



Terms and conditions of appointment of Independent Directors of the Company in accordance with the requirements of Schedule IV to the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Your company has appointed Independent Directors listed below:

| Name | Date of Appointment |
|-------------------------------|---------------------|
| Mr. Thilan Manjith Wijesinghe | 05/09/2024 |
| Ms. Punita Kumar Sinha | 05/09/2024 |
| Mr. Bharat Khanna | 05/09/2024 |

Terms and conditions of appointment of Independent Directors:

1. The appointment has been made for a period of 5 years with effect from 05th September 2024.
2. The Company has relied on the declaration of the Independent Director that he / she meets the criteria of independence as provided in Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").
3. The Independent Director will devote sufficient time to the affairs of the Company while functioning as an Independent Director as would be required to help the Company to achieve its objectives.
4. The Independent Director may be invited by the Board to serve on one or more Board Committees or Other Committees of the Company, either as Chairman or Member. The role of these Committees shall be determined by the Board from time to time. The induction of an Independent Director as a Chairman or Member in any Committee shall be subject to all applicable Laws, Rules and Regulations.
5. As per the legal provisions, you will discharge your duties as per the provisions of Companies Act, 2013, read with Rules made there under, Code of Conduct of Independent Directors as per Schedule IV of the Companies Act, 2013, SEBI (Listing

VENTIVE HOSPITALITY LIMITED

Regd Off: 2nd Floor, Tower 'D', Tech Park One, Yerwada, Pune - 411 006
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Tel.: +9120 6906 1900 | Fax: +9120 6906 1901
(Formerly known as VENTIVE HOSPITALITY PRIVATE LIMITED) | (Formerly known as ICC REALTY (INDIA) PRIVATE LIMITED)



6. Obligations and Disclosure Requirements), Regulations 2015, Articles of Association of the Company and other Statutes as may be applicable from time to time.
7. The Company has maintained a Directors and Officers (D and O) Insurance Policy to pay for the personal liability of the Directors for claims made against them while serving on the Board of the Company.
8. The Company has adopted Code of Conduct for the Directors, Senior Management and the Management Team, which is applicable to Independent Directors also. The Independent Directors are also expected to abide by Code for Independent Directors as per Schedule IV of the Companies Act, 2013.
9. As an Independent Director you will be expected not to: (a) involve in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company. (b) achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners, or associates and if you are found guilty of making any undue gain, you will be liable to pay an amount equal to that gain to the company. (c) assign your office and any assignment so made shall be void.
10. Remuneration will be paid by way of fee and reimbursement of expenses for participation in the Board and other meetings and commission and/or such other payments as may be decided by the Board from time to time. Such payments shall be subject to the provisions of Companies Act, 2013 and any amendments /subsequent legislation applicable to such appointments.
11. As per the provisions of Companies Act, 2013, your performance as an Independent Director will be reviewed on an annual basis.
12. Your attention is drawn to the requirements of SEBI (Prohibition of Insider Trading) Regulations 2015, as amended from time to time in respect of disclosure of price-sensitive information. Consequently, you should not make any statements and/or enter into transactions that might risk a breach of these requirements.
13. During your term as an Independent Director of the Company, you may promptly notify the Company any changes in your directorships and submit such disclosures, information and details as may be required under applicable law. During your tenure, you agree to provide a "Declaration of independence" under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations upon any change in circumstances which may affect your status as an Independent Director of the Company.
14. You and your immediate relatives should not trade in the securities of the Company except in the manner stated in the Company's Internal Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons & Code of Conduct and with the approval of the Compliance Officer.

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15. All non-public information obtained during your term of appointment is confidential to the Company and should not be released, either during your appointment or following
16. cessation (by whatever means) to third parties without prior clearance from the Chairman, or as required by law.
17. During the term of Appointment, (i) Independent Director will not enter into any agreement for himself/herself 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 the Company; and (ii) Independent Director will not enter into any such agreement referred to in (a) above without obtaining the prior approval from the Board of Directors as well as public shareholders of the Company.
18. The Independent Director will be invited to attend ongoing training and familiarization sessions, including site visits, as and when conducted for Directors.

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