



Date: 8th May, 2025

To
The Board of Directors,
VENTIVE HOSPITALITY LIMITED
(Formerly Known as “Ventive Hospitality Private Limited” and “ICC Realty (India) Private Limited”)

Dear Sir/ Madam,

Notice is hereby given that the meeting of the Board of Directors of **VENTIVE HOSPITALITY LIMITED** will be held at Shorter Notice as per the details given below:

Sr. No.	Particulars	Details
1.	Day	Monday,
2.	Date	12 th May 2025
3.	Time	5:30 p.m. (IST)
4.	Mode of Meeting	Video Conference

The link for attending the meeting through VC/OAVM will be provided shortly.

Kindly make it convenient to attend the meeting.

Please convey leave of absence if in case you will not be in a position to attend the Meeting.

Thanking you,
Yours Faithfully,

For VENTIVE HOSPITALITY LIMITED

SD/-
Pradip Bhatambrekar
Company Secretary
Membership No: A25111

Encl.: Agenda and Notes on Agenda for Board Meeting.

Circulated to:

Sr. No.	Name	Designation	DIN/PAN
1.	Mr. Atul Ishwardas Chordia	Chairman & Director	00054998
2.	Tuhin Parikh	Non-Executive Director	00544890
3.	Nipun Sahani	Non-Executive Director	01447756
4.	Punita Kumar- Sinha	Independent Director	05229262
5.	Bharat Khanna	Independent Director	01114561
6.	Thilan Manjith Wijesinghe	Independent Director	10726104
7.	Mr. Paresh Bafna	CFO	AAUPB3785F
8.	Mr. Ranjit Batra	CEO	AEHPB9280N

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Agenda of Board Meeting:

Sr. No	Items To be Discussed
	To elect Chairman of the Meeting, in case Existing Chairman of the Company is not present.
	To take Roll Call of all Board Members (For members attending through VC)/ Attendance
	To take note of the quorum.
	To grant leave of absence, if any.
1.	To take note and sign the Minutes of the Previous Board Meeting dated 12 th February 2025.
2.	To take note of the Minutes of the Board Meeting of Subsidiaries.
3.	To take note of the Minutes of the meetings of Committee Meetings and respective Committees meetings Chairperson to update the Board on the proceedings of the meeting.
4.	To Update the Board of Directors on the Proceedings of Audit Committee Meeting Dated 12th May 2025
5.	To dissolve IPO Committee.
6.	To take note of the Credit rating issued by CRISIL Ratings Limited.
7.	To take note of the change in interest of Mr. Atul Chordia.
8.	To take note of the change in interest of Mrs. Punita Kumar-Sinha.
9.	To take note of the disclosure of interest and annual declarations received from directors as per The Companies Act, 2013 and SEBI Listing Regulations.
10.	To note and take on record the resolution passed by circulation.
11.	To review and take note of statutory compliance reports and the shareholders related information as per the SEBI Listing Regulations.
12.	To approve and adopt the report by the monitoring agency and noting of utilization of the Initial Public Offer (IPO) proceeds stated as general corporate purpose in the offer documents.
13.	To appoint Mr. Nipun Sahani (DIN: 01447756) as director, liable to retire by rotation, and being eligible, offers himself for re-appointment.

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14.	To Give Inter-Corporate Deposit upto Rs. 100 crores in tranches to KBJ Hotels and restaurants Private Limited.
15.	To appoint M/S KPMG Assurance and Consulting Services LLP, Chartered Accountants as Internal Auditor for the FY 2025-2026.
16.	To appoint M/s SVD & ASSOCIATES, Practicing Company Secretaries Secretarial Auditor for FY 2025-2026 till FY 2029-30
17.	To note audited financial statements and investments made by unlisted subsidiary of the company.
18.	To Discuss the Performance of the Company and Approve the audited financial results / statements for the Quarter / Year Ended 31st March, 2025
19.	To approve the directors' report along with its annexures
20.	To consider and take note of the CFO certificate on CSR Spent during the FY 2024-25.
21.	To note the corporate governance report submitted to the stock exchange.
22.	Updates on grievances received by the POSH Committee and action taken thereon, and updates on complaints received, if any, by the ICC Committee and action taken thereon.
23.	To constitute of ESG Committee and approve Terms of Reference.
24.	To constitute the Finance and Operational Committee and approve the Terms of Reference.
25.	To Approve the Notice of the Annual General Meeting.
26.	Approval of Appointment of Scrutinizer for the Forthcoming AGM
27.	To Consider and Approve Availing of E-Voting Facility for Ensuing Annual General Meeting
28.	To consider and approve the Scheme of Amalgamation ("Scheme") under Section 230-232 and other applicable provisions of the Companies Act, 2013 ('Act')

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29.	To Create Securities in Pursuance to Facility Agreement Dated 20.01.2025 Between ICICI Bank And SS&L/MPHPL
30.	To Approve Postal Ballot Notice for extra ordinary general meeting.
31.	To Appoint Scrutinizer for Postal Ballot
32.	To Appoint E-voting Agency for Postal Ballot
33.	To Approve Publication of Notice.
34.	To take note and discuss business updates.
35.	Any other matter with the permission of chair.
36.	Vote of Thanks.

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GENERAL AGENDA

TO ELECT CHAIRMAN OF THE MEETING, IN CASE EXISTING CHAIRMAN OF THE COMPANY IS NOT PRESENT

As per the Secretarial Standards-I, the Chairman of the Company shall be the Chairperson of the Board.

If the permanent Chairman of the Board is not present at the Meeting, the Board may elect anyone of themselves to be the Chairman.

The Directors present at the meeting are required to appoint the Chairman amongst them to conduct the proceedings of the Board.

ROLL CALL OF ALL DIRECTORS

As per SS 1, if the directors are participating in the Board Meeting via electronic mode, the Chairman of the Meeting shall confirm the attendance of such directors. For this purpose, the Chairman shall conduct a roll call. The Chairman or Company Secretary to request the Directors participating through VC to state their full name and location from where they are participating and shall record the same in minutes.

The Directors attending the Meeting via Video Conferencing to be requested for roll call.

I am..... (Name of Director). I am participating in the meeting from _____ (place from where director is attending meeting). I confirm that no person other than me is attending or having access to the proceeding of the meeting from here. I have received the agenda and all relevant materials for the meeting. I convey my consent for my signatures on the documents and statutory registers.

TO TAKE NOTE ON THE QUORUM

As per SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 the Quorum of the Company (top 2000 Company) is one third or 3 directors whichever is higher with at least one Independent Director.

Board is required to take note on the quorum, to start the proceeding.



TO GRANT LEAVE OF ABSENCE TO DIRECTORS, IF ANY

The request for leave of absence, if any, received from Directors shall be placed before the meeting.

The Directors are requested to grant leave of absence to the Director(s) who is /are unable to attend the meeting due to any reason.

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ITEM NO.1:

TO TAKE NOTE OF THE MINUTES OF PREVIOUS BOARD MEETING HELD ON 12TH FEBRUARY 2025.

As per the provisions of the Companies Act, 2013 and clause 7.2.2.1. (g) Secretarial Standard-1, Minutes of last Board Meeting are required to be placed before the Board for approval.

Minutes of the Meeting of Board of Directors of the Company held on 12 February 2025 are to be noted.

The Board is requested to take note of the same.

ITEM NO. 2:

TO TAKE NOTE OF THE KEY POINTS FROM THE MINUTES OF THE BOARD MEETING OF SUBSIDIARIES:

Sr. No.	Name of Subsidiary	Key Points
1	Eon-Hinjewadi Infrastructure Private Limited	<ul style="list-style-type: none"> • Appointment of Mr. Darshan Chordia as Additional Director • Amendment of Articles of Association
2	KBJ Hotel & Restaurants Private Limited	<ul style="list-style-type: none"> • Amendment of Memorandum & Articles of Association. • Appointment of Mr. Santosh Kolekar as Additional Director.
3	UrbanEdge Hotels Private Limited	<ul style="list-style-type: none"> • Not Applicable
4	Novo Themes Properties Private Limited	<ul style="list-style-type: none"> • Not Applicable

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5	Restocraft Hospitality Private Limited	<ul style="list-style-type: none">• Non-Disposal Undertaking with SS&L and MPHPL
6	Nagenahira Resorts Private Limited	<ul style="list-style-type: none">• Not Applicable.
7	Panchshil Corporate Park Private Limited	<ul style="list-style-type: none">• Authorization to enter into a sale deed with Mr.Aditya Bhartia• Appointment of Secretarial Auditor.• Amendment of Article of Association.
8	Wellcraft Infraprojects Private Limited	<ul style="list-style-type: none">• Not Applicable
9	Kudakurathu Island Resort Private Limited	<ul style="list-style-type: none">• Not Applicable
10	SS & L Beach Private Limited	<ul style="list-style-type: none">• Amendment of Article of Association.
11	Maldives Property Holdings Private Limited	<ul style="list-style-type: none">• Amendment of Article of Association.

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ITEM NO. 3:

TO TAKE NOTE OF THE MINUTES OF THE MEETINGS OF COMMITTEE MEETINGS AND RESPECTIVE COMMITTEES MEETINGS CHAIRPERSON TO UPDATE THE BOARD ON THE PROCEEDINGS OF THE MEETING.:

Details of Committee Meetings held are as follows:

Serial Number	Committee	From February 2025 12	March 2025,	April 2025	Till 12 May 2025
1	CSR Committee	Nil	29 th March 2025	Nil	Nil
2	Audit Committee	Nil	Nil	Nil	Nil
3	Stakeholder Relationship Committee	Nil	28 th March 2025	Nil	Nil
4	Risk Management Committee	Nil	28 th March 2025	Nil	Nil
5	Nomination and Remuneration Committee	Nil	21 st March 2025	Nil	Nil

ITEM 4:

TO UPDATE THE BOARD OF DIRECTORS ON THE PROCEEDINGS OF THE AUDIT COMMITTEE MEETING DATED 12TH MAY 2025:

The Chairman of the Audit Committee briefed the Board about the proceedings of the meeting held on 12th May 2025. The Committee inter-alia made the following recommendations for Board's approval

The Chairman of the Audit Committee apprised the Board about the proceedings of the meeting of the Audit Committee held on 12th May 2025.



Further the Board was informed that the Committee inter-alia made the following recommendations for Board's approval:

a. The Audit Committee took note of disclosures received under whistle blower policy for the quarter ended on 31st March 2025, there were no Whistle Blower Complaints received during the last quarter.

b. The Audit Committee reviewed and approved Audited Standalone and Consolidated Financial Results of the Company for the year and quarter ended March 31, 2025 and recommends the Board of Directors to review and approve the same.

Board took note of the same.

ITEM NO 5:

TO DISSOLVE IPO COMMITTEE:

WHEREAS, the Initial Public Offering (IPO) Committee was established by the Board of Directors of Ventive Hospitality Limited to oversee and manage the process of the company's initial public offering;

AND WHEREAS, the IPO process has been successfully completed and the company's shares have been listed on National Stock exchange Limited and BSE Limited as of 30th December 2024;

NOW, THEREFORE, BE IT RESOLVED THAT:

1. The IPO Committee is hereby dissolved with immediate effect.
2. The Board of Directors expresses its appreciation and gratitude to the members of the IPO Committee for their diligent efforts and contributions towards the successful completion of the IPO process.

ITEM NO.6:

TO TAKE NOTE OF THE CREDIT RATING ISSUED BY CRISIL RATINGS LIMITED.

The Board of Directors hereby takes note of the credit rating assigned by CRISIL Ratings Limited as follows:

- Credit Rating Agency: CRISIL Ratings Limited
- Credit Rating: **CRISIL AA/ Stable**
- Date of Rating: 16th April 2025.



ITEM NO.7:

TO TAKE NOTE OF THE CHANGE IN INTEREST OF MR. ATUL CHORDIA

The Board was informed that as per provisions of the Companies Act, 2013 (“Act”) the general notice of additional disclosure of interest in Form MBP-1 was received from Mr. Atul Chordia, Director of the Company. As per disclosure received from Mr. Atul Chordia , name of Mosaic Biotech Private Limited removed from registrar of Companies, thus he ceased to be director from that Company.

Board took note of the same.

ITEM NO.8:

TO TAKE NOTE OF THE CHANGE IN INTEREST OF MRS. PUNITA KUMAR-SINHA

The Board was informed that as per provisions of the Companies Act, 2013 (“Act”) the general notice of additional disclosure of interest in Form MBP-1 was received from Mrs.Punita Kumar-Sinha, Independent Director of the Company. As per disclosure received from Mrs. Punita Kumar-Sinha,

- Step-down as a member w.e.f 14th April 2025 of Stakeholders Relationship Committee of One Mobikwik Systems Limited .
- Appointed as a member w.e.f 14th April 2025 of Risk Management Committee of One Mobikwik Systems Limited .

Board took note of the same.

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ITEM NO.9:

TO TAKE NOTE OF DISCLOSURES OF INTEREST AND ANNUAL DECLARATIONS RECEIVED FROM THE DIRECTORS AS PER THE COMPANIES ACT, 2013 AND SEBI LISTING REGULATIONS

As per the provisions of the Companies Act, 2013, the Board shall take note of the following:

- Disclosure of interest in Form MBP-1 in terms of provisions of section 184 of the Companies Act, 2013 made by all the Directors.
- The representations received from all the Directors in terms of Section 164 in Form DIR -8 of the Companies Act, 2013 for non-disqualification.
- Willingness to be re-appointed as received from the Director Mr.Nipun Sahani, retiring by rotation at the forthcoming Annual General Meeting, in terms of Section 152(6) of the Companies Act, 2013.
- Declaration of 'independence' under Section 149(6) of the Companies Act, 2013 and SEBI Listing (Obligation and Disclosure Requirement) Regulations, 2015 by all 3 independent directors.
- Affirmation with respect to compliance with the Code of Conduct of the Company.

The copies of the interest and declarations received shall be tabled before the Board.

The Board is requested to take note of the same.

ITEM NO.10:

TO NOTE AND TAKE ON RECORD THE RESOLUTION PASSED BY CIRCULATION:

Circular Resolution No. 13 of F.Y. 2024-25 of Board of Directors:

To Approve Maintaining Books of Accounts as per Section 128 of the Companies Act, 2013

RESOLVED THAT pursuant to the provisions of Section 128 of the Companies Act, 2013, the Board of Directors of Company hereby authorizes the company to maintain the books of accounts at the registered office of the company at Tech Park One, 2nd Floor, Tower D,

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Yerwada, Pune, Maharashtra, India, 411006 in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the books of accounts at the new location shall be maintained in compliance with the provisions of the Companies Act, 2013 and shall be accessible to the Board of Directors and other authorized persons as per the requirements of the Act.

FURTHER THAT any Director of the Company be and is hereby authorized to file the necessary forms with the Registrar of Companies (RoC) and to do all such acts, deeds, and things as may be necessary or expedient to give effect to this resolution.

RESOLVED FURTHER THAT Company Secretary and Compliance officer of the Company be and is hereby severally authorized to issue a certified true copy of this resolution to any authority or person as may be required and be taken as conclusive evidence of the authority of the Company in this matter.

Circular Resolution No. 14 of F.Y. 2024-25 of Board of Directors:

To Approve Refund of Excess payment of withholding tax form Maldives Inland Revenue Authority (MIRA).

The Board passed the following resolution: -

RESOLVED THAT the Board of Directors of Company hereby authorizes and approve to refund of the excess payment of withholding tax to the following bank account:

- i. Account Number-106-281900-001**
- ii. Account Name- Ventive Hospitality Limited**
- iii. Bank Name- HSBC Bank**
- iv. Account Currency-INR**

RESOLVED FURTHER THAT, the board is hereby proposed to authorize and approve to refund of the excess payment of withholding tax to a stipulated bank account and



furthermore confirm that the Company does not have a bank account in the Republic of Maldives, to receive a timely refund of excess payment of withholding tax from MIRA.

RESOLVED FURTHER THAT, the Company shall maintain proper records of the refund transaction and the associated communications with the Requester for audit and compliance purposes.

RESOLVED FURTHER THAT, Paresh Bafna, Chief Financial Officer be and is hereby authorized to initiate the refund process and sign any necessary documents to facilitate the transfer of funds to the aforementioned bank account.

RESOLVED FURTHER THAT any Director or Company secretary and Compliance officer of the Company be and is hereby severally authorized to furnish a certified true copy of this resolution.”

Circular Resolution No. 15 of F.Y. 2024-25 of Board of Directors:

To Appoint a Representative for Attending General Meetings of Investee Companies

The Board passed the following resolution:

“**RESOLVED THAT** subject to the provisions of the Articles of Association of the Company and pursuant to Section 113 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and in suppression of all previous resolutions in that behalf or in connection therewith, Mr. Atul Chordia, or failing him Mr. Paresh Bafna, or failing him Mr. Pradip Bhatambrekar, be and is hereby **SINGLY** authorized to act as a representative of the Company at the General Meetings, Extra-Ordinary General Meetings of the members, debenture holders meetings if any, including meetings convened by Shorter Notice to be held from time to time of the Investee Company, and to attend and vote for and on behalf of the Company and also to exercise any right and powers including the right to appoint a proxy on behalf of the Company in the same manner as the Company would exercise its right as the member of the said investee company as long as the Company has investment in that company.

RESOLVED FURTHER THAT Mr. Atul Chordia, or failing him Mr. Paresh Bafna, or failing him Mr. Pradip Bhatambrekar, be and is hereby **SINGLY** authorized on behalf of the Company to give consent for holding of general meetings on shorter notice pursuant to Section 101 of the Companies Act, 2013 of the Companies of which the Company is a shareholder.”

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Circular Resolution No. 16 of F.Y. 2024-25 of Board of Directors:

To enter an arrangement with Axis Bank Limited for facilitating EDC(Electronic Data Capture)/Payment Gateway Services :

The Board passed the following resolution:

RESOLVED THAT the deployment of the EDC terminal of Axis Bank Ltd, Mumbai, be and is hereby approved, and that the said Bank be and is hereby authorized to sign the EDC application, accepted or made on behalf of the Company by the authorized person, Mr. Avinash A. Kulkarni, to act upon any instructions so given relating to the transactions of the EDC.

RESOLVED FURTHER THAT the Company do accept the terms and conditions as contained in the application form (EDC application) or any other terms and conditions as may be notified by the Bank in connection with the provision of products and services offered by the Bank through other channels such as phone and internet.

RESOLVED FURTHER THAT any Director or the Company Secretary and Compliance Officer of the Company be and is hereby severally authorized to furnish a certified true copy of this resolution.

Circular Resolution No. 17 of F.Y. 2024-25 of Board of Directors:

To enter into the Leave and License Agreement with Bharat Sanchar Nigam Limited:

The Board passed the following resolution: -

"RESOLVED THAT the Company do enter into the Leave and License Agreement with Bharat Sanchar Nigam Limited, a Government Company incorporated under Companies act 1956, having registered office at Sanchar Bhavan, New Delhi 110 001 and also having inter alia one of its field unit/office at pune in respect of the property situated at All that, space measuring approximately 270 square feet situated at basement II, the Licensed Building named "Ventive Hospitality Ltd Tower C", CTS No.985 , Final Plot No.403-A,Senapati Bapat road, Pune on such terms and conditions as below:

Area: 270 sq. ft.

Tenure of lease: 10 Years

License Fee: Rs. 11,175.00

Security Deposit: NIL

Other terms and conditions: As mentioned in the draft Leave and License Agreement placed before the board.

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FURTHER RESOLVED THAT Mr. Vijitsingh Thopate, Authorised Person of the Company be and is hereby authorized to sign the Leave and License Agreement, documents, or any other papers in respect of Licensing/Leasing of the Company's property described above with Bharat Sanchar Nigam Limited.

FURTHER RESOLVED THAT Mr. Vijitsingh Thopate, Authorised Person of the Company, be and is hereby authorized to do all such acts, deeds, things and matters as may be deemed necessary to give effect to this resolution.

FURTHER RESOLVED THAT any Director or Company Secretary and Compliance officer of the Company be and is hereby severally authorized to furnish a certified true copy of this resolution."

Circular Resolution No. 18 of F.Y. 2024-25 of Board of Directors:

To enter into the Leave and License Agreement with Tata Communication Limited:

The Board passed the following resolution:

"**RESOLVED THAT** the Company do enter into the Leave and License Agreement with Tata Communication Limited, a company registered under the Companies Act, 1956, having its registered office at VSB, Mahatma Gandhi Road, Fort, Mumbai-400001 in respect of the property situated at All that, space measuring approximately 50(Fifty) square feet at Ventive Hospitality Ltd, Tower C located at Senapati Bapat Road, Pune 411016 (Fiber Chamber, Lower Parking, "Ventive Hospitality Ltd Tower C. F.P. No. 403A/2 Senapati Bapat Road, Pune 411016) on such terms and conditions as below:

Area: 50 sq. ft.

Tenure of lease: 5 Years

License Fee: Rs. 20,166.67/-

Security Deposit: NIL

Other terms and conditions: As mentioned in the draft Leave and License Agreement placed before the board.

FURTHER RESOLVED THAT Mr. Vijitsingh Thopate, Authorised Person of the Company be and is hereby authorized to sign the Leave and License Agreement, documents, or any other papers in respect of Licensing/Leasing of the Company's property described above with Tata Communication Limited.

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FURTHER RESOLVED THAT Mr. Vijitsingh Thopate, Authorised Person of the Company, be and is hereby authorized to do all such acts, deeds, things and matters as may be deemed necessary to give effect to this resolution.

FURTHER RESOLVED THAT any Director or Company Secretary and Compliance officer of the Company be and is hereby severally authorized to furnish a certified true copy of this resolution.”

Circular Resolution No. 19 of F.Y. 2024-25 of Board of Directors:

Approval for Execution of Amendment Agreement Between Ventive Hospitality Limited and RP Holding Limited

The Board passed the following resolution: -

NOW, THEREFORE, IT IS HEREBY RESOLVED THAT:

1. As approved and recommended by Audit Committee the Board hereby approves the execution of an attached draft amendment agreement between Ventive Hospitality Limited and RP Holdings Limited to establish their rights and obligations as shareholders, thereby superseding all prior Investment Agreements.
2. Any director or Company Secretary and Compliance officer or CFO of the Company severally be and is hereby authorized to negotiate, finalize, execute, and sign the said agreement along with any ancillary documents on behalf of the Company.
3. The Board further authorizes the necessary regulatory filings, disclosures, and compliance measures to give effect to the new agreement and supersede all prior Investment Agreements.

RESOLVED FURTHER THAT any Director or Company Secretary and Compliance officer of the Company be and is hereby authorised to issue a certified true copy of this resolution.

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Circular Resolution No. 1 of F.Y. 2025-26 of Board of Directors:

To enter into the Security Agreement with Radiant Guard Services Private Limited:

RESOLVED THAT approval of the Board be and is hereby accorded to enter into an agreement with Radiant Guard Services Private Limited having their Registered Office at 816, Clover Hills Plaza, NIBM Road, Pune 411 048 for the provision of security services required for the Company's Corporate office, on a contractual basis, under terms and conditions as may be mutually agreed upon.

RESOLVED FURTHER THAT Mr. Vijitsingh Thopte Authorised Person be and is hereby authorized to negotiate, finalize, and execute the agreement and any other necessary documents in this regard, and to take all necessary actions to give effect to this resolution.

RESOLVED FURTHER THAT a copy of this resolution, duly certified, be provided to the parties concerned as and when required.

Circular Resolution No. 2 of F.Y. 2025-26 of Board of Directors:

To Approve Change of Bank Account Name with Standard Chartered Bank for Receipt of Tax Refund from MIRA in Standard Chartered Bank:

RESOLVED THAT the Board approves the change in the name of the bank account with Standard Chartered Bank from **Ventive Hospitality Limited - NON-CASA – ODI (having account number- Account No. 27005085885)** to **Ventive Hospitality Limited**.

RESOLVED FURTHER THAT Mr. Atul Chordia, Director, or Mr. Paresh Bafna, CFO of the Company, be and are hereby severally authorized to sign, execute and deliver all necessary documents, applications, letters and to do all such acts, deeds and things as may be required or deemed necessary in this regard, for effecting the change of account name.

RESOLVED FURTHER THAT any Director or Company secretary and Compliance officer of the Company be and is hereby severally authorized to furnish a certified true copy of this resolution.

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Circular Resolution No. 3 of F.Y. 2025-26 of Board of Directors:

To Grant Authority for Signing Non-Binding Term Sheet and Expressions of Interest:

RESOLVED THAT the Board hereby accords its approval to enter into and execute non-binding term sheets, expressions of interest, and any other preliminary agreements with any company, entity, or person in the future, as may be deemed necessary and in the best interest of the Company, to explore potential strategic, commercial, investment, or business opportunities, subject to finalization and execution of definitive agreements, if any, at a later stage.

RESOLVED FURTHER THAT Mr. Ranjit Batra, CEO of the Company, or Mr. Paresh Bafna, CFO of the Company, or Mr. Milind Wadekar, EVP Finance and Investor Relations, or Ms. Zarina Chinoy, General Counsel, or Mr. Pradip Bhatambrekar, Company Secretary and Compliance Officer of the Company, be and is hereby severally authorized to negotiate, finalize, sign, and execute such non-binding term sheets, expressions of interest, and other preliminary agreements, including any amendments or modifications thereto, on behalf of the Company, and to take all such actions as may be necessary or incidental thereto, including filing of required documents, if any, with regulatory authorities.

RESOLVED FURTHER THAT a copy of this resolution be furnished to any concerned authority or party as may be required under the signature of any of the Directors or the Company Secretary.

Circular Resolution No. 4 of F.Y. 2025-26 of Board of Directors:

To Approve Merchant Acceptance Agreement with Pine Labs Private Limited:

RESOLVED THAT The following officials of the Marriott Suites, located at Mundhwa, Pune (an hotel unit of Ventive Hospitality Limited "Company") be and are hereby authorized to singly/jointly sign Merchant Acceptance Agreement and necessary documentation in the name of and on behalf of the Company with **Pine Labs Private Limited.**, and are further authorized to singly/jointly execute and deliver any agreements, declarations, letters, indemnities and other writings whatsoever in connection with the said Merchant Acceptance Agreement and to do all other acts, deeds and things in the name of and on behalf of the Company in connection with the said Merchant Acceptance Agreement.

Name

Designation

1. Mr. Chinmaya Chikkamath

General Manager

2. Mr. Jabbar Sattar Khan

Financial Controller

RESOLVED FURTHER THAT all acts and deeds carried out by the above-mentioned signatories for the above purpose prior to date of this resolution be and are her by ratified.

RESOLVED FURTHER THAT any of the Director is hereby authorized to substitute / add / delete names in the above list of signatories in future and communicate to **Pine Labs Private Limited**. and such communication shall be deemed to have been ratified by the Board and binding on the Company.

RESOLVED FURTHER THAT a copy of this resolution be furnished to any concerned authority or party as may be required under the signature of any of the Directors or the Company Secretary.

ITEM NO. 11:

TO REVIEW AND TAKE NOTE OF STATUTORY COMPLIANCE REPORTS AND THE SHAREHOLDERS RELATED INFORMATION AS PER THE SEBI LISTING REGULATIONS

The Board is hereby informed that the Company has complied with all the compliances with the Stock Exchange. All Disclosure and Reports have been submitted before due time. A statement of Compliances is appended below.

The Board is requested to note various Compliances of Stock Exchange for quarter ended 31st March 2025.

i. Statement of Quarterly Compliances submitted with Stock Exchange

Sr. No.	Particulars	Regulation	Due Date	Filed on
1.	Closure of Trading window	Schedule B of SEBI (PIT) Regulations, 2015	01.04.2025	28.03.2025
2.	Shareholding Pattern as per Regulation 30 of Listing Regulation	31(1)(b)	21.04.2025	21.04.2025
3.	Statement of Investor complaint for the quarter ended 31 st March 2025	13(3)	30.04.2025	29.04.2025

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4.	Report on Reconciliation of Share Capital Audit Report for the quarter ended on 31 st March 2025	76 of SEBI (DP) Regulations, 2018	30.04.2025	14.04.2025
5.	Certificate under Regulation 74(5) of the SEBI (Depositories and Participants) Regulations, 2018.	74 (5) of SEBI, DP Rules	30.04.2025	05.04.2025
6.	Integrated filing Governance pursuant to SEBI Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31 December, 2024.	10(1A) of SEBI Listing Regulation	30.04.2025	29.04.2025

ii. Shareholders related information

a. Shareholding Pattern as on 31.03.2025

Sr. No.	Shareholder	No. of Shares	% of Share Capital
1	Promoter and Promoter Group	207811070	88.98%
2	Public	25730538	11.02%
3	Other	0	0
	Total	233541608	100%

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b. Details of shareholding in Dematerialized and Physical Mode as on 31.03.2025.

Particulars	No of Shareholders	No of Shares	Percentage of total shares
Members holding shares in demat form	37,851	23,35,41,607	100%
Members holding shares in physical form	1	1	0%
Total	37,852	23,35,41,608	100%

c. Compliance w.r.t. 'Information to be placed before the Board of Directors as per Regulation 17(7) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

Requirement	Compliance Status
Annual operating plans and budgets & any updates.	The Annual operating budgets for the FY 2025-26 will be presented in the meeting for approval of the Board of Directors.
Capital budgets and any updates.	Capital expenditure budget for the FY 2025-26 is under preparation and will be presented in next Board meeting.
Quarterly results for the Company and its operating divisions or business segments.	Audited Standalone Financial Results and Consolidated Financial Results for quarter and Year ended 31st March 2025 along with Auditors Report to be placed before the Board for approval.
Minutes of meetings of Audit Committee and other Committees of the Board.	The minutes of meetings of Audit Committee and other Committees of the Board are placed before the Board from time to time.

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Information on recruitment and remuneration of Senior Officers just below board level including the appointment and removal of CFO and Company Secretary.	Not Applicable
Show cause, demand, prosecution notices and penalty notices which are materially important	Not Applicable
Fatal or serious accidents, dangerous occurrences any material effluent or pollution problems.	Not Applicable
Material default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company.	Not Applicable
Any issue which involves public or product liability, claims of substantial nature or any judgment or adverse view regarding another enterprise that can have negative implications on the Company	NIL
Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property	NIL
Significant labour problems and their proposed solutions.	NIL
Significant development in Human Resources / Industrial relations front like signing of wage agreement,	NIL

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implementation of VRS, etc.,	
Non-compliance of any regulatory, statutory nature of listing requirements and shareholders service such as non-payment of dividend, delay in share transfer, etc.,	NIL
Sale of material nature, investments, subsidiaries, assets, which is not in normal course of business.	NIL
Material Financial / Commercial transactions, with Senior Management personnel, in which they are personally interested and which potentially conflicts with the interest of the Company	NIL

The Board is requested to take note of the same.

ITEM NO:12

APPROVAL AND ADOPTION OF THE REPORT BY THE MONITORING AGENCY AND NOTING OF UTILIZATION OF THE INITIAL PUBLIC OFFER (IPO) PROCEED STATED AS GENERAL CORPORATE PURPOSE IN THE OFFER DOCUMENTS:

The Chairman informed the Board that, with reference to Regulation 32 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018, the listed entity shall submit to the stock exchange the following statement(s) on a quarterly basis for public issue, rights issue, preferential issue, etc.:

(a) Indicating deviations, if any, in the use of proceeds from the objects stated in the offer document or explanatory statement to the notice for the general meeting, as applicable;

(b) Indicating category-wise variation (capital expenditure, sales and marketing, working capital, etc.) between projected utilization of funds made by it in its offer document or explanatory statement to the notice for the general meeting, as applicable, and the actual utilization of funds.

The said statement is to be continued until such time the issue proceeds have been fully utilized or the purpose for which these proceeds were raised has been achieved. The Monitoring Agency has to report the same to the listed entity, and the said report is to be filed with the stock exchange within a period of 45 days from the end of each quarter.

The report is annexed with the agenda.

The Board shall consider and if deem fit shall pass the following resolutions with or without modification:

RESOLVED THAT pursuant to the object of the Initial Public Offer of the Company, the consent of the Board of Directors be and is hereby accorded to note and approve the utilization of Initial Public Offer proceeds during the quarter ended 31st March 2025 towards general corporate purposes mentioned in the offer document as follows:

S. No.	Item Heads	Amount Rs. Million	Remarks
1.	Working Capital requirement	1009.56	Bank overdraft facilities repayment.

RESOLVED THAT the Board of Directors of the Company hereby approves and adopts the report submitted by the monitoring agency, CRISIL Ratings Limited, as reviewed and recommended by the Audit Committee.

RESOLVED FURTHER THAT any Director or Company Secretary and Compliance Officer or CFO of the Company be and is hereby authorized to do all such acts, deeds, and things as may be necessary to give effect to this resolution.



ITEM NO:13

TO APPOINT MR. NIPUN SAHANI (DIN: 01447756) AS DIRECTOR, LIABLE TO RETIRE BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT:

pursuant to Section 152(6) of the Companies Act, 2013 (“the Act”), at least one-third of the Directors of the Company are required to retire by rotation at each annual general meeting and, being eligible, may offer themselves for re-appointment.

Mr. Nipun Sahani (DIN: 01447756) who was appointed on 5th September 2024, will retire by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

The Nomination & Remuneration Committee has reviewed the performance, qualifications and contributions of Mr. Nipun Sahani (DIN: 01447756) and has recommended to the Board that his re-appointment would be in the best interests of the Company.

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, Mr. Nipun Sahani (DIN: 01447756), who retires by rotation at the forthcoming Annual General Meeting and, being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation, to hold office until the conclusion of the next Annual General Meeting.

FURTHER RESOLVED THAT any Director or the Company Secretary and Compliance officer of the Company be and is hereby Severally authorised to include the above resolution and the accompanying Explanatory Statement in the Notice of the Annual General Meeting, to file all necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

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ITEM NO 14:

TO GIVE INTER-CORPORATE DEPOSIT UPTO RS. 100 CRORES IN TRANCHES TO KBJ HOTELS AND RESTAURANTS PRIVATE LIMITED:

Chairman informed the Board that it was proposed to provide intercorporate deposits to its subsidiaries for an aggregate amount upto Rs. 100 crores in tranches on terms and conditions mutually agreed. Further the Board authorized Mr. Paresh Bafna, CFO of the Company to negotiate and finalize the terms and conditions of the said deposits including rate of interest, repayment terms, if any, and to execute all agreements, deeds, documents, and writings as may be necessary.

The Board shall consider and if deem fit shall pass following resolutions with or without modification:

“RESOLVED THAT pursuant to the provisions of Section 179(3)(e) of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions (including any statutory modifications or re-enactments thereof), the consent of the Board of Directors be and is hereby accorded to grant Inter-Corporate Deposits (ICD) for an aggregate amount not exceeding Rs. 25 crores to the following subsidiary company on such terms and conditions as may be mutually agreed upon:

S. No	Name of Subsidiary	Amount (Rs.)
2	KBJ Hotels and Restaurants Private limited	Upto Rs. 100 Crores

RESOLVED FURTHER THAT the Board hereby authorizes Mr. Paresh Bafna, CFO of the Company, to negotiate and finalize the terms and conditions of the said deposits, including the rate of interest, repayment terms, and securities, if any, and to execute all agreements, deeds, documents, and writings as may be necessary or incidental for giving effect to this resolution.

RESOLVED FURTHER THAT the Company shall ensure compliance with the provisions of the Companies Act, 2013, and rules made thereunder, including disclosures and filing of necessary forms with the Registrar of Companies.

RESOLVED FURTHER THAT a certified true copy of this resolution be provided to the concerned subsidiaries and authorities as and when required.”

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ITEM NO. 15:

TO APPOINT M/S KPMG ASSURANCE AND CONSULTING SERVICES LLP, CHARTERED ACCOUNTANTS AS INTERNAL AUDITOR FOR THE FY 2025-2026.

The Board is requested to consider and approve the appointment of M/S KPMG Assurance And Consulting Services LLP, Chartered Accountants (FRN: AAT-0367), as proposed by the Audit Committee as internal auditors of the Company for the F.Y. 2025-26, pursuant to section 138 of the Companies Act, 2013 as it is mandatory for every listed company to appoint Internal Auditor for conducting Internal Audit under the provisions of the Act.

The Internal Auditor M/S KPMG Assurance And Consulting Services LLP, Chartered Accountants (FRN: AAT-0367)Chartered Accountants had furnished letter of willingness to be appointed as Internal Auditor of the Company.

The Board shall consider and if deem fit shall pass following resolutions with or without modification:

“RESOLVED THAT pursuant to section 138 of the Companies Act, 2013 read with rule 13 of the Companies (Accounts) Rules, 2014, including any amendments thereto and all other applicable provisions of the Act for the time being in force, M/S KPMG Assurance And Consulting Services LLP, Chartered Accountants (FRN: AAT-0367)be and is hereby appointed as Internal Auditor/s of the company for the Financial year 2025-26 at a remuneration as may be mutually decided and agreed upon between the Internal auditors and the Board.

RESOLVED FURTHER THAT the draft engagement letter as placed before the Board of Directors, specifying the scope, functions, remuneration etc. of the Internal Auditors be and is hereby approved.

RESOLVED FURTHER THAT the Audit Committee of the Company, in consultation with the internal auditor shall formulate the scope, functioning, periodicity and methodology for conducting the said internal audit.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to sign and file such forms as may be necessary and other documents with the Registrar of Companies, Pune and to do all such acts, deeds, things and matters and execute such other documents as may be necessary for the purpose of giving effect to this resolution.”

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ITEM NO. 16:

TO APPOINT M/S SVD & ASSOCIATES, PRACTICING COMPANY SECRETARIES SECRETARIAL AUDITOR FOR FY 2025-2026 TILL FY 2029-30

The Board is requested to consider and approve the appointment of Secretarial auditor for the a period of five consecutive years from FY 2025-26 to FY 2029-30, pursuant to section 204 of the Companies Act, 2013 as it is mandatory for every listed company to appoint a Secretarial Auditor for conducting Secretarial Audit under the provisions of the Act.

The Audit Committee of the Company had recommended the appointment of M/s SVD & ASSOCIATES , Practicing Company Secretaries as the Secretarial Auditors of the Company for a period of five consecutive years from FY 2025-26 to FY 2029-30. The appointment shall be subject to the approval of shareholders of the Company at the ensuing Annual General Meeting of the Company.

The Secretarial Auditors M/s. **SVD & ASSOCIATES** had furnished letter of willingness to be appointed as Secretarial Auditor.

The Board shall consider and if deem fit shall pass following resolutions with or without modification:

“RESOLVED THAT pursuant to Section 204 of the Companies Act 2013, and regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 other provision as may be applicable and recommendation of Audit Committee, M/s SVD & ASSOCIATES, Practicing Company Secretaries, Pune be and is hereby appointed as Secretarial Auditor to carry out Secretarial Audit of the Company for FY from FY 2025-26 to FY 2029-30 and at such fee as may be decided by the Management of the Company The appointment shall be subject to the approval of shareholders of the Company at the ensuing Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to sign and file such forms as may be necessary and other documents with the Registrar of Companies, Pune and to do all such acts, deeds, things and matters and execute such other documents as may be necessary for the purpose of giving effect to this resolution.”

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ITEM NO.17:

TO NOTE AUDITED FINANCIAL STATEMENTS AND INVESTMENTS MADE BY UNLISTED SUBSIDIARY OF THE COMPANY:

Board took note of the Audited Financial Statements of the following Subsidiary Companies for the year ended March 31, 2025.:

- Eon-Hinjewadi Infrastructure Private Limited
- KBJ Hotel & Restaurants Private Limited
- UrbanEdge Hotels Private Limited
- Novo Themes Properties Private Limited
- Restocraft Hospitality Private Limited
- Nagenahira Resorts Private Limited
- Panchshil Corporate Park Private Limited
- Wellcraft Infraprojects Private Limited
- Kudakurathu Island Resort Private Limited
- SS & L Beach Private Limited
- Maldives Property Holdings Private Limited

ITEM NO. 18:

TO DISCUSS THE PERFORMANCE OF THE COMPANY AND APPROVE THE AUDITED FINANCIAL RESULTS / STATEMENTS FOR THE QUARTER / YEAR ENDED 31ST MARCH 2025

As per the requirement of Companies Act, 2013 and SEBI (LODR) Regulations, the Board of Directors have to review the performance of the Company and to approve the Audited Financial Results (standalone and consolidated) of the Company. Accordingly, the following documents shall be circulated to the members for discussion and their approval.

a) FINANCIAL PERFORMANCE OF THE COMPANY FOR THE QUARTER / YEAR ENDED 31.03.2025

The Board shall review the financial performance of the Company for the quarter and year ended 31.03.2025.

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b) AUDITED FINANCIAL RESULTS FOR THE QUARTER / YEAR ENDED 31.03.2025 IN THE FORMAT AS PRESCRIBED UNDER SEBI (LODR) REGULATIONS.

The audited financial results shall be circulated to the Board along with the certificate duly signed by CEO and Group CFO as required under regulations 33(2)(a) and Regulation 17(8) of the SEBI (LODR) Regulations, 2015.

The Audit Report on said Financial Results shall be performed by the M/s S R B C & CO., LLP as Statutory Auditors of the Company. Before submission of the results/statements to the Board, the Audit Committee shall first review/approve the same. The Board may discuss and if approved, pass the following resolution in this regard:

“RESOLVED THAT Audited Financial Results (standalone and consolidated) of the Company for the quarter/year ended 31st March, 2025, duly, reviewed and forwarded by the Audit Committee, be and are hereby approved and Mr. Atul Chordia, Chairman of the Company be and is hereby authorised to sign the said results for and on behalf of the Company.”

“RESOLVED FURTHER THAT Mr. Atul Chordia, Chairman, Mr. Paresh Bafna, CFO and Mr. Pradip Bhatambrekar, Company Secretary be and are hereby, jointly or severally, authorised to take necessary steps for publication under regulation 47(1) and other compliances of the SEBI (LODR) Regulations in this regard.”

“RESOLVED FURTHER THAT Mr. Atul Chordia, Chairman, Mr. Paresh Bafna, CFO and Mr. Pradip Bhatambrekar, Company Secretary be and are hereby, jointly or severally, authorised to forward the said financial results to the Auditors of the Company for the purpose of Audit report and above signatories are hereby, jointly or severally, authorised to forward the Audit Report to the Stock Exchanges and take other necessary steps in this respect.”

“RESOLVED FURTHER THAT the Audit Report on the financial results for the quarter/year ended 31st March, 2025 submitted/received from Auditors be and are hereby noted.”

c) TO CONSIDER AND APPROVE THE AUDITED FINANCIAL STATEMENTS (STANDALONE AND CONSOLIDATED) FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

Pursuant to the provision of Section 134 of the Companies Act, 2013, the financial statement, (standalone and consolidated) shall be approved by the Board of Directors before they are signed on behalf of the Board by the chairman of the company where he is authorised by the Board or by two directors out of which one shall be Managing Director, if any, and Chief Executive officer, the Chief Financial Officer and the Company Secretary of the company, wherever they are appointed, for submission to the auditor for his report

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thereon. The Financial Statements (Standalone & Consolidated) for the financial year ending 31st March, 2025 shall be circulated / placed before the Board.

Before submission of the statements (standalone and consolidated) to the Board, the Audit Committee shall first review/approve the same. The Board may discuss and if approved, pass the following resolution in this regard:

“RESOLVED THAT the Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March, 2025 duly reviewed and forwarded by the Audit Committee, be and are hereby approved.”

“RESOLVED FURTHER THAT the draft Auditors’ Report on financial statements (Standalone and Consolidated) of the Company for the financial year ended on 31st March, 2025 be and is hereby perused and noted.

“RESOLVED FURTHER THAT Mr. Atul Chordia, Chairman, Mr. Ranjit Batra, CEO, Mr. Paresh Bafna, CFO and Mr. Pradip Bhatambrekar, Company Secretary of the Company be and are hereby jointly authorized to sign the said Financial Statements (Standalone and Consolidated) and other related documents thereto for and on behalf of the Board of Directors of the Company.”

“RESOLVED FURTHER THAT the Audit Report on the financial statement for the quarter/year ended 31st March, 2025 submitted/received from Auditors be and are hereby noted.”

ITEM NO: 19:

TO APPROVE THE DIRECTORS’ REPORT ALONG WITH ITS ANNEXURES:

The draft Report on Corporate Governance for the year ended 31 March 2025 forms this Agenda as Annexure-1.

The Board may note that Practicing Company Secretary has reviewed the compliance of conditions of Corporate Governance. The certificate regarding the compliance shall be tabled before the Board at the meeting.

The draft Directors Report to the Members of the Company also forms part of this Agenda as Annexure -2 for review.

The Board is informed the following:



•As per Regulation 26(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015The Company has obtained disclosures from Senior Management Personnel confirming that none of them has entered into any material, financial and commercial transactions, where he has personal interest that may have a potential conflict with the interest of the Company at large. The copies of the disclosures shall be tabled before the Board.

• The Company has also received declarations from Independent Directors confirming their independent status.

The copies of the disclosures shall also be tabled before the Board.

The Directors are requested to consider, and if thought fit, to approve the following resolution, with or without modification:

“RESOLVED THAT the draft Directors’ Report along with annexures and the draft Report on Corporate Governance for the year ended 31 March 2025 as placed before the Board, be and are hereby approved and the Directors’ Report be signed on behalf of the Board by Mr. Atul Chordia, Chairman of the Company.

RESOLVED FURTHER THAT Mr. Atul Chordia -Chairman of the Company be and is hereby authorized to make necessary modifications and corrections in the Directors’ Report and Report on Corporate Governance, if required, before dispatching the same to the members.”

ITEM NO. 20:

TO CONSIDER AND NOTE OF THE CERTIFICATE RECEIVED FROM CHIEF FINANCIAL OFFICER ON CSR SPENT DURING THE FINANCIAL YEAR 2024-25.

The Board is requested to consider and take note of the certificate received from chief financial officer on CSR spent during the financial year 2024-25. The same is to be placed before the Board in the meeting. Further it is to be informed that as per rule 4(5) of the Companies (CSR Policy) Rules, 2014 the Chief Financial Officer or the person responsible for financial management shall certify the spent during the previous financial year over CSR activities. In absence of CFO, person responsible for financial management can certify these details.

The Board shall consider and take note of the same.

ITEM NO.21:

TO NOTE THE CORPORATE GOVERNANCE REPORT SUBMITTED TO THE STOCK EXCHANGE.

Chairman informed the Board that with reference to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 the listed entity shall submit to the stock exchange the Corporate Governance Report on a quarterly basis, the same was filed with both the stock exchanges within due timelines as prescribed.

The Board took note of the same.

ITEM NO. 22:

UPDATES ON GRIEVANCES RECEIVED BY THE POSH COMMITTEE, IF ANY AND ACTION TAKEN THEREON, AND UPDATES ON COMPLAINTS RECEIVED, IF ANY, BY THE ICC COMMITTEE AND ACTION TAKEN THEREON:

The Board of Directors acknowledges that no grievances have been received and no actions have been taken by the POSH Committee and ICC Committee during the reporting period.

ITEM NO. 23:

TO CONSTITUTE OF ESG COMMITTEE AND APPROVE TERMS OF REFERENCE.

Whereas the Board of Directors recognizes the increasing importance of Environmental, Social and Governance (“ESG”) factors to its long-term business sustainability, stakeholder trust and regulatory compliance; and Whereas the Securities and Exchange Board of India (“SEBI”) and other regulatory bodies have mandated enhanced disclosures on ESG performance, and the Company is committed to aligning its strategy with global best-practice sustainability frameworks (e.g. the United Nations Sustainable Development Goals, Task Force on Climate-related Financial Disclosures); and

Whereas the Board believes that a dedicated ESG Committee will enable more focused oversight of the Company’s ESG policies, targets, disclosures and performance in order to:

1. Strengthen risk-management and governance over ESG matters;
2. Monitor implementation of ESG initiatives, goals and reporting; and
3. Engage proactively with investors, customers, employees and communities on ESG topics.



“RESOLVED THAT an ESG Committee of the Board be and is hereby constituted with immediate effect, to oversee and guide the Company’s strategy, policies, performance and disclosures on Environmental, Social and Governance matters, in accordance with its Terms of Reference as set out below.

FURTHER RESOLVED THAT the following Directors be and are hereby appointed as members of the ESG Committee, to hold office until otherwise determined by the Board:

1. Mr. Paresh Bafna, CFO of the Company
2. Mrs. Zarina Chinoy, General Counsel
3. Mr. Pradip Bhatambrekar, Company Secretary and Compliance officer.

FURTHER RESOLVED THAT the ESG Committee shall have authority to invite such executives or external experts as it may deem necessary to attend meetings and provide information and advice; and that the Company Secretary be and is hereby appointed Secretary to the ESG Committee.

FURTHER RESOLVED THAT the Chairman of the ESG Committee, or in his/her absence any other Committee Member so authorized, be and is hereby empowered to sign and file all necessary forms, returns, disclosures and documents with the Registrar of Companies, SEBI, Stock Exchanges, and other regulatory authorities, and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

I. Terms of Reference of the ESG Committee

1. Purpose & Scope

a. Advise and oversee the Company’s strategy, policies and targets on environmental stewardship (e.g. climate change mitigation, resource efficiency), social responsibility (e.g. labour practices, community engagement) and governance (e.g. ethics, board diversity).

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b. Review emerging ESG risks and opportunities, and ensure integration into enterprise risk-management, corporate strategy and business planning.

These Terms of Reference shall be reviewed by the ESG Committee annually and recommended changes shall be submitted to the Board for approval.

ITEM NO. 24:

TO CONSTITUTE THE FINANCE AND OPERATIONAL COMMITTEE AND APPROVE THE TERMS OF REFERENCE.

Whereas the Board of Directors recognizes the need for a dedicated team to manage the company's financial operations, the Board resolved to constitute a Finance Committee.

Resolution:

WHEREAS, the Board of Directors deems it necessary to constitute a Finance Committee to oversee and manage the financial operations of the company;

NOW, THEREFORE, BE IT RESOLVED THAT:

1. A Finance Committee is hereby constituted with the following members:
 - Paresh Bafna, Chief Financial Officer
 - Milind Wadekar, EVP Finance and Investor Relations
 - Pradip Bhatambrekar, Company Secretary and Compliance Officer
 - Zarina Chinoy, General Counsel

2. The Terms of Reference for the Finance Committee are hereby approved as follows:
 - Oversee the opening and closing of bank accounts.
 - Approve changes in bank signatories.
 - Manage Electronic Data Capture (EDC) machine operations.
 - Coordinating with banks and service providers for updates and support with respect to EDC Machine.
 - To enter an arrangement with Service providers for facilitating EDC(Electronic Data Capture)/Payment Gateway Services.

- To Sign EDC Application, Merchant Acceptance Agreement.
 - Handle transactions in compliance with bank requirements.
 - Sign vendor agreements and contracts.
 - Settle forex cards.
 - Manage license renewals.
 - Obtain PMC and RTO approvals.
 - Handle HR-related documents and employee contracts.
 - Manage housekeeping contracts.
 - Oversee leave and license agreements.
3. The Finance Committee shall have the authority to take all necessary actions to fulfill its responsibilities as outlined in the Terms of Reference. They may subdelegate these powers to any person.

FURTHER RESOLVED THAT:

Mr. Pradip Bhatambrekar, Company Secretary and Compliance Officer, is hereby authorized to take all necessary actions to implement this resolution.

ITEM NO. 25:

TO APPROVE THE NOTICE OF THE ANNUAL GENERAL MEETING:.

The draft notice for the twenty fourth Annual General Meeting of the Company is enclosed herewith as Annexure -3.

The key aspects of the Notice are as follows:

- a) Approval of standalone and Consolidated financial statements along with Audit Report, Boards' Report, etc. as on 31 March 2025;
- b) Re-appointment of Mr.Nipun Sahani as director retiring by rotation.
- c) Appointment of Secretarial Auditor.

The Directors are requested to consider, and if thought fit, to approve the following Resolution, with or without modification:



“RESOLVED THAT the Annual General Meeting of the Company, be convened on the 25th day of August, 2025 at 6.00 p.m. (IST) and the draft notice thereof as placed before the Board be and is hereby approved.

RESOLVED FURTHER THAT Mr. Atul Chordia, Chairman of the Company be and is hereby authorized to sign the Notice and to make the necessary modifications and corrections in the notice of AGM, if required, before dispatching the same to the members.

RESOLVED FURTHER THAT the Company Secretary be and is hereby authorized to issue Notice along with explanatory statement/ notes as approved, to all those who are entitled for the same as per the provisions of the Companies Act, 2013 and to take the necessary steps for proper calling and conduct of the meeting.”

The Board is requested to approve the notice placed in the meeting.

ITEM NO.26:

APPROVAL OF APPOINTMENT OF SCRUTINIZER FOR THE FORTHCOMING AGM.

The Board is informed that as per the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is required to appoint a Scrutinizer for keeping a track record and scrutinize the records of e-voting and physical voting for Annual General Meeting. The Company proposes to appoint M/s Mehta & Mehta, Practicing Company Secretaries as the Scrutinizer.

The Board is requested to pass the following resolution in this regard:

“RESOLVED THAT M/s. Mehta & Mehta, Practicing Company Secretaries represented through by CS Ashwini Inamdar (FCS: 9409, C.P. No.11226) who has accorded his consent to act as the scrutinizer for the e-voting process, be and is hereby appointed as scrutinizer at a fee to be decided by the Management or Board of Directors of the Company.

RESOLVED FURTHER THAT Mr. Pradeep Bhatambarekar, Company Secretary or any one of the Directors of the Company be and is hereby severally authorized to do all such acts and deeds as may be deemed necessary to give effect to the above resolutions.”

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ITEM NO.27:

TO CONSIDER AND APPROVE AVAILING OF E-VOTING FACILITY FOR ENSUING ANNUAL GENERAL MEETING.

Board is informed that as per the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Company needs to provide e-voting facility to the shareholders to enable them vote online.

The Company to decide from whom to avail the e-voting facility as there are several agencies providing the e-voting platform. Board to finalise the agency.

ITEM NO.28:

CONSIDER AND APPROVE THE SCHEME OF AMALGAMATION (“SCHEME”) UNDER SECTION 230-232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 (‘ACT’) :

The Chairman to inform the Board of Directors that ,Scheme of amalgamation (“scheme”) under section 230-232 and other applicable provisions of the companies act, 2013 (‘act’) of Eon-Hinjewadi infrastructure private limited (“EHIPL” or “transferor company 1”), Restocraft hospitality private limited (“RHPL” or “transferor company 2”) and wellcraft infraprojects private limited (“WIPL” or “transferor company 3”) into ventive hospitality limited (“VHL” or “transferee company” or “company”) is proposed and draft scheme will be placed before board of directors.

“RESOLVED THAT pursuant to the provisions on the Section 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Compromises, Arrangements, Amalgamation) Rules, 2016 and other rules thereunder (including any statutory modification(s) or re-enactments(s) or amendments(s) thereof for the time being in force), Section 2(1B) read with other applicable provisions of the Income-tax Act, 1961, and other applicable laws, including applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum of Association and Articles of Association of the Company, subject to the requisite approvals/consents/sanctions and permissions of the appropriate authorities and subject to the approval of the National Company Law Tribunal, Mumbai Bench (“Tribunal”) and the Shareholders of the Company, if required or as may be directed by the Tribunal, the

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draft Scheme as placed before the Board of Directors, duly signed by the Chairman for the purpose of identification, be and is hereby approved, in order to amalgamate EON-Hinjewadi Infrastructure Private Limited, Restocraft Hospitality Private Limited and Wellcraft Infraprojects Private Limited into Ventive Hospitality Limited .

RESOLVED FURTHER THAT any Director or Mr. Pradip Bhatambrekar Company Secretary and Compliance officer of the Company are Authorized Representatives of the Company be and are hereby jointly and severally authorized:

- a) to carry out such modification(s) to the aforesaid Scheme as may be required to the draft in consultation with the legal and financial advisors of the Company appointed for this purpose;
- b) to file the Scheme finalised as aforesaid with the Tribunal, and for such purpose to take all necessary steps, including engagement of Advocate Hemant Sethi & Co. as Legal Advisors, and such other intermediaries as may be required and other agents and to do all such acts, deeds and things as they may deem necessary and desirable towards approval and sanction of the said Scheme by the shareholders and /or creditors of the Company and by the said Tribunal, including taking all steps for calling and holding/dispensing the meetings of shareholders/creditors, and to finalise, settle the draft of the Scheme, draft of the notices for convening the shareholders'/creditors' meeting and the draft of the Explanatory Statement under Section 102 of the Companies Act, 2013 and filing confirmation petitions, vakalatnamas, affidavits, pleadings and other applications, documents, etc. with the Tribunal and to execute all such further deeds, documents and writings as may be necessary in that behalf;
- c) to withdraw, alter, amend, modify or abandon the Scheme at any stage and to do all such acts, deeds and things as they may deem necessary and desirable in connection therewith and incidental thereto, as may be necessary for satisfying the requirement

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- or conditions imposed by the Central Government and/or any other authority or agency or by the Court of competent jurisdiction;
- d) to approve such actions as may be considered necessary for approval of the Scheme by the shareholders/creditors, and of the Tribunal and for implementation of the said Scheme after the same is sanctioned by the Tribunal, including but not limited to making filings with the Registrar of Companies, Pune, transfer and vesting of the Transferor Company 1, Transferor Company 2 and Transferor Company 3 into the Transferee Company and to approve all other actions required for full and effective implementation of the sanctioned Scheme and to remove and resolve all doubts and difficulties and to do all such acts, deeds and things as they may deem necessary and desirable in connection therewith and incidental thereto;
- e) to resolve any question or difficulty arising under the Scheme, or in relation to its implementation, or in any matter connected therewith;
- f) to do all such acts, deeds and things as may be necessary or expedient, to sign, execute and deliver all such documents as may be necessary for filing, sanction and implementation of the Scheme with the Tribunal or any other governmental or other authority and to comply with directions that may be received from them.

RESOLVED FURTHER THAT in the opinion of the Board of Directors, the proposed Scheme is beneficial to both the Company and its shareholders, creditors and all the other stakeholders of the Company and that the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT any Director or Mr. Pradip Bhatambrekar Company Secretary and Compliance officer of the Company be and is hereby authorized to issue the copy of this resolution as certified true copy."

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ITEM NO 29:

**TO CREATE SECURITIES IN PURSUANCE TO FACILITY AGREEMENT DATED 20.01.2025
BETWEEN ICICI BANK AND SS&L/MPHPL**

The Chairman informed the Board that, the following term loan facilities were availed by Ventive Hospitality Limited's ("**Company**") subsidiaries: (i) up to USD 40,000,000 (United States Dollars Forty Million) Maldives Property Holdings Private Limited ("**MPHPL**") ("**Facility 1**") dated January 20, 2025 ("**Facility Agreement 1**") and (ii) up to USD 60,000,000 (United States Dollars Sixty Million) by SS & L Beach Private Limited ("**SSL**") ("**Facility 2**") dated January 20, 2025 ("**Facility Agreement 2**") as authorised by the resolutions dated January 18, 2025, of the respective boards of directors of MPHPL and SSL respectively both sanctioned by ICICI Bank Limited, Gift City Branch ("**Lender**"). MPHPL and SSL are collectively referred to as "**Borrowers**"; Facility 1 and Facility 2 are collectively referred to as "**Facilities**"; Facility Agreement 1 and Facility Agreement 2 are collectively referred to as "**Facility Agreements**". A copy of the Facility Agreements was placed before the Board. Pursuant to the Facility Agreements, the Facilities are both to be secured by, *inter alia*:

- (a) a first ranking registered legal mortgage over the leasehold interest of MPHPL in :
- (i) Rangali Island having a total area of approximately 54,560.46 square metres, located at South Ari Atoll (as more particularly set out in the Facility Agreements);
 - (ii) Rangalifinolhu Island having a total area of approximately 93,679.84 square metres, located at South Ari Atoll, Republic of Maldives (as more particularly set out in the Facility Agreements);
 - (iii) Ranfinolhu Island having a total area of approximately 32,669 square metres, located at South Ari Atoll (as more particularly set out in the Facility Agreements),
(Collectively referred to as "**Property 1**");
- (b) a first ranking registered legal mortgage over the leasehold interest of SSL in:
- (i) Bodu Huraa Island having a total area of approximately 43,358 (forty-three thousand three hundred and fifty eight) square metres located in South Male' Atoll (as more particularly set out in the Facility Agreements);

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- (ii) Dhigufinolhu Island having a total area of approximately 75,162 (seventy five thousand one hundred and sixty two) square metres, located in South Male' Atoll (as more particularly set out in the Facility Agreements);
- (iii) Gulhigaathu Huraa Island having a total area of approximately 23,729 (twenty three thousand seven hundred and twenty nine) square metres, located in South Male' Atoll (as more particularly set out in the Facility Agreements);
- (iv) Veligandu Huraa Island having a total area of approximately 30,584.5 (thirty thousand five hundred and eighty four point five) square metres, in South Male' Atoll (as more particularly set out in the Facility Agreements),

(Collectively referred to as “**Property 2**”);

- (c) a Maldivian law governed security agreement between MPHPL and the Lender creating first ranking security in favour of the Lender over the following:
 - (i) a first ranking charge over all moveable assets of the MPHPL, in relation to Property 1;
 - (ii) a first ranking charge over all current assets (other than as set out in (iii) below) of the MPHPL, in relation to Property 1;
 - (iii) a first ranking charge over all MPHPL's share of the cash flows and receivables to the extent they accrue to the MPHPL in each case in relation to Property 1; and
 - (iv) a first ranking account pledge over all accounts and deposits of the MPHPL in relation to Property 1, wherever maintained.
- (d) a Maldivian law governed security agreement between the SSL and the Lender creating first ranking Security in favour of the Lender over the following:
 - (i) a first ranking charge over all moveable assets of SSL, in relation to Property 2;

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- (ii) a first ranking charge over all current assets (other than as set out in (iii) below of SSL, in relation to Property 2;
- (iii) a first ranking charge over all SSL's share of the cash flows and receivables to the extent they accrue to SSL in each case in relation to Property 2;
- (iv) a first ranking account pledge over all accounts and deposits of SSL in relation to Property 2, wherever maintained.

(collectively, the "**Security Documents**").

The Facility Agreements also require the Borrowers to enter into an escrow arrangement in relation to originals of each hotel management agreement in respect of each of the Properties, in the manner set out in the Facility Agreements.

IT IS RESOLVED THAT, since both Borrowers are 'material subsidiaries' of the Company for the purpose of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR**") sanction be and is hereby accorded under the resolutions to secure the Borrowers' obligations under the Facilities, under the applicable provisions of the Companies Act, (2013), the LODR and all amendments thereof, by the execution of Security Documents and the escrow arrangement in the manner set out in the Facility Agreements.

RESOLVED FURTHER that any one of the Directors of the Company be and are hereby authorised to file all necessary forms / returns with the Ministry of Corporate Affairs and Reserve Bank of India in this regard, if required.

RESOLVED FURTHER THAT the Board of the Company be and are hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable to give effect to above said resolution.

RESOLVED FURTHER THAT the certified true copy of the aforesaid resolution under the signature of any director or company secretary of the Company be forwarded to such persons or authorities as may be required from time to time.

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ITEM NO. 30:

TO APPROVE POSTAL BALLOT NOTICE:

The Board is requested to consider and approve the draft postal ballot notice to seek shareholders' approval for certain items of business as required under the Companies Act, 2013 and Regulation 24(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In accordance with Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and SEBI Listing regulations, prior approval of shareholders' through postal ballot (including e-voting) for **Creation of Securities in pursuance to Facility Agreement dated 20.01.2025 between ICICI Bank and SS&L/MPHPL is proposed to be taken.**

The draft postal ballot notice along with explanatory statement has been placed before the Board for review and approval.

"RESOLVED THAT pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof for the time being in force), the draft notice of postal ballot for seeking approval of the shareholders for the following matter be and is hereby approved: **Creation of Securities in pursuance to Facility Agreement dated 20.01.2025 between ICICI Bank and SS&L/MPHPL**

RESOLVED FURTHER THAT any Director or Company Secretary and Compliance officer of the Company, be and are hereby severally authorized to finalize the notice along with the explanatory statement, to appoint a Practicing Company Secretary as Scrutinizer, to finalize the calendar of events, to issue the postal ballot notice to shareholders in electronic and/or physical mode, and to take all necessary actions including publication of advertisements, facilitation of remote e-voting, filing of required forms with regulatory authorities,



declaration of results, and submission of outcome to the stock exchanges, in accordance with applicable laws.

RESOLVED FURTHER THAT the Board hereby authorizes any Director or the Company Secretary to do all acts, deeds, and things as may be necessary or expedient to give effect to this resolution and matters connected therewith or incidental thereto.”

ITEM NO 31:

TO APPOINT SCRUTINIZER FOR POSTAL BALLOT:

The Board is informed that as per the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Companies act 2013, the Company is required to appoint a Scrutinizer for keeping a track record and scrutinize the records of e-voting and physical voting for Postal Ballot. The Company proposes to appoint M/s Mehta & Mehta, Practicing Company Secretaries as the Scrutinizer.

The Board is requested to pass the following resolution in this regard:

“**RESOLVED THAT** M/s. Mehta & Mehta, Practicing Company Secretaries represented through by CS Ashwini Inamdar (FCS: 9409, C.P. No.11226) who has accorded her consent to act as the scrutinizer for the e-voting process, be and is hereby appointed as scrutinizer at a fee to be decided by the Management or Board of Directors of the Company.

RESOLVED FURTHER THAT Mr. Pradeep Bhatambarekar, Company Secretary and Compliance officer or any one of the Directors of the Company be and is hereby severally authorized to do all such acts and deeds as may be deemed necessary to give effect to the above resolutions.”

ITEM NO 32:

TO APPOINT E-VOTING AGENCY FOR POSTAL BALLOT

The Company, being a listed entity, is required to offer its shareholders the facility to exercise their vote electronically on resolutions proposed under postal ballot, in accordance with the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In light of the above, the Board will consider appointing NSDL as the e-voting and postal ballot agency for the upcoming postal ballot process(es). The Board will also consider



authorizing officials of the Company to finalize and execute agreements and take necessary steps in this regard.

RESOLVED THAT pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, Regulation 44 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby appoints National Securities Depository Limited (NSDL) as the agency for providing remote e-voting facility and services for conducting the postal ballot process”

RESOLVED FURTHER THAT the Board hereby authorizes any Director or the Company Secretary and Compliance officer to do all acts, deeds, and things as may be necessary or expedient to give effect to this resolution and matters connected therewith or incidental thereto.”

ITEM NO 33:

TO APPROVE PUBLICATION OF NOTICE:

“**RESOLVED THAT** pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, the draft of the Postal Ballot Notice placed before the Board and initialed by the Chairman for identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board hereby approves placing the proposed resolutions by way of postal ballot (including e-voting) and authorizes the Company Secretary and/or such other officer(s) of the Company to:

1. Issue the Postal Ballot Notice to shareholders through electronic means and/or physical dispatch, as applicable,
2. Make necessary filings with stock exchanges, Registrar of Companies and other statutory authorities,
4. Finalize and publish the calendar of events in connection with the postal ballot,

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5. Take all such actions and do all such deeds, matters and things as may be necessary or expedient to give effect to this resolution.”

ITEM NO 34:

TO TAKE NOTE AND DISCUSS BUSINESS UPDATE:

A presentation on the current business performance and key developments will be provided for discussion.

ITEM NO 35: ANY OTHER MATTER WITH THE PERMISSION OF CHAIR.

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