid during the period/year	0.21	1.08	-	-
Particulars of amount spent and paid during the period/year:				
(i) Construction/acquisition of any asset	-	-	-	-
(ii) On purpose other than (i) above:	-	-	-	-
- Health care and community development	0.21	1.08	-	-
Total	**0.21**	**1.08**	**-**	**-**

c. Related party transactions in relation to Corporate Social Responsibility during the period ended May 31, 2024: Rs. Nil (March 31, 2024: Rs. Nil, March 31, 2023: Rs. Nil and March 31, 2022: Rs. Nil)
d. Unspent CSR expenditure incurred during the period ended May 31, 2024: Rs. Nil (March 31, 2024: Rs. Nil, March 31, 2023: Rs. Nil and March 31, 2022: Rs. Nil)

Under Section 135 of the Companies Act, 2013, the Company is required to spend, in every financial year, at least 2% of the average net profits of the Company made during the three immediately preceding financial years on Corporate Social Responsibility (CSR), pursuant to its policy in this regard.

Particulars	For the two months period ended May 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
a) Gross amount required to be spent by the one of the entities within Group during the period/year	1.47	5.04	-	-
b) Amount approved by the Board to be spent during the period/year	0.21	4.88	-	-
c) Amount spent and paid during the period/year	0.21	1.08	-	-
Particulars of amount spent and paid during the period/year:				
(i) Construction/acquisition of any asset	-	-	-	-
(ii) On purpose other than (i) above	-	-	-	-
(iii) Health care and community development	0.21	1.08	-	-
Total	**0.21**	**1.08**	**-**	**-**

Details of non on-going projects	For the two months period ended May 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023*	For the year ended March 31, 2022*
Opening Balance	2.34	-	-	-
- With the Group	2.34	-	-	-
- In separate CSR Unspent Account	-	-	-	-
Acquired in business combination	-	(1.61)	-	-
- With the Group	-	(1.61)	-	-
- In separate CSR Unspent Account	-	-	-	-
Amount required to be spent during the period/year	1.47	5.04	-	-
Amount spent during the period/year	0.21	1.08	-	-
- From Group's bank account	0.21	1.08	-	-
- From separate CSR Unspent Account	-	-	-	-
Closing Balance	3.60	2.34	-	-
- With the Group	(0.20)	2.34	-	-
- In separate CSR Unspent Account	3.80	-	-	-

* The Group was not required to spend any amount towards during the year ended March 31, 2023 and March 31, 2022.

Reason for unspent amount - TPRPL is still in the process of identifying the eligible project and hence there was a shortfall in CSR expenditure. TPRPL is dedicated to continuing its efforts in the future and is committed to implementing and monitoring its CSR policy in compliance with its CSR objectives and policy.

Nature of CSR activities - Promoting art and culture, environment sustainability, rural development projects , children's support, tree plantation and development and sanitation and hygiene.

(All amounts are in Rupees in millions except as otherwise stated)

31 Taxation

31(a) Taxation for the period/year

This note provides an analysis of the Group's income tax expense, show amounts that are recognised directly in equity (if any) and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to the Group's tax positions (if any).

(a) Income tax expense/ (credit)

Particulars	For the two months period ended May 31, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Current tax				
Current tax on profit for the year	8.56	191.33	-	-
Tax impact of earlier years	-	2.86	-	-
Total current tax expenses	**8.56**	**194.19**	**-**	**-**
Decrease/ (Increase) in deferred tax assets	80.26	81.82	28.67	(722.71)
(Decrease)/ Increase in deferred tax liabilities	(100.37)	1,480.92	(16.36)	246.46
Total deferred tax expenses/(credit)*	**(20.11)**	**1,562.74**	**12.31**	**(476.25)**
Income tax expense	**(11.55)**	**1,756.93**	**12.31**	**(476.25)**

*Includes deferred tax liability addition on account of business combination. Refer movement in deferred tax liabilities/assets.

Particulars	For the two months period ended May 31, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Income tax expense/(credit) attributable to :				
Profit/(loss) from operations	(11.04)	215.56	11.20	(479.42)
OCI	(0.51)	(1.40)	1.11	3.17
Total	**(11.55)**	**214.16**	**12.31**	**(476.25)**

(b) Reconciliation of tax expense and accounting profit multiplies by India tax rate

Particulars	For the two months period ended May 31, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Profit/(loss) from operations before income tax expense	(374.91)	194.29	(605.59)	(3,677.71)
Tax rate	25.168%	25.168%	25.168%	25.168%
Tax at India tax rate	**(94.36)**	**48.90**	**(152.41)**	**(925.61)**
Tax effect of amounts which are not deductible / taxable in calculating taxable income :				
Disallowance of interest on compulsory convertible debentures	(4.41)	(16.63)	(6.66)	(6.06)
Items allowable on payment basis not recognised in statement of profit and loss	(1.94)	(2.41)	(0.17)	(1.42)
Deferred tax asset not recognised on tax losses	90.15	180.41	169.63	453.30
Effect of expenses that are not deductible in determining taxable profit	0.06	-	-	-
Others	(0.54)	5.28	0.81	0.37
Total	**(11.04)**	**215.56**	**11.20**	**(479.42)**

31(b) Taxation as at the period/year end

(a) Deferred tax asset/(liability) (net)

The balance comprises temporary differences attributable to:

	Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
A)	**Deferred tax assets**				
	Unabsorbed depreciation / business loss (Refer note below)	1,498.69	1,328.07	1,482.80	1,514.78
	Provision for employee benefits	26.28	25.34	14.24	16.65
	Borrowings	141.54	141.24	139.44	138.41
	Loss allowance	2.15	2.24	2.19	26.04
	Lease liability	526.29	524.66	470.34	443.79
	Deferred revenue	2.73	2.95	3.72	2.88
	Security deposits given	39.60	37.72	36.00	35.33
	Others	8.45	8.14	3.45	2.98
		2,245.73	**2,070.36**	**2,152.18**	**2,180.86**
B)	**Deferred tax liability**				
	Property, plant and equipment and intangible assets	4,141.02	3,983.76	2,358.82	2,271.87
	Liability component of compulsory convertible debentures	-	-	176.41	272.44
	Right of use of asset	629.53	631.41	607.88	611.74
	Contract liability - Key money	7.28	6.93	-	-
	Non convertible bonds	0.55	0.55	-	-
	Gratuity and Leave Encashment	-	0.17	1.89	2.50
	Borrowings	12.95	12.99	14.20	15.41
	Security deposits received	0.79	0.79	0.73	2.28
	Lease equalisation reserve	12.33	12.50	7.94	6.45
	Others	-	0.11	0.41	1.95
		4,804.45	**4,649.21**	**3,168.28**	**3,184.64**
	Net deferred tax asset/(liability)	**(2,558.72)**	**(2,578.85)**	**(1,016.10)**	**(1,003.78)**

In the absence of reasonable certainty, Deferred tax asset on account of unabsorbed depreciation / business loss has been recognised to the extent it can be realised against reversal of deferred tax liability.

(All amounts are in Rupees in millions except as otherwise stated)

31 Taxation (Contd.)

b) Tax losses

Particulars	**As at May 31, 2024**	**As at March 31, 2024**	**As at March 31, 2023**	**As at March 31, 2022**
Unused tax losses for which no deferred tax asset has been recognised	1,451.09	1,501.56	390.51	356.06
Potential tax benefit @25.168%	365.21	377.91	98.28	89.61
Expiry date	April1, 2024 to March 31, 2033	April 1, 2024 to March 31, 2032	April 1, 2023 to March 31, 2031	April 1, 2022 to March 31, 2030
Unabsorbed depreciation for which no deferred tax asset has been recognised	3,337.93	3,285.69	3,222.60	2,716.02
Potential tax benefit @25.168%	840.09	826.94	811.06	683.57
Expiry date	No expiry	No expiry	No expiry	No expiry

(All amounts are in Rupees in millions except as otherwise stated)

31 Taxation (Contd.)

Movement in deferred tax liabilities/assets

Movement in Deferred Tax for the period ended May 31, 2024

Particulars	Balance as on March 31, 2024	Accounted through statement of profit & loss charge/(credit)	Accounted through OCI charge/(credit)	Accounted through Other Equity charge/(credit)	Addition on account of business combination*	Balance as on May 31, 2024
Deferred tax assets						
Unabsorbed depreciation / business loss	1,328.07	(170.62)	-	-	-	1,498.69
Borrowings	141.24	(0.30)	-	-	-	141.54
Deferred revenue	2.95	0.22	-	-	-	2.73
Security deposits given	37.73	(1.87)	-	-	-	39.60
Loss Allowance on trade receivable	2.24	0.09	-	-	-	2.15
Provision for employee benefits	25.34	(0.43)	(0.51)	-	-	26.28
Lease liability	524.66	(1.63)	-	-	-	526.29
Others	8.13	(0.31)	-	-	-	8.45
	2,070.36	**(174.85)**	**(0.51)**	**-**	**-**	**2,245.73**
Deferred tax liability						
Property, plant and equipment and intangible assets	3,983.76	(157.27)	-	-	-	4,141.02
Security deposit received	0.79	-	-	-	-	0.79
Right of use of asset	631.40	1.87	-	-	-	629.53
Lease equalisation reserve	12.51	0.18	-	-	-	12.33
Borrowings	12.99	0.04	-	-	-	12.95
Contract liability - key money	6.93	(0.35)	-	-	-	7.28
Non convertible bonds	0.55	-	-	-	-	0.55
Others	0.28	0.28	-	-	-	-
	4,649.21	**(155.25)**	**-**	**-**	**-**	**4,804.45**
Total Deferred tax asset/(Liability)	**(2,578.85)**	**(19.60)**	**(0.51)**	**-**	**-**	**(2,558.72)**

Movement in Deferred Tax for the period ended March 31, 2024

Particulars	Balance as on March 31, 2023	Accounted through statement of profit & loss charge/(credit)	Accounted through OCI charge/(credit)	Accounted through Other Equity charge/(credit)	Addition on account of business combination*	Balance as on March 31, 2024
Deferred tax assets						
Unabsorbed depreciation / business loss	1,482.80	154.73	-	-	-	1,328.07
Borrowings	139.44	(1.80)	-	-	-	141.24
Deferred revenue	3.72	0.77	-	-	-	2.95
Security Deposit paid	36.00	(1.72)	-	-	-	37.72
Loss Allowance on trade receivable	2.19	(0.05)	-	-	-	2.24
Provision for employee benefits	14.24	(9.13)	(0.09)	-	1.87	25.34
Lease liability	470.34	14.25	-	-	-	524.66
Others	3.45	(4.69)	-	-	-	8.14
	2,152.18	**152.36**	**(0.09)**	**-**	**1.87**	**2,070.36**
Deferred tax liability						
Property, plant and equipment and intangible assets	2,358.82	80.29	-	-	1,544.64	3,983.76
Compulsorily Convertible Debentures	176.41	(176.41)	-	-	-	-
Security deposit received	0.73	0.06	-	-	-	0.79
Gratuity and Leave Encashment	1.89	(0.41)	(1.31)	-	-	0.17
Right of use of asset	607.88	(45.05)	-	-	-	631.40
Lease equalisation reserve	7.94	4.57	-	-	-	12.51
Borrowings	14.20	(1.21)	-	-	-	12.99
Contract liability - key money	-	6.93	-	-	-	6.93
Non convertible bonds	-	0.55	-	-	-	0.55
Others	0.41	(0.31)	-	-	-	0.11
	3,168.28	**(130.99)**	**(1.31)**	**-**	**1,544.64**	**4,649.21**
Total Deferred tax asset/(Liability)	**(1,016.10)**	**21.37**	**(1.40)**	**-**	**(1,542.77)**	**(2,578.85)**

(All amounts are in Rupees in millions except as otherwise stated)

31 Taxation (Cont.)

Movement in Deferred Tax for the period ended March 31, 2023

Particulars	Balance as on April 1, 2022	Accounted through statement of profit & loss charge/(credit)	Accounted through OCI charge/(credit)	Accounted through Other Equity charge/(credit)	Addition on account of business combination*	Balance as on March 31, 2023
Deferred tax assets						
Unabsorbed depreciation / business loss	1,514.78	31.98	-	-	-	1,482.80
Deferred revenue	2.88	(0.85)	-		-	3.72
Borrowings	138.41	(1.03)	-	-	-	139.44
Loss Allowance on trade receivable	26.04	23.85	-	-	-	2.19
Security deposit paid	35.33	(0.67)	-	-	-	36.00
Lease liability	443.79	(26.55)	-	-	-	470.34
Provision for employee benefits	16.65	2.02	0.39	-	-	14.24
Others	2.98	(0.47)	-	-	-	3.45
	2,180.86	**28.28**	**0.39**	**-**	**-**	**2,152.18**
Deferred tax liability						
Property, plant and equipment and intangible assets	2,271.87	86.95	-	-	-	2,358.82
Liability component of compulsory convertible debentures	272.44	(96.03)	-	-	-	176.41
Security deposit	2.28	(1.55)	-	-	-	0.73
Right of use of asset	611.74	(3.86)	-	-	-	607.88
Lease equalisation reserve	6.45	1.49	-	-	-	7.94
Borrowings	15.41	(1.21)	-	-	-	14.20
Provision for employee benefits	2.50	(1.33)	0.72	-	-	1.89
Others	1.95	(1.54)	-	-	-	0.41
	3,184.64	**(17.08)**	**0.72**	**-**	**-**	**3,168.28**
Total Deferred tax asset/(Liability)	**(1,003.78)**	**11.20**	**1.11**	**-**	**-**	**(1,016.10)**

Movement in Deferred Tax for the period ended March 31, 2022

Particulars	Balance as on April 1, 2021	Accounted through statement of profit & loss charge/(credit)	Accounted through OCI charge/(credit)	Accounted through Other Equity charge/(credit)	Addition on account of business combination*	Balance as on March 31, 2022
Deferred tax assets						
Unabsorbed depreciation / business loss	796.89	(717.89)	-	-	-	1,514.78
Provision for employee benefits	25.28	5.46	3.17	-	-	16.65
Borrowings	137.28	(1.13)	-	-	-	138.41
Loss Allowance on trade receivable	28.00	1.96	-	-	-	26.04
Deferred Revenue	3.05	0.17	-	-	-	2.88
Security deposits	33.71	(1.62)	-	-	-	35.33
Lease liability	431.42	(12.37)	-	-	-	443.79
Others	0.62	(2.36)	-	-	-	2.98
Total	**1,456.25**	**(727.78)**	**3.17**	**-**	**-**	**2,180.86**
Deferred tax liability						
Property, plant and equipment and intangible assets	1,921.41	350.46	-	-	-	2,271.87
Liability component of compulsory convertible debentures	359.04	(86.60)	-	-	-	272.44
Security Deposit	0.26	2.02	-	-	-	2.28
Borrowings	16.62	(1.21)	-	-	-	15.41
Right of use of asset	630.49	(18.75)	-	-	-	611.74
Lease equalisation reserve	5.43	1.02	-	-	-	6.45
Provision for employee benefits	-	2.50	-	-	-	2.50
Others	3.03	(1.08)	-	-	-	1.95
	2,936.28	**248.36**	**-**	**-**	**-**	**3,184.64**
Total Deferred tax asset/(Liability)	**(1,480.03)**	**(479.42)**	**3.17**	**-**	**-**	**(1,003.78)**

* Refer note no. 42 on business combination

(All amounts are in Rupees in millions except as otherwise stated)

32 Fair Value Measurement
(i) Financial instruments by category

As at May 31, 2024

Particulars	Carrying amount			
	FVTPL	**FVOCI**	**Amortised cost**	**Total carrying value**
Financial assets				
Investments (Level 3)	0.19	-	-	0.19
Trade receivables	-	-	594.82	594.82
Cash and cash equivalents	-	-	507.24	507.24
Bank balances other than cash and cash equivalents	-	-	2,158.93	2,158.93
Other financial assets	-	-	1,150.33	1,150.33
Total financial assets	**0.19**	-	**4,411.32**	**4,411.51**
Financial liabilities				
Borrowings	-	-	40,525.02	40,525.02
Trade payables	-	-	548.25	548.25
Lease liabilities	-	-	2,112.57	2,112.57
Other financial liabilities	-	-	50,545.62	50,545.62
Total financial liabilities	-	-	**93,731.46**	**93,731.46**

As at March 31, 2024

Particulars	Carrying amount			
	FVTPL	**FVOCI**	**Amortised cost**	**Total carrying value**
Financial assets				
Investments (Level 3)	0.19	-	-	0.19
Trade receivables	-	-	729.05	729.05
Cash and cash equivalents	-	-	709.75	709.75
Bank balances other than cash and cash equivalents	-	-	3,039.70	3,039.70
Other financial assets	-	-	1,147.35	1,147.35
Total financial assets	**0.19**	**-**	**5,625.85**	**5,626.04**
Financial liabilities				
Borrowings	-	-	42,421.81	42,421.81
Trade payables	-	-	599.36	599.36
Lease liabilities	-	-	2,109.01	2,109.01
Other financial liabilities	-	-	3,474.42	3,474.42
Total financial liabilities	**-**	**-**	**48,604.60**	**48,604.60**

As at March 31, 2023

Particulars	Carrying amount			
	FVTPL	**FVOCI**	**Amortised cost**	**Total carrying value**
Financial assets				
Investments (Level 3)	0.19	-	-	0.19
Trade receivables	-	-	702.09	702.09
Cash and cash equivalents	-	-	1,712.07	1,712.07
Bank balances other than cash and cash equivalents	-	-	836.99	836.99
Other financial assets	-	-	567.97	567.97
Total financial assets	**0.19**	**-**	**3,819.12**	**3,819.31**
Financial liabilities				
Borrowings	-	-	36,961.82	36,961.82
Trade payables	-	-	441.93	441.93
Lease liabilities	-	-	1,871.13	1,871.13
Other financial liabilities	-	-	3,151.00	3,151.00
Total financial liabilities	**-**	**-**	**42,425.88**	**42,425.88**

(All amounts are in Rupees in millions except as otherwise stated)

32 Fair Value Measurement (cont.)
(i) Financial instruments by category (cont.)

As at March 31, 2022

	Carrying amount			
Particulars	**FVTPL**	**FVOCI**	**Amortised cost**	**Total carrying value**
Financial assets				
Investment (Level 3)	0.19	-	-	0.19
Trade receivables	-	-	520.13	520.13
Cash and cash equivalents	-	-	2,553.32	2,553.32
Bank balances other than cash and cash equivalents	-	-	831.77	831.77
Other financial assets	-	-	463.77	463.77
Total financial assets	**0.19**	**-**	**4,368.99**	**4,369.18**
Financial liabilities				
Borrowings	-	-	36,768.07	36,768.07
Trade payables	-	-	318.36	318.36
Lease liabilities	-	-	1,762.46	1,762.46
Other financial liabilities	-	-	3,008.75	3,008.75
Total financial liabilities	**-**	**-**	**41,857.64**	**41,857.64**

Ind AS 113, 'Fair Value Measurement' requires classification of the valuation method of financial instruments measured at fair value in the Statement of Balance sheet, using a three level fair-value-hierarchy (which reflects the significance of inputs used in the measurements). The hierarchy gives the highest priority to un-adjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to un-observable inputs (Level 3 measurements).

The carrying amounts of trade receivables, cash and cash equivalents, fixed deposits with banks, trade payables are considered to be the same as their fair values, due to their short-term nature.

Where such items are non-current in nature, the same has been classified as Level 3 and fair value determined using discounted cash flow basis.

The carrying amount of non-current borrowings, security deposit liability, lease liability are fair valued using the current borrowing rate for similar instruments on similar terms. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

Further, The Group has valued compound financial instrument (both financial liability and equity component) at fair value on initial recognition. Financial liability subsequently measured at amortised cost by adding unwinded interest.

The current lending rate and the rate used in determination of fair value at inception for non-current borrowings, security deposits, compound financial instruments are not significantly different. Accordingly, the fair value and carrying value for non-current borrowings, security deposits and compound financial instrument are same.

The fair-value-hierarchy under Ind AS 113 are described below:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.
Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.
Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There has been no transfer between different fair values hierarchy level for the period ended May 31, 2024, year ended March 31, 2024, March 31, 2023 and March 31, 2022.

(All amounts are in Rupees in millions except as otherwise stated)

33 Financial Risk Management

The Group's business activities expose it to market risk, liquidity risk and credit risk. The management develops and monitors the Group's risk management policies. The key risks and mitigating actions are also placed before the Board of directors of the Group. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and to control and monitor risks and adherence to limits.

Finance team and experts of respective business divisions provides assurance that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The activities are designed to:
-protect the Group's financial results and position from financial risks
-maintain market risks within acceptable parameters, while optimising returns; and
-protect the Group's financial investments, while maximising returns.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

A. Credit Risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk arises from trade receivables, cash and cash equivalents, bank balance, fixed deposits with banks, security deposits and other financial assets.

The exposure to credit risks arises from the potential failure of counterparties to meet their obligations. The maximum exposure to credit risk at the reporting date is the carrying amount of the financial instruments.

With respect to other financial assets namely security deposits and other receivables, the maximum exposure to credit risk is the carrying amount of these classes of financial assets presented in the Balance Sheet. These are actively monitored and confirmed by the Group. Currently, the credit risk arising from such security deposits and other receivables is evaluated to be immaterial for the Group.

Credit Risk on cash and cash equivalents, deposits with the banks/financial institutions is generally low as the said deposits have been made with the banks/financial institutions, who have been assigned high credit rating by international and domestic rating agencies.

Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer and the geography in which it operates. Credit risk is managed through credit approvals and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business. The Group operates only in one geographical location i.e. in India. Considering the industry in which the Group is operating, there is no major long outstanding receivables.

The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward looking information. The carrying amounts of trade receivables as disclosed in note number 12 represent the maximum credit risk exposure.

The movement in loss allowance in respect of trade receivables is as follows:

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	373.28	328.51	212.22	129.50
Addition from common control transaction (refer note 42)	-	3.52	-	-
Impairment losses (recognised)/ reversed on receivables	0.10	45.41	110.07	40.21
Amounts written off during the year	-	(4.85)	(6.20)	(8.94)
Others*	-	0.68	12.42	51.44
Balance at the end of the year	**373.38**	**373.27**	**328.51**	**212.21**

**Others mainly include amount adjusted against interest income as the loss allowance was recorded against interest receivable from customer on delayed receivables.*

Financial assets at FVTPL : The Group is also exposed to credit risks in relation to financial assets (investments) that are measured at FVTPL. The maximum exposure at the end of the reporting period is the carrying amount of these assets.

B. Liquidity risk

Liquidity risk is the risk that the Group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Group's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. In addition, processes and policies related to such risks are overseen by senior management.

Subsequent to the balance sheet date, the Company and one of its subsidiary have issued compulsorily convertible preference shares ("CCPS") and have received the consideration amounting to Rs. 61,403.75 millions [refer note 45(iv)]. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities (Refer Note 2.3 - Going Concern for further details). Accordingly, no liquidity risk is perceived.

(i) Financing arrangements

The Group had access to the following undrawn borrowing facilities at the end of the reporting period:

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Fixed interest rate	-	-	-	-
Floating interest rate	38.00	38.00	4,031.52	3,950.00
Total	**38.00**	**38.00**	**4,031.52**	**3,950.00**

(ii) Maturities of financial liabilities

The table below summarises the maturity profile of the Group's financial liabilities based on their contractual payments. The amount disclosed in the table are the contractual undiscounted cash flows. Balance due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities

As at May 31, 2024	Carrying amount	Less than 1 Year	Between 1 - 2 years	Between 2 - 5 years	Over 5 years	Total
Borrowings	40,525.02	6,291.29	4,677.07	23,075.96	22,115.99	56,160.31
Lease liabilities	2,112.57	192.43	188.34	557.96	13,759.52	14,698.25
Trade payables	548.25	546.32	1.94	-	-	548.26
Other financial liabilities*	50,545.62	50,489.50	14.50	65.43	-	50,569.43
Total financial liabilities	**93,731.46**	**57,519.54**	**4,881.85**	**23,699.35**	**35,875.51**	**121,976.25**

As at March 31, 2024	Carrying amount	Less than 1 Year	Between 1 - 2 years	Between 2 - 5 years	Over 5 years	Total
Borrowings	42,421.81	3,305.40	4,250.58	25,664.47	27,224.03	60,444.48
Lease liabilities	2,109.01	188.48	186.89	565.93	13,782.18	14,723.48
Trade payables	599.36	599.36	-	-	-	599.36
Other financial liabilities	3,474.42	3,412.80	14.50	65.52	-	3,492.82
Total financial liabilities	**48,604.60**	**7,506.04**	**4,451.97**	**26,295.92**	**41,006.21**	**79,260.14**

As at March 31, 2023	Carrying amount	Less than 1 Year	Between 1 - 2 years	Between 2 - 5 years	Over 5 years	Total
Borrowings	36,961.82	3,425.16	242.48	16,362.73	31,091.81	51,122.18
Lease liabilities	1,871.13	146.61	153.87	411.13	13,913.27	14,624.88
Trade payables	441.93	441.93	-	-	-	441.93
Other financial liabilities	3,151.00	192.49	2,921.51	6.02	91.65	3,211.67
Total financial liabilities	**42,425.88**	**4,206.19**	**3,317.86**	**16,779.88**	**45,096.73**	**69,400.66**

As at March 31, 2022	Carrying amount	Less than 1 Year	Between 1 - 2 years	Between 2 - 5 years	Over 5 years	Total
Borrowings	36,768.07	2,995.58	2,205.92	13,806.67	35,398.04	54,406.21
Lease liabilities	1,762.46	126.30	132.49	381.68	14,038.12	14,678.59
Trade payables	318.36	318.36	-	-	-	318.36
Other financial liabilities	3,008.75	230.76	62.15	2,735.14	82.88	3,110.93
Total financial liabilities	**41,857.64**	**3,671.00**	**2,400.56**	**16,923.49**	**49,519.04**	**72,514.09**

* includes adjustment for consideration payable towards common control transaction. (refer note 42)

C. Market risk
(a) Foreign currency risk
Foreign currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign currency rates. The Group makes payments internationally and is exposed to foreign exchange risk arising from foreign currency purchases, primarily with respect to USD and GBP. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the Group's functional currency (Rs.) at the year end. The Group's exposure to foreign currency risk, expressed in Rs., is given in the table below. The amounts represent only the financial assets and liabilities that are denominated in currencies other than the functional currency of the Group.

i. The foreign currency outstanding balances that have not been hedged by any derivative instrument or otherwise are as follows:

	As at May 31, 2024		
Particulars	**Foreign Currency Denomination**	**Foreign Currency Amount (absolute)**	**Amount (Rs. in millions)**
Liabilities			
Trade payables	EUR	1,969.00	0.18
Trade payables	USD	373,565.35	31.15
Capital creditors	USD	1,146.83	0.10
Total exposure			**31.43**
Less: exposure hedged			(25.93)
Unhedged exposure			**5.50**

	As at March 31, 2024		
Particulars	**Foreign Currency Denomination**	**Foreign Currency Amount (absolute)**	**Amount (Rs. in millions)**
Liabilities			
Trade payables	EUR	2,342.52	0.21
Trade payables	USD	292,829.76	24.51
Trade payables	GBP	29,435.42	3.10
Total exposure			**27.82**
Less: exposure hedged			(23.23)
Unhedged exposure			**4.59**

	As at March 31, 2023		
Particulars	**Foreign Currency Denomination**	**Foreign Currency Amount (absolute)**	**Amount (Rs. in millions)**
Liabilities			
Trade payables	EUR	3,977.60	0.36
Trade payables	USD	59,038.27	4.87
Trade payables	SGD	2,027.56	0.12
Trade payables	GBP	10,400.00	1.07
Total exposure			**6.42**
Less: exposure hedged			(6.30)
Unhedged exposure			**0.12**

Particulars	As at March 31, 2022 Foreign Currency Denomination	Foreign Currency Amount (absolute)	Amount (Rs. in millions)
Liabilities			
Trade payables	EUR	1,000.00	0.09
Trade payables	USD	52,734.40	4.00
Total exposure			**4.09**
Less: exposure hedged			(4.09)
Unhedged exposure			**-**

The Group has purchased forward contracts to hedge its foreign currency risk. The Group has not formally designated these forward contracts against foreign currency payables.

The following table presents the outstanding position and fair value of various foreign currency derivative financial instruments:

	As at May 31, 2024 Currency pair	Average exchange rate	Notional value (Rs. in million)	Fair value
Non-designated				
Buy	USD/Rs.	83.64	53.08	0.05
Buy	EUR/Rs.	90.91	0.41	-
Buy	GBP/Rs.	106.12	0.95	-
Total				0.05

	As at March 31, 2024 Currency pair	Average exchange rate	Notional value (Rs. in million)	Fair value
Non-designated				
Buy	USD/Rs.	83.69	53.12	-
Buy	EUR/Rs.	91.09	0.41	-
Buy	GBP/Rs.	105.79	0.95	-
Total				-

	As at March 31, 2023 Currency pair	Average exchange rate	Notional value (Rs. in million)	Fair value
Non-designated				
Buy	USD/Rs.	82.79	48.02	-
Buy	GBP/Rs.	98.76	3.80	-
Buy	EUR/Rs.	94.71	1.64	-
Total				-

	As at March 31, 2022 Currency pair	Average exchange rate	Notional value (Rs. in million)	Fair value
Non-designated				
Buy	USD/Rs.	76.49	21.03	-
Buy	EUR/Rs.	86.14	0.17	-
Buy	GBP/Rs.	100.92	0.10	-
Sell	USD/Rs.	76.49	21.03	-
Sell	EUR/Rs.	86.13	0.09	-
Sell	GBP/Rs.	100.92	0.10	-
Total				-

ii. Foreign exchange sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments. The table below shows the sensitivity of profit or loss to a 1% change in foreign exchange rates.

Particulars	Impact on Profit or Loss For the two months period ended May 31, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
EUR sensitivity				
Rs./ EUR - Increase by 1%*	-	(0.00)	(0.00)	(0.00)
Rs./ EUR - Decrease by 1%*	-	0.00	0.00	0.00
USD sensitivity				
Rs./ USD - Increase by 1%*	(0.31)	(0.25)	(0.05)	(0.04)
Rs./ USD - Decrease by 1%*	0.31	0.25	0.05	0.04
GBP sensitivity				
Rs./ GBP - Increase by 1%*	-	(0.03)	(0.01)	-
Rs./ GBP - Decrease by 1%*	-	0.03	0.01	-
SGD sensitivity				
Rs./ SGD - Increase by 1%*	-	-	(0.00)	-
Rs./ SGD - Decrease by 1%*	-	-	0.00	-

*Amount below rounding off norms.

(All amounts are in Rupees in millions except as otherwise stated)

b) Interest rate risk

Interest rate risk is the risk that changes in market interest rates will lead to changes in fair value of financial instruments or changes in interest income, expense and cash flows of the Group.

The exposure of the Group's borrowings to interest rate changes at the end of the reporting period are included in the table below. As at the end of the reporting period, the Group had the following variable rate borrowings outstanding:

Particulars	As at May 31, 2024		
	Interest rate range	**Balance**	**% of total loans**
Term loans	MCLR + spread of 0.75% to 1.6%	29,022.97	66%
Working capital loan	MCLR+ 1% subject to annual reset	6,189.28	14%
Non-convertible bonds	TBIL rate + margin of 2.40% pa.	485.51	1%
Vehicle loan	MCLR + 0.85% p.a.	15.46	0%

Particulars	As at March 31, 2024		
	Interest rate range	**Balance**	**% of total loans**
Term loans	MCLR + spread of 0.75% to 1.6%	29,026.65	64%
Working capital loan	MCLR+ 1% subject to annual reset	6,417.90	14%
Non-convertible bonds	TBIL rate + margin of 2.40% pa.	477.80	1%

Particulars	As at March 31, 2023		
	Interest rate range	**Balance**	**% of total loans**
Term Loans	MCLR + spread of 0.75% to 1.6%	28,859.88	73%
Working capital loan	MCLR+ 1% subject to annual reset	6,875.31	17%

	As at March 31, 2022		
	Interest rate range	**Balance**	**% of total loans**
Term Loans	MCLR + spread of 0.75% to 1.6%	28,373.51	72%
Working capital loan	MCLR+ 1% subject to annual reset	7,266.89	18%

An analysis by maturities is provided in note 33(b)(ii) above. The percentage of total loans shows the proportion of loans that are currently at variable rates in relation to the total amount of borrowings.

Cash flow sensitivity analysis for variable rate instruments

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

Particulars	For the two months period ended May 31, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
	Impact on profit after tax	**Impact on profit after tax**	**Impact on profit after tax**	**Impact on profit after tax**
Interest sensitivity				
Interest rates – increase by 100 basis points	(357.13)	(359.22)	(357.35)	(356.40)
Interest rates – decrease by 100 basis points	357.13	359.22	357.35	356.40

34 Capital Management

The Group considers its total equity as shown in the balance sheet including share capital and retained earnings as the components of its balance sheet of managed capital. The Group's objectives when managing capital are:

- Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- Maintain an optimal capital structure to reduce the cost of capital.

The Group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Group will take appropriate steps in order to maintain, or if necessary adjust, its capital structure. The management monitors the return on capital as well as the level of dividends to shareholders.

The gearing ratios were as follows:

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Borrowings	40,525.02	42,421.81	36,961.82	36,768.07
Interest payable on compulsory convertible debentures	3,562.15	3,013.61	2,835.65	2,678.70
Lease liabilities	2,112.57	2,109.01	1,871.13	1,762.46
Less: Cash and Cash Equivalents	(507.24)	(709.75)	(1,712.07)	(2,553.32)
Less: Other Balance with bank (short term deposits)	(2,158.93)	(3,039.70)	(836.99)	(831.77)
Net Debt	43,533.57	43,794.98	39,119.54	37,824.14
Total equity	(27,840.06)	(28,257.23)	(25,119.63)	(24,520.15)
Net debt to equity ratio	**(1.56)**	**(1.55)**	**(1.56)**	**(1.54)**

Loan covenants: Under the terms of the major borrowing facilities, the Group is required to comply with financial covenants as disclosed under note 17. The Group has complied with the applicable financial covenants as at each reporting date.

(All amounts are in Rupees in millions except as otherwise stated)

35 Lease- as a lessor

The Group has given on operating leases portion of its building for shops and for installation and commissioning of a telecommunication tower on lease. The Group has given a portion of building for installing and commissioning of a telecommunication tower on lease. Income of Rs. 4.64 millions (March 31, 2024: Rs. 26.62 millions, March 31, 2023: Rs. 25.93 millions and March 31, 2022: Rs. 16.30 millions) has been recognised in Statement of Profit and Loss other than leases disclosed under note 6 on Investment properties.
The future minimum lease payments receivable for under the said non-cancellable operating lease are as follows:

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Receivable within one year	24.07	24.42	25.33	22.70
Receivable between one and five years	97.90	101.61	126.03	144.78
Receivable more than five years	-	-	-	-

36 Segment Information

The primary reporting of The Group has been performed on the basis of business segment. Based on the "management approach" as defined in Ind AS 108 - Operating Segments, the Chief Operating Decision Maker ('CODM') i.e. Board of Directors of the Company, being the CODM has evaluated of The Group's performance at an overall level as one segment which is 'Revenue based in India Location' that includes: (i) Revenue from room services, (ii) Revenue from food and beverages and (iii) Other allied services in a single business segment based on the nature of the services, the risks and returns, the organization structure and the internal financial reporting systems. Accordingly, the figures appearing in these financial statements relate to The Group's single business segment. The Group has significant operations based in India, hence there are no reportable geographical segments in standalone financial results.

No single customer contributes 10% or more of the Group's total revenue for the period ended May 31, 2024 and year ended March 31, 2024, March 31, 2023 and March 31, 2022.

All non-current assets are held by the group in India, the domicile country. For entity-wide disclosure of net assets and share in profit or loss and other comprehensive income refer to note 44 - Additional information required by Schedule III in respect of subsidiaries.

(All amounts are in Rupees in millions except as otherwise stated)

37 Contingent liabilities

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Claims against the Group not acknowledged as debt, in respect of -				
Floor Area Ratio Charges ("FAR") - New Delhi Municipal Council ("NDMC") (Note 1)	2,945.85	2,928.62	2,825.23	2,722.12
Disputed statutory liabilities (Note - 2)	186.98	111.08	68.93	146.50
Rajasthan Micro and Small Enterprises Facilitation Council and Nutan Deco Mark Private Limited	2.30	2.30	2.30	2.07
Industrial dispute by an ex-employee	0.20	0.20	0.20	0.20
Proceeding under The Minimum Wages Act, 1948	1.08	1.08	1.08	1.08
Proceedings for non-refund of amount on cancellation of booking	-	-	1.79	1.61
Bank Guarantees	5.56	5.56	-	-
Total	**3,141.97**	**3,048.83**	**2,899.53**	**2,873.58**

Note:
(1) HLV Limited against the demand of Rs. 1,527.49 millions towards FAR charges deposited only Rs. 954.68 millions and the balance amount of Rs. 572.81 millions was disputed. HLV Limited filed a writ petition before the Delhi High Court, inter alia for setting aside/quashing the final recovery notice praying that the Delhi hotel be classified as falling in the South Zone for the purpose of payment of charges for additional FAR and for grant of 25% concession of Zonal Average Auction Rate ("ZAAR"). The matter is pending before the Court.

(2) The breakup of disputed statutory liabilities is as under:

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Disputed statutory liabilities				
(i) Service tax	113.82	90.68	48.44	44.94
(ii) Income Tax	14.75	14.50	13.28	-
(iii) Property Tax	-	-	-	90.91
(iv) VAT	47.97	-	6.27	9.35
(v) GST	10.44	5.90	0.93	1.31
Total	**186.98**	**111.08**	**68.93**	**146.50**

(i) Service tax
Service tax department has raised demand on HLV Limited vide Show Cause Notice ("SCN") on account of disallowance:
(a) of CENVAT availed on debit notes raised by Leela Lace Holding Private Limited for service tax paid on lease rental under Voluntary Compliance Encouragement Scheme ("VCES") introduced by Ministry of Finance, Government of India to encourage payment of taxes on undisclosed income;
(b) on account of classification of in-room dining and mini bar under room accommodation (HLV Limited has paid service tax on in-room dining and mini bar service under restaurant category (department has considered the said services under room accommodation category to levy tax) and
(c) of abatement claimed under rent-a-cab on account of input availment on car washing, maintenance etc.

Order to SCN was received in favour of HLV Limited. However, in departmental query the issue was raised again and the department has filed an appeal before CESTAT against the order received in favour of HLV Limited.

(ii) Income tax
The Income Tax department had issued notice u/s 143(2) of The Income Tax Act requesting preliminary information for A.Y. 2020-2021, for which assessment order u/s 143(3) of The Income Tax Act has been passed. The tax amount as per the order was of Rs. 15.21 millions against which Rs. 3.04 millions has been paid. The Group has filed an appeal with Commissioner of Income Tax (Appeals) against the said order.

(iii) Property Tax
The said disputed liability relates to the period from October 15, 2008 to December 23, 2010 when the hotel was under construction and the land was treated as vacant. NDMC demanded property tax of Rs. 200.50 millions, against which HLV Limited deposited Rs. 37.20 millions on self assessment basis. Aggrieved by the high capital value adopted by NDMC and denial of vacancy remission of property tax, HLV Limited filed a writ petition before Hon'ble High Court of judicature at Delhi in 2010. The matter is sub-judicate in Hon'ble High Court. Further the rebate availed in subsequent years are being added back as arrear by NDMC and have been included in contingent liability. During the year ended March 31, 2023 Group has paid Rs. 90.91 millions against this liability and the case has been withdrawn.

(iv) VAT
Deputy Commissioner of Commercial taxes has raised demand vide show cause notice (SCN) on account of following:
(a) Disallowance of input credit on account of non-filing of return by vendors along with interest.
(b) Dy. Commissioner also levied penalty for delay in making payment of taxes.
Subsequently the tax amount of Rs. 0.08 millions has been paid by the company. The interest and penalty amount has been waived as per govt order number FD 49 CSL 2021 dated March 29, 2021. Thus the matter has achieved closure.

The Group has received the notice (issued by Deputy Commissioner of Commercial Tax) on March 9, 2010 for the period FY 2005-06 to FY 2009-10 demanding the VAT @12.5% on service charges including service tax component charged on foods and service supplied at the banquet halls alleging that the service charges, service tax and cess collected relating to sale of food and beverages are presale expenses which add to the value of goods sold. The Group had filed detailed response in this regard.

AO passed the order confirming the demand for FY 05-06, 06-07, 07-08, 08-09 and 09-10 (Upto Nov-19). Commissioner of Commercial Tax (Appeal) upheld the order passed by AO.
The Group filed an appeal before Karnataka Appellate Tribunal. Karnataka Appellate Tribunal set aside the order passed by AO in 2010.

The Department filed revision petition before Hon'ble High court of Karnataka. Hon'ble High Court allowed the revision petition in 2012 and instructed the Appellate Tribunal to undertake fresh scrutiny/ assessment of the said matter. Against High court order, SBPL has filed the Special Leave Petition ('SLP') before Hon'ble Supreme Court. Supreme Court dismissed the SLP on April 5, 2013 and directed the Group to approach High Court.

Till date the Group has not received any letter for fresh scrutiny in this regard.

38 Commitments

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Estimated amount of contracts remaining to be executed on capital expenditure related to property, plant and equipment and not provided for.	367.11	319.09	160.90	79.06

(All amounts are in Rupees in millions except as otherwise stated)

39 Earnings per share

Particulars	For the two months period ended May 31, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Basic earnings per share				
Loss for the period/year (A)	(363.87)	(21.27)	(616.79)	(3,198.29)
Weighted average number of equity shares for the purpose of basic earnings per share (B)	175,985,320	175,985,320	175,985,320	175,730,940
Basic Earnings per equity share C=(A/B) in Rs.	**(2.07)**	**(0.12)**	**(3.50)**	**(18.20)**
Diluted earnings per share				
Profit attributable to the equity holders (A)				
Used in calculating basic earning per share	(363.87)	(21.27)	(616.79)	(3,198.29)
Add: Finance cost saved on compulsorily convertible debentures	27.32	139.90	120.48	109.03
Profit/(loss) attributable to the equity holders used in calculating diluted earnings per share:	**(336.55)**	**118.63**	**(496.31)**	**(3,089.26)**
Weighted average number of shares used as the denominator (B)				
Opening balance (a)	20,169,566	20,169,566	20,169,566	19,373,216
Shares issued during the period/year (Refer note 15) (b)	-	-	-	796,350
Effect of shares issued during the period/year (c)	-	-	-	745,474
Equivalent shares of Share capital pending allotment / CCDs (d)	15,027,498	15,027,498	15,027,498	15,027,498
Number of equity shares under bonus issue (4 bonus shares for each equity share)*** (e)	140,788,256	140,788,256	140,788,256	140,584,752
Weighted average number of equity shares used as the denominator in calculating basic earnings per share (a+c+d+e)	175,985,320	175,985,320	175,985,320	175,730,940
Adjustments for calculation of diluted earnings per share	-	-	-	-
Weighted average number of equity shares used and potential equity shares used as the denominator in calculating diluted earnings per share*	175,985,320	175,985,320	175,985,320	175,730,940
Diluted Earnings per equity share C=(A/B) in Rs.**	**(2.07)**	**(0.12)**	**(3.50)**	**(18.20)**

*Weighted average number of compulsorily convertible debentures (CCDs)/share capital pending allotment included in the denominator in calculating basic earnings as per para 23 of Ind-AS 33.

**As the impact of the Share capital pending allotment / CCDs was anti-dilutive, resulting in a decrease in loss per share from continuing ordinary activities, the effect thereof has been ignored whilst calculating diluted earnings per share.

*** The earnings per share reflects the impact of bonus shares issuance in the ratio of 4:1 i.e. 4 bonus shares for each equity share [refer note 45(iii)] subsequent to balance sheet date.

(All amounts are in Rupees in millions except as otherwise stated)

Notes to Restated Ind AS Summary Statements

40 Employee Benefit Obligation

a) Compensated absences

Compensated absences covers the Group's liability for earned leaves. Accumulated compensated absences, which are expected to be availed or encashed are treated as employee benefits. The employees are entitled to accumulate leave subject to certain limits for future encashment / availment. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the period end.

The Group's liability is actuarially determined (using the Projected Unit Credit method) by an Independent actuary at the end of the period. Actuarial losses/ gains are recognised in statement of profit or loss in the period in which they arise.

The expense of compensated absences (non-funded) for the period ended May 31, 2024 amounting to Rs. 12.14 millions (March 31, 2024: Rs. 22.17 millions, March 31, 2023: Rs. 8.31 millions, March 31, 2022 reversal of expenses of Rs. 13.28 millions) has been recognized in statement of profit and loss, based on actuarial valuation carried out using projected unit credit method.

b) Post employment obligations

Provident fund and Employees State Insurance Commission - Defined contribution plan

The Group has defined contribution plans for provident fund for qualifying employees. Under the plan, the Group is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable under these plans are at rates specified in the rules of the schemes.

The contributions are charged to statement of profit and loss as they accrue. The amount of expense towards contribution to provident fund and employees state insurance for the period aggregated to Rs. 17.73 millions (March 31, 2024: Rs. 93.74 millions, March 31, 2023: Rs. 62.29 millions, March 31, 2022: Rs. 49.65 millions)

Gratuity - Defined benefit plan

The Group provides for gratuity for its employees. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement / termination is the employees last drawn basic salary per month computed proportionately for 15 days salary payable for each completed year of service or part thereof in excess of six months subject to a limit of Rs. 2.00 millions. The group does not fully fund the liability.

The present value of the defined benefit obligation and current service cost are measured using the projected unit credit method with actuarial valuations being carried out at each balance sheet date.

Amounts recognised in statement of profit and loss:

Particulars	For the two months period ended May 31, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Defined benefit plans				
- Gratuity	5.34	22.29	19.32	17.59
Total	**5.34**	**22.29**	**19.32**	**17.59**

Amounts recognised in other comprehensive income:

Particulars	For the two months period ended May 31, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Remeasurements for:				
- Gratuity	(5.60)	(20.76)	16.65	11.59
Total	**(5.60)**	**(20.76)**	**16.65**	**11.59**

Gratuity plan

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Present value of defined benefit obligation	131.38	120.91	85.33	81.41
Fair value of plan assets	44.58	45.05	45.15	31.55
Net defined benefit liability recognised in the Balance Sheet	**86.80**	**75.86**	**40.18**	**49.87**
Net defined benefit liability is bifurcated as follows:				
Current	22.81	21.05	6.42	1.19
Non-current	63.93	54.75	33.73	48.74

(All amounts are in Rupees in millions except as otherwise stated)

The amounts recognised in the Balance Sheet and the movements in the net defined benefit obligation over the period are as follows:

Particulars	Present value of obligations	Fair value of plan assets	Net amount
As at April 1, 2021	**90.83**	**36.23**	**54.60**
Current service cost	14.32	-	**14.32**
Interest expense/ (income)	6.14	1.27	**4.87**
Acquisition adjustment	-	1.60	**(1.60)**
Total amount recognised in profit or loss	**20.46**	**2.87**	**17.59**
Remeasurements:			
- Return on plan assets, excluding amounts included in interest expense/ (income)	-	(2.58)	**2.58**
- (Gain)/ loss from change in demographic assumptions	(0.24)	-	**(0.24)**
- (Gain)/ loss from change in financial assumptions	(3.67)	(0.73)	**(2.94)**
- Experience (gains)/ losses	(14.06)	-	**(14.06)**
Total amount recognised in other comprehensive income	**(17.97)**	**(3.31)**	**(14.66)**
Acquisition adjustment	**-**	1.05	**(1.05)**
Employer contributions	-	0.87	**(0.87)**
Benefit payments	**(11.91)**	**(6.16)**	**(5.75)**
As at March 31, 2022	**81.41**	**31.55**	**49.86**
Current service cost	16.07	-	**16.07**
Interest expense/ (income)	4.58	1.33	**3.25**
Total amount recognised in profit or loss	**20.65**	**1.33**	**19.32**
Remeasurements:			
- Return on plan assets, excluding amounts included in interest expense/ (income)	1.33	12.16	**(10.83)**
- (Gain)/ loss from change in demographic assumptions	-	-	**-**
- (Gain)/ loss from change in financial assumptions	(1.53)	0.92	**(2.45)**
- Experience (gains)/ losses	(2.99)	-	**(2.99)**
Total amount recognised in other comprehensive income	**(3.19)**	**13.08**	**(16.27)**
Employer contributions	-	12.73	**(12.73)**
Benefit payments	(13.54)	(13.54)	**-**
As at March 31, 2023	**85.33**	**45.15**	**40.18**
Acquired as part of business combination	3.40	**-**	**3.40**
Current service cost	18.89	0.37	**18.52**
Interest expense/ (income)	5.33	1.56	**3.77**
Total amount recognised in profit or loss	**24.22**	**1.93**	**22.29**
Remeasurements:			
- Return on plan assets, excluding amounts included in interest expense/ (income)	1.22	0.88	**0.34**
- (Gain)/ loss from change in demographic assumptions	(5.05)	-	**(5.05)**
- (Gain)/ loss from change in financial assumptions	11.80	(0.09)	**11.89**
- Experience (gains)/ losses	13.91	-	**13.91**
Total amount recognised in other comprehensive income	**21.88**	**0.79**	**21.09**
Employer contributions	-	11.10	**(11.10)**
Benefit payments	(13.92)	(13.92)	**-**
As at March 31, 2024	**120.91**	**45.05**	**75.86**
Acquired as part of business combination	3.42	-	**3.42**
Current service cost	1.46	(0.46)	**1.92**
Interest expense/ (income)	-	-	**-**
Total amount recognised in profit or loss	**4.88**	**(0.46)**	**5.34**
Remeasurements:			
- Return on plan assets, excluding amounts included in interest expense/ (income)	-	(0.01)	**0.01**
- (Gain)/ loss from change in demographic assumptions	-	-	**-**
- (Gain)/ loss from change in financial assumptions	(0.06)	-	**(0.06)**
- Experience (gains)/ losses	5.65	-	**5.65**
Total amount recognised in other comprehensive income	**5.59**	**(0.01)**	**5.60**
Employer contributions	-	-	-
Benefit payments	-	-	-
As at May 31, 2024	**131.38**	**44.58**	**86.80**

Significant actuarial assumptions were as follows:

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Discount rate (p.a.)	7.25%-7.26%	7.25%	7.39%	7.26%
Salary growth rate (p.a.)	7-9%	7-9%	7-9%	7-9%
Mortality rates inclusive of provision for disability	IALM(2012-14)	100% of IALM (2012 - 14)	100% of IALM (2012 - 14)	100% of IALM (2012 - 14)
Attrition at Ages				
- Up to 30 Years	3-30%	3-30%	3-30%	3-30%
- From 31 to 44 years	3-25%	3-25%	3-25%	3-25%
- Above 44 years	2-18%	2-18%	2-18%	2-18%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

(All amounts are in Rupees in millions except as otherwise stated)

Sensitivity analysis

Gratuity is a lump sum plan and the cost of providing these benefits is typically less sensitive to small changes in demographic assumptions. The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate. The following table summarizes the change in defined benefit obligation and impact in percentage terms compared with the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points:

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
a) Impact of the change in discount rate				
Present Value of Obligation at the end of the period	131.38	120.91	85.33	81.41
Impact due to increase of 0.50%	(3.97)	(3.59)	(4.64)	(6.56)
Impact due to decrease of 0.50%	4.21	3.80	5.09	7.23
b) Impact of the change in salary increase				
Present Value of Obligation at the end of the period	131.38	120.91	85.33	81.41
Impact due to increase of 0.50%	4.16	3.76	5.08	7.21
Impact due to decrease of 0.50%	(3.96)	(3.58)	(4.68)	(6.61)

Sensitivities due to mortality and withdrawals are not material and hence impact of change due to these not calculated. Sensitivities as rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable.

The major categories of plans assets
The plans assets of the defined benefit plan are covered by the Company into funds managed by insurer.

Maturity analysis
The weighted average duration to the payment of these cash flows is 6.09 years (March 31, 2024: 5.97 years, March 31, 2023: 21.35 years, March 31, 2022: 20.89 years).

Expected expense for the next annual reporting period is Rs. 30.89 millions (March 31, 2024: Rs. 28.12 millions, March 31,2023: Rs. 28.12 millions, March 31, 2022: Rs. 25.31 millions).

The expected maturity analysis of undiscounted post-employment defined benefit obligations is as follows:

Particulars	Less than a year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
As at May 31, 2024					
- Gratuity	23.22	12.62	29.51	66.03	131.38
Total	**23.22**	**12.62**	**29.51**	**66.03**	**131.38**
As at March 31, 2024					
- Gratuity	21.23	11.93	26.17	61.58	120.91
Total	**21.23**	**11.93**	**26.17**	**61.58**	**120.91**
As at March 31, 2023					
- Gratuity	7.38	4.13	9.12	64.70	85.33
Total	**7.38**	**4.13**	**9.12**	**64.70**	**85.33**
As at March 31, 2022					
- Gratuity	1.21	3.36	8.66	68.18	81.41
Total	**1.21**	**3.36**	**8.66**	**68.18**	**81.41**

Risk exposure:
Gratuity is a defined benefit plan and the Group is exposed to the following risks:

Interest rate risk: A fall in the discount rate which is linked to the Government Security Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.
Salary Risk: The present value of the defined benefit plan liability is calculated by reference to the future expected salaries of employees. As such, an increase in the salary expected by more than assumed level will increase the plan's liability.
Withdrawal risk: The risk that the usual timeframe for withdrawal requests is not met, or the withdrawals from the fund due to severe adverse market conditions are suspended.
Mortality risk: Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

(All amounts are in Rupees in millions except as otherwise stated)

41 Related party transactions

A Name of related parties

List of related parties where control exists and relationships

i Holding Company
Project Ballet Bangalore Holdings (DIFC) Private Limited

ii Fellow Subsidiaries
Project Ballet Udaipur Holdings (DIFC) Private Limited
Project Ballet Chennai Holdings (DIFC) Private Limited
Project Ballet HMA Holdings (DIFC) Private Limited
Project Ballet Gandhinagar Holdings (DIFC) Private Limited
BSREP III Joy Two Holdings (DIFC) Limited
BSREP III India Ballet I Pte. Ltd.
BSREP III India Ballet Pte. Ltd.
Summit Digitel Infrastructure Limited
Brookprop Property Management Services Private Limited
Brookprop Management Services Private Limited
Arliga India Office Parks Private Limited
Arliga Ecoworld Infrastructure Private Limited
Cowrks India Private Limited
Equinox Business Parks Private Limited
Striton Properties Private Limited (Formerly known as 'Mars Hotels & Resorts Private Limited')
Witwicky One Private Limited
Tulsi Palace Resort Private Limited (upto May 26, 2023)
BSREP III Tadoba Holdings (DIFC) Private Limited
BSREP III Joy Two Holdings (DIFC) Limited
Brookfield India Real Estate Trust
Brookfield Advisors India Private Limited

iii Key Managerial Personnel
Mr. Anuraag Bhatnagar, Executive Director
Mr. Ravi Shankar, Chief Financial Officer
Mr. Madhav Sehgal, Director and Area Vice President South (upto September 13, 2024)
Ms. Ananya Tripathi, Director (w.e.f. May 29, 2024)
Mr. Ankur Gupta, Director (w.e.f. September 13, 2024)
Mr. Ashank Kothari, Director (w.e.f. September 13, 2024)
Mr. Shai Zelering, Director (w.e.f. September 13, 2024)
Mr. Deepak Parekh, Director (w.e.f. September 13, 2024)
Mr. Mukesh Butani, Director (w.e.f. September 13, 2024)
Ms. Apurva Purohit, Director (w.e.f. September 13, 2024)

B Transactions with related parties
The following transactions occurred with related parties

Particulars	For the two months period ended May 31, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Management and operating fees				
Tulsi Palace Resort Private Limited	-	6.96	115.93	70.10
Striton Properties Private Limited (Formerly known as Mars Hotels & Resorts Private Limited)	1.16	8.12	6.38	4.99
Reimbursement of expenses paid to / (received from)				
Tulsi Palace Resort Private Limited	-	(5.95)	(122.66)	3.88
Arliga India Office Parks Private Limited	-	(3.44)	(0.77)	-
Arliga Ecoworld Infrastructure Private Limited	-	0.12	(2.46)	-
Cowrks India Private Limited	(0.61)	0.14	-	-
Brookprop Property Management Services Private Limited	(0.20)	-	-	-
Summit Digitel Infrastructure Limited	0.04	-	-	-
Revenue from operations				
Arliga India Office Parks Private Limited	-	0.70	-	-
Brookprop Property Management Services Private Limited	2.20	2.90	-	-
Witwicky One Private Limited	-	0.01	-	-
Arliga Ecoworld Infrastructure Private Limited	-	0.10	-	-
Brookfield India Real Estate Trust	0.07	-	-	-
Brookfield Advisors India Private Limited	-	2.36	-	-
Cowrks India Private Limited	-	0.19	-	0.76
Rental income				
Summit Digitel Infrastructure Limited	0.85	3.56	3.25	2.11
Tulsi Palace Resort Private Limited	-	-	0.05	-
Business support services				
Brookprop Property Management Services Private Limited	4.11	12.34	-	-
Brookprop Management Services Private Limited	-	-	16.73	6.07
Rent expense				
Equinox Business Parks Private Limited	0.64	3.56	3.82	3.57
Cowrks India Private Limited	0.05	0.25	0.12	-
Interest expense on lease liability				
Equinox Business Parks Private Limited	4.44	25.80	8.80	9.45
Principal payment of lease liability				
Equinox Business Parks Private Limited	7.87	25.17	21.23	17.80
Security deposit paid				
Equinox Business Parks Private Limited	-	22.40	4.12	-
Cowrks India Private Limited	-	0.07	0.04	-
Interest income on security deposits				
Equinox Business Parks Private Limited	0.40	2.70	1.09	0.90
Security deposit refund received				
Equinox Business Parks Private Limited	3.52	15.92	-	-
Gain on account of modification in the terms of compound financial instruments				
Project Ballet Bangalore Holdings (DIFC) Private Limited	-	96.38	-	-

(All amounts are in Rupees in millions except as otherwise stated)

Particulars	For the two months period ended May 31, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Acquisition under common control				
BSREP III India Ballet Holdings (DIFC) Limited	-	-	*	1,742.81
BSREP III India Ballet I Pte. Ltd.	-	-	-	11,450.92
BSREP III India Ballet Pte. Ltd.	-	-	-	*
BSREP III Joy Two Holdings (DIFC) Limited	-	6,983.08	0.10	-
BSREP III Tadoba Holdings (DIFC) Private Limited	-	-	0.01	-
Project Ballet Chennai Holdings (DIFC) Private Limited	-	-	-	10,110.86
Project Ballet Gandhinagar Holdings (DIFC) Private Limited	-	-	-	18.52
Project Ballet HMA Holdings (DIFC) Private Limited	-	-	-	12,153.33
Project Ballet Udaipur Holdings (DIFC) Private Limited	-	-	-	4,139.86
*amounts are less than rounding off norms.				
Subscription towards equity shares				
BSREP III Tadoba Holdings (DIFC) Private Limited	-	-	0.01	-
Allotment of 10.50% compulsorily convertible debentures				
BSREP III Joy Two Holdings (DIFC) Limited	-	500.00	-	-
Interest expense on unsecured compulsorily convertible debentures				
Project Ballet Bangalore Holdings (DIFC) Pvt. Limited	27.32	139.90	120.48	109.03
Project Ballet Udaipur Holdings (DIFC) Private Limited	1.81	10.22	9.21	8.29
Project Ballet Chennai Holdings (DIFC) Private Limited	8.85	50.23	45.24	40.75
Project Ballet HMA Holdings (DIFC) Private Limited	16.35	92.73	82.93	75.83
BSREP III India Ballet I Pte. Ltd.	33.80	191.23	172.72	155.57
Managerial remuneration*				
Short term employment benefits				
Mr. Anuraag Bhatnagar	6.26	55.29	50.30	44.45
Mr. Ravi Shankar	12.05	21.25	19.40	13.01
Mr. Madhav Sehgal	2.95	15.14	13.27	6.66

* Managerial remuneration excludes provision for gratuity and compensated absences, since these are provided on the basis of an actuarial valuation for the Group as a whole.

C Outstanding balance

The following balances are outstanding at the end of the reporting period in relation to transactions with related parties:

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Trade receivables				
Tulsi Palace Resort Private Limited	-	-	26.75	17.21
Summit Digitel Infrastructure Limited	0.18	0.36	0.74	0.42
Arliga India Office Parks Private Limited	-	-	0.12	1.29
Brookprop Property Management Services Private Limited	2.55	3.20	-	-
Striton Properties Private Limited (Formerly known as Mars Hotels & Resorts Private Limited)	4.11	2.74	-	0.32
Cowrks India Private Limited	0.72	-	-	-
Brookfield India Real Estate Trust	0.09	-	-	-
Trade payables				
Brookprop Property Management Services Private Limited	-	6.57	-	-
Cowrks India Private Limited	-	*	-	-
Tulsi Palace Resort Private Limited	-	-	0.32	0.26
Equinox Business Parks Private Limited	3.26	0.96	-	0.02
Security deposits placed				
Equinox Business Parks Private Limited	37.53	28.21	14.69	9.48
Cowrks India Private Limited	0.11	0.11	0.04	-
Security deposits received				
Summit Digitel Infrastructure Limited	0.24	0.24	0.21	0.19
Lease liability				
Equinox Business Parks Private Limited	-	279.27	121.51	84.32
Reimbursement (receivable)/payable				
Tulsi Palace Resort Private Limited	-	-	(1.62)	0.10
Interest payable on unsecured compulsorily convertible debentures				
Project Ballet Bangalore Holdings (DIFC) Private Limited	487.74	-	-	-
Project Ballet Chennai Holdings (DIFC) Private Limited	454.39	445.54	417.22	392.04
Project Ballet HMA Holdings (DIFC) Private Limited	838.93	822.59	770.30	724.42
BSREP III India Ballet I Pte. Ltd.	1,688.59	1,654.79	1,563.20	1,482.44
Project Ballet Udaipur Holdings (DIFC) Private Limited	92.50	90.69	84.93	79.81
Capital creditors				
Brookprop Property Management Services Private Limited	1.08	-	-	-
Brookprop Management Services Private Limited	-	-	0.18	-
Equity component of unsecured compulsorily convertible debentures				
Project Ballet Bangalore Holdings (DIFC) Private Limited	-	603.09	506.71	506.71
Financial liability component of unsecured compulsorily convertible debentures				
Project Ballet Bangalore Holdings (DIFC) Private Limited	-	1,246.55	1,226.61	1,127.67
Share capital pending allotment				
Project Ballet Bangalore Holdings (DIFC) Private Limited	1,502.75	-	-	-

(All amounts are in Rupees in millions except as otherwise stated)

Particulars	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Purchase consideration payable for business acquisition				
BSREP III India Ballet Holdings (DIFC) Limited	1,742.81	1,742.81	1,742.81	1,742.81
BSREP III India Ballet I Pte. Ltd.	11,450.92	11,450.92	11,450.92	11,450.92
BSREP III India Ballet Pte. Ltd.	*	*	*	*
BSREP III Joy Two Holdings (DIFC) Limited	6,983.18	6,983.18	0.10	-
BSREP III Tadoba Holdings (DIFC) Private Limited	0.01	0.01	0.01	-
Project Ballet Chennai Holdings (DIFC) Private Limited	10,110.86	10,110.86	10,110.86	10,110.86
Project Ballet Gandhinagar Holdings (DIFC) Private Limited	18.52	18.52	18.52	18.52
Project Ballet HMA Holdings (DIFC) Private Limited	12,153.33	12,153.33	12,153.33	12,153.33
Project Ballet Udaipur Holdings (DIFC) Private Limited	4,139.86	4,139.86	4,139.86	4,139.86

*amounts are less than rounding off norms.

D Corporate Guarantee

The Group has received corporate guarantee from BSREP III India Ballet Pte. Limited (upto March 30, 2022) and BSREP III India Ballet Holdings (DIFC) Limited (from March 31, 2022) upto an amount of Rs. 3,000 millions against the term loan facility availed by the Company and its subsidiaries i.e. Schloss Chennai Private Limited, Schloss Udaipur Private Limited and Schloss Chanakya Private Limited respectively (jointly co-borrower).

E Names of Related parties where control exists

Project Ballet Bangalore Holdings (DIFC) Private Limited (Holding Company), BSREP III India Ballet Holdings (DIFC) Limited (Intermediate Holding Company) and Brookfield Corporation (Formerly known as Brookfield Asset Management Inc.) (Ultimate controlling party).

F Terms and conditions

All outstanding balances are unsecured and repayable in cash. All transactions were made on normal commercial terms and conditions and at market rates.

(All amounts are in Rupees in millions except as otherwise stated)

G The following are the details of the transactions which were eliminated upon consolidation as per Ind AS 110 and Ind AS 24 read with SEBI ICDR Regulations during the period/year ended May 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 respectively.

Particulars	Name of the related party	For period ended May 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Income					
Management and marketing fees	Schloss HMA Private Limited	114.65	941.16	584.14	212.98
Service charges	Moonburg Power Private Limited	0.10	-	-	-
Interest on intercorporate deposits	Schloss Udaipur Private Limited	14.69	85.96	95.75	54.90
	Schloss HMA Private Limited	1.55	-	-	25.43
	Schloss Chanakya Private Limited	23.68	103.73	9.49	1.99
	Schloss Chennai Private Limited	12.66	47.60	53.67	43.71
Deferred income	Tulsi Palace Resort Private Limited	1.40	7.01	-	-
Expenses					
Management fees	Schloss Bangalore Limited	33.89	221.64	192.89	43.37
	Schloss Udaipur Private Limited	4.29	64.09	62.04	45.23
	Schloss Chanakya Private Limited	21.01	190.84	146.21	53.99
	Schloss Chennai Private Limited	18.52	135.39	107.71	30.32
	Tulsi Palace Resort Private Limited	11.21	111.45	-	-
Business promotion expenses	Schloss Bangalore Limited	4.18	22.15	9.42	0.23
	Schloss Udaipur Private Limited	4.35	26.98	12.35	0.54
	Schloss Chanakya Private Limited	4.60	27.55	13.38	0.35
	Schloss Chennai Private Limited	4.08	21.54	9.46	0.17
	Tulsi Palace Resort Private Limited	4.92	29.20	-	-
	Moonburg Power Private Limited	-	0.04	-	-
	Leela Palaces and Resorts Limited	-	0.70	-	-
Legal and professional fees	Schloss Bangalore Limited	-	1.27	1.82	4.22
	Schloss Udaipur Private Limited	0.03	3.94	1.74	2.12
	Schloss Chanakya Private Limited	-	1.65	1.16	2.64
	Schloss Chennai Private Limited	0.02	0.86	1.17	2.31
	Schloss Gandhinagar Private Limited	-	0.58	-	0.75
	Schloss Tadoba Private Limited	-	0.10	-	-
	Tulsi Palace Resort Private Limited	-	13.27	-	-
	Moonburg Power Private Limited	-	2.31	-	-
	Leela Palaces and Resorts Limited	0.99	1.62	-	-
Printing and stationery	Schloss Bangalore Limited	0.01	0.25	0.18	0.23
	Schloss Udaipur Private Limited	0.02	0.10	0.04	0.06
	Schloss Chanakya Private Limited	0.04	0.56	0.28	0.28
	Schloss Chennai Private Limited	0.01	0.33	0.22	0.20
	Schloss Gandhinagar Private Limited	-	-	-	0.00
	Tulsi Palace Resort Private Limited	0.02	0.17	-	-
Communication	Schloss Bangalore Limited	0.05	0.56	0.36	-
	Schloss Udaipur Private Limited	0.06	0.51	0.27	-
	Schloss Chanakya Private Limited	0.06	0.58	0.29	-
	Schloss Chennai Private Limited	0.04	0.54	0.30	-
	Tulsi Palace Resort Private Limited	0.05	0.59	-	-
Staff welfare expenses	Schloss Bangalore Limited	0.04	6.65	4.20	-
	Schloss Udaipur Private Limited	0.00	2.39	1.94	-
	Schloss Chanakya Private Limited	0.19	5.54	3.85	-
	Schloss Chennai Private Limited	-	5.36	2.77	-
	Tulsi Palace Resort Private Limited	0.04	4.67	-	-
Travelling and conveyance	Schloss Bangalore Limited	0.26	1.93	2.01	0.44
	Schloss Udaipur Private Limited	0.35	1.69	2.49	0.33
	Schloss Chanakya Private Limited	0.27	2.22	3.38	0.38
	Schloss Chennai Private Limited	0.22	1.29	1.73	0.21
	Tulsi Palace Resort Private Limited	0.33	1.54	-	-
	Leela Palaces and Resorts Limited	0.01	0.03	-	-
	Moonburg Power Private Limited	0.00	-	-	-
Miscellaneous expenses	Schloss Bangalore Limited	0.11	1.30	0.11	7.20
	Schloss Udaipur Private Limited	0.01	1.02	0.11	3.31
	Schloss Chanakya Private Limited	0.05	1.06	0.11	7.75
	Schloss Chennai Private Limited	0.01	1.14	0.11	6.20
	Schloss Gandhinagar Private Limited	-	0.00	-	0.14
	Schloss Tadoba Private Limited	-	0.00	-	-
	Tulsi Palace Resort Private Limited	0.10	1.17	-	-
	Leela Palaces and Resorts Limited	0.28	0.68	-	-
	Moonburg Power Private Limited		0.27	-	-
Insurance expenses	Schloss Bangalore Limited	-	5.07	-	-
	Schloss Udaipur Private Limited	-	1.88	-	-
	Schloss Chanakya Private Limited	-	4.33	-	-
	Schloss Chennai Private Limited	-	4.11	-	-
	Schloss Gandhinagar Private Limited	-	0.09	-	-
	Tulsi Palace Resort Private Limited	-	3.26	-	-

(All amounts are in Rupees in millions except as otherwise stated)

Particulars	Name of the related party	For period ended May 31,2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Security expenses	Leela Palaces and Resorts Limited	-	1.08	-	-
Interest on inter-corporate deposits	Schloss Bangalore Limited	34.62	160.75	146.79	46.29
	Schloss HMA Private Limited	12.53	75.21	12.13	46.48
	Schloss Chanakya Private Limited	3.88	-		33.26
	Leela Palaces and Resorts Limited	1.55	1.33	-	-
Amortisation of management contracts	Schloss HMA Private Limited	1.39	6.96	-	-

Note: The reimbursement transactions are not included in above disclosure as these reimbursements are shown at net of recovery by each entity.

Particulars	Name of the related party	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Balances at the year end					
Intangible assets					
Management contracts gross block	Schloss HMA Private Limited	250.00	250.00	-	-
Management contracts accumulated depreciation	Schloss HMA Private Limited	(29.87)	(28.48)	-	-
Trade receivables	Schloss Bangalore Limited	1.45	0.17	-	0.16
	Schloss HMA Private Limited	687.96	757.92	313.63	90.14
	Schloss Chanakya Private Limited	0.30	0.84	1.02	0.04
	Moonburg Power Private Limited	-	0.68	-	-
Other financial assets					
Advance for management fees	Schloss Udaipur Private Limited	-	-	-	71.84
Interest receivable on advance management fees	Schloss Udaipur Private Limited	-	-	-	22.42
Advances given	Schloss Udaipur Private Limited	5.98	7.11	4.69	
	Schloss HMA Private Limited	21.46	20.96	-	-
Interest receivable on inter-corporate deposits	Schloss Chanakya Private Limited	114.86	93.54	-	0.55
Receivables from related parties	Schloss Chennai Private Limited	0.20	2.36	2.68	-
	Tulsi Palace Resort Private Limited	42.71	42.79	-	-
Other current assets					
Reimbursement receivable/(payable)	Schloss Chanakya Private Limited	-	-	-	6.02
Advance for management fees	Schloss Chennai Private Limited	-	-	-	46.26
Interest receivable on inter-corporate deposit	Schloss Chennai Private Limited	-	-	-	0.25
Interest Receivable on advance for management fees	Schloss Chennai Private Limited	-	-	-	24.05
Loans					
Inter corporate deposit given	Schloss Udaipur Private Limited	765.94	680.94	700.00	700.00
	Schloss Chanakya Private Limited	970.00	1,205.00	600.00	117.94
	Schloss Chennai Private Limited	920.43	355.03	400.00	400.00
	Schloss HMA Private Limited	46.55	-	-	-
Interest receivable on inter-corporate deposit	Schloss Udaipur Private Limited	39.83	26.61	79.18	0.43
	Schloss Chanakya Private Limited	-	-	0.18	-
	Schloss Chennai Private Limited	29.45	18.06	45.25	-
Trade payables	Schloss Bangalore Limited	154.43	173.61	56.86	12.27
	Schloss HMA Private Limited	-	-	37.50	7.62
	Schloss Udaipur Private Limited	34.11	103.53	5.32	0.24
	Schloss Gandhinagar Private Limited	2.49	2.48	2.15	0.68
	Schloss Chanakya Private Limited	244.47	217.44	131.08	66.69
	Leela Palaces and Resorts Limited	17.50	15.52	-	-
	Schloss Chennai Private Limited	187.43	186.73	76.43	-
	Tulsi Palace Resort Private Limited	60.48	74.31	-	-
	Schloss Tadoba Private Limited	0.13	-	-	-
	Moonburg Power Private Limited	37.63	38.30	-	-
Other financial liability					
Payables to related parties	Leela Palaces and Resorts Limited	21.46	20.96	12.67	8.87
Contract liabilities					
Contract liabilities (Key money)	Tulsi Palace Resort Private Limited	220.06	221.47	-	-
Borrowings					
Inter-corporate deposit (including accrued interest)	Schloss Bangalore Limited	1,650.66	1,710.11	1,224.43	1,217.86
	Schloss HMA Private Limited	679.15	667.87	600.18	-
	Schloss Chanakya Private Limited	509.49	-	-	-
	Leela Palaces and Resorts Limited	47.75	1.20	-	-
Advances in the nature of loans from related parties (including accrued interest)	Schloss HMA Private Limited	-	-	-	165.88
Compulsorily convertible debenture	Moonburg Power Private Limited	500.00	500.00	-	-
Investment in subsidiaries					
Investment in subsidiaries	Schloss Chanakya Private Limited	500.04	500.04	-	-

(All amounts are in Rupees in millions except as otherwise stated)

42 Business combination

I Business combination under common control

(a) Pursuant to the respective share purchase agreements entered on May 31, 2024, Schloss Bangalore Limited (the 'acquirer') has obtained control over the following companies (together referred as "acquiree entities") from their respective shareholders for cash consideration mentioned below, though the legal transfer of equity shares as at May 31, 2024 of the acquiree entities is pending. Schloss Bangalore Limited has accordingly become the holding company for all the acquiree entities on May 31, 2024.

Name of the Company	Name of the seller	Nature of Business	No of equity shares to be acquired***	% of Equity stake acquired	Expected purchase consideration
Schloss Chanakya Private Limited(3)	BSREP III India Ballet I Pte. Limited, BSREP III India Ballet Pte. Limited	Hospitality	111,023,076	100%	11,450.92
Schloss Udaipur Private Limited(2)	Project Ballet Udaipur Holdings (DIFC) Private Limited, BSREP III India Ballet Holdings (DIFC) Limited	Hospitality	7,957,142	100%	4,139.86
Schloss Chennai Private Limited(3)	Project Ballet Chennai Holdings (DIFC) Private Limited, BSREP III India Ballet Holdings (DIFC) Limited	Hospitality	31,239,130	100%	10,110.86
Schloss HMA Private Limited(4)	Project Ballet HMA Holdings (DIFC) Private Limited, BSREP III India Ballet Holdings (DIFC) Limited	Hotel management services	36,792,597	100%	12,153.33
Schloss Gandhinagar Private Limited(3)	Project Ballet Gandhinagar Holdings (DIFC) Private Limited, BSREP III India Ballet Holdings (DIFC) Limited	Manpower outsourcing	10,000	100%	18.52
Leela Palaces and Resorts Limited(4)	BSREP III India Ballet Holdings (DIFC) Limited	Hospitality	2,728,130	100%	1,742.81
Schloss Tadoba Private Limited(5)	BSREP III Tadoba Holdings (DIFC) Private Limited, BSREP III India Ballet Holdings (DIFC) Limited	Hospitality consultancy services	1,000	100%	0.01
Moonburg Power Private Limited ("MPPL")(1)**	BSREP III Joy Two Holdings (DIFC) Limited	Hospitality consultancy services	5,010,000	100%	500.14
Tulsi Palace Resort Private Limited ("TPRPL")(2)	BSREP III Joy Two Holdings (DIFC) Limited	Hospitality	12,575,000	50%	6,483.04
Total purchase consideration payable *					**46,599.49**

* Under the terms of the respective share purchase agreements, this represents the cash consideration payable towards the equity share capital and compulsory convertible debentures (wherever applicable) of the acquiree companies.

** BSREP III Joy Two Holdings (DIFC) Limited had initially acquired the 50% stake in equity capital in TPRPL on April 29, 2021 for which the Company will pay purchase consideration of Rs. 6,482.90 millions to them. Moonburg Power Private Limited which is also under common control, acquired the remaining 50% equity capital in TPRPL on May 27, 2023 for a total consideration of Rs. 4,730.00 millions. With this purchase of 50% equity shares, the TPRPL came under common control as on May 27, 2023. Further, pursuant to the Scheme of Arrangement (the 'Scheme') for merger of MPPL, with TPRPL, the said investment of Rs. 4,730.00 millions has been cancelled against the corresponding proportion of equity share capital of TPRPL. (Refer note 45(v))

*** Includes equivalent number of equity shares on conversion of CCDs in Schloss Chanakya Private Limited, Schloss Udaipur Private Limited, Schloss Chennai Private Limited and Schloss HMA Private Limited.

(1) It includes 5,000,000 CCDs which are not getting converted into equity shares. Equity shares and CCDs were subsequently transferred to Schloss Chanakya Private Limited on July 20, 2024.

(2) Equity shares of Schloss Udaipur Private Limited were subsequently transferred to Schloss Chanakya Private Limited on July 19, 2024. 7,545,000 equity shares and 5,030,000 equity shares of TPRPL were transferred to Schloss Chanakya Private Limited on July 18, 2024 and July 20, 2024 respectively.

(3) Equity shares were subsequently transferred to Schloss Bangalore Limited on July 25, 2024.

(4) Equity shares were subsequently transferred to Schloss Bangalore Limited on July 26, 2024.

(5) Equity shares were subsequently transferred to Schloss Bangalore Limited on July 30, 2024.

Since, the ultimate controlling entity of above acquiree companies and the Company both before and after the acquisition will be same, these acquisitions amount to a common control business combination in accordance with the provisions laid down in Appendix C of Ind AS 103.

The Company and acquiree entities except for STPL, MPPL and TPRPL were under common control before April 1, 2021 which is the earliest period presented in these financial statements. Hence, the financial information for the period beginning April 1, 2021 has been restated as if these business combinations had occurred as on April 1, 2021.

Moonburg Power Private Limited ("MPPL") and Schloss Tadoba Private Limited ("STPL") were incorporated on June 7, 2022 and June 2, 2022 respectively. Schloss Bangalore Limited, MPPL and STPL were under common control since the date of incorporation of MPPL and STPL. Accordingly, the financial information in respect of MPPL and STPL have been restated as if the business combination of MPPL and STPL occurred as on June 7, 2022 and June 2, 2022 respectively. The financial information in respect of TPRPL has been restated as if the business combination of TPRPL occurred as on May 27, 2023 (the date when TPRPL and the group came under common control).

The difference between the amounts recorded as cash consideration payable and the amount of the respective share capital and compulsory convertible debentures (wherever applicable) of the acquiree companies has been transferred to common control adjustment deficit account [refer note 16(b)(v)].

(b) Details of assets and liabilities acquired of the acquiree companies:

Particulars		As at March 31, 2024	As at March 31, 2023	As at March 31, 2022	As at April 01, 2021
Non-current assets*		52,211.46	37,732.15	37,128.15	37,798.61
Current assets		7,564.38	5,245.32	5,236.82	2,819.51
Total assets	**(A)**	**59,775.84**	**42,977.47**	**42,364.97**	**40,618.12**
Non-current liabilities		30,944.84	25,326.94	25,399.39	22,704.18
Current liabilities		5,517.33	2,942.30	1,907.97	1,016.68
Total liabilities	**(B)**	**36,462.17**	**28,269.24**	**27,307.36**	**23,720.86**
Net assets acquired**	**(A-B)**	**23,313.67**	**14,708.23**	**15,057.61**	**16,897.26**

*During the year ended March 31, 2024, goodwill of Rs. 2,749.66 millions, property, plant and equipment of Rs. 7,064.19 millions and intangible assets (Customer relationships) of Rs. 85.00 millions, were added on account of business acquisition of TPRPL. These fair values of the assets and liabilities of TPRPL were determined and recorded on account of obtaining the complete control by Group as on May 27, 2023.
**During the year ended March 31, 2024, retained earnings of Rs. (1,176.65) millions, retained earnings- fair value as deemed cost of Rs. 5,791.96 millions and common control adjustment deficit account of Rs. (7,808.67) millions were included on account of common control transaction as mentioned in Note I (a) above.

(c) Disclosure of common control adjustment deficit account:

Particulars		As at March 31, 2024	As at March 31, 2023	As at March 31, 2022	As at April 01, 2021
Share Capital and compulsory convertible debentures		11,190.08	10,564.43	10,564.32	10,564.32
Fair value adjustments for TPRPL		3,152.92	-	-	-
	(A)	**14,343.00**	**10,564.43**	**10,564.32**	**10,564.32**
Purchase consideration payable by the group		46,599.49	39,616.41	39,616.30	39,616.30
	(B)	**46,599.49**	**39,616.41**	**39,616.30**	**39,616.30**
Common control adjustment deficit account	**(B-A)**	**(32,256.49)**	**(29,051.98)**	**(29,051.98)**	**(29,051.98)**

43 First time adoption of Ind AS

Transition to Ind AS

The Company entered into a share purchase agreement on May 31, 2024 to obtain control of acquiree companies as explained in note 42 - Business combination. Within the group, the following companies have prepared their financial statements in accordance with Ind AS for the first time. The financial statements, for the year ended March 31, 2024, are the first financial statements prepared in accordance with Ind AS.

- Schloss Bangalore Limited
- Schloss Udaipur Private Limited
- Schloss Chennai Private Limited
- Schloss HMA Private Limited
- Schloss Gandhinagar Private Limited
- Schloss Tadoba Private Limited
- Tulsi Palace Resort Private Limited
- Moonburg Power Private Limited

Within the group, the following companies were already preparing their financial statements in accordance with the Ind AS.
- Schloss Chanakya Private Limited
- Leela Palaces and Resorts Limited

Pursuant to the Companies (Indian Accounting Standard) Second Amendment Rules, 2015, above companies adopted March 31, 2024 as reporting date for first time adoption of Indian Accounting Standard (Ind-AS) - notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) amendment Rules 2016 (as amended from time to time) as and consequently April 1, 2022 as the transition date for preparation of their respective statutory financial statements for the year ended March 31, 2024. The financial statements for the year ended March 31, 2024, were the first financial statements prepared in accordance with Ind-AS for above companies. Upto the financial year ended March 31, 2023, the financial statements were prepared in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ("Indian GAAP" or "Previous GAAP" or "IGAAP").
Accordingly, the Group has prepared financial statements which comply with Ind AS applicable for the financial year ending on March 31, 2024, together with the comparative period data as at and for the year ended March 31, 2023, as described in the summary of material accounting policies.

Financial statements for the year ended March 31, 2022 have been prepared in accordance with requirements of SEBI Circular dated March 31, 2016 and Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by ICAI after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies (both mandatory exceptions and optional exemptions) availed as per Ind AS 101 consistent with that used at the date of transition to Ind AS (April 1, 2022) and as per the presentation, accounting policies and grouping/classifications followed as at and for the year ended March 31, 2024. In preparing these financial statements, the Group has prepared opening balance sheet as at April 1, 2021.

An explanation of how the transition from previous GAAP to Ind AS has affected the Group's financial position, financial performance and cash flows is set out in the following tables and notes.

A. Exemptions and exceptions availed
In preparing these Ind AS financial statements, the Group has availed certain exemptions and exceptions in accordance with Ind AS 101, as explained below. The resulting difference between the carrying values of the assets and liabilities in the financial statements as at the transition date under Ind AS and IGAAP have been recognised directly in equity (retained earnings or another appropriate category of equity). This note explains the adjustments made by the Group in restating its IGAAP financial statements, including the Balance Sheet as at April 1, 2021, April 1, 2022 and the financial statements as at and for the year ended March 31, 2022 and March 31, 2023.

A.1 Ind AS optional exemptions
Set out below are the applicable Ind AS 101 optional exemptions applied in the transition from previous IGAAP to Ind AS.

A.1.1. Deemed cost exemption
Ind AS 101 permits a first-time adopter to elect to measure items of property, plant and equipment at the date of transition to Ind AS at its fair value and use that fair value as its deemed cost at that date. Accordingly, the Group has elected to measure all of its property, plant and equipment at their fair value as on the transition date.

Ind AS 101 permits a first time adopter to elect to continue with the carrying value for its intangible assets recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. Accordingly, the Group has elected to measure all of its intangible assets at their previous GAAP carrying value.

As per Para C4 of Appendix C of Ind AS 101 states the treatment of goodwill if option in Para C1 is availed which is as follows:
Same classification under previous GAAP (as acquisition, merger and reverse acquisition)
The carrying amount of goodwill or capital reserve in the opening Ind AS Balance Sheet shall be its carrying amount in accordance with previous GAAP at the date of transition to Ind AS subject to classification adjustments of goodwill being subsumed under intangibles or intangibles subsumed under goodwill under the previous GAAP.

Accordingly, Group has elected to treat the same classification under previous GAAP and recorded goodwill arising out of business combination under previous GAAP at its carrying amount in accordance with previous GAAP at the date of transition to Ind AS.

A.1.2 Business combinations
The Group has applied the exemption as provided in Ind AS 101 on non-application of Ind AS 103, "Business Combinations" to business combinations consummated prior to Ind AS transition date, pursuant to which goodwill arising from a business combination has been stated at the carrying amount prior to the date of transition under Indian GAAP.

A.1.3 Leases
An entity has to assess whether a contract or arrangement contains a lease as per Ind AS 116. As a first time adopter, entity has an option to make this assessment on the basis of facts and circumstances existing at the date of transition as per Ind AS 101. The Group has elected to apply this exemption for such contracts/arrangements.

Under Ind AS 101 an entity can elect not to apply the requirement to create a right of use asset and lease liability as on the date of transition with respect to the leases for which the lease term ends within 12 months of the date of transition. The Group has opted to apply this practical exemption and has not recognized a right of use asset and a corresponding lease liability in respect of leases where the lease term ends within 12 months from the date of transition.

In cases where the lease term ends beyond a period of 12 months from the date of transition, the Group has applied modified retrospective approach and measured its lease liability at the present value of the remaining lease payments discounted using the Group's incremental borrowing rate at the date of transition to Ind AS. Further, the right-to-use asset has been measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the Balance Sheet immediately before the date of transition to Ind AS.

As on the transition date, the Group has applied modified retrospective approach and measured its lease liability at the present value of remaining lease payments by discounting of the remaining lease payments using the Group's incremental borrowing rate. Further, the right-to-use asset has been measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the Balance Sheet immediately before the date of transition to Ind AS.

As a first time adopter, the Group has used the following optional exemptions permitted:
- Assessed whether contracts as at transition date contains a lease based on facts and circumstances existing as on that date
- Applying a single discount rate to a portfolio of leases with reasonably similar characteristics.
- Not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term at the transition date
- Not to recognize right-of-use assets and liabilities for leases of low value assets
- Hindsight is considered in determining the lease term

A.1.4 Fair value measurement of financial assets or financial liabilities at initial recognition
A first-time adopter can apply the 'day 1' gain or loss recognition requirement of Ind AS 109 prospectively to all the relevant transactions entered into on or after the date of transition to Ind AS. Full retrospective application is also available for first-time adopters.

The Group has decided to use this exemption and accordingly apply the 'day 1' gain or loss recognition requirement of Ind AS 109 prospectively.

A.1.4 Revenue from contract with customers
A first-time adopter is not required to restate contracts that were completed before the earliest period presented. A completed contract is a contract for which the entity has transferred all of the goods or services identified in accordance with previous GAAP.

As a first time adopter of Ind AS, the Group has decided to use the above exemption.

A.2 Ind AS mandatory exceptions
The Group has applied the following exceptions from full retrospective application of Ind AS which are mandatorily required under Ind AS 101:

A.2.1 Estimates
The Group's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at April 1, 2022 are consistent with the estimates as at the same date made in conformity with previous GAAP.

The Group made estimates for following items in accordance with Ind AS at the date of transition as these were not required under IGAAP:
- Impairment of financial assets based on expected credit loss model;
- Determination of the discounted value for financial instruments carried at amortised cost.

A.2.2 Classification and measurement of financial assets
Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS. Consequently, the Group has applied the above assessment based on facts and circumstances existing at the transition date.

A.2.3 Impairment of financial assets
Application of the impairment requirements of Ind AS 109 retrospectively.

The Group has applied impairment requirements of Ind AS 109 retrospectively using reasonable and supportable information to determine the credit risk at the date when the financial instruments were initially recognised, and to compare that to the credit risk at the date of transition to Ind AS. Requirements under Ind AS 109 for impairment are applied against trade receivables.

B: Reconciliations between IGAAP and Ind AS
The following reconciliations provide the explanation and qualification of the differences arising from the transition from Previous GAAP to Ind AS in accordance with Ind AS 101 "First Time Adoption of Indian Accounting Standards".
(a) Reconciliation of total equity as at April 1, 2021, March 31, 2022, April 1, 2022 and March 31, 2023.
(b) Reconciliation of total comprehensive income for the year ended March 31, 2022 and March 31, 2023.
(c) Reconciliation of consolidated statement of cash flows for the year ended March 31, 2022 and March 31, 2023.

Previous GAAP figures have been reclassified/regrouped wherever necessary to confirm with the financial statements prepared under Ind AS.

(All amounts are in Rupees in millions except as otherwise stated)

43 First time adoption of Ind AS (continued..)

Reconciliation of total equity as at March 31, 2023, April 1, 2022, March 31, 2022, and April 1, 2021 between previous GAAP and Ind AS:

Particulars	Note	As at March 31, 2023	As at April 1, 2022	As at March 31, 2022	As at April 1, 2021
Total equity under previous GAAP		**(3,283.60)**	**(2,399.66)**	**(2,399.66)**	**739.67**
Ind AS adjustments:					
Equity component of compound financial instruments recorded separately	1	2,189.13	2,189.13	2,189.13	2,189.13
Impact of finance cost on compound financial instrument	1	(61.93)	(257.11)	(257.12)	(440.95)
Fair valuation of property, plant and equipment	2	6,957.12	6,957.12	7,060.88	7,174.44
Depreciation on fair valued property, plant and equipment	2	(201.95)	-	(105.68)	-
Reversal of amortisation of goodwill	9	529.76	-	-	(529.76)
Transaction cost on borrowings recorded as part of effective interest rate	3	74.96	81.35	81.35	87.74
Lease equalisation reserve	6	16.81	14.89	14.89	13.34
Interest on Security Deposit	4	-	-	-	0.02
Fair valuation of security deposit given	4	(136.14)	(136.33)	(129.77)	(129.94)
Fair valuation of security deposit received	4	(1.26)	3.26	(2.05)	1.49
Impact of deferred rental income booked	4	5.73	(1.09)	6.83	-
Impact of right of use assets	6	1,577.11	1,645.08	1,611.90	1,677.02
Impact of lease liabilities	6	(1,557.34)	(1,538.17)	(1,514.33)	(1,511.18)
Deferral of membership revenue	10	(16.20)	(12.45)	(12.45)	(13.02)
Impact of expected credit loss	11	(8.57)	(10.61)	(10.60)	(3.03)
Deferred tax impact on Ind AS adjustments	8	(1,016.13)	(1,003.78)	(1,003.76)	(1,239.18)
Total equity of entities transition under Ind AS		**5,067.50**	**5,531.62**	**5,529.57**	**8,015.79**
Impact on account of consolidation and consolidation of entities already under Ind AS		(30,187.13)	-	(30,049.72)	-
		(25,119.63)	**5,531.62**	**(24,520.15)**	**8,015.79**

Reconciliation of total comprehensive income as at March 31, 2023

Particulars	Note	For the year ended March 31, 2023	For the year ended March 31, 2022
(Loss) after tax under previous GAAP		**(884.30)**	**(3,218.91)**
Ind AS adjustments:			
Transaction cost on borrowings recorded as part of effective interest rate	3	(6.42)	(4.82)
Impact of finance cost on compound financial instrument	1	195.19	183.83
Impact of finance cost unwinding on security deposit	4	(5.43)	(5.55)
Fair Valuation of security deposit		0.01	-
Impact of deferred rental income booked during the year	4	8.80	8.43
Impact of interest on lease liabilities	6	(179.40)	(172.89)
Impact of lease rentals charged to the statement of profit or loss now reversed	6	160.23	169.73
Impact of reversal of amortisation of goodwill	9	529.76	529.76
Impact of depreciation cost on right of use of asset	6	(67.97)	(80.58)
Interest income on security deposit	4	1.28	1.07
Remeasurements of post employment benefit obligations	5	(13.06)	(4.34)
Impact of loss allowance	11	2.03	(13.79)
Deferral of membership revenue	10	(3.76)	0.88
Depreciation on fair valued property, plant and equipment	2	(202.34)	(203.84)
Finance cost on Security deposit received	4	(0.19)	(0.04)
Deferred tax impact on adjustments	8	(11.23)	238.16
Total Adjustments		**407.50**	**646.01**
(Loss) after tax as per Ind AS		**(476.80)**	**(2,572.90)**
Other comprehensive income			
Remeasurements of post employment benefit obligations		13.78	7.29
Deferred tax impact on adjustments		(1.11)	(0.15)
Total comprehensive income under Ind AS		**(464.13)**	**(2,565.76)**
Impact on account of consolidation and consolidation of entities already under Ind AS		(137.12)	(624.11)
		(601.25)	**(3,189.87)**

Impact of Ind AS adoption on the statement of cash flows for the year ended March 31, 2023 and March 31, 2022:
On Ind AS adoption, the cashflows from leases are recorded under financing activity whereas under previous GAAP they were recorded within operating activity. Under previous GAAP, lease payments of Rs. 129.17 millions (March, 31 2022: Rs. 127.28 millions) were presented in operating activities. On adoption of Ind AS, the lease payments are presented under financing activities as principal elements of lease liability amounting to Rs. 21.23 millions (March, 31 2022: Rs. 19.30 millions) and finance costs paid towards lease liabilities amounting to Rs. 107.94 millions (March, 31 2022: 107.98 millions).

43 First time adoption of Ind AS (Continued)...

C: Notes to first-time adoption:

1: Compound Financial Instrument
Under Ind AS on initial recognition, the issuer of a compound instrument first measures the liability component at its fair value. The equity component is measured as the residual amount that results from deducting the fair value of the liability component from the initial carrying amount of the instrument as a whole. As a result of this, the compulsorily convertible debentures (CCDs) issued by the Group were earlier classified as borrowings under previous GAAP are now classified as compound financial instruments resulting in decrease of borrowings by Rs. 2,189.13 millions on March 31, 2023, by Rs. 2,189.13 millions on April 1, 2022, by Rs. 2,189.13 millions on March 31, 2022 (April 1, 2021 reduced by Rs. 2,189.13 millions) with the corresponding increase in other equity as at March 31, 2023, April 1, 2022, March 31, 2022 and April 1, 2021. For the liability component, finance charge is booked on the same over the term of the CCDs at rate of similar financial instrument without the conversion option. Accordingly interest booked under IGAAP would be derecognised at coupon rate and interest would be charged on the liability component amortised cost resulting into increase in equity and reversal of Finance cost by Rs. 61.93 millions on March 31, 2023 and decrease in equity and increase in finance cost by Rs. 257.11 millions on April 1, 2022, by Rs. 257.12 millions on March 31, 2022 (April 1, 2021 - Rs. 440.95 millions). For the year ended March 31, 2023 and March 31, 2022 net interest cost was charged on the liability component resulting in decrease in loss by Rs. 195.19 millions and Rs. 183.83 millions respectively.

2: Fair valuation of property, plant and equipment
On the date of transition to Ind AS, the Group has elected to measure all items of property, plant and equipment at fair value and use that fair value as its deemed cost. The aggregate impact of fair values of such property, plant and equipment has increased the total equity and increased the value of property, plant and equipment value by Rs. 6,957.12 millions as at March 31, 2023, Rs. 6,957.12 millions as at April 1, 2022, Rs. 7,060.88 millions as at March 31, 2022 (Rs. 7,174.44 millions at April 1, 2021). Consequently, depreciation relating to the above differences in the cost of property, plant and equipment under Ind AS and previous GAAP has also been adjusted in the profit and loss statement for March 31, 2023 of Rs. 202.34 millions and for March 31, 2022 of Rs. 203.84 millions.

3: Measurement of transaction cost on borrowings to be recognised over loan term
Ind AS 109 requires transaction costs incurred towards origination of borrowings to be deducted from the carrying amount of borrowings on initial recognition. These costs are recognised in the statement of profit or loss over the tenure of the borrowings as a part of the interest expense by applying the effective interest rate method.

Under previous GAAP, these transaction costs were charged to the statement of profit or loss as and when incurred. Accordingly, borrowings were reduced by Rs. 74.96 millions as at March 31, 2023, Rs. 81.35 millions as at April 1, 2022, Rs. 81.35 millions as at March 31, 2022 (April 1, 2021 - Rs. 87.74 millions) with the corresponding adjustment to retained earnings. The total equity increased by an equivalent amount. Under Ind AS, finance cost of Rs. 6.42 millions has been charged to statement of profit and loss for amortisation of such transaction cost during the year ended March 31, 2023 and March 31, 2022 of Rs. 4.82 millions.

4: Fair valuation of security deposit given and taken
Under Previous GAAP, security deposit assets and liabilities (that are refundable in cash on completion of the lease term) were recognised at their transaction value. Under Ind AS, all the interest free financial assets and liabilities to be recognised at the fair value. Accordingly, the Group has fair valued these security deposits under Ind AS.

Difference between the fair value and transaction value of the deposits given has been adjusted against Right of use assets. Consequent to this change, the amount of security deposits given decreased by Rs. 136.14 millions as at March 31, 2023, Rs. 136.33 millions as at April 1, 2022, Rs. 129.77 millions at March 31, 2022 (April 1, 2021: Rs. 129.94 millions) with the corresponding adjustment to right of use asset. This resulted into decrease in equity by corresponding amount. Further difference between the fair value and transaction value of the deposits received has been recognised as deferred income. the amount of security deposits received decreased by Rs. 1.26 millions as at March 31, 2023, increased by Rs. 3.26 millions as at April 1, 2022, decrease of Rs. 2.05 millions at March 31, 2022 (increase on April 1, 2021: Rs. 1.49 millions) with the corresponding impact to deferred income. This resulted into decrease in equity by corresponding amount.

Due to the impact of finance cost unwinding on security deposit, the loss for the year ended March 31, 2023 increased by 5.43 millions and Rs. 5.55 millions for the year ended March 31, 2022. Further, the loss was reduced by Rs. 8.80 millions due to recognition of rental income and Rs.1.28 millions due to interest income on security deposit in March 31, 2023 (reduced by Rs. 8.43 millions due to recognition of rental income and Rs.1.07 millions due to interest income on security deposit in March 31, 2022) with the corresponding impact in total equity.

5: Remeasurements of post-employment benefit obligations
Under Ind AS, remeasurements i.e. actuarial gains and losses and the return on plan assets form part of other comprehensive income whereas in previous GAAP, they were forming part of profit or loss for the year. As a result of this change, the loss for the year ended March 31, 2023 increased by Rs. 13.06 millions (March 31, 2022: Rs. 4.34 millions) with corresponding decrease in other comprehensive income . There is no impact on the total equity as at March 31, 2023, March 31, 2022, April 1, 2022 and as at April 1, 2021.

6: Recognition of right of use assets and lease liability
As per Ind-AS 116, the Group recognised a lease liability and right-of-use asset for all contracts that are or contain a lease unless the lease contract pertain to short-term leases or leases for which the underlying asset is of low value. The lease liabilities were measured at the present value of the remaining lease payments discounted using the lessee's incremental borrowing rate as at April 1, 2022. Further, the right-to-use asset has been measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the Balance Sheet immediately before the date of transition to Ind AS. The weighted average lessee's incremental borrowing rate applied to lease liabilities as on April 1, 2022 was 10.50%.

The Group has recognised a lease liability As of Rs. 1,557.34 millions as on March 31, 2023, Rs. 1,538.17 millions as on April 1, 2022, Rs. 1,514.33 millions as on March 31, 2022, Rs. 1,511.18 millions as on April 1, 2021 and right-of-use assets of Rs. 1,577.11 millions as on March 31, 2023, Rs. 1,645.08 millions as on April 1, 2022, Rs. 1,611.90 millions as on March 31, 2022 and Rs. 1,677.02 millions as on April 1, 2021 (after adjusting the pre-existing lease liabilities in respect of leases where the Group is a lessee).

The loss was impacted due to an increase in depreciation cost of Rs. 67.97 millions for the year ended March 31, 2023 (March 31, 2022: Rs. 80.58 millions) and increase in interest cost on lease liability of Rs. 179.40 millions for the year ended March 31, 2023 (March 31, 2022: Rs. 172.89 millions) offset by reversal in lease rentals of Rs. 160.23 millions for the year ended March 31, 2023 (March 31, 2022: Rs. 169.73 millions)

Lease Equalisation reserves is adjusted against right of use assets resulting into increase in retained earning due to Ind AS 116, amounting to Rs. 16.81 millions as on March 31, 2023, Rs. 14.89 millions as on April 1, 2022, Rs. 14.89 millions as on March 31, 2022, Rs. 13.34 millions as on April 1, 2021.

7: Recognition of investment Property
Under the previous GAAP, investment properties were presented as a part of property, plant and equipment. Under Ind AS, investment properties are required to be separately presented on the face of the Balance sheet. There is no impact on the total equity or loss as a result of this adjustment.

8: Deferred tax on adjustments
Under previous GAAP, deferred tax accounting was done using the income statement approach, which focused on differences between taxable profits and accounting profits for the period whereas in Ind AS 12 balance sheet approach required to be followed, which focuses on temporary differences between carrying amount of an asset or liability in the balance sheet and its tax base. This resulted in recognition of deferred tax on new temporary differences which was not required in previous GAAP.

However, the Group has recognised deferred tax assets for deductible temporary differences to the extent that there are sufficient suitable deferred tax liabilities available resulting into non recognition of deferred tax impact on Ind AS transition.

Also due to other Ind AS adjustment, resulted in recognition of deferred tax liability and a corresponding decrease in total Equity of Rs. 1,016.13 millions as on March 31, 2023, Rs. 1,003.78 millions as on April 1, 2022, Rs. 1,003.76 millions as on March 31, 2022 and Rs.1,239.18 millions as on April 1, 2021.

The Impact on profit and loss amount on deferred tax resulted in increase in loss of Rs. 11.23 millions For the year ended March 31, 2023 and decrease in loss in Rs. 238.16 millions for the year ended March 31, 2022.

9: Amortisation of Goodwill
Under previous GAAP, the goodwill was amortised over the period whereas under Ind AS the goodwill is not amortised but tested for impairment. Accordingly, the amortisation of goodwill for the year ended March 31, 2023 was reversed resulting into decrease in loss for the year by Rs. 529.76 millions (March 31, 2022: Rs. 529.76 millions) with corresponding impact on retained earnings.

10: Revenue from operations
The Group has recorded income on the basis of satisfaction of performance obligation, accordingly the unsatisfied performance obligation related to membership revenue is recognised as deferred revenue with corresponding decrease of retained earnings by Rs. 16.20 millions for March 31, 2023, Rs. 12.45 millions for April 1, 2022, Rs. 12.45 millions for April 1, 2022 and Rs. 13.02 millions for April 1, 2021 respectively with corresponding impact on retained earnings.

11: Expected Credit Loss
As on the transition date, the Group has applied expected credit loss on trade receivables using the simplified approach as suggested under Ind AS 109. As a result of this, the retained earnings were reduced by Rs. 8.57 millions as on March 31, 2023 , Rs. 10.61 millions as on April 1, 2022, Rs. 10.60 millions as on March 31, 2022 and April 1, 2021 reduced by Rs. 3.03 millions with the corresponding decrease in the amount of trade receivables. During the year ended March 31, 2023, the impact of expected credit loss resulted in increasing the provision and by increasing the loss by Rs. 2.03 millions, During the year ended March 31, 2022 increasing the reversal provision by reducing the loss by Rs. 13.79 millions.

12: Retained earnings
Retained earnings as at April 1, 2021 and April 1, 2022 have been adjusted consequent to the above Ind AS transition adjustments.

(All amounts are in Rupees in millions except as otherwise stated)

44 Additional information required by Schedule III in respect of subsidiaries.

	Net assets		Share in Profit/loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
Name of the entity in the group	**As % of consolidated net assets**	**Amount**	**As % of consolidated Profit/Loss**	**Amount**	**As % of consolidated Other Comprehensive Income**	**Amount**	**As % of consolidated Total Comprehensive Income**	**Amount**
Holding Company								
Schloss Bangalore Limited								
May 31, 2024	(1.68)	468.07	18.77	(68.29)	17.40	(0.88)	18.75	(69.17)
March 31, 2024	0.88	(248.89)	604.22	(128.52)	29.03	(5.62)	330.14	(134.14)
March 31, 2023	0.84	(211.14)	40.94	(252.54)	14.15	2.20	41.64	(250.34)
March 31, 2022	(0.16)	38.50	42.20	(1,349.77)	35.04	2.95	42.22	(1,346.82)
Subsidiaries (Group's Share)								
Schloss Udaipur Private Limited								
May 31, 2024	(5.52)	1,537.49	9.86	(35.89)	4.32	(0.22)	9.79	(36.11)
March 31, 2024	(5.06)	1,430.70	(128.43)	27.32	5.01	(0.97)	(64.85)	26.35
March 31, 2023	(5.52)	1,386.78	(7.40)	45.64	7.40	1.15	(7.78)	46.79
March 31, 2022	(5.46)	1,339.93	3.05	(97.51)	5.11	0.43	3.04	(97.08)
Schloss HMA Private Limited								
May 31, 2024	(5.02)	1,398.83	23.59	(85.82)	16.11	(0.82)	23.48	(86.64)
March 31, 2024	(0.66)	186.57	715.28	(152.14)	45.81	(8.87)	396.27	(161.01)
March 31, 2023	(0.76)	190.09	17.98	(110.89)	42.08	6.54	17.36	(104.35)
March 31, 2022	(1.20)	293.33	16.41	(525.00)	(42.04)	(3.54)	16.57	(528.54)
Tulsi Palace Resort Private Limited								
May 31, 2024	(19.02)	5,295.50	(0.51)	1.87	(4.52)	0.23	(0.57)	2.10
March 31, 2024	(2.44)	689.26	(1,999.96)	425.39	(6.25)	1.21	(1,049.96)	426.60
Schloss Chennai Private Limited								
May 31, 2024	(16.66)	4,636.99	7.16	(26.05)	28.62	(1.46)	7.45	(27.50)
March 31, 2024	(13.38)	3,779.48	(90.07)	19.16	19.21	(3.72)	(37.99)	15.44
March 31, 2023	(14.76)	3,708.38	25.45	(156.98)	13.19	2.05	25.77	(154.93)
March 31, 2022	(15.76)	3,863.42	18.53	(592.61)	47.54	4.00	18.45	(588.60)
Schloss Tadoba Private Limited								
May 31, 2024	0.00	(0.67)	0.02	(0.08)	-	-	0.02	(0.08)
March 31, 2024	0.00	(0.59)	2.73	(0.58)	-	-	1.43	(0.58)
March 31, 2023	0.00	(0.01)	0.00	(0.02)	-	-	0.00	(0.02)
March 31, 2022	(0.00)	0.01	-	-	-	-	-	-

Schloss Bangalore Limited (formerly known as "Schloss Bangalore Private Limited")
CIN - U55209DL2019PLC347492
Annexure V - Notes to the Restated Consolidated Financial Information
(All amounts are in Rupees in millions except as otherwise stated)

	Net assets		Share in Profit/loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
Name of the entity in the group	**As % of consolidated net assets**	**Amount**	**As % of consolidated Profit/Loss**	**Amount**	**As % of consolidated Other Comprehensive Income**	**Amount**	**As % of consolidated Total Comprehensive Income**	**Amount**
Leela Palaces and Resorts Limited								
May 31, 2024	(1.96)	546.20	0.61	(2.21)	-	-	0.60	(2.21)
March 31, 2024	(1.94)	548.41	23.45	(4.99)	-	-	12.28	(4.99)
March 31, 2023	(2.20)	553.40	0.61	(3.74)	-	-	0.62	(3.74)
March 31, 2022	(2.27)	557.14	0.13	(4.06)	-	-	0.13	(4.06)
Schloss Chanakya Private Limited								
May 31, 2024	(23.32)	6,493.37	50.50	(183.77)	39.64	(2.02)	50.35	(185.79)
March 31, 2024	(12.05)	3,406.16	1,771.56	(376.81)	16.17	(3.13)	935.11	(379.94)
March 31, 2023	(13.94)	3,502.46	102.66	(633.20)	18.53	2.88	104.84	(630.32)
March 31, 2022	(16.85)	4,132.77	33.60	(1,074.60)	54.39	4.58	33.54	(1,070.02)
Schloss Gandhinagar Private Limited								
May 31, 2024	0.04	(9.97)	0.37	(1.35)	(1.57)	0.08	0.34	(1.27)
March 31, 2024	0.03	(8.70)	17.58	(3.74)	(8.98)	1.74	4.92	(2.00)
March 31, 2023	0.03	(6.69)	0.34	(2.10)	4.65	0.72	0.23	(1.38)
March 31, 2022	0.02	(5.32)	0.15	(4.76)	-	-	0.15	(4.76)
Moonburg Power Private Limited								
May 31, 2024	1.50	(416.71)	21.98	(79.99)	-	-	21.68	(79.99)
March 31, 2024	1.19	(336.73)	1,978.41	(420.81)	-	-	1,035.71	(420.81)
March 31, 2023	0.00	(0.20)	0.05	(0.30)	-	-	0.05	(0.30)
Consolidation Adjustments / Eliminations								
May 31, 2024	171.66	(47,789.15)	(32.35)	117.72	-	-	(31.90)	117.72
March 31, 2024	133.43	(37,702.93)	(2,794.78)	594.45	-	-	(1,463.05)	594.45
March 31, 2023	136.32	(34,242.71)	(80.63)	497.34	-	-	(82.72)	497.34
March 31, 2022	141.68	(34,739.95)	(14.07)	450.01	-	-	(14.11)	450.01
Total								
May 31, 2024	100.00	(27,840.06)	100.00	(363.87)	100.00	(5.09)	100.00	(368.96)
March 31, 2024	100.00	(28,257.23)	100.00	(21.27)	100.00	(19.36)	100.00	(40.63)
March 31, 2023	100.00	(25,119.63)	100.00	(616.79)	100.00	15.54	100.00	(601.25)
March 31, 2022	100.00	(24,520.15)	100.00	(3,198.29)	100.00	8.42	100.00	(3,189.87)

Schloss Bangalore Limited (formerly known as "Schloss Bangalore Private Limited")
CIN - U55209DL2019PLC347492
Annexure VI: Statement of Adjustments to the Audited Special Purpose Consolidated Interim Financial Statements as at and for the two months period ended May 31, 2024, Audited Combined Financial Statements as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022
(All amounts are in Rupees in millions except as otherwise stated)

Summarized below are the restatement adjustments made to the Audited Special Purpose Consolidated Interim Financial Statements as at and for the two months period ended May 31, 2024, Audited Special Purpose Ind AS Combined Financial Statements as at and for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 and their impact on equity and the profit/(loss) of the Group :

Part A: Statement of Adjustments to Audited Special Purpose Consolidated Interim Financial Statements and Audited Special Purpose Ind AS Combined Financial Statements

Reconciliation between audited equity and restated equity

Sr. No	Particulars	Note No.	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
A	**Total Equity as per Audited Special Purpose Consolidated Interim Financial Statements and Audited Special Purpose Ind AS Combined Financial Statements**		(27,840.06)	(28,257.23)	(25,119.63)	(24,520.15)
B	**Adjustments:** **Material restatement adjustments**					
	(i) Audit qualifications		-	-	-	-
	(ii) Adjustments due to prior period items/other adjustment		-	-	-	-
	(iii) Deferred tax impact on adjustments in (i) and (ii), as applicable		-	-	-	-
	(iv) Change in accounting policies		-	-	-	-
C	**Total impact of adjustments (i+ii+iii+iv)**		-	-	-	-
D	**Total equity as per restated consolidated financial information (A+C)**		(27,840.06)	(28,257.23)	(25,119.63)	(24,520.15)

Reconciliation between audited profit/(loss) and restated profit/ (loss) :

Sr. No	Particulars	Note No.	As at May 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
A	**Profit/(Loss) after tax as per Audited Special Purpose Consolidated Interim Financial Statements and Audited Special Purpose Ind AS Combined Financial Statements**		(368.96)	(40.63)	(601.25)	(3,189.87)
B	**Adjustments:** **Material restatement adjustments**					
	(i) Audit qualifications		-	-	-	-
	(ii) Adjustments due to prior period items/other adjustment		-	-	-	-
	(iii) Deferred tax impact on adjustments in (i) and (ii), as applicable		-	-	-	-
	(iv) Change in accounting policies		-	-	-	-
C	**Total impact of adjustments (i+ii+iii+iv)**		-	-	-	-
D	**Restated profit/ (loss) after tax as per Restated Consolidated Financial Information (A+C)**		(368.96)	(40.63)	(601.25)	(3,189.87)

Note to adjustment:

(i) Audit qualifications - There are no audit qualifications in auditor's report for the period ended May 31, 2024 and financial years ended March 31, 2024, March 31, 2023 and March 31, 2022.

(ii) **Material regrouping/reclassification** - No material regrouping/reclassification have been made in the Restated Consolidated Statement of Assets and Liabilities, Restated Consolidated Statement of Profit and Loss and Restated Consolidated Statement of Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per the Audited Special Purpose Consolidated Interim Financial statements for the two months period ended May 31, 2024 prepared in accordance with Schedule III (Division II) of the Act, as amended, requirements of Ind AS 1 - 'Presentation of financial statements' and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

(iii) **Material errors** - There were no material errors in Audited Special Purpose Consolidated Interim Financial Statements for the two months period ended May 31, 2024, Audited Special Purpose Ind AS Combined Financial Statements for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 requiring any adjustments in Restated Consolidated Financial Information.

Part B: Reconciliation of Retained Earning as per Special Purpose Ind AS Combined Financial Statements with Retained Earnings as per Restated Consolidated Financial Information as at March 31, 2022

The Group has followed the same accounting policy choices as at April 1, 2021, as adopted on April 1, 2022 for transition to Ind AS, while preparing the Restated Consolidated Financial Information for the two months period ended May 31, 2024 and years ended March 31, 2024, March 31, 2023 and March 31, 2022.

The equity balance computed under Restated Consolidated Financial Information for the year ended March 31, 2022 and equity balance computed on transition to Ind AS on April 1, 2022, differs due to restatement adjustments made for the year ended March 31, 2022. Accordingly, the closing equity balance as at March 31, 2022 of the Restated Consolidated Financial Information has not been carried forward to Restated Consolidated Financial Information as at April 1, 2022. The reconciliation of the same is as follows :

Particulars	Amount
Total Equity	
Balance as at March 31, 2022 as per Restated Consolidated Financial Information	(24,520.15)
Adjustments	
Property, Plant and Equipment*	1.77
Balance as at April 1, 2022 presented as comparatives as per Audited Special Purpose Ind AS Combined Financial Statements for the year ended March 31, 2022	(24,518.38)

* Rollback adjustment for fair valuation of property, plant and equipment and depreciation thereon.

(All amounts are in Rupees in millions except as otherwise stated)

Part C: Non Adjusting items

a) Emphasis of Matters not requiring adjustments to Restated Consolidated Financial Information are reproduced below in respect of the Audited Special Purpose Consolidated Interim Financial Statement for the two months period ended May 31, 2024 and Audited Special Purpose Ind AS Combined Financial Statements for the year ended March 31, 2024, 2023 and 2022:

1) Emphasis of Matters for the two months period ended May 31, 2024
No emphasis of matter relating to the operations of the Group.

2) Emphasis of Matters for the year ended March 31, 2024
No emphasis of matter relating to the operations of the Group.

3) Emphasis of Matters for the year ended March 31, 2023
Leela Palaces and Resorts Limited:
We draw attention to Notes 3.2 of the accompanying financial statements, which explains the management's assessment of going concern assumption including management intention to apply for regulatory approval for construction of Hotel and its assertion that based on best estimates made by it, the Company will continue as a going concern i.e. will be able to discharge its liabilities and realise its assets, for the foreseeable future.

Our opinion is not modified in respect of this matter.

4) Emphasis of Matters for the year ended March 31, 2022
Leela Palaces and Resorts Limited:
We draw attention to Notes 3.2 of the accompanying financial statements, which explains the management's assessment of going concern assumption including management intention to apply for regulatory approval for construction of Hotel and its assertion that based on best estimates made by it, the Company will continue as a going concern i.e. will be able to discharge its liabilities and realise its assets, for the foreseeable future.

Our opinion is not modified in respect of this matter.

b) Audit qualifications for the respective years, which do not require any adjustments in the restated consolidated summary statements are as follows:
There are no audit qualification in auditor's report for the year ended March 31, 2024, March 31, 2023 and March 31, 2022.

c) Additional disclosures under Schedule III to the Companies Act, 2013

Reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) for the year ended March 31, 2024

- Schloss Bangalore Limited (formerly known as the Schloss Bangalore Private Limited - Based on our examination which included test checks and in accordance with requirements of the Implementation Guide on Reporting on Audit Trail under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, the Company has used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting softwares except the feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for one accounting software used for maintaining the books of accounts relating to purchases, payables and inventory management. Further, for the periods where audit trail (edit log) facility was enabled and operated for the respective accounting softwares, we did not come across any instance of the audit trail feature being tampered with.

- Schloss Chanakya Private Limited - Based on our examination which included test checks and in accordance with requirements of the Implementation Guide on Reporting on Audit Trail under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, the Company has used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting softwares except the feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for one accounting software used for maintaining the books of accounts relating to purchases, payables and inventory management. Further, for the periods where audit trail (edit log) facility was enabled and operated for the respective accounting softwares, we did not come across any instance of the audit trail feature being tampered with.

- Schloss Chennai Private Limited - Based on our examination which included test checks and in accordance with requirements of the Implementation Guide on Reporting on Audit Trail under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, the Company has used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting softwares
except the feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for one accounting software used for maintaining the books of accounts relating to purchases, payables and inventory management. Further, for the periods where audit trail (edit log) facility was enabled and operated for the respective accounting softwares, we did not come across any instance of the audit trail feature being tampered with.

- Schloss Udaipur Private Limited - Based on our examination which included test checks and in accordance with requirements of the Implementation Guide on Reporting on Audit Trail under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, the Company has used accounting softwares for maintaining its books of accounts, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting softwares except the feature of recording audit trail (edit log) facility which was not enabled at the database level to log any direct data changes for an accounting software used for maintaining the books of accounts relating to purchases, payables and inventory management. Further, for the periods where audit trail (edit log) facility was enabled and operated for the accounting software, we did not come across any instance of the audit trail feature being tampered with.

- Tulsi Palace Resort Private Limited - Based on our examination which included test checks and in accordance with requirements of the Implementation Guide on Reporting on Audit Trail under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, the Company has used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting softwares except the feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for one accounting software used for maintaining the books of accounts relating to purchases, payables and inventory management. Further, for the periods where audit trail (edit log) facility was enabled and operated for the respective accounting softwares, we did not come across any instance of the audit trail feature being tampered with.

d) Statement / comments included in the Companies (Auditor's Report) Order, 2020 (CARO 2020), which do not require any adjustments in the Restated Consolidated Financial Information:

As at and for the year ended March 31, 2024:
i. Clause i(c) of the CARO 2020 order

- Leela Palaces and Resorts Limited- According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company, except for the following which are not held in the name of the Company:

Description of property	Gross carrying value (Rs. in Lakhs)	Held in the name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in the name of the Company. Also indicate dispute, if any.
Freehold Land, Agra	5,649.52	Iskon Estates Private Limited	No	2011	The land is in the name of the Company as per title deed, however the registration with Tehsildar record is in process.

- Schloss Bangalore Limited (formerly known as the Schloss Bangalore Private Limited- According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company, except for the following which are not held in the name of the Company:

Description of property	Gross carrying value (Rs. in millions)	Held in the name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in the name of the Company. Also indicate dispute, if any.
1 hectare of land at Kudrekonda State Forest, Davangere District, Karnataka	-	M/s Sarjan Realities Limited	No	January 7, 2021	Title deeds are in the process of being transferred in the name of the Company.

ii. Clause ix(d) of the CARO 2020 order
- Schloss HMA Private Limited- According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that during previous year, the Company has used funds raised on short- term basis for long-term purposes amounting to Rs. 600 millions for the purpose of providing advance for HMA renewal for two properties which is outstanding as at March 31, 2024.

iii. Clause xix of the CARO 2020 order
- **Schloss Gandhinagar Private Limited-** We draw attention to Note 2.2 to the financial statements which explains that the Company has incurred losses in current year and previous year and has accumulated losses as at March 31, 2024. Further, the Company's current liabilities exceed its current assets as at March 31, 2024 by Rs. 55.69 Lakhs.

The Company has received letter of support from holding company to provide such financial and operational support to the Company as is necessary to ensure that the Company is able to meet its debt and liabilities for next one year from the date of the financial closure of the accounts of the Company as and when they fall due for payment in the normal course of business and continue as a going concern for the foreseeable future. The Company has an arrangement with The Gandhinagar Railway and Urban Development Corporation Limited ("GARUD") wherein all capital and operating expenses of the Company will be reimbursed without markup. Based on these initiatives undertaken by the Company, there is adequate cash balance to meet its obligations. In view of the above, the Company believes that it will be able to meet all its contractual obligations and liabilities as and when they fall due in near future and accordingly, these financial statements have been prepared on a going concern basis.

On the basis of the above and according to the information and explanations given to us, on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- Leela Palaces and Resorts Limited- We draw attention to Note 3.2 to the financial statements which explains that the Company has incurred losses in current year and previous year and has accumulated losses as at March 31, 2024. Further, the Company's current liabilities exceed its current assets as at March 31, 2024 by Rs. 380.25 lakhs.

The Company has received letter of support from holding company to provide such financial and operational support to the Company as is necessary to ensure that the Company is able to meet its debt and liabilities for next one year from the date of the financial closure of the accounts of the Company as and when they fall due for payment in the normal course of business and continue as a going concern for the foreseeable future.

On the basis of the above and according to the information and explanations given to us, on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

As at and for the year ended March 31, 2023:

i. Clause i(c) of the CARO 2020 order
- Leela Palaces and Resorts Limited- According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties disclosed in the financial statements are not held in the name of the Company**.**

Description of property	Gross carrying value (Rs. in Lakhs)	Held in the name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in the name of the Company. Also indicate dispute, if any.
Freehold Land, Agra	5,649.52	Iskon Estates Private Limited	No	2011	The land is in the name of the Company as per title deed, however the registration with Tehsildar record is in process.

- Schloss Bangalore Limited (formerly known as the Schloss Bangalore Private Limited- According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company, except for the following which are not held in the name of the Company:

Description of property	Gross carrying value (Rs. in Millions)	Held in the name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in the name of the Company. Also indicate dispute, if any.
5.0 MW (1.25 MW of 4 Nos) Wind mill at Kudrekond State Forest, Davangere District, Karnataka	0.59	M/s Sarjan Realities Limited	No	January 7, 2021	Title deeds are in the process of being transferred in the name of the Company.

ii. Clause ix (d) of the CARO 2020 order
- Schloss HMA Private Limited- According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that the Company has used funds raised on short- term basis for long-term purposes amounting to Rs. 600 million for the purpose of providing advance for HMA renewal for two properties.

iii. Clause xix of the CARO 2020 order

- Schloss HMA Private Limited- We draw attention to Note 2.2 to the financial statements which explains that the Company has incurred losses in current year and previous year and has accumulated losses as at March 31, 2023. Further, the Company's current liabilities exceed its current assets as at March 31, 2023 by Rs. 34.62 millions.

Based on the cashflow forecast for the next one year, the company is having adequate cash balance to meet its day to day obligations. In addition, the Company has received letter of support from holding company to provide such financial and operational support to the Company as is necessary to ensure that the Company is able to meet its debt and liabilities for next one year from the date of the financial closure of the accounts of the Company as and when they fall due for payment in the normal course of business and continue as a going concern for the foreseeable future. In view of the above, the Company believes that it will be able to meet all its contractual obligations and liabilities as and when they fall due in near future and accordingly, these financial statements have been prepared on a going concern basis.

On the basis of the above and according to the information and explanations given to us, on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- Schloss Gandhinagar Private Limited- We draw attention to Note 2.2 to the financial statements which explains that the Company has incurred losses in current year and previous year and has accumulated losses as at March 31, 2023. Further, the Company's current liabilities exceed its current assets as at March 31, 2023 by Rs. 26.31 Lakhs.

The Company has received letter of support from holding company to provide such financial and operational support to the Company as is necessary to ensure that the Company is able to meet its debt and liabilities for next one year from the date of the financial closure of the accounts of the Company as and when they fall due for payment in the normal course of business and continue as a going concern for the foreseeable future. The Company has an arrangement with The Gandhinagar Railway and Urban Development Corporation Limited ("GARUD") wherein all capital and operating expenses of the Company will be reimbursed without markup. Based on these initiatives undertaken by the Company, there is adequate cash balance to meet its obligations. In view of the above, the Company believes that it will be able to meet all its contractual obligations and liabilities as and when they fall due in near future and accordingly, these financial statements have been prepared on a going concern basis.

On the basis of the above and according to the information and explanations given to us, on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

-**Leela Palaces and Resorts Limited-** We draw attention to Note 3.2 to the financial statements which explains that the Company has incurred losses in current year and previous year and has accumulated losses as at March 31, 2023. Further, the Company's current liabilities exceed its current assets as at March 31, 2023 by Rs. 115.48 lakhs.

Supreme Court of India has injuncted construction activities in the Taz Trapezium Zone ('TTZ') in 2018 and later in subsequent developments it has clarified to allow construction of basic infrastructure with necessary approvals. The company intends to apply for environmental clearance from NEERI and other regulatory approvals for construction of resort. In continuation to this the company has already applied to 'Investment Promotion and Facilitation Agency' for further development and construction of resort and also has received the Tourism Registration Certificate.

On the basis of the above and according to the information and explanations given to us, on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

As at and for the year ended March 31, 2022:

i. Clause i(c) of the CARO 2020 order

- Leela Palaces and Resorts Limited- According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties disclosed in the financial statements are not held in the name of the Company.

Description of property	**Gross carrying value (Rs. in Lakhs)**	**Held in the name of**	**Whether promoter, director or their relative or employee**	**Period held- indicate range, where appropriate**	**Reason for not being held in the name of the Company. Also indicate dispute, if any.**
Freehold Land, Agra	5,649.52	Iskon Estates Private Limited	No	2011	The land is in the name of the Company as per title deed, however the registration with Tehsildar record is in process.

- Schloss Bangalore Limited (formerly known as the Schloss Bangalore Private Limited- According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company, except for the following which are not held in the name of the Company:

Description of property	**Gross carrying value (Rs. in millions)**	**Held in the name of**	**Whether promoter, director or their relative or employee**	**Period held- indicate range, where appropriate**	**Reason for not being held in the name of the Company. Also indicate dispute, if any.**
5.0 MW (1.25 MW of 4 Nos) Wind mill at Kudrekond State Forest, Davangere District, Karnataka	0.59	M/s Sarjan Realities Limited	No	January 7, 2021	Title deeds are in the process of being transferred in the name of the Company.

ii. Clause xix of the CARO 2020 order

-Schloss Bangalore Limited (formerly known as the Schloss Bangalore Private Limited)- We draw attention to Note 2.2 to the financial statements which explains that the Company has incurred losses in current year and previous year and has accumulated losses as at March 31, 2022. Further, the Company's current liabilities exceed its current assets as at March 31, 2022 by Rs. 1,006.53 millions.

During the first three months of the year, the Company witnessed softer revenues due to the second wave of COVID-19 and consequent lockdowns in several states across the country. Also there was a third wave in the month of January 2022, resulting in restrictions in some states, which also adversely impacted the revenues. This year the Company has seen quite an improvement in business over the previous year, as this year the Company had lesser impact of COVID-19 with lesser restrictions. During the year, the Company has obtained working capital loan from a Bank which has resulted in increase in cash balance as at March 31, 2022. Based on these initiatives undertaken by the Company, there is adequate cash balance to meet its obligations.

On the basis of the above and according to the information and explanations given to us, on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- Schloss Chennai Private Limited- We draw attention to Note 2.2 to the financial statements which explains that the Company has incurred losses in current year and previous year and has accumulated losses as at March 31, 2022. Further, the Company's current assets exceed its current liabilities as at March 31, 2022 by Rs 1,081.88 millions.

During the first three months of the year, the Company witnessed softer revenues due to the second wave of COVID-19 and consequent lockdowns in several states across the country. Also, there was a third wave in the month of January 2022 resulting in restrictions in some states which also adversely impacted the revenues. This year the Company has seen quite an improvement in business over the previous year, as this year the Company had lesser impact of COVID-19 with lesser restrictions. During the year, the Company has obtained working capital loan from a Bank which has resulted in increase in cash balance as at March 31, 2022. Based on these initiatives undertaken by the Company, there is adequate cash balance to meet its obligations.

On the basis of the above and according to the information and explanations given to us, on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- Schloss Udaipur Private Limited- We draw attention to Note 2.2 to the financial statements which explains that the Company has incurred losses in current year and previous year and has accumulated losses as at March 31, 2022. Further, the Company's current assets exceed its current liabilities as at March 31, 2022 by Rs 1,173.59 millions.

During the first three months of the year, the Company witnessed softer revenues due to the second wave of COVID-19 and consequent lockdowns in several states across the country. Also there was a third wave in the month of January 2022, resulting in restrictions in some states, which also adversely impacted the revenues. This year the Company has seen quite an improvement in business over the previous year, as this year the Company had lesser impact of COVID-19 with lesser restrictions. During the year, the Company has obtained working capital loan from a Bank which has resulted in increase in cash balance as at March 31, 2022. Based on these initiatives undertaken by the Company, there is adequate cash balance to meet its obligations.

On the basis of the above and according to the information and explanations given to us, on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- Schloss Chanakya Private Limited- We draw attention to Note 2.4 to the financial statements which explains that the Company has incurred losses in current year and previous year and has accumulated losses as at March 31, 2022. Further, the Company's current assets exceed its current liabilities as at March 31, 2022 by Rs 711.86 millions.

During the first three months of the year, the Company witnessed softer revenues due to the second wave of COVID-19 and consequent lockdowns in several states across the country. Also there was a third wave in the month of January 2022, resulting in restrictions in some states, which also adversely impacted the revenues. This year the Company has seen quite an improvement in business over the previous year, as this year the Company had lesser impact of COVID-19 with lesser restrictions. During the year, the Company has obtained working capital loan from a Bank which has resulted in increase in cash balance as at March 31, 2022. Based on these initiatives undertaken by the Company, there is adequate cash balance to meet its obligations.

On the basis of the above and according to the information and explanations given to us, on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- Schloss HMA Private Limited- We draw attention to Note 2.2 to the financial statements which explains that the Company has incurred losses in current year and previous year and has accumulated losses as at March 31, 2022. Further, the Company's current assets exceed its current liabilities as at March 31, 2022 by Rs. 402.60 millions.

During the first three months of the year, the Company witnessed softer revenues due to the second wave of COVID-19 and consequent lockdowns in several states across the country. Also there was a third wave in the month of January 2022, resulting in restrictions in some states, which also adversely impacted the revenues. This year the Company has seen quite an improvement in business over the previous year, as this year the Company had lesser impact of COVID-19 with lesser restrictions. Based on these initiatives undertaken by the Company, there is adequate cash balance to meet its obligations.

On the basis of the above and according to the information and explanations given to us, on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

Schloss Gandhinagar Private Limited- We draw attention to Note 2.2 to the financial statements which explains that the Company has incurred losses in current year and previous year and has accumulated losses as at March 31, 2022. Further, the Company's current liabilities exceed its current assets as at March 31, 2022 by Rs. 26.91 lakhs.

During the first three months of the year, the Company witnessed softer revenues due to the second wave of COVID-19 and consequent lockdowns in several states across the country. Also there was a third wave in the month of January 2022, resulting in restrictions in some states, which also adversely impacted the revenues. This year the Company has seen quite an improvement in business over the previous year, as this year the Company had lesser impact of COVID-19 with lesser restrictions. The Company has received letter of support from holding company to provide such financial and operational support to the Company as is necessary to ensure that the Company is able to meet its debt and liabilities for next one year from the date of the financial closure of the accounts of the Company as and when they fall due for payment in the normal course of business and continue as a going concern for the foreseeable future.

On the basis of the above and according to the information and explanations given to us, on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- Leela Palaces and Resorts Limited- We draw attention to Note 3.2 to the financial statements which explains that the Company has incurred losses in current year and previous year and has accumulated losses as at March 31, 2022. Further, the Company's current liabilities exceed its current assets as at March 31, 2022 by Rs. 90.32 lakhs.

Supreme Court of India has injuncted against construction and building activities in the Taz Trapezium Zone ('TTZ') in 2018 and there have been development on this in 2019 and 2021 whereby few specific constructions are being permitted subject to approval from regulatory authority. The company intend to apply for environmental clearance from NEERI and other regulatory approvals for construction of resort. The operations of the Company have not yet commenced during the year. The management is confident of its ability to generate cash flows through additional funding and support from parent and affiliates.

On the basis of the above and according to the information and explanations given to us, on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

The above Annexure should be read with the basis of preparation and significant accounting policies appearing in Annexure V, Notes to the Restated Consolidated Financial Information appearing in Annexure VI and Statement of Adjustments to the Restated Consolidated Financial Information appearing in Annexure VII.

(All amounts are in Rupees in millions except as otherwise stated)

45 Subsequent events

i) The Company has been converted into a public company under Section 18 of the Companies Act, 2013, with effect from July 3, 2024. Accordingly, the name of the Company has been changed to Schloss Bangalore Limited. Further, from the equity shares held by Project Ballet Bangalore Holdings (DIFC) Private Limited, 1 equity share each were transferred to Project Ballet Chennai Holdings (DIFC) Private Limited, Project Ballet HMA Holdings (DIFC) Private Limited, Project Ballet Gandhinagar Holdings (DIFC) Private Limited, BSREP III Tadoba Holdings (DIFC) Private Limited and Project Ballet Udaipur Holdings (DIFC) Private Limited. on various dates to be as nominee share holders to Project Ballet Bangalore Holdings (DIFC) Private Limited.

ii) Vide ordinary resolution dated June 19, 2024, the Company has increased the authorised share capital from Rs. 675.00 millions (divided into 67,500,000 equity shares having face value of Rs.10 each) to Rs. 65,675 millions (divided into 6,567,500,000 equity shares having face value of Rs.10 each) and Rs.55,000 millions (divided into 550,000,000 Preference shares having face value of Rs.100 each). Further, vide ordinary resolution dated August 12, 2024, the Company has increased the authorised share capital of Preference shares from Rs. 55,000 millions (divided into 550,000,000 Preference shares having face value of Rs. 100 each) to Rs. 57,500 millions (divided into 575,000,000 Preference shares having face value of Rs. 100 each). Further, vide ordinary resolution dated September 12, 2024, the Company has increased the authorised share capital of Preference shares from 57,500 millions (divided into 575,000,000 Preference shares having face value of Rs. 100 each) to Rs. 67,500 millions (divided into 675,000,000 Preference shares having face value of Rs. 100 each).

iii) On July 11, 2024, the shareholders of the Company have approved and allotted 4:1 bonus shares on fully paid equity shares having face value of Rs. 10 per share through capitalisation of securities premium of the Company.

The impact of above mentioned bonus shares has been considered retrospectively for the purpose of calculation of basic and diluted earnings per share for all periods presented.

	Number of Shares
Weighted average number of equity shares (as at May 31, 2024)	20,169,566
Equivalent shares of Share capital pending allotment (as at May 31, 2024)*	15,027,498
Total equity shares pre bonus issue	**35,197,064**
Number of equity shares under bonus issue (4 bonus shares for each equity share)	140,788,256
Total equity shares post bonus	**175,985,320**

*alloted on July 2, 2024

iv) On July 16, 2024, one of the Company's subsidiary has issued 111,230,469 compulsorily convertible preference shares ("CCPS") of par value Rs. 100 amounting to Rs. 11,123.05 millions. Further, on July 23, 2024 and July 24, 2024, the Company has issued 128,843,758 and 373,963,280 CCPS of par value Rs. 100 amounting to Rs. 12,884.37 millions and Rs. 37,396.33 millions respectively. The Group has received total proceeds of Rs. 61,403.75 millions against CCPS. The CCPS shall be entitled to preferential dividend at the rate of 12% p.a. on a cumulative basis, at the discretion of the Board of Directors of those companies.

The CCPS issued by the Company shall be converted into variable number of equity shares upon occurrence of the earliest of the following events:
(a) the Company files draft red herring prospectus (DRHP) with SEBI in relation to the IPO of the Company and proposes to file a red herring prospectus (RHP) in relation such IPO;
(b) Immediately prior to the 20th anniversary of the date of issue of CCPS;
(c) Agreement of the holder of CCPS and the Company.

Further, the CCPS issued by subsidiary of the Company shall be converted into variable number of equity shares upon occurrence of the earliest of the following events:
(a) Immediately prior to the 20th anniversary of the date of issue of CCPS;
(b) Agreement of the holder of CCPS and such subsidiary.

Such CCPS issued by the Company as well its subsidiary shall be converted at the fair market value on the date of conversion as per the agreed terms and conditions as per the agreement.

v) The Board of Directors of Tulsi Palace Resorts Private Limited ('Transferee Company'), a subsidiary of the Company, at its meeting held on October 20, 2023 had approved the Scheme of Arrangement (the 'Scheme') for merger of Moonburg Power Private Limited ('Transferor Company'), with the Transferee Company. Both the Transferor Company and Transferee Company are under common control of the Company.(Refer Note 42)

Application seeking approval of the Scheme was subsequently filed with Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench on February 12, 2024. The Scheme has been approved by NCLT, Mumbai Bench by an order dated August 13, 2024, with an Appointed Date of May 27, 2023. The Transferee Company has submitted the INC 28 form with concerned Registrar of Companies ('ROC') in line with the requirements of the Companies Act, 2013 to make the Scheme effective on September 11, 2024. Considering the fact that filing the said order with ROC is routine in nature, the Group has accordingly given effect to the Scheme in these restated financial information for the year ended March 31, 2024 and the period ended May 31, 2024 from the Appointed date of May 27, 2023.

Accounting treatment prescribed by the scheme:
a. All the assets, liabilities and reserves (if any) of the Transferor Company shall be transferred to and vested in the Transferee Company pursuant to this Scheme and shall be recorded in the books of accounts the Transferee Company at the carrying value of assets, liabilities and reserves as appearing in the financial statements of the Transferor Company as at the appointed date.

b. The equity shares issued by the Transferee Company to the shareholders of the Transferor Company as prescribed in the Scheme, shall be recorded at face value. As per the Scheme for one fully paid up equity shares having face value of Rs. 10 of the Transferee Company shall be issued and alloted to the shareholders of Transferor Company for every thirty six equity shares having face value of Rs. 10 each held in the Transferor Company.

c. The investment in equity shares of the Transferee Company held by the Transferor Company, shall stand cancelled and shall be adjusted against share capital to the extent of face value of equity shares cancelled.

d. All the inter company balances, appearing in the books of the Transferee Company shall stand cancelled and there shall be no further rights and obligations in that behalf.

e. The difference arising on account of above, being debit, shall be adjusted to retained earnings of the Transferee Company.
f. In case there is any difference in the accounting policies adopted by the Transferor Company and the Transferee Company, the accounting policies followed by the Transferee Comapny will prevail and the difference will be quantified and adjusted in the reserves to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.

(All amounts are in Rupees in millions except as otherwise stated)

45 Subsequent events (Contd.)

The book value of assets, liabilities and reserves taken over in accordance with the terms of the scheme at the following summarised values:

Total assets	4,730.70
Total liabilities	(4,673.70)
Other equity	(56.90)
Total net assets and reserves transferred	**0.10**
Equity shares issued by the Transferee Company	*
Cancellation of investment in equity shares of the Transferee Company held by the Transferor Company	(4,730.00)
Share capital of the Transferee Company cancelled	125.75
Net impact transferred to retained earnings	**(4,604.15)**

vi) Pursuant to a share purchase agreement dated August 12, 2024, Schloss Chennai Private Limited, a subsidiary of the Company entered into with Brookfield Private Capital (DIFC) Limited (the "Seller") and Aries Holdings (DIFC) Limited ("Aries Holdings"), purchased 100% of the equity share capital of Aries Holdings for a consideration of Rs. 0.00 millions* with effect from August 21, 2024.

vii) Pursuant to a share purchase agreement dated August 2, 2024, the Company entered to acquire 100% of the share capital of Transition Cleantech Services Four Private Limited for a consideration of Rs. 0.10 millions with effect from August 2, 2024.

viii) Pursuant to a share purchase agreement dated August 2, 2024, the Company entered to acquire 100% of the share capital of Transition Cleantech Services Five Private Limited for a consideration of Rs. 0.10 millions with effect from August 2, 2024.

ix) One of the Company's subsidiary invested Rs. 0.05 millions and Rs. 90 millions in Lago Vue Srinagar Private Limited on September 11, 2024 and September 12, 2024 respectively. Lago Vue Srinagar Private Limited was incorporated on September 6, 2024 and the said subsidiary of the Company holds 50% stake in Lago Vue Srinagar Private Limited.

*amounts are less than rounding off norms.

For B S R & Co. LLP
Chartered Accountants
Firm Registration No: 101248W/W-100022

For and on behalf of the board of directors of
Schloss Bangalore Limited (formerly known as "Schloss Bangalore Private Limited")

Tarun Kinger	**Anuraag Bhatnagar**	**Ananya Tripathi**	**Ravi Shankar**	**Jyoti Maheshwari**
Partner Membership Number : 105003	Executive Director DIN: 07967035	Director DIN: 08102039	Chief Financial Officer	Company Secretary Membership Number: ACS24469
Place: Mumbai	Place: Mumbai	Place: Bengaluru	Place: Mumbai	Place: Mumbai
Date : September 16, 2024	Date : September 16, 2024	Date : September 16, 2024	Date : September 16, 2024	Date : September 16, 2024

OTHER FINANCIAL INFORMATION

The audited standalone financial statements of (i) our Company; and (ii) our Material Subsidiaries, Schloss Chanakya, Schloss Chennai, TPRPL, Schloss HMA and Schloss Udaipur, as at and for the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022 ("**Standalone Financial Statements**") are available at www.theleela.com/investors. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Standalone Financial Statements and the reports thereon, do not and will not constitute, (i) a part of this Draft Red Herring Prospectus, (ii) the Red Herring Prospectus, or (iii) the Prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Standalone Financial Statements and the reports thereon, should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, or any entity in which it or its shareholders have significant influence (collectively, the "**Group**") and should not be relied upon or used as a basis for any investment decision. Due caution is advised when accessing and placing reliance on any historic or other information available in the public domain. None of the Group or any of its advisors, nor any Book Running Lead Managers nor any of their respective employees, directors, affiliates, agents or representatives, accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Standalone Financial Statements, or the opinions expressed therein.

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

Particulars	As at and for the two months ended May 31, 2024	As at and for the Fiscal ended		
		March 31, 2024	March 31, 2023	March 31, 2022
Basic EPS(1) (in ₹)	(2.07)*	(0.12)	(3.50)	(18.20)
Diluted EPS(2) (in ₹)	(2.07)*	(0.12)	(3.50)	(18.20)
EBITDA(3) (in ₹ million)	617.49	6,000.26	4,236.29	877.19
Net Worth(4) (in ₹ million)	(27,840.06)	(28,257.23)	(25,119.63)	(24,520.15)
Return on Net Worth(5) (%)	NA	NA	NA	NA
Net asset value per Equity Share(6) (in ₹)	(158.20)	(160.57)	(142.74)	(139.53)

**Not annualised*

Notes:

(1) Basic earnings per share (₹) = Restated profit/(loss) attributable to equity shareholders for the year /Weighted average number of Equity shares outstanding during the year.

(2) Diluted earnings per share (₹) = Restated profit/(loss) attributable to equity shareholders for the year / Weighted average number of dilutive Equity shares outstanding during the year.

(3) EBITDA = EBITDA is calculated as restated (loss) for the period/ year plus Total tax expense/(credit) plus Finance costs plus Depreciation and amortization expense.

(4) Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off as per the audited balance sheet but does not include reserves created out of revaluation of assets, write back of depreciation and amalgamation. For details, refer Note 42 of the Restated Consolidated Financial Information on page 366.

(5) Return on net worth is not applicable as Net Worth is negative.

(6) Net Asset Value per Equity Share (₹) = Net Worth at the end of the period/ year divided by the Weighted average number of Equity Shares outstanding during the period/ year.

Reconciliation of Non-GAAP measures

Reconciliation for the following Non-GAAP financial measures included in the Draft Red Herring Prospectus are set out below:

Reconciliation of net worth and adjusted net worth

Particulars	For two month period ended	As at and for the Fiscal ended		
	31 May 24	31 Mar 24	31 Mar 23	31 Mar 22
Equity Share Capital as per Restated Consolidated Financial Information (I)	201.70	201.70	201.70	201.70
Other equity as per Restated Consolidated Financial Information (II)	(28,041.76)	(28,458.93)	(25,321.33)	(24,721.85)
Net Worth (III=I+II)	**(27,840.06)**	**(28,257.23)**	**(25,119.63)**	**(24,520.15)**
Purchase consideration payable(1) (IV)	46,599.49	46,599.49	39,616.41	39,616.30

Particulars	For two month period ended	As at and for the Fiscal ended		
	31 May 24	31 Mar 24	31 Mar 23	31 Mar 22
Interest payable on compulsory convertible debentures(2) (V)	3,562.15	3,013.61	2,835.65	2,678.70
Adjusted Net Worth(3) (VI = III + IV + V)	**22,321.58**	**21,355.87**	**17,332.43**	**17,774.85**

Notes:

*(1) Pertains to purchase consideration payable towards acquisition of the entities from their group related parties leading to business combination for common control transactions in accordance with the requirements of Appendix C to Ind AS 103, Business Combination and the SEBI ICDR Regulations, which requires the financial information in the financial statements in respect of the prior periods presented to be restated as if the business combination had occurred from the beginning of the earliest period presented in the financial statements, after considering the fact that entities were under common control as of the beginning of the earliest period presented in the financial statements and if business combination had occurred after that date, the prior period information shall be restated only from that date. For details, see "**Restated Consolidated Financial Information – Note 42 – Business combination**" on page 366.*

(2) Outstanding interest on compulsory convertible debentures pertains to interest payable up to the respective year end / period end date. This was settled in July 2024.

(3) CCPS have been issued by the Company on July 23, 2024 and July 24, 2024 for the settlement of the two liabilities in footnotes (1) and (2) above, which shall be converted to equity upon the occurrence of the earliest of the following events: (a) if the Company files the Draft Red Herring Prospectus with SEBI in relation to the Offer and proposes to file a Red Herring Prospectus in relation to the Offer, (b) immediately prior to the 20th anniversary of the date of the issue of the CCPs and (c) agreement of the holder of the CCPS and the Company. Accordingly, this has been included in the computation of adjusted net worth for the historical periods as though such common control transactions have been completed as of and for the relevant year/period. For details, see ***"Restated Consolidated Financial Information – Note 45 – Subsequent Events"*** *on page 380.*

(4) We confirm that there are no circular transactions for building up its capital/net worth.

Reconciliation of return on net worth

Particulars	For two month period ended	As at and for the Fiscal ended		
	May 31, 2024*	March 31, 2024	March 31, 2023	March 31, 2022
Restated loss for the period (I)	(363.87)	(21.27)	(616.79)	(3,198.29)
Net Worth (II)	(27,840.06)	(28,257.23)	(25,119.63)	(24,520.15)
Return on net worth(1)(2) (III = I/II)	**NA**	**NA**	**NA**	**NA**

**Not annualised*

Notes:

(1) *Return on net worth = Restated loss for the year / Net Worth.*

(2) *Return on net worth is not applicable as net worth is negative*

Reconciliation of Net Assets Value per equity share and Adjusted Net Asset Value per equity share

Particulars	As at two month period ended	As at Fiscal ended		
	May 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Equity Share Capital as per Restated Consolidated Financial Information (I)	201.70	201.70	201.70	201.70
Other equity as per Restated Consolidated Financial Information (II)	(28,041.76)	(28,458.93)	(25,321.33)	(24,721.85)
Net Worth (III=I+II)	(27,840.06)	(28,257.23)	(25,119.63)	(24,520.15)
Purchase consideration payable(1) (IV)	46,599.49	46,599.49	39,616.41	39,616.30
Interest payable on compulsory convertible debentures(2) (V)	3,562.15	3,013.61	2,835.65	2,678.70
Adjusted Net Worth(3) (VI = III + IV + V)	22,321.58	21,355.87	17,332.43	17,774.85
Weighted average number of equity shares (VII)	175,985,320	175,985,320	175,985,320	175,730,940
Net Asset Value per equity share(4) (VIII =III/VII*10^6)	**(158.20)**	**(160.57)**	**(142.74)**	**(139.53)**
Adjusted Net Asset Value per equity share (5) (IX =VI/VII*10^6)	**126.84**	**121.35**	**98.49**	**101.15**

Notes:

(1) Pertains to purchase consideration payable towards acquisition of the entities from their group related parties leading to business combination for common control transactions in accordance with the requirements of Appendix C to Ind AS 103, Business Combination and the SEBI ICDR Regulations, which requires the financial information in the financial statements in respect of the prior periods presented to be restated as if the business combination had occurred from the beginning of the earliest period presented in the financial statements, after considering the fact that entities were under common control as of the beginning of the earliest period presented in the financial statements and if business combination had occurred after that date, the prior period information shall be restated only from

that date. For details, refer Note 42 of the Restated Consolidated Financial Information for the two months period ended May 31, 2024 and Fiscal 2024, 2023 and 2022.

(2) Outstanding interest on Compulsory convertible debentures pertains to interest payable upto the respective year end / period end date. This was settled in July 24.

*(3) CCPS have been issued by the Company on July 23, 2024 and July 24, 2024 for the settlement of the two liabilities in footnotes (1) and (2) above, which shall be converted to equity upon the occurrence of the earliest of the following events: (a) if the Company files the Draft Red Herring Prospectus with SEBI in relation to the Offer and proposes to file a Red Herring Prospectus in relation to the Offer, (b) immediately prior to the 20th anniversary of the date of the issue of the CCPs and (c) agreement of the holder of the CCPS and the Company. Accordingly, this has been included in the computation of adjusted net worth for the historical periods as though such common control transactions have been completed as of and for the relevant year/period. For details, see "**Restated Consolidated Financial Information – Note 45 – Subsequent Events**".*

We confirm that there are no circular transactions for building up its capital/net worth.

(4) Net Asset Value per Equity Share: Net Worth / Weighted average numbers of equity shares outstanding during the year.

(5) Adjusted Net Asset Value per Equity Share: Adjusted Net Worth / Weighted average numbers of equity shares outstanding during the year/period as though such common control transactions have been completed as of and for the relevant year/period.

Reconciliation of Restated loss to EBITDA and EBITDA margin

Particulars	For two month period ended	As at and for the Fiscal ended		
	May 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Restated loss for the period (I)	**(363.87)**	**(21.27)**	**(616.79)**	**(3,198.29)**
Add / Less:				
Tax expense/(credit) (II)	(11.04)	215.56	11.20	(479.42)
Depreciation and amortisation expenses (III)	256.85	1,479.76	1,250.45	1,305.82
Finance costs (IV)	735.55	4,326.21	3,591.43	3,249.08
EBITDA[1] (V = I+II+III+IV)	**617.49**	**6,000.26**	**4,236.29**	**877.19**
Total income (VI)	1,697.43	12,265.00	9,032.67	4,159.49
EBITDA margin[2] (V/VI) (in %)	36.38%	48.92%	46.90%	21.09%

Notes:

(1) EBITDA = Restated (loss) for the period/ year plus Total tax expense/(credit) plus finance costs plus depreciation and amortization expense

(2) EBITDA margin = EBITDA divided by Total income.

Reconciliation of average trade receivables and average outstanding receivable days

	As at and for the two months ended	As at and for the Fiscal ended		
Particulars	**May 31, 2024**	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Trade receivables as at the end of period (I)	594.82	729.05	702.09	520.13
Trade receivables as at the beginning of the period (II)	729.05	702.09	520.13	417.71
Average trade receivables[1] (III) = ((I + II)/2)	**661.94**	**715.57**	**611.11**	**468.92**
Total income (IV)	1,697.43	12,265.00	9,032.67	4,159.49
No. of days in the period / year (V)	61	366	365	365
Average outstanding receivable days[2] (VI = III/IV*V)	**24**	**21**	**25**	**41**

Notes:

(1) Average trade receivables represents average of receivables at the beginning and the end of the period.

(2) Average trade receivables divided by the Total income for the respective period / fiscal year multiplied by the number of days in that period / year

Reconciliation of adjusted net borrowings and adjusted net borrowings to equity

Particulars	As at two months ended	As at Fiscal ended		
	May 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Non current borrowings (I)	37,182.55	39,035.02	35,487.02	35,737.29
Current borrowings (II)	3,342.47	3,386.79	1,474.80	1,030.78
Total borrowings[1] (III = I + II)	**40,525.02**	**42,421.81**	**36,961.82**	**36,768.07**
Cash and cash equivalents (IV)	507.24	709.75	1,712.07	2,553.32
Bank balances other than cash and cash equivalents (V)	2,158.93	3,039.70	836.99	831.77

Particulars	As at two months ended	As at Fiscal ended		
	May 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Deposits classified under other financial asset(2) (VI)	856.44	918.80	378.57	316.95
Total cash and cash equivalents, bank balances and deposits (VII = IV + V + VI)	**3,522.61**	**4,668.25**	**2,927.63**	**3,702.04**
Adjusted net borrowings(3) (VIII = III - VII)	**37,002.41**	**37,753.56**	**34,034.19**	**33,066.03**
Total equity as per restated consolidated financial information(4) (IX)	(27,840.06)	(28,257.23)	(25,119.63)	(24,520.15)
Adjusted net borrowings / Total equity(5) (X = VIII / IX)	NA	NA	NA	NA

Notes:

(1) Total debt represents non current and current portion of debt (including current maturities.

(2) Deposits classified under other financial assets represents non current fixed deposits plus current fixed deposits.

(3) Adjusted net borrowings is calculated as current borrowings plus current borrowings minus cash and cash equivalents, Bank balances other than cash and cash equivalents, Fixed deposit with remaining maturity of more than 12 months and Bank deposits with remaining maturity of less than 12 months from balance sheet date

(4) Total equity = Equity share capital plus Other equity.

(5) Adjusted net borrowings to Total equity is not applicable as Total equity is negative.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at May 31, 2024, on the basis of amounts derived from our Restated Consolidated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with the sections titled "***Risk Factors***", "***Restated Consolidated Financial Information***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***", on pages 31, 295 and 397, respectively.

(in ₹ million, except ratios)

Particulars	**Pre-Offer as at May 31, 2024**	**As adjusted for the Offer***
Borrowings		
Current borrowings# (including current maturities of long-term borrowings) (I)	3,342.47	[●]
Non-current borrowings# (II)	37,182.55	[●]
Total borrowings (III = I + II)	**40,525.02**	**[●]**
Equity		
Equity share capital (IV)	201.70	[●]
Other equity (V)	(28,041.76)	[●]
Total equity (VI = IV + V)	**(27,840.06)**	**[●]**
Total capitalization (VII= III + VI)	**12,684.96**	**[●]**
Ratio: Non-current borrowings / Total equity (II/VI)	**N.A.^**	**[●]**
Ratio: Total borrowings / Total equity (VIII = III / VI)	**N.A.^**	**[●]**

** The corresponding post-Offer capitalization data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building process and hence the same have not been provided in the above statement and to be updated upon finalization of the Offer Price.*

 # These terms shall carry the meaning as per Schedule III of the Companies Act 2013.

Note: The above has been computed on the basis of amounts derived from the Restated Consolidated Financial Information.

^The ratio cannot be determined as the total equity for the above period is negative.

For details of change in the share capital since May 31, 2024, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations - Significant Developments Occurring after May 31, 2024***" on page 428.

FINANCIAL INDEBTEDNESS

Our Company and our Subsidiaries avail credit facilities in the ordinary course of business, including for meeting working capital requirements and other business requirements. For details regarding the borrowing powers of our Board, in accordance with Section 179 and Section 180 of the Companies Act 2013, and our Articles of Association, see "***Our Management – Borrowing Powers***" on page 273.

Set forth below is a summary of the aggregate outstanding borrowings of our Company and our Subsidiaries on a consolidated basis, as at May 31, 2024:

(in ₹ million)

Category of borrowing	Sanctioned amount	Outstanding amount as at May 31, 2024#
Secured borrowings		
Term loan facility under common facility arrangement	27,500.00	27,995.97*
Term loan under lease rental discounting facility	1,100.00	1,026.99
Working capital term loan - GECL 2.0	1,470.00	673.76
Working capital term loan - GECL 3.0	5,470.00	5,084.71
Working capital facility	500.00	430.83
Overdraft facility	2,000.00	110.00
Vehicle loans	15.60	15.46
Unlisted NCBs of TPRPL	500.00	485.51
Listed NCBs of TPRPL (*issued by MPPL which have been taken over by TPRPL on account of amalgamation of MPPL with TPRPL*)**	4,250.00	4,701.80
Total	**42,805.60**	**40,525.02**

**Sanctioned amount does not include interest capitalized (converted into principal amount of borrowing, i.e., moratorium of interest availed under COVID-19 RBI regulatory package during the period March, 2020 to August, 2020) amounting to ₹1,150.06 million, however, the same is included in outstanding amount.*

*** It pertains to MPPL. The scheme of amalgamation of MPPL with TPRPL and their respective shareholders has been approved by the National Company Law Tribunal, Mumbai Bench by way of its order dated August 13, 2024.*

#Includes interest accrued on borrowings.

The above details have been certified by V. Singhi & Associates, Chartered Accountants (FRN No. 311017E), by way of their certificate dated September 20, 2024.

Details of outstanding indebtedness of our Company and Subsidiaries during two months ended May 31, 2024 and the Fiscals ended March 31, 2024, March 31, 2023 and March 31, 2022 are as follows:

Our Company

(in ₹ million)

Fiscal/ period	Name of lender	Nature of facility	Date of sanction	Sanctioned amount	Opening balance as of the beginning of the Fiscal/ period	Total addition during the Fiscal/ period^	Amount repaid during the Fiscal/ period^	Closing balance as of the end of the Fiscal/ period
Two months ended May 31, 2024	**A. Secured**							
	State Bank of India	Term loan	September 27, 2019	10,460.00	10,618.23	158.44	156.09	10,620.57*
	State Bank of India	Working capital facility	December 09, 2021	250.00	221.36	3.49	10.99	213.86
	State Bank of India	GECL 3.0	December 09, 2021	2,000.00	1,915.48	27.48	83.82	1,859.15
	State Bank of India	LRD facility	December 07, 2021	1,100.00	1,034.34	16.22	23.57	1,026.99
	Total (State Bank of India)(A)			**13,810.00**	**13,789.45**	**205.63**	**274.47**	**13,720.57**
	B. Unsecured							
	Project Ballet Bangalore Holdings (DIFC) Pvt Ltd	CCDs	October 16, 2019	1,502.75	1,246.54	27.32	1,273.86#	-
	Total (Project Ballet Bangalore Holdings (DIFC) Pvt Ltd) (B)			**1,502.75**	**1,246.54**	**27.32**	**1,273.86**	**-**
	Total (A+B)			**15,312.75**	**15,035.99**	**232.95**	**1,548.33**	**13,720.57**
March 31, 2024	**A. Secured**							
	State Bank of India	Term loan	September 27, 2019	10,460.00	10,274.57	1,392.37	1,048.71	10,618.23*
	State Bank of India	Working capital facility	December 09, 2021	250.00	117.36	281.37	177.34	221.39
	State Bank of India	GECL 3.0	December 09, 2021	2,000.00	1,999.99	179.38	263.88	1,915.48
	State Bank of India	LRD facility	December 07, 2021	1,100.00	1,071.00	97.58	134.24	1,034.34
	Total (State Bank of India) (A)			**13,810.00**	**13,462.91**	**1,950.70**	**1,624.17**	**13,789.45**
	B. Unsecured							
	Project Ballet Bangalore Holdings (DIFC) Pvt Ltd	CCDs	October 16, 2019	1,502.75	1,226.62	19.92	-	1,246.54
	Total (Project Ballet Bangalore Holdings (DIFC) Pvt Ltd) (B)			**1,502.75**	**1,226.62**	**19.92**	**-**	**1,246.54**
	Total (A+B)			**15,312.75**	**14,689.53**	**1,970.62**	**1,624.17**	**15,035.99**
March 31, 2023	**A. Secured**							
	State Bank of India	Term loan	September 27, 2019	10,460.00	10,119.11	1,137.71	982.25	10,274.57*
	State Bank of India	Working capital facility	December 9, 2021	250.00	120.38	10.51	13.54	117.36
	State Bank of India	GECL 3.0	December 09, 2021	2,000.00	2,000.00	170.00	170.01	1,999.99
	State Bank of India	LRD facility	December 07, 2021	1,100.00	1,090.25	88.99	108.23	1,071.00
	Total (State Bank of India) (A)			**13,810.00**	**13,329.72**	**1,407.21**	**1,274.03**	**13,462.91**
	B. Unsecured							

Fiscal/ period	Name of lender	Nature of facility	Date of sanction	Sanctioned amount	Opening balance as of the beginning of the Fiscal/ period	Total addition during the Fiscal/ period^	Amount repaid during the Fiscal/ period^	Closing balance as of the end of the Fiscal/ period
	Project Ballet Bangalore Holdings (DIFC) Pvt Ltd	CCDs	October 16, 2019	1,502.75	1,127.68	98.94	-	1,226.62
	Total (Project Ballet Bangalore Holdings (DIFC) Pvt Ltd) (B)			**1,502.75**	**1,127.68**	**98.94**	**-**	**1,226.62**
	Total (A+B)			**15,312.75**	**14,457.40**	**1,506.15**	**1,274.03**	**14,689.53**
March 31, 2022	**A. Secured**							
	State Bank of India	Term loan	September 27, 2019	10,460.00	9,984.55	912.67	778.11	10,119.11*
		Working capital facility	December 9, 2021	250.00	87.13	46.43	13.18	120.38
		GECL 3.0	December 09, 2021	2,000.00	-	2,042.69	42.69	2,000.00
		LRD facility	December 07, 2021	1,100.00	-	1,100.00	9.75	1,090.25
	Total (State Bank of India)			**13,810.00**	**10,071.68**	**4,101.79**	**843.73**	**13,329.72**
	HDFC Bank Limited	LRD facility	March 17, 2021	1,400.00	1,400.00	108.46	1,508.46	-
	Total (HDFC Bank Limited)			**1,400.00**	**1,400.00**	**108.46**	**1,508.46**	**-**
	Total (A)			**15,210.00**	**11,471.68**	**4,210.25**	**2,352.19**	**13,329.72**
	B. Unsecured							
	Project Ballet Bangalore Holdings (DIFC) Pvt Ltd	CCDs	October 16, 2019	1,502.75	1,038.36	89.32	-	1,127.68
	Total (Project Ballet Bangalore Holdings (DIFC) Pvt Ltd) (B)			**1,502.75**	**1,038.36**	**89.32**	**-**	**1,127.68**
	Total (A+B)			**16,712.75**	**12,510.04**	**4,299.57**	**2,352.19**	**14,457.40**

* *Includes interest capitalized (converted into principal amount of borrowing) amounting to ₹ 428.62 million, ₹ 390.27 million, ₹ 203.03 million and ₹ 128.58 million on account of interest moratorium in case of the Company, Schloss Chanakya, Schloss Chennai and Schloss Udaipur respectively.*

\# *Transferred to share capital pending allotment as on May 31, 2024.*

^*Including interest and IndAS adjustments.*

As certified by V. Singhi & Associates, Chartered Accountants (FRN No. 311017E), by way of their certificate dated September 20, 2024.

Schloss Chanakya

(in ₹ million)

Fiscal/ period	Name of lender	Nature of facility	Date of sanction	Sanctioned amount	Opening balance as of the beginning of the Fiscal/ period	Total addition during the Fiscal/ period^	Amount repaid during the Fiscal/ period^	Closing balance as of the end of the Fiscal/ period
Two months ended May 31, 2024	**Secured**							
	State Bank of India	Term loan	September 27, 2019	9,250.00	9,088.19	134.59	133.72	9,089.10*
		Working capital facility	December 09, 2021	250.00	222.76	6.97	12.76	216.97

Fiscal/ period	Name of lender	Nature of facility	Date of sanction	Sanctioned amount	Opening balance as of the beginning of the Fiscal/ period	Total addition during the Fiscal/ period^	Amount repaid during the Fiscal/ period^	Closing balance as of the end of the Fiscal/ period
		GECL 3.0	December 09, 2021	2,000.00	1,915.46	27.48	83.82	1,859.12
		Overdraft facility	July 28, 2023	2,000.00	630.00	216.20	736.20	110.00
		Total		**13,500.00**	**11,856.41**	**385.24**	**966.50**	**11,275.19**
March 31, 2024		**Secured**						
	State Bank of India	Term loan	September 27, 2019	9,250.00	9,169.43	835.19	916.43	9,088.19*
		Working capital facility	December 09, 2021	250.00	185.49	148.21	110.94	222.76
		GECL 3.0	December 09, 2021	2,000.00	2,000.00	179.38	263.91	1,915.46
		Overdraft facility	July 28, 2023	2,000.00	-	10,172.28	9,542.28	630.00
		Total		**13,500.00**	**11,354.92**	**11,335.06**	**10,833.56**	**11,856.41**
March 31, 2023		**Secured**						
	State Bank of India	Term loan	September 27, 2019	9,250.00	9,237.79	805.01	873.37	9,169.43*
		Working capital facility	December 09, 2021	250.00	191.68	10.20	16.39	185.49
		GECL 3.0	December 09, 2021	2,000.00	2,014.85	170.14	184.99	2,000.00
		Total		**11,500.00**	**11,444.32**	**985.35**	**1,074.75**	**11,354.92**
March 31, 2022		**Secured**						
	State Bank of India	Term loan	September 27, 2019	9,250.00	9,184.56	790.85	737.62	9,237.79*
		Working capital facility	December 09, 2021	250.00	155.75	57.73	21.80	191.68
		GECL 3.0	December 09, 2021	2,000.00	-	2,042.69	27.84	2,014.85
		Total		**11,500.00**	**9,340.31**	**2,891.27**	**787.26**	**11,444.32**

** Includes interest capitalized (converted into principal amount of borrowing) amounting to ₹ 428.62 million, ₹ 390.27 million, ₹ 203.03 million and ₹ 128.58 million on account of interest moratorium in case of the Company, Schloss Chanakya, Schloss Chennai and Schloss Udaipur respectively.*
^Including interest and IndAS adjustments.
As certified by V. Singhi & Associates, Chartered Accountants (FRN No. 311017E), by way of their certificate dated September 20, 2024.

Schloss Chennai

(in ₹ million)

Fiscal/ period	Name of lender	Nature of facility	Date of sanction	Sanctioned amount	Opening balance as of the beginning of the Fiscal/ period	Total addition during the Fiscal/ period^	Amount repaid during the Fiscal/ period^	Closing balance as of the end of the Fiscal/ period
Two months ended May 31, 2024		**Secured**						
	State Bank of India	Term loan	September 27, 2019	4,800.00	5,136.81	92.29	92.02	5,137.08*
		GECL 2.0	February 17, 2021	900.00	450.00	6.35	43.85	412.51

Fiscal/ period	Name of lender	Nature of facility	Date of sanction	Sanctioned amount	Opening balance as of the beginning of the Fiscal/ period	Total addition during the Fiscal/ period^	Amount repaid during the Fiscal/ period^	Closing balance as of the end of the Fiscal/ period
		GECL 3.0	December 09, 2021	900.00	861.94	12.36	37.71	836.59
		Total		**6,600.00**	**6,448.75**	**111.00**	**173.58**	**6,386.18**
March 31, 2024		**Secured**						
	State Bank of India	Term loan	September 27, 2019	4,800.00	5,173.69	474.70	511.58	5,136.81*
		GECL 2.0	February 17, 2021	900.00	674.99	51.54	276.53	450.00
		GECL 3.0	December 09, 2021	900.00	899.99	80.82	118.87	861.94
		Total		**6,600.00**	**6,748.67**	**607.06**	**906.98**	**6,448.75**
March 31, 2023		**Secured**						
	State Bank of India	Term loan	September 27, 2019	4,800.00	4,851.86	760.92	439.09	5,173.69*
		GECL 2.0	February 17, 2021	900.00	900.00	66.74	291.74	674.99
		GECL 3.0	December 09, 2021	900.00	899.99	76.56	76.56	899.99
		Total		**6,600.00**	**6,651.85**	**904.22**	**807.39**	**6,748.67**
March 31, 2022		**Secured**						
	State Bank of India	Term loan	September 27, 2019	4,800.00	4,789.44	463.34	400.92	4,851.86*
		GECL 2.0	February 17, 2021	900.00	900.00	71.55	71.55	900.00
		GECL 3.0	December 09, 2021	900.00	-	920.82	20.83	899.99
		Total		**6,600.00**	**5,689.44**	**1,455.71**	**493.30**	**6,651.85**

** Includes interest capitalized (converted into principal amount of borrowing) amounting to ₹ 428.62 million, ₹ 390.27 million, ₹ 203.03 million and ₹ 128.58 million on account of interest moratorium in case of the Company, Schloss Chanakya, Schloss Chennai and Schloss Udaipur respectively.*

^Including interest and IndAS adjustments.

As certified by V. Singhi & Associates, Chartered Accountants (FRN No. 311017E), by way of their certificate dated September 20, 2024.

Schloss Udaipur

(in ₹ million)

Fiscal/ period	Name of lender	Nature of facility	Date of sanction	Sanctioned amount	Opening balance as of the beginning of the Fiscal/ period	Total addition during the Fiscal/ period^	Amount repaid during the Fiscal/ period^	Closing balance as of the end of the Fiscal/ period
Two months ended May 31, 2024		**Secured**						
	State Bank of India	Term loan	September 27, 2019	2,990.00	3,149.04	46.40	46.23	3,149.21*
		GECL 2.0	February 17, 2021	570.00	285.00	4.02	27.77	261.25
		GECL 3.0	December 09, 2021	570.00	545.90	7.83	23.88	529.85
		Total		**4,130.00**	**3,979.94**	**58.25**	**97.88**	**3,940.31**
March 31, 2024		**Secured**						

Fiscal/ period	Name of lender	Nature of facility	Date of sanction	Sanctioned amount	Opening balance as of the beginning of the Fiscal/ period	Total addition during the Fiscal/ period^	Amount repaid during the Fiscal/ period^	Closing balance as of the end of the Fiscal/ period
	State Bank of India	Term loan	September 27, 2019	2,990.00	3,171.20	292.56	314.71	3,149.04*
		GECL 2.0	February 17, 2021	570.00	427.50	32.64	175.14	285.00
		GECL 3.0	December 09, 2021	570.00	570.00	51.13	75.22	545.90
		Total		**4,130.00**	**4,168.70**	**376.33**	**565.07**	**3,979.94**
March 31, 2023	**Secured**							
	State Bank of India	Term loan	September 27, 2019	2,990.00	3,074.50	394.48	297.78	3,171.20*
		GECL 2.0	February 17, 2021	570.00	570.00	42.19	184.69	427.50
		GECL 3.0	December 09, 2021	570.00	570.00	49.39	49.39	570.00
		Total		**4,130.00**	**4,214.50**	**486.06**	**531.86**	**4,168.70**
March 31, 2022	**Secured**							
	State Bank of India	Term loan	September 27, 2019	2,990.00	3,009.60	294.33	229.43	3,074.50*
		GECL 2.0	February 17, 2021	570.00	570.00	45.32	45.32	570.00
		GECL 3.0	December 09, 2021	570.00	-	582.17	12.17	570.00
		Total		**4,130.00**	**3,579.60**	**921.82**	**286.92**	**4,214.50**

** Includes interest capitalized (converted into principal amount of borrowing) amounting to ₹ 428.62 million, ₹ 390.27 million, ₹ 203.03 million and ₹ 128.58 million on account of interest moratorium in case of the Company, Schloss Chanakya, Schloss Chennai and Schloss Udaipur respectively.*

^Including interest and IndAS adjustments.

As certified by V. Singhi & Associates, Chartered Accountants (FRN No. 311017E), by way of their certificate dated September 20, 2024.

TPRPL (including the NCBs issued by MPPL)

(in ₹ million)

Fiscal/ period	Name of lender	Nature of facility	Date of sanction	Sanctioned amount	Opening balance as of the beginning of the Fiscal/ period	Total addition during the Fiscal/ period^	Amount repaid during the Fiscal/ period^	Closing balance as of the end of the Fiscal/ period
Two months ended May 31, 2024	**Secured**							
	State Bank of India	Vehicle loan	April 30, 2024	15.60	-	15.67	0.20	15.46
	Total (State Bank of India)			**15.60**	**-**	**15.67**	**0.20**	**15.46**
	Deutsche Bank AG, Mumbai	NCBs	May 23, 2023	500.00	477.80	7.71	-	485.51
	Total (Deutsche Bank AG, Mumbai)			**500.00**	**477.80**	**7.71**	**-**	**485.51**
	DB International (Asia) Ltd *(Listed NCBs issued by MPPL which have been*	NCBs	May 23, 2023	4,250.00	4,622.92	78.88	-	4,701.80

Fiscal/ period	Name of lender	Nature of facility	Date of sanction	Sanctioned amount	Opening balance as of the beginning of the Fiscal/ period	Total addition during the Fiscal/ period^	Amount repaid during the Fiscal/ period^	Closing balance as of the end of the Fiscal/ period
	taken over by TPRPL on account of amalgamation of MPPL with TPRPL)							
	Total (DB International (Asia) Ltd)			**4,250.00**	**4,622.92**	**78.88**	**-**	**4,701.80**
	Total (State Bank of India + Deutsche Bank + DB International (Asia) Ltd)			**4,765.60**	**5,100.72**	**102.26**	**0.20**	**5,202.77**
March 31, 2024	**Secured**							
	State Bank of India	Overdraft facility	March 22, 2024	55.00	-	55.11	55.11	-
	Total (State Bank of India)			**55.00**	**-**	**55.11**	**55.11**	**-**
	Deutsche Bank AG, Mumbai	NCBs	May 23, 2023	500.00	-	539.33	61.53	477.80
	Total (Deutsche Bank AG, Mumbai)			**500.00**	**-**	**539.33**	**61.53**	**477.80**
	DB International (Asia) Ltd *(Listed NCBs issued by MPPL which have been taken over by TPRPL on account of amalgamation of MPPL with TPRPL)*	NCBs	May 23, 2023	4,250.00	-	4,622.92	-	4,622.92
	Total (DB International (Asia) Ltd)			**4,250.00**	**-**	**4,622.92**	**-**	**4,622.92**
	Total (State Bank of India + Deutsche Bank + DB International (Asia) Ltd)			**4,805.00**	**-**	**5,217.36**	**116.64**	**5,100.72**

^*Including interest and IndAS adjustments.*

As certified by V. Singhi & Associates, Chartered Accountants (FRN No. 311017E), by way of their certificate dated September 20, 2024.

Key terms of borrowings availed by our Company and our Subsidiaries:

1. *Tenor and interest rate*: The tenor of the term loans and working capital facilities ranges from 1 year to 15 years. The interest rates for the facilities are typically linked to benchmark rates varying from 7.00% p.a. to 9.75% p.a., such as the repo rate prescribed by the RBI, treasury bill rate and marginal cost of funds-based lending rate ("**MCLR**") of the specific lender plus a spread per annum is charged above these benchmark rates.

   One of our Subsidiary, MPPL (which was subsequently amalgamated with TPRPL pursuant to the Scheme of Amalgamation), has issued listed, redeemable, rated, NCBs and has entered into certain borrowing documentation including bond trust deed, and in terms of such borrowing documentation, the interest rate is 10.50% p.a. The maturity date of such NCBs is May 24, 2026. Further details of such NCBs are set out below:

ISIN	Stock exchange	Scrip code	Outstanding principal amount as on May 31, 2024* (in ₹ million)	Credit rating
INE0PKY07014	BSE	974856	4,250.00	ICRA A - (Stable)

**As certified by V. Singhi & Associates, Chartered Accountants (FRN No. 311017E), by way of their certificate dated September 20, 2024.*

   Such NCBs have been taken over by TPRPL on account of the amalgamation of MPPL with TPRPL. TPRPL is in the process of making an application for listing such NCBs as TPRPL's securities. For further details on the amalgamation, see "***History and Certain Corporate Matters - Amalgamation of Moonburg Power Private Limited with Tulsi Palace Resort Private Limited***" on page 252.

   Further, TPRPL has issued secured NCBs and has entered into certain borrowing documentation including bond trust deed, and in terms of such borrowing documentation, the interest rate is 3 months T Bill +2.40% p.a. These NCBs are redeemable in 12 quarterly instalments beginning from July, 2023 and ending on May, 2026.

2. *Repayment*: The term of repayment for our facilities varies basis the terms provided in the agreements entered into in relation to the facilities.

3. *Prepayment:* Certain loans availed by our Company have prepayment provisions which allow for prepayment of the outstanding loan amount and may carry a prepayment penalty on the pre-paid amount or on the outstanding amount subject to terms and conditions stipulated under the loan documents. The prepayment penalty as per the terms of loan agreements ranges from 1% to 2%.

4. *Penal interest:* Our Company is required to pay additional interest to the lenders for non-compliance of sanction terms including defaults in the payment of interest or other monies due and payable. This additional interest is charged as per the terms of the loan agreements and is typically 0.05% to 5.00% over the applicable interest rate.

5. *Security*: In terms of our borrowings where security needs to be created, we are typically required to create security by way of mortgage over rights, title and interest on the entire immovable assets of our Company and certain Subsidiaries, charge on assignment by way of creating security on the intellectual properties and immovable assets, pledge over shares issued by our Company and certain Subsidiaries. Further, security needs to be created, by way of hypothecation on moveable and immovable property of our Company and certain Subsidiaries.

6. *Restrictive covenants:* As per the terms of the borrowing arrangements, certain corporate actions for which our Company requires prior written consent of the lenders include:

   a) transfer of any controlling interest or any drastic change in the management set-up or appointment/ re-appointment or removal of the managing director;

   b) any change in control (either directly or indirectly) of our Company;

   c) amendment and modification the constitutional documents of our Company, including the Memorandum of Association and Articles of Association and if such modification would restrict the Companies from complying with their respective obligations under the arrangements;

d) issue or contribution of any further share capital whether on a preferential basis or otherwise or effect any change in our Company's capital structure;

e) prepayment of any indebtedness availed by our Company from any entity and /or person except the permitted indebtedness;

f) create charge, lien or any other encumbrance in favour of any financial institution, bank or company;

g) sell, transfer, assign, encumber or otherwise dispose off (whether voluntarily or involuntarily) any of its fixed assets;

h) dilution of promoters' stake, through an initial public offering;

i) investments other than agreed in the loan documentation;

j) to enter into any scheme of merger, demerger, amalgamation, compromise or reconstruction or do a buyback; and

k) undertaking any new business, operations or projects or substantial expansion or diversification of any current business, operations or projects.

7. *Events of Default:* Our borrowing arrangements prescribe the following events of default, including the following:

a) non-payment or default in payment of any amounts due under the loan facilities;

b) sale or disposal of security;

c) appointment of a receiver or liquidator;

d) failure to create security, or security created is in jeopardy or ceases to have effect, failure to furnish documents/information or failure to avail inadequate insurance of properties and assets offered as security;

e) cessation or threat to cease carrying on the business, change in the business or change in control;

f) attachment or distrainment on project / secured project; and

g) breach of any covenants, conditions, undertakings, representations or warranties.

8. *Consequences of occurrence of events of default:* Our borrowing arrangements prescribe the following consequences of occurrence of events of default, including the following:

a) payment and reimbursement of all out-of-pocket costs and expenses (including all taxes, duties fees and other charges) payable to the lenders' agent and the secured parties;

b) acceleration of the maturity date of the facility and declaration all amounts payable by the co-obligors in respect of the facility to be due and payable immediately;

c) cancellation and suspension of further disbursement of the facility and declaration of their respective commitment to be cancelled;

d) security interest created in terms of the facility agreements and the transaction documents to be enforceable;

e) exercise of the right to disclose or publish the names of the co-obligors and its directors as wilful defaulters through such medium as the facility agent or RBI deems fit in its absolute discretion; and

f) performance of covenants, including but not limited to sale or disposal of property.

This is an indicative list and there may be additional terms that may require the consent of the relevant lender and/ or bond trustee, the breach of which may amount to an event of default under various borrowing arrangements entered into by us, and the same may lead to consequences other than those stated above. We have obtained the necessary consents required under the relevant loan documentation for undertaking activities in relation to the Offer. For risks in relation to the financial and other covenants required to be complied with in relation to our borrowings, see "***Risk Factors – Our indebtedness and the conditions and restrictions imposed by our financing arrangements could adversely affect our business, results of operations, growth prospects and financial condition***" on page 55.

Defaults or rescheduling of borrowings with financial institutions/ banks

With respect to the term loan facilities availed by our Company, Schloss Chanakya, Schloss Udaipur and Schloss Chennai (collectively, the "**Borrowers**") from State Bank of India ("**SBI**") in 2019 ("**Term Loan**"), pursuant to a repayment letter dated August 31, 2020 issued by SBI, the repayment schedule for the repayment of the capitalised interest added to the principal amount was increased by two quarters after the end of the quarterly repayment schedule stipulated in the original sanction letter dated September 27, 2019. Further, pursuant to a letter dated May 3, 2021, SBI levied a penal interest at the rate of 1% per annum on the Borrowers for failure to create primary and collateral security within the stipulated time. Subsequently, the penal interest was discharged by the Borrowers between April 2021 to September 2021. For further details, see "***Risk Factors - Our indebtedness and the conditions and restrictions imposed by our financing arrangements could adversely affect our business, results of operations, growth prospects and financial condition***" and "***History and Certain Corporate Matters - Defaults or rescheduling/ restructuring of borrowings with financial institutions/ banks***" on pages 55 and 248, respectively.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*You should read the following discussion in conjunction with our Restated Consolidated Financial Information included herein as of and for the two months ended May 31, 2024 and the Financial Years 2024, 2023 and 2022, including the related notes, schedules and annexures. Our Restated Consolidated Financial Information has been prepared in accordance with Ind AS and restated in accordance with the requirements of Section 26 of the Companies Act, 2013, the SEBI ICDR Regulations and the Guidance Note. Ind AS differs in certain material respects from IFRS and US GAAP. See "**Risk Factors – Risks Related to India – Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as US GAAP and IFRS, which may affect investors' assessments of our Company's financial condition.**" on page 73.*

Our Financial Year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular Financial Year are to the 12 months ended March 31 of that year. Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our Restated Consolidated Financial Information beginning on page 295.

*We acquired 50.00% of the ownership interest in TPRPL on May 3, 2021 and the balance 50.00% on May 27, 2023. As a result, TPRPL which owns The Leela Palace Jaipur, became our wholly-owned subsidiary with effect from May 27, 2023. Unless otherwise indicated, all operating data presented in this section includes 100.00% of such operating data relating to The Leela Palace Jaipur as we operated the hotel during all years/periods presented in this Draft Red Herring Prospectus. Further, unless otherwise indicated, all financial data presented in this section reflects 100.00% of our ownership interest in TPRPL from May 27, 2023 onwards. See "**History and Certain Corporate Matters – Acquisition of Tulsi Palace Resort Private Limited**" on page 249.*

*Unless otherwise indicated, the industry-related information contained in this Draft Red Herring Prospectus is derived from the Industry Report titled "India Hospitality Report" dated September, 2024 (the "**HVS Report**"), which has been commissioned and paid for by our Company for an agreed fee and prepared only for the purposes of confirming our understanding of the industry exclusively in connection with the Offer. A copy of the HVS Report will be available on the website of our Company at www.theleela.com/investors and has also been included in "**Material Contracts and Documents for Inspection – Material Documents**" on page 534. We engaged HVS ANAROCK Hotel Advisory Services Private Limited, in connection with the preparation of the HVS Report on May 29, 2024. HVS is an independent agency and not a related party of our Company, our Subsidiaries, Directors, Promoters, Key Managerial Personnel, Senior Management or the Book Running Lead Managers. Unless otherwise indicated, all financial, operational, industry and other related information derived from the HVS Report and included herein with respect to any particular year refers to such information for the relevant calendar year. The data included in this section includes excerpts from the HVS Report and may have been re-ordered by us for the purposes of presentation.*

*We have included various operational and financial performance indicators in this Draft Red Herring Prospectus, many of which may not be derived from our Restated Consolidated Financial Information. Such indicators are not a measure of performance calculated in accordance with applicable accounting standards and are not defined under Ind AS, IFRS or U.S. GAAP, and therefore, should not be viewed as substitutes for performance, liquidity or profitability measures under such applicable accounting standards. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculations, are not standardized terms, and may vary from those used by other companies in India and other jurisdictions. We have presented reconciliations of certain non-GAAP financial indicators, including EBITDA and EBITDA Margin, to our Restated Consolidated Financial Information in "**Other Financial Information**" on page 382. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and should consult their own advisors and evaluate such information in the context of the Restated Consolidated Financial Information and other information relating to our business and operations included in this Draft Red Herring Prospectus. Further, unless stated otherwise, all operational information included in this section is for our Owned Portfolio, whereas financial information is derived from our Restated Consolidated Financial Information.*

*This discussion contains forward-looking statements that involve risks and uncertainties and reflects our current view with respect to future events and financial performance. Actual results may differ from those anticipated in these forward-looking statements as a result of factors such as those set forth under "**Forward-looking Statements**" and "**Risk Factors**" beginning on pages 29 and 31, respectively.*

Overview

We are the only institutionally owned and managed pure-play luxury hospitality company in India *(Source: HVS Report)*. We own, operate, manage and develop luxury hotels and resorts under "The Leela" brand. The Leela brand was ranked as #1 among the world's best hospitality brands in 2020 and 2021, and among the world's top three hospitality brands in 2023 and 2024, by Travel + Leisure World's Best Awards Surveys. In 1986, the Late Captain C.P. Krishnan Nair laid the foundation of The Leela brand, and we have since then focused on building a luxury brand specializing in Indian hospitality. The Leela brand and properties have won over 250 awards since January 2021, which demonstrates our contribution to India's luxury hospitality landscape. Our mission is deeply rooted in the traditional Indian hospitality belief of "*Atithi Devo Bhava*" (Guest is God). Our goal is to offer our guests luxury experiences with premier accommodation, exclusivity and personalized service, inspired by the ethos of Indian hospitality. We aim to maintain our position as a world-class luxury hospitality brand.

As of May 31, 2024, we are one of the largest luxury hospitality companies by number of keys in India *(Source: HVS Report)*, comprising of 3,382 keys across 12 operational hotels (collectively, our "**Portfolio**"). Our Portfolio includes The Leela Palaces, The Leela Hotels and The Leela Resorts. We undertake our business primarily through direct ownership of hotels and hotel management agreements with third-party hotel owners. Our Portfolio includes five owned hotels (our "**Owned Portfolio**"), six hotels that are managed by us pursuant to hotel management agreements (our "**Managed Portfolio**") and one hotel which is owned and operated by a third-party owner under a franchise arrangement with us. We have a strategic footprint across 10 key Indian business and leisure destinations, covering 79% of international air traffic and 54% of domestic air traffic in India in the Financial Year 2024 (*Source*: *HVS Report*). Further, according to the HVS Report, our Portfolio is present in six of the top seven business markets and three of the top five leisure markets of India. We account for nearly 18% of the total existing luxury keys across these markets that we are present in as of May 31, 2024 (*Source: HVS Report*).

We endeavor for The Leela brand to be the preferred brand for travelers seeking premier luxury hospitality, exclusivity and personalized services. Our service excellence is reflected by our industry leading net promoter scores and guest satisfaction ratings. Our net promoter score ("**NPS**") across our Portfolio was 84.00 in the Financial Year 2024 – the highest amongst key hospitality peers (*Source: HVS Report*).

Our Owned Portfolio includes five iconic hotels located in the top luxury hospitality destinations in India *(Source: HVS Report)*. Built at attractive locations, these hotels are designed as "modern palaces" and aim to blend traditional Indian architecture with contemporary world-class amenities and services. Our modern palace hotels in Bengaluru (Karnataka), Chennai (Tamil Nadu) and New Delhi (Delhi) are recognized hospitality landmarks and benefit from high barriers to entry. Our properties are a luxury ecosystem, comprising of luxurious accommodations, curated experiences, wellness programs and award-winning food and beverage ("**F&B**") options. This ecosystem caters to the evolving travel preferences of consumers towards differentiated experiential journeys, which has allowed us to drive superior total revenue per available room, in comparison to the luxury hospitality segment in India. For example, during the Financial Year 2024, the average room rate ("**ARR**") and revenue per available room ("**RevPAR**") across our Owned Portfolio amounted to ₹20,966 and ₹14,030, respectively, both 1.4 times the luxury hospitality segment average in India *(Source: HVS Report)*. For the Financial Year 2024, our total revenue per available room ("**TRevPAR**") for our Owned Portfolio was ₹26,218, which was 1.4 times the luxury hospitality segment in India (*Source: HVS Report*). Moreover, between the Financial Year 2019 and the Financial Year 2024, our Owned Portfolio demonstrated a 11.8% CAGR in RevPAR, higher than the 8.6% CAGR of the luxury hospitality segment in India *(Source: HVS Report)*.

In addition to our Owned Portfolio, our Portfolio also includes six operational luxury hotels and resorts managed under hotel management agreements with third-party owners and one operational luxury hotel which is owned and operated by a third-party owner under a franchise arrangement. These properties offer us an asset-light business model with minimal capital investment and enhance our total income and our brand's reach. The hotels in our Managed Portfolio are strategically located in key urban centers seeking to cater to high-demand group business, retail and corporate business, while the resorts in our Managed Portfolio are in leisure destinations. Our ability to deliver The Leela experience and our operational expertise has allowed us to command higher RevPAR compared to comparable hotels across the respective micro-markets (*Source: HVS Report*). For example, for the Financial Year 2024, the ARR and RevPAR of our Managed Portfolio, in comparison to comparable hotels across their micro-markets, was 1.4 times and 1.3 times respectively (*Source: HVS Report*). Further, our Managed Portfolio generated performance-based incentive fees for us (except for a managed hotel which was rebranded in the Financial Year 2024) and had an average NPS of 83.52 for the Financial Year 2024, demonstrating robust performance and underscoring our commitment to guest satisfaction and brand reputation. We believe this operational excellence and ethos of Indian hospitality positions us as an attractive choice for future owners and developers of luxury hotels, resorts and other hospitality properties.

Further, we plan to expand our Portfolio with eight new hotels, aggregating approximately 833 keys or 24.63% of existing keys through 2028 that will be either developed, owned or managed by us. These are currently in various stages of acquisition and development. Our growth pipeline comprises of modern palaces, hotels and resorts including expansion in new segments such as wildlife, spiritual and heritage tourism, diversifying our geographical footprint across additional cities and tourist destinations. This includes a modern palace hotels in Agra (Uttar Pradesh) and Srinagar (Union Territory of Jammu and Kashmir), resorts in Ranthambore (Rajasthan) and Bandhavgarh (Madhya Pradesh), a hotel in Hyderabad (Telangana) and serviced apartments in Mumbai's (Maharashtra) international airport district. Going forward, we intend to continue to strategically undertake future expansion across the luxury hospitality sector within India and internationally. We intend to pursue this by developing our existing land assets, pursuing accretive asset acquisition opportunities, hotel management agreements with third-party hotel owners, and optimization of under-utilized space in our operating hotels. We will also pursue selective partnerships, acquisitions and development of brands that complement our Portfolio.

We seek to capitalize on the strength of our well recognized luxury brand through complementary business extensions. We currently manage a residential club in one of Mumbai's luxury residential buildings and are looking to further expand this business. We are also looking to expand into The Leela-branded residential offerings for sale adjacent to The Leela branded hotels that we will develop in the future. Further, we aim to launch exclusive 'members only' clubs across select hotels in our Owned Portfolio, further diversifying our hospitality offerings.

Our strategic initiatives and expansion plans are greatly enhanced by the support of our Promoters, that are advised and managed by affiliates of Brookfield, a global alternative asset manager with US$925 billion of assets under management, operations in over 30 countries and more than 240,000 operating employees as of March 31, 2024. As of March 31, 2024, Brookfield manages US$267 billion of real estate assets, and has a strong global track record in hospitality, with a global portfolio comprising over 41,000 keys across 179 owned hotels and significant experience in owning and managing luxury hospitality assets. Brookfield also has significant experience in acquiring, operating and managing assets in India, with US$27 billion of assets under management, experience of developing large scale mixed-use real estate projects of more than 10 msf, and a longstanding presence in India for around 15 years, as of March 31, 2024. In order to further accelerate our growth and leverage Brookfield's expertise, we have entered into a right of first offer agreement, dated September 17, 2024, with an affiliate of Brookfield, granting us the right of first offer to acquire hospitality assets from them.

Since acquiring our brand, hotel portfolio and hotel management business in October 2019, Brookfield has leveraged its global experience in asset management to focus on improving our revenue and profitability, enhancing guest satisfaction and increasing commitment to environmental sustainability. Since the completion of the acquisition in October 2019, several experienced members have joined our management team, including Anuraag Bhatnagar, our Whole-time Director and Chief Executive Officer, Ravi Shankar, our Head of Asset Management and Chief Financial Officer, and Shweta Jain, our Chief Sales and Marketing Officer. Set forth below are some notable achievements since October 2019 that have reinforced our brand's legacy and our position as a leader in luxury hospitality:

- ranked as the world's best hospitality brand in 2020 and 2021, and among the world's top three hospitality brands in 2023 and 2024 by Travel + Leisure World's Best Awards Surveys. We have also been awarded the best hotel group in India by Travel + Leisure for 2020-2023;

- increased the number of keys across our portfolio by 35.55% from 2,495 keys as of March 31, 2019 to 3,382 keys as of March 31, 2024;

- increased the number of hotels in our Portfolio and diversified our geographic presence, from eight operating hotels in seven cities as of March 31, 2019 to 12 operating hotels in ten cities as of March 31, 2024;

- improved the EBITDA, and EBITDA Margin from ₹877.19 million and 21.09% for the Financial Year 2022 to ₹6,000.26 million and 48.92% for the Financial Year 2024, respectively;

- achieved RevPAR and ARR growth across our Portfolio at a CAGR of 11.8% and 10.8%, respectively, between the Financial Years 2019 and 2024, as compared to the overall luxury hotel segment CAGR of 8.6% and 8.4%, respectively, over the same period (*Source: HVS Report*);

- undertook significant hotel enhancement initiatives (some of which are ongoing) at all of our Owned Portfolio by repurposing space and/or investing in new facilities in an effort to grow our occupancy and

ARR, with a capital expenditure plan totaling ₹6,546 million since April 1, 2021, 37.70% of which has been incurred as of May 31, 2024; and

- invested in sustainability to increase the contribution generated from renewable sources across our Owned Portfolio to 51.08% of total electricity utilized for the Financial Year 2024. Each of the hotels in our Owned Portfolio has received several certifications and accolades, including (i) the National Energy Management Award from the Society of Energy Engineers and Managers, (ii) the IGBC Green (Existing Building) Certification, Platinum Rating and (iii) the IGBC Net Zero Waste to Landfill Certification, Platinum Rating.

We have generated robust growth between the Financial Year 2022 and the Financial Year 2024, including in terms of revenue from operations, ARR, RevPAR and TRevPAR, driven by the strength of our brand's reputation, our focus on guest satisfaction and operational excellence, the expansion of our Portfolio and strong macro-economic factors. Further, our EBITDA margin for the Financial Year 2024 amounted to 48.92%, which, according to the HVS Report, was better than the EBITDA margin of our listed peers which ranged from 33.66% to 42.06%. In addition, the RevPAR of our Owned Portfolio, was approximately 3 times of the overall hospitality industry in India times and 1.4 times of the luxury hospitality segment in India for the Financial Year 2024 (*Source: HVS Report*).

Significant Factors Affecting Our Results of Operations

Our results of operations and financial condition are affected by a number of important factors, including:

Macroeconomic conditions in the hospitality industry and evolving customer preferences

Our results of operations are impacted by macroeconomic conditions that affect the hospitality industry, and by evolving customer preferences. The Indian economy is presently the fifth largest globally with GDP of US$3.6 trillion in 2023 (*Source: HVS Report*), which provides robust support for hospitality demand. With GDP estimated to grow to US$5.3 trillion by the Financial Year 2027 and to US$7.1 trillion by the end of the current decade (*Source: HVS Report*), it provides strong fundamentals for the continued growth of the hospitality sector. Rising income levels combined with a strong macroeconomic environment are resulting in an evolution of consumer spending patterns, enabling India's rise as a potential market for luxury goods and services (*Source: HVS Report*). India's high-income and upper middle-income categories comprise 24% of total households in 2018 and are expected to grow to 56% by 2030 (*Source: HVS Report*). These factors are also expected to positively impact the luxury hospitality industry, and, consequently, our business and results of operations.

Domestic tourism is a key driver for the Indian hospitality sector, with domestic tourist visits expected to double from 5.2 billion in 2030 from 2.5 billion in 2024, representing a CAGR of 13.4% (*Source: HVS Report*). In addition to domestic guests, we experience a high share of international guests, and accordingly our business depends upon trends that drive international travel to India. Foreign tourist arrivals are expected to grow at an expected CAGR of 7.1% over 2024 to 2030 to approximately 14.9 million (*Source: HVS Report*). Demand for luxury tourism globally is expected to grow at a CAGR of 6.6% from the Financial Year 2023 to the Financial Year 2028, driven mainly by growth of high-net-worth individuals and ultra-high net worth individuals population, particularly in Asian countries, with India being a key driver (*Source: HVS Report*). The demand-supply outlook for luxury hospitality segment continues to be favorable in India, with total demand for luxury rooms estimated to grow at a CAGR of 10.6% over Financial Year 2024 to Financial Year 2028 against supply growth of only 5.9% over the same period (*Source: HVS Report*).

Tourism is also expected to grow in particular niches, such as leisure travel, MICE tourism, wedding tourism, heritage tourism, wildlife tourism, and wellness and spiritual tourism (*Source: HVS Report*).

In addition to the above factors, the hospitality industry is also affected by travel advisories, worldwide health concerns, geo-political developments, natural disasters in the region and inflation. Declines in consumer demand due to adverse general economic conditions, lower consumer confidence, risks affecting or reducing travel patterns, or political instability in the regions where the hotels in our Portfolio are located can lower the revenues and profitability of our Portfolio. Further, as we focus exclusively on the luxury segment, any adverse development or economic downturn which restricts luxury discretionary spending by our customers, may adversely affect our business. The hospitality industry in India was severely affected by the outbreak of the COVID-19 pandemic in 2020 and 2021 due to reduced traveller traffic and government-mandated restrictions on movement. Restrictions on domestic and overseas travel, including airport closures and lockdowns in urban areas in such years, resulted in significantly lower demand for and occupancy rates of rooms at the hotels in our

Portfolio. With the subsequent easing of COVID-19 related restrictions and recovery of travel activities, our average occupancy, ARR and RevPAR across our Portfolio improved during the last three Financial Years. As such, while we saw recovery of domestic and overseas travel positively affecting our average occupancy, ARR and RevPAR in the Financial Years 2024 and 2023, our business and results of operations for a part of the Financial Year 2022 were adversely affected by the COVID-19 pandemic.

Hotel ownership and management agreement models

As of May 31, 2024, our Portfolio comprises five hotels in our Owned Portfolio, six hotels in our Managed Portfolio, and one hotel in Mumbai (Maharashtra) for which we have licensed the use of our brand to a third-party hotel owner and operator. The revenues from our Owned Portfolio are consolidated in our results of operations. In contrast, under our hotel management agreements, in consideration for our services as the hotel operator, we are generally entitled to a basic management fee which is calculated as a fixed percentage of the gross operating revenue of the hotel and an incentive fee linked to the gross operating profit of the hotel. Under some of the hotel management agreements, we may also receive a sales and marketing fee which is calculated as a fixed percentage of the room revenue of the hotel. As fees from our hotel management agreements are linked to achieving certain financial and performance criteria, our ability to meet these financial and performance criteria is subject to, among other things, risks common to the overall hotel sector, some of which may be outside our control. Further, under the franchise arrangement for the Leela Mumbai, we receive a fee which is linked to the costs incurred in providing certain centralized services, such as access to our reservations system, sales and marketing programs and guest loyalty programs.

The following table sets forth the breakdown of our total income by operating structure, in absolute terms and as a percentage of total income, for the period/years indicated:

Particulars	**For the two months ended May 31, 2024**		**For the Financial Year**					
			2024		**2023**		**2022**	
	(₹ in million)	***(% of total income)***	***(₹ in million)***	***(% of total income)***	***(₹ in million)***	***(% of total income)***	***(₹ in million)***	***(% of total income)***
Income from Owned Portfolio	1,577.18	92.92%	11,501.41	93.77%	8,231.59	91.13%	3,761.33	90.43%
Income from hotels under hotel management agreements with third-party hotel owners(1)	68.07	4.01%	497.08	4.05%	606.18	6.71%	255.94	6.15%
Income from other sources(2)	52.18	3.07%	266.51	2.17%	194.90	2.16%	142.22	3.42%
Total income	**1,697.43**	**100.00%**	**12,265.00**	**100.00%**	**9,032.67**	**100.00%**	**4,159.49**	**100.00%**

Notes:

(1) Includes income from The Leela Palace Jaipur up to May 27, 2023, which we held 50.00% ownership since May 3, 2021, and acquired the remaining 50.00% ownership on May 27, 2023.

(2) Includes income from hotel under a franchise arrangement with third-party hotel owner.

Our third-party hotel management agreements generally have initial terms ranging from 10 to 30 years, and typically provide for extensions for up to 10 years subject to mutual agreement of terms and conditions. In the event our relationships with the hotel owners deteriorate and our agreements with them are terminated, or if we are unable to enter into hotel management agreements for new hotels, our results of operations may be adversely affected.

For our Owned Portfolio, we incur upfront capital expenditures and all expenses on operating and managing the hotels. For our Managed Portfolio and the franchisee hotel, capital expenditure as well as operating expenses are typically borne by the hotel owners, except that in some cases, certain costs such as business promotion and payroll expenses are incurred by us and reimbursed by the hotel owners subsequently.

Accordingly, the mix of our Owned Portfolio and Managed Portfolio affects our revenues and costs.

Diversifying and creating adjacent sources of revenue

The income that we generate from our Portfolio comprises diverse revenue streams, including room revenue and non-room revenue, and management and operating fees from our Managed Portfolio. Our ability to diversify revenue sources from our Owned Portfolio as well as management and operating fees from our Managed Portfolio has had a significant impact on our results of operations. Set forth below is a component-wise breakdown of our revenue from operations for the Financial Years and periods indicated in absolute terms and as a percentage of our total revenue from operations:

(₹ in million except percentages)

Particulars	For the two months ended May 31, 2024		For the Financial Year					
			2024		2023		2022	
Room income	780.66	48.52%	6,150.58	52.50%	4,117.86	47.88%	1,721.91	45.30%
Revenue from food and beverages [(1)]	640.88	39.83%	4,317.12	36.85%	3,305.98	38.44%	1,546.93	40.70%
Management and other operating fees[(2)]	82.73	5.14%	594.97	5.08%	665.47	7.74%	293.43	7.72%
Other allied services[(3)]	74.93	4.66%	488.49	4.17%	387.28	4.50%	138.06	3.63%
Manpower services[(4)]	29.71	1.85%	163.37	1.39%	123.99	1.44%	100.74	2.65%
Total Revenue from operations	**1,608.91**	**100.00%**	**11,714.53**	**100.00%**	**8,600.58**	**100.00%**	**3,801.07**	**100.00%**

Notes:

(1) Revenue from food and beverages comprises revenues generated from the sale of food and beverages at our Owned Portfolio, from both outlets and banquets.

(2) Management and other operating fees (including reimbursements of costs incurred by us) relate to management fees earned from our Managed Portfolio.

(3) Other allied services include, among other things, laundry income, health club income, and airport transfers income.

(4) Manpower services consist of income related to supply of skilled manpower.

Our diversified Portfolio of 12 hotels strategically located across 10 key Indian business and leisure destinations, and our strong brand positioning have enabled us to grow our total revenue from operations to ₹11,714.53 million in the Financial Year 2024 from ₹3,801.07 million in the Financial Year 2022. The recovery in average occupancy and ARR (post the COVID-19 pandemic) across our Owned Portfolio, which increased from 43% to 67% and from ₹12,464 to ₹20,966 between the Financial Year 2022 and Financial Year 2024, respectively, led to an improvement in our room income, which is the most significant component of our revenue from operations. Further, our direct sales channels contributed 68.35% of our room income as of Financial Year 2024, which also further reflects our premium market positioning and brand strength in luxury hospitality.

Our room income is complemented by income generated from varied food and beverage options and curated experiences. Our hotels also serve as venues for corporate and other events that further complement our room revenue and revenue from food and beverages. By keeping-up with changing consumer trends, we expect to continue to increase our revenue from food and beverages and allied service offerings, and consequently, continue to diversify our sources of revenue.

At each of the hotels in our Portfolio, we aim to create a luxury 'ecosystem' for our guests comprising luxurious accommodations, curated experiences, and wellness programs and award-winning food and beverage options. This ecosystem caters to the evolving travel preferences of consumers towards differentiated experiential and immersive journeys, which allows us to drive superior revenue per available room. For the Financial Year 2024, the TRevPAR of our Owned Portfolio of ₹26,218 was 1.4 times of the luxury hospitality segment *(Source: HVS Report)*. Food and beverages revenue supplements room revenue and forms a significant source of income for hotels in India (*Source: HVS Report*). Food and beverages revenue per occupied room for the luxury hospitality segment in India is over 1.9 times of the overall industry in 2023 (*Source: HVS Report*).

Further, we also seek to capitalize on the strength of our well recognized luxury brand through complementary business extensions. We currently manage a residential club in one of Mumbai's luxury residential buildings and are looking to further expand this business. We are also looking to expand into The Leela-branded residential offerings for sale adjacent to The Leela branded hotels that we will develop in the future. Further, we aim to launch exclusive 'members only' clubs across select hotels in our Owned Portfolio, further diversifying our hospitality offerings. These initiatives are aimed at diversifying our revenue from operations.

Growth in our Portfolio from acquisitions and developments of hotels, and new hotel management agreements

We continue to grow our Portfolio through acquisitions and developments of new hotels and by entering into new hotel management agreements. We have grown our Portfolio from 2,495 keys at eight hotels as of March 31, 2019 to 3,382 keys at 12 hotels as of March 31, 2024 and continue to evaluate potential acquisitions, developments and hotel management agreements.

Our recent growth has been driven, in part, by additions to our Portfolio, in particular, The Leela Palace Jaipur. We began managing The Leela Palace Jaipur in September 2020 (pursuant to a hotel management agreement) and acquired 50.00% of the outstanding ownership interest in TPRPL, the company holding The Leela Palace Jaipur on May 3, 2021. Subsequent to the acquisition of this stake, we then refurbished and rebranded the hotel, and on May 27, 2023, acquired the remaining 50.00% of the outstanding ownership interest in TPRPL. Further, we plan to expand our Portfolio with eight new hotels aggregating approximately 833 keys or 24.63% of existing keys through 2028 that will be either developed, owned or managed by us. These are currently in various stages of acquisition and development. For additional details, please see "***Our Business – Hotel Pipeline and Development Process – Hotels under development***" on page 230.

Subsequent to the acquisition of a hotel or the entry into a new hotel management agreement, we plan our renovation in a phased manner and rebrand it. After renovation and rebranding, the hotels in our Portfolio generally experience an increase in ARR in the long-term, which leads to improved results of operations. We endeavor to renovate the hotels in our Portfolio in phases in order to continue to generate income from room rentals from parts of the hotels and sale of food and beverages during renovation. As we add, renovate or rebrand our Portfolio, an initial ramp-up period of sub-optimal performance is observed during which the occupancy rate of the hotel gradually increases and the operating expenses, which are relatively fixed, exceed the hotel revenue, which increases with the increase in occupancy rates. As these hotels mature, we seek to break-even and achieve profitability. Therefore, for any given period, the composition of mature and ramp-up assets in our Portfolio may affect our profitability.

The impact of hotel acquisitions, developments and management agreements, and renovations and rebranding on our results of operations and financial condition depends on various factors, including the size of each hotel's business and operations, its location and demand-supply dynamics in the region, the terms of the acquisition or management agreement, our ability to consummate transactions on acceptable terms and within anticipated timelines, and the amount of required capital and access to capital on acceptable terms (including terms of availability of indebtedness) for the acquisition, development and renovation of hotels. Further, construction or renovation timelines and development delays, renovation and construction cost overruns, time required to obtain necessary approvals and permits, time taken for ramp-up and stabilizing the hotel operations post opening and our ability to realize the anticipated growth opportunities and synergies may have an impact on our results of operations and financial condition. The timing of opening of new hotels and acquisitions may cause our revenues and profitability to fluctuate quarter to quarter.

Ability to improve "same-store" growth of our Portfolio

We have been, and continue to be, focused on improving same-store growth of the hotels in our Portfolio. To achieve this objective, we intend to undertake several measures – firstly, enhance existing properties, secondly, undertake targeted marketing initiatives, and, thirdly, improve cost efficiencies. These initiatives are aimed at driving growth in RevPAR and market share for our Owned Portfolio and Managed Portfolio, improving their profitability and, in turn, our ownership earnings and management fee revenues.

Since April 1, 2021, we have undertaken significant property improvement initiatives with a total capital expenditure of ₹6,546 million, of which 37.70% has been incurred as of May 31, 2024. The remaining enhancements are ongoing and are being targeted to be completed over the next 12-18 months (for additional details, please see "***Our Business – Our Strategies – Improve same-store growth and profit margins through proactive asset management***" on page 201). To the extent possible, practicable and permissible under local municipal and other regulations, we will continue to seek to expand our existing properties through densification of under-utilized space, identifying sub-optimal and ancillary areas which can be repurposed, re-modelled or retrofitted or through acquisitions of adjacent land parcels. These initiatives will allow us to enhance our offerings to attract a wider customer base and improve the overall guest experience, in turn resulting in higher occupancy and revenues.

Further, we also focus on revenue enhancement initiatives. We are upgrading our digital infrastructure to enhance customer engagement and operational efficiency. This encompasses implementing advanced property management systems, leveraging data analytics for personalized services, launching The Leela App, and enhancing our website's booking capabilities including virtual reality tours. We are also implementing a targeted approach to improving occupancy and ARR through an array of marketing initiatives and expansion of our global digital distribution partnerships.

In addition, we also expect to continue to enhance the performance of our hotels by improving operating efficiencies and optimizing costs. This includes driving staff productivity and efficiency through comprehensive training programs and introduction of energy saving and solar power generation initiatives that are both cost-efficient and environmentally friendly.

See also "***Risk Factors – We are exposed to risks associated with the renovation, development and expansion of new and existing hotels. Delays in the construction of new hotels or in the renovation of our existing hotels in our Portfolio may have an adverse effect on our business, financial condition and results of operations***" on page 34.

Competition

The hospitality industry in India and overseas is competitive and varies country to country and region to region. The hotels in our Portfolio compete with large multi-national and Indian brands in the geographies in which we operate. We tend to experience competition from hotel brands in the luxury segment. Our success is dependent on our ability to compete on a number of factors such as room rates, quality of accommodation, location of the hotels in our Portfolio, guest service standards, food and beverage options and brand recognition, among others.

We may also have to compete with new hotels that commence operations in the areas in which we operate. The supply of new hotel rooms in a particular location significantly affects our ability to increase rates charged to customers at our Portfolio. Supply in the luxury hospitality segment remains limited given high barriers to entry which include limited availability of suitable land parcels, securing requisite land use permissions and end-use restrictions, regulatory approvals and licenses and substantial capital and time investment needed to build a well-recognized and respected luxury brand, as well as to develop luxury hotels (*Source: HVS Report*). The demand-supply outlook for luxury hospitality segment continues to be favorable in India, with total demand for luxury rooms estimated to grow at a CAGR of 10.6% over Financial Year 2024 to Financial Year 2028 against supply growth of only 5.9% over the same period (*Source: HVS Report*).

Cyclicality and seasonality in the hospitality industry

The hospitality industry is cyclical, and demand generally follows, on a lagged basis, key macroeconomic indicators. Demand for hotel rooms, occupancy levels and ARRs experience increases and decreases through macroeconomic cycles. For example, in periods of increased economic activity, there is an increase in business travel, which has a direct positive impact on the demand for hotel rooms.

The combination of changes in economic conditions and in the supply of hotel rooms can result in significant volatility in the results of hotels. The costs of running a hotel, such as power, fuel and water costs, employee costs, and rental and real estate taxes, tend to be more fixed than variable. Due to high operating leverage, when demand for the hotels in our Portfolio decreases, the resulting decline in our revenues can have an adverse effect on our profits, net cash flows and margins. This effect can be especially pronounced during periods of economic contraction or slow economic growth. Similarly in times of economic upturns, when the demand for hotel rooms increases, due to high operating leverage, our profits and margins may increase disproportionately to the increase in revenues.

Further, consumer demand for the hotels in our Portfolio can subject our revenues and profits to significant volatility, and are largely affected by seasonal variations across the hospitality industry. While the specific periods during which the hotels in our Portfolio experience higher revenues vary from property to property, depending principally upon location, purpose of travel and the guests served, we generally experience higher revenues in the second half of the Financial Year in comparison to the first half of the Financial Year due to greater demand for domestic and international leisure travel during this period. Seasonality affects leisure travel, including weddings, as well as inbound foreign leisure travel, such that demand is relatively stronger during the October to March period. During this period, we typically see an increase in ARR and average occupancy rates. Our revenues are generally higher during the second half of each Financial Year due to greater demand for domestic and international leisure travel during this period. Business travel is generally more consistent throughout the year. As a result, our revenues are generally higher during the second half of each Financial Year and seasonality can be expected to cause quarterly fluctuations in our revenues and profits especially for leisure travel destinations such as Jaipur (Rajasthan) and Udaipur (Rajasthan).

Government regulations and policies

Our business is subject to significant governmental regulation, particularly in relation to with respect to, among others, safety, health, environmental, real estate, food, excise, property tax and labor laws. In connection with our ownership of hotels and development of hotels, we are also subject to a variety of national, state and local laws and regulations relating to environmental laws. Under some of these laws, a current or former owner or operator of real estate property may be held liable for the costs of investigating or remediating hazardous or toxic substances or wastes on, under or in such real property, as well as third-party sites where the owner or operator sent wastes for disposal. The costs of investigating or remediating contamination, at our properties or at properties where we sent substances or wastes for disposal, may be substantial.

We are also subject to laws and regulations governing relationships with employees in such areas as minimum wages and maximum working hours, overtime, working conditions, hiring and termination of employees, contract labor and work permits and maintenance of regulatory/statutory records. We are also subject to regulations relating to the sale and service of food, alcoholic and non-alcoholic beverages and hosting of events and weddings at the hotels in our Portfolio. These regulations and policies can be extensive and amended periodically. Any delay in complying with such reporting requirements within the prescribed timelines could expose us to potential litigation and penal action. Similarly, we are required to seek music licenses for playing music which is subject to copyright at the hotels in our Portfolio. Failure to seek such licenses could result in litigation.

Historically, we were not subject to current tax on the account of our net tax losses. Going forward, on account of our corporate restructuring, our accumulated tax losses will lapse, and tax would be applicable on taxable profits.

The extensive regulatory structure within which we operate may constrain our flexibility to respond to market conditions, competition or changes in our cost structure, which could have an adverse effect on our business and prospects. See also "***Risk Factors – We are subject to extensive government regulation with respect to safety, health, environmental, real estate, food, excise, tax and labor laws. Any non-compliance with, or changes in, regulations applicable to us may adversely affect our business, reputation, results of operations and financial condition***" on page 57 and "***Key Regulations and Policies in India***" on page 240.

Description of Key Operating Metrics

We use various financial and operational parameters to monitor the financial condition and operating performance of our Portfolio. Certain statistical and comparative data that is commonly used within the hospitality industry to evaluate a hotel's financial and operating performance include:

- *Average Occupancy*: Average occupancy represents the total number of room nights sold expressed as a percentage of the total number of room nights available in a given period/year. Occupancy measures the utilization of our Portfolio's available capacity. We use occupancy to gauge demand at our Portfolio in a given period. Occupancy levels also help us determine achievable ARR levels as demand for hotel rooms increase or decrease.

- *Average Room Rate*: ARR represents room revenue divided by total number of room nights sold in a given period/year. ARR does not include Revenue from food and beverages and other allied services. ARR measures the average room price attained by a hotel and ARR trends provide meaningful information relating to pricing policies and the nature of the guest base of a hotel.

- *Revenue Per Available Room*: RevPAR represents the room revenue generated per available room calculated by multiplying the ARR charged and the average occupancy achieved in a given period/year. RevPAR is a meaningful indicator of our performance as it provides a metric correlated to two primary and key drivers of operations at a hotel, i.e., Average Occupancy and ARR.

- *Total Revenue Per Available Room:* TRevPAR represent total revenue from our owned hotels portfolio during a given period/ year divided by the total available room nights in that period/ year. It includes data for The Leela Palace Jaipur for all the 3 fiscal years.

Material Accounting Policies

Foreign Currency Translation

Functional and presentation currency

Our functional currency is Indian Rupee.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in statement of profit and loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in that foreign operation. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/(losses).

Subsequent measurement

Foreign currency transactions subsequently are accounted using the exchange rates as at that date and difference, if any, between the exchange rates as at the subsequent date and the date of the balance sheet is recognized as income or expense in the Statement of Profit and Loss.

Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

Earnings Per Share

Basic earnings per share is computed by dividing the profit or loss after tax by the weighted average number of equity shares outstanding during the year adjusting the bonus element for all the reported period arising on account of issue of equity shares on rights and including potential equity shares on compulsory convertible debentures. Diluted earnings per share is computed by dividing the profit/(loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share adjusted for the effects of all dilutive potential equity shares. Ordinary shares that will be issued upon the conversion of a mandatorily convertible instrument are included in the calculation of basic earnings per share from the date the contract is entered into.

Revenue Recognition and Other Income

Revenue is recognized at an amount that reflects the consideration to which we expect to be entitled in exchange for transferring the goods or services to a customer, i.e., on transfer of control of the goods or service to the customer. Revenue from sales of goods or rendering of services is net of indirect taxes, returns and discounts.

Income from operations

Rooms, food and beverage and banquets: Revenue is recognized at the transaction price that is allocated to the performance obligation. Revenue includes room revenue, food and beverage sale and banquet services which is recognized once the rooms are occupied, food and beverages are sold and banquet services have been provided as per the contract with the customer.

Management and other operating fees: Management fees earned from hotels managed by us are usually under long-term contracts with the hotel owner. Under the contract, our performance obligation is to provide hotel management services and a license to use our brand name and other intellectual property. As compensation for such services, we are generally entitled to receive:

- Base fees: which are a percentage of the revenue of properties;
- Incentive fees: which are generally based on a measure of hotel profitability; and
- Marketing fees: which are generally based on room revenue of the properties.

Entire consideration (i.e., base fees, incentive fees and marketing fees) is a variable consideration, as the transaction price is based on a percentage of revenue or profit, as defined in each contract. We recognize all fees on a monthly basis over the term of the agreement as those amounts become payable, as long as we do not expect a significant reversal due to projected future hotel performance or cash flows in future periods.

Cost recoverable*:* Under the management agreements, we are entitled to be reimbursed for certain costs that we incur on behalf of the managed properties. These costs primarily consist of business promotion, payroll, travelling and related expenses at managed properties where we are employer of the employees at the properties and include certain operational and administrative costs as provided for in our contracts with the owners. We are entitled to reimbursement in the period it incur the related reimbursable costs, which we recognize within the "Management and other operating fees" under revenue from operations caption of our statements of profit and loss.

Membership fees: Membership fee income primarily consists of membership fees received from club and spa services. In respect of performance obligations satisfied over a period of time, revenue is recognized at the allocated transaction price on a time-proportion basis.

Manpower services: Manpower services consists of income related to supply of skilled manpower. The performance obligation for manpower services is satisfied over the period of time. Revenue is recognized by applying as invoiced practical expedient.

Other allied services: In relation to laundry income, communication income, health club income, airport transfers income and other allied services, the revenue has been recognized with reference to the time of service rendered.

Some contracts include multiple performance obligations, such as sale of food and beverages and room revenue. These are considered as separate performance obligations as, the customer can benefit from the good or service on our own and the good or services are distinct within the context of the contract. Where the contracts include multiple performance obligations, the transaction price will be allocated to each performance obligation based on the stand-alone selling prices.

Contract balances: A contract asset i.e., unbilled revenue is recognized in respect of those performance obligations where the control of the goods has been transferred to the buyer or services are provided to the customer, and only the act of invoicing is pending.

A contract liability is the obligation to transfer services to a customer for which we have received consideration from the customer. If a customer pays consideration before we transfer goods or services to the customer, a contract liability is recognized when the payment is made. Contract liabilities are recognized as revenue when we perform under the contract.

Interest income: Interest income is recognized on a time proportion basis taking into account amount outstanding and using effective interest rate method.

Space and shop rentals: Rentals consist of rental revenue earned from letting of spaces for retail and office at the properties. Revenue is recognized over the tenure of the lease/service agreement on a straight line basis over the term of the lease, except where the rentals are structured to increase in line with expected general inflation, and except where there is uncertainty of ultimate collection.

Government grants: Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and we will comply with all attached conditions.

Property, Plant and Equipment

Property, plant and equipment are stated at cost which includes capitalized borrowing costs, less accumulated depreciation (other than freehold land) and accumulated impairment losses, if any.

All property, plant and equipment are initially recorded at cost. Cost includes the acquisition cost or the cost of construction, including duties and non-refundable taxes, expenses directly related to bringing the asset to the location and condition necessary for making them operational for their intended use. Initial estimate of costs of dismantling and removing the item and restoring the site on which it is located is also included if there is an obligation to restore it.

Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to us and the cost of the item can be measured reliably.

An asset's carrying amount is written down immediately to our recoverable amount if the asset's carrying amount is greater than our estimated recoverable amount.

Depreciation is charged to the statement of profit and loss so as to expense the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight line method, as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets had been re-assessed as under based on technical evaluation, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support, among others.

The useful lives have been determined as per the useful life prescribed in Schedule II to the Companies Act, 2013 or as per technical assessment. The residual values are not more than 5% of the original cost of the asset.

Based on the above, the estimated useful lives of the property, plant and equipment are as follows:

Category of assets	**Useful life as per Schedule II** *(in years)*	**Useful life as per technical assessment** *(in years)*
Buildings	60	60
Plant and machinery	15	3 to 15
Plant and machinery –- Windmill	25	25
Leasehold improvements	NA	Lower of lease term or useful life
Furniture and fixtures	8	8 and 15
Office equipment	3 to 5	As per Schedule II / 5
Computers	3	As per Schedule II / 3
Data processing units	6	As per Schedule II / 6
Vehicles	6	As per Schedule II / 6 to 8

Freehold land is not depreciated. The assets' useful lives and residual values are reviewed at the balance sheet date and the effect of any changes in estimates are accounted for on a prospective basis. An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the statement of profit and loss.

On transition to Ind AS, we have elected to fair value our property, plant and equipment recognized as of April 1, 2022 (transition date) in the entities where the Ind AS was implemented for the first time and used that fair value as the deemed cost of the property, plant and equipment. We have determined the fair value of the assets as at April 1, 2021 based on the transition date fair value as on April 1, 2022 by applying the roll back adjustment in accordance with the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by ICAI.

Capital work-in-progress represents projects under which the property, plant and equipment are not yet ready for their intended use and are carried at cost determined as aforesaid.

Investment Properties

Investment properties, principally office buildings, are held for long-term rental yields and are not occupied by us. They are carried at cost. Investment properties are depreciated using the straight-line method to allocate the cost of assets over their estimated useful lives. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any. Investment properties generally have useful lives of 60 years for building and land is not depreciated. The useful lives have been taken as per schedule II. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized only when future economic benefits associated with the expenditure will flow to us and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized. Investment properties under construction are carried individually at cost less impairment, if any. Impairment of investment properties is determined in accordance with policy stated for impairment of assets.

Intangible Assets and Goodwill

Intangible assets include cost of acquired software and designs, cost incurred for development of our website, certain contract acquisition costs, brand and goodwill. Intangible assets are initially measured at acquisition cost including any directly attributable costs of preparing the asset for our intended use and are carried at cost less accumulated amortization and accumulated impairment losses. Expenditure on projects which are not yet ready for intended use are carried as intangible assets under development. Intangible assets with finite lives are amortized over their estimated useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Intangible assets are amortized on a straight-line basis over the period in which economic benefits will be derived from their use. The amortization period and the amortization method are reviewed at least each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

Goodwill on acquisitions of business is included in intangible assets note. Goodwill is not amortized but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold. Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose.

On transition to Ind AS, we have elected to use previous GAAP carrying value as deemed cost for intangible assets as of April 1, 2022 (transition date) in the entities where the Ind AS was implemented for the first time. We have determined the previous GAAP carrying value as deemed cost as at April 1, 2021 by applying the same principle as on the transition date as on April 1, 2022 which is in accordance with the Guidance Note on Reports in Company Prospectuses issued by ICAI.

Based on the above, the estimated useful lives of the intangible assets are as follows:

Category of assets	**Useful life *(in years)***
Computer software	6
Right to access the parking space	60
Brand	5
Management agreements	5 years or term of the contract
Website	3
Customer relationship	5

Impairment of Assets

Assets that are subject to depreciation and amortization are reviewed for impairment periodically including whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset’s carrying amount exceeds our recoverable amount. Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. Where the asset does not generate cash flows that are independent from other assets, we estimate the recoverable amount of the cash generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than our carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to our recoverable amount. An impairment loss is recognized immediately in the statement of profit and loss. When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of our recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss for non-financial assets other than goodwill is recognized immediately in the Statement of Profit and Loss to the extent that it eliminates the impairment loss which has been recognized for the asset in prior years.

Income tax

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognized in the Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income or directly in equity, in which case, the current and deferred tax are also recognized in Other Comprehensive Income or directly in equity, respectively.

<u>Current tax</u>

Current tax expenses are accounted in the same period to which the revenue and expenses relate. Provision for current income tax is made for the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the applicable tax rates and the prevailing tax laws.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

<u>Deferred tax</u>

Deferred tax is recognized using the balance sheet approach. Deferred tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred tax arises from the initial recognition of goodwill, temporary differences related to investments in subsidiaries to the extent that we are able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss and does not give rise to equal taxable and deductible temporary differences at the time of the transaction. Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profit will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognize a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on our business plans of. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized, such reductions are reversed when the probability of future taxable profits improves. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantially enacted by the end of the reporting period. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and we intend to settle our current tax assets and liabilities on a net basis.

Employee benefits

<u>Short term employee benefits</u>

All employee benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are classified as short-term employee benefits. These benefits include salary, wages and bonus, short term compensated absences such as paid annual leave and sickness leave. The undiscounted amount of short-term employee benefits (including compensated absences) expected to be paid in exchange for the services rendered by employees is recognized as an expense during the period of rendering of service by the employee.

The obligations are presented as current liabilities in the balance sheet if we do not have an unconditional right to defer the settlement for at least twelve months after the reporting date.

<u>Long term employee benefits</u>

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Our contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are recognized as an expense when employees have rendered service entitling them to the contributions.

Defined benefit plans

Our gratuity scheme is a defined benefit plan. Our net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods, that benefit is discounted to determine our present value and the fair value of any plan assets are deducted.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation by an independent actuary using the projected unit credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on government securities as at the balance sheet date. When the calculation results in a potential asset for us, the recognized asset is limited to the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan (the "asset ceiling").

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in statement of profit and loss as past service cost.

Other long-term employee benefits

Compensated absences

The employees can carry forward a portion of the unutilized accrued compensated absences beyond twelve months and utilize it in future service periods or received cash compensation on termination of employment. We records obligation for compensated absences in the period in which the employee renders services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method. The discount rates used for determining the present value of the liability is based on the market yields on Government securities as at the balance sheet date. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in the statement of profit and loss.

Inventories

Stock of food and beverages and stores and operating supplies are carried at the lower of cost (computed on a weighted average basis) or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Cost includes the fair value of consideration paid including duties and taxes (other than those refundable), inward freight and other expenditure directly attributable to the purchase. Trade discounts and rebates are deducted in determining the cost of purchase.

Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when we have a binding present obligation. This may be either legal because it derives from a contract, legislation or other operation of law, or constructive because we created valid expectations on the part of third parties by accepting certain responsibilities. To record such an obligation it must be probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation. The amount recognized as a provision and the indicated time range of the outflow of economic benefits are the best estimate (most probable outcome) of the expenditure required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. Non-current provisions are discounted for giving the effect of time value of money.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within our control or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

A contingent asset is not recognized but disclosed in the financial statements where an inflow of economic benefit is probable.

Provisions, contingent assets and contingent liabilities are reviewed at each balance sheet date.

Financial Instruments

<u>Classification</u>

We classify the financial assets in the following measurement categories

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those to be measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.

<u>Recognition</u>

Regular way purchases and sales of financial assets are recognized on trade-date, being the date on which we commits to purchase or sale the financial asset.

<u>Measurement</u>

At initial recognition, we measure a financial asset at our fair value (trade receivables is measured at transaction price) plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in statement of profit and loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on our business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which we classify our debt instruments:

- *Amortized cost*: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in other income using the effective interest rate method. Any gain or loss arising on derecognition is recognized directly in statement of profit and loss and presented in other gains/(losses). Impairment losses are presented as separate line item in the statement of profit and loss.
- *Fair value through other comprehensive income ("FVOCI")*: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognized in statement of profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains/(losses). Interest income from these financial assets is

included in other income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in statement of profit and loss.

- *Fair value through profit or loss*: Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through statement of profit and loss is recognized in statement of profit and loss and presented net within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments

We subsequently measure all equity investments at fair value. Where our management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments are recognized in statement of profit and loss as other income when our right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognized in other gain/(losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Compound financial instruments

Compound financial instruments issued by us comprise convertible debentures denominated in Rupees that can be converted to equity shares at the option of the holder during the tenure of the instrument, when the number of shares to be issued is fixed and does not vary with changes in fair value. The liability component of compound financial instruments is initially recognized at the fair value of a similar liability that does not have an equity conversion option. The equity component is initially recognized at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts. Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortized cost using the effective interest method. The equity component of a compound financial instrument is not remeasured subsequently. Interest related to the financial liability is recognized in statement of profit and loss (unless it qualified for inclusion in the cost of an asset). On conversion at maturity, the financial liability is reclassified to equity and no gain or loss is recognized.

Trade and other receivables

Trade receivables are measured at their transaction price unless it contains a significant financing component in accordance with Ind AS 115 or pricing adjustments embedded in the contract. They are subsequently measured at amortized cost using the effective interest method, less loss allowance.

Other receivables are recognized initially at fair value plus or minus transaction costs and subsequently measured at amortized cost using the effective interest method, less loss allowance.

Classification & measurement of financial liabilities

<u>Trade and other payables</u>

Trade payables are initially measured at fair value, and are subsequently measured at amortized cost, using the effective interest rate method. If payment is expected in one year or less, they are classified as current liabilities. If not, they are presented as non-current liabilities.

<u>Borrowings</u>

Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the statement of profit and loss over the period of the borrowings using the effective interest rate method.

Borrowings are classified as non-current liabilities if we have an unconditional right to defer settlement of the liability for at least 12 months after the statement of financial position date. If not, they are presented under current borrowings.

Derecognition of financial asset & financial liabilities

A financial asset (or, a part of a financial asset) is primarily derecognized when:

(i) The contractual right to receive cash flows from the financial assets expire, or

(ii) We transfer the financial assets or our right to receive cash flow from the financial assets and substantially all the risks and rewards of ownership of the asset to another party.

A financial liability (or, a part of financial liability) is derecognized when the obligation specified in the contract is discharged or cancelled or expires.

Gain or loss on derecognition

Gain or loss on derecognition of a financial asset or liability measured at amortized cost is recognized in the statement of comprehensive income at the time of derecognition. Derecognition gain/loss on financial assets other than equity instruments measured at FVOCI is recycled to profit or loss. Gain or loss on derecognition of equity instruments measured at FVOCI is never recycled to profit or loss.

Impairment of financial assets

We assess on a forward-looking basis the expected credit losses associated with our debt instruments carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, we apply the simplified approach permitted by Ind AS 109, which requires expected lifetime losses to be recognized from initial recognition of the receivables. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in a provision matrix. For other financial assets (not being equity instruments or debt instruments measured subsequently at FVTPL) the expected credit losses are measured at the 12 month expected credit losses or an amount equal to the lifetime expected credit losses if there has been a significant increase in credit risk since initial recognition.

Offsetting of financial asset and liabilities

Financial assets and liabilities are offset and the net amount reported in the balance sheet where we currently have a legally enforceable right to offset the recognized amounts, and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

Leases

As a lessee

On inception of a contract, we assess whether it contains a lease. A contract contains a lease when it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The right to use the asset and the obligation under the lease to make payments are recognized in our statement of financial position as a right-of-use asset and a lease liability.

Right of use assets

The right-of- use asset recognized at lease commencement includes the amount of lease liability recognized, initial direct costs incurred, and lease payments made at or before the commencement date, less any lease incentives received. Right-of-use assets are depreciated over the shorter of the asset's estimated useful life and the lease term. Right-of-use assets are also adjusted for any re-measurement of lease liabilities and are subject to impairment testing. Residual value is reassessed annually.

Lease Liabilities

The lease liability is initially measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments (including 'in-substance fixed' payments) and variable lease payments that depend on an index or a rate, less any lease incentives receivable, lease payments in an optimal renewal period if we are reasonably certain to exercise an extension option and payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease. ‘In-substance fixed’ payments are payments that may, in form, contain variability but that, in substance, are unavoidable. In calculating the present value of lease payments, we uses our incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease term includes periods subject to extension options which we are reasonably certain to exercise and excludes the effect of early termination options where we are reasonably certain that it will not exercise the option. Minimum lease payments include exercise price and a purchase option if we are reasonably certain it will purchase the underlying asset after the lease term.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the ‘in-substance fixed’ lease payments or as a result of a rent review or change in the relevant index or rate.

Variable lease

Variable lease payments that do not depend on an index or a rate are recognized as an expense in the period over which the event or condition that triggers the payment occurs.

Short-Term Leases and Leases of Low-Value Assets

We have opted not to apply the lease accounting model to leases of low-value assets or leases which have a lease term of 12 months or less and do not contain any purchase option. Costs associated with such leases are recognized as an expense on a straight-line basis over the lease term.

Disclosure of lease liabilities and right of use assets in balance sheet

We present right-of-use assets that do not meet the definition of investment property and property, plant and equipment separately in the balance sheet and lease liabilities separately in the balance sheet within financial liabilities.

As a lessor

Leases for which our is a lessor are classified as a finance or operating lease. For operating leases, rental income is recognized on a straight-line basis over the term of the relevant lease.

Classification of lease

To classify each lease, we as lessor make an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease, if not, it is an operating lease. As part of this assessment, we consider certain indicators such as whether the lease is for the major part of the economic life of the asset.

Borrowing Costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for our intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. Other borrowing costs are expensed in the period in which they are incurred.

Business Combination

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The acquisition date is the date on which control is transferred to the acquirer. Judgement is applied in determining the acquisition date and determining whether control is transferred from one party to another.

The excess of the consideration transferred over the fair value of the net identifiable assets acquired is recorded as goodwill. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition.

Goodwill is not amortized but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses.

Common control business combination refers to a business combination involving companies in which all the combining companies are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory. Business combinations involving companies or businesses under common control have been accounted for using the pooling of interest method. The assets, liabilities and reserves of the combining companies are reflected at their carrying amounts. No adjustments have been made to reflect fair values, or to recognize any new assets or liabilities.

The financial information in the Restated Consolidated Financial Information in respect of prior periods have been restated as if the business combination had occurred from the beginning of the earliest period presented in these Restated Consolidated Financial Information, irrespective of the actual date of the combination. However, if business combination had occurred after that date, the prior period information has been restated only from that date.

The difference, if any, between the purchase consideration paid either in the form of share capital or cash or other assets and the amount of share capital of the entities acquired is transferred to capital reserve in case of credit balance and common control adjustment deficit account in case of debit balance and presented separately from other reserves within equity.

Statement of cash flows

Cash flows from operating activities are reported using the indirect method, whereby profit/(loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted in the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The management assesses the financial performance and position of the group and makes strategic decisions. The chief operating decision maker is our board of directors. Refer to Note 36 of the financial statements for segment information presented.

Key Components of our Statement of Profit and Loss

The following descriptions set forth information with respect to the key components of our statement of profit and loss.

Total Income

Total income consists of revenue from operations and other income.

Revenue from operations. Revenue from operations comprises revenue from sale of products and services at the hotels in our Portfolio.

- Revenue from sale of products comprises revenues from sale of food and beverages.
- Revenue from sale of services comprises (i) room income, which is income received from occupied rooms and suites at our owned hotels, (ii) manpower services, which comprises reimbursement of employee costs at The Leela Gandhinagar for the employees deployed at such hotel, (iii) management

and other operating fees, which comprises income from hotel management agreements with third-party hotel owners who have provided their hotel assets to us to manage, reimbursements of expenses and other charges from managed and franchised hotels and (iv) other allied services, which is income from laundry services, spa and health club usage income, airport transport income and membership fee income, among others.

Other income. The primary components of other income include (i) interest income from deposits with banks and other sources, (ii) income from rental and related services, which comprises income from rental of shops and other spaces primarily at The Leela Palace Bengaluru, (iii) income from Government grant in connection with The Leela Palace Jaipur, and (iv) miscellaneous income.

Expenses

Expenses consist of cost of food and beverages consumed, employee benefits expense, finance costs and depreciation and amortization expenses and other expenses.

Cost of food and beverages consumed. Cost of food and beverages consumed comprises costs from consumption of all food and beverage items (including alcoholic and non-alcoholic beverages), groceries and food staples at the hotels in our Portfolio (at restaurants and banquets and within room service).

Employee benefits expense. Employee benefits expense comprises salaries, wages and bonus, contribution to provident fund and other funds, staff welfare expenses, gratuity and compensated absences.

Finance costs. Finance costs comprises interest expense on rupee term loan, non-convertible bonds, working capital term loans, liability component of compound financial instruments, lease liabilities, bank overdraft, unwinding of provision and liability, security deposit and others.

Depreciation and amortization expense. Depreciation and amortization expense comprises depreciation of property, plant and equipment, depreciation of right-of-use assets (such as leases), depreciation on investment property and amortization of other intangible assets (such as software and licenses).

Other expenses. The primary components of other expenses include expenses for consumption of stores and other supplies, power and fuel, repair and maintenance of buildings, plant and machinery and others, sales and credit card commission, business promotion (i.e., marketing and branding expenses), rates and taxes, legal and professional fees, net impairment losses on financial assets, travelling and conveyance, guest transport, corporate and social responsibility expenses, insurance, communication, printing and stationary and miscellaneous expenses.

Tax expense

Tax expense primarily consists of current tax and deferred tax expenses.

Our Results of Operations

The following table sets forth select financial data from our Restated Consolidated Statement of Profit and Loss for the two months ended May 31, 2024, and the Financial Years 2024, 2023 and 2022, the components of which are also expressed as a percentage of total income for such years:

Particulars	**For the two months ended May 31, 2024**		**For the Financial Year**					
			2024		**2023**		**2022**	
	(₹ in millions)	***(% of total income)***	***(₹ in millions)***	***(% of total income)***	***(₹ in millions)***	***(% of total income)***	***(₹ in millions)***	***(% of total income)***
Income								
Revenue from operations	1,608.91	94.79%	11,714.53	95.51%	8,600.58	95.22%	3,801.07	91.38%
Other income	88.52	5.21%	550.47	4.49%	432.09	4.78%	358.42	8.62%
Total income	**1,697.43**	**100.00%**	**12,265.00**	**100.00%**	**9,032.67**	**100.00%**	**4,159.49**	**100.00%**
Expenses								
Cost of food and beverages consumed	132.45	7.80%	849.80	6.93%	669.31	7.41%	365.85	8.80%
Employee benefits expense*	446.56	26.31%	2,342.86	19.10%	1,731.73	19.17%	1,282.43	30.83%

Particulars	For the two months ended May 31, 2024		For the Financial Year					
			2024		2023		2022	
	(₹ in millions)	*(% of total income)*	*(₹ in millions)*	*(% of total income)*	*(₹ in millions)*	*(% of total income)*	*(₹ in millions)*	*(% of total income)*
Finance costs	735.55	43.33%	4,326.21	35.27%	3,591.43	39.76%	3,249.08	78.11%
Depreciation and amortization expenses	256.85	15.13%	1,479.76	12.06%	1,250.45	13.84%	1,305.82	31.39%
Other expenses	500.93	29.51%	3,072.08	25.05%	2,395.34	26.52%	1,634.02	39.28%
Total expenses	**2,072.34**	**122.09%**	**12,070.71**	**98.42%**	**9,638.26**	**106.70%**	**7,837.20**	**188.42%**
Restated profit/(loss) before tax	**(374.91)**	**(22.09)%**	**194.29**	**1.58%**	**(605.59)**	**(6.70)%**	**(3,677.71)**	**(88.42)%**
Income tax expense/(credit)								
Current tax	8.56	0.50%	194.19	1.58%	-	-	-	-
Deferred tax	(19.60)	(1.15)%	21.37	0.17%	11.20	0.12%	(479.42)	(11.53)%
Total tax expense/(credit)	**(11.04)**	**(0.65)%**	**215.56**	**1.76%**	**11.20**	**0.12%**	**(479.42)**	**(11.53)%**
Restated (loss) for the period/year	**(363.87)**	**(21.44)%**	**(21.27)**	**(0.17)%**	**(616.79)**	**(6.83)%**	**(3,198.29)**	**(76.89)%**

[*] Employee benefit expenses includes employee costs pertaining to (a) our Owned Portfolio (b) Schloss Gandhinagar (where employees are under our direct payroll and we bill the hotel owner expenses) and (c) Schloss HMA (our corporate employees).

Notes:

1. *We acquired 50.00% of the equity of TPRPL, the company holding The Leela Palace Jaipur, on May 3, 2021, and the remaining 50.00% on May 27, 2023. Hence, such company's financial statements have been consolidated as a wholly-owned subsidiary from May 27, 2023.*
2. *The financial statements of Schloss Tadoba and MPPL were consolidated with effect from June 2, 2022 and June 7, 2022, respectively.*

For the two months ended May 31, 2024

Total income. Total income for the two months ended May 31, 2024 was ₹1,697.43 million and comprised revenue from operations and other income.

Revenue from operations. Revenue from operations for the two months ended May 31, 2024 was ₹1,608.91 million and primarily comprised room income of ₹780.66 million, revenue from food and beverages of ₹640.88 million, manpower services of ₹29.71 million, management and other operating fees of ₹82.73 million and other allied services of ₹74.93 million.

Other income. Other income for the two months ended May 31, 2024 was ₹88.52 million and primarily comprised interest income on deposits with banks of ₹34.16 million and income from rental and related services of ₹36.12 million.

Expenses. Total expenses for the two months ended May 31, 2024 was ₹2,072.34 million and comprised cost of food and beverages consumed, employee benefits expense, finance costs, depreciation and amortization expenses and other expenses.

Cost of food and beverages consumed. Cost of food and beverages consumed was ₹132.45 million for the two months ended May 31, 2024.

Employee benefits expense. Employee benefits expenses was ₹446.56 million for the two months ended May 31, 2024 and primarily comprised salaries, wages and bonus of ₹383.80 million and staff welfare expenses of ₹27.55 million.

Finance costs. Finance costs was ₹735.55 million for the two months ended May 31, 2024 and primarily comprised interest expenses on rupee term loans of ₹516.33 million and non-convertible bonds of ₹86.59 million, liability component of compound financial instruments of ₹88.12 million, and lease liabilities and others of ₹34.91 million.

Depreciation and amortization expense. Depreciation and amortization expenses was ₹256.85 million for the two months ended May 31, 2024 and primarily comprised depreciation on property, plant and equipment of ₹168.57 million and amortization of intangible assets of ₹67.58 million.

Other expenses. Other expenses was ₹500.93 million for the two months ended May 31, 2024 and primarily comprised consumption of stores and operating supplies of ₹48.05 million, power and fuel costs of ₹78.87 million, repairs and maintenance on buildings of ₹22.75 million, repairs and maintenance on plant and machinery of ₹16.37 million and repairs and maintenance on others of ₹29.32 million, sales and credit card commission of ₹51.56

million, business promotion expenses of ₹85.14 million, rates and taxes of ₹38.97 million and miscellaneous expenses of ₹57.58 million.

Financial Year 2024 compared to Financial Year 2023

Our results of operations for the Financial Year 2024 as compared to the Financial Year 2023 were particularly affected by improved performance in the ARR for our Owned Portfolio by 22% to ₹20,966 for the Financial Year 2024 from ₹17,248 for the Financial Year 2023, the RevPAR of our Owned Portfolio by 22% to ₹14,030 for the Financial Year 2024 from ₹11,475 for the Financial Year 2023 as well as the effect of consolidation of 100% of the outstanding equity interest in the company holding The Leela Palace Jaipur from May 27, 2023 ("**The Leela Palace Jaipur Acquisition**").

Total income. Total income increased by 35.78% to ₹12,265.00 million for the Financial Year 2024 from ₹9,032.67 million for the Financial Year 2023, due to increases in revenue from operations and other income. The revenue from our Owned Portfolio accounted for 93.77% of our total income in the Financial Year 2024.

Revenue from operations. Revenue from operations increased by 36.21% to ₹11,714.53 million for the Financial Year 2024 from ₹8,600.58 million for the Financial Year 2023, primarily due to increases in:

1. room income to ₹6,150.58 million for the Financial Year 2024 from ₹4,117.86 million for the Financial Year 2023, primarily due to the effect of The Leela Palace Jaipur Acquisition and a 21.56% increase in our ARR for the Financial Year 2024 for our Owned Portfolio as compared to the Financial Year 2023 resulting in an increase in room income. The material contributors to the increase in our ARR were The Leela Palace hotels in New Delhi (Delhi), Bengaluru (Karnataka) and Chennai (Tamil Nadu);

2. revenue from food and beverages to ₹4,317.12 million for the Financial Year 2024 from ₹3,305.98 million for the Financial Year 2023, primarily due to higher average revenues per cover, the effect of The Leela Palace Jaipur Acquisition, promotions, events and experiences offered by our restaurants and bars and the increase in consumers driven by our digital marketing campaigns;

3. other allied services to ₹488.49 million for the Financial Year 2024 from ₹387.28 million for the Financial Year 2023, primarily due to the effect of The Leela Palace Jaipur Acquisition, the increase in average occupancy levels and in line with growth of revenues; and

4. manpower services to ₹163.37 million for the Financial Year 2024 from ₹123.99 million for the Financial Year 2023, in line with growth of revenues recognized by The Leela Gandhinagar.

Further, management and other operating fees across six of our managed hotels (excluding The Leela Palace Jaipur, which we fully acquired in May 2023), including reimbursement of expenses and other charges from our managed and franchised hotels increased from ₹528.4 million to ₹592.1 million. We recognized only two months of management fees for The Leela Palace Jaipur during the Financial Year 2024 as compared to twelve months of such fees during the Financial Yefar 2023 (as a result of the effect of The Leela Palace Jaipur Acquisition). Additionally, the management agreement for The Leela Goa was terminated in October 2022. As a result, our consolidated management and other operating fees decreased to ₹594.97 million for the Financial Year 2024 from ₹665.47 million for the Financial Year 2023, which partially offsets the increases in our revenue from operations mentioned above.

Other income. Other income increased by 27.40% to ₹550.47 million for the Financial Year 2024 from ₹432.09 million for the Financial Year 2023, primarily due to (i) an increase in interest income on deposits with banks to ₹201.06 million for the Financial Year 2024 from ₹131.02 million for the Financial Year 2023, which was driven by the effect of The Leela Palace Jaipur Acquisition and the increase in average amount of deposits placed with banks, (ii) the payment of a grant by the Government of Rajasthan of ₹64.50 million under the Rajasthan Investment Promotion Scheme, 2014, and (iii) a gain on cancellation of leases amounting to ₹8.58 million in the Financial Year 2024, due to termination of certain leases in the Galleria at The Leela Palace Bengaluru in order to renovate the space. Income from rental and related services amounted to ₹217.89 million in Financial Year 2024 and ₹228.61 million in Financial Year 2023.

Expenses. Our total expenses increased by 25.24% to ₹12,070.71 million for the Financial Year 2024 from ₹9,638.26 million for the Financial Year 2023, comparatively less than the 35.78% increase in our total income during the same years, primarily on account of operating leverage.

Cost of food and beverages consumed. Cost of food and beverages consumed increased by 26.97% to ₹849.80 million for the Financial Year 2024 from ₹669.31 million for the Financial Year 2023 as a result of the increase in consumption of food and beverages partially offset by improvements in procurement of food and beverages by us. The increase in our cost of food and beverages consumed is comparatively less than the 30.59% increase in our revenue from food and beverages over the same years. Further, our cost of food and beverages consumed as a percentage of our revenues from sale of food and beverages reduced to 19.68% for the Financial Year 2024, compared to 20.25% for the Financial Year 2023, driven by value-driven premium menu pricing and effective procurement.

Employee benefits expense. Employee benefits expense increased by 35.29% to ₹2,342.86 million for the Financial Year 2024 from ₹1,731.73 million for the Financial Year 2023, primarily due to increases in salaries, wages and bonus to ₹2,022.25 million for the Financial Year 2024 from ₹1,518.02 million for the Financial Year 2023, and staff welfare expenses to ₹182.41 million for the Financial Year 2024 from ₹123.79 million for the Financial Year 2023. The increase in employee benefits expense was primarily due to the effect of The Leela Palace Jaipur Acquisition, annual increments given to employees as well as an increase in our total number of employees. As a percentage of our total income, our employee benefits expense marginally reduced to 19.10% for the Financial Year 2024 from 19.17% for the Financial Year 2023. We had 2,583 permanent employees as of March 31, 2024 (including employees at The Leela Palace Jaipur) as compared to 1,989 permanent employees as of March 31, 2023 (excluding employees at The Leela Palace Jaipur).

Finance costs. Finance costs increased by 20.46% to ₹4,326.21 million for the Financial Year 2024 from ₹3,591.43 million for the Financial Year 2023, primarily due to (i) interest expense on non-convertible bonds of ₹444.12 million for the Financial Year 2024 from nil for the Financial Year 2023, relating to non-convertible bonds issued by Moonburg Power Private Limited, which as of March 31, 2024 had a principal amount of ₹4,622.92 million in relation to The Leela Palace Jaipur Acquisition, (ii) an increase in interest expense on Rupee term loan to ₹3,151.12 million in the Financial Year 2024 from ₹2,954.56 million in the Financial Year 2023 mainly attributable to the effect of The Leela Palace Jaipur Acquisition, and (iii) interest expense on bank overdraft facilities for working capital purposes of ₹22.39 million for the Financial Year 2024 from nil for the Financial Year 2023 since we utilized a new overdraft facility in the Financial Year 2024.

Depreciation and amortization expense. Depreciation and amortization expense increased by 18.34% to ₹1,479.76 million for the Financial Year 2024 from ₹1,250.45 million for the Financial Year 2023, primarily due to the effect of The Leela Palace Jaipur Acquisition.

Other expenses. Other expenses increased by 28.25% to ₹3,072.08 million for the Financial Year 2024 from ₹2,395.34 million for the Financial Year 2023, primarily due to the effect of The Leela Palace Jaipur Acquisition and the overall growth of our business. Specifically, the increase in other expenses was primarily due to increases in (i) business promotion expenses to ₹530.25 million for the Financial Year 2024 from ₹346.91 million for the Financial Year 2023, primarily due to additional marketing events such as overseas marketing, digital marketing and events, promotions and brand ambassador signups conducted in the Financial Year 2024, (ii) sales and credit card commission to ₹358.47 million for the Financial Year 2024 from ₹233.27 million for the Financial Year 2023 driven by an increase in revenues from online travel agencies, (iii) consumption of stores and operating supplies to ₹321.54 million for the Financial Year 2024 from ₹217.88 million for the Financial Year 2023, (iv) power and fuel costs to ₹431.17 million for the Financial Year 2024 from ₹364.01 million for the Financial Year 2023 in line with increase in our operating levels, (v) repairs and maintenance – others expenses to ₹162.50 million for the Financial Year 2024 from ₹105.88 million for the Financial Year 2023 and repairs and maintenance – building expenses to ₹145.08 million for the Financial Year 2024 from ₹124.81 million for the Financial Year 2023, in each case primarily on account of consolidation of our ownership interest in the company holding The Leela Palace Jaipur, (vi) bank charges to ₹32.62 million for the Financial Year 2024 from ₹7.07 million for the Financial Year 2023, (vii) travelling and conveyance costs to ₹72.21 million for the Financial Year 2024 from ₹50.49 million for the Financial Year 2023, and (viii) miscellaneous expenses to ₹284.49 million for the Financial Year 2024 from ₹206.26 million for the Financial Year 2023.

Tax expenses. Total tax expenses increased significantly to ₹215.56 million for the Financial Year 2024 from ₹11.20 million for the Financial Year 2023, primarily due to higher current tax and deferred tax during the Financial Year 2024. The increase in current tax was on account of the consolidation of our ownership interest in the company holding The Leela Palace Jaipur, which records a higher profit before tax than our other hotels.

Restated loss for the year. As a result of the foregoing, our restated loss for the year decreased significantly to ₹21.27 million for the Financial Year 2024 from ₹616.79 million for the Financial Year 2023.

Financial Year 2023 compared to Financial Year 2022

Our results of operations for the Financial Year 2023 compared to the Financial Year 2022 were particularly affected by improved performance in our average occupancy and ARR levels, due to the continued recovery of travel, driven by the removal of travel restrictions and resumption of general economic activity following the COVID-19 pandemic. Average occupancy across our Owned Portfolio increased to 67% for the Financial Year 2023, compared to 43% for the Financial Year 2022. ARR for our Owned Portfolio increased by 38% to ₹17,248 for the Financial Year 2023 from ₹12,464 for the Financial Year 2022. Further, RevPar for our Owned Portfolio increased significantly to ₹11,475 for the Financial Year 2023 from ₹5,306 for the Financial Year 2022.

Total income. Total income increased significantly to ₹9,032.67 million for the Financial Year 2023 from ₹4,159.49 million for the Financial Year 2022 due to increases in revenue from operations and other income.

Revenue from operations. Revenue from operations increased significantly to ₹8,600.58 million for the Financial Year 2023 from ₹3,801.07 million for the Financial Year 2022, primarily due to increases in:

1. room income to ₹4,117.86 million for the Financial Year 2023 from ₹1,721.91 million for the Financial Year 2022, consistent with the increases in our average occupancy to 67% from 43%, and our ARR to ₹17,248.06 from ₹12,463.56 across our Owned Portfolio;

2. revenue from food and beverages to ₹3,305.98 million for the Financial Year 2023 from ₹1,546.93 million for the Financial Year 2022, primarily due to the increase in the number of weddings and other events hosted at our Owned Portfolio as well as the increase in our average occupancy levels, both of which also led to an increase in higher average revenues per guest at our food and beverages outlets;

3. management and other operating fees to ₹665.47 million for the Financial Year 2023 from ₹293.43 million for the Financial Year 2022, primarily due to the addition of two hotels, The Leela Kovalam, A Raviz Hotel and The Leela Ashtamudi, A Raviz Hotel, within our Managed Portfolio as well as the increase in management and other operating fees generated from other hotels, such as The Leela Ambience, Gurgaon, The Leela Ambience Convention Hotel, Delhi, The Leela Gandhinagar, The Leela Mumbai and The Leela Bhartiya city, driven by an increase in revenues and gross operating profits at such hotels primarily generated from higher average occupancy rates and higher average revenues per guest; and

4. other allied services to ₹387.28 million for the Financial Year 2023 from ₹138.06 million for the Financial Year 2022, primarily due to the increase in our average occupancy.

Other income. Other income increased by 20.55% to ₹432.09 million for the Financial Year 2023 from ₹358.42 million for the Financial Year 2023, primarily due to increases in (i) interest income on deposits with banks to ₹131.02 million for the Financial Year 2023 from ₹53.35 million for the Financial Year 2022, which was primarily driven by an increase in average amount of deposits with banks during the Financial Year 2023, and (ii) income from rental and related services to ₹228.61 million for the Financial Year 2023 from ₹216.88 million for the Financial Year 2022, primarily due to increase in rental income from the Galleria at The Leela Palace Bengaluru. During the Financial Year 2023 we had a net loss of ₹6.90 million on disposal of property, plant and equipment; whereas, during the Financial Year 2022, we had a net gain of ₹27.99 million on disposal of property, plant and equipment.

Expenses. Our total expenses increased by 22.98% to ₹9,638.26 million for the Financial Year 2023 from ₹7,837.20 million for the Financial Year 2022, which was significantly less than the increase in our total income for the same period.

Cost of food and beverages consumed. Cost of food and beverages consumed increased by 82.95% to ₹669.31 million for the Financial Year 2023 from ₹365.85 million for the Financial Year 2022, comparatively less than the increase in revenue from food and beverages attributed to the reopening of restaurants post COVID-19 pandemic. Our cost of food and beverages consumed as a percentage of our revenues from sale of food and beverages was 20.25% for the Financial Year 2023 and 23.65% for the Financial Year 2022, in each case driven by effective menu pricing and effective procurement.

Employee benefits expense. Employee benefits expense increased by 35.04% to ₹1,731.73 million for the Financial Year 2023 from ₹1,282.43 million for the Financial Year 2022, primarily due to an increase in salaries, wages and bonus to ₹1,518.02 million for the Financial Year 2023 from ₹1,110.24 million for the Financial Year 2022 due to annual increments given to employees and increase in our total number of employees. Despite such increases, employee benefits expense decreased to 19.17% of our total income for the Financial Year 2023 as compared from 30.83% of our total income for the Financial Year 2022. We had 1,989 permanent employees as of March 31, 2023 as compared to 1,649 permanent employees as of March 31, 2022 (both periods not including any employees at The Leela Palace Jaipur).

Finance costs. Finance costs increased by 10.54% to ₹3,591.43 million for the Financial Year 2023 from ₹3,249.08 million for the Financial Year 2022, primarily due to (i) an increase in interest expense on Rupee term loans to ₹2,954.56 million for the Financial Year 2023 from ₹2,623.99 million for the Financial Year 2022, due to full Financial Year 2023 of interest costs as compared four months of interest costs for the Financial Year 2022 on working capital term loans availed by our certain of our Subsidiaries in December 2021, and (ii) an increase in interest expense on liability component of compound financial instruments to ₹430.57 million for the Financial Year 2023 from ₹389.47 million for the Financial Year 2022, partially offset by a decrease in interest expense on unwinding of provision and liability to ₹6.59 million for the Financial Year 2023 from ₹43.29 million for the Financial Year 2022.

Depreciation and amortization expense. Depreciation and amortization expense decreased by 4.24% to ₹1,250.45 million for the Financial Year 2023 from ₹1,305.82 million for the Financial Year2022.

Other expenses. Other expenses increased by 46.59% to ₹2,395.34 million for the Financial Year 2023 from ₹1,634.02 million for the Financial Year 2022, primarily due to the overall growth of our business but specifically due to increases in expenses for (i) business promotion to ₹346.91 million for the Financial Year 2023 from ₹169.65 million for the Financial Year 2022, primarily due to increased digital marketing and events, promotions and brand ambassador signups conducted in the Financial Year 2023, (ii) sales and credit card commission to ₹233.27 million for the Financial Year 2023 from ₹108.90 million for the Financial Year 2022, (iii) consumption of stores and operating supplies to ₹217.88 million for the Financial Year 2023 from ₹141.90 million for the Financial Year 2022, (iv) net impairment losses on financial assets to ₹110.07 million for the Financial Year 2023 from ₹40.21 million for the Financial Year 2022, (v) power and fuel to ₹364.01 million for the Financial Year 2023 from ₹299.89 million for the Financial Year 2023, (vi) repairs and maintenance – building expenses to ₹124.81 million for the Financial Year 2023 from ₹66.66 million for the Financial Year 2022 and repairs and maintenance – others expenses to ₹105.88 million for the Financial Year 2023 from ₹71.01 million for the Financial Year 2022, (vii) travelling and conveyance to ₹50.49 million for the Financial Year 2023 from ₹17.71 million for the Financial Year 2022, and (viii) miscellaneous expenses to ₹206.26 million for the Financial Year 2023 from ₹114.61 million for the Financial Year 2022. Our direct expenses (i.e., business promotion, sales and credit card commission, consumption of stores and operating suppliers and sales promotion) were also lower in the Financial Year 2022 compared to the Financial Year 2023 due to the impact of the COVID-19 pandemic for a part of the Financial Year 2022. The increases were partially offset by a decrease in primarily rates and taxes to ₹217.48 million for the Financial Year 2023 from ₹260.60 million for the Financial Year 2022 on account of property tax arrears paid in the Financial Year 2022.

Tax expenses. Total tax expenses increased to ₹11.20 million for the Financial Year 2023 from a credit of ₹479.42 million for the Financial Year 2022 due to higher deferred tax expenses in the Financial Year 2023 on account of an increase in fair valuation of assets at the time of transitioning to Ind AS leading to creation of deferred tax liability in our Subsidiaries, Schloss Chanakya and Schloss Chennai.

Restated loss for the year. As a result of the foregoing, our restated loss for the year decreased significantly to ₹616.79 million for the Financial Year 2023 to ₹3,198.29 million for the Financial Year 2022.

Liquidity and Capital Resources

Our principal sources of liquidity include cash generated from operations, equity capital raised from our shareholders and cash from borrowings, including term loans and working capital facilities. We invest our cash in fixed deposits with banks and financial institutions. Our financing requirements are primarily for working capital and investments in our business such as capital expenditures to expand and upgrade the hotels in our Portfolio. We expect that our cash flows from operations and borrowings, together with the net proceeds from the Fresh Issue, will be sufficient to fund our currently expected capital expenditures, operating expenses and cash requirements for the next 12 months.

Cash Flows

The following table summarizes our cash flows for the two months ended May 31, 2024 and for the Financial Years 2024, 2023 and 2022:

Particulars	For the two months ended May 31, 2024	For the Financial Year		
		2024	2023	2022
	(₹ in millions)			
Net cash generated from operating activities	437.97	5,387.84	3,183.16	722.08
Net cash generated from/(used in) investing activities	652.11	(7,860.10)	(846.71)	(1,155.88)
Net cash generated from/(used in) financing activities	(1,292.59)	1,469.94	(3,177.70)	2,711.41
Net (decrease)/increase in cash and cash equivalents	**(202.51)**	**(1,002.32)**	**(841.25)**	**2,277.61**

Net cash generated from Operating Activities

Net cash generated from operating activities was ₹437.97 million for the two months ended May 31, 2024. We had restated loss before tax of ₹374.91 million for the two months ended May 31, 2024, which was primarily adjusted for depreciation and amortization expense of ₹256.85 million and finance costs of ₹735.55 million. This was further adjusted for working capital changes, which primarily consisted of decrease in trade receivables of ₹127.12 million, decrease in trade payables of ₹49.34 million, decrease in other current liabilities of ₹214.17 million and decrease in other financial liabilities of ₹69.25 million. We also had an income tax credit of ₹83.76 million.

Net cash generated from operating activities was ₹5,387.84 million for the Financial Year 2024. We had restated profit before tax of ₹194.29 million for the Financial Year 2024, which was primarily adjusted for depreciation and amortization expense of ₹1,479.76 million, finance costs of ₹4,326.21 million and interest income of ₹205.09 million. This was further adjusted for working capital changes, which primarily consisted of increase in trade receivables of ₹90.75 million. We also paid income tax of ₹293.19 million.

Net cash generated from operating activities was ₹3,183.16 million in the Financial Year 2023. We had restated loss before tax of ₹605.59 million for the Financial Year 2023, which was primarily adjusted for depreciation and amortization of ₹1,250.45 million, finance costs of ₹3,591.43 million, net impairment losses on financial assets of ₹110.07 million and interest income of ₹137.17 million. This was further adjusted for working capital changes, which primarily consisted of increase in other current assets of ₹739.59 million, increase in trade receivables of ₹300.16 million, increase in other current liabilities of ₹113.83 million and increase in inventories of ₹67.52 million. We also paid income tax of ₹109.13 million.

Net cash generated from operating activities was ₹722.08 million in the Financial Year 2022. We had restated loss before tax of ₹3,677.71 million for the Financial Year 2022, which was primarily adjusted for depreciation and amortization of ₹1,305.82 million and finance costs of ₹3,249.08 million. This was further adjusted for working capital changes, which primarily consisted of increase in other current liabilities of ₹246.17 million, increase in trade receivables of ₹101.71 million and decrease in other financial liabilities of ₹67.97 million. We also paid income tax of ₹40.56 million.

Net Cash generated from/(used in) Investing Activities

Net cash generated from investing activities was ₹652.11 million as at May 31, 2024. This was primarily due to bank deposits matured of ₹1,161.63 million, partially offset by payment for purchase of property, plant and equipment of ₹285.53 million and bank deposits placed of ₹257.36 million.

Net cash used in investing activities was ₹7,860.10 million in the Financial Year 2024. This was primarily due to payment, net of cash, for the acquisition of the balance 50% of the outstanding equity ownership in the company holding The Leela Palace Jaipur, of ₹4,245.83 million, bank deposits placed of ₹3,768.08 million and payments for purchase of property, plant and equipment of ₹1,208.82 million, partially offset by bank deposits matured of ₹1,213.46 million and interest received of ₹139.03 million.

Net cash used in investing activities was ₹846.71 million in the Financial Year 2023. This was primarily due to bank deposits placed of ₹7,315.19 million and payments for purchase of property, plant and equipment of ₹851.59 million, partially offset by bank deposits matured of ₹7,248.04 million and interest received of ₹71.76 million.

Net cash used in investing activities was ₹1,155.88 million in the Financial Year 2022. This was primarily due to payments for purchase of property, plant and equipment of ₹1,526.09 million (which includes land acquired in

Bengaluru, Karnataka) and bank deposits placed of ₹359.23 million, partially offset by bank deposits matured of ₹648.23 million and interest received of ₹72.59 million.

Net Cash generated from/(used in) Financing Activities

Net cash used in financing activities was ₹1,292.59 million as at May 31, 2024. This was primarily due to repayments of borrowings of ₹751.57 million and finance costs paid other than on lease liabilities of ₹525.58 million, partially offset by proceeds from borrowings including non-convertible bonds and compulsorily convertible debentures of ₹15.46 million.

Net cash generated from financing activities was ₹1,469.94 million in the Financial Year 2024. This was primarily due to proceeds from borrowings including non-convertible bonds and compulsorily convertible debentures of ₹6,156.58 million, partially offset by finance costs paid other than on lease liabilities of ₹3,403.43 million, repayments of borrowings of ₹1,125.61 million and finance costs paid towards lease liabilities of ₹129.23 million.

Net cash used in financing activities was ₹3,177.70 million in the Financial Year 2023. This was primarily due to finance costs paid other than on lease liabilities of ₹3,298.20 million, repayments of borrowings of ₹717.79 million and finance costs paid towards lease liabilities of ₹107.94 million, partially offset by proceeds from borrowings including non-convertible bonds and compulsorily convertible debentures of ₹967.35 million.

Net cash generated from financing activities was ₹2,711.41 million in the Financial Year 2022. This was primarily due to proceeds from borrowings including non-convertible bonds and compulsorily convertible debentures of ₹5,655.50 million, and proceeds from issuance of equity shares including securities premium of ₹79.64 million, partially offset by finance costs paid other than on lease liabilities of ₹2,654.38 million, repayments of borrowings of ₹252.07 million and finance costs paid towards lease liabilities of ₹107.98 million.

Capital Expenditures

Our historical capital expenditures for the respective years/periods as stated in the table below primarily pertains to additions to property, plant and equipment and intangible assets, including from the renovation and construction of hotels.

Set forth below are details of our additions to property, plant and equipment and intangible assets for the two months ended May 31, 2024 and the Financial Years 2024, 2023 and 2022:

Particulars	For the two months ended May 31, 2024	For the Financial Year ended March 31,		
		2024	2023	2022
	(₹ in millions)			
The Leela Palace Bengaluru	123.81	561.21	253.36	85.26
The Leela Palace Chennai	31.40	75.81	246.23	67.74
The Leela Palace New Delhi	22.98	101.21	62.82	35.16
The Leela Palace Jaipur*	4.73	22.24	-	-
The Leela Palace Udaipur	-	310.13	17.37	21.43
Others	3.32	71.49	4.49	56.90
Total	**186.24**	**1,142.09**	**584.27**	**266.49**

** Excludes capital expenditure incurred prior to the consolidation of the Leela Palace Jaipur's financial statements and pre-opening property upgradation costs.*

As of May 31, 2024, we expect to incur ₹4,078.52 million under our capital expenditure plan over the next 12 to 18 months for our Owned Portfolio. For details, see "***Our Business – Our Growth Strategies – Improve same-store growth and profit margins through proactive asset management***" on page 201. We also raise debt for the purposes of funding capital expenditure, including for developing new hotels and for working capital. With respect to the expected capital expenditure for our under development properties see "***Our Business – Our Growth Strategies – Expansion of our Portfolio through acquisitions and developments, including through identified assets***".

Financial Indebtedness

As of May 31, 2024, we had outstanding borrowings (comprising current and non-current borrowings, current portion of non-current borrowings as well as interest accrued on borrowings) of ₹40,525.02 million on a consolidated basis, which primarily consists of term loans and working capital loans, non-convertible bonds and outstanding amounts under short-term line of credit and overdraft facilities. Of such amount, fixed rate borrowings (including interest accrued on borrowings) comprised ₹4,811.80 million as of May 31, 2024. For further details on our indebtedness, see "***Financial Indebtedness***" beginning on page 387. See also "***Risk Factors – We have substantial indebtedness which requires significant cash flows to service and limits our ability to operate freely. In addition, we may require additional financing in the future in order to continue to grow our business, which may not be available on acceptable terms, or at all***" on page 55.

Capital and Other Commitments

The following table sets forth a summary of our commitments as at May 31, 2024:

Particulars	**As at May 31, 2024**
	(₹ in millions)
Estimated amount of contracts remaining to be executed on capital account and not provided for	367.11

The following table sets forth a summary of the maturity profile of our contractual obligations:

Particulars	**As at May 31, 2024**					
		Contractual Cash Flows				
	Carrying amount	**Less than 1 Year**	**Between 1 - 2 years**	**Between 2 - 5 years**	**Over 5 years**	**Total**
	(₹ in million)					
Borrowings	40,525.02	6,291.29	4,677.07	23,075.96	22,115.99	56,160.31
Lease liabilities*	2,112.57	192.43	188.34	557.96	13,759.52	14,698.25
Trade payables	548.25	546.32	1.94	-	-	548.26
Other financial liabilities **(see note below)**	50,545.62	50,489.50	14.50	65.43	-	50,569.43
Total financial liabilities	**93,731.46**	**57,519.54**	**4,881.85**	**23,699.35**	**35,875.51**	**121,976.25**

Relates primarily to the lease agreement in respect of one of the hotel wings at The Leela Palace Bengaluru and our Corporate Office. For further details, see "Our Business – Immovable Properties**" on page 239.*

Note: Includes adjustment for consideration payable towards (a) business acquisitions which shall be settled in less than a year amounting to ₹46,599.49 million, (b) interest payable on compulsory convertible debentures which shall be settled in less than a year amounting to ₹3,562.15 million and (c) other financial liabilities of ₹383.98 million. Compulsory convertible preference shares have been issued for settlement of (a) and (b), which shall be converted into Equity Shares prior to the filing of the Red Herring Prospectus with the RoC. See also, "***Restated Consolidated Financial Information – Note 45 - Subsequent events***" on page 380.

Contingent Liabilities

The following table sets forth a breakdown of our contingent liabilities as at May 31, 2024:

Particulars	**As at May 31, 2024**
	(₹ in millions)
Claims against the Company not acknowledged as debt, in respect of:	
FAR - New Delhi Municipal Council ("**NDMC**") (1)	2,945.85
Disputed statutory liabilities (2)	186.98
Rajasthan Micro and Small Enterprises Facilitation Council and Nutan Deco Private Limited	2.30
Industrial dispute by an ex-employee	0.20
Proceeding under The Minimum Wages Act, 1948	1.08
Bank guarantees	5.56
Total	**3,141.97**

Note:

(1) HLV Limited against the demand of ₹1,527.49 million towards FAR charges deposited only ₹954.68 million and the balance amount of ₹572.81 million was disputed. HLV Limited filed a writ petition before the High Court of Delhi, among others, for setting aside/quashing the final recovery notice praying that The Leela Palace New Delhi be classified as falling in the south zone for the purpose of payment of charges for additional FAR and for grant of 25% concession of Zonal Average Auction Rate. The matter is pending.

(2) The breakup of disputed statutory liabilities is as under:

Particulars	**As at May 31, 2024**
	(₹ in million)
Disputed statutory liabilities	
Service tax	113.82
Income tax	14.75
VAT	47.97
GST	10.44
Total	**186.98**

For further details on our contingent liabilities, see "***Risk Factors – We have contingent liabilities and our financial condition could be adversely affected if any of these contingent liabilities materialize***." on page 38.

Off-Balance Sheet Commitments and Arrangements

As of the date of this Draft Red Herring Prospectus, we do not have any off-balance sheet arrangements, derivative instruments, swap transactions or relationships with affiliates or other unconsolidated entities or financial partnerships that would have been established for the purpose of facilitating off-balance sheet arrangements.

Related Party Transactions

We have engaged in the past, and may engage in the future, in transactions with related parties. For details of our related party transactions, see "***Restated Consolidated Financial Information – Note 41- Related Party Transactions***" on page 361.

Quantitative and Qualitative Analysis of Market and Other Risks

Our business activities expose us to market risk, liquidity risk and credit risk. We develop and monitor our risk management policies. Our risk management policies are established to identify and analyze the risks faced by us, to set appropriate risk limits and to control and monitor risks and adherence to limits.

Credit Risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk arises from trade receivables, cash and cash equivalents, bank balance, fixed deposits with banks, security deposits and other financial assets.

We are exposed to credit risk on our financial assets, which comprise cash and cash equivalents, bank deposits, trade receivables, security deposits and other receivables. The exposure to credit risks arises from the potential failure of counterparties to meet their obligations. The maximum exposure to credit risk at the reporting date is the carrying amount of the financial instruments.

With respect to other financial assets namely security deposits and other receivables, the maximum exposure to credit risk is the carrying amount of these classes of financial assets presented in the balance sheet. These are actively monitored and confirmed by us. Currently, the credit risk arising from such security deposits and other receivables is evaluated to be not material for us.

Credit risk on cash and cash equivalents, deposits with the banks/financial institutions is generally low as deposits have been made with the banks/financial institutions, who have been assigned high credit rating by international and domestic rating agencies.

Trade Receivables Risk

Our exposure to credit risk is influenced mainly by the individual characteristics of each customer and the geography in which it operates. Credit risk is managed through credit approvals and continuously monitoring the creditworthiness of customers to which we grant credit terms in the normal course of business. We currently operate only in one geographical location, i.e., in India. Considering the industry in which we are operating, there is no major long outstanding receivables.

Liquidity Risk

Liquidity risk is the risk that we may not be able to meet our present and future cash and collateral obligations without incurring unacceptable losses. Our objective is to, at all times maintain optimum levels of liquidity to meet our cash and collateral requirements. In addition, processes and policies related to such risks are overseen by senior management.

We believe that our working capital us sufficient to meet our current requirements. We manage liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. Accordingly, liquidity risk perceived for us is not material.

See also, “***Restated Consolidated Financial Information – Note 2.3 – Going Concern***” and “***Restated Consolidated Financial Information – Note 45 - Subsequent events*** ” on pages 310 and 380.

Foreign Currency Risk

Foreign currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign currency rates. We make payments internationally and are exposed to foreign exchange risk arising from foreign currency purchases, primarily with respect to USD and GBP. Foreign exchange risk arises from recognized assets and liabilities denominated in a currency that is not our functional currency (i.e., “₹”) at the year end. We have purchased forward contracts to hedge our foreign currency risk. We have not formally designated these forward contracts against foreign currency payables. We do not have any unhedged foreign currency exposure as of May 31, 2024.

Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates will lead to changes in fair value of financial instruments or changes in interest income, expenses and cash flows.

Unusual or Infrequent Events or Transactions

Except as described in this Draft Red Herring Prospectus, to our knowledge, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

Known Trends or Uncertainties

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in *“**– Significant Factors Affecting Our Results of Operations***” and the uncertainties described in “***Risk Factors***” beginning on pages 400 and 31, respectively. Except as disclosed in this Draft Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse effect on our revenue or income.

Significant Economic Changes

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect income from continuing operations. See “***Risk Factors***” and *“– **Significant Factors Affecting our Results of Operations***” on pages 31 and 400, respectively.

Future Relationship between Cost and Revenue

Other than as described in “***Risk Factors***”, “***Our Business***” and above in *“**– Significant Factors Affecting Our Results of Operations***” beginning on pages 31, 192 and 400, respectively, to our knowledge there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

New Products or Business Segments

Except as disclosed in this Draft Red Herring Prospectus, including as described in “***Our Business***” on page 192, there are no new products or business segments that have or are expected to have a material effect on our business prospects, results of operations or financial condition.

Supplier or Customer Concentration

We do not have any material dependence on a single or few suppliers. We have a wide customer base and do not have any material dependence on any particular customer.

Competitive Conditions

We operate in a highly competitive industry and we expect competition from existing and new competitors to intensify. For details, please refer to the discussions of our industry and competition in the sections “***Risk Factors***”, “***Our Business***” and “***Industry Overview***” and on pages 31, 192 and 144, respectively.

Seasonality

The hospitality industry in India is subject to seasonal variations. The periods during which the hotels in our Portfolio experience higher revenues vary from property to property, depending principally upon location and the guests served. Our revenues are generally higher during the second half of each Financial Year. As a result, seasonality adversely affected our results of operations for the two months ended May 31, 2024. Seasonality affects leisure travel, including weddings, as well as inbound foreign leisure travel, such that demand is relatively stronger during the October to March period. However, business travel is generally more consistent throughout the year. Seasonality can be expected to cause quarterly fluctuations in our revenues, profitability and margins. See also *"– Cyclicality and seasonality in the hospitality industry"* above on page 404.

Recent Accounting Pronouncements

As of the date of this Draft Red Herring Prospectus, there are no recent accounting pronouncements, which would have a material effect on our results of operations or financial condition.

Significant Developments Occurring after May 31, 2024

Except as disclosed below and in this Draft Red Herring Prospectus, no circumstances have arisen since May 31, 2024, the date of the last financial statements included in this Draft Red Herring Prospectus, which materially and adversely affect or are likely to affect our operations or profitability, or the value of our assets or our ability to pay our liabilities within the next 12 months:

- On July 3, 2024, our Company was converted into a public company under Section 18 of the Companies Act, 2013.

- On June 19, 2024, our Company increased the authorized share capital from ₹675.00 million (divided into 67,500,000 equity shares having face value of ₹10 each) to ₹65,675.00 million (divided into 6,567,500,000 equity shares having face value of ₹10 each) and ₹55,000.00 million (divided into 550,000,000 preference shares having face value of ₹100 each).

- Further, on August 12, 2024, we have increased the authorised share capital of preference shares from ₹55,000 million (divided into 550,000,000 preference shares having face value of ₹100 each) to ₹57,500 million (divided into 575,000,000 preference shares having face value of ₹100 each). Further, on September 12, 2024, we have increased the authorised share capital of preference shares from 57,500 million (divided into 575,000,000 preference shares having face value of ₹100 each) to ₹67,500 million (divided into 675,000,000 preference shares having face value of ₹100 each).

- On July 11, 2024, the shareholders of our Company approved and allotted 4:1 bonus shares on fully paid equity shares having face value of ₹10 per share through capitalization of securities premium of our Company.

- On July 16, 2024, one of our Company's subsidiaries issued 111,230,469 compulsorily convertible preference shares ("**CCPS**") of par value ₹100 amounting to ₹11,123.05 million. Further, on July 23, 2024 and July 24, 2024, our Company issued 128,843,758 and 373,963,280 CCPS of par value ₹100 amounting to ₹12,884.37 million and ₹37,396.33 million, respectively. We have received total proceeds of ₹61,403.75 million against the CCPS. The CCPS shall be entitled to preferential dividend at the rate of 12% p.a. on a cumulative basis, at the discretion of the respective board of directors.

- On September 19, 2024, our Company issued 119,295,990 CCPS of par value ₹100 amounting to 11,929.60 million. We have received total proceeds of ₹11,929.60 million against the CCPS. The CCPS shall be entitled to preferential dividend at the rate of 12% p.a. on a cumulative basis, at the discretion of our Board.

As of the date of the Draft Red Herring Prospectus, 622,103,028 CCPS issued by our Company are outstanding. Such CCPS will be converted into a maximum of 744,587,702 Equity Shares prior to filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations. Such maximum number of Equity Shares to be issued pursuant to conversion of CCPS has been determined on the basis of the minimum value of Equity Shares at which the conversion shall take place in accordance with the FEMA. The final number of Equity Shares that such CCPS will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC, in accordance with the terms of the CCPS. As per the terms of the CCPS, the conversion of CCPS shall take place at fair market value as on the date of conversion, however, the holders of the CCPS and our Company have agreed that such conversion price shall (a) be in compliance with the FEMA; and (b) not be lower than the Offer Price.

Further, the CCPS issued by a subsidiary of our Company shall be converted into variable number of equity shares upon occurrence of the earliest of the following events:

a) immediately prior to the 20th anniversary of the date of issue of CCPS; or

b) agreement of the holder of CCPS and such subsidiary.

Such CCPS issued by our Company and its subsidiary shall be converted at the fair market value on the date of conversion as per the agreed terms and conditions as per the agreement.

- On October 20, 2023, the board of directors of TPRPL approved the Scheme of Arrangement (the "**Scheme**") in relation to the merger of MPPL with TPRPL. Application for approval of the Scheme was subsequently filed with Honorable National Company Law Tribunal ("**NCLT**"), Mumbai Bench on February 12, 2024. The Scheme has been approved by NCLT, Mumbai Bench by an order dated August 13, 2024, with May 27, 2023 as the appointed date. TPRPL has submitted the INC 28 form with the Registrar of Companies in line with the requirements of the Companies Act, 2013 to make the Scheme effective on September 11, 2024. Considering the fact that filing the said order with the Registrar of Companies is routine in nature, we have accordingly given effect to the Scheme in the Restated Consolidated Financial Information for the year ended March 31, 2024 and the period ended May 31, 2024 from the appointed date of May 27, 2023.

For further details, see "***Restated Consolidated Financial Information – Note 45 - Subsequent events***" on page 380.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND OTHER MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there are no outstanding (i) criminal proceedings (including first information reports) involving our Company, Subsidiaries, Directors or Promoters (collectively, "**Relevant Parties**"); (ii) actions taken by statutory or regulatory authorities (including show cause notices issued by such authorities) against the Relevant Parties; (iii) claims related to direct or indirect taxes involving the Relevant Parties (disclosed in a consolidated manner giving the total number of claims and the total amounts involved);(iv) disciplinary actions including penalties imposed by SEBI or the Stock Exchanges against the Promoters in the last five financial years, including outstanding action; and (v) other outstanding litigation involving the Relevant Parties as determined to be material pursuant to the Materiality Policy. Further, there is no pending litigation involving our Group Companies, the adverse outcome of which may have a material impact on our Company.*

*Pursuant to the Materiality Policy, for the purposes of (v) above, any outstanding litigation involving the Relevant Parties (including tax matters mentioned in point (iii) above), has been considered 'material' and accordingly disclosed in this Draft Red Herring Prospectus where the monetary amount of claim/ amount in dispute, to the extent quantifiable exceeds, (a) two percent of turnover, for the most recent financial year as per the audited consolidated financial statements; or (b) two percent of net worth, as at the end of the most recent financial period as per the audited consolidated financial statements; or (c) five percent of the average of absolute value of profit or loss after tax, for the last three financial years as per the audited consolidated financial statements, whichever is lower ("**Materiality Threshold**").*

Accordingly, 5% of the average of absolute value of profit or loss after tax, as per the Restated Consolidated Financial Information for the last three Fiscals is ₹ 63.94 million, i.e., ₹ 63.94 million has been considered as the Materiality Threshold.

Further, litigation where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in an individual litigation may not exceed the Materiality Threshold shall also be considered material litigation in relation to the Relevant Parties. In addition, any outstanding civil litigation/ arbitration proceedings involving the Relevant Parties wherein the monetary liability is not quantifiable, or does not exceed the Materiality Threshold, shall be considered 'material' and shall be disclosed in this Draft Red Herring Prospectus, if the outcome of such litigation could have a material adverse effect on the business, operations, performance, prospects, financial position or reputation of our Company.

For the above purposes, pre-litigation notices received by the Relevant Parties from third parties (excluding notices from statutory, regulatory or tax authorities or regulatory/ statutory notices in relation to any criminal action) shall not be evaluated for materiality until such persons are impleaded as defendants or respondents in proceedings before any judicial/arbitral forum or is notified by any governmental, statutory, or regulatory authority of any such proceeding that may be commenced.

*Except as stated in this section, there are no outstanding dues to material creditors of our Company. In terms of the Materiality Policy, outstanding dues to any creditor of our Company having a monetary value which is equal to or exceeds 5% of our Company's trade payables based on the Restated Consolidated Financial Information, shall be considered as 'material'. Accordingly, as on May 31, 2024, any outstanding dues exceeding ₹ 27.41 million have been considered as material outstanding dues for the purposes of identification of material creditors and related information in this section. Further, for outstanding dues to any party which is a micro, small or a medium enterprise ("**MSME**"), the disclosure will be based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended.*

I. Litigation involving our Company

A. *Litigation against our Company*

a) *Criminal proceedings*

Nil

b) *Actions taken by statutory and regulatory authorities*

Nil

c) *Material civil proceedings*

Nil

B. ***Litigation by our Company***

a) *Criminal proceedings*

Nil

b) *Material civil proceedings*

Nil

C. ***Tax proceedings involving our Company***

Particulars	Number of cases	Ascertainable amount involved (in ₹ million)*^
Direct tax	1	0.00
Indirect tax	5	88.33
Total	**6**	**88.33**

**To the extent quantifiable*

^ Includes interest and penalty quantified in the order/notice.

II. Litigation involving our Subsidiaries

A. ***Litigation against our Subsidiaries***

a) *Criminal proceedings*

Nil

b) *Actions taken by statutory and regulatory authorities*

Schloss Chanakya

1. Pursuant to an order dated December 24, 2014 passed by the Ministry of Urban Development, Union of India, rejecting the claim of HLV Limited (*the erstwhile owner of The Leela Palace New Delhi*) ("**Petitioner**") on an erroneous categorization of The Leela Palace New Delhi in the central zone instead of the south zone, the New Delhi Municipal Council ("**NDMC**") issued a notice dated March 13, 2015 ("**Notice**"), directing the Petitioner to pay an amount of ₹ 1,219.37 million (inclusive of interest as on the date of the Notice) ("**Amount**") availing enhanced floor area ratio ("**FAR**") with respect to The Leela Palace New Delhi. Further, the Notice stated that the certificate of completion and the completion plan issued for The Leela Palace New Delhi would be revoked, upon failure of payment of the Amount.

   Aggrieved by the Notice, the Petitioner has filed a writ petition in March 23, 2015 against the NDMC, the Delhi Development Authority ("**DDA**"), the Ministry of Tourism, Union of India and the Ministry of Urban Development, Union of India before the High Court of Delhi at New Delhi, contending, *inter alia*, that: (i) the Amount has been incorrectly quantified by the NDMC as The Leela Palace New Delhi has been incorrectly categorized as falling in the central zone instead of the south zone of the National Capital Territory of Delhi, and therefore, an incorrect additional FAR was charged to the Petitioner; and (ii) a concession of 25% on the enhanced FAR payable on account of timely completion of the construction of The Leela Palace New Delhi should be granted to the Petitioner ("**Writ Petition**"). The Petitioner has further submitted that it has paid an amount of ₹ 954.69 million under protest which should be refunded with interest if the writ petition is allowed. By way of an interim order dated March 27, 2015, the High Court of Delhi ("**Court**") directed the NDMC to not take any coercive steps against the Petitioner ("**Order**"). Thereafter, the Court passed an order dated August 7, 2015, making the Order absolute until the decision of the Writ

Petition. Subsequently, pursuant to an order dated as of November 22, 2023, the Petitioner has been substituted by Schloss Chanakya. The matter is currently pending.

2. The Employees Provident Fund Organisation ("**EPFO**") issued a notice dated September 8, 2016, to The Leela Palace New Delhi (while under the ownership and control of HLV Limited ("**HLVL**") ("**Initial Notice**") alleging failure to remit provident fund dues amounting to ₹ 7.81 million for the assessment period October 2010 to March 2016 ("**Assessment Period**"). The Leela Palace New Delhi, by way of its letter dated September 22, 2016, responded to the Initial Notice and addressed the allegations therein.

Thereafter, no further correspondence was received from the EPFO until August 8, 2022, whereon the EPFO issued another show cause notice to Schloss Chanakya calling upon Schloss Chanakya to deposit the amount of ₹ 7.81 million ("**Amount**"). Schloss Chanakya, by way of its letter dated August 24, 2022, submitted that (i) a detailed response to the Initial Notice was already submitted by The Leela Palace New Delhi and no further correspondence was received from the EPFO for a period of six years; and (ii) it has been extending provident fund benefits to all its employees without any wage ceiling, in a time bound manner. Subsequently, by way of an e-mail dated December 19, 2023, the EPFO informed Schloss Chanakya that an enforcement officer had been directed to visit the offices of Schloss Chanakya for verification of the dues paid for the Assessment Period, and Schloss Chanakya was to provide certain documents in relation to the provident fund paid during the Assessment Period. By way of its letter dated March 3, 2024, Schloss Chanakya submitted its response to the EPFO *inter-alia* stating that the information sought pertains to a period which was more than eight years ago and therefore, locating such information/ documents would be challenging.

Thereafter, the EPFO issued a show cause notice dated June 5, 2024, to Schloss Chanakya for initiating an inquiry under Section 7A of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (the **"EPF Act**"), and calling upon Schloss Chanakya to deposit the Amount. Schloss Chankya submitted its response to the said show cause notice on June 20, 2024, denying the claim and further stating the alleged Amount pertained to the period prior to existence of Schloss Chanakya. Further, Schloss Chanakya submitted that the claims and liabilities set out in the show cause notice are barred by limitation and requested the EPFO to withdraw the show cause notice and inquiry. Subsequently, Schloss Chanakya received summons from the EPFO under Section 7A of the EPF Act to appear (in person or through authorised representative) to give evidence and produce all relevant records for conducting an enquiry and to determine outstanding dues. The matter is currently pending.

LPRL

3. LPRL (originally incorporated as Iskon Estates Private Limited ("**Iskon**")) had pursuant to the change in the name of the company from Iskon to LPRL, submitted an application dated October 27, 2021, before the District Magistrate of Agra, Uttar Pradesh, for a change of name in revenue records in relation to the land admeasuring 27,830 square metres situated at Mauza-Basai, Mustakil, near Shilpgram Eastern Gate, Taj Mahal Road, Tehsil & District Agra, Uttar Pradesh ("**Subject Land**") from Iskon to LPRL. Subsequently, LPRL also filed an application dated in 2022, under Section 38(1) of the Uttar Pradesh Revenue Code, 2006 ("**Code**") for change in the name of the registered owner for the Subject Land from Iskon to LPRL. However, pursuant to an order dated October 6, 2023, the Additional Sub Divisional Magistrate (Sardar), Agra dismissed LPRL's application on the ground that the same did not fall within the scope of Section 38(1) of the Code as the section only relates to correction of errors and omissions ("**Order**"). Consequently, LPRL filed an appeal dated December 5, 2023, before Court of the Commissioner, Agra Division, Agra, under Section 38(4) of the Code challenging the Order, which has been admitted**.** The matter is currently pending.

TPRPL

4. The Cess Assessment Officer and Divisional Joint Labour Commissioner, Jaipur ("**Respondent**") issued a notice dated January 18, 2024, to TPRPL ("**Notice**") calling upon TPRPL to pay a total cess amount of ₹ 1.76 million along with interest at the rate of two per cent per month from the respective dates on which the specific portions of the cess amount became due, until the date of making the deposit ("**Cess Amount**") for a structure measuring 90,345 square feet at The Leela Palace Jaipur ("**Leela Jaipur**") which was constructed in 2013 prior to TPRPL's acquisition of The Leela Palace Jaipur from Graviss Hotels & Resorts Limited ("**GHRL**"). As per the Notice, three installments of the Cess Amount, each being ₹ 0.59 million, became due on April 30, 2016, April 30, 2017, and April 30, 2018, respectively. On March 28, 2024, TPRPL paid the Cess Amount (exclusive of the interest) and further clarified by way of its letter dated March 29, 2024, to the Respondent, that the payment of the Cess Amount was made under protest and without prejudice to its right to claim refund, with or without interest thereon.

   Thereafter, TPRPL filed an appeal before the Labour Commissioner, Jaipur challenging the Notice on the grounds that (i) it is barred by limitation, and (ii) since the construction of the structure measuring 90,345 square feet was undertaken by GHRL, the liability to pay the Cess Amount would be on GHRL. The matter is currently pending.

5. An application was filed by Vinod Kumar Sharma, Food Safety Officer, Directorate of Medical and Health Services, Jaipur ("**Applicant**") before the Court of the Judicial Decision Officer and Additional District Magistrate, Jaipur North ("**Court**") against TPRPL and others ("**Accused**" and such application, the "**Application**"). The Application alleged that, upon inspection of The Leela Palace Jaipur by the Applicant, the Accused were found to be in violation of Section 3(1)(zf)(C)(1) and Section 26(2)(ii) of the FSSA for manufacturing/ selling misbranded 'prunes pitted' ("**Food Items**"). Consequently, the Applicant, sought the imposition of a fine on the Accused, under Section 52 of FSSA which may extend to ₹ 0.30 million. The Accused in turn called upon M/s. MRK Foods, the supplier of the Food items, to indemnify them against any loss caused as a result of the Application. M/s. MRK Foods issued a letter of indemnity dated May 12, 2023, agreeing to assume all legal liability arising from the matter. The matter is currently pending.

6. The EPFO issued a show cause notice dated June 27, 2024, to TPRPL, alleging that TPRPL bearing employee provident fund code ("**EPF Code"**) RJRAJ14856966000 had failed to remit provident fund dues, pension contributions, deposit linked contribution, provident fund administrative charges and ownership return in Form 5A as required under the EPF Act and the Employees' Provident Funds Scheme, 1952 ("**SCN**").

   TPRPL by way of its letter dated July 25, 2024, responded to the SCN and addressed the allegations therein submitting that subsequent to the acquisition of The Leela Palace Jaipur by TPRPL, it started operating under a new EPF Code, *i.e.*¸83/2246551 and therefore, the EPF Code RJ/148596 shall be closed. The matter is currently pending.

7. An application was filed by Vishal Mittal, Food Safety Officer, Central Team, Office of the Commissioner (Food Safety), Directorate of Medical and Health Services, Jaipur ("**Applicant**") before the Court of Adjudicating Officer and Additional District Magistrate, Jaipur (City) North Jaipur ("**Court**") against TPRPL and others ("**Accused**" and such application, the "**Application**"). Anuraag Bhatnagar, the Whole-time Director and Chief Executive Officer of our Company has also been impleaded as a party to this matter on account of his directorship at TPRPL. The Application alleged that, upon inspection of The Leela Palace Jaipur by the Applicant, the Accused were found to be in violation of Section 3(1)(zx) of the FSSA for selling substandard cashew nut (broken), and has sought the imposition of a fine on the Accused, under Section 51 of FSSA which may extend to ₹ 0.50 million. Subsequently, pursuant to the

Application, the Court issued a notice dated September 2, 2022 to the Accused informing them to appear before the Court. The matter is currently pending.

c) *Material civil proceedings*

Nil

B. ***Litigation by our Subsidiaries***

a) *Criminal proceedings*

TPRPL

TPRPL has filed two complaints before the Additional Chief Metropolitan Magistrate, Amer, Jaipur Metro – II, under Section 138 of the Negotiable Instruments Act, 1881, in relation to dishonour of cheques and recovery of dues against Imperial Finance Company and others, and, against Tensile Factory Private Limited and others for amounts of ₹ 5.00 million and ₹ 1.60 million, respectively. The matters are currently pending.

b) *Material civil proceedings*

Schloss Udaipur

HLV Limited ("**Petitioner**") and Nutan Deco Mark Private Limited ("**Respondent**") had certain disputes regarding the quality of certain underwater light fittings, transformers and halogen lamps ("**Products**") supplied by the Respondent to the Petitioner in 2008. Subsequently, pursuant to certain proceedings before the Rajasthan Micro and Small Enterprises Facilitation Council ("**Rajasthan MSME**") an order dated September 25, 2018, was passed by the Rajasthan MSME directing the Petitioner to pay an amount of ₹ 0.81 million to the Respondent along with three times the compound interest at the prevailing rate of the Reserve Bank of India for the non-payment for the Products ("**Order**").

The Petitioner filed a civil miscellaneous application before the Commercial Court No. 1, Jaipur Metro II ("**Court**") seeking to set aside the Order on the grounds that the proceedings before the Rajasthan MSME were initiated after a delay of over ten years and the Order was passed by the Rajasthan MSME without delving into the merits and facts of the matter. In response to such civil miscellaneous application, the Respondent filed an application seeking dismissal of the proceedings on the ground that the Petitioner ought to have deposited 75% of the total amount awarded by the Rajasthan MSME in order to be permitted to file an appeal against the Order. However, the application filed by the Respondent was dismissed by way of an order dated April 1, 2019, passed by the Court, noting that the 75% of the amount calculated by the Respondent, *i.e.*, ₹ 6.49 million was incorrect as the Petitioner ought to have made a deposit of ₹ 0.61 million being 75% of the amount claimed, which the Petitioner had already made. As of 2020 the Petitioner has been substituted by Schloss Udaipur. The matter is currently pending.

C. ***Other material matters***

A civil suit has been filed before the Court of the Additional District Judge - III by Jhamku Devi and Sarita Devi ("**Petitioners**") against Gopal Soni, Rajkumar Soni, Vikas Soni, Seeta Devi, Hemlata Devi ("**Respondents**") with respect to the land admeasuring 19,270 square feet situated near Lake Pichola, Naga Nagri Badi Braham Puri, Tehsil Girwa, Udaipur, Rajasthan, which was acquired by Schloss Udaipur ("**Subject Property**") from certain of the Respondents, seeking that (i) the Subject Property be divided by metes and bounds in the ratio stipulated therein; and (ii) a permanent injunction be granted to the Petitioners against the Respondents from obstructing their use and enjoyment of the Subject Property and from transferring or selling the Subject Property. The matter is currently pending.

D. ***Tax proceedings involving our Subsidiaries***

As on the date of this Draft Red Herring Prospectus, except as disclosed below, our Subsidiaries are not involved in any tax proceedings:

Particulars	Number of cases	Ascertainable amount involved (in ₹ million)*^
Schloss Chennai Private Limited		
Direct tax	1	0.17
Indirect tax	2	0.15
Schloss HMA Private Limited		
Direct tax	3	-
Indirect tax#	1	83.49
Schloss Gandhinagar Private Limited		
Direct tax	1	-
Indirect tax	Nil	Nil
Leela Palaces and Resorts Limited		
Direct tax	Nil	Nil
Indirect tax	Nil	Nil
Schloss Tadoba Private Limited		
Direct tax	Nil	Nil
Indirect tax	Nil	Nil
Schloss Chanakya Private Limited		
Direct tax	3	0.18
Indirect tax	2	5.42
Schloss Udaipur Private Limited		
Direct tax	3	14.75
Indirect tax	2	0.87
Tulsi Palace Resort Private Limited^^		
Direct tax	1	-
Indirect tax	5	23.20
Total	**24**	**128.23**

**To the extent quantifiable*
^ Includes interest and penalty wherever quantified in the order/notice and net of ₹ 17.22 million paid.
^ The Scheme of Amalgamation of Moonburg Power Private Limited with Tulsi Palace Resort Private Limited and their respective shareholders has been approved by the National Company Law Tribunal, Mumbai Bench by way of its order dated 13 August, 2024. However, there were no tax litigation outstanding for Moonburg Power Private Limited.
#Set out below are the details in relation to the indirect tax claims involving our Subsidiaries which exceed the Materiality Threshold.

Schloss HMA

A show cause notice dated May 27, 2024, was issued to Schloss HMA by the Office of Assistant Commissioner of State Tax, Department of Goods and Services Tax, Government of Maharashtra ("**GST Office**", and such show cause notice, "**SCN**") for an aggregate amount of ₹ 96.70 million, alleging claim of excess input tax credit and failure to discharge tax liability during the period from September 2019 to March 2020 ("**Period**"), on account of corporate guarantees provided by Schloss HMA to its group companies. Schloss HMA by way of its letter dated June 20, 2024, submitted its response to the SCN. Subsequently, the GST Office passed an order dated August 29, 2024, for a demand amount of ₹ 83.15 million on account of dues payable against tax liabilities for the Period. The matter is currently pending.

III. Other matters involving our Group Companies

A. *Notices received by our Group Companies*

One of our Group Companies, Brookprop Management Services Private Limited, received a show cause notice dated June 11, 2024, in terms of Rule 4 of SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995, read with Section 15-I and 15HB of the SEBI Act relating to Reg. 7(d) read with Clauses 5 & 7 of Schedule VI of the SEBI REIT Regulations. Brookprop Management Services Private Limited has responded to this show cause notice and filed a settlement application dated July 26, 2024, which is currently pending. This matter has been disclosed in this DRHP as per the requirements under clause 4(1) of the SEBI (Issuing Observations on Draft Offer Documents Pending Regulatory Actions) Order, 2020. This matter does not have any impact on our Company.

IV. Litigation involving our Directors

A. *Litigation against our Directors*

a) Criminal proceedings

Nil

b) *Actions taken by statutory and regulatory authorities*

For litigation involving Anuraag Bhatnagar, see *"**- Litigation involving our Subsidiaries – Litigation against our Subsidiaries – Actions taken by statutory and regulatory authorities - TPRPL**"* above.

c) *Material civil proceedings*

Nil

B. ***Litigation by our Directors***

a) *Criminal proceedings*

Nil

b) *Material civil proceedings*

Nil

C. ***Tax proceedings involving our Directors***

Nil

V. Litigation involving our Promoters

A. ***Litigation against our Promoters***

a) *Criminal proceedings*

Nil

b) *Actions taken by statutory and regulatory authorities*

Nil

c) *Material civil proceedings*

Nil

d) *Disciplinary actions including penalties imposed by SEBI or the Stock Exchanges in the last five financial years preceding the date of this Draft Red Herring Prospectus including outstanding actions*

Nil

B. ***Litigation by our Promoters***

a) *Criminal proceedings*

Nil

b) *Material civil proceedings*

Nil

C. ***Tax proceedings involving our Promoters***

Nil

VI. OUTSTANDING DUES TO CREDITORS

In accordance with the Materiality Policy, a creditor to whom ₹ 27.41 million, which is 5% of the total trade payables of our Company as at the end of the latest period of the Restated Consolidated Financial Information, is due by our Company, have been considered as 'material' creditors.

As at May 31, 2024, our Company does not have any material creditors in accordance with our Materiality Policy.

The details of outstanding dues (trade payables) owed to micro and small enterprises, material creditors and other creditors, as at May 31, 2024, are set out below:

Type of creditors	Number of creditors	Aggregate amount involved (in ₹ million)*
Micro, Small and Medium Enterprises	238	56.84
Material creditors	Nil	Nil
Other creditors	1,418	491.41
Total	**1,656**	**548.25**

**To the extent quantifiable*

VII. MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET DATE

Except as stated in "***Management's Discussion and Analysis of Financial Condition and Results of Operation***" on page 397, there have been no material developments, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

*Our business requires various approvals, licenses, registrations and permits issued by relevant governmental and regulatory authorities under applicable rules and regulations. Set out below is an indicative list of such consents, licenses, registrations, permissions, and approvals obtained by (a) our Company; and (b) our Subsidiaries which are considered material and necessary for the purposes of undertaking their respective businesses and operations ("**Material Approvals**"). In addition, certain Material Approvals may have lapsed or expired or may lapse in their ordinary course of business, from time to time, and we have either already made applications to the appropriate authorities for renewal of such Material Approvals or are in the process of making such renewal applications in accordance with applicable law and requirements and procedure. Unless otherwise stated, these approvals are valid as of the date of this Draft Red Herring Prospectus.*

*For further details in connection with the regulatory and legal framework within which we operate, see the section titled "**Key Regulations and Policies in India**" on page 240. For details of risks associated with not obtaining or delay in obtaining the requisite approvals, please see the section titled "**Risk Factors – In the event we fail to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required to operate our business, our business and results of operations may be adversely affected**" on page* 56.

I. General Details

A. Incorporation details of our Company and Subsidiaries

For details of the incorporation details of our Company and our Subsidiaries, see "***History and Certain Corporate Matters - Brief history of our Company***" and "***History and Certain Corporate Matters - Our Subsidiaries, Associates and Joint Ventures***" on pages 246 and 254, respectively.

B. Offer related approvals

For details of corporate and other approvals in relation to the Offer, see "***Other Regulatory and Statutory Disclosures – Authority for the Offer – Corporate Approvals***" on page 443.

C. Tax related approvals

We are required to obtain registrations under various national tax laws and state specific tax laws such as the Income Tax Act, 1961, Central Goods and Services Tax Act, 2017 and any other tax legislation as applicable, state wise. We have obtained the Material Approvals from the appropriate regulatory and governing authorities in relation to such tax laws.

D. Labour and employment related approvals

(i) Certificates of registration issued under the Employees' Provident Fund and Miscellaneous Provisions Act, 1952.

(ii) Certificates of registration issued under the Employees' State Insurance Act, 1948.

(iii) Registrations under the Contract Labour (Regulation and Abolition) Act, 1970.

II. Material Approvals obtained in relation to the business and operations of our Company and Subsidiaries

As on the date of this Draft Red Herring Prospectus, we have a portfolio of five owned and six managed hotels. We require various approvals, licenses and registrations under several central or state-level acts, rules and regulations to carry on our business and operations. These licenses differ based on the locations as well as the nature of operations carried out at such locations.

An indicative list of the Material Approvals required by us for the business and operation of our owned hotels is provided below:

1. ***Trade license from relevant municipal authorities***: We are required to obtain trade licenses from the municipal authorities of the respective areas where our hotels are located, where local laws require such trade licenses to be obtained.

2. ***FSSAI registration:*** We are required to obtain registration from the Food Safety and Standards Authority of India, under the FSSAI read with the Food Safety and Standard (Licensing and Registration of Food Business) Regulations, 2011, for sale, storage or distribution of food products.

3. ***No objection certificates from fire departments and police departments:*** We are required to obtain a no objection certificate ("**NOC**") from the relevant fire department, as applicable in the concerned jurisdictions of our hotels, to continue operations of our hotels. Further, we are also required to obtain an NOC from the relevant police department, as applicable in the concerned jurisdictions of our hotels.

4. ***Environment related approvals:*** We are required to obtain various environment related approvals and consents to operate under the Environment Act, Air Act and Water Act, the Environmental Impact Assessment Notification and authorisation for collection, storage and disposal of hazardous waste under the Hazardous Wastes Rules, in respect of our hotels, wherever applicable.

5. ***Occupancy certificate/ Building completion certificate:*** We are required to obtain an occupancy certificate or a building completion certificate from the relevant municipality or enter into an agreement with such municipality, as applicable, in the concerned jurisdictions. An occupancy certificate is typically issued after considering certain other compliances of the hotel buildings with, among others, approved plans, building standards, and fire safety standards.

6. ***Liquor license under excise laws:*** Under the scheme of excise laws, different state legislatures have enacted state legislations dealing with licenses for sale of alcohol. Any person selling alcohol, of various types and form, is required to obtain appropriate license under the state legislation. Such license is issued and classified based upon the nature and type of the alcohol. The categories of alcohol licenses may include Indian made foreign liquor, foreign liquor, beer and wine, or a combination thereof. In states where we serve liquor at our hotels, we are required to obtain license to serve and store liquor under the respective legislation of the state.

7. ***Shops and establishments registrations:*** In states where our hotels are located, registration under the respective shops and establishment acts of those states, wherever enacted or in force, is required. The terms of registration, renewal procedure and requirement for such registrations may differ under the respective state legislations.

8. ***Ground Water NOC from relevant department and/or authorities:*** We are required to obtain a NOC from the relevant ministry, as applicable in the concerned jurisdictions of certain our hotels.

In addition to the Material Approvals mentioned above, we are also required to obtain certain other approvals in the ordinary course of business, including approval obtained for operation of lifts, NOC from the Airport Authority of India under the Ministry of Civil Aviation, registrations under the Legal Metrology Act, 2009, licenses from the local municipal corporations, such as, boarding and lodging license, restaurant license, bar license, as applicable in the concerned jurisdictions of our hotels, to continue operations of our hotels.

III. Material Approvals for which applications are pending

In respect of our hotels, we currently hold all such aforementioned Material Approvals as we are required to obtain, except the following, in respect of which we have made applications before relevant authorities to obtain the registrations or renewals or modifications, as applicable:

Sr. No.	Description	Registration / renewal	Authority	Date of application
1	Application for NOC from the fire department	Renewal	Nagar Nigam, Jaipur heritage	September 13, 2024

IV. Material Approvals yet to be applied for

Sr. No.	Description	Registration / renewal	Authority
NIL			

V. Intellectual Property

For details in relation to our intellectual property, see "***Our Business – Intellectual Property***" on page 235.

OUR GROUP COMPANIES

For the purpose of disclosure in this Draft Red Herring Prospectus, the following shall be considered as Group Companies of our Company, in accordance with SEBI ICDR Regulations: (i) such companies (other than our Promoters and Subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed in this Draft Red Herring Prospectus, as covered under Ind AS 24; and (ii) any other companies as may be considered material by our Board of Directors.

In relation to (ii) above, in accordance with our Materiality Policy, for the purposes of disclosure in this Draft Red Herring Prospectus, our Company has considered as material, the companies (other than our Promoters and Subsidiaries), that are a part of the Promoter Group with which our Company has had transactions in the most recent financial year or the relevant stub period for which financial information is disclosed in this Draft Red Herring Prospectus, as applicable, which individually or in the aggregate, which exceed 10% of the total restated revenue from operations of our Company for the most recent financial year or the stub period, as the case may be, as per the Restated Consolidated Financial Information.

Based on the parameters mentioned above, as on the date of this Draft Red Herring Prospectus, we have identified the following as Group Companies, the details of which are set forth below:

Sr. No.	Name	Registered Office
1.	Arliga India Office Parks Private Limited	Unit No. 804, 8th Floor, Campus 7, Ecoworld, Sarjapur, Marathahalli, Outer Ring Road, Bengaluru 560 103, Karnataka, India
2.	Arliga Ecoworld Infrastructure Private Limited	Unit No. 804, 8th Floor, Campus 7, Ecoworld, Sarjapur, Marathahalli, Outer Ring Road, Bengaluru 560 103, Karnataka, India
3.	BSREP III India Ballet Holdings (DIFC) Limited	Unit L24-00, Level 24, ICD Brookfield Place, Dubai International Financial Centre, Dubai, 507034, United Arab Emirates
4.	BSREP III India Ballet I Pte. Ltd.	16 Collyer Quay, #19-00 Collyer Quay Centre, Singapore 049318
5.	BSREP III India Ballet Pte. Ltd.	16 Collyer Quay, #19-00, Collyer Quay Centre, Singapore 049318
6.	Brookfield Advisors India Private Limited	Godrej BKC, 4th Floor, Unit 1, Bandra Kurla Complex, Bandra East, Mumbai 400 051, Maharashtra, India
7.	Brookprop Management Services Private Limited	Godrej BKC, Office No. 2, 4th Floor, Plot C-68, 3rd Avenue, G-Block, Bandra Kurla Complex, Bandra East, Mumbai 400 051, Maharashtra, India
8.	Brookprop Property Management Services Private Limited	Unit No. 101, 1st Floor, Worldmark 2, Asset 8, Aerocity, IGI Airport, South West Delhi, New Delhi, Delhi 110 037, India
9.	Cowrks India Private Limited	Unit No. 804, 8th Floor, Campus 7, Ecoworld, Sarjapur, Marathahalli, Outer Ring Road, Bengaluru 560 103, Karnataka, India
10.	Equinox Business Parks Private Limited	6th Floor, Tower 3, Equinox Business Park, LBS Marg, Kurla West, Kurla, Mumbai 400 070, Maharashtra, India
11.	Striton Properties Private Limited	Waterstones Hotel, Off International Airport Approach Road, Marol, Andheri East, Marol Naka, Mumbai 400 059, Maharashtra, India
12.	Summit Digitel Infrastructure Limited	Unit 2, Tower 4, Equinox Business Park, LBS Marg, Kurla West, Mumbai 400 070, Maharashtra, India
13.	Witwicky One Private Limited	1005, Roots Tower, Plot No. 7, District Centre, Laxmi Nagar, East Delhi, Delhi 110 092, India

In accordance with the SEBI ICDR Regulations, information with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit/(loss) after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value, of our top five Group Companies determined on the basis of their annual turnover, based on their respective audited financial statements for the preceding three years shall be hosted on our website as indicated below:

S. No.	Name	Website
1.	Arliga Ecoworld Infrastructure Private Limited	www.theleela.com/investors
2.	Cowrks India Private Limited	www.cowrks.com/terms&conditions#corporate_governance
3.	Summitt Digitel Infrastructure Private Limited	www.summitdigitel.com/page/annual-report
4.	Brookfield Advisors India Private Limited	www.theleela.com/investors
5.	Equinox Business Parks Private Limited	www.theleela.com/investors

Our Company has provided links to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations. The information provided on the websites given above should not be relied upon or used as a basis for any investment decision.

Common pursuits

There are no common pursuits between our Group Companies and our Company, as on the date of this Draft Red Herring Prospectus. We shall adopt necessary procedures and practices as permitted by law to address any instances of conflict of interest, as and when they may arise.

Related business transactions with our Group Companies and their significance on the financial performance of our Company

Except for the transactions set forth in "***Restated Consolidated Financial Information – Note 41 – Related Party Transactions***" on page 361, there are no related business transactions between our Group Companies and our Company.

Nature and interests of our Group Companies

As on the date of this Draft Red Herring Prospectus, our Group Companies do not have any interest in the promotion of our Company.

Except as disclosed in "***History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years – Acquisition of Schloss Chanakya Private Limited***" and "***Restated Consolidated Financial Information – Note 41 – Related Party Transactions***" on pages 251 and 361, our Group Companies do not have any interest in any property acquired by our Company in the three years preceding the date of filing this Draft Red Herring Prospectus or proposed to be acquired by our Company as on the date of this Draft Red Herring Prospectus.

Our Group Companies do not have an interest in any transaction by our Company pertaining to acquisition of land, construction of building, supply of machinery, etc.

Except as disclosed in "***Restated Consolidated Financial Information – Note 41 – Related Party Transactions***" on page 361, and in the ordinary course of business, our Group Companies do not have or currently propose to have any business interest in our Company.

Litigation

As on the date of this Draft Red Herring Prospectus, there is no pending litigation involving our Group Companies which may have a material impact on our Company.

Other confirmations

As on date of this Draft Red Herring Prospectus, our Group Companies are not listed on any stock exchange in India or abroad. Further, our Group Companies have not made any public, rights issue or composite issue (as defined under the SEBI ICDR Regulations) of securities in the preceding three years.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Corporate Approvals

- Our Board has authorised the Offer by way of its resolution dated September 16, 2024 read with its resolution dated September 18, 2024 and our Shareholders have authorized the Fresh Issue pursuant to a special resolution passed on September 17, 2024. Further, our Board has taken on record the consent of the Promoter Selling Shareholder to participate in the Offer for Sale pursuant to a resolution passed at its meeting held on September 18, 2024.

- Our Board pursuant to its resolution dated September 18, 2024, and the IPO Committee pursuant to its resolution dated September 20, 2024 has approved this Draft Red Herring Prospectus for filing with SEBI and the Stock Exchanges.

Approvals from the Promoter Selling Shareholder

The Promoter Selling Shareholder has confirmed and approved the inclusion of its Offered Shares in the Offer for Sale, as set out below:

Name of the Selling Shareholder	Number of Offered Shares/ Amount	Date of consent letter	Date of board resolution/corporate authorization, if applicable
Project Ballet Bangalore Holdings (DIFC) Pvt Ltd	Equity Shares bearing face value of ₹ 10 each aggregating up to ₹20,000.00 million	September 17, 2024	September 17, 2024

In-principle listing approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of our Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by SEBI, RBI or governmental authorities

Our Company, our Promoters, member of the Promoter Group and our Directors, confirm that they are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any authority or court having jurisdiction over them.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Each of our Company, our Promoters (including the Promoter Selling Shareholder), member of our Promoter Group, confirm that it is in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable to it in respect of its holding in our Company, as on the date of this Draft Red Herring Prospectus.

Directors associated with the securities market

Except for Deepak Parekh who is associated with (i) HDFC Asset Management Company Limited as a non-executive director and chairman; and (ii) HDFC Capital Advisors Limited as an additional director, none of our Directors are associated with the securities market in any manner and there are no outstanding actions initiated by the SEBI against any of our Directors in the five years immediately preceding the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible to undertake the Offer in accordance with the eligibility criteria provided in Regulation 6(2) of the SEBI ICDR Regulations which states the following:

"An issuer not satisfying the condition stipulated in sub-regulation (1) shall be eligible to make an initial public offer only if the issue is made through the book-building process and the issuer undertakes to allot at least seventy five percent of the net offer to qualified institutional buyers and to refund the full subscription money if it fails to

do so.”

We are an unlisted company that does not satisfy the conditions specified in Regulations 6(1)(a), 6(1)(b) and 6(1)(c) of the SEBI ICDR Regulations of having net tangible assets of at least ₹30.00 million, in each of the preceding three financial years, an average operating profit of at least ₹150.00 million, with operating profit in each of these years and a net worth of ₹10.00 million in each of the preceding three financial years, respectively, and are therefore required to meet the conditions as detailed under Regulation 6(2) of the SEBI ICDR Regulations.

We are therefore required to allot not less than 75% of the Offer to QIBs to meet the conditions as detailed under Regulation 6(2) of the SEBI ICDR Regulations. Further, not more than 15% of the Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 1.00 million and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Further, not more than 10% of the Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

In the event that we fail to do so, the Bid Amount received by our Company shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations and other applicable law.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000, failing which, the entire application money will be refunded forthwith in accordance with the SEBI ICDR Regulations and other applicable laws.

Our Company is in compliance with the following conditions specified in Regulation 5 of the SEBI ICDR Regulations:

(a) neither our Company nor our Directors or Promoters (including the Promoter Selling Shareholder) or member of our Promoter Group, are debarred from accessing the capital markets by SEBI;

(b) neither our Promoters nor our Directors are promoters or directors of companies which are debarred from accessing the capital markets by SEBI;

(c) neither our Company nor any of our Directors or Promoters or member of the Promoter Group is a Wilful Defaulter or a Fraudulent Borrower;

(d) none of our Directors is a Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018; and

(e) as on the date of this Draft Red Herring Prospectus, other than the 622,103,028 CCPS and the options to be granted in terms of the ESOP Scheme, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or any other right which would entitle any person any option to receive Equity Shares. See “***Capital Structure***” on page 95.

The Promoter Selling Shareholder has confirmed that it has held the Offered Shares for a period of at least one year prior to the date of filing of this Draft Red Herring Prospectus and that it is in compliance with Regulation 8 and Regulation 8A of the SEBI ICDR Regulations and are eligible for being offered in the Offer for Sale.

DISCLAIMER CLAUSE OF THE SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS BEING, JM FINANCIAL LIMITED,

BOFA SECURITIES INDIA LIMITED, MORGAN STANLEY INDIA COMPANY PRIVATE LIMITED, J.P. MORGAN INDIA PRIVATE LIMITED, KOTAK MAHINDRA CAPITAL COMPANY LIMITED, AXIS CAPITAL LIMITED, CITIGROUP GLOBAL MARKETS INDIA PRIVATE LIMITED, IIFL SECURITIES LIMITED, ICICI SECURITIES LIMITED, MOTILAL OSWAL INVESTMENT ADVISORS LIMITED, AND SBI CAPITAL MARKETS LIMITED, AND HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BRLMS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT OUR COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMS, JM FINANCIAL LIMITED, BOFA SECURITIES INDIA LIMITED, MORGAN STANLEY INDIA COMPANY PRIVATE LIMITED, J.P. MORGAN INDIA PRIVATE LIMITED, KOTAK MAHINDRA CAPITAL COMPANY LIMITED, AXIS CAPITAL LIMITED, CITIGROUP GLOBAL MARKETS INDIA PRIVATE LIMITED, IIFL SECURITIES LIMITED, ICICI SECURITIES LIMITED, MOTILAL OSWAL INVESTMENT ADVISORS LIMITED AND SBI CAPITAL MARKETS LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 20, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BRLMS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to this Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC including in terms of Section 32 of the Companies Act 2013. All legal requirements pertaining to this Offer will be complied with at the time of filing of the Prospectus with the RoC including in terms of Sections 26, 32, 33(1) and 33(2) of the Companies Act 2013.

Disclaimer from our Company, our Directors, the Promoter Selling Shareholder and the BRLMs

Our Company, the Promoter Selling Shareholder, our Directors and the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, or any website of our Subsidiaries or our Group Company, any affiliate of our Company or Promoter Selling Shareholder, would be doing so at his or her own risk. It is clarified that neither the Promoter Selling Shareholder, nor their respective directors, trustees, partners, affiliates, associates and officers, accept and/or undertake any responsibility for any statements made or undertakings provided other than those specifically made or undertaken by the Promoter Selling Shareholder in relation to itself and/or its Offered Shares in this Draft Red Herring Prospectus.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and as will be provided for in the Underwriting Agreement.

All information shall be made available by our Company, the Promoter Selling Shareholder solely to the extent relating to itself and its Offered Shares and to the extent required in relation to the Offer for Sale and the BRLMs to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding centres or elsewhere.

Investors who Bid in the Offer will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, the Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Promoter Selling Shareholder, Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates, in their capacity as principals or agents, may engage in transactions with, and perform services for, our Company, our Subsidiaries, our Group Company, the Promoter Selling Shareholder and their group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Promoter Selling Shareholder and their group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation. As used herein, the term 'affiliate' means any person or entity that controls or is controlled by or is under common control with another person or entity.

Disclaimer in respect of jurisdiction

This Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872), Hindu Undivided Families ("**HUFs**"), companies, other corporate bodies and societies registered under the applicable laws in India and authorized to invest in equity shares, Indian Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from the RBI), systemically important non-banking financial companies or trusts under the applicable trust laws, and who are authorized under their respective constitutions to hold and invest in equity shares, public financial institutions as specified under Section 2(72) of the Companies Act 2013, venture capital funds, permitted insurance companies registered with IRDAI, and pension funds registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, systematically important NBFCs registered with the RBI and, to permitted Non-Residents including Eligible NRIs, Alternative Investment Funds ("**AIFs**"), Foreign Portfolio Investors registered with SEBI ("**FPIs**") and QIBs. This Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to or purchase the Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) at, Mumbai, India only.

Neither the delivery of this Draft Red Herring Prospectus nor the offer of the Offered Shares shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as of any time subsequent to this date.

Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India. **No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India**.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with the SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory

notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Eligibility and transfer restrictions

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs"; for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs") pursuant to Section 4(a) of the U.S. Securities Act, and (ii) outside the United States to investors in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

Disclaimer clause of BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to filing with the RoC.

Disclaimer clause of NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to filing with the RoC.

Listing

The Equity Shares proposed to be Allotted pursuant to the Red Herring Prospectus and the Prospectus are proposed to be listed on the BSE and the NSE. Applications will be made to the Stock Exchanges for obtaining permission to deal in and for an official quotation of the Equity Shares being offered and transferred in the Offer and [●] is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Offer.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the Bidders in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within three Working Days of the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI. If our Company does not Allot the Equity Shares within two Working Days from the Bid/Offer Closing Date or within such timeline as prescribed by SEBI, all amounts received in the Public Offer Accounts will be transferred to the Refund Account and it shall be utilised to repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders as prescribed under applicable law. If such money is not repaid within the prescribed time, then our Company and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law. Any expense incurred by our Company on behalf of the Promoter Selling Shareholder with regard to interest on such refunds will be reimbursed by the Promoter Selling Shareholder in proportion to its respective portion of the Offered Shares. For the avoidance of doubt, subject to applicable law, the Promoter Selling Shareholder shall not be responsible to pay and/or reimburse any expenses towards refund or any interest thereon for any delay, unless such failure or default or delay, as the case may be, is by, and is directly attributable to, an act or omission, of the Promoter Selling Shareholder and such liability shall be limited to the extent of its respective portion of the Offered Shares.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of Section 38(1) of the Companies Act 2013, which is reproduced below:

"Any person who –

(a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or*

(b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*

(c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act 2013 involving an amount of at least ₹1 million or 1% of the turnover of our Company, whichever is lower, includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. In case the fraud involves (i) an amount which is less than ₹1 million or 1% of the turnover of our Company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to ₹5 million or with both.

Consents

Consents in writing of: (a) the Promoter Selling Shareholder, our Directors, our Company Secretary and Compliance Officer, the legal counsel to our Company, the bankers to our Company, lenders to our Company (wherever applicable), industry report provider, Statutory Auditors, independent chartered accountant, independent architects, the BRLMs and Registrar to the Offer have been obtained; and (b) the Syndicate Members, Monitoring Agency, Bankers to the Offer (Escrow Collection Bank, Public Offer Account Bank, Sponsor Bank(s) and Refund Bank) to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act 2013, and such consents shall not be withdrawn up to the time of filing of the Red Herring Prospectus with the RoC.

Experts

Our Company has received written consent dated September 20, 2024 from B S R & Co. LLP. Chartered Accountants to include their name as required under Section 26 (5) of the Companies Act 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report dated September 16, 2024 on the Restated Consolidated Financial Information; and (ii) report dated September 18, 2024 on the statement of possible special tax benefits available to our Company, our Shareholders and our Material Subsidiaries included in this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined underthe U. S. Securities Act.

In addition, our Company has received written consent dated September 20, 2024, from V. Singhi & Associates, Chartered Accountants, bearing firm registration number 311017E, to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and an "expert", as defined under Section 2(38) of the Companies Act 2013 in respect of various certifications issued by them in their capacity as independent chartered accountant to our Company.

Our Company has received a written consent dated September 20, 2024 from an independent architect, namely, Quantum ProjectInfra Ltd., bearing registration number CA/2013/61911, to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and an "expert", as defined under Section 2(38) of the Companies Act 2013 in respect of certification issued by them in their capacity as an independent architect to our Company and details derived therefrom as included in this Draft Red Herring Prospectus.

Our Company has received a written consent dated September 20, 2024 from an independent architect, namely, Parthsarthi Dutta Gupta, bearing registration number CA/88/11609, to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and an "expert", as defined under Section 2(38) of the Companies Act 2013 in respect of certification issued by them in their capacity as an independent architect to our Company and details derived therefrom as included in this Draft Red Herring Prospectus.

Our Company has received a written consent dated September 20, 2024 from an independent architect, namely, Chetan Kumar V, bearing registration number CA/2022/153752, to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and an "expert", as defined under Section 2(38) of the Companies Act 2013 in respect of certification issued by them in their capacity as an independent architect to our Company and details derived therefrom as included in this Draft Red Herring Prospectus.

Our Company has received a written consent dated September 20, 2024 from an independent architect, namely, Shodhak Maulikkumar Shah, bearing registration number CA/2020/126062, to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and an "expert", as defined under Section 2(38) of the Companies Act 2013 in respect of certification issued by them in their capacity as an independent architect to our Company and details derived therefrom as included in this Draft Red Herring Prospectus.

Our Company has received a written consent dated September 20, 2024 from an independent architect, namely, Ashish Pradhan, bearing registration number CA/2016/79625, to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and an "expert", as defined under Section 2(38) of the Companies Act 2013 in respect of certification issued by them in their capacity as an independent architect to our Company and details derived therefrom as included in this Draft Red Herring Prospectus.

Our Company has received a written consent dated September 20, 2024 from an independent architect, namely, Kaushik Sudhir Ghate, bearing registration number CA/2010/49019, to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and an "expert", as defined under Section 2(38) of the Companies Act 2013 in respect of certification issued by them in their capacity as an independent architect to our Company and details derived therefrom as included in this Draft Red Herring Prospectus.

The above-mentioned consents have not been withdrawn as on the date of this Draft Red Herring Prospectus.

Particulars regarding public or rights issues during the last five years

Except as disclosed in the section "***Capital Structure***" on page 95, there has been no public issues or rights issues undertaken by our Company, during the five years preceding the date of this Draft Red Herring Prospectus.

Commission or brokerage on previous issues in the last five years

Since this is an initial public offering of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure public subscription for any of our Equity Shares in the five years immediately preceding the date of this Draft Red Herring Prospectus.

Capital issues in the preceding three years, our listed group companies, subsidiaries and associates of our Company

Except as disclosed in *"**Capital Structure – Notes to Capital Structure***" on page 95, our Company has not made any capital issues during the three years immediately preceding the date of this Draft Red Herring Prospectus. Further, as on the date of this Draft Red Herring Prospectus, our Company does not have any associate entities or listed Subsidiaries or listed Group Companies.

Particulars regarding public/rights issue of our Company and performance *vis-à-vis* objects

Except as disclosed in the section "***Capital Structure***" on page 95, there has been no public issues / rights issues undertaken by our Company, during the five years preceding the date of this Draft Red Herring Prospectus.

Performance *vis-à-vis* objects – Public/rights issue of the listed Promoter / Subsidiaries of our Company

None our Subsidiaries or Promoter are listed on any stock exchange.

Price information of past issues handled by the BRLMs

<u>JM Financial Limited</u>

A. *Price information of past issues (during the current Fiscal and two Fiscals preceding the current Fiscal) handled by JM Financial*

Sr. No.	Issue name	Issue size (₹ million)	Issue price (₹)	Listing Date	Opening price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing
1.	Bajaj Housing Finance Limited*	65,600.00	70.00	September 16, 2024	150.00	Not Applicable	Not Applicable	Not Applicable
2.	Baazar Style Retail Limited#12	8,346.75	389.00	September 6, 2024	389.00	Not Applicable	Not Applicable	Not Applicable
3.	Brainbees Solutions Limited*11	41,937.28	465.00	August 13, 2024	651.00	37.49% [3.23%]	Not Applicable	Not Applicable
4.	Ceigall India Limited*10	12,526.63	401.00	August 8, 2024	419.00	-4.89% [3.05%]	Not Applicable	Not Applicable
5.	Stanley Lifestyles Limited#	5,370.24	369.00	June 28, 2024	499.00	55.96% [2.91%]	Not Applicable	Not Applicable
6.	Le Travenues Technology Limited#	7,401.02	93.00	June 18, 2024	135.00	86.34% [4.42%]	67.63% [7.23%]	Not Applicable
7.	TBO Tek Limited*	15,508.09	920.00	May 15, 2024	1,426.00	69.94% [5.40%]	84.90% [9.67%]	Not Applicable
8.	Gopal Snacks Limited# 9	6,500.00	401.00	March 14, 2024	350.00	-18.13% [1.57%]	-19.35% [4.60%]	-18.63% [11.58%]
9.	GPT Healthcare Limited#	5,251.40	186.00	February 29, 2024	216.15	-5.13% [1.59%]	-20.67% [3.68%]	0.30% [12.69%]
10.	Juniper Hotels Limited*	18,000.00	360.00	February 28, 2024	365.00	43.76% [1.71%]	21.22% [4.47%]	9.83% [13.08%]

Source: www.nseindia.com and www.bseindia.com
 # BSE as Designated Stock Exchange
** NSE as Designated Stock Exchange*
Notes:
1. *Opening price information as disclosed on the website of the Designated Stock Exchange.*
2. *Change in closing price over the issue/offer price as disclosed on Designated Stock Exchange.*
3. *For change in closing price over the closing price as on the listing date, the CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.*
4. *In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered.*
5. *30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken a listing date plus 179 calendar days.*
6. *Restricted to last 10 issues.*
7. *A discount of Rs. 7 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.*
8. *A discount of Rs. 38 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.*
9. *A discount of Rs. 38 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.*
10. *A discount of Rs. 44 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.*
11. *A discount of Rs. 35 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.*

B. *Summary statement of price information of past issues handled by JM Financial*

Financial Year	Total no. of IPOs	Total funds raised (₹ Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2024-2025	7	1,42,020.31	-	-	1	3	1	-	-	-	-	-	-	-
2023-2024	24	2,88,746.72	-	-	7	4	5	8	-	-	5	7	5	7
2022-2023	11	3,16,770.53	-	1	3	-	5	2	-	2	2	2	3	2

BofA Securities India Limited

i. *Price information of past issues (during the current Fiscal and two Fiscals preceding the current Fiscal) handled by BofA Securities*

S. No.	Issue name	Issue size (₹ million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)(2)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing(3)(4)(5)	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing(3)(4)(6)	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing(3)(4)(7)
1.	Bajaj Housing Finance Limited	65,600.00	70.00	September 16, 2024	150.00	-	-	-
2.	Brainbees Solutions Limited	41,937.28	465.00[12]	August 13, 2024	651.00	+37.49%,[3.23%]	-	-
3.	Ola Electric Mobility Limited	61,455.59	76.00[11]	August 9, 2024	76.00	+44.17%, [+1.99%]	-	-
4.	Tata Technologies Limited	30,425.14	500.00	November 30, 2023	1,199.95	+136.09%, [+7.84%]	+115.24%,[+9.12%]	+49.90%,[+11.63%]
5.	Delhivery Limited	52,350.00	487.00(8)	May 24, 2022	493.00	+3.49%[-4.41%]	+17.00%,[+10.13%]	-27.99%,[+13.53%]
6.	Life Insurance Corporation of India	205,572.31	949.00(9)	May 17, 2022	867.20	-27.24%,[-3.27%]	-28.12%,[+9.47%]	+33.82%, [+13.76%]
7.	Campus Activewear Limited	13,996.00	292.00(10)	May 9, 2022	360.00	+11.92%, [+0.70%]	+41.71%, [+6.72%]	+91.04%, [+11.14%]

Source: www.nseindia.com and www.bseindia.com; for price information and prospectus/ basis of allotment for issue details

Notes:

(1) *Equity public issues in last 3 financial years considered.*

(2) *Opening price information as disclosed on the website of NSE. For issuers, change in closing price over the issue/offer price as disclosed on designated stock exchange.*

(3) *Designated Stock Exchange as disclosed by the respective issuer at the time of the issue considered as benchmark index and for disclosing the price information.*

(4) *In case 30th day, 90th day or 180th day is not a trading day, closing price on NSE of previous trading day is considered.*

(5) *30th listing day has been taken as listing date plus 29 calendar days.*

(6) *90th listing day has been taken as listing date plus 89 calendar days.*

(7) *180th listing day has been taken as listing date plus 179 calendar days.*

(8) *In Delhivery Limited, the issue price to eligible employees was ₹ 462 after a discount of ₹ 25 per equity share.*

(9) *In Life Insurance Corporation of India, the issue price to retail investors and eligible employees was ₹ 904 after a discount of ₹ 45 per equity share and the issue price to eligible policyholders was ₹ 889 after a discount of ₹ 60 per equity share.*

(10) *In Campus Activewear Limited, the issue price to eligible employees was ₹ 265 after a discount of ₹ 27 per equity share.*

(11) *In Ola Electric Mobility Limited, the issue price to eligible employees was ₹ 72 after a discount of ₹ 4 per equity share.*
(12) *In Brainbees Solutions Limited, the issue price to eligible employees was ₹ 421 after a discount of ₹ 44 per equity share.*

ii. *Summary statement of price information of past issues (during the current Fiscal and two Fiscals preceding the current Fiscal) handled by BofA Securities*

Fiscal	Total no. of IPOs	Total amount of funds raised (₹ million)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-25	3	168,992.87	-	2	-	-	-	-	-	-	-	-	-	-
2023-24	1	30,425.14	-	-	-	1	-	-	-	-	-	-	1	-
2022-23	3	271,918.31	-	1	-	-	-	2	-	1	-	1	1	-

Source: www.nseindia.com
Notes:
1. *The information is as on the date of the document.*
2. *Based on date of listing.*
3. *Wherever 30th and 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.*
4. *Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information and benchmark index.*

Morgan Stanley India Company Private Limited

a) *Price information of past issues (during the current Fiscal and two Fiscals preceding the current Fiscal) handled by Morgan Stanley*

S. No.	Issue name	Issue size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Brainbees Solutions Limited	41,937.28	465.00	August 13, 2024	651.00	+ 37.5% [+ 2.3%]	NA	NA
2.	Go Digit General Insurance Limited	26,146.46	272.00	May 23, 2024	286.00	+ 22.8% [+ 4.0%]	+ 30.8% [+ 9.3%]	NA
3.	Delhivery Limited	52,350.00	487.00	May 24, 2022	495.20	+ 3.5% [- 4.9%]	+17.0% [+ 9.5%]	-28.0% [+ 12.9%]

Source: www.nseindia.com; for price information and prospectus/ basis of allotment for issue details.
Notes:
1. *Issue Size is as per the prospectus filed with SEBI with the figures rounded off to the nearest decimal point*
2. *Benchmark index considered is NIFTY50*
3. *If the 30th/90th/180th day falls on a trading holiday then pricing information on the preceding trading day has been considered*
4. *Pricing Performance for the company is calculated as per the final offer price*
5. *Pricing Performance for the benchmark index is calculated as per the close on the day prior to the listing date*

b) *Summary statement of price information of past issues (during the current Fiscal and two Fiscals preceding the current Fiscal) handled by Morgan Stanley*

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-25	2	68,083.74	-	-	-	-	1	1	-	-	-	-	-	-
2023-24	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2022-23	1	52,350.00	-	-	-	-	-	1	-	1	-	-	-	-

Source: www.nseindia.com

J.P. Morgan India Private Limited

A. *Price information of past issues (during the current Fiscal and two Fiscals preceding the current Fiscal) handled by J.P. Morgan*

S. No.	Issue Name	Issue size (₹ million)	Issue price (₹)	Listing Date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Premier Energies Ltd. (a)	28,304.00	450[1]	September 03, 2024	991.00	NA	NA	NA
2.	Emcure Pharmaceuticals Ltd. (b)	19,520.27	1,008[2]	July 10, 2024	1,325.05	+27.9%, [-0.9%]	NA	NA
3.	Indegene Ltd. (b)	18,417.59	452[3]	May 13, 2024	655.00	+24.3%, [+5.3%]	+26.9%, [+10.2%]	NA
4.	Honasa Consumer Ltd.(b)	17,014.40	324[4]	November 07, 2023	330.00	+17.6%, [+7.9%]	+34.8%, [+12.6%]	+29.7%. [+15.8%]
5.	Blue Jet Healthcare Ltd.(b)	8,402.67	346	November 01, 2023	380.00	+4.1%. [+6.0%]	+10.1%, [+14.5%]	+11.2%, [+18.1%]
6.	TVS Supply Chain Solutions Ltd.(b)	8,800.00	197	August 23, 2023	207.05	+8.7%, [+1.5%]	+6.6%, [+1.3%]	(7.5%), [+13.4%]
7.	Mankind Pharma Ltd(b)	43,263.55	1,080	May 09, 2023	1,300.00	+37.6%, [+2.5%]	+74.1%, [+6.8%]	+64.4%, [+5.3%]
8.	KFin Technologies Ltd(b)	15,000.00	366	December 29, 2022	367.00	(13.6%), [-3.2%]	(24.6%), [-6.8%]	(4.5%), [+2.5%]
9.	Life Insurance Corporation of India(a)	205,572.31	949[5]	May 17, 2022	867.20	(27.2%), [-3.3%]	(28.1%), [+9.5%]	(33.8%), [+13.8%]
10.	Rainbow Children's Medicare(b)	15,808.49	542[6]	May 10, 2022	510.00	(13.8%), [+0.7%]	(12.8%), [+7.1%]	+49.2%, [+11.6%]

Source: SEBI, Source: www.nseindia.com

1 *Price on the designated stock exchange is considered for all of the above calculation for individual stocks.*
(a) BSE as the designated stock exchange;
(b) NSE as the designated stock exchange

2 *In case 30th/90th/180th day is not a trading day, closing price on the stock exchange of the previous trading day has been considered.*

3 *Closing price of 30th, 90th, 180th calendar day from listing day has been taken as listing day plus 29, 89 and 179 calendar days respectively*

4 *Pricing performance is calculated based on the Issue price.*

5 *Variation in the offer price for certain category of investors are:*
[1] Discount of ₹22.0 per equity share offered to eligible employee bidders. All calculation are based on Issue price of ₹450 per equity share
[2] Discount of ₹90.0 per equity share offered to eligible employee bidders. All calculation are based on Issue price of ₹1,008 per equity share
[3] Discount of ₹30.0 per equity share offered to eligible employee bidders. All calculation are based on Issue price of ₹452 per equity share
[4] Discount of ₹30.0 per equity share offered to eligible employee bidders. All calculation are based on Issue price of ₹324 per equity share
[5] Discount of ₹45.0 per equity share offered to individual retail bidders and eligible employee(s); with discount of INR 60.0 per equity share offered to policyholder bidders respectively. All calculation are based on Issue price of ₹949 per equity share

[6] Discount of ₹20.0 per equity share offered to eligible employee bidders. All calculation are based on Issue price of ₹542 per equity share
6 *Pricing Performance for the benchmark index is calculated as per the close on the day of the listing date*
7 *Benchmark index considered is NIFTY 50/S&P BSE Sensex basis designated stock exchange for each issue*
8 *Issue size as per the basis of allotment'*

B. *Summary statement of price information of past issues (during the current Fiscal and two Fiscals preceding the current Fiscal) handled by J.P. Morgan*

Fiscal	Total no. of IPOs	Total amount of funds raised (₹ million)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-2025YTD	3	66,242	NA	NA	NA	NA	1	1	NA	NA	NA	NA	NA	NA
2023-2024	4	77,481	NA	NA	NA	NA	1	3	NA	NA	1	1	1	1
2022-2023	3	2,36,381	NA	1	2	NA	NA	NA	NA	1	1	NA	1	NA

Note: In the event that any day falls on a holiday, the price/ index of the previous trading day has been considered. The information for each of the financial years is based on issues listed during such financial year.

Kotak Mahindra Capital Company Limited

A. *Price information of past issues (during the current Fiscal and two Fiscals preceding the current Fiscal) handled by Kotak*

S. No.	Issue Name	Issue size (₹ million)	Issue price (₹)	Listing Date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Bajaj Housing Finance Limited	65,600.00	70	September 16, 2024	150.00	Not applicable	Not applicable	Not applicable
2.	Premier Energies Limited	28,304.00	450[1]	September 3, 2024	991.00	Not applicable	Not applicable	Not applicable
3.	Brainbees Solutions Limited	41,937.28	465[2]	August 13, 2024	651.00	+37.49%, [3.23%]	Not applicable	Not applicable
4.	Ola Electric Mobility Limited	61,455.59	76[3]	August 9, 2024	76.00	+44.17%, [1.99%]	Not applicable	Not applicable
5.	Emcure Pharmaceuticals Limited	19,520.27	1,008[4]	July 10, 2024	1,325.05	+27.94%, [-0.85%]	Not applicable	Not applicable
6.	Aadhar Housing Finance Limited	30,000.00	315[5]	May 15, 2024	315.00	+25.56%, [+5.40%]	+33.89%, [+9.67%]	Not applicable
7.	Indegene Limited	18,417.59	452[6]	May 13, 2024	655.00	+24.28%, [+5.25%]	+26.86%, [+10.24%]	Not applicable
8.	India Shelter Finance Corporation Limited	12,000.00	493	December 20, 2023	620.00	+17.64%, [+1.48%]	+10.50%, [+4.28%]	+41.91%, [+10.95%]
9.	Honasa Consumer Limited	17,014.40	324[7]	November 7, 2023	330.00	+17.58%, [+7.89%]	+34.77%, [+12.61%]	+29.68%, [+15.81%]
10.	Cello World Limited	19,000	648[8]	November 6, 2023	829.00	+21.92%, [+7.44%]	+32.99%, [+12.58%]	+40.57%, [+15.78%]

Source: www.nseindia.com; www.bseindia.com

Notes:

1. *In Premier Energies Limited, the issue price to eligible employees was ₹ 428 after a discount of ₹ 22 per equity share*
2. *In Brainbees Solutions Limited, the issue price to eligible employees was ₹ 421 after a discount of ₹ 44 per equity share*
3. *In Ola Electric Mobility Limited, the issue price to eligible employees was ₹ 69 after a discount of ₹ 7 per equity share*
4. *In Emcure Pharmaceuticals Limited, the issue price to eligible employees was ₹ 918 after a discount of ₹ 90 per equity share*
5. *In Aadhar Housing Finance Limited, the issue price to eligible employees was ₹ 292 after a discount of ₹ 23 per equity share*
6. *In Indegene Limited, the issue price to eligible employees was ₹ 422 after a discount of ₹ 30 per equity share*
7. *In Honasa Consumer Limited, the issue price to eligible employees was ₹ 294 after a discount of ₹ 30 per equity share*
8. *In Cello World Limited, the issue price to eligible employees was ₹ 587 after a discount of ₹ 61 per equity share*
9. *In the event any day falls on a holiday, the price/index of the immediately preceding trading day has been considered.*
10. *The 30th, 90th, 180th calendar days from listed day have been taken as listing day plus 29, 89 and 179 calendar days.*
11. *Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information.*
12. *Restricted to last 10 equity initial public issues.*

B. *Summary statement of price information of past issues (during the current Fiscal and two Fiscals preceding the current Fiscal) handled by Kotak*

Fiscal	Total no. of IPOs	Total amount of funds raised (₹ million)	No. of IPOs trading at discount – 30^{th} calendar days from listing			No. of IPOs trading at premium – 30^{th} calendar days from listing			No. of IPOs trading at discount – 180^{th} calendar days from listing			No. of IPOs trading at premium – 180^{th} calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-25	7	265,234.73	-	-	-	-	4	1	-	-	-	-	-	-
2023-24	11	179,436.83	-	-	-	2	4	5	-	-	-	7	3	1
2022-23	10	367,209.37	-	1	2	-	3	4	-	2	1	2	3	2

Notes:

1. *The information is as on the date of this Draft Red Herring Prospectus.*
2. *The information for each of the financial years is based on issues listed during such financial year.*

Axis Capital Limited

D. *Price information of past issues (during the current Fiscal and two Fiscals preceding the current Fiscal) handled by Axis*

S. No.	Issue name	Issue size (₹ million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30^{th} calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90^{th} calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180^{th} calendar days from listing
1.	Bajaj Housing Finance Limited[(2)]	65,600.00	70.00	September 16, 2024	150.00	-	-	-
2.	Baazar Style Retail Limited[(1)$]	8,346.75	389.00	September 6, 2024	389.00	-	-	-
3.	Interarch Building Products Limited[!(2)]	6,002.87	900.00	August 26, 2024	1,299.00	-	-	-
4.	Ola Electric Mobility Limited[(2)#]	61,455.59	76.00	August 9, 2024	91.20	+44.17%, [+1.99%]	-	-

S. No.	Issue name	Issue size (₹ million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
5.	Akums Drugs and Pharmaceuticals Limited@ (2)	18,567.37	679.00	August 6, 2024	725.00	+32.10%, [+5.03%]	-	-
6.	Emcure Pharmaceuticals Limited^(2)	19,520.27	1,008.00	July 10, 2024	1,325.05	+27.94%, [-0.85%]	-	-
7.	Stanley Lifestyles Limited(1)	5,370.24	369.00	June 28, 2024	499.00	+55.96%, [+2.91%]	-	-
8.	Le Travenues Technology Limited(1)	7,401.02	93.00	June 18, 2024	135.00	+86.34%, [+4.42%]	+67.63% [+7.23%]	-
9.	Awfis Space Solutions Limited*(2)	5,989.25	383.00	May 30, 2024	435.00	+34.36%, [+6.77%]	+100.18%, [+11.25%]	-
10.	Go Digit General Insurance Limited(2)	26,146.46	272.00	May 23, 2024	286.00	+22.83%, [+2.32%]	+30.79%, [+7.54%]	-

Source: www.nseindia.com and www.bseindia.com
(1)BSE as Designated Stock Exchange
(2)NSE as Designated Stock Exchange
$ Offer price was ₹ 354.00 per equity share to Eligible Employees
! Offer price was ₹ 815.00 per equity share to Eligible Employees
 # Offer price was ₹ 69.00 per equity share to Eligible Employees
@ Offer price was ₹ 615.00 per equity share to Eligible Employees
^ Offer price was ₹ 918.00 per equity share to Eligible Employees
** Offer price was ₹ 347.00 per equity share to Eligible Employees*

Notes:
a. *Issue size derived from prospectus/ final post issue reports, as available.*
b. *The CNX NIFTY or S&P BSE SENSEX is considered as the benchmark index as per the designated stock exchange disclosed by the respective issuer at the time of the issue, as applicable.*
c. *Price on NSE or BSE is considered for all of the above calculations as per the designated stock exchange disclosed by the respective Issuer at the time of the issue, as applicable.*
d. *In case 30th/ 90th /180th day is not a trading day, closing price of the previous trading day has been considered.*
e. *Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.*

E. *Summary statement of price information of past issues (during the current Fiscal and two Fiscals preceding the current Fiscal) handled by Axis*

Fiscal	Total no. of IPOs	Total amount of funds raised (₹ million)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-2025*	12	282,657.91	-	-	-	4	4	1	-	-	-	-	-	-
2023-2024	18	218,638.22	-	-	4	2	6	6	-	-	3	7	4	4
2022-2023	11	279,285.39	-	1	6	-	2	2	-	2	5	-	3	1

** The information is as on the date of the document*
The information for each of the financial years is based on issues listed during such financial year.
Note: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

Citigroup Global Markets India Private Limited

D. *Price information of past issues (during the current Fiscal and two Fiscals preceding the current Fiscal) handled by Citi*

S. No.	Issue name	Issue size (₹ million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Ola Electric Mobility Limited	61,455.59	76.00	August 9, 2024	76.00	+44.17% [+1.99%]	NA	NA
2.	Akums Drugs and Pharmaceuticals Limited	18,567.37	679.00	August 6, 2024	725.00	+29.01% [+5.03%]	NA	NA
3.	Aadhar Housing Finance Limited	30,000.00	315.00	May 15, 2024	315.00	+25.56% [+5.40%]	+33.70% [+9.67%]	NA
4.	Indegene Limited	18,417.59	452.00	May 13, 2024	655.00	+24.28% [+5.25%]	+26.60% [+10.24%]	NA
5.	India Shelter Finance Corporation Limited	12,000.00	493.00	December 20, 2023	620.00	+17.64% [+1.48%]	+10.50% [+4.28%]	+41.91% [+10.95%]
6.	Tata Technologies Limited	30,425.14	500.00	November 30, 2023	1,200.00	+136.03% [+7.94%]	+115.15% [+10.26%]	+118.17%[+13.90%]
7.	Honasa Consumer Limited	17,014.40	324.00	November 7, 2023	330.00	+17.58% [+7.89%]	34.77% [+12.61%]	+29.68% [+15.81%]
8.	R. R. Kabel Limited	19,640.10	1,035.00	September 20, 2023	1,179.00	+34.45% [-1.75%]	+66.44% [+6.76%]	+36.22% [+8.75%]
9.	Concord Biotech Limited	15,505.21	741.00	August 18, 2023	900.05	+36.82% [+4.57%]	+83.91% [+1.89%]	+88.78% [+12.60%]
10.	Delhivery Limited	52,350.0	487.00	May 24, 2022	495.20	+3.49% [-4.41%]	+17.00% [+10.13%]	-27.99% [+13.53%]

Source: www.nseindia.com; www.bseindia.com
Notes:
1. *Benchmark index basis designated stock exchange*
2. *% of change in closing price on 30th / 90th / 180th calendar day from listing day is calculated vs. Issue Price. % change in closing benchmark index is calculated based on closing index on listing day vs. closing index on 30th / 90th / 180th calendar day from listing day*
3. *30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case closing price on designated stock exchange of a trading day immediately prior to the 30th / 90th / 180th day, is considered.*

E. *Summary statement of price information of past issues (during the current Fiscal and two Fiscals preceding the current Fiscal) handled by Citi*

Fiscal	Total no. of IPOs	Total amount of funds raised (₹ million)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-25	4	128.441.55	-	-	-	-	3	1	-	-	-	-	-	-
2023-24	5	94,584.85	-	-	-	1	2	2	-	-	-	2	3	-
2022-23	2	257,922.30	-	1	-	-	-	1	-	2	-	-	-	-

Source: www.nseindia.com

Notes:
1. *The information is as on the date of this Draft Red Herring Prospectus.*
2. *The information for each of the financial years is based on issues listed during such financial year.*
3. *Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.*

IIFL Securities Limited

a. *Price information of past issues (during the current Fiscal and two Fiscals preceding the current Fiscal) handled by IIFL*

S. No.	Issue name	Issue size (₹ million)	Issue price (₹)	Designated Stock Exchange	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Bajaj Housing Finance Limited	65,600.00	70.00	NSE	September 16, 2024	150.00	N.A.	N.A.	N.A.
2.	Ecos (India) Mobility & Hospitality Limited	6012.00	334.00	NSE	September 4, 2024	390.00	N.A.	N.A.	N.A.
3.	Unicommerce eSolutions Limited	2,765.72	108.00	NSE	August 13, 2024	235.00	+109.98% [+3.23%]	N.A.	N.A.
4.	Ceigall India Limited	12,526.63	401.00(1)	NSE	August 8, 2024	419.00	-4.89%[+3.05%]	N.A.	N.A.
5.	Awfis Space Solutions Limited	5,989.25	383.00(2)	NSE	May 30, 2024	435.00	+34.36%,[+6.77%]	+100.18%,[+11.25%]	N.A.
6.	Go Digit General Insurance Limited	26,146.46	272.00	NSE	May 23, 2024	286.00	+22.83%,[+2.32%]	+30.79%,[+7.54%]	N.A.
7.	JNK India Limited	6,494.74	415.00	NSE	April 30, 2024	621.00	+54.47%,[+0.44%]	+81.75%,[+9.87%]	N.A.
8.	Bharti Hexacom Limited	42,750.00	570.00	BSE	April 12, 2024	755.20	+58.25%,[-2.13%]	+85.03%,[+7.65%]	N.A.
9.	R K Swamy Limited	4,235.60	288.00	BSE	March 12, 2024	252.00	-1.30%,[+1.86%]	-6.70%,[+4.11%]	-17.57%[+10.20%]
10.	Medi Assist Healthcare Services Limited	11,715.77	418.00	BSE	January 23, 2024	465.00	+22.32%,[+3.20%]	+15.66%,[+3.86%]	+33.86%,[+14.54%]

Source: www.nseindia.com; www.bseindia.com, as applicable
Notes:
1. *A discount of Rs. 36 per equity share was offered to eligible employees bidding in the employee reservation portion*
2. *A discount of Rs. 38 per equity share was offered to eligible employees bidding in the employee reservation portion.*

Note: Benchmark Index taken as NIFTY 50 or S&P BSE SENSEX, as applicable. Price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered for all of the above calculations. The 30th, 90th and 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th /90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered. % change taken against the Issue Price in case of the Issuer. N.A. means Not Applicable. The above past price information is restricted only to past 10 initial public offers.

b. *Summary statement of price information of past issues handled by IIFL*

Fiscal	Total no. of IPOs	Total amount of funds raised (₹ million)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-25	8	168,284.80	-	-	1	3	1	1	-	-	-	-	-	-
2023-24	15	154,777.80	-	-	4	3	4	4	-	-	1	5	4	5
2022-23	12	106,650.92	-	-	4	-	4	4	-	-	3	1	4	4

Source: www.nseindia.com*;* www.bseindia.com, *as applicable*

Note: Data for number of IPOs trading at premium/discount taken at closing price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered on the respective date. In case any of the days falls on a non-trading day, the closing price on the previous trading day has been considered.

NA means Not Applicable.

ICICI Securities Limited

A. *Price information of past issues (during the current Fiscal and two Fiscals preceding the current Fiscal) handled by ICICI Securities*

S. No.	Issue name	Issue size (₹ million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Premier Energies Limited^	28,304.00	450.00(7)	September 3, 2024	991.00	NA*	NA*	NA*
2.	Ola Electric Mobility Limited^^	61,455.59	76.00(6)	August 9, 2024	76.00	+44.17% [+1.99%]	NA*	NA*
3.	Ceigall India Limited^^	12,526.63	401.00(5)	August 8, 2024	419.00	-4.89% [+3.05%]	NA*	NA*
4.	Akums Drugs and Pharmaceuticals Limited^^	18,567.37	679.00(4)	August 6, 2024	725.00	+32.10% [+5.03%]	NA*	NA*
5.	Allied Blenders and Distillers Limited^^	15,000.00	281.00(3)	July 2, 2024	320.00	+9.68% [+3.43%]	NA*	NA*
6.	Stanley Lifestyles Limited^	5,370.24	369.00	June 28, 2024	499.00	+55.96% [+2.91%]	NA*	NA*
7.	Awfis Space Solutions Limited^^	5,989.25	383.00(2)	May 30, 2024	435.00	+34.36% [+6.77%]	+100.18% [+11.25%]	NA*
8.	Go Digit General Insurance Limited^^	26,146.46	272.00	May 23, 2024	286.00	+22.83% [+2.32%]	+30.79% [+7.54%]	NA*
9.	Aadhar Housing Finance Limited^^	30,000.00	315.00(1)	May 15, 2024	315.00	+25.56% [+5.40%]	+33.89% [+9.67%]	NA*
10.	JNK India Limited^^	6,494.74	415.00	April 30, 2024	621.00	+54.47% [+0.44%]	+81.75% [+9.87%]	NA*

**Data not available*

^*BSE as designated stock exchange*

^^*NSE as designated stock exchange*

(1) *Discount of ₹23 per equity share offered to eligible employees. All calculations are based on Issue Price of ₹315.00 per equity share.*

(2) *Discount of ₹36 per equity share offered to eligible employees. All calculations are based on Issue Price of ₹383.00 per equity share.*

(3) *Discount of ₹26 per equity share offered to eligible employees. All calculations are based on Issue Price of ₹281.00 per equity share.*

(4) *Discount of ₹64 per equity share offered to eligible employees. All calculations are based on Issue Price of ₹679.00 per equity share.*

(5) *Discount of ₹38 per equity share offered to eligible employees. All calculations are based on Issue Price of ₹ 401.00 per equity share.*

(6) *Discount of ₹7 per equity share offered to eligible employees. All calculations are based on Issue Price of ₹76.00 per equity share.*

(7) *Discount of ₹ 22 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 450.00 per equity share.*

B. *Summary statement of price information of past issues (during the current Fiscal and two Fiscals preceding the current Fiscal) handled ICICI Securities*

Fiscal	Total no. of IPOs	Total amount of funds raised (₹ million)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-25*	11	2,52,604.28	-	-	1	3	4	2	-	-	-	-	-	-
2023-24	28	2,70,174.98	-	-	8	5	8	7	-	1	4	10	5	8
2022-23	9	2,95,341.82	-	1	3	-	3	2	-	1	1	-	5	2

** This data covers issues up to YTD*

Notes:

1. *Data is sourced either from www.nseindia.com or www.bseindia.com, as per the designated stock exchange disclosed by the respective Issuer Company.*
2. *Similarly, benchmark index considered is "NIFTY 50" where NSE is the designated stock exchange and "S&P BSE SENSEX" where BSE is the designated stock exchange, as disclosed by the respective Issuer Company.*
3. *30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the previous trading day*

Motilal Oswal Investment Advisors Limited

A. *Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Motilal Oswal*

S. No.	Issue name	Designated Stock Exchange	Issue size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	P N Gadgil Jewellers Limited	NSE	11,000.00	480.00	September 17, 2024	830.00	NA	NA	NA
2.	R K Swamy Limited (6)	BSE	4,235.60	288.00	March 12, 2024	252.00	-1.30% [+1.86%]	-6.70% [+4.11%]	-17.57% [+10.20%]
3.	Happy Forgings Limited	NSE	10,085.93	850.00	December 27, 2023	1000.00	+14.06% [-1.40%]	+4.44% [+2.04%]	+42.78% [+8.53%]
4.	Cello World Limited (5)	NSE	19,000.00	648.00	November 06, 2023	829.00	+21.92% [+7.44%]	+32.99% [+12.58%]	+40.57% [+15.78%]
5.	Updater Services Limited	BSE	6,400.00	300.00	October 04, 2023	299.90	-13.72% [-1.76%]	+9.05% [+10.80%]	6.77% [+12.92%]
6.	Sai Silks (Kalamandir) Limited	BSE	12,009.98	222.00	September 27, 2023	230.10	+8.09% [-4.49%]	+25.09% [+7.54%]	-12.30% [+10.15%]
7.	Rishabh Instruments Limited	NSE	4907.83	441.00	September 11, 2023	460.05	+20.12% [-1.53%]	+13.24% [+4.87%]	+5.94% [+12.49%]
8.	IKIO Lighting Limited	BSE	6,065.00	285.00	June 16, 2023	391.00	+44.77% [+4.22%]	+23.84% [+6.44%]	+23.86% [+9.73%]
9.	Radiant Cash Management Limited	NSE	2,566.41	94.00	January 04, 2023	103.00	+2.55% [-2.40%]	2.23% [-3.75%]	-1.31% [+6.35%]
10.	Tamilnad Mercantile Bank Limited	BSE	8,078.40	510.00	September 15, 2022	510.00	-8.43% [-3.36%]	+2.14% [+4.34%]	-11.07% [-1.33%]

Notes:

(1) *The S&P CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index, depending upon the Designated Stock Exchange.*

(2) *Price is taken from NSE or BSE, depending upon Designated Stock Exchange for the above calculations.*

(3) The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days is a trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.
(4) Not applicable – Period not completed.
(5) A discount of ₹ 61 per Equity Share was offered to eligible employees bidding in the employee reservation portion.
(6) A discount of ₹ 27 per Equity Share was offered to eligible employees bidding in the employee reservation portion.

B. *Summary statement of price information of past issues handled by Motilal Oswal*

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-25*	1	11,000	-	-	-	-	-	-	-	-	-	-	-	-
2023-24	7	62,704.34	-	-	2	-	1	4	-	-	1	-	2	4
2022-23	3	16,265.81	-	-	1	-	-	2	-	-	2	-	-	1

** The information is as on the date of the DRHP.*
The information for each of the financial years is based on issues listed during such financial year.
Notes: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.
Data for number of IPOs trading at premium/discount taken at closing price on NSE or BSE on the respective date, depending upon the Designated Stock Exchange.

SBI Capital Markets Limited

A. *Price information of past issues (during the current Fiscal and two Fiscals preceding the current Fiscal) handled by SBICAPS*

S. No.	Issue name**	Issue size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing*	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing*	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing*
1.	Ola Electric Mobility Limited# (1)	61,455.59	76.00	August 9, 2024	76.00	+44.17%[+1.99%]	-	-
2.	Bansal Wire Industries Limited#	7,450.00	256.00	July 10, 2024	356.00	+37.40% [-0.85%]	-	-
3.	Stanley Lifestyles Limited@	5,370.24	369.00	June 28, 2024	499.00	+55.96% [+2.91%]	-	-
4.	Dee Development Engineers Limited(2) #	4,180.15	203.00	June 26, 2024	339.00	+81.16% [+2.25%]	-	-
5.	Aadhar Housing Finance Ltd(3)#	30,000.00	315.00	May 15, 2024	315.00	+25.56% [+5.40%]	+33.89% [+9.67%]	-
6.	Bharti Hexacom Ltd@	42,750	570.00	April 12,2024	755.20	+58.25% [-2.13%]	+85.03% [+7.65%]	-
7.	R K Swamy Limited(4) @	4,235.60	288.00	March 12, 2024	252.00	-1.30% [+1.86%]	-6.70% [+4.11%]	-17.57% [+10.20%]
8.	Entero Healthcare Solutions Ltd(5) @	16,000.00	1,258.00	February 16, 2024	1,245.00	-19.65% [+0.30%]	-19.84% [+0.77%]	-2.19% [+9.02%]
9.	Jana Small Finance Bank@	5,699.98	414.00	February 14, 2024	396.00	-5.23% [+1.77%]	+50.70% [+1.33%]	+44.72% [+10.98%]
10.	Medi Assist Healthcare Services Ltd@	11,715.77	418.00	January 23, 2024	465.00	+22.32% [+3.40%]	+15.66% [+4.06%]	+33.86% [+14.76%]

Source: www.nseindia.com; for price information and prospectus/ basis of allotment for issue details.
Notes:

** The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days isa trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.*
*** The information is as on the date of this document.*

- * *The information for each of the financial years is based on issues listed during such financial year.*
- @ *The S&P BSE SENSEX index is considered as the Benchmark Index, BSE being the designated stock exchange*
- \# *The Nifty 50 index is considered as the Benchmark Index, NSE being the designated stock exchange*

1. *Price for eligible employee was ₹ 184.00 per equity share*
2. *Price for eligible employee was ₹ 184.00 per equity share*
3. *Price for eligible employee was ₹ 292.00 per equity share*
4. *Price for eligible employee was ₹ 261.00 per equity share*
5. *Price for eligible employee was ₹ 1,139.00 per equity share*

B. *Summary statement of price information of past issues (during the current Fiscal and two Fiscals preceding the current Fiscal) handled by SBICAPS*

Financial Year	Total no. of IPOs[#]	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-25*	6	1,51,205.98	-	-	-	3	3	-	-	-	-	-	-	-
2023-24	12	1,32,353.46			6	2	3	1			3	5	2	2
2022-23	3	2,28,668.02	-	1	1	-	1	-	-	1	1	-	-	1

** The information is as on the date of this Draft Red Herring Prospectus.*
[#] *Date of Listing for the issue is used to determine which financial year that particular issue falls into.*

Track record of past issues handled by the Book Running Lead Managers

For details regarding the track record of the Book Running Lead Managers, as specified in circular (CIR/MIRSD/1/2012) dated January 10, 2012 issued by SEBI, please see the websites of the Book Running Lead Managers, as provided in the table below:

S. No.	Name of the Book Running Lead Manager	Website
1.	JM Financial Limited	www.jmfl.com
2.	BofA Securities India Limited	www.business.bofa.com/bofas-india
3.	Morgan Stanley India Company Private Limited	www.morganstanley.com
4.	J.P. Morgan India Private Limited	www.jpmipl.com
5.	Kotak Mahindra Capital Company Limited	https://investmentbank.kotak.com
6.	Axis Capital Limited	www.axiscapital.co.in
7.	Citigroup Global Markets India Private Limited	www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm
8.	IIFL Securities Limited	www.iiflcap.com
9.	ICICI Securities Limited	www.icicisecurities.com
10.	Motilal Oswal Investment Advisors Limited	www.motilaloswalgroup.com
11.	SBI Capital Markets Limited	www.sbicaps.com

Stock Market Data of the Equity Shares

This being the initial public offering of the Equity Shares, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a minimum period of eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, in order to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

Bidders may contact our Company Secretary and Compliance Officer and/or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of Allotment Advice, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, investors may also write to the BRLMs.

All Offer related grievances, other than those of Anchor Investors may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving full details such as name of the sole or First Bidder, ASBA number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders), date of ASBA Form, and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer.

All Offer related grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or first Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLMs where the Anchor Investor Application Form was submitted by the Anchor Investor.

In terms of SEBI master circular (SEBI/HO/CFD/PoD-2/P/CIR/2023/00094) dated June 21, 2023, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M) dated March 16, 2021, SEBI circular, (SEBI/HO/CFD/DIL2/P/CIR/2021/570) dated June 2, 2021 and SEBI circular, (SEBI/HO/CFD/DIL2/CIR/P/2022/51) dated April 20, 2022 and any subsequent circulars, as applicable, issued by SEBI, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same within three months of the date of listing of the Equity Shares with the concerned SCSB. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

Separately, pursuant to the SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M) dated March 16, 2021, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled/withdrawn/deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation/withdrawal/deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original Bid Amount; and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non Allotted/partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there is a delay in redressal of the investor grievance, the BRLMs shall compensate the investors at the rate higher of ₹ 100 or 15% per annum of the application amount. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated by the intermediary responsible for causing such delay in unblocking in accordance with applicable law. Further, investors shall be entitled to compensation in the manner specified in the SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M) dated March 16, 2021, SEBI circular (SEBI/HO/CFD/DIL2/P/CIR/2021/570) dated June 2, 2021 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2022/51) dated April 20, 2022 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Further, in terms of SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2022/51) dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

For grievance redressal contact details of the BRLMs pursuant to circular (SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M) dated March 16, 2021 issued by the SEBI, see "***Offer Procedure – General Instructions***" on page 485.

Disposal of Investor Grievances by our Company

We estimate that the average time required by our Company and/or the Registrar to the Offer for the redressal of routine investor grievances shall be seven to ten Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Jyoti Maheshwari as the Company Secretary and Compliance Officer our Company. For details, see "***General Information – Company Secretary and Compliance Officer***" on page 86.

Our Company has applied for registration on the SEBI SCORES platform and shall obtain authentication and comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013, the SEBI circular (CIR/OIAE/1/2014) dated December 18, 2014 and the SEBI circular (SEBI/HO/OIAE/IGRD/CIR/P/2021/642) dated October 14, 2021 in relation to redressal of investor grievances through SCORES.

Further, our Board has constituted a Stakeholders' Relationship Committee, which is responsible for redressal of grievances of the security holders of our Company. For details, see "***Our Management – Board Committees***" on page 274.

Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of this Draft Red Herring Prospectus.

Other confirmations

Any person connected with the Offer shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any person for making a Bid in the Offer, except for fees or commission for services rendered in relation to the Offer.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

As on the date of Draft Red Herring Prospectus, our Company has not sought any exemption from complying with any provisions of securities laws.

SECTION VII – OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares bearing face value of ₹10 each being offered and Allotted pursuant to the Offer will be subject to the provisions of the Companies Act 2013, the SEBI ICDR Regulations, the SCRA, the SCRR, the Memorandum of Association, the Articles of Association, the SEBI Listing Regulations, the terms of the Red Herring Prospectus and the Prospectus, the Bid cum Application Form, the Revision Form, the CAN, the Abridged Prospectus and other terms and conditions as may be incorporated in the Allotment Advice and other documents and certificates that may be executed in respect of the Offer. The Equity Shares bearing face value of ₹10 each will also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue, offer for sale and listing and trading of securities, issued from time to time, by the SEBI, the GoI, the Stock Exchanges, the RoC, the RBI and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as maybe prescribed by such governmental and/or regulatory authority while granting approval for the Offer.

Ranking of Equity Shares

The Equity Shares bearing face value of ₹10 each being offered and Allotted pursuant to the Offer will be subject to the applicable laws including provisions of the Companies Act 2013, the Memorandum of Association and the Articles of Association and will rank *pari passu* in all respects with the existing Equity Shares bearing face value of ₹10 each, including in respect of dividends and other corporate benefits, if any, declared by our Company after the date of Allotment in accordance with applicable law. See "***Main Provisions of the Articles of Association***" on page 495.

Mode of payment of dividend

Our Company shall pay dividend, if declared, to the Shareholders, as per the provisions of the Companies Act 2013, the SEBI Listing Regulations, the Memorandum of Association and the Articles of Association, and any guidelines or directives that may be issued by the GoI in this respect. Any dividends declared after the date of Allotment in this Offer will be payable to the Allottees, for the entire year, in accordance with applicable law. See "***Dividend Policy***" and "***Main Provisions of the Articles of Association***" on pages 294 and 495, respectively.

Face Value, Offer Price, Floor Price, Cap Price and Price Band

The face value of each Equity Share is ₹10. At any given point of time there will be only one denomination for the Equity Shares. The Floor Price is ₹ [●] per Equity Share while the Cap Price is ₹ [●] per Equity Share. The Offer Price is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Offer Price, Price Band and the minimum Bid Lot will be decided by our Company in consultation with the BRLMs, and shall be published at least two Working Days prior to the Bid/Offer Opening Date, in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Hindi daily newspaper, Hindi being the regional language of New Delhi, India, where our Registered Office is located), and shall be made available to the Stock Exchanges for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid cum Application Forms available at the website of the Stock Exchanges. The Offer Price shall be determined by our Company in consultation with the BRLMs, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares issued by way of the Book Building Process.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Shareholders will have the following rights:

- right to receive dividends, if declared;
- right to attend general meetings and exercise voting powers, unless prohibited by law;
- right to vote on a poll either in person or by proxy and e-voting in accordance with the provisions of the Companies Act 2013;

- right to receive offers for rights shares and be allotted bonus shares, if announced;
- right to receive any surplus on liquidation subject to any statutory and preferential claims being satisfied;
- right of free transferability of their Equity Shares, subject to applicable foreign exchange regulations and other applicable law; and
- such other rights as may be available to a shareholder of a listed public company under the Companies Act 2013, the terms of the SEBI Listing Regulations and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture, lien, transfer, transmission, consolidation and splitting, see "***Main Provisions of the Articles of Association***" on page 495.

Allotment only in dematerialized form

In terms of Section 29 of the Companies Act 2013, and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialized form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges.

In this context, two agreements have been entered into and amongst our Company, the respective Depositories and the Registrar to the Offer:

1. Tripartite agreement dated June 20, 2024 among NSDL, our Company and the Registrar to the Offer; and
2. Tripartite agreement dated June 28, 2024 among CDSL, our Company and Registrar to the Offer.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Market Lot and Trading Lot

Since trading of our Equity Shares on the Stock Exchanges is in dematerialized form, the tradable lot is one Equity Share. Allotment in the Offer will be only in electronic form in multiples of one Equity Share, subject to a minimum Allotment of [●] Equity Shares. For the method of Basis of Allotment, see "***Offer Procedure***" on page 475.

Jurisdiction

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/authorities in Mumbai, India.

Joint holders

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

Nomination facility

In accordance with Section 72 of the Companies Act 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole or first Bidder, with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, will vest, to the exclusion of all other persons, unless the nomination is verified or cancelled in the prescribed manner. A nominee entitled to the Equity Shares by reason of the death of the original holder(s), will, in accordance with Section 72 of the Companies Act 2013, be entitled to the same benefits to which he or she will be entitled if he or she were the registered holder of the Equity Shares. Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of the holder's death during minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of the Equity Shares who has made the nomination, by giving a notice of such cancellation or variation to our Company in the prescribed form. Fresh nomination can be made only on the prescribed form available on request at the Registered and Corporate Office or at the registrar and transfer agents of our Company.

Further, any person who becomes a nominee by virtue of Section 72 of the Companies Act 2013, will, on the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as holder of Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividend, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Bidder will prevail. If Bidders want to change their nomination, they are advised to inform their respective Depository Participant.

Bid/Offer Period

BID/OFFER OPENS ON(1)	[●]
BID/OFFER CLOSES ON(2)(3)	[●]
FINALIZATION OF BASIS OF ALLOTMENT WITH THE DESIGNATED STOCK EXCHANGE	[●]
INITIATION OF REFUNDS (IF ANY, FOR ANCHOR INVESTORS)/UNBLOCKING OF FUNDS FROM ASBA ACCOUNT	[●]
CREDIT OF EQUITY SHARES TO DEPOSITORY ACCOUNTS OF ALLOTTEES	[●]
COMMENCEMENT OF TRADING OF THE EQUITY SHARES ON THE STOCK EXCHANGES	[●]

(1) *Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.*

(2) *Our Company in consultation with the BRLMs, may decide to close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

(3) *UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.*

In case of (i) any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated by the intermediary responsible for causing such delay in unblocking in accordance with applicable law. Further, investors shall be entitled to compensation in the manner specified in the SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M) dated March 16, 2021, and SEBI circular (SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2022/51) dated April 20, 2022 and SEBI circular (SEBI/HO/CFD/DIL2/P/CIR/2022/75) dated May 30, 2022, in case of delays in resolving investor grievances in relation to blocking/unblocking of fund.

The processing fees for applications made by the UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

The aforesaid timetable, other than the Bid/Offer Closing Date, is indicative in nature and does not constitute any obligation or liability on our Company or the Promoter Selling Shareholder or the members of the Syndicate. While our Company will use best efforts to ensure that listing and trading of our Equity Shares on the Stock Exchanges commences such period as may be prescribed by SEBI, the timetable may be subject to change for various reasons, including extension of Bid/Offer Period by our Company and the Promoter Selling Shareholder, due to revision of the Price Band, any delays in receipt of final listing and trading approvals from the Stock Exchanges, delay in receipt of final certificates from SCSBs, etc. The

commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges in accordance with applicable law. The Promoter Selling Shareholder confirms that it shall extend reasonable support and co-operation required by our Company and the BRLMs, solely to the extent of its Offered Shares, to facilitate the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within such time period as may be prescribed by SEBI.

SEBI vide circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the post issue timeline for initial public offerings ("**IPO**"). The revised timeline of T+3 days has been made applicable in two phases, i.e., voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Accordingly, the Offer will be made under UPI Phase III on mandatory basis, subject to the timing of the Offer and any circulars, clarification or notification issued by the SEBI from time to time, including with respect to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working days of Bid/ Offer Closing Date or such time prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Any circulars or notifications from SEBI post the date of this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the Offer procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("**IST**")
Bid/Offer Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RIIs, other than QIBs and Non-Institutional Investors	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications of QIBs and Non-Institutional Investors	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Investors categories#	Only between 10.00 a.m. on the Bid/Offer Opening Date and up to 4.00 p.m. IST on Bid/Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIIs	Only between 10.00 a.m. on the Bid/Offer Opening Date and up to 5.00 p.m. IST on Bid/Offer Closing Date

Our Company in consultation with the BRLMs, may decide to close the Bid/ Offer Closing Period for QIBs one Working Day prior to the Bid/ Offer Closing Date, in accordance with the SEBI ICDR Regulations.
**UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.*
#QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/ withdraw their Bids.

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

(i) 4:00 p.m. IST in case of Bids by QIBs and Non-Institutional Investors, and

(ii) until 5:00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIIs.

On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by RIIs after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on daily basis within 60 minutes of the Bid closure time from the Bid/Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the Book Running Lead Managers and the Registrar to the Offer not later than the next working day from the finalization of basis of allotment by the Registrar to the Offer, as per the format prescribed in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

Due to limitation of time available for uploading Bids on the Bid/Offer Closing Date, Bidders are advised to submit Bids one day prior to the Bid/Offer Closing Date and in any case no later than 1.00 p.m. IST on the Bid/Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids will be accepted on the Stock Exchange platform only during Working Days, during the Bid/ Offer Period and revisions shall not be accepted on Saturdays and public holidays. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing. Further, as per letter no. list/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE, respectively, Bids and any revision in Bids shall not be accepted on Saturdays, Sundays and public/bank holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

Our Company in consultation with the BRLMs, reserves the right to revise the Price Band during the Bid/Offer Period, in accordance with the SEBI ICDR Regulations, provided that: (i) the Cap Price will be less than or equal to 120% of the Floor Price, (ii) the Cap Price will be at least 105% of the Floor Price, and (iii) the Floor Price will not be less than the face value of the Equity Shares. Subject to compliance with the foregoing, the Floor Price may move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

In case of revision in the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of *force majeure*, banking strike or similar unforeseen circumstances, our Company in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/Offer Period not exceeding 10 Working Days.

Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges by issuing a public notice and by indicating the change on the websites of the BRLMs and terminals of the Syndicate Members and will also be intimated to the Designated Intermediaries and the Sponsor Bank(s). However, in case of revision in the Price Band, the Bid Lot shall remain the same.

In case of discrepancy in data entered in the electronic book *vis-à-vis* data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum subscription

If our Company does not receive the minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR or the minimum subscription of 90% of the Fresh Issue on the Bid/Offer Closing Date; or subscription level falls below aforesaid minimum subscription after the Bid/Offer Closing Date due to withdrawal of Bids or technical rejections or any other reason; or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares in the Offer, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond such time period as prescribed under applicable law, as applicable, our Company shall pay interest at the rate of 15% per annum or such other rate as prescribed under applicable law.

In the event of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the SCRR, if there remain any valid Bids in the Offer, the Allotment for the balance valid Bids will be (i) first made on a pro-rata basis in a manner proportionate to the Offered Shares of the Promoter Selling Shareholder through the sale of the Offered Shares being offered by the Promoter Selling Shareholder; and (ii) followed by allocation of the balance part of the Fresh Issue.

In terms of the SEBI master circular bearing no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, our Company shall within two days from the closure of the Offer, refund the subscription amount received in case of non – receipt of minimum subscription or in case our Company fails to obtain listing or trading permission from the Stock Exchanges for the Equity Shares. If there is a delay beyond such time period as prescribed under applicable law, interest at the rate of 15% per annum shall be paid.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) within such timeline as prescribed under applicable laws, our Company and the Promoter Selling Shareholder shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangement for disposal of odd lots

Since our Equity Shares will be traded in dematerialised form only and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

New financial instruments

Our Company is not issuing any new financial instruments through this Offer.

Restriction on Transfer of Shares and Transmission of Equity Shares

Except for lock-in of the pre-Offer Equity Share capital of our Company, lock-in of the Promoter's contribution and the Anchor Investor lock-in as provided in "***Capital Structure***" on page 95 and provided under the AoA detailed in "***Main Provisions of Articles of Association***" on page 495, there are no restrictions on transfer and transmission of the Equity Shares, and on their consolidation or splitting.

Option to receive Equity Shares in dematerialized form

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Withdrawal of the Offer

Our Company, in consultation with the BRLMs, reserves the right not to proceed with the Offer, in whole or in part thereof, after the Bid/Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Banks, in case of UPI Bidders, to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared and the Stock Exchanges will also be informed promptly.

If our Company in consultation with the BRLMs withdraw the Offer after the Bid/Offer Closing Date and thereafter determines that it will proceed with a public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within three Working Days of the Bid/ Offer Closing Date or such other time period as prescribed under applicable law; and (ii) the final RoC approval of the Prospectus after it is filed and/ or submitted with the RoC and the Stock Exchanges. If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law.

OFFER STRUCTURE

The Offer of [●] Equity Shares bearing face value of ₹10 each for cash at a price of ₹[●] per Equity Share aggregating up to ₹50,000.00 million comprising a Fresh Issue of [●] Equity Shares aggregating up to ₹30,000.00 million by our Company and an Offer for Sale of [●] Equity Shares aggregating up to ₹20,000.00 million by the Promoter Selling Shareholder. The Offer shall constitute [●]%, respectively of the post-Offer paid-up Equity Share capital of our Company.

Our Company in consultation with the BRLMs, may consider a Pre-IPO Placement prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

The Offer is being made through the Book Building Process, in compliance with Regulation 6(2) and Regulation 31 of the SEBI ICDR Regulations.

Particulars	QIBs[(1)]	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares available for Allotment/allocation^(2)	Not less than [●] Equity Shares bearing face value of ₹10 each	Not more than [●] Equity Shares bearing face value of ₹10 each or Offer less allocation to QIBs and Retail Individual Investors	Not more than [●] Equity Shares bearing face value of ₹10 each or Offer less allocation to QIBs and Non-Institutional Investors
Percentage of Offer Size available for Allotment or allocation	Not less than 75% of the Offer size shall be available for allocation to QIBs. 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be available for allocation to the Net QIB Portion	Not more than 15% of the Offer or the Offer less allocation to QIBs and Retail Individual Investors will be available for allocation. (a) One-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹200,000 and up to ₹1,000,000 and (b) two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹1,000,000	Not more than 10% of the Offer or the Offer less allocation to QIBs and Non-Institutional Investors will be available for allocation
Basis of Allotment if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [●] Equity Shares bearing face value of ₹10 each shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to [●] Equity bearing face value of ₹10 each Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. (c) Up to 60% of the QIB Portion (of up to [●] equity shares bearing face value of ₹ 10 each) may be allocated on a discretionary basis to	The allotment to each NII shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis, subject to: (a) One-third of the Non-Institutional Portion being [●] Equity Shares bearing face value of ₹10 each will be available for allocation to Bidders with an application size of more than ₹200,000 and up to ₹1,000,000; and (b) Two-thirds of the Non-Institutional Portion will be available for allocation to	The allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares shall be allocated on a proportionate basis. See "***Offer Procedure***" on page 475

Particulars	QIBs[1]	Non-Institutional Investors	Retail Individual Investors
	Anchor Investors of which one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bids being received from Mutual Funds at or above the Anchor Investor Allocation Price	Bidders with an application size of more than ₹1,000,000.	
Mode of Bidding	Through ASBA process only (including the UPI Mechanism)	Through ASBA process only (except Anchor Investors) (excluding the UPI Mechanism)	Through ASBA process only (including the UPI Mechanism for Bids up to ₹ 500,000)
Minimum Bid	Such number of Equity Shares in multiples of [●] Equity Shares bearing face value of ₹10 each so that the Bid Amount exceeds ₹200,000	Such number of Equity Shares in multiples of [●] Equity Shares bearing face value of ₹10 each so that the Bid Amount exceeds ₹200,000	[●] Equity Shares and in multiples of [●] Equity Shares bearing face value of ₹10 each thereafter
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares bearing face value of ₹10 each so that the Bid does not exceed the Offer size, subject to applicable limits to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares bearing face value of ₹10 each so that the Bid does not exceed the Offer size (excluding the QIB Portion), subject to applicable limits to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares bearing face value of ₹10 each so that the Bid Amount does not exceed ₹200,000
Mode of Allotment	Compulsorily in dematerialised form		
Bid Lot	[●] Equity Shares bearing face value of ₹10 each and in multiples of [●] Equity Shares thereafter		
Allotment Lot	[●] Equity Shares bearing face value of ₹10 each and in multiples of one Equity Share thereafter		
Trading Lot	One Equity Share		
Who can Apply[3]	Public financial institutions specified in Section 2(72) of the Companies Act 2013, FPIs registered with SEBI (other than individuals, corporate bodies and family offices), scheduled commercial banks, mutual funds registered with SEBI, venture capital funds registered with the SEBI, FVCIs, Alternative Investment Funds, multilateral and bilateral development financial institutions, state industrial development corporations, NBFC-SI, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds with a minimum corpus of ₹250 million, pension funds with a minimum corpus of ₹250 million registered with the Pension Fund Regulatory and Development Authority established under section 3 (1) of the Pension Fund Regulatory and Development Authority Act, 2013, the National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI, published in the Gazette of India, insurance funds set up and managed by the army, navy, or air force of the Union of India and insurance	Resident Indian individuals, HUFs (in the name of Karta), companies, corporate bodies, Eligible NRIs, scientific institutions, societies and trusts and FPIs who are individuals, corporate bodies and family offices which are re-categorised as category II FPI (as defined in the SEBI FPI Regulations) and registered with SEBI	Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRIs

Particulars	QIBs(1)	Non-Institutional Investors	Retail Individual Investors
	funds set up and managed by the Department of Posts, India		
Terms of Payment	***In case of Anchor Investors:*** Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids(4) ***In case of all other Bidders:*** Full Bid Amount shall be blocked by the SCSBs in the bank account of the Bidders, or by the Sponsor Bank(s) through the UPI Mechanism (other than Anchor Investors) that is specified in the Bid cum Application Form at the time of the submission of the Bid cum Application Form		

^Assuming full subscription in the Offer.

** SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the bank accounts of the investors. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, NIIs and RIIs and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.*

(1) *Our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors at the price at the Anchor Investor Allocation Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹50 million per Anchor Investor, and (iii) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million or part thereof will be permitted, subject to minimum allotment of ₹50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the Anchor Investor Allocation Price.*

(2) *This Offer is being made in accordance with Rule 19(2)(b) of the SCRR, through the Book Building Process, in compliance with Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Offer will be available for allocation to QIBs on a proportionate basis, provided that the Anchor Investor Portion may be allocated on a discretionary basis. Further, not more than 15% of the Offer will be available for allocation to Non-Institutional Investors, of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. The allocation to each Non-Institutional Investor shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations. Further, not more than 10% of the Offer will be available for allocation to Retail Individual Investors in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Under-subscription, if any, in any category, except the QIB Portion, would be met with spill-over from any other category or categories, as applicable, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, subject to valid Bids being received at or above the Offer Price and in accordance with applicable laws. Under-subscription, if any, in the Net QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.*

(3) *If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all of any multiple Bids, except as otherwise permitted, in any or all categories.*

Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Bid cum Application Form, provided that any difference between the price at which Equity Shares are allocated to the Anchor Investors and the Anchor Investor Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, the members of the Syndicate, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire/ subscribe to our Equity Shares.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see "***Terms of the Offer***" on page 466.

OFFER PROCEDURE

All Bidders should read the General Information Document which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act 2013, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the Abridged Prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer.

*Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note ("**CAN**") and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.*

*SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, as amended from time to time, including pursuant to circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019 ("**UPI Circular**") introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism with the ASBA for applications by Retail Individual Investors through intermediaries from January 1, 2019. The UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries, in phase I, was effective along with the prior process and timeline of T+6 days ("**UPI Phase I**"), until June 30, 2019. Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to Self-Certified Syndicate Banks ("**SCSBs**") for blocking of funds has been discontinued and Retail Individual Investors ("**RIIs**") submitting their ASBA Forms through Designated Intermediaries (other than SCSBs) can only use UPI Mechanism with timeline of T+6 days until further notice pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 ("**UPI Phase II**"). The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders ("**UPI Phase III**") and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023 ("**T+3 Notification**"). Accordingly, the Offer will be undertaken pursuant to the processes and procedures under UPI Phase III on mandatory basis, subject to any circulars, clarification or notification issued by the SEBI pursuant to the T+3 Notification.*

SEBI vide its circular (SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M) dated March 16, 2021, as amended by circular (SEBI/HO/CFD/DIL2/P/CIR/2021/570) dated June 2, 2021, and circular (SEBI/HO/CFD/DIL2/CIR/P/2022/51) dated April 20, 2022, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. The provisions of these circulars are deemed to form part of this Draft Red Herring Prospectus. Furthermore, SEBI vide its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has mandated all individual investors Bidding in the Offer up to ₹ 500,000 to use the UPI Mechanism for submitting their Bids with (a) a Syndicate Member; (b) a Registered Broker at the Broker Centre; (c) a Collecting Depository Participant; and (d) the Registrar to the Offer. Further, for all initial public offerings opening on or after September 1, 2022, as specified in SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts.

Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable laws or as specified in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.

Book Building Process

The Offer is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in compliance with Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Offer shall be available for allocation to QIBs on a proportionate basis, provided that our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from them at or above the Anchor Investor Allocation Price. In case of under-subscription or non-allocation in the Anchor Investor Portion, the remaining Equity Shares will be added back to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not more than 15% of the Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. The allocation to each Non-Institutional Investor shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations. Further, not more than 10% of the Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Under-subscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or categories, as applicable, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the Net QIB Portion, will not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID and PAN, and UPI ID (for UPI Bidders), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification dated February 13, 2020 issued by the Central Board of Direct Taxes and the press release dated June 25, 2021, September 17, 2021 and March 28, 2023 and any subsequent press releases in this regard.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at relevant Bidding Centres and at our Registered Office. The Bid cum Application Forms will also be available for download on the websites of NSE (www.nseindia.com) and the BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

For Anchor Investors, the Bid cum Application Forms will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer. Anchor Investors are not permitted to participate in this Offer through the ASBA process.

Bidders (other than Anchor Investors and UPI Bidders) must provide bank account details and authorisation by the ASBA account holder to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Form that does not contain such detail are liable to be rejected.

UPI Bidders must provide the UPI ID in the relevant space provided in the ASBA Form. ASBA Forms for such UPI Bidders, that do not contain the UPI ID are liable to be rejected. UPI Bidders may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

Further, ASBA Bidders shall ensure that the Bids are submitted at the Bidding Centres only on ASBA Forms bearing the stamp of a Designated Intermediary (except in case of electronic Bid cum Application Forms) and ASBA Forms not bearing such specified stamp maybe liable for rejection. UPI Bidders, shall submit their ASBA Forms with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. UPI Bidders authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. Bidders, using the ASBA process to participate in the Offer, must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked therein.

For all initial public offerings opening on or after September 1, 2022, as specified by SEBI, pursuant to its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. This circular is applicable for all ASBA Bidders and also for all modes through which the applications are processed.

The prescribed colours of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form(1)
Resident Indians including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis(2)	[●]
Non-Residents including FPIs, Eligible NRIs applying on a repatriation basis, FVCIs and registered bilateral and multilateral institutions(2)	[●]
Anchor Investors(3)	[●]

(1) *Excluding electronic Bid cum Application Forms*

(2) *Electronic Bid cum Application forms will also be available for download on the website of NSE (www.nseindia.com) and the BSE (www.bseindia.com)*

(3) *Bid cum Application Forms for Anchor Investors will be made available at the office of the BRLMs*

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs") pursuant to Section 4(a) of the U.S. Securities Act, or (ii) outside the United States in "offshore transactions" as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs". The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Forms (except ASBA Forms submitted by UPI Bidders) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. For UPI Bidders, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate a UPI Mandate Request to such UPI Bidders for blocking of funds. Designated Intermediaries (other than SCSBs) shall not accept any ASBA Form from a UPI Bidder who is not Bidding using the UPI Mechanism.

Stock Exchanges shall validate the electronic bids with the records of the depository for DP ID/Client ID and PAN, on a real time basis through API integration and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID (but not both), bank code and location code in the Bid details already uploaded. For UPI Bidders, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis through API integration to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with BRLMs the in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with Banks UPI switch data, CBS data and UPI raw data.

Pursuant to NSE circular dated August 3, 2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

a) Cut-off time for acceptance of UPI Mandate shall be up to 5:00 pm on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the offer and depository participants shall continue till further notice;

b) There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued;

c) Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 4:00 p.m. for QIBs and Non-Institutional Bidders categories and up to 5.00 p.m. for Retail Individua on the initial public offer closure day;

d) QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids; and

e) Exchanges shall display bid details of only successful ASBA blocked applications i.e. Application with latest status as RC 100 –Block Request Accepted by Investor/ Client, based on responses/status received from the Sponsor Bank.

Electronic registration of Bids

(a) The Designated Intermediaries may register the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for offline electronic registration of Bids, subject to the condition that they may subsequently upload the offline data file into the online facilities for Book Building on a regular basis before the closure of the Offer, subject to applicable laws.

(b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

(c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 5:00 pm IST on the next Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

(d) QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

Participation by Promoter, Promoter Group, the BRLMs and the Syndicate Members and persons related to Promoter/Promoter Group/the Book Running Lead Managers

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares bearing face value of ₹10 each in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis or in any other manner as introduced under applicable laws and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the BRLMs nor any associate of the BRLMs can apply in the Offer under the Anchor Investor Portion:

a. mutual funds sponsored by entities which are associate of the BRLMs;

b. insurance companies promoted by entities which are associate of the BRLMs;

c. AIFs sponsored by the entities which are associate of the BRLMs; or

d. FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the BRLMs; or

e. Pension funds sponsored by entities which are associate of the BRLMs.

Further, the Promoter Selling Shareholder, except to the extent of its Offered Shares, and the member of the Promoter Group shall not participate by applying for Equity Shares bearing face value of ₹10 each in the Offer. Further, persons related to the Promoter and Promoter Group shall not apply in the Offer under the Anchor Investor Portion. However, a qualified institutional buyer who has any of the following rights in relation to our Company shall be deemed to be a person related to the Promoter or Promoter Group of our Company:

i. rights under a shareholders' agreement or voting agreement entered into with the Promoter or Promoter Group of our Company;

ii. veto rights; or

iii. right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an "associate of the BRLM" if:

a. either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or

b. either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or

c. there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs, reserve the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible Non-Resident Indians

Eligible NRIs may obtain copies of ASBA Form from the offices of the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs applying on a repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") accounts, and Eligible NRIs Bidding on a non-repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid amount, at the time of submission of the ASBA Form. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a ASBA Form.

In accordance with the FEMA rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

Participation of Eligible NRI(s) in the Offer shall be subjected to the FEMA Rules.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour).

For details of restrictions on investment by NRIs, see "***Restrictions on Foreign Ownership of Indian Securities"*** on page 493.

Bids by Hindu Undivided Family

Bids by Hindu Undivided Families or HUFs, should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

Bids by Foreign Portfolio Investors

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company in consultation with the BRLMs, reserve the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

In terms of the FEMA Rules and Securities and Exchange Board of India (Foreign Portfolio Investor) Regulations 2019 ("**SEBI FPI Regulations**"), investment in the Equity Shares by a single FPI or an investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% or common control) shall be below 10% of our post-Offer equity share capital. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up equity capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for Offer procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

(a) such offshore derivative instruments are issued only by persons registered as category I FPIs;

(b) such offshore derivative instruments are issued only to persons eligible for registration as category I FPIs;

(c) such offshore derivative instruments are issued after compliance with the 'know your client' norms as specified by SEBI; and

(d) such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that any transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (a) to (d)) and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Participation of FPIs in the Offer shall be subject to the FEMA Rules.

Further, Bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants which were issued in November 2019 to facilitate implementation of SEBI FPI Regulations (such structure "**MIM Structure**") provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the names of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected. Further, in the following cases, Bids by FPIs shall not be treated as multiple Bids: (i) FPIs which utilise the MIM Structure, indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments ("**ODI**") which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as category I FPIs; and (vii) Entities registered as collective investment scheme having multiple share classes.

Bids by SEBI registered Alternative Investment Funds, Venture Capital Funds and Foreign Venture Capital Investors

The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 (the "**SEBI AIF Regulations**") prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, the venture capital funds which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, prescribe the investment restrictions on FVCIs.

The category I and II AIFs cannot invest more than 25% of their investible funds in one investee company. A category III AIF cannot invest more than 10% of its investible funds in one investee company. A VCF registered as a category I AIF, cannot invest more than one-third of its investible funds, in the aggregate, in certain specified instruments, including by way of subscription to an initial public offering of a venture capital undertaking. An FVCI can invest only up to 33.33% of its investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering of a venture capital undertaking or an investee company (as defined under the SEBI AIF Regulations).

There is no reservation for Eligible NRI Bidders, AIFs, FPIs and FVCIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

All Non-Resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company and the Book Running Lead Managers will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of AIFs, VCFs and FVCIs shall be subject to the FEMA Rules.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs, reserve the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company in consultation with the BRLMs, reserve the right to reject any Bid without assigning any reason therefore, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate equity investments in subsidiaries and other entities engaged in financial and non-financial services, including overseas investments, cannot exceed 20% of the bank's paid-up share capital and reserves. However, a banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI, provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition is through restructuring of debt, or to protect the bank's interest on loans/investments made to a company.

Bids by Self-Certified Syndicate Banks

Self-Certified Syndicate Banks ("**SCSBs**") participating in the Offer are required to comply with the terms of the circular (CIR/CFD/DIL/12/2012) dated September 13, 2012 and circular (CIR/CFD/DIL/1/2013) dated January 2, 2013 issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such Bids.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority of India (Actuarial, Finance and Investment Functions of Insurers) Regulations, 2024 ("**IRDAI AFIFI Regulations**"), and are based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies are entitled to invest only in other listed insurance companies and insurance companies participating in the Offer are advised to refer to the IRDAI AFIFI Regulations, for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by NBFC-SI, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs, reserve the right to reject any Bid, without assigning any reason thereof. NBFC-SI participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for NBFC-SI shall be as prescribed by RBI from time to time.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, Eligible FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SI, insurance funds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹250 million registered with the Pension Fund Regulatory and Development Authority established under Section 3 (1) of the Pension Fund Regulatory and Development Authority Act, 2013, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs, reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the BRLMs, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company in consultation with the BRLMs, may deem fit.

Bids by Limited Liability Partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserve the right to reject any Bid without assigning any reason thereof.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below:

1. Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the Book Running Lead Managers.

2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100 million.

3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

4. Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date, and will be completed on the same day.

5. Our Company, in consultation with the BRLMs, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:(a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100 million;(b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹ 50 million per Anchor Investor; and(c) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million, subject to minimum allotment of ₹ 50 million per Anchor Investor.

6. Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the Book Running Lead Managers before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.

7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8. If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.

9. 50% Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining 50% shall be locked-in for a period of 30 days from the date of Allotment.

10. Neither the (a) Book Running Lead Managers (s) or any associate of the Book Running Lead Managers (other than mutual funds sponsored by entities which are associate of the Book Running Lead Managers or insurance companies promoted by entities which are associate of the Book Running Lead Managers or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the Book Running Lead Managers or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the Book Running Lead Managers) or pension fund sponsored by entities which are associate of the Book Running Lead Managers nor (b) the Promoters, Promoter Group or any person related to the Promoter or member of the Promoter Group shall apply under the Anchor Investors category.

11. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, please read the General Information Document. In accordance with existing regulations issued by the RBI, OCBs cannot participate in the Offer.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs, reserve the right to reject any Bid, without assigning any reason therefor.

Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulations and as specified in this Draft Red Herring Prospectus, when filed. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

In accordance with RBI regulations, OCBs cannot participate in the Offer.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act 2013, our Company will, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Hindi daily newspaper, Hindi being the regional language of New Delhi, India, where our Registered Office is located). Our Company shall, in the pre-Offer advertisement state the Bid/Offer Opening Date, the Bid/Offer Closing Date and the QIB Bid/Offer Closing Date, if any. This advertisement, subject to the provisions of Section 30 of the Companies Act 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment Advertisement

Our Company, the BRLMs and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in [●] editions of English national daily newspaper, [●], [●] editions of Hindi national daily newspaper, [●] and [●] editions of a Hindi daily newspaper, [●], Hindi being the regional language of New Delhi, India, where our Registered Office is located.

The allotment advertisement shall be uploaded on the websites of our Company, the BRLMs and the Registrar to the Offer, before 9:00 p.m. IST, on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the Equity Shares are proposed to be listed, provided such final listing and trading approval from all the Stock Exchanges is received prior to 9:00 p.m. IST on that day. In an event, if final listing and trading approval from all the Stock Exchanges is received post 9:00 p.m. IST on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the Equity Shares are proposed to be listed, then the allotment advertisement shall be uploaded on the websites of our Company, the BRLMs and the Registrar to the Offer, following the receipt of final listing and trading approval from all the Stock Exchanges.

Signing of Underwriting Agreement and filing of Prospectus with the Registrar of Companies

Our Company and the Promoter Selling Shareholder intend to enter into an underwriting agreement with the Underwriters on or immediately after the determination of the Offer Price. After signing the Underwriting Agreement, our Company will file the Prospectus with the RoC. The Prospectus would have details of the Offer Price, Anchor Investor Offer Price, Offer size and underwriting arrangements and would be complete in all material respects.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the Acknowledgment Slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that Equity Shares shall be Allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid. In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Promoter Selling Shareholder and/or the Book Running Lead Managers are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bid(s) during the Bid/Offer Period and withdraw their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to withdraw or lower the size of their Bids after the Anchor Investor Bidding Date.

***Do's*:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. Ensure that you have Bid within the Price Band;

3. Ensure that you (other than Anchor Investors) have mentioned the correct ASBA Account number (for all Bidders other than UPI Bidders) in the Bid cum Application Form (with a maximum length of 45 characters) and such ASBA account belongs to you and no one else. Further, UPI Bidders must also mention their UPI ID and shall use only his/her own bank account which is linked to his/her UPI ID;

4. UPI Bidders shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;

5. UPI Bidders Bidding through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears on the list displayed on the SEBI website. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;

6. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

7. Ensure that the details about the PAN, DP ID, Client ID and UPI ID (where applicable) are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in dematerialized form only;

8. Ensure that your PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press release dated June 25, 2021;

9. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time. UPI Bidders, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;

10. In case of joint Bids, ensure that first Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the first Bidder is included in the Bid cum Application Form;

11. If the first Bidder is not the ASBA Account holder (or the UPI-linked bank account holder, as the case may be), ensure that the Bid cum Application Form is signed by the ASBA Account holder (or the UPI-linked bank account holder, as the case may be). Bidders (except UPI Bidders) should ensure that they have an account with an SCSB and have mentioned the correct bank account number of that SCSB in the Bid cum Application Form. UPI Bidders Bidding should ensure that they have mentioned the correct UPI-linked bank account number and their correct UPI ID in the Bid cum Application Form;

12. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

13. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

14. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil or by specifying the application number for all your Bid options as proof of registration of the Bid cum Application Form from the concerned Designated Intermediary;

15. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;

16. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

17. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of circular (MRD/DoP/Cir-20/2008) dated June 30, 2008 issued by the SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of circular (MRD/DoP/Cir-09/06) dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, and (iii) any other category of Bidders, including without limitation, multilateral/bilateral institutions, which may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

18. Ensure that the Demographic Details are updated, true and correct in all respects;

19. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

20. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

21. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trusts, etc., relevant documents, including a copy of the power of attorney, are submitted;

22. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

23. Bidders (except UPI Bidders) should instruct their respective banks to release the funds blocked in the ASBA Account under the ASBA process. UPI Bidders, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank(s) to authorise blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment, in a timely manner;

24. Note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilize the MIM Structure and such Bids such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs;

25. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in);

26. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;

27. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, the UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder Bidding using the UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank(s) to issue a request to block the Bid Amount mentioned in the ASBA Form in his/her ASBA Account;

28. UPI Bidders should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the ASBA Form;

29. UPI Bidders who have revised their Bids subsequent to making the initial Bid, should also approve the revised UPI Mandate Request generated by the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in their account and subsequent debit of funds in case of allotment in a timely manner;

30. Bids by Eligible NRIs, HUFs and FPIs other than individuals, corporate bodies and family offices, for a Bid Amount of less than ₹200,000 would be considered under the Retail Portion for the purposes of allocation and Bids for a Bid Amount exceeding ₹200,000 would be considered under the Non-Institutional Portion for allocation in the Offer;

31. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs; and

32. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned on the website of the SEBI, is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;

3. Do not Bid on another Bid cum Application Form, as the case may be after you have submitted a Bid to a Designated Intermediary;

4. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;

5. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

6. Anchor Investors should not Bid through the ASBA process;

7. If you are a UPI Bidder, do not submit more than one Form from each UPI ID;

8. Do not submit the Bid cum Application Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centres;

9. Do not Bid on a physical Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

10. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

11. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of this Draft Red Herring Prospectus;

12. Do not submit your Bid after 3.00 pm on the Bid/Offer Closing Date;

13. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid/Offer Closing Date (for online applications) and after 12:00 p.m. on the Bid/ Offer Closing Date (for physical applications);

14. Do not Bid for Equity Shares in excess in excess of what is specified for each category;

15. Do not Bid for a Bid Amount exceeding ₹200,000 for Bids by Retail Individual Investors;

16. Do not submit the General Index Register number instead of the PAN;

17. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID (where applicable) or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

18. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of UPI Bidders, in the UPI-linked bank account where funds for making the Bid are available;

19. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor;

20. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;

21. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders;

22. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable laws or your relevant constitutional documents or otherwise;

23. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

24. Do not submit more than one Bid cum Application Form per ASBA Account;

25. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

26. Do not submit an ASBA Form with third party linked UPI ID or using a third party bank account (in case of Bids submitted by UPI Bidders); and

27. Do not submit ASBA Forms to a Designated Intermediary at a Bidding Centre unless the SCSB where the ASBA Account is maintained, as specified in the ASBA Form, has named at least one branch in the relevant Bidding Centre, for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in).

Further, for helpline details of the Book Running Lead Managers pursuant to the circular (SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M) dated March 16, 2021, see "***General Information – Book Running Lead Managers***" on page 86.

Grounds for technical rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids submitted by UPI Bidders through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by UPI Bidders using third-party bank accounts or using a third-party linked bank account UPI ID (subject to availability of information regarding third-party account from Sponsor Bank(s));

6. Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Managers;

7. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;

8. ASBA Form by the UPI Bidders using third party bank accounts or using third party linked bank account UPI IDs;

9. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

10. Bids submitted without the signature of the First Bidder or Sole Bidder;

11. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

12. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

13. GIR number furnished instead of PAN;

14. Bids by RIIs with Bid Amount of a value of more than ₹200,000;

15. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

16. Bids accompanied by stock invest, money order, postal order, or cash; and

17. Bids uploaded by QIBs and by Non-Institutional Bidders after 4.00 pm on the Bid/Offer Closing Date and Bids by RIIs uploaded after 5.00 p.m. on the Bid/Offer Closing Date, unless extended by the Stock Exchanges. On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received RIIs, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

Further, in case of any pre-Offer or post -Offer related issues regarding share certificates/ demat credit/refund orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For further details of the Company Secretary and Compliance Officer, see "***General Information***" and "***Our Management***" on pages 85 and 268, respectively.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs and the Registrar, shall ensure that the basis of allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by the Securities and Exchange Board of India from time to time

Our Company will not make any Allotment in excess of the Equity Shares offered through the Offer through the Offer document except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the Offer to public may be made for the purpose of making Allotment in minimum lots.

The Allotment of Equity Shares to Bidders other than to the Retail Individual Investors, Non-Institutional Investors and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities Allotted shall be rounded off to the nearest integer, subject to minimum Allotment being equal to the minimum application size as determined and disclosed.

The Allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum Bid lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in the SEBI ICDR Regulations.

The Allotment to each Non-Institutional Investor shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis, which shall be subject to the following, and in accordance with the SEBI ICDR Regulations: (i) one-third of the Non-Institutional Portion will be available for allocation to Bidders with a Bid size of more than ₹ 200,000 and up to ₹ 1,000,000, and (ii) two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with a Bid size of more than ₹ 1,000,000, provided that under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. The allocation to each Non-Institutional Investor shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.

Payment into Escrow Account for Anchor Investors

Our Company, in consultation with the BRLMs in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS or NEFT). The payment instruments for payment into the Escrow Accounts should be drawn in favour of:

(i) in case of resident Anchor Investors: "[●]"; and

(ii) in case of non-resident Anchor Investors: "[●]".

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Promoter Selling Shareholder, the Syndicate, the Bankers to the Offer and the Registrar to the Offer to facilitate collections of Bid Amounts from Anchor Investors.

Undertakings by our Company

Our Company undertakes the following:

(i) that the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

(ii) if Allotment is not made within the prescribed time under applicable law, application monies will be refunded/unblocked in the ASBA Accounts within such time period as prescribed under applicable law from the Bid/Offer Closing Date or such other time as may be specified by SEBI, failing which our Company shall pay interest prescribed under the Companies Act 2013 and the SEBI ICDR Regulations for the delayed period;

(iii) that all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within three Working Days of the Bid/Offer Closing Date or such other timeline as may be prescribed by SEBI;

(iv) that funds required for making refunds to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

(v) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

(vi) that, except for (i) pursuant to the conversion of outstanding CCPS to Equity Shares; and (ii) Pre–IPO Placement, no further issue of Equity Shares shall be made until the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the ASBA Accounts on account of non-listing, under-subscription etc.;

(vii) that if our Company does not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;

(viii) that if our Company withdraws the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh draft offer document with the SEBI, in the event our Company subsequently decides to proceed with the Offer;

(ix) that the Allotment Advice/refund confirmation to Eligible NRIs shall be dispatched within specified time;

(x) that adequate arrangements shall be made to collect all Bid cum Application Forms; and

(xi) that our Company shall not have recourse to the Gross Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received.

Undertakings by the Promoter Selling Shareholder

Promoter Selling Shareholder undertakes and/or confirms solely in respect of itself as a Promoter Selling Shareholder and its Offered Shares, that:

(i) it is the legal and beneficial owner the Offered Shares and has a valid and marketable title and such Offered Shares have been acquired and are held by the Promoter Selling Shareholder in compliance with

Applicable Law;

(ii) its Offered Shares shall be transferred pursuant to the Offer for Sale, free and clear from any encumbrances; and

(iii) it shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid in the Offer,.

Promoter Selling Shareholder has authorized the Company Secretary and Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of its Offered Shares in the Offer for Sale.

Utilisation of Offer Proceeds

Our Board certifies that:

(i) all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-Section (3) of Section 40 of the Companies Act 2013;

(ii) details of all monies utilised out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Fresh Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

(iii) details of all unutilised monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested.

Withdrawal of the Offer

Our Company in consultation with the BRLMs, reserves the right not to proceed with the Offer, after the Bid/Offer Opening Date but before the Allotment. In such an event, our Company will issue a public notice within two days from the Bid/Offer Closing Date, or such time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The BRLMs, through the Registrar to the Offer, will instruct the SCSBs or the Sponsor Bank(s), as the case may be, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared, and the Stock Exchanges will also be informed promptly by our Company.

If our Company in consultation with the BRLMs, withdraw the Offer after the Bid/Offer Closing Date and thereafter determine that they will proceed with a public offering of Equity Shares, our Company will file a fresh draft red herring prospectus with SEBI and the Stock Exchanges.

Notwithstanding the foregoing, the Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company will apply for only after Allotment and within such time period as prescribed under applicable law.

RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, 1991 unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The responsibility of granting approval for foreign investment under the FDI Policy and FEMA has been entrusted to the RBI and concerned ministries / departments.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("**DPIIT**") issued the Consolidated Foreign Direct Investment Policy dated October 15, 2020 with effect from October 15, 2020 (the "**FDI Policy**"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the FDI policy, FDI in companies engaged in hotels/ hospitality sector as well as those engaged in construction development of hotel projects, is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("**Restricted Investors**"), will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future FDI in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Bid/ Offer Period.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see "***Offer Procedure – Bids by Eligible Non-Resident Indians***" and "***Offer Procedure – Bids by Foreign Portfolio Investors***" on pages 479 and 480, respectively.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs") pursuant to Section 4(a) of the U.S. Securities Act, or (ii) outside the United States in "offshore transactions" as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of

institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs". The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

SECTION VIII – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association. The provisions of the Articles of Association are detailed below. No material clause of the Articles of Association having a bearing on the Offer or the disclosures required in this Draft Red Herring Prospectus have been omitted.

	PRELIMINARY	
1.	The regulations contained in Table F of Schedule I of the Companies Act, 2013 shall apply to the Company so far as they are not inconsistent with or repugnant to any of the regulations contained in these Articles.	Table F regulations to apply to the extent they are not inconsistent with the Articles
	INTERPRETATION	
2.	In the interpretation of these Articles, the following words and expression shall have the following meanings, unless repugnant to the subject or context hereof:	Interpretation Clause
	"**Act**" means the Companies Act, 2013, to the extent notified, as amended from time to time and includes any re-enactment thereof, with all schedules and tables thereunder, as notified, with effect from the date of such notification in the official Gazette of India including all the rules, notifications, clarifications, orders and circulars issued there under including certain provisions of the Companies Act, 1956, as and where specified.	"Act"
	"**Alter**" and "**Alteration**" shall include the making of additions, omission, insertion, deletion and substitutions.	"Alter"
	"**Annual General Meeting**" means a General Meeting of the Members held in accordance with the provisions of Section 96 of the Act.	"Annual General Meeting"
	"**Articles**", means these Articles of Association as originally framed or altered from time to time and includes the memorandum where the context so requires.	"Articles" or "Articles of Association"
	"**Board**" or "**Board of Directors**" or "**The Board**" or "**The Board of Directors**" means the board of directors of the Company in office at applicable times;	"Board" or "Board of Directors"
	"**Beneficial Owner**" means a Person whose name is recorded as such with a Depository.	"Beneficial Owner"
	"**Bye Laws**" means bye-laws made by a Depository under Section 26 of the Depositories Act, 1996.	"Bye-Laws"
	"**Company**" or "**This Company**" means **Schloss Bangalore Limited**, a company incorporated under the laws of India,;	"Company"
	"**Company Secretary**" or "**secretary**" means a company secretary as defined in clause (c) of sub-section (1) of section 2 of the Company Secretaries Act, 1980 who is appointed by a company to perform the functions of a company secretary under the Act and these Articles;	"Secretary"
	"**Debenture**" includes debenture stock, bonds or any other instrument of the Company evidencing a debt, whether constituting a charge on the assets of the Company or not.	"Debenture"
	"**Depositories Act**" means the Depository Act, 1996 (22 of 1996) including any statutory modification or re-enactment there of including all the rules, notifications, circulars issued thereof and for the time being in force.	"Depositories Act"
	"**Depository**" means a depository as defined in clause (e) of sub-section (1) of section 2 of the Depositories Act, 1996.	"Depository"
	"**Director**" means a director appointed to the Board of the Company in accordance with these Articles, including any independent director, additional director, nominee director and/or alternate director, appointed in accordance with these Articles	"Director"
	"**Dividend**" includes interim Dividend.	"Dividend"
	"**Document**" includes summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of this Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form	"Document"
	"**Employees' Stock Option Plan**" means the employee stock option plan as formulated and unanimously approved by the Board of Directors and shareholders of the Company, applicable inter alia to the employees, the Directors of the Company and its subsidiary companies;	"Employees' stock option"
	"**Equity Shares**" means the equity shares of INR 10/- (Indian Rupee Ten only) each, in the issued, subscribed and paid up equity share capital of the Company.	"Equity Shares"
	"**Extra Ordinary General Meeting**" means an extra ordinary general meeting of the Members duly called and constituted in terms of these Articles and the Act, and any adjournments thereof.	"Extra Ordinary General Meeting"
	"**Key Managerial Personnel**", in relation to a company, means— (i) the chief executive officer or the managing director or the manager;	"Key managerial personnel"

	(ii) the company secretary; (iii) the whole-time director; (iv) the chief financial officer; (v) such other officer, not more than one level below the Directors who is in whole-time employment, designated as key managerial personnel by the Board; and (vi) such other officer as may be prescribed under the Act		
	"**Meeting**" or "**General Meeting**" means a meeting of Members.	"Meeting or General Meeting"
	"**Member**", in relation to the Company, means— (i) the subscriber to the Memorandum of Association of the Company who shall be deemed to have agreed to become member of the Company, and on its registration, shall be entered as a member in its Register of Members; (ii) every other person who agrees in writing to become a member of the Company and whose name is entered in the Register of Members of the Company; (iii) every person holding Shares of the Company and whose name is entered as a Beneficial Owner in the records of the Depository.	"Member"
	"**Memorandum of Association**" means the memorandum of association of the Company (as amended, substituted, replaced from time to time)	"Memorandum of Association"
	"**Month**" means a period of thirty days and a "Calendar month" means an English Calendar Month.	"Month" and "Calendar Month"
	"**Officer who is in default**" shall have the same meaning as specified under Section 2 (60) of the Act.	"officer who is in default"
	"**Ordinary Resolution**" and "**Special Resolution**" shall have the same meaning as specified under Section 114 of the Act.	"Ordinary Resolution" and "Special Resolution"
	"**Person**" includes an individual, an association of persons or body of individual, whether incorporated or not and a firm.	"Person"
	"**Record**" includes the records maintained in the form of books or stored in computer or in such other form or medium as may be determined by Regulations.	"Record"
	"**Register and Index of beneficial owners**" maintained by a depository under Section 11 of the Depositories Act shall be deemed to be the Register and Index of Members for the purpose of the Act and these Articles.	"Register and Index of beneficial owners"
	"**Register of Members**" means the Register of Member to be kept in pursuance to the provisions of the Act.	"Register of the Members"
	"**Registered Office**" means the registered office for the time being of the Company.	"Registered Office"
	"**Seal**" means the Common Seal for the time being of the Company.	"Seal"
	"**SEBI**" means the, Securities and Exchange Board of India.	"SEBI"
	"**Security(ies)**" means the securities as defined in clause (*h*) of section 2 of the Securities Contracts (Regulation) Act, 1956.	"Security"
	"**Shares**" means the shares of the Company issued from time to time and carrying the rights as set out in these Articles including preference shares and the Equity Shares.	"Shares"
	"**The Registrar**" means the Registrar of Companies of the State in which the Registered Office of the Company is for the time being situate.	"Registrar"
	Words importing the masculine gender include the feminine gender.	"Gender"
	Words importing the singular number include the plural number.	"Singular number"
	Subject as aforesaid, any words and expressions defined in the Act as modified up to the date on which these Articles become binding on the Company shall, except where the subject or context otherwise requires, bear the same meaning in these Articles.	"Words and Expressions defined in the Companies Act"
	Word and concepts not defined in these articles shall have the same meaning as defined under Section 2 of the Act and Rules made there under.	"Word to have same meaning as under the Act and Rules"
	"**Writing**" shall include printing and lithography and any other mode or modes representing or reproducing words in a visible form.	"Writing"
	"**Year**" means the calendar year and "Financial Year" in relation to the Company means the period starting from 1st day of April and ending on the 31st day of March every year.	"Year" and "Financial year"
3.	The marginal notes hereto shall have no effect on the construction hereof.	"Marginal Notes"
	SHARE CAPITAL	
4.	The authorized share capital of the Company shall be such amount and be divided into such class(es), denomination(s) and number of Shares as may, from time to time, be provided in Clause 5 of the Memorandum of Association, each Share with rights, privileges and conditions attached thereto as are provided by these Articles for the time being, and with the power to increase, consolidate, divide, sub-divide, cancel	Share Capital

	and reduce the share capital of the Company and to convert Shares into stocks and re convert that and to divide the Shares for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with these Articles and to vary, modify, amalgamate or abrogate any such rights, privileges in such manner as may for the time being be provided in these Articles. The Company may issue the following kinds of shares in accordance with these Articles, the Act and other applicable laws: (a) Equity share capital: (i) with voting rights; and/or (ii) with differential rights as to dividend, voting or otherwise in accordance with the Act; and (b) Preference share capital.	
5.	Subject to the provisions of the Act and these Articles, the Shares shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such Persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.	Shares under control of Director.
6.	In addition to, and without derogating from the power for that purpose conferred on the Directors under these Articles, the Company in a General Meeting may, subject to the compliance of Sections 42 and 62 of the Act as the case may be and Rules notified there under, determine to issue further Shares out of the authorized but unissued share capital of the Company and may determine that any Shares shall be offered to such Persons (whether Members or holders of Debentures of the Company or not) in such proportions and on such terms and conditions and either at a premium or at par, as such General Meeting shall determine and with full power to give any Person (whether a Member or holder of Debentures of the Company or not) option to be exercisable at such times and for such consideration as may be directed *by* such General Meeting and subject to such other provisions whatsoever as the case may be, stipulated by the General Meeting, for the issue, allotment or disposal of any Share.	Power of General Meeting to offer Shares to such Persons as the Company may resolve.
7.	Subject to the provisions of the Act and these Articles, the Directors may allot and issue Shares in payment or part repayment for any part payment for any property or assets of any kind whatsoever (including the good-will of any business) sold or transferred or goods or machinery or know-how supplied or for services rendered to the Company either in about the formation or promotion of the Company or the conduct of its business and any Shares which may be so allotted may be issued as fully paid up or partly paid up otherwise than for cash and if so issued shall be deemed to be fully paid up or partly paid up Shares as aforesaid. The Directors shall cause returns to be filed of any such allotment as may be required under the provisions of the Act.	Directors may allot Shares as fully paid up
8.	The Company be and is hereby empowered to issue Shares under the Employee Stock Option Plan subject to the provisions Section 54 of the Act and Rules issued thereunder, guidelines and regulations issued by SEBI and other laws as applicable.	Employee Stock Options
9.	The Shares shall be numbered progressively according to their several denominations.	Shares to be numbered progressively
10.	The money (if any) which the Directors shall, on the allotment of any Shares being made by them, require or direct to be paid by way of deposits, call or otherwise in respect of any Shares allotted by them, immediately on the insertion of the name of the allottee in the Register of Members as the holder of such shares, shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by such allottee accordingly.	Deposit and calls etc. /to be a debt payable immediately.
11.	If by the conditions of allotment of any Share, the whole or part of the amount or issue price thereof shall be payable by installments, every such installment shall when due, be paid to the Company by the Person who for the time being and from time to time shall be the registered holder of the Share or his legal representative.	Installments on shares to be duly paid
12.	Except when required by law or ordered by a court of competent jurisdiction, the Company shall not be bound to recognize any person as holding any share upon any trust and the Company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) in equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or (except only as by these Articles or as ordered by a court of competent jurisdiction or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.	Company not bound to recognize any interest in shares other than that of the registered holder.
13.	None of the funds of the Company shall be applied in the purchase of any Shares of the Company and itself not give any financial assistance for or in connection with the purchase or subscription of any Shares in the Company or in its holding company save as provided by provisions of the Act.	Funds of Company shall not be applied in purchase of shares of the Company.
	UNDERWRITING AND BROKERAGE	

14.	The Company may, subject to the applicable provisions of the Act, at any time pay a commission to any Person in consideration of his/her subscribing or agreeing to subscribe or such Person procuring or agreeing to procure subscriptions, whether absolutely or conditionally, for any Shares in or Debentures of the Company, but the rate of such commission shall not exceed the permissible rates under the provisions of the Act and be subject to the conditions prescribed under the section (6) of section 40 of the Act and the rules made thereunder. The Company may exercise the powers of paying commissions conferred by sub-section (6) of section 40 of the Act, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40 of the Act. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid Shares or Debentures or partly in the one way and partly in the other. The Company may also on any issue of Shares or Debentures, pay such brokerage as may be lawful.	Commission for placing shares, debentures, etc.
	LIEN	
15.	(i) The Company shall have a first and paramount lien— (a) on every share (not being a fully paid Share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and (b) on all Shares (not being fully paid Shares) standing registered in the name of a single person, for all monies presently payable by him/her or his/her estate to the Company: Provided that the Board of Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. Provided further that fully paid up Shares shall be free from all lien. (ii) The Company's lien, if any, on a Share shall extend to all dividends payable and bonuses declared from time to time in respect of such Shares. The Company may sell, in such manner as the Board thinks fit, any Shares on which the Company has a lien: Provided that no sale shall be made— (a) unless a sum in respect of which the lien exists is presently payable; or (b) until the expiration of fourteen (14) days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the Share or the person entitled thereto by reason of his death or insolvency.	
	CERTIFICATES	
16.	(i) Every Person whose name is entered as a Member in the Register of Members shall be entitled to receive within two (2) months after incorporation, in case of subscribers to the Memorandum of Association or after allotment or within one (1) month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,— (a) one certificate for all his/her Shares without payment of any charges; or (b) several certificates, each for one or more of his/her Shares, upon payment of twenty (20) rupees for each certificate after the first. (ii) Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two Directors or by a director and the company secretary, wherever the Company has appointed a company secretary. Provided that in case the Company has a common seal it shall be affixed in the presence of the persons required to sign the certificate. (iii) In respect of any Share or Shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a Share to one of several joint holders shall be sufficient delivery to all such holders.	Share Certificates.
17.	The Directors may in their absolute discretion refuse sub-division of Share/Debenture certificate where such sub-division will result in the issue of certificate for number of Shares and/or Debentures which is less than the marketable lot, unless the sub-division is required to be made to comply with a statutory provision or an order of a competent court of law.	Right to refuse to issue share/debenture Certificate not in consonance with marketable lot.
18.	(i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then	As to issue of new Certificate in place of

		upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificates lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.	those defaced lost or destroyed.
	(a)	When a new share certificate has been issued in pursuance of sub clause (a) of this Article 18 (i), it shall state on the face of it and against the stub or counterfoil to the effect that it is “Issued in lieu of Share Certificate No. _______”. The word “Duplicate” shall be stamped or punched in bold letters across the face of the share certificate.	
	(b)	Where a new share certificate has been issued in pursuance of this Article 18 (i), particulars of every such share certificate shall be entered in a Register of Renewed and Duplicate Certificate indicating against the names of the persons to whom the certificate is issued the number and date of issue of the share certificate in lieu of which the new share certificate is issued, and the necessary, changes indicated in the Register of Members by suitable cross reference in the “Remarks” column.	
	(c)	All blank forms to be issued for share certificates shall be printed and the printing shall be done only on the authority of a resolution of the Board. The blank form shall be consecutively machine numbered and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or such other person as the Board may appoint for the purpose, and the Secretary or other persons aforesaid shall be responsible for rendering an account of these forms to the Board.	
	(d)	Managing Director of the Company, if the Company has no Managing Director, every Director of the Company shall be responsible for the maintenance, preservation, and the safe custody of all books and documents, relating to the issue of share certificates except the blank forms of share certificates referred to in sub clause (d) of this Article 18 (i).	
	(e)	All the books and documents referred to in this Article 18 shall be preserved in good order permanently.	
19.	Every endorsement upon a share certificate in favour of any transferee thereof shall be signed by such person for the time being authorized by the Directors in that behalf.		Endorsement of Certificate.
20.	The Board shall comply with requirements of Section 46 and rules notified under the Act relating to the issue and execution of share certificates. The provisions of these Articles shall *mutatis mutandis* apply to Debentures of the Company.		Directors to comply with rules.
	CALLS		
21.	The Board may, from time to time, make calls upon the Members in respect of any monies unpaid on their Shares (whether on account of the nominal value of the Shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:		
	Provided that no call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding call. Further, provided that the option or right to call of shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.		
22.	Each Member shall, subject to receiving at least fourteen (14) days’ notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his/her Shares.		
23.	A call may be revoked or postponed at the discretion of the Board.		
24.	A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.		
25.	The joint holders of a Share shall be jointly and severally liable to pay all calls in respect thereof.		
26.	(i)	If a sum called in respect of a Share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof, to the time of actual payment at such rate, as the Board may determine.	
	(ii)	The Board shall be at liberty to waive payment of any such interest wholly or in part.	
27.	(i)	Any sum which by the terms of issue of a Share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of	

		these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.	
	(ii)	In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.	
28.	The Board may, if it thinks fit, subject to the provisions of Section 50 of the Act, agree to and receive from any Member willing to advance the same, whole or any part of the monies due upon the Shares held by him beyond the sums actually called for and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the Shares in respect of which such advance has been made, the Company may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be agreed upon between the Board and the Member paying the sum in advance. Provided that money paid in advance of calls on any Share may carry interest but shall not confer a right to dividend or to participate in profits. The Board may at any time repay the amount so advanced. The Member shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable. The provisions of these Articles shall mutatis mutandis apply to any calls on Debentures of the Company. Where any calls for further share capital are made on the shares of a class, such calls shall be made on a uniform basis on all shares falling under that class. For the purposes of this Article, shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.		
	FORFEITURE AND SURRENDER		
29.	If any Member fails to pay the whole or any part of any call or installment, any money due in respect of any Shares either by way of principal or interest, on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other money as aforesaid remain unpaid, or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the Shares by transmission, requiring him to pay such call or installment or such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all expenses (legal or otherwise) that may have been incurred by the Company by reason of such non-payment.		If call or installment not paid notice may be given.
30.	The notice aforesaid shall— (a) name a further day (not being earlier than the expiry of fourteen (14) days from the date of service of the notice) on or before which the payment required by the notice is to be made; and (b) state that, in the event of non-payment on or before the day so named, the Shares in respect of which the call was made shall be liable to be forfeited.		Terms of notice.
31.	If the requirements of any such notice as aforesaid shall not be complied with, any of the Shares in respect of which such notice has been given, may, at any time thereafter but before payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.		Shares to be forfeited in default of payment.
32.	When any Shares shall have been so forfeited, an entry of the forfeiture, with the date thereof, shall be made in the Register of Members and notice of the forfeiture shall be given to the Member in whose name they stood immediately prior to the forfeiture, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any entry as aforesaid.		Entry of forfeiture in register of Members.
33.	Any Share so forfeited shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of either to the original holder thereof or to any other person upon such terms and in such manner as the Board shall think fit.		Forfeited Shares to be property of the Company and may be sold etc.
34.	The Directors may, at any time before any Shares so forfeited shall have been sold, re-allotted or otherwise disposed off, annul the forfeiture thereof upon such conditions as they think fit.		Directors may annul forfeiture
35.	Any person whose Shares have been forfeited shall, notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company all calls, installments, interest, expenses and other moneys owing upon or in respect of such Shares, at the time of the forfeiture together with interest thereon from the time of the forfeiture until actual payment, at such rates as the Directors may determine. The Directors may, and shall be under no obligation to do so, enforce the whole or a portion of the payment, as if it were a new call made at the date of the forfeiture.		Share holder still liable to pay money owing at the time of forfeiture and interest.
36.	The forfeiture of a Share shall involve the extinction, at the time of the forfeiture, of all interest in and all claims and demands against the Company in respect of the		Effect of forfeiture.

	Shares forfeited and all other rights incidental to such Shares, except those rights as are expressly saved by these Articles.	
37.	The Directors may, subject to the provisions of the Act, accept the surrender of any Shares from or by any Member desirous of surrendering them, on such terms as they think fit.	Surrender of shares
38.	(i) For the purpose of enforcing the aforesaid lien on the partly paid- up shares, the Board of Directors may sell the Shares, subject to the terms hereof, in such manner as they shall think fit. However, no sale shall be consummated, unless the sum in respect of which the lien exists is presently payable and until notice in writing of the intention to sell shall have been served on such Member, his executors or administrators or his committee, or other legal representatives as the case may be, and a default shall have been made by him or them in the payment of such sums payable as aforesaid, for a period of seven (7) days from the date of notice. (ii) To give effect to any such sale, the Board may authorize any person to transfer the Shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the Shares comprised in any such transfer. Upon any such sale as aforesaid, the certificates in respect of the Shares sold, shall stand cancelled and become null and void and of no effect and the Directors shall be entitled to issue a new certificate or certificates in lieu of the sale to the purchaser or purchasers concerned.	Enforcement of lien by safe.
39.	The net proceeds of any such sale, after payment of the costs of such sale, shall be applied in or towards the satisfaction of the debts, liabilities or engagements of the defaulting Member and the residue, (if any) shall, subject to a like lien for sums not presently payable as existed upon the Shares before the sale, be paid to such Member or the person (if any) entitled by transmission to the Shares so sold.	Application of proceeds of sale.
40.	A duly verified declaration in writing that the declarant is a Director, a manager or the secretary of the Company and that a Share in the Company has been duly forfeited on a date stated in such declaration, shall be conclusive evidence of the facts stated therein, as against all persons claiming to be entitled to the Share.	Verification of forfeiture.
41.	Upon any sale after forfeiture or for enforcing a lien in the exercise of the powers herein before given, the Board may appoint a person to execute an instrument of transfer of the Share sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares so sold, and the Company may receive the consideration, if any, given for the Share on any sale, re-allotment or other disposition thereof and the person to whom such Shares are sold, re-allotted or disposed off, may be registered as the holder of the Share and he shall not be bound to see to the application of the consideration/purchase money, if any, nor shall his title to the Share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the Share, and after his name has been entered in the Register of Members in respect of such sold Shares, the validity of the sale shall not be impeached by any person.	Title of purchase of forfeited share of shares sold in exercise of lien.
42.	Upon any sale, re-allotment or other disposal of the Shares, under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relevant Shares shall (unless the same shall, on demand by the Company, have been previously surrendered to it by the defaulting Member) stand cancelled and become null and void and of no effect and the Directors shall be entitled to issue a new certificates in respect of the said Shares to the person or persons entitled thereto.	Cancellation of shares certificate in respect of forfeited shares.
	TRANSFER AND TRANSMISSION OF SHARES	
43.	The instrument of transfer of any Shares shall be in such form as may be prescribed under the Act and in writing, and all the applicable provisions of the Act for the time being in force shall be duly complied with, in respect of all transfers of Shares and the registrations thereof.	Form of Transfer.
44.	Every such instrument of transfer shall be executed by or on behalf of the transferor and by or on behalf of the transferee and the transferor shall be deemed to remain the holder of such Share until the name of the transferee is entered in the Register of Members in respect thereof.	Instrument of transfer to be executed by the transferor and transferee.
45.	The Company shall not register a transfer of Shares in the Company unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation, if any, of the transferee has been delivered to the Company, within a period of sixty (60) days from the date of execution of such instrument, along with the certificate relating to the Shares, unless no such share certificate is in existence along with the letter of allotment of the Shares, in which case, an application in writing may be made to the Company by the transferee and bearing the stamp required for an instrument of transfer, such that it is proved to the satisfaction of the	Transfer not to be registered except on production of instrument of transfer.

	Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee, has been lost. The Company may register the transfer on such terms as to indemnity as the Board may think fit provided further that nothing in these Articles shall prejudice the power of the Company to register as shareholder any person to whom the right to any Shares in the Company has been transmitted by operation of law.	
46.	The Board may, subject to the right of appeal conferred by Section 58 decline to register— (a) the transfer of a Share, not being a fully paid up Share, to a person of whom they do not approve; or (b) any transfer of a Share, on which the Company has a lien; or (c) any transfer of a Share which is in contravention of the Act, or any other applicable law. PROVIDED THAT registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever. On giving not less than seven days' previous notice in accordance with section 91 of the Act and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year. The Board may decline to recognize any instrument of transfer unless— (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of Section 56; (b) the instrument of transfer is accompanied by the certificate of the Shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and (c) the instrument of transfer is in respect of only one class of Shares.	Directors may refuse to register transfer.
47.	If the Company refuses to register the transfer of any share or transmission of any right therein the Company shall, within one month from the date on which the instrument of transferor intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor to the person giving intimation of transmission, as the case may be, and thereupon the provisions of the Act shall apply.	Notice of refusal to be given to transferor and transferee.
48.	A transfer of a share in the Company of a deceased Member thereof made by his legal representative shall, although the legal representative is not himself a Member be a valid as if he had been a Member at the time of the execution of the instrument of transfer.	Transfer by legal representative.
49.	The instrument of transfer after registration shall be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall, on demand, be returned to the person depositing the same. The Directors may cause to be destroyed, all transfer deeds lying with the Company for a period of ten (10) years or more.	Custody of instrument of transfer.
50.	The Directors shall have the power, subject to provision of a prior notice by advertisement to its Members, as required under the provisions of the Act, to close the transfer books of the Company, the Register of Members or the Register of Debenture holders at such time or times and for such period or periods as may be permissible, not exceeding thirty (30) days at a time.	Closure of transfer books.
51.	The executors or administrators or a holder of a succession certificate in respect of the estate of a deceased Member, not being one of two or more joint holders shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such deceased Member and the Company shall not be bound to recognize such executors or administrators unless such executors or administrators shall have first obtained Probate or Letters of Administration as the case may be, from a duly constituted court in India, provided that in any case, where the Directors in their absolute discretion think fit, they may dispense with the production of Probate or Letters of Administration or succession certificate, and under the provisions of Article 54 hereto, register the name of any person who claims to be absolutely entitled to the Shares standing in the name of a deceased Member, as a Member.	Title of Shares of deceased holder.
52.	Subject to the provisions of Article 54 hereof, any person becoming entitled to a Share in consequence of the death, lunacy or insolvency of any Member, upon producing proper evidence of the grant of Probate or Letters of Administrations or Succession Certificate or such other evidence that he sustains the character in respect of which he purports to act under this Article or of his title to the shares as the Board thinks sufficient may with the consent of the Board (which it shall not be under any obligation to give), be registered as a Member in respect of such Shares, or may,	Transmission clause

		subject to the provisions of these Articles as to transfer hereinbefore contained, transfer such shares. This clause is herein referred to as the transmission clause.	
53.		Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register any such transmission until the same has been so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any such indemnity.	Refusal to register in case of transmission.
		NOMINATION OF SHARES	
54.	i)	Notwithstanding anything contained hereinabove, every shareholder of the Company may at any time, nominate, in the prescribed manner, a person to whom his shares in the Company shall vest in the event of his death.	Nomination of Shares.
	ii)	Where the shares in the Company are held by more than one person jointly, the joint holders may together nominate, in the prescribed manner, a person to whom all the rights in the shares in the company, shall vest in the event of death of all the joint-holders.	Nomination in case of Joint Holders.
	iii)	Notwithstanding anything contained in any other law for the time being in force or in any deposition, whether testamentary or otherwise, in respect of such shares in the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the shares in the Company, the nominee shall, on the death of the shareholder or as the case may be, on the death of the joint holders become entitled to all the rights in such shares, to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner.	
	iv)	Where the nominee is a minor, it shall be lawful for the holder of the shares, to make the nomination to appoint in the prescribed manner, any person to become entitled to shares in the Company, in the event of his death, during the minority.	
		TRANSMISSION OF SHARES BY NOMINEE	
55.	i)	A nominee, upon production of such evidence as may be required by the Board, and subject to the provisions hereinafter provided, elect either:	
	(a)	himself/herself to be registered as holder of the Share; or	
	(b)	to make a transfer of the Share or Debenture, as the deceased shareholder or debenture holder, as the case may be, could have made.	
	ii)	If the nominee elects to be registered as holder of the Share himself/herself, as the case may be, he/she shall deliver or send to the Company, a notice in writing signed by him/her stating that he/she so elects and such notice shall be accompanied with the death certificate of the deceased shareholder.	
	iii)	A nominee, upon becoming entitled to a Share/ Debenture by reason of the death of the holder shall be entitled to the same dividends and other advantages to which he/she would be entitled to, if he/she were the original registered holder of the Share/ Debenture, except that he/she shall not, before being registered as a Member in respect of his Share or Debenture, be entitled in respect of such Share/ Debenture, to exercise any right conferred by Membership in relation to meetings of the Company.	
		Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself/herself or to transfer the Share and if the notice is not complied with by such nominee within ninety (90) days from the date of notice, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of such Share/Debenture, until the requirements of the notice have been complied with.	
56.		A person entitled to a Share by transmission shall subject to the right of the Directors to retain such dividends or monies as hereinafter provided, be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the Share.	Persons entitled may receive dividend without being registered as Member.
57.		Every transmission of a Share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.	Board may require evidence of transmission.
58.		The Company shall not charge any fee for registration of transfer or transmission in respect of Share or Debentures of the Company.	No fee on transfer or transmission
59.		The Company shall incur no liability or responsibility whatsoever in consequence of their registering or giving effect to any transfer of Shares made or purporting to be	Company not liable for disregard of a notice

	made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right title or interest (to or in such Shares), notwithstanding that the Company may have received a notice prohibiting registration of such transfer and may have entered such notice as referred thereto in any book of the Company, and save as provided by Section 89 of the Act, the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest of any person, or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors so think fit.	prohibiting registration of transfer.
60.	The Company shall keep a book called the "Register of Transfer" and therein shall be fairly and distinctly entered the particulars of every transfer and transmission of any Share in the Company.	Register of transfers.
61.	"The Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any shares or other securities or whose name appears as the Beneficial owner of shares or other securities in the records of Depository, as the absolute owner thereof.	
	DEMATERIALISATION OF SECURITIES	
62.	(a) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its Securities and to offer and deal in Securities in a dematerialized form pursuant to the provisions of the Act, the Depositories Act and the rules framed thereunder.	
	(b) **Securities in depositories to be in fungible form**:	
	(i) All Securities held by a Depository shall be dematerialized and shall be in fungible form.	
	(ii) Nothing contained in Sections 89 of the Act shall apply to a Depositor in respect of the Securities held by it on behalf of the Beneficial Owners.	
	(c) **Section 45 of the Act not to apply**: Nothing contained in the Act or these Articles regarding the necessity of having distinctive number for Securities issued by the Company shall apply to securities held in a depository.	
63.	**Option to receive Security certificates or hold Securities with depository:**	
	(a) Every person subscribing to Securities offered by the Company shall have the option to receive and/or deal-in the security certificates or hold Securities with a Depository.	
	(b) Where a person opts to hold a Security with a Depository the Company shall intimate such Depository the details of allotment of the Security and on receipt of such information the Depository shall enter in its record the name of the allottees as the Beneficial Owner of such Security(ies).	
	(c) **Register and Index of beneficial owners** (i) The Company shall be entitled to keep in any country outside India a branch Register and Index of beneficial owners residing outside India. (ii) The Depository shall intimate SEBI of the place where the records and documents are maintained. (iii) Subject to the provisions of any law the depository shall preserve records and documents for a minimum period of eight years (d) **Rights of Depositories And Beneficial Owners**:	
	(i) Notwithstanding anything to the contrary contained in the Articles or any other law for the time being in force, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of the Security on behalf of the Beneficial Owner.	
	(ii) Save as otherwise provided in (i) hereinabove, the Depository as a registered owner shall not have any voting rights or any other rights in respect of Securities held by it.	
	(iii) Every person holding Securities of the Company and whose name is entered as a Beneficial Owner in the records of the Depository shall be deemed to be a Member of the Company. The Beneficial Owner shall be entitled to all the rights and benefits and be subjected to all the liabilities in respect of his Securities held by a Depository.	
	(e) **Depository to furnish information**: Every Depository shall furnish to the Company, information regarding the transfer of Securities in the name of the Beneficial owners at such interval and in such manner as may be specified by the Bye Laws and the Company in that behalf.	
	(f) Notwithstanding anything in the Act or these Articles to contrary where Securities are held in a depository the records of beneficial ownership may be served	

by such depository on the Company means of electronic mode or by delivery of floppies or discs.

(g) **Option to opt out in respect of any security**.

(i) If a Beneficial Owner seeks to opt out of a Depository in respect of any Security, the Beneficial Owner shall inform the Depository accordingly.

(ii) The Depository shall on receipt of an intimation as above, make appropriate entries in its records and shall inform the Company.

(iii) The Company shall within thirty (30) days of the receipt of intimation from the Depository and on fulfillment of such conditions and on payment of such fees as may be specified by these Articles, issue the certificate of securities to the Beneficial Owner of the transferee as the case may be.

64. Nothing contained in section 56 of the Act, shall apply to transfer of Securities effected by the transferor and the transferee both of whom are entered as Beneficial Owner in the record of the Company.

COPIES OF MEMORANDUM AND ARTICLES TO BE SENT TO MEMBERS

65. *Copies of the Memorandum and Articles of Association of the Company and other documents as may be referred in the Act shall be sent by the Company to every Member at his request on payment of the sum of INR 10/- (Rupees Ten only) per page.* — *Copies of Memorandum and Articles of Association to be sent by the Company.*

CONVERSION OF SHARES INTO STOCK

66. *The Company in its General Meeting may alter its Memorandum to:* — *Conversion of shares into stock and reconversion.*

(a) *convert all or any of its fully Paid-Up Shares into stock; and*

(b) *re-convert any stock into fully Paid-Up Shares of any denomination;*

67. *The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulations under which the Shares from which the stock arose, might before the conversion, have been transferred, or as near thereto as circumstances admit, provided that, the Board may from time to time, fix the minimum amount of stock transferable, so however that such minimum shall not exceed the nominal amount of shares from which the stock across.* — *Transfer of stock.*

68. *The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting and meetings of the Company, and other matters, as if they held the Shares from which the stock arose but no such privilege or advantage (except as regard dividends, participation in the profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.* — *Right of Stock holders.*

69. *Such of the regulations of the Company (other than those relating to share warrants) as are applicable to Paid-Up Shares shall apply to stock and the words "Share" and "Shareholders" in these Articles shall include stock and stockholders respectively.* — *Articles to apply to stocks.*

INCREASE, REDUCTION AND ALTERATION OF CAPITAL

70. The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into Shares of such amount, as may be specified in the resolution. — *Increase of Capital.*

71. Subject to the provisions of Section 61 of the Act, the company may, by ordinary resolution in its General Meeting,—

(a) increase its authorized share capital by such amount as it thinks expedient;

(b) consolidate and divide all or any of its share capital into Shares of larger amount than its existing Shares;

(c) convert all or any of its fully paid-up Shares into stock, and reconvert that stock into fully paid-up Shares of any denomination;

(d) sub-divide its existing Shares or any of them into Shares of smaller amount than is fixed by the memorandum;

(e) cancel any Shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person;

72. The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law,—

(a) its share capital;

(b) any capital redemption reserve account; or

(c) any share premium account.

73. (1) Where at any time, the Company proposes to increase its subscribed capital by the issue of further Shares, such Shares shall be offered – — *Right of Equity Share Holding to Further Issue Of Capital.*

(a) to persons who, at the date of the offer, are holders of equity Shares of the Company in proportion, as nearly as circumstances admit, to the paid-up share capital on those Shares by sending a letter of offer subject to the following conditions, namely:—

	(i) the offer shall be made by notice specifying the number of Shares offered and limiting a time not being less than fifteen (15) days or such lesser number of days as may be prescribed by the Act and not exceeding thirty (30) days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined; (ii) subject to the provisions of these Articles, the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the Shares offered to him or any of them in favour of any other person; and the notice referred to in clause (i) of Article73(1)(a) herein above shall contain a statement of this right; (iii) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the Shares offered, the Board of Directors may dispose of them in such manner which is not dis-advantageous to the shareholders and the Company; (b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as may be prescribed under the Act and any other law in force at the time, including the conditions set out under the employees' stock option guidelines issued by the SEBI (as may be applicable); or (c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b) hereinabove, either for cash or for a consideration other than cash, if the price of such Shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the Act and rules framed thereunder. (2) The notice referred above shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three days before the opening of the issue.	
74.	Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into Shares in the Company: Provided that the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a special resolution passed by the Company in a General Meeting.	
75.	(1) Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new Shares shall be considered part of the original capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments, transfer and transmission, forfeiture, lien, surrender, voting or otherwise.	Further issue of Capital to be governed by same rules.
	(2) Subject to the provisions of the Act and the rules framed thereunder, the Company shall have the power to issue preference shares which are, or at the option of the Company, liable to be redeemed within a period not exceeding twenty (20) years from the date of issue and the redemption may, subject to the provisions of the Article hereof and the Act and rules framed thereunder, be effected in the manner and subject to the terms and provisions of its issue	
	(3) On the issue of redeemable Preference Shares under the provisions of Article 75(2) herein above, the following provisions shall take effect:	
	(a) no such Shares shall be redeemed except out of profits of the Company which would otherwise be available for dividend or out of the proceeds of the fresh issue of Shares made for the purpose of redemption.	
	(b) no such Shares shall be redeemed unless they are fully paid;	
	(c) the premium if any payable on redemption shall be provided, for out of the profits of the Company or the Company's Securities Premium Account before the Shares are redeemed;	
	(d) where any such Shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of the profits, transfer a sum equal to the nominal amount of the Shares to be redeemed, which would otherwise have been available for dividend, to a reserve fund, to be called the "Capital Redemption Reserve Account", and the provisions of the Act relating to the reduction of the Share Capital of the Company shall apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company.	
76.	The Company may, subject to the provisions of the Act, from time to time by special resolution reduce its share capital and in particular may pay off any paid up share capital upon the footing that it may be called up again or otherwise and may, if and	Reduction of Capital.

	so far as is necessary, alter its Memorandum by reducing the amount of its share capital and of its Shares accordingly. Provided that no such reduction shall be made if the Company is in arrears in the repayment of any deposits it may have accepted, or the interest payable thereon.	
77.	The right conferred upon the holders of Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking *pari passu* herewith.	Issue of further *pari passu* shares not to affect the rights of shares already issued.
	MODIFICATION OF RIGHTS	
78.	If at any time the share capital is divided into different classes, the rights attached to any class of Shares (unless otherwise provided by the terms of issue of the Shares of that class) may, subject to the provisions of the Act, be modified, commuted, affected, abrogated or varied (whether or not the Company is being wound up) with the consent in writing of the holders of not less than three fourths of the issued Shares of that class, or with the meeting of the holders of that class of Shares and all the provisions hereinafter contained as to General Meeting shall *mutatis mutandis* apply to every such meeting.	Rights attached to class of Shares may be varied.
	JOINT HOLDERS	
79.	Where two or more persons are registered as the holders of any Share they shall be deemed to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions in the Articles;	
	(a) The Company may be entitled to decline to register more than three (3) persons as the joint holders of any Share(s).	
	(b) The joint holders of any Share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such Share.	
	(c) On the death of any such joint holder the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the Share but the Directors may require such evidence of deaths they may deem fit and nothing herein contained shall be taken to release the estate of deceased joint holder from any liability in respect of the Shares held by him jointly with any other person.	
	(d) Only the person whose name stands first in the Register of Members may give effectual receipts for any dividends or other moneys payable in respect of such share.	
	(e) Only the person whose name stands first in the Register of Members as one of the Joint holders of any Share shall be entitled to delivery of the Certificate relating to such Share or to receive documents) from the Company and any documents served on or sent to such person shall be deemed service on all the joint holders.	
	(f) Any one of two or more joint holders may vote at any meeting either personally or by proxy in respect of such Shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy than that one of such persons so present whose name stands first or higher (a the case may be) on the Register in respect of such Shares shall be entitled to vote in respect thereof but the other or others of the joint holders shall be entitled to be present at the meeting provided always that joint holders present at any meeting personally shall be entitled to vote in preference to a joint holder present by proxy although the name of such joint holder present by proxy stands first or higher in the Register in respect of such Shares, several executors or administrators of a deceased Member in whose (deceased Member's) sole name any Share stands shall for the purposes of this sub-clause be deemed joint holders.	
	DECLARATION BY PERSON NOT HOLDING BENEFICIAL INTEREST IN ANY SHARE	
80.	(a) Notwithstanding anything herein contained, a person whose name is at any time entered in the Register of Members of the Company as the holder of a Share in the Company, but who does not hold the beneficial interest in such share shall, within such time and in such form as prescribed under the Act, make a declaration to the Company specifying the name and other particulars of the person or persons who hold the beneficial interest in such Share in such manner as may be required under the provisions of the Act.	
	(b) A person who holds a beneficial interest in a Share or a class of Shares of the Company, shall within the time prescribed under the Act after his becoming such Beneficial Owner, make a declaration to the Company specifying the nature of his interest, particulars of the person in whose name the shares stand	

	in the Register of Members of the company and such other particulars as may be required under the provisions of the Act.	
	(c) Whenever there is a change in the beneficial interest in the Share referred to above, the Beneficial Owner shall within a period of thirty (30) days from the date of such change make a declaration to the Company in such form and containing such particulars may be required under the provisions of the Act.	
	(d) Notwithstanding anything contained in the provisions of the Act and the Articles hereof, where any declaration referred to above is made to the Company the Company shall make a note of such declaration in the Register of Members and file within the time prescribed from the date of receipt of the declaration a return in the prescribed form with the Registrar with regard to such declaration.	
81.	Notwithstanding anything contained in these Articles but subject to the provisions of Sections 68 to 70 of the Act and any other applicable provision of the Act and rules there under or any other law for the time being in force, the Company may purchase its own shares or other specified Securities.	Buy-back of shares.
	BORROWING POWERS	
82.	Subject to the provision of Section 180 (1) (c) of the Act and these Articles and without prejudice to the other powers conferred by these Articles, the Directors shall have the power from time to time at their discretion, by a resolution passed at a meeting of the Board and not by circular resolution, to borrow monies provided that the total amount borrowed at any time together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not, without the consent of the Company in General Meeting, exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose. Such consent shall be obtained by a special resolution which shall provide for the total amount up to which moneys may be borrowed by the Board. The expression "temporary loans" in this Article means loans repayable on demand or within six (6) months from the date of the loans such as short term loans, cash credit arrangements, discounting of bills and the issue of other short-term loans of seasonable character but does not include loans raised for the purpose of financing expenditure of a capital nature.	Power to borrow.
83.	Subject to the provisions of the Act and these Articles, the Directors may by a resolution passed at a meeting of the Board and not by circular resolution, secure the payment of such sum or sums in such manner and upon such issue of bonds, perpetual or redeemable debentures or debenture stock, or any mortgage or charge or other security on the undertaking of the whole or any part of the property, undertaking of the company (both present and future). Provided that consent of the Members by way of special resolution would be necessary for security to be created on whole or substantially whole of the undertaking. For the purposes of this Article: (i) "undertaking" shall mean an undertaking in which the investment of the company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent. of the total income of the company during the previous financial year; (ii) the expression "substantially the whole of the undertaking" in any financial year shall mean twenty per cent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.	Conditions on which monies may be borrowed.
84.	Any bonds, Debentures, debenture-stock or other Securities issued or to be issued by the Company, shall be under the control of the Directors, who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.	Bonds, debentures, etc. to be subject to control of Directors.
85.	Debentures, debenture-stock, bonds or other Securities may be made assignable, free from any equities between the Company and the person to whom the same may be issued.	Securities may be assignable free from equities.
86.	Subject to the provisions of the Act and these Articles, any bond, Debentures, debenture stock or other Securities, may be issued at par, premium or otherwise and with any special rights, privileges and conditions as to redemption, surrender, drawings, allotment of Shares, attending (but not voting) at a General Meeting, appointment of Directors or otherwise. Provided that the Debentures with the right to allotment of or conversion into Shares shall not be issued except with the sanction of the Company in a General meeting by a special resolution.	Condition on which bonds, debentures, etc. may be issued.
87.	The Board shall cause a proper Register to be kept in accordance with the provisions of the Act, of all mortgages, Debentures and charges specifically affecting the property of the Company including all floating charges on current assets of the	

	Company and fixed charges on the undertaking or any property of the Company, and shall cause the requirements of the Act in relation to charges be duly complied with.	
	DEBENTURES	
88.	The Company shall have the power to issue debentures whether convertible or nonconvertible, and whether linked to issue of equity shares or not, among Members, but in exercising, this power, provisions of these Articles and the Act and any statutory modifications thereof shall be complied with.	
	REGISTRATION OF CHARGES	
89.	(a) The provision of Chapter VI the Act relating to registration of charges which expression shall include mortgage shall be complied with.	
	(b) In the case of a charge created out of India and comprising solely of property situated outside India the relevant provisions of the Act shall be complied with.	
	(c) Where a charge is created in India but comprises property outside India, the instrument creating or proposing to create the charge under that section or a copy thereof verified in the prescribed manner, may be filed for registration notwithstanding that further proceedings, may be necessary to make the charge valid or effectual according to the law of the country of which the property is situated.	
	(d) Where any charge on any property of the Company required to be registered under the Act has been so registered, any person acquiring such property or any part thereof or any share or interest therein, shall be deemed to have notice of the charge as from the date of such registration.	
	(e) In respect of registration of charges on properties acquired subject to charge, the relevant provisions of the Act shall be complied with.	
	(f) The Company shall also comply with the provisions of the relevant provisions of the Act and the rules framed thereunder, relating to security to be created in case of series of Debenture entitling holders to any charge to the benefit of which the Debenture holder of that series are entitled.	
	GENERAL MEETINGS	
90.	Subject to the provisions of the Act, the Company shall, in addition to any other meeting, hold a General Meeting (hereinafter called "**Annual General Meeting**") at the intervals and in accordance with the requirement of the Act and no more than fifteen (15) months shall elapse between the date of one Annual General Meeting of the Company and that of the next.	Annual General Meeting.
91.	All General Meetings other than Annual General Meeting shall be called Extra-Ordinary General Meetings.	Extra-ordinary General Meeting.
92.	The Board of Directors may call an Extraordinary General Meetings whenever they think fit.	Directors may call Extra-Ordinary General Meeting.
93.	(1) The Board of Directors shall at the requisition made by such number of Members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up share capital of the Company as on that date carries the right of voting, proceed duly to call an Extraordinary General Meeting of the Company and the provisions the Act and the provisions of the Articles herein below contained shall be applicable to such Extraordinary General Meeting.	Directors call Extra-ordinary General Meeting on requisition.
	(2) The requisition shall set out the matters for the consideration of which the meeting is to be called, shall be signed by the requisitionists, and shall be deposited at the Registered Office of the Company.	
	(3) The requisition may consist of several documents of the like form each signed by one or more requisitionists.	
	(4) Where two or more distinct matters are specified in the requisition, the provisions of Clause (1) of Article 93 above shall apply separately in regard to each such matter, and the requisition shall accordingly be valid only in respect of those matters in regard to which the conditions specified in that clause are fulfilled.	
	(5) If the Board of Directors do not, within twenty one days form the date of the receipt of a valid requisition in regard to any matter, proceed duly to call a meeting for the consideration of those matter, on a day not later than forty five days from the date of the receipt of the requisition. The meeting may be called by the requisitionists themselves or by such of the requisitionists as represent either majority in value for the paid up share capital held by all of them, or not less than one-tenth of such of the paid up share capital of the Company as is referred to in Article 93 (1) above whichever is less, shall proceed to call and hold meeting within three months from the date of the requisition.	
	(6) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board duly to call a meeting shall	

		be repaid to the requisitionists by the Company and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as were in default.	
94.	(1)	A General Meeting of the Company may be called by giving not less than clear twenty-one days' notice in writing or by electronic mode in the manner set out under the Act.	Notice of Meeting.
	(2)	However, the General Meeting may be called after giving a shorter notice (i.e., lesser than twenty-one days), if the consent is accorded thereto in writing or by electronic mode by not less than ninety-five percent of the Members entitled to vote at such General Meeting.	
95.	(1)	Every notice of a meeting of the Company shall specify the place, the date and hour of the meeting and shall contain a statement of the business to be transacted at such General Meeting.	Content of Notice.
	(2)	In every notice there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and that a proxy need not be a Member of the Company.	
96.	(1)	In the case of an Annual General Meeting all business to be transacted at the meeting shall be deemed special, with the exception of business relating to:	Special Business.
	(i)	the consideration of the financial statements including balance sheet and the profit and loss account statements and the report of Board of Directors and the auditors.	
	(ii)	the declaration of dividend.	
	(iii)	the appointment of and the fixing of the remuneration of the auditors.	
	(iv)	the appointment of Directors in the place of those retiring. (2) In the case of any other meeting all business shall be deemed special. (3) Where any item of business to be transacted at the meeting is deemed to be special as aforesaid, there shall be annexed to the notice of the meeting, a statement setting out all material facts concerning each item of special business to be transacted at a General Meeting, shall be annexed to the notice calling such meeting, namely:— (a) the nature of concern or interest, financial or otherwise, if any, in respect of each items of— (i) every director and the manager, if any; (ii) every other key managerial personnel; and (iii) relatives of the persons mentioned in sub-clauses (i) and (ii); (b) any other information and facts that may enable Members to understand the meaning, scope and implications of the items of business and to take decision thereon. (4) Where any item of business to be transacted at the meeting consists of according approval of the meeting to any document, the time and place where the document can be inspected shall be specified in the explanatory statement. (5) "**Postal Ballot**": Members will be entitled to vote by Postal Ballot for only those resolutions as may be notified by the Central Government from time to time, in the manner and in accordance with the provisions of the Act and the rules framed thereunder. If a resolution is passed by the requisite majority of the shareholders by means of postal ballot, it shall be deemed to have been passed at a General Meeting convened in that behalf. (6) Notwithstanding anything to the contrary contained in these Articles, any reference made to a resolution by the Members of the Company at any General Meeting shall also be deemed to include a resolution passed by postal ballot in accordance with the provisions contained in these Article whether or not the subject matter of such resolution is a matter for which resolution by postal ballot is compulsory under the applicable provisions of the Act or any other law for the time being in force. (7) Notices and other documents of General Meeting of the Company may also be given to every Member of the Company by e-mail, provided that every Member should be given an advanced opportunity to register their e-mail address and changes therein from time to time with the Company or its Registrar and Share transfer agents. In case any Member has not registered his e-mail address with the Company, the service of notice and documents shall be in physical and in accordance with the provisions of Act.	

97.	Notice of every meeting shall be given to every Member of the Company in any manner authorized by the Act and by these Articles, it shall be given to the persons entitled to a Share in consequence of the death or insolvency of a Member by sending it through the post in a prepaid letter addressed to them by name, or by the time of the representative of the deceased or assignees of the insolvent or by any like description at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled or until such an address has been so supplied, by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred provided that where notice of a meeting is given by advertising the same in a newspaper circulating in the neighborhood of the registered office of the Company under sub-section (3) of Section 53 of the Act, the explanatory statement need not be annexed to the notice as required by Section 173 of the Act, but it shall be mentioned in the advertisement that the statement has been forwarded to the Members of the Company.	Notice in case of death of a Member.
98.	Notwithstanding anything contrary contained in the Articles of Association, the Company may, in pursuance of and subject to compliance with the provisions of applicable rules, regulations, circulars, guidelines, notifications, etc. as may be specified by the Ministry of Corporate Affairs (MCA), Securities & Exchange Board of India (SEBI), or any competent authority and the provisions, if any, which may be laid down in this regard by any amendment in or re-enactment of the Companies Act or by the rules, regulations made there under or the SEBI guidelines and notifications, from time to time, allow the Member(s) of the Company to participate in the General Meeting(s) of the Members through any type of electronic mode like video conferencing, etc. and the Members so participating shall be deemed to be present in such General Meeting(s) for the purpose of the quorum, voting, recording and all other relevant provisions in this regard. For conducting the aforesaid meetings, the Company shall follow the procedure specified under the applicable laws for the time being in force and the rules, regulations, circulars, notifications, guidelines, etc. issued / to be issued from time to time by MCA, SEBI or any other competent authority(ies) in this regard.	Meetings by Video Conference.
99.	Notice of every meeting of the Company and every other communication relating to any General Meeting of the Company which any Member of the Company is entitled to have sent to him, shall be given to the Auditor or Auditors for the time being of the Company in the manner authorized by the provisions of the Act, as in the case of any Member or Members of the Company.	
100.	The accidental omission to give notice of any meeting to or the non-receipt of any notice by any Member or to the other person to whom it should be given shall not invalidate the proceedings at the meeting or the resolutions passed thereat.	
101.	(1) Where by any provision contained in the Act or in these Articles, a special notice is required for any resolution, notice of the intention to move the resolution shall be given to the Company not less than fourteen (14) days before the meeting at which it is to be moved exclusive of (i) the days on which the notice is served or deemed to be served; and (ii) the day of the meeting. (2) The Company shall, immediately after the notice of the intention to move any such resolution has been received by it give its Members notice of the resolution in the same manner as it gives notices of the meeting, or if that is not practicable, shall give them notice thereof either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by the Articles, not less than seven days before the meeting.	
102.	Upon requisition in writing of such number of Members as required in Article 93 hereof, the Directors shall duly comply with the obligation of the Company under the Act relating to circulation of Members resolutions and statement.	
103.	A certificate in writing, signed by the Secretary or by a Director or some officer appointed by the Directors for the purpose, to the effect that according to the best of his belief the notice convening the meeting have been duly given, shall be conclusive evidence thereof.	Certificate in writing by Secretary/ Director shall be conclusive evidence
104.	No Annual General Meeting or Extraordinary General Meeting shall be competent to enter upon, discuss or transact any business, a statement of which has not been specified in the notice convening such meeting, except as provided in the Act.	Business which may not be transacted at the meeting.
	PROCEEDING AT GENERAL MEETINGS	
105.	Save as otherwise provided herein, the quorum for the general meetings shall be as provided in Section 103 of the Act.	Quorum at General Meeting.
106.	If within half an hour after the time appointed for the holding of a General Meeting, valid quorum is not present, the meeting, if convened on the requisition of shareholders shall be dissolved and in every other case shall stand adjourned to the same day in the next week or if the day is a public holiday until the next succeeding	Proceedings when quorum not present.

	day which is not a public holiday at the same time and place or to such other day, time and place as the Directors may by notice to the shareholders appoint. If at such adjourned meeting, a valid quorum is not present within half an hour, those Members present shall be a quorum and may transact the business for which the meeting was called.	
107.	No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.	Business of adjourned meetings.
108.	The Chairman of the Board Of Directors shall be entitled to take the Chair at every General Meeting if there be no Chairman, or if at any meeting he shall not be present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Vice-Chairman, or in the case of his absence or refusal, the Directors present may choose a Chairman, and in default of their doing so the Members present shall choose one of the Directors to be the Chairman, and if no Director present be willing to take the Chair, the Members personally present shall choose one of the Member to be the Chairman.	Chairman
109.	(1) No business shall be discussed at any General meeting, except the election of Chairman whilst the Chair is vacant.	Business confined to decision of Chairman whilst Chair vacant.
	(2) If a poll is demanded on the election of the Chairman, it shall be taken forthwith in accordance with the provisions of the Act and these Articles, and the Chairman so elected on a show of hands shall continue to be the Chairman of the meeting and exercise all the powers of the Chairman under the Act and these Articles, until some other person is elected as Chairman as a result of the poll and such other person shall be the Chairman for the rest of the meeting.	
110.	The Chairman with the consent of any meeting at which a quorum is present, can adjourn any meeting from time to time and from place to place in the city or town or village where the registered office of the Company is situated.	Chairman with consent may adjourn meeting.
111.	At any General Meeting a resolution put to the vote at the meeting shall, unless a poll is (before or on the declaration of the result on a show of hands) demanded, be decided on a show of hands and unless a poll is so demanded, a declaration by the Chairman that a resolution has been carried, either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution.	Evidence of the passing of a resolution where poll not demanded.
112.	Before or on declaration of the result of the voting on a show of hands, the Chairman may on his own motion, order a poll to be taken. Poll shall also be ordered by Chairman if it is demanded by one or more Members present at the meeting in person or by proxy and holding shares or being entitled to votes at least to the extent stipulated under the provisions of the Act. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.	Demand for Poll.
113.	A poll demanded on any question (other than the election of the Chairman or on question of adjournment, which shall be taken forthwith) shall be taken at such place in the city/town or village in which the Registered Office of the Company is situate and at such time not being later than forty eight hours from the time when the demand was made as the Chairman may direct. Subject to the provisions of the Act, the Chairman of the meeting shall have power to regulate the manner in which a poll shall be taken, including the power to take the poll by open voting or by secret ballot and either at once or after the interval or adjournment or otherwise and the result of the poll shall be deemed to be the decision of the meeting on the resolution, on which the poll was taken.	Time and manner of taking poll.
114.	Where a poll is to be taken, the Chairman of the meeting shall appoint such number of persons, as he deems necessary, to scrutinize the poll process and votes given on the poll and to report thereon to him in the manner as may be prescribed under the Act. The Chairman of the meeting shall have power to regulate the manner in which the poll shall be taken.	Chairman to regulate the poll.
115.	The demand for a poll shall not prevent the continuance of a meeting for transaction of any business other than the question on which the poll has been demanded.	Demand for poll not to prevent transactions of other business.
116.	In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands has taken place) or at which the poll is demanded, shall be entitled to second or casting vote in addition to the vote or votes to which he may be entitled as a Member.	Resolutions to be decided in case of equality of votes.
117.	At every Annual General Meeting of the Company there shall be laid on the tables the Directors Report and audited statement of Accounts, Auditors Report (if not already incorporated in the statement of accounts), the Proxy Register with proxies	Reports statements and Registers to be laid on the table.

	and the Register of Directors and Managing Director's or Manager's shareholding maintained under the Act. The Auditors Report shall be read before the Company in its General Meeting and shall be open to inspection by any Member of the Company.	
118.	(1) A copy each of the following resolutions (together with a copy of the statement of material facts annexed to the notice of the meeting in which such resolution has been passed) and agreements shall, within a period of thirty (30) days after the passing of the resolution or making thereof, be printed or typewritten and duly certified under the signature of an officer of the Company and filed with the Registrar, in such manner and with such fees as prescribed under the Act and the rules framed thereunder: (a) special resolutions; (b) resolutions which have been agreed to by all the Members of the Company, but which, if not so agreed to, would not have been effective for their purpose unless they had been passed as special resolutions; (c) any resolution of the Board of Directors of the Company or agreement executed by the Company, relating to the appointment, re-appointment or renewal of the appointment, or variation of the terms of appointment, of a managing director; (d) resolutions or agreements which have been agreed to by any class of Members but which, if not so agreed to, would not have been effective for their purpose unless they had been passed by a specified majority or otherwise in some particular manner; (e) all resolutions or agreements which effectively bind such class of Members though not agreed to by all those Members; (f) resolutions passed by a company according consent to the exercise by its Board of Directors of any of the powers under clause (a) and clause (c) of sub-section (1) of Section 180 of the Act; (g) resolutions requiring the Company to be wound up voluntarily passed in pursuance of Section 304 of the Act; (h) resolutions passed in pursuance of sub-section (3) of Section 179 of the Act; and (i) any other resolution or agreement as may be prescribed under the Act and the rules framed thereunder and placed in the public domain.	Registrations of Certain Resolution and Agreement.
119.	The. Company shall cause minutes of all proceedings of every General Meeting to be kept in accordance with the provisions of the Act by making, within thirty (30) days of the conclusion of each such meeting, entries thereof in books kept for that purpose with their pages consecutively numbered. Each page of every such book shall be initiated or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed by the Chairman of the same meeting. Any such minutes kept as aforesaid shall be evidence of the proceedings recorded therein.	Minutes of General Meeting.
120.	The books containing the aforesaid minutes shall be kept at the registered office and be open during business hours to the inspection of any Member without charge, subject to such reasonable restrictions the Company may by these Articles or in General Meeting impose in accordance with provisions of the Act. Any Member shall be entitled to be furnished, within seven (7) days after he had made a request in that behalf to the Company, with a copy of the minutes on payment of such sum as prescribed under the Act.	Inspection of Minutes Books of General Meeting.
121.	No report of the proceedings of any General Meeting of the Company shall be circulated or advertised at the expenses of the Company unless it includes the matters required by these Articles or such information as required by the Act to be contained in the Minutes of the proceedings of such meeting.	Publication of report of proceedings of General Meeting.
	VOTES OF MEMBERS	
122.	Subject to the provisions of the Act and these Articles, votes may be given either personally or by proxy or in the case of a body corporate also by a representative duly authorized under a resolution.	Votes may be given by proxy of attorney.
123.	(1) Subject to any rights or restrictions for the time being attached to any class or classes of Shares,— (a) on a show of hands, every Member present in person shall have one vote; and (b) on a poll, the voting rights of Members shall be in proportion to his share in the Paid-Up equity share capital of the Company. (2) A Member may exercise his vote at a meeting by electronic means in accordance with the provisions of the Act.	

	(3) (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. (ii) For this purpose, seniority shall be determined by the order in which the names stand in the Register of Members. (4) A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. (5) Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. (6) No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of his Shares in the Company have been paid. (7) (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	
124.	Any person entitled under the transmission clause to transfer any Share, shall not be entitled to be present; or to vote at any meeting either personally or by proxy in respect of such Shares, unless a least forty eight (48) hours before the time for holding the meeting or adjourned meeting as the case may be; at which he proposes to be present and to vote, he shall have satisfied the Directors of his right to transfer such Shares (as to which the opinion of the Directors shall be final) or unless the Directors shall have previously admitted his right to vote in respect thereof.	Votes of a person entitled to a share on transmission.
125.	Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of himself but a proxy so appointed shall not have any right to speak at the meeting.	Appointment of proxy.
126.	Every proxy shall be appointed by an instrument in writing signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an Officer or an attorney duly authorized by it.	Deposit of instrument of proxy.
127.	(1) The instrument of proxy shall be deposited at the office of the Company not less than forty eight (48) hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default, the instrument proxy shall not be treated as valid.	
	Every Member entitled to vote at a meeting of the Company according to the provisions of these Articles on any resolution to be moved thereat, shall be entitled during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect, the proxies lodged at any time during the business hours of the Company provided not less than three days' notice in writing of the intention so to inspect is given to the Company.	
128.	An instrument appointing a proxy shall be in such form as may be prescribed by the Act from time to time.	Form of Proxy.
129.	If any such instrument be confined to the object of appointing a proxy for voting at a meeting of the Company, it shall remain permanently or fix such time as the Directors may determine, in the custody of the Company, and if embracing other object, a copy thereof, examined with the original shall be delivered to the Company to remain in the custody of the Company.	Custody of the instrument of proxy.
	DIRECTORS	
130.	Subject to the provisions of the Act, the number of Directors shall not be less than three (3) and unless otherwise determined by the Company in General Meeting more than fifteen (15). The Company may appoint more than fifteen (15) directors after passing a special resolution. The following are the first Directors of the Company: (i) Ritu Madan; (ii) Pradeep Naik	Number of Directors
131.	The Company may agree with any financial institution or any authority or person or State Government that in consideration of any loan or financial assistance of any kind whatsoever, which may be rendered by it to the Company, it shall till such time as the loan or financial assistance is outstanding have power to nominate one or more Directors on the Board of the Company and from time to time remove and reappoint such Directors and to fill in any vacancy caused by the death or resignation of such Directors otherwise ceasing to hold office. Such financial Directors shall not be required to hold any qualification shares nor shall they be liable to retire by rotation.	Nominee Directors.

132.	Any trust Deed for securing Debenture, debenture stock may if so arranged, provide for the appointment from time to time by the trustees thereof or by the holders of the Debentures or debentures stock of some person to be a Director of the Company and may empower such trustees or holders of Debentures or debenture stock from time to time to remove any Director so appointed. The Director appointed under this Article is herein referred to as the "**Debenture Director**" and the term Debenture Director means the Director for the time being in office under this Article. The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or, subject to the provision of the Act, be removed by the Company. The trust deed may contain such ancillary provisions as may be arranged between the Company and the trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.	Debenture Director.
133.	The Board of Directors may appoint a person, not being a person holding any alternate directorship for any other director in the Company, or holding directorship in the Company, to act as an alternate director for a Director during his absence for a period of not less than three (3) months from India: No person shall be appointed as an Alternate Director for an Independent Director unless he is qualified to be appointed as an Independent Director under the provisions of this Act: An Alternate Director shall not hold office for a period longer than that permissible to the Director in whose place he has been appointed and shall vacate the office if and when the Director in whose place he has been appointed returns to India.	Appointment of Alternate Directors.
134.	Subject to the provisions of the Act, any casual vacancy occurring for the office of a Director whose period of office is liable to determine by retirement by rotation may be filled up by the Directors at a meeting of the Board. Any person so appointed shall hold office till such time, the original directors would have held office, if the vacancy had not occurred.	Casual Vacancy.
135.	Subject to the provisions of the Act, the Director shall have power at any time and from time to time to appoint a person or persons as Additional Director or Directors. Provided that any person who fails to get appointed at a General Meeting, shall not be eligible for appointment as an Additional Director.	Appointment of Additional Directors.
136.	Such Additional Director shall hold office only up to the date of the next Annual General Meeting of the Company, but shall be eligible for re-election at that meeting as a Director, provided that the number of Directors and the Additional Director together, shall not exceed the maximum strength fixed by the Article.	
137.	The Company shall appoint such number of directors as Independent Directors as may be required under the provisions of the Act and rules thereunder, if applicable. The candidates to be appointed as Independent Director shall hold such qualifications and shall comply with such conditions as may be prescribed under the Act.	Appointment of Independent Directors.
138.	The Company shall appoint such number of women directors as may be required under the provisions of the Act and rules thereunder.	Appointment of Women Directors
139.	A Director of the Company shall not be bound to hold any qualification shares.	Qualification Shares.
140.	Subject to the provisions of the Act and schedules there under, the remuneration payable to the Director of the Company shall be as hereinafter provided.	Remuneration of Directors.
	(1) The fees payable to a Director for attending a meeting of the Board or a committee of the Board or a General Meeting shall be decided by the Board of Directors from time to time within the maximum limits of such fees that may be prescribed under relevant provisions of the Act, or if, not so prescribed in such manner as the Directors may determine from time to time in conformity with the provisions of law. Subject to the provisions of Section 197 and Schedule V to the Act, the Directors shall be paid such further remuneration if any, either on the basis of percentage of the net profits of the Company or otherwise, as the Company in General Meeting shall from time to time determine, and such additional remuneration and further remuneration shall be divided amongst the Directors in such proportion and manner as the Board may from time to time determine, and in default of such determination shall be divided amongst the Directors equally. Provided that the total Managerial Remuneration shall not exceed the overall maximum remuneration as may be prescribed under the Act.	
	(2) The Board of Directors may in addition allow and pay to any Director who is not a *bona fide* resident of the place where a meeting of the Board or Committee or a General Meeting of the Company is held, and who shall come to that place for the purpose of attending the meeting, such sum as the Board may consider fair compensation for his travelling, hotel, boarding, lodging and other expenses incurred in attending or returning from meetings of the Board of Directors, or any Committee thereof or General Meetings of the Company.	

	(3) Subject to the limitations provided by the Act and this Article, if any Director shall be called upon to go or reside out of his usual place or residence on the Company's business or otherwise perform extra service outside the scope of his ordinary duties, the Board may arrange for such Director such special remuneration for such service either by way of salary, commission or the payment of stated sum of money as they shall think fit, in addition to or in substitution of his remuneration above provided, and all the Directors shall be entitled to be paid or reimbursed or repaid any travelling, *hotel and other expenses incurred or to be incurred in connection with the business of the Company and also to be reimbursed with all fees for filling all documents which they may be required to file under the provisions of the Act.*	
141.	(1) The Board of Directors, may from time to time appoint one or more of their body to be a Managing Director or a Whole-time Director of the Company either for a fixed term not exceeding five (5) years for which he or they is or are to hold such office on terms and conditions as they may deem fit and delegate such power to him as they may deem proper and from time to time remove or dismiss him or them from office and appoint another in his/their place. (2) The Board may fix the remuneration of such Managing Directors and Whole-time Directors, whether by way of salary or commission or by conferring a right to participate in the profits of the Company or by combination of any of the above.	Appointment of and Remuneration payable to Managing Director and/or Whole-time Director
142.	*The continuing Directors may act notwithstanding any vacancy in their body but subject to the provisions of the Act, if the number falls below the minimum number above fixed and notwithstanding the absence of a quorum, the Directors may act for the purposes of filling up vacancies or for summoning a General Meeting of the Company.*	Directors may act notwithstanding vacancy.
143.	(1) A person shall not be eligible for appointment as a Director of the Company, if — (a) he is of unsound mind and stands so declared by a competent court; (b) he is an undischarged insolvent; (c) he has applied to be adjudicated as an insolvent and his application is pending; (d) he has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six (6) months and a period of five (5) years has not elapsed from the date of expiry of the sentence: Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven (7) years or more, he shall not be eligible to be appointed as a director in any company; (e) an order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order is in force; (f) he has not paid any calls in respect of any Shares of the Company held by him, whether alone or jointly with others, and six (6) months have elapsed from the last day fixed for the payment of the call; (g) he has been convicted of the offence dealing with related party transactions under Section 188 of the Act at any time during the last preceding five (5) years; or (h) he has not complied with sub-section (3) of section 152 of the Act. (2) No person who is or has been a Director of a company which— (a) has not filed financial statements or annual returns for any continuous period of three financial years; or (b) has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one (1) year or more; shall be eligible to be re-appointed as a director of that company or appointed in other company for a period of five years from the date on which the said company fails to do so.	Disqualifications for a person to act as director
144.	*(1) Subject to the provisions of the Act, the office of a director shall become vacant if:*	When office of Directors to become vacant.
	(a) he incurs any of the disqualifications specified in Section 164 of the Act;	

	(b) he absents himself from all the meetings of the Board of Directors held during the preceding period of twelve (12) months with or without seeking leave of absence of the Board; (c) he acts in contravention of the provisions of Section 184 of the Act relating to entering into contracts or arrangements in which he is directly or indirectly interested; (d) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of Section 184 of the Act; (e) he becomes disqualified by an order of a court or the Tribunal; (f) he is convicted by a court of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six (6) months: Provided that the office shall be vacated by the Director even if he has filed an appeal against the order of such court; (g) he is removed in pursuance of the provisions of this Act; and (h) he, having been appointed as a director by virtue of his holding any office or other employment in the holding, subsidiary or associate company, ceases to hold such office or other employment in that company.	
	(2) Subject to the provisions of the Act, a Director may resign his office at any time by providing a notice in writing addressed to the Company or to the Board of Directors.	
145.	*(1) Subject to the provisions of Section 188 of the Act, no Director shall be disqualified by his office from contracting with the Company for any purpose and in any capacity whatsoever including either as vendor, purchaser, agent, broker, underwriter of Shares and Debentures of the Company or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office, or of the fiduciary relationship thereby established, but it is hereby declared that nature of his interest must be disclosed by him as provided hereunder.*	Directors may contract with Company.
	(2) Every Director who is in any way whether directly or indirectly concerned or interested in any contract or arrangement or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company as prescribed under section 184 of the Act shall disclose the nature of his concern or interest at a meeting of the Board of Directors or as provided in these Articles hereof.	Disclosure of interest.
	(a) *In the case of a proposed contract or arrangement, the disclosure required to be made by a Director under sub-clause (2) above shall be made at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration or if the Director was not at the date of the meeting, concerned or interested in the proposed contract or arrangement at the first, meeting of the Board after the Director becomes so concerned or interested.*	
	(b) *In the ease of any other contract arrangement, the required disclosure shall he made at the first meeting of the Board held alter the Director becomes concerned or interested in the contract or arrangement.*	
	(3) For the purpose of this Article, a general notice given to the Board of Directors by a Director to the effect that he is a Director or Member of a specified body corporate or is a Member of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may after the date of the notice be entered into with that body corporate or firm sail be deemed to be sufficient disclosure of such concern or interest in relation to any contract or arrangement so made. Such general notice shall expire at the end of the financial year in which it is given but may be renewed for a further period of one financial year at a time by a fresh notice given in the last month of the financial year in which it would have otherwise expired. The General Notice as aforesaid and any renewal thereof shall be given at a meeting of the Board of Directors or the Director concerned shall take reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.	General Notice of interest.
	(4) Nothing contained in sub-clause (2) hereof shall apply to any contract or arrangement entered into or to be entered into between the Company and any other Company where any one of the Directors of the Company or two or more of them together holds or hold not more than two percent of the paid up share capital in the other Company.	

	(5) A Director shall not take any apart in the discussion of or vote on any contract or arrangement entered into, or to be entered into by or on behalf of the Company, if he is in any way directly or indirectly, concerned or interested in the contract or arrangement nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote, and if he does vote, his vote shall be void.	
146.	*(1) The Company shall keep one or more Registers in accordance with the provisions of the Act, in which shall be entered separately, particulars of all contracts or arrangements in which the Directors interested. The Registers shall include details of the contracts and name of parties and such other details as may be required under the prevailing provisions of the Act.*	Register of Contracts in which Directors are interested
	(2) The Register aforesaid shall also specify, in relation to each Director of the Company, the names of the firms and bodies corporate of which notice has been given by him General Notice of interest. *(3) The Registers as aforesaid shall be kept at the registered office of the Company and they shall be open to inspection at such office and extracts may be taken from any of them and copies thereof may be required by any Member of the Company to the same extent in the same manner and on payment of the same fees as in case of the Register of Members.*	
147.	*A Director of the Company may be or may become a Director of any Company promoted by the Company, or in which it may be interested as vendor, Member or otherwise and subject to the provisions of the Act and these Articles.*	Directors may be Directors of Companies promoted by the Company.
148.	*A Director, Managing Director, Manager or Secretary of the Company shall within fifteen (15) days of his appointment to or relinquishment of his office as Director, Managing Director, Manager or Secretary in any other body corporate, disclose to the Company, the particulars relating to his office in the other body corporate.*	Disclosure by Directors, etc. of appointment.
149.	*A Director or Manager shall give notice in writing to the Company of his holding of shares and debentures of the Company, or its holding or its subsidiary or its associates, together with such particulars as may be prescribed under the Act. If such notice be not given at a meeting of the Board, the Director or Manager shall take all reasonable steps to secure that it is brought up and read at the meeting of the Board next after it is given. The Company shall enter the aforesaid particulars in a Register kept for their purpose in conformity with provisions of the Act.*	Disclosure of holdings.
150.	*No Director of the Company and no related party shall hold any office or place of profit under the Company, or any subsidiary of the Company except as provided in and subject to the provisions of section 188 of the Act and rules made there under.*	Holding of Office of profits by Directors.
151.	*The Company shall observe the restrictions imposed by Section 185 of the Act on the Company with regard to grant of loan or security and guarantee to and or behalf of Directors and* any other person in whom the director is interested.	Loans to Directors.
152.	Subject to the provisions of Section 188 of the Act, the Company can by passing a resolution of the Board of Directors or by way of ordinary resolution as the case may be, and subject to such conditions as may be prescribed under the Section 188 of Act and rules there under, may enter into any contract or arrangement with a related party with respect to: (a) sale, purchase or supply of any goods or materials; (b) selling or otherwise disposing of, or buying, property of any kind; (c) leasing of property of any kind; (d) availing or rendering of any services; (e) appointment of any agent for purchase or sale of goods, materials, services or property; (f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and (g) underwriting the subscription of any securities or derivatives thereof, of the Company: No Member of the company shall vote on such special resolution, to approve any contract or arrangement which may be entered into by the company, if such Member is a related party. Nothing in this Article shall apply to any transactions entered into by the company in its ordinary course of business other than transactions which are not on an arm's length basis.	Related Party Contracts.
153.	*Subject to the provisions of the Act and these Articles, the Company may from time to time increase or reduce within the maximum limit permissible, the number of Directors, provided that any increase in the number of Directors exceeding the limit*	*Increase or reduction in number of Directors.*

	in that behalf provided by the Act shall not have any effect unless necessary approvals have been taken in accordance with the Act.	
	RETIREMENT AND ROTATION OF DIRECTORS	
154.	*(a) Subject to the provisions of the Act, the period of office as Director in case of the present Directors, so far as their total number does not exceed one-third of the total number of Directors appointed or the total number which is permissible under the provisions of the Act, for the non-rotation shall not be liable to determination by retirement by rotation of Directors and their number shall not be taken into account in determining the retirement by rotation of Directors or the number of Directors to retire. However, in case their total number exceeds one-third of the total number of Directors appointed in the Board or the number permissible under the provision of the Act for non-rotation of the Directors as the case may be, the Board shall decide as to out of them whose period of office shall be liable to determination by retirement by rotation. The Board of Directors shall take the required decision in this respect in the meeting first held immediately after the insertion of this Article and thereafter every time as and when the total number of Directors is increased or decreased.*	Retirement and rotation of Directors.
	(b) The total number of permanent Directors inclusive of Directors referred to in sub clause (a) above and the aforesaid Managing Director or Managing Directors and or Whole-time Director or Whole-time Directors and Nominee Director appointed by the financial institution shall not exceed one-third of the total strength of the Board of Directors of the Company or the number permissible for non-rotation of the Directors under the provisions of the Act as the case may be. However, in case their total number and/or along with the Directors stated in sub-clause (a) above, as the case may be, exceeds one-third of the total number of Directors appointed in the Board or the number permissible under the provisions of the Act for non-rotation of the Directors as the case may be, the Board shall decide as to out of them whose period of office shall be liable to determination by retirement by rotation from time to time as and when such situation arises.	
	(c) Subject to sub-clauses (a) and (b) above, the Board of Directors shall have power to decide as to who out of the Directors should be the non-rotational Director/s.	
	(d) At every Annual General Meeting of the Company one-third of such of the Directors for the time being as are liable to retire by rotation shall retire from office.	
	(e) Not less than two-third of the total number of Directors of the Company shall be persons whose period of office is liable to determination by retirement of Directors by rotation and save as otherwise expressly provided in the Act and these Articles, be appointed by the Company in General Meeting.	
	(f) The remaining Directors shall be appointed in accordance with the provisions of these Articles.	
	*(g) The expression "**Retiring Director**" means a Director retiring by rotation.*	
155.	*Subject to the provisions of the Act and these Articles, the Directors to retire by rotation under the foregoing Article at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between person who become Directors on the same day, those who are to retire shall in default of and subject to any agreement among themselves, be determined by lot. Subject to the provisions of the Act, a retiring Director shall remain in office until the conclusion of the meeting at which his reappointment is decided or his successor is appointed.*	Ascertaining of Directors retiring by rotation.
156.	*Subject to the provisions of the Act and these Articles, a retiring Director shall be eligible for re-appointment.*	Eligibility for re-election.
157.	*The Company at the Annual General Meeting at which a Director retires in the manner aforesaid may fill up the vacated office by electing the Retiring Director or some other person thereto.*	Company to fill up vacancy.
158.	*(1) Subject to the provisions of the Act and these Articles any person who is not a Retiring Director shall be eligible for appointment to the office of the Director at any General Meeting if he or some Member intending to propose him has, at least fourteen (14) clear days before such meeting, left at the registered office of the Company, a notice in writing under his hand signifying his candidature for the office of Director or the intention of such Member to propose him as a candidate for that office as the case may be, along with a deposit of such sum as may, from time to time, be prescribed by the law as security deposit, which shall be refundable only if the candidate in respect of whom the deposit is made has duly been elected as Directors.*	Notice of candidature for office of Directors.
	(2) Every person (other than a Director retiring by rotation or otherwise or a person who has left at the office of the Company a notice under Sub-Clause (1) of this Article signifying candidature for the office of a Director) proposed as a candidate for the office of a Director shall sign and file with the Company, his consent in writing to act as a Director if appointed.	

	(3) On receipt of the notice referred to in this Article the Company shall inform its Members of the Candidature of that person for the office of a Director or of the intention of a Member to propose such person as a candidate for that office by serving individual notice on Members not less than seven days before the meeting provided that it shall not be necessary for the Company to serve individual notices upon the Members if the Company advertises such candidature or intention not less than seven days before the meeting in at least two newspapers circulating in the city, town or village in which the Registered Office of the Company is situate of which one is published in the English language and the other in the regional language.	
	(4) A person other than;	
	(a) a Director re-appointed after retirement by rotation or immediately on the expiry of his term of office; or (b) an additional or alternate Director, or a person filling a casual vacancy in the office of a Director, appointed as Director or re-appointed as an additional or Alternate Director, immediately on the expiry of his term of office, or (c) a person named as Director of the Company under these Articles as first registered;	
	shall not act as a Director of the Company unless he has within thirty (30) days of appointment signed and filed with the Registrar, his consent in writing to act as such Director.	
159.	*At a General Meeting of the Company, a motion shall not be made for the appointment of two or more persons as Directors of the Company by a single resolution, unless a resolution that it shall be so made, has first been agreed to by such meeting without any vote being given against it. A resolution moved in contravention of this Article shall be void whether or not objection so moved is passed no provision for the automatic reappointment of retiring Directors by virtue of these Articles or the Act in default of another appointment shall apply.*	Individual Resolution for Directors appointment.
	(1) The Company may, subject to the provisions of the Act and these Articles remove any Director before the expiry of his period of office.	Removal of Directors
	(2) Special notice shall be given, of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the meeting at which he is removed.	
	(3) On receipt of notice of any such resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a Member of the Company) shall be entitled to be heard on the resolution at the meeting.	
	(4) Where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto, representation in writing to the Company (not exceeding a reasonable length) and requests its notification to the Members of the Company, the Company shall unless the representation is received by it too late for it to do so; (a) in the notice of the resolution given to the Members of the Company state the fact of the representation having being made; and (b) send a copy of the representation to every Member of the Company and if a copy of the representation is not sent as aforesaid because it has been received too late or because of the Company's default, the Director may (without prejudice to his right to be heard orally) require that the representation shall be read out at the meeting. Provided that copies of the representation shall not be read out at the meeting if, on the application either of the Company or of any other person who claims to be aggrieved, the Court is satisfied that the rights conferred by this sub-clause are being abused to secure needless publicity for defamatory matter.	
	(5) A vacancy created by the removal of Director under this Article may, if he had been appointed by the Company in General Meeting or by the Board be filled by the appointment of another Director in his place by the meeting at which he is removed provided special notice of the intended appointment has been given under sub-clause (2) of this Article 159. A Director so appointed shall hold office until the date up to which his predecessor would have held office if he had not been removed as aforesaid.	
	(6) If the vacancy is not filled under Sub-Clause (5) it may be filled as casual vacancy in accordance with the provisions of the Act and all the provisions of the Act and the rules thereunder shall apply accordingly.	
	(7) A Director who was removed from office under this Article shall not be reappointed as Director by the Board of Directors.	
	(8) Nothing contained in this Article shall be taken:	
	(a) as depriving a person removed thereunder of any compensation or damages payable to him in respect of the termination of his appointment as Director or of any appointment terminating with that as Director; or	

	(b) as derogating from any power of the Company to remove a Director, which may exist apart from this Article 159.	
	MEETING OF DIRECTORS	
160.	The Company shall hold its first meeting of the Board of Directors within thirty (30) days of the date of incorporation of the Company. The Directors may meet together as a Board from time to time and shall hold a minimum number of four (4) meetings of its Board of Directors every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board.	Meeting of Directors
161.	Notwithstanding anything contrary contained in the Articles of Association of the Company may, in pursuance of and subject to compliance of provisions of applicable rules, regulations, circulars, guidelines, notifications etc. as may be specified by the MCA, SEBI or of any competent authority and the provisions, if any, which may be laid down in this regard by any amendment in or re-enactment of the Act, or by the rules, regulations made thereunder, from time to time, allow the Member(s) of the Company to participate in the General Meeting(s) of the Members through any type of electronic mode like video conferencing etc. and the Members so participating shall be deemed to be present in such General Meeting (s) for the purpose of the quorum, voting, recording and all other relevant provisions in this regard.	Meetings by electronic mode
	For conducting the aforesaid meetings, the Company shall follow the procedure specified under the applicable laws for the time being in force and the rules, regulations, circulars, notifications, guidelines etc. issued / to be issued from time by MCA, SEBI or any other competent authority(ies) in this regard.	
162.	A Director or the Managing Director may at any time and the Secretary upon the request of a Director shall convene a meeting of the Directors. Notice of not less than seven (7) days shall be issued in respect of every meeting of the Board in writing to every Director for the time being in India and at his usual address to the Company and to every other Director as may be required under relevant provisions of the Act. Provided that a meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one independent director, if any, shall be present at such meeting of the Board.	When meetings to be convened and notice thereof.
163.	Subject to the provisions of the Act, the quorum for a meeting of the Board of Directors shall be one third of the total strength of the Board of Directors (excluding Directors, if any, whose places may be vacant at the time, and any fraction contained that one-third being rounded off as one) or two Directors, present in person or attending through any type of electronic mode like video conferencing, whichever is higher, provided that where at any time the number of interested Directors exceeds, that is to say, the number of Directors, who are not interested and are present at the meeting, not being less than two, shall be quorum during such meeting. A meeting of the Directors for the time being at which quorum is present shall be competent to exercise all or any of the authorities powers and discretion by or under the Act or the Articles of the Company, for the time being vested in or exercisable by the Board of Directors generally.	Quorum.
164.	*If a meeting of the Board of Directors cannot be held for want of quorum, then the meeting shall stand adjourned until such date and at such time and place as the Chairman may appoint and in default of such appointment to the same day in the next week at the same time and place or if that day is a public holiday till the next succeeding day which is not a public holiday, at the same time and place or to such day, time and place as the Directors present may determine.*	Adjournment of meeting for want of quorum.
165.	The Board shall elect one of its Members to be the Chairman of the Board and also elect one of its Members to be Vice-Chairman of the Board and the Board shall determine the period for which each of them is to hold such office.	Appointment of Chairman and Vice Chairman.
166.	*All meetings of the Directors shall be presided over by the Chairman, if present, but if at any meeting of the Directors the Chairman be not present at the time appointed for holding the same, then in that case, the Vice-Chairman if present, shall be the Chairman of such meeting, and if the Vice-Chairman be not present, then in that case, the Directors shall choose one of their Member then present to preside at the meeting.*	Who to preside at meeting at board.
167.	*Questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes, the Chairman of the meeting, whether the Chairman appointed by virtue of these Articles or the Director presiding at such meeting shall have second or casting vote.*	Questions at Board meeting how to be decided (casting vote)
168.	*Subject to the provisions of the Act and these Articles the Directors may delegate any of their powers to a committee consisting of such Member or Members of their body, as they think fit and they may from time to time revoke and discharge any such committee either wholly or in part and either as to person or purposes, but every committee so formed shall, in the exercise of the powers so delegated to it confirm to*	Directors may appoint committee.

	any regulations that may from time to time be imposed on it by the Directors. All acts done by any such committee in conformity with such regulations and in fulfillment of the purpose of their appointment but not otherwise shall have the like force and effect as it done by the Board. Subject to the provisions of the Act the Board may from time to time fix the remuneration to be paid to any Member or Members of their body constituting a committee appointed by the Board in terms of these Articles and may pay the same. *The Company shall constitute the following Committees as and when required under provisions of the Act:* a) Corporate Social Responsibility Committee as may be required under Section 135 of the Act. b) Audit Committee as may be required under Section 177 of the Act. c) Nomination and Remuneration Committee and Stakeholders Relationship as required under Section 178 of the Act. The composition and duties of the aforesaid committees shall be as may be prescribed under the Act and rules made there under.	
169.	*The meetings and proceedings of any such committee consisting of two or more Directors shall be governed by the provisions herein contained in respect of the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Articles.*	Meeting of Committees how to be convened.
170.	*(1) Subject to the provisions of Section 174 of the Act, a resolution passed by circular without a meeting of the Board or a committee of the Board appointed under these Articles, shall subject to the provisions of sub clause (2) hereof, and the Act, be as valid and effectual as resolution duly passed at meeting of the Board or of a committee duly called and hold.*	Resolution by Circular.
	(2) A resolution shall be deemed to have been duly passed by the Board or by a committee thereof by circulation, if the resolution has been circulated in draft together with the necessary papers, if any, to all the Directors or to all the Members of the Committee then in India (not being less in number than the quorum requisite for a meeting of the Board of the Committee as the case may be) and to all other Directors or Members of the Committee at their usual address in India by hand delivery, post, courier or prescribed electronic mode and has been approved by majority of the Directors or Members of the Committee as are entitled to vote on the Resolution.	
	(3) Subject to the provisions of the Act, statement signed by the Managing Director or other person authorized in that behalf by the Directors certifying the absence from India of any Directors shall for the purposes of this Article be conclusive evidence of the facts stated therein.	
171.	*Subject to the provisions of the Act and these Articles, all acts done by any meeting of the Directors or by a Committee of Directors or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or person acting as aforesaid or that they or any of them were or was disqualified, or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, may be as valid as if every such person had been duly appointed and was qualified to be a Director, provided that nothing in this Article shall be deemed to give validity to acts done by the Directors after their appointment had been shown to the Company to be invalid or to have terminated.*	Act of Board or Committee valid notwithstanding defect in appointment.
172.	*The Company shall cause minutes of the meeting of the Board of Directors and of Committees of the Board to be duly entered in a book or books provided for the purpose in accordance with the relevant provisions of Section 118 of the Act. The minutes shall contain a fair and correct summary of the proceedings of the meeting including the following:*	Minutes of proceedings of Board of Directors and Committees to be kept.
	(i) The names of the Directors present at the meeting of the Board of Directors or any Committee thereof;	
	(ii) All orders made by the Board of Directors;	
	(iii) All resolutions and proceedings of meetings of the Board of Directors and Committees thereof;	
	(iv) In the case of each resolution passed at a meeting of the Board of Directors or Committee thereof the names of Directors if any, dissenting from or not concurring in the resolution.	
173.	*All such minutes shall be signed by the Chairman of the Concerned meeting or by the person who shall preside as Chairman at the next succeeding meeting and all the minutes purported to be so signed shall for all actual purposes whatsoever be prima facie evidence of the actual passing of the resolution recorded and the actual and*	By whom minutes to be signed and the effect of minutes recorded.

	regular transaction or occurrence of the proceedings so recorded and of the regularity of the meetings at which the same shall appear to have taken place.	
174.	*(1) Subject to the provisions of the Act and these Articles the Board of Directors of the Company shall be entitled to exercise all such powers and to do all such acts and things as the Company is authorized to exercise, and do. Provided that the Board shall not exercise any power or do any act or thing which is directed or required whether by the Act or any other Act or by the Memorandum or these Articles or otherwise to be exercised or done by the Company in General Meeting. Provided further that in exercising any such act or tiling the Board shall be subject to the provisions contained in that behalf in the Act or in the Memorandum or in these Articles of in any regulations not inconsistent therewith duly made thereunder including regulations made by the Company in General Meeting.*	General Powers of Directors.
	(2) No regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.	
175.	*(1) Subject to the provisions of Section 180 of the Act, the Board of Directors shall not exercise the following powers except with the consent of the Company accorded* by a special resolution, namely:— (a) to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings. Explanation.—For the purposes of this Article 175(1) — (i) "undertaking" shall mean an undertaking in which the investment of the Company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the Company during the previous financial year; (ii) the expression "substantially the whole of the undertaking" in any financial year shall mean twenty per cent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year; (b) to invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation; (c) to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its Paid-Up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business. Explanation.—For the purposes of this Article 175 (1) (c), the expression "temporary loans" means loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature; (d) to remit, or give time for the repayment of, any debt due from a Director. (2) Every special resolution passed by the Company in the General Meeting in relation to the exercise of the powers referred to in Article 175 (1) (c) shall specify the total amount up to which monies may be borrowed by the Board of Directors.	Consent of company necessary for the exercise of certain powers.
176.	*(1) Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and it shall do so only by means of resolutions passed at meetings of the Board* namely:—	Powers exercised at meetings Board.
	(a) to make calls on shareholders in respect of money unpaid on their Shares; (b) to authorize buy-back of Securities under Section 68 of the Act; (c) to issue Securities, including Debentures, whether in or outside India; (d) to borrow monies; (e) to invest the funds of the Company; (f) to grant loans or give guarantee or provide security in respect of loans; (g) to approve financial statement and the Board's report; (h) to diversify the business of the Company; (i) to approve amalgamation, merger or reconstruction; (j) to take over a company or acquire a controlling or substantial stake in another company; (k) any other matter which may be prescribed;	
	provided that the Board may, by a resolution at a meeting delegate to any committee of Directors or the Managing Director or any other principal office of the Company or to a principal officer of any of its branch offices, the powers specified in sub clause	

	(d) to (f) of this Article 176 (1) to the extent specified below, on such conditions as the Board may prescribe.	
	(2) *Every resolution delegating the power referred to in, Article 176 (1) (d) shall specify the total amount up to which loans may be borrowed from time to time by the delegate, provided however, that where the Company has an arrangement with its bankers for the borrowing of moneys by way of overdraft, cash credit, or other accounts, the day to day operation on overdraft cash credit or other account, by means of which the arrangement as made is actually availed of shall not require the sanction of the Board.*	
	(3) Every resolution delegating the power referred to in Article 176 (1) (e) shall specify the total amount up to which the funds may be invested and the nature of the investments which may be made by the delegate.	
	(4) Every Resolution delegating the power referred to in Article 176 (1)(f) above, shall specify the total amount outstanding at any time made by the delegate, the purpose for which the loans may be made and the maximum amount of loans which may be made.	
	(5) Nothing contained in this Article shall be deemed to affect the right of the Company to, in a General Meeting, impose restrictions and conditions on the exercise by the Board of any of the powers referred above.	
177.	*Without prejudice to the powers conferred by Articles and so as not in any way to limit or restrict these powers and without prejudice to the other powers conferred by these Articles and subject to the approval of the Members where ever required, it is hereby declared that the Directors shall have following powers that is to say power:*	Certain powers of Board.
	(1) *To pay all costs, charges and expenses preliminary and incidental to the promotion establishment and registration of the Company.*	To pay preliminary any promotional costs and charges.
	(2) *To pay and charge to the capital of the Company any commission or interest lawfully payable thereabout under the relevant provisions of the Act and Articles.*	To pay commission and interest.
	(3) *Subject to the provisions of the Act and these Articles to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorized to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit, and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.*	To acquire property.
	(4) *At their discretion and subject to the provision of the Act to pay for any property or rights required, by or services rendered to the Company, either wholly or partly in cash, or in Shares, bonds, Debentures, debenture-stock, mortgage or other Securities of the Company, and any such Shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon, and any such bonds, Debentures, debenture stock, mortgage or other Securities may be either specifically charged upon all or any part of the property of the Company and its uncalled or not so charged.*	To pay for property in cash debentures or otherwise.
	(5) *To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or jointly; also to insure all or any portion of the goods, produce machinery and other articles imported or exported by the Company and to sell assign, surrender or discontinue any policies of effected in pursuance of this power.*	To insure properties of the Company.
	(6) *To open accounts with any bank or bankers or with any company or firm and to pay money into and draw money from any such amount from time to time as the Directors may think fit.*	To open account with Bank.
	(7) *To secure the fulfillment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the Property of the Company and its unpaid capital for the time being or in such other manner as they think fit subject to the necessary approvals.*	To secure contracts by mortgage, etc.
	(8) *To attach to any shares to be issued as the consideration or part of the consideration for any contract with or property acquired by the Company or in payment for services rendered to the Company, such conditions as to the transfer thereof as they think fit.*	To attach conditions as to transfer of any shares.

(9)	*To accept from any Member, on such terms and conditions as may be agreed, a surrender of his shares or stock or any part thereof, so far as may be permissible by any law for the time being in force.*	To accept surrender of Shares.
(10)	*To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees.*	To Appoint trustees.
(11)	*To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers, or otherwise, concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debt due, or of any claims or demands by or against the Company.*	To bring and defend suits and legal proceedings.
(12)	*To refer any claims or demand by or against the Company or any dispute or difference to arbitration and observe, perform and execute and awards made thereon.*	To refer to arbitration.
(13)	*To act on behalf of the Company in all matters relating to bankrupts and insolvents.*	To act in insolvency matters.
(14)	*To make and give receipts, release and other discharges for moneys payable to the Company and for the claims and demand of the Company.*	To give receipts.
(15)	*To determine from time to time who shall be entitled to sign on the Company's behalf bills, notes, receipts, acceptances, endorsements, cheques, dividend, warrants, releases, contracts and documents and to give the necessary authority for such purposes.*	To authorize acceptance.
(16)	*Subject to the provisions of the Act and these Articles to invest and deal with any moneys of the Company not immediately required for the purposes thereof upon such securities and other investments (not being shares of the Company) or without security and in such manner as they may think fit and from time to time to vary or realize such investments provided that all investments shall be made and held by the Company in its own name, and within the limits permitted by the Members and under the Act.*	To invest money.
(17)	*To execute in the name and on behalf of the Company, in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit, and any such mortgages may contain a power of sale and such other powers, covenants, provisions and agreements as shall be agreed.*	To execute Mortgage.
(18)	*To distribute by way of bonus, amongst the staff of the Company, a part of the profits of the Company and to give to any officer or other persons employed by the Company, a commission on the profits of any particular business or transactions and to charge such bonus or commission as part of the working expenses of the Company.*	To distribute bonus.
(19)	*Subject to the provisions of the Act, to give to any officer or other person employed by the Company, an interest in any particular business or transaction by way of a share in the general profits of the Company, and such share of profits shall be treated as a part of the working expenses of the Company.*	Sharing profits.
(20)	*To provide for the welfare of employees or ex-employees of the Company and its Directors or ex-Directors and the wives, widows, and families and the dependents of such persons, by building or contributing to the building of houses, dwelling or quarters or by grant of money, pensions, gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payment or by creating and from time to time, subscribing or contributing to provident and other funds, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals, and dispensaries, medical and other attendances and other forms of assistance, welfare or relief as the Directors shall think fit, and to subscribe or contribute or otherwise to assist to or guarantee money to charitable, benevolent, religious, scientific, national, public or any other institutions objects or purposes or for any exhibition.*	To provide for welfare of employees and to subscribe to charitable and other funds.
(21)	*Before recommending any dividend, to set aside out of the profits of the Company, such sums as they may think proper for depreciation or to create a Depreciation Fund, Insurance Fund, General Reserve, Reserve Fund, Sinking Fund or any special or other fund or funds or accounts or accounts to meet contingencies, or to pay redeemable preference shares, Debenture or debenture stock or special dividends or for equalizing dividends, or for*	To create depreciation and other funds.

	repairing, improving, extending and maintaining any part of the property of the Company, and/or for such other purposes (including the purposes referred to in the last two preceding sub-clauses) as the Directors may, in their absolute discretion think conducive to the interests of the Company and to invest the several sums so set aside or as much thereof as are required to be invested upon such investments (subject to the restrictions imposed by the Act and these Articles) as the Directors may think fit from time to time to deal with and vary any such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company, in such manner and for such purposes as the Directors (subject to such restrictions as aforesaid) in their absolute discretion think conducive to the interests of the Company notwithstanding that the matters to which the Directors apply or upon which they expend the same or any part thereof may be matters to or upon which the capital moneys of the Company might rightly be applied or expended and to divide the Reserve, General Reserve, or the Reserve Fund into such special funds as the Directors may think fit, and to employ the assets constituting all or any of the above funds or accounts, including the Depreciation Fund appropriated out of the net profits in the business of the Company or in the purchase or repayment of redeemable preference shares, Debentures or debenture-stock and that without being bound to keep the same separately from the other assets, and without being bound to pay or allow interests, on the same, with power however to the Director at their discretion to apply or allow interests on the same, with power however to the Directors at their discretion to allow to the credit of such fund, interest at such rate as the Directors may think proper.	
(22)	*Subject to the provisions of the Act, to appoint and at their discretion remove or suspend managers, secretaries, officers, clerks, agents and employees for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments and require security in such instances, and also without prejudice foregoing, from time to time, provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in following sub-clauses (24), (25), (26) and (27) of this Article 177, shall be without prejudice to the general powers conferred by this sub-clause (22) of Article 177.*	To appoint employees.
(23)	*To comply with the requirements of any local law which the Company is not bound to comply with but which in their opinion it shall be in the interests of the Company necessary or expedient to comply with.*	To comply with local laws.
(24)	*From time to time and at any time to establish any Local Board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any person to be members of any such Local Board, or any managers or agents and to fix their remuneration.*	Local Board.
(25)	*Subject to the provisions of the Act and the Articles, and at any time to delegate to any such Local Board, or any member or members thereof or any managers or agents so appointed any of the powers, authorities and discretions for the time being vested in the Board of Directors and to authorize the members for the time being of any such Local Board, or any of them to fill up any vacancies therein and to act not withstanding such vacancies therein and any such appointment or delegation under sub clause (24) of this Article 178, may be made on such terms and subject to such conditions as the Board of Directors may think fit and the Board of Directors may at any time remove any persons so appointed and may annul or vary any such delegation.*	Delegation
(26)	*At any time and from time to time by a power of attorney authorize any person or person to be the attorney or attorneys of the Company, for such purpose and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board of Directors under these presents and excluding the power which may be exercised only by the Board of Directors at a meeting of the Board under the Act or the Articles of by the Company in General Meeting) and for such period and subject to such conditions as the Board of Directors may from time to time think fit and any such appointment may (if the Board of Directors think fit) be made in favour of the member or any of the members of any Local Board, established as aforesaid or in favour of any Company, or the members, directors, nominees or managers of any Company or firm or otherwise in*	Power of Attorney.

	favour of any body of persons whether nominated directly or indirectly by the Board of Directors and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Board of Directors may think fit, and may contain powers enabling any such delegate or attorneys as aforesaid to sub-delegate all or any of the powers and authorities for the time being vested in them.	
	(27) *Subject to the provisions of the Act and these Articles, to delegate the powers, authorities and discretions vested in the Directors to any person, firm, company, or fluctuating body of persons as aforesaid.*	To delegate.
	(28) *Subject to the provisions of the Act and these Articles, for or relation to any of the matters aforesaid or otherwise for the purposes of the Company, to enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.*	To enter into contracts, etc.
	KEY MANAGERIAL PERSONS	
178.	Subject to the provisions of Section 203 of the Act and rules made thereunder and/or these Articles, as applicable, (i) a chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board; (ii) A Director may be appointed as chief executive officer, manager, company secretary or chief financial officer.	Power to appoint Key Managerial Persons.
179.	Subject to the provisions of the Act and these Articles, the Managing Director or Managing Directors or Whole-time Director or Whole-time Directors shall not while he or they continue to hold that office, be subject to retirement by rotation but he or they shall, subject to the provisions of any contract between him or them and the Company be subject to the same provisions as to resignation and removal as the other Director of the Company and he or they shall *ipso facto* and immediately cease to be Managing Director or Managing Directors or Whole time Director or Whole time Directors if he or they cease to hold the office of Director from any cause.	What provisions the Managing and Whole time Directors shall be subject to.
180.	The remuneration of the Managing Director or Managing Directors or Whole-time Director or Whole-time Directors (subject to provisions of the Section 197 and Schedule V of the Act) shall be in accordance with the terms of his or their contract with the Company.	Remuneration of Managing Director and whole time Director
181.	Subject to the provisions of the Act and to the terms of any Resolution of the Company in General Meeting or of any Resolution of the Board and to the term of any contract with him or them, the Managing Director or Managing Directors shall have substantial powers of management subject to the superintendence, control and direction of the Board of Directors.	Power and Duties of Managing Director.
	SECRETARY	
182.	The Directors shall appoint a whole-time Secretary of the Company possessing the prescribed qualification for such term, at such remuneration and upon such conditions as they may think fit and any secretary so appointed may be removed by them. The main functions of the Secretary shall be the responsibility for maintaining records and Registers required to be kept under the Act and these Articles, making the necessary returns to the Registrar of Companies under the Act and these Articles and for getting the necessary documents registered with the Registrar and for carrying out all other administrative and ministerial acts, duties and functions which a Secretary of a Company is normally supposed to carry out, such as giving the necessary notices to the Members, preparing the agenda of meetings, issuing notices to Directors, preparing minutes of meeting of Members and of Directors and of any committee of Directors and maintaining minute books and other statutory documents, and he shall carry out and discharge such other functions and duties as the Directors or the Managing Director may from time to time require him to do so.	Secretary.
	REGISTERS, BOOKS AND DOCUMENTS	
183.	(1) Company shall maintain all Registers, books and documents as required by the Act or these Articles including the following, namely :	Registers Books and Documents.
	(a) Register of Members; (b) Register of Debenture Holders;	

	(c) Register of other Security Holders; (d) Register of Securities/ Shares bought back; (e) Register of Charges; (f) Register of Directors, key managerial personnel; (g) Register of loans, investments, guarantees and securities; (h) Register of Investments not held by the Company in its own name; (i) Register of contracts, arrangements in which the directors are interested; (j) Books of Accounts; (k) All returns and forms filed with the Registrar of Companies; (l) Such other statutory registers as may be prescribed under the relevant and applicable provisions of the Act, from time to time.	
	(2) The said Registers, books and documents shall be maintained in conformity with the applicable provisions of the Act and these Articles and shall be kept open for inspection for such persons as may be entitled thereto respectively under the Act and these Articles on such days and during such business hours as may in that behalf be determined in accordance with the provisions of the Act these Articles and extracts therefrom shall be supplied to those persons entitled thereto in accordance with the provisions of the Act and these Articles.	
	(3) The Company may keep a Foreign Register of Members in accordance with the provisions of the Act. The Directors may from time to time, make such provisions as they may think fit in respect of the keeping of the branch Registers of Members and/or Debenture holders.	
	THE SEAL	
184.	The Board may provide a Seal for the purpose of the Company, and shall have the power from time to time to destroy the same and substitute a new seal in lieu thereof, and the Directors shall provide for the safe custody of the Seal, if any, for the time being, and the Seal shall never be used except by or under the authority of the Directors or a committee of Directors previously given.	Seal of the Company.
185.	The common Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or a Committee of the Board authorized by it in that behalf, and except in the presence of at least one (1) Director and the Secretary or such other person as the Board may appoint for the purpose and who shall sign every instrument to which the seal of the Company is so affixed in their presence. In absence of the Director of the Company, the common Seal of the Company shall be affixed by at least two Authorised Officers of the Company authorized in that behalf and such Authorised Officers shall sign every instrument to which the seal of the Company is so affixed in their presence.	Deeds how executed.
	DIVIDENDS	
186.	The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.	Division of profits.
187.	Subject to the provisions of Section 123 of the Act, the Board may from time to time pay to the Members, such interim dividends during the financial year out of the surplus in the profit and loss account and out of profits of the financial year in which such interim dividend is sought to be declared by the Company.	Interim Dividend.
188.	(i) The Board may, before recommending any dividend, set aside out of the profits of the Company, such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit. (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	
189.	(i) Subject to the rights of persons, if any, entitled to Shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the Shares in the Company, dividends may be declared and paid according to the amounts of the Shares. (ii) No amount paid or credited as paid on a Share in advance of calls shall be treated for the purposes of this Article as paid on the Share. (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.	

190.	The Board may deduct from any dividend payable to any Member, all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the Shares of the Company.	
191.	(i) Any dividend, interest or other monies payable in cash in respect of Shares maybe paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of Members, or to such person and to such address as the holder or joint holders may in writing direct. (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.	
192.	Any one of two or more joint holders of a Share may give effective receipts for any dividends, bonuses or other monies payable in respect of such Share.	
193.	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act. No dividend shall bear interest against the Company.	
194.	The Company shall comply with the provisions of the Act in respect of any dividend remaining unpaid or unclaimed with the Company. If the Company has declared a dividend but which has not been paid or the dividend warrant in respect thereof has not been posted or sent within 30 (thirty) days from the date of declaration, the Company shall, within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days, transfer the total amount of dividend, which remained so unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called "Unpaid Dividend Account". Any money so transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the Fund established under sub-section (1) of Section 125 of the Act, viz. "Investor Education and Protection Fund". Further, there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law and the Company shall comply with the provisions of Sections 124 and 125 of the Act in respect of all unclaimed or unpaid Dividends.	
	RESERVES AND CAPITALISATION	
195.	The Board may, before recommending any dividend set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied and pending such application may, at the like discretion, either be employed in the business of the Company or as may be permitted by the Act, applied for payment of dividend or be invested in such investments and in such manner or as may be permitted by the Act and as the Board may from time to time think fit.	Reserves
196.	(i) The Company in General Meeting may, upon the recommendation of the Board, resolve: (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified in Article 196(ii) amongst the Members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. (ii) The sum aforesaid shall not be paid in cash but shall be applied, either in or towards— (A) paying up any amounts for the time being unpaid on any Shares held by such Members respectively; (B) paying up in full, unissued Shares of the Company to be allotted and distributed, credited as fully Paid-Up, to and amongst such Members in the proportions aforesaid; (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B); (D) A securities premium account and a capital redemption reserve account may, for the purposes of this Article, be applied in the paying up of un-issued Shares to be issued to Members of the Company as fully paid bonus Shares; (E) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.	Capitalization

197.	(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall— (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid Shares, if any; and (b) generally do all acts and things required to give effect thereto. (ii) The Board shall have power— (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of Shares becoming distributable in fractions; and (b) to authorize any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further Shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares; (iii) Any agreement made under such authority shall be effective and binding on such Members.	
	ACCOUNTS	
198.	(1) The Company shall prepare and keep at its registered office books of account and other relevant books and papers and financial statement for every financial year which give a true and fair view of the state of the affairs of the Company, including that of itsbranch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting:	Books of Account to be kept.
	Provided that all or any of the books of account aforesaid may be kept at such other place in India as the Board of Directors may decide, and when the Board of Directors may decide the Company shall, within seven days of the decision, file with the Registrar a notice in writing giving the full address of that other place.	
	(2) If the Company shall have branch office, whether in or outside India, proper books of account relating to the transactions effected at the office shall be kept at that office, and proper summarized returns, made up to date at intervals of not more than three months, shall be sent by the branch office of the Company to its Registered Office or other place in India, as the Board thinks fit where the main books of the Company are kept.	
	(3) All the aforesaid books shall give a true and fair picture of the financial position of the Company.	
199.	The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Company or, any of them, shall be open to the inspection of Members not being Directors and no Member (not being Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by law or authorized by the Company in General Meeting.	Inspection by Member of accounts and books of the Company.
200.	At every Annual General Meeting the Board shall lay before the Company, financial statements along with the reports thereto, prepared in accordance with the provisions of the Act and such financial statements shall comply with the requirements of the Act so far as they are applicable to the Company.	Financial Statements to be furnished at General Meeting.
201.	There shall be attached to every Financial Statements laid before the Company a Report by the Board of Directors complying with the provision of the Act.	Board Report.
202.	The Company shall comply with the requirements of the Act and make necessary arrangement for of Section 136 of the Act.	Right of Members to copies of Financial Statements
	ANNUAL RETURNS	
203.	The Company shall prepare and file the requisite annual returns in accordance with the provisions of the Act.	Annual Return.
204.	Once, at least in every year, the books of account of the Company shall be examined by one or more auditors in accordance with the relevant provisions contained in that behalf in the Act and the rules thereunder.	Accounts to be Audited.
205.	The appointment qualifications, powers, rights, duties and remuneration of the auditors shall be regulated by and in accordance with the relevant provisions of the Act.	Appointment powers, etc. of Auditors.
	DOCUMENTS AND SERVICE OF DOCUMENTS	

206.	(1) A document (which expression for this purpose shall be deemed to include and shall include any summons, notice, requisition, process, order, judgment or any other document in relation to or in the winding up of the Company) may be served or sent by the Company or to any Member either personally or by sending it by post to him at his registered address or (if he has no registered address in India) at the address, if any within India supplied by him to the Company or by such electronic mode as may be prescribed under the Act.	Manner of Service.
	(2) Where a document is sent by post:	
	(a) service thereof shall be deemed to be affected by properly addressing, preparing and posting a letter containing the notice, provided that where a Member, has intimated to the Company in advance that documents should be sent to him under certificate of posting or by registered post with or without acknowledgement due and has deposited with the Company, a sum sufficient to defray the expenses of doing so, service of the document shall not be deemed to be effected, unless it is sent in the manner intimated by the Member; and	
	(b) Such service shall be deemed to have been effected :	
	(i) in the case of a notice of a meeting, at the expiration of forty eight (48) hours after the letter containing the notice is posted; and	
	(ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.	
207.	If a Member has no registered address in India and has supplied to the Company an address within India for the giving of notice to him, a document advertised in a newspaper circulating in the neighborhood of the Registered Office of the Company shall be deemed to be duly served on him on the day on which the advertisement appears.	Service on Members having no registered address.
208.	All document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a Member by sending it through the post in a prepaid letter addressed to them by name or by the title of representative of the deceased or Assignee of the insolvent or by any like description at the address (if any) in India supplied for the purpose by the persons claiming to be so entitled or (until such as address has been so supplied) by serving the document in any manner been so supplied) by serving the documents in any manner in which the same might have been served if the death or insolvency has not occurred.	Service on person acquiring shares on death or insolvency of Member.
209.	Subject to the provisions of the Act and these Articles, notices of the General Meetings shall be given;	Persons entitled to notice of general meetings.
	(i) to all Members of the Company as provided and in the manner authorized by these Articles;	
	(ii) to the persons entitled to a Share in consequence of the death or insolvency of a Member.	
	(iii) to the Auditor or Auditors for the time being of the Company, in any manner authorized by these Articles.	
210.	Subject to the provisions of the Act any document required to be served or sent by the Company on or to the Members or any of them, and not expressly provided for by these presents shall be deemed to be duly served or sent if advertised once in one daily English and one daily vernacular newspaper circulating in the district in which the registered office of the Company is situated.	Advertisement.
211.	Every person who by operation of a transfer, or other means whatsoever, becomes entitled to any Share, shall be bound by every document in respect of such Share which previously to his name and address being entitled on the Register, has been duly served on or sent to the person from whom he derives his title to such Share.	Members and by document given to previous holders.
212.	Any notice to be given by the Company shall be signed by the Managing Director or Secretary or by such Director or officer as the Directors may appoint and such signature may be written or printed or lithographed.	Notice by company and signature thereto.
213.	All notices to be given on the part of the Members to the Company shall be kept at or sent by post under certificates of posting or by registered post to the registered office of the Company.	Service of notice by Members.
	AUTHENTICATION OF DOCUMENTS	
214.	Save as otherwise expressly provided in the Act or these Articles, a document or proceedings requiring authentication by the Company may be signed by a Director the Managing Director or an authorized officer of the Company and need not be under its Seal.	Authentication of documents and proceedings
	RECONSTRUCTION	
215.	On any sale of an undertaking of the Company, the Board or a liquidator on a winding up, may if authorized by a special resolution, accept fully paid or partly paid-up shares, debentures or securities of any other company, whether incorporated in India or not, either then existing or to be formed for the purchase in whole or in part of the	Reconstruction.

	property of the Company, and the Board (if the profits of the Company permit) or the liquidator (in a winding up) may distribute such Shares or Securities or any other property of the Company amongst the Members without realization, or vest the same in trustees for them, and any special resolution may provide for the distribution or appropriation of cash, Shares or other Securities, benefit or property otherwise than in accordance with the strict legal rights of the Members or contributories of the Company and for the valuation of such Securities or property at such price and in such manner as the meeting may approve and all holders of shares shall be bond to accept and shall be bound by any valuation or distribution so authorized, and waive all rights in relation thereto, save only in case the Company is proposed to be or is in the course of being wound up, such statutory rights, if any, as are incapable of being waived or excluded by these Articles.	
216.	If the Company shall be wound up, and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid up capital such assets shall be distributed so that as nearly as may be, the losses shall be borne by the Members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up on the shares held by them respectively; and if in a winding up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed among the Members in proportion to the capital paid up at the commencement of the winding up or which ought to have been paid up on the shares held by them respectively. But this Article is to be without prejudice to rights of the holders of Shares issued upon special terms and conditions.	Distribution of Assets.
217.	(1) If the Company shall be wound up, whether voluntarily or otherwise, the liquidators may, with the sanction of a special resolution, but subject to the rights attached to any preference shares capital, divide amongst the contributories, in specie or kind, any part of the assets of the Company and may, with the like sanction of a special resolution, but subject to the rights attached to any preference share capital, divide amongst the contributories, in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability. The liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members.	Distribution of assets in specie or kind.
	(2) If thought expedient any such division may, subject to the provisions of the Act, be otherwise than in accordance with the legal right of the contributories (except where unalterably fixed by the Memorandum of Association) and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any such division shall be determined, any contributory who would be prejudiced hereby shall have right to dissent and ancillary rights as if such determination were a special resolution passed in accordance with the relevant provisions of the Act.	
	(3) In case any Shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said Shares may within ten (10) days after the passing of the special resolution, by notice in writing, intimate to the liquidator to sell his proportion and pay him the net proceeds and the liquidator shall, if practicable, act accordingly.	
218.	A special resolution sanctioning a sale to any other Company duly passed under the relevant provisions of the Act may, subject to the provisions of the Act, in like manner as aforesaid determined that any Shares or other consideration receivable by the liquidator be distributed amongst the Members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the Members subject to the rights of dissent and consequential rights conferred by the said sanction.	Right of shareholders in case of the Sale.
	SECRECY CLAUSE	
219.	(1) Every director, manager, auditor, trustee, Member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company, shall if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transaction and affairs of the Company with the customers and the state of the accounts with individuals and in realization thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.	Secrecy Clause.

	INDEMNITY AND RESPONSIBILITY	
220.	Every officer, Director and key managerial personnel of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.	Directors and other right to indemnity.
221.	Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, omissions, neglects or defaults of any other Director or officer or for joining in any omission or other act for conformity or for any loss or expenses suffered by the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested or for any loss or damage arising from the bankrupt, insolvency, or tortious act of any person, company or corporation, with whom any moneys, securities or effects' shall be entrusted or deposited or for any loss occasioned by any error of judgment or oversight on his part or for any other loss or damages, or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.	Directors and others not responsible for acts of others.
222.	The Company shall have among its objective the promotion and growth of the national economy through increased productivity, effective utilization of material and manpower resources and continued application of modern scientific and managerial techniques in keeping with the national aspirations, and the Company shall be mindful of its social and moral responsibilities to the customers, employees, shareholders, society and the local community.	Social objects.
223.	Whenever in the Act, it has been provided that the Company shall have any right privileges or authority or that the Company could carry out any transaction only if the Company is authorized by its articles, then and in that case this Article thereto authorizes and empowers the Company to have such rights, privilege or authority and to carry such transactions as have been permitted by the Act, without there being any specific regulation in that behalf herein provided.	General Power.
	CORPORATE SOCIAL RESPONSIBILITY	
224.	(1) The Company under the requisite provisions of the Act, shall undertake such social activities as may be required, and for that purpose, shall constitute a Corporate Social Responsibility Committee of the Board consisting of three (3) or more Directors, out of which at least one (1) Director shall be an Independent Director. (2) The Corporate Social Responsibility Committee shall,— (a) formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as may be specified in the Act; (b) recommend the amount of expenditure to be incurred on the activities referred to in Article 224 (2) (a); and (c) monitor the Corporate Social Responsibility Policy of the Company from time to time. (3) The Board of Directors of shall,— (d) after taking into account the recommendations made by the Corporate Social Responsibility Committee, approve the Corporate Social Responsibility Policy for the Company and disclose contents of such Corporate Social Responsibility Policy in its report and also place it on the Company's website, if any, in such manner as may be prescribed under the Act; and (c) ensure that the activities as are included in Corporate Social Responsibility Policy of the Company are undertaken by the company. (1) The Board shall ensure that the company spends, in every financial year, at least two per cent (2%) of the average net profits of the company made during the three (3) immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy. (2) The Company shall give preference to the local area and areas around it where it operates, for spending the amount earmarked for Corporate Social Responsibility activities.	Corporate Social Responsibility.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are, or may be deemed material, have been entered or to be entered into by our Company will be attached to the copy of the Red Herring Prospectus filed with the RoC. Copies of the contracts and documents for inspection referred to hereunder, may be inspected at our Registered and Corporate Office, from 10.00 am to 5.00 pm on all Working Days and will also be made available on the website of our Company at www.theleela.com/investors, from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date, except for such contracts and documents that will be entered into or executed subsequent to the completion of the Bid/ Offer Closing Date.

Material Contracts to the Offer

1. Offer agreement dated September 20, 2024, entered into among our Company, the Promoter Selling Shareholder and the BRLMs.

2. Registrar agreement dated September 20, 2024 entered into among our Company, the Promoter Selling Shareholder and the Registrar to the Offer.

3. Monitoring agency agreement dated [●] entered into between our Company and the Monitoring Agency.

4. Cash escrow and sponsor bank agreement dated [●] entered into among our Company, the Promoter Selling Shareholder, the BRLMs, the Syndicate Members, Banker(s) to the Offer and the Registrar to the Offer.

5. Share escrow agreement dated [●] entered into among the Promoter Selling Shareholder, our Company and the Share Escrow Agent.

6. Syndicate agreement dated [●] entered into among the members of the Syndicate, our Company, the Promoter Selling Shareholder and the Registrar to the Offer; and

7. Underwriting agreement dated [●] entered into among our Company and the Underwriters.

Material Documents

1. Certified copies of our Memorandum of Association and Articles of Association.

2. Certificate of incorporation dated March 20, 2019, by the RoC CPC to our Company, in the name of ‘Schloss Bangalore Private Limited’.

3. Fresh certificate of incorporation dated July 3, 2024 issued by the RoC CPC to our Company, pursuant to conversion of our Company into a public limited company, and consequential change in our name from ‘Schloss Bangalore Private Limited’ to ‘Schloss Bangalore Limited’.

4. Copies of our annual reports for the preceding three Fiscals.

5. Resolution of our Board dated September 16, 2024, read with its resolution dated September 18, 2024, authorizing the Offer and other related matters.

6. Resolution of our Shareholders dated September 17, 2024, authorizing the Fresh Issue and other related matters.

7. Consent letter from and resolution passed by the board of directors of the Promoter Selling Shareholder for participation in the Offer for Sale, each dated September 17, 2024.

8. Resolution of our Board dated September 18, 2024, taking on record the consent of the Promoter Selling Shareholder to participate in the Offer for Sale.

9. Resolution of our Board dated September 18, 2024, approving this Draft Red Herring Prospectus and resolution of our IPO Committee dated September 20, 2024, approving this Draft Red Herring Prospectus.

10. Resolution of Audit Committee dated September 18, 2024, approving the KPIs.

11. The report dated September 18, 2024, of our Statutory Auditors on the statement of possible special tax benefits available to our Company, our Shareholders, and our Material Subsidiaries.

12. The examination report dated September 16, 2024, of our Statutory Auditors on our Restated Consolidated Financial Information.

13. Industry report titled "*India Hospitality Report*" dated September, 2024 prepared and issued by HVS, letter of engagement dated May 29, 2024 between HVS and our Company, and the consent letter dated September 20, 2024, issued by HVS.

14. Consent letter dated September 20, 2024, from B S R & Co. LLP, Chartered Accountants to include their name as required under Section 26 (5) of the Companies Act 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report dated September 16, 2024 on the Restated Consolidated Financial Information; (ii) report dated September 18, 2024, on the statement of possible special tax benefits available to our Company, Shareholders and our Material Subsidiaries included in this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the US Securities Act.

15. Consent letter dated September 20, 2024, V. Singhi & Associates, Chartered Accountants (FRN No. 311017E), the independent chartered accountants, to include their name in this Draft Red Herring Prospectus as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations as an "expert" as defined under Section 2(38) of the Companies Act 2013 in respect of various certificates issued by them in their capacity as the independent chartered accountant to our Company.

16. Certificate dated September 20, 2024, from V. Singhi & Associates, Chartered Accountants (FRN No. 311017E), certifying the KPIs of our Company.

17. Consent letter dated September 20, 2024, from Quantum ProjectInfra Ltd., bearing registration number CA/2013/61911, an independent architect, to include their name as an "expert" as defined under Section 2(38) of the Companies Act 2013.

18. Consent letter dated September 20, 2024, from Parthsarthi Dutta Gupta, bearing registration number CA/88/11609, an independent architect, to include their name as an "expert" as defined under Section 2(38) of the Companies Act 2013.

19. Consent letter dated September 20, 2024, from Chetan Kumar V, bearing registration number CA/2022/153752, an independent architect, to include their name as an "expert" as defined under Section 2(38) of the Companies Act 2013.

20. Consent letter dated September 20, 2024, from Ashish Pradhan, bearing registration number CA/2016/79625, an independent architect, to include their name as an "expert" as defined under Section 2(38) of the Companies Act 2013.

21. Consent letter dated September 20, 2024, from Shodhak Maulikkumar Shah, bearing registration number CA/2020/126062, an independent architect, to include their name as an "expert" as defined under Section 2(38) of the Companies Act 2013.

22. Consent letter dated September 20, 2024, from Kaushik Sudhir Ghate, bearing registration number CA/2010/49019, an independent architect, to include their name as an "expert" as defined under Section 2(38) of the Companies Act 2013.

23. Consents of bankers to our Company, the BRLMs, Registrar to the Offer, legal counsel to our Company as to Indian law, international legal counsel to our Company, Directors, Promoters, Company Secretary and Compliance Officer, as referred to in their specific capacities to act in their respective capacities.

24. Business transfer agreement dated October 16, 2019, by and between HLV Limited and our Company.

25. Business transfer agreement dated October 16, 2019, by and between HLV Limited and Schloss Chanakya Private Limited.

26. Business transfer agreement dated October 16, 2019, by and between HLV Limited and Schloss Chennai Private Limited.

27. Business transfer agreement dated October 16, 2019, by and between HLV Limited and Schloss HMA Private Limited.

28. Business transfer agreement dated October 16, 2019, by and between HLV Limited and Schloss Udaipur Private Limited.

29. Joint venture agreement dated October 16, 2019 by and amongst Schloss HMA Private Limited, Vivek Krishnan Nair and Dinesh Nair.

30. Trademark license agreement dated October 16, 2019, by and among Schloss HMA Private Limited, Dinesh Nair and Madhu Nair.

31. Centralized services and license agreement dated October 16, 2019, between Hotel Leelaventure Limited and Schloss HMA Private Limited.

32. Share purchase agreement dated April 2, 2021, by and between BSREP III Joy (Two) Holdings (DIFC) Limited, Mohan Sukhani, Vikram Sukhani, Kamla Sukhani, Priyanka Sukhani, Gulshan Fashions Private Limited and Aravali Square LLP and Tulsi Palace Resort Private Limited read with letter agreements dated May 3, 2021 and January 14, 2022 between Mohan Sukhani, Vikram Sukhani, Kamla Sukhani, Priyanka Sukhani and Tulsi Palace Resort Private Limited.

33. Share purchase agreement dated May 22, 2023, by and between Moonburg Power Private Limited, BSREP III Joy (Two) Holdings (DIFC) Limited, Mohan Sukhani, Vikram Sukhani, Kamla Sukhani, Priyanka Sukhani, Gulshan Fashions Private Limited and Aravali Square LLP and Tulsi Palace Resort Private Limited.

34. Share purchase agreement dated May 31, 2024, as amended by amendment letter dated July 24, 2024, by and between Project Ballet Chennai Holdings (DIFC) Pvt Ltd, BSREP III India Ballet Holdings (DIFC) Limited, our Company and Schloss Chennai Private Limited.

35. Share purchase agreement dated May 31, 2024, as amended by amendment letter dated July 24, 2024, by and between Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd, BSREP III India Ballet Holdings (DIFC) Limited, our Company and Schloss Gandhinagar Private Limited.

36. Share purchase agreement dated May 31, 2024, as amended by amendment letter dated July 24, 2024, by and between Project Ballet HMA Holdings (DIFC) Pvt Ltd, BSREP III India Ballet Holdings (DIFC) Limited, our Company and Schloss HMA Private Limited.

37. Share purchase agreement dated May 31, 2024, as amended by amendment letter dated July 24, 2024, by and between BSREP III Tadoba Holdings (DIFC) Pvt Ltd, BSREP III India Ballet Holdings (DIFC) Limited, our Company and Schloss Tadoba Private Limited.

38. Share purchase agreement dated May 31, 2024, as amended by amendment letter dated July 24, 2024 by and between BSREP III India Ballet Holdings (DIFC) Limited, Project Ballet Chanakya Holdings (DIFC) Pvt Ltd, Project Ballet Udaipur Holdings (DIFC) Pvt Ltd, Project Ballet Bangalore Holdings (DIFC) Pvt Ltd, Project Ballet Chennai Holdings (DIFC) Pvt Ltd, Project Ballet HMA Holdings (DIFC) Pvt Ltd, and Project Ballet Gandhinagar Holdings (DIFC) Pvt Ltd, our Company and Leela Palaces and Resorts Limited.

39. Share purchase agreement dated May 31, 2024, as amended by amendment letter dated July 17, 2024, by and between Project Ballet Udaipur Holdings (DIFC) Pvt Ltd, BSREP III India Ballet Holdings (DIFC) Limited, Schloss Chanakya Private Limited, and Schloss Udaipur Private Limited.

40. Share purchase agreement dated May 31, 2024, as amended by amendment letter dated July 17, 2024, by and between BSREP III Joy (Two) Holdings (DIFC) Ltd., Project Ballet HMA Holdings (DIFC) Pvt Ltd, Schloss Chanakya Private Limited, and Moonburg Power Private Limited.

41. Share purchase agreement dated May 31, 2024, as amended by amendment letter dated July 17, 2024, by and between BSREP III Joy (Two) Holdings (DIFC) Limited, Schloss Chanakya Private Limited, and Tulsi Palace Resort Private Limited.

42. Share purchase agreement dated May 31, 2024, as amended by amendment letter dated July 24, 2024, by and between BSREP III India Ballet I Pte. Ltd BSREP III India Ballet Pte. Ltd, our Company, and Schloss Chanakya Private Limited.

43. Share purchase agreement dated August 12, 2024 entered into with Brookfield Private Capital (DIFC) Limited, Aries Holdings (DIFC) Limited and, Schloss Chennai.

44. Share purchase agreement dated August 2, 2024, entered into with Mrs. Neerja Ashok Shah, Mr. Ashok Dipchand Shah, Transition Cleantech Services Four Private Limited and our Company.

45. Share purchase agreement dated August 2, 2024, entered into with Mrs. Neerja Ashok Shah, Mr. Ashok Dipchand Shah, Transition Cleantech Services Five Private Limited and our Company.

46. Development Management Agreement dated September 16, 2024 by and between Brookprop Property Management Services Private Limited and our Company.

47. Right of first offer agreement dated September 17, 2024 executed between BSREP III India Ballet Holdings (DIFC) Limited and our Company.

48. Valuation reports for the equity shares of (i) Schloss Chennai Private Limited dated July 24, 2024; (ii) Schloss Gandhinagar Private Limited dated July 24, 2024; (iii) Schloss HMA Private Limited dated July 24, 2024; (iv) Schloss Tadoba Private Limited dated July 24, 2024; (v) Leela Palaces and Resorts Limited dated July 24, 2024; (vi) Schloss Udaipur Private Limited dated July 17, 2024; (vii) Moonburg Power Private Limited dated July 17, 2024; (viii) Tulsi Palace Resort Private Limited dated July 17, 2024; and (ix) Schloss Chanakya Private Limited dated July 24, 2024, each issued by Ernst & Young Merchant Banking Services LLP.

49. Valuation report for the equity shares of Tulsi Palace Resort Private Limited dated May 8, 2023, issued by R V Shah & Associates.

50. Valuation reports for the equity shares of Aries Holdings (DIFC) Limited dated August 8, 2024 issued by R V Shah & Associates.

51. Valuation reports for the equity shares of (i) Transition Cleantech Services Four Private Limited; and (ii) Transition Cleantech Services Five Private Limited, each dated July 29, 2024 and issued by K.A. Ellie and Company, Chartered Accountant.

52. Scheme of Amalgamation of Moonburg Power Private Limited with Tulsi Palace Resort Private Limited, and their respective shareholders, before the National Company Law Tribunal, Mumbai Bench by way of its order dated August 13, 2024.

53. Valuation report of Moonburg Power Private Limited dated October 27, 2023, issued by Rashmi Shah, FCA, Registered Valuer (Securities or Financial Assets) for the purposes of the amalgamation with Tulsi Palace Resort Private Limited.

54. Tripartite agreement dated June 20, 2024, among our Company, NSDL and Registrar to the Offer.

55. Tripartite agreement dated June 28, 2024, among our Company, CDSL and the Registrar to the Offer.

56. Due diligence certificate to SEBI from the BRLMs dated September 20, 2024.

57. In-principle listing approvals dated [●] and [●], from BSE and NSE, respectively; and

58. Final observation letter dated [●] issued by SEBI (Ref. No. [●] dated [●]).

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act 2013 and other applicable law.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956 and the Securities Contracts (Regulation) Rules, 1957, each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Deepak Parekh

Independent Director

Date: September 20, 2024

Place: Cannes, France

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956 and the Securities Contracts (Regulation) Rules, 1957, each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Anuraag Bhatnagar

Whole-time Director

Date: September 20, 2024

Place: Mumbai, India

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956 and the Securities Contracts (Regulation) Rules, 1957, each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Ankur Gupta

Non-executive Director

Date: September 20, 2024

Place: Mumbai, India

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956 and the Securities Contracts (Regulation) Rules, 1957, each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Ananya Tripathi

Executive Director

Date: September 20, 2024

Place: Bengaluru, India

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956 and the Securities Contracts (Regulation) Rules, 1957, each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Ashank Kothari

Non-executive Director

Date: September 20, 2024

Place: Mumbai, India

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956 and the Securities Contracts (Regulation) Rules, 1957, each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Shai Zelering

Non-executive Director

Date: September 20, 2024

Place: New York, United States of America

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956 and the Securities Contracts (Regulation) Rules, 1957, each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Mukesh Butani

Independent Director

Date: September 20, 2024

Place: Mumbai, India

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956 and the Securities Contracts (Regulation) Rules, 1957, each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Apurva Purohit

Independent Director

Date: September 20, 2024

Place: Mumbai, India

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956 and the Securities Contracts (Regulation) Rules, 1957, each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER

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Ravi Shankar

Date: September 20, 2024

Place: Mumbai, India

DECLARATION BY THE PROMOTER SELLING SHAREHOLDER

We, Project Ballet Bangalore Holdings (DIFC) Pvt Ltd, the Promoter Selling Shareholder, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus in relation to us, as the Promoter Selling Shareholder and the Offered Shares, are true and correct. Project Ballet Bangalore Holdings (DIFC) Pvt Ltd assumes no responsibility for any other statements, disclosures and undertakings, including, any of the statements, disclosures and undertakings made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

For and on behalf of Project Ballet Bangalore Holdings (DIFC) Pvt Ltd

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Authorised Signatory

Name: Kriti Malay Doshi

Date: September 20, 2024

Place: Dubai