



May 12, 2025

To, BSE Limited Corporate Relationship Department 25 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code: 544321	To National Stock Exchange of India Exchange Plaza, Plot No. C-1, Block G, Bandra Kurla Complex, Bandra (East) Mumbai -400051 NSE Symbol: VENTIVE
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Dear Sir/Madam,

**Subject: Disclosure under Regulation 30 of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulation, 2015**

Pursuant to Regulation 30 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Para A of Part A of the Schedule III of the aforesaid regulation, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated 13 July 2023 and SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November, 2024, it is hereby informed that the Board of Directors of the Ventive Hospitality Limited at its Board Meeting held today i.e. May 12, 2025, has discussed and approved the following :

1. Based on the recommendation of Audit Committee the Board of Directors of the Company appointed M/s SVD & Associates, Company Secretaries, Pune (Firm Registration No. P2013MH031900), as Secretarial Auditors of the Company for a term of 5 (five) consecutive years upto AGM to be held in 2030, subject to approval of the Members in the ensuing Annual General Meeting. The brief profile of the Secretarial Auditor is enclosed as **Annexure A**.
2. The Board of Directors approved the amalgamation of EON-Hinjewadi Infrastructure Private Limited, Restocraft Hospitality Private Limited and Wellcraft Infraprojects Private Limited into Ventive Hospitality Limited subject to approval of National Company Law Tribunal (NCLT) and shareholders if required, as may be directed by NCLT. Details enclosed as **Annexure B**.

VENTIVE HOSPITALITY LIMITED

Regd Off: 2nd Floor, Tower 'D', Tech Park One, Yerwada, Pune - 411 006
cs@ventivehospitality.com | www.ventivehospitality.com | CIN-L45201PN2002PLC143638
Tel.: +9120 6906 1900 | Fax: +9120 6906 1901
(Formerly known as VENTIVE HOSPITALITY PRIVATE LIMITED) | (Formerly known as ICC REALTY (INDIA) PRIVATE LIMITED)



The details required under Regulation 30 of SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023 and SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November, 2024 are enclosed as Annexure A, B.

The Board Meeting commenced at **5.30 P.M** and concluded at **7.06 P.M**.

The intimation will also be updated on the Company's website at: www.ventivehospitality.com

Please take the above information on record.

Thanking you
Yours faithfully,

For Ventive Hospitality Limited

Pradip Purushottam Bhatambrekar
Company Secretary and Compliance Officer
FCS:A25111
Enclosed: as above

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Annexure A

Details required under Regulation 30 read with Clause 7 of Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Appointment of Secretarial Auditor:

Sr No.	Particulars	Details
1.	Reason for Change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment of SVD & Associates, Peer Reviewed Firm of Company Secretaries in Practice (UIN P2013MH031900 and Peer Review No.6357/2025), as Secretarial Auditors of the Company.
2.	Date of appointment/re-appointment/cessation(as applicable) & term of appointment/re-appointment	On the recommendation of the Audit Committee, the Board of Directors at their meeting held today i.e. on May 12, 2025, have approved the appointment of M/s. SVD & Associates as Secretarial Auditors, for a term of 5 (Five) years subject to approval by the Members at the ensuing Annual General Meeting
3.	Brief profile (in case of appointment)	SVD & ASSOCIATES was formed in 2014 by Professionals of varied skill set, to bring out synergy in corporate legal and corporate advisory services with a pivotal role in Secretarial Audit. Catering to a wide range of clients, including a large number of listed and multinational companies, its strength is its team of qualified, experienced and trained professionals who treasure the value of diligence and knowledge. The firm is peer reviewed in terms of the peer review guidelines issued by the ICSI.
4.	Disclosure of relationships between directors	Not Applicable

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Annexure B

Details required under Regulation 30 read with Clause 1 of Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Amalgamation:

Sr No.	Particulars	Details
1.	Name of the entity(ies) forming part of amalgamation/merger, details in brief such as size, turnover etc.	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" and Ventive Hospitality Limited ("VHL" or "transfree company" or "company")
2.	Whether the transaction would fall within related party transaction(s)? If yes, whether the same is done at "arm's length"	Not Applicable
3.	Area of business of the entity(ies)	<p>Transferor Company 1 is primarily engaged in the business of hotel operations and real estate development and sale.</p> <p>Transferor Company 2 is primarily engaged in the business of inter alia owning, operating, carrying on the business in India or elsewhere of hotels, motels, service apartments, resorts, etc.</p> <p>Transferor Company 3 is engaged in the business of inter alia carrying on business of promoters, builders, developers, constructors, etc.</p> <p>Transfree Company is engaged in the business of leasing commercial spaces, operation of retail malls, operation of commercial hotels and operation of windmills.</p>

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4.	Rationale of Amalgamation/Merger	<ol style="list-style-type: none"> 1. The Transferor Companies and the Transferee Company are the part of same group and are engaged in the similar line of business, and the board of the respective companies have decided to consolidate the hospitality business under the Transferee Company. Consolidation by way of merger would therefore lead to a more efficient utilization of resources, cashflows and assets of the Transferor Companies and create a stronger base for future growth. 2. The merger will lead to the consolidation of business operations, synergies in operations and facilitate support for organic growth opportunities and the elimination of intra-group transaction, which would lead to optimum utilization of liquidity by the merged entity. 3. The merger will enable effective management and unified control of operations. Further, the merger would create economies in administrative and managerial costs by consolidating operations and would substantially reduce duplication of administrative responsibilities and multiplicity of records and legal and regulatory compliances. 4. The merger will create a more investor-friendly structure by bringing all business under Transferee company. 5. The merger would result in greater financial strength and flexibility for the Transferee Company, which would further result in maximizing overall shareholder value, and will improve the competitive position of the Transferee Company;
5.	In case of Cash consideration – amount or otherwise share exchange ratio	No Consideration
6.	Brief details of change in Shareholding pattern (if any) of listed entity	No Change in Shareholding Pattern.

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