



NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed for approval by the members of Ventive Hospitality Limited ("**the Company**") by means of Postal Ballot, by remote e-voting process ("**e-voting**") being provided by the Company to all its members to cast their votes electronically, pursuant to Section 108 and 110 of the Companies Act, 2013 ("**the Act**"), read with rules Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 read with other relevant circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 and other relevant and applicable circulars issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 read with SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025 and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form.

The Statement, pursuant to the provisions of Section 102(1), 110 read with SEBI Listing Regulations and other applicable provisions, if any, of the Act read with the Rules, setting out all material facts along with the Industry Standards on "Minimum information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transaction (RPT)", is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms an integral part of this Notice relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations and circulars issued thereunder is also attached.

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)

Pursuant to Rule 22(5) of the Management Rules the Board of Directors of the Company have appointed Ms. Ashwini Inamdar (Membership No. 9409) or failing her, Ms. Alifya Sapatwala (Membership No. 24091), Partners, Mehta and Mehta, Practicing Company Secretaries (ICSI Unique Code: P1996MH007500), as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged in the services of National Securities Depository Limited (NSDL) as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	9.00 a.m (IST) on Wednesday, 31 December, 2025
End of e-voting:	5.00 p.m (IST) on Thursday, 29 January, 2026

Members are requested to peruse the proposed resolutions along with the explanatory statement, carefully read the instructions in the Notes to this Notice and cast their vote electronically by indicating Assent (For) or Dissent (Against) for the said Resolutions not later than 05:00 p.m. (IST) on Thursday, 29 January, 2026 (the last day to cast vote electronically).

The Scrutinizer will submit her report, after the completion of scrutiny of e-voting, to the Chairman of the Company or any other person authorised by him who shall countersign the same. The results of e-voting will be announced on or before Sunday, 1 February, 2026, and will be displayed on the Company's website at www.ventivehospitality.com and the website of NSDL at www.evoting.nsdl.com. The results will simultaneously be intimated to the Stock Exchanges where the equity shares of the Company are listed on or before Sunday, February 1st, 2026.

The resolutions if passed by requisite majority shall be deemed to have been passed on Thursday, 29 January, 2026 i.e. the last date specified for e-voting.

SPECIAL BUSINESS:

1. TO APPROVE MATERIAL RELATED PARTY TRANSACTION.

To consider and if, thought fit, to pass, with or without modification(s), the following resolution as a **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation(s) 23(4), 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), read with related rules, if any, as amended from time to time, and the Policy on Related Party Transaction(s) of Ventive Hospitality Limited (‘Company’), and based on the prior approval of the Audit Committee, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to provide a corporate guarantee(s), , in favor of Kudakurathu Island Resorts Private Limited (‘KIRPL’), a Subsidiary of the Company and accordingly, a related party of the Company, on such terms and conditions as may be agreed between the Company and KIRPL, for an aggregate value up to **INR 3,571,821,000/-** i.e. (Rupees Three Hundred Fifty Seven Crores Eighteen Lakhs and Twenty One Thousand Only) i.e. USD 39,600,000 (United States Dollars Thirty-Nine Million, Six Hundred Thousand only), towards corporate guarantee issued by the Company in favor of KIRPL, as mentioned in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, provided that such transaction shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Key Managerial Personnel(s) or any other officer(s) or the Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

2. APPOINTMENT OF MR. ASHEESH MOHTA (DIN: 00358583) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR.

To consider and if, thought fit, to pass, with or without modification(s), the following resolution as a **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and 161 and other applicable provisions, sections, rules of the Companies Act, 2013 (“Companies Act”), the relevant provisions of the Companies (Appointment & Qualification) Rules, 2014 read with all applicable rules and regulations framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force); read with the provisions of memorandum of association and articles of association of the Company, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Asheesh Mohta (DIN: 00358583), who was appointed as an Additional Director of the Company by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee with effect from 13 November, 2025 until the date of this General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and who is eligible for appointment, be and is hereby appointed as a Director (Non-Executive and Non-Independent) with effect from 13 November 2025 and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company.”

For Ventive Hospitality Limited

Registered address;

Tech Park One, 2nd Floor,
Tower D, Yerwada, Pune,
Maharashtra, India, 411006

By Order of the Board of Directors,

Sd/-

**Pradip Bhatambrekar Company
Secretary and Compliance Officer**

Date: 23rd December, 2025

Place: Pune

NOTES:

1. The Explanatory Statement pursuant to Section 102 and Section 110 of the Companies Act, 2013 ('the Act') and Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India, stating all material facts and reasons for the proposals set out under the Postal Ballot Notice ('Notice') is annexed to the accompanying Notice.

2. The Notice is being sent to all the members, whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, 26 December, 2025 as received from NSDL and Central Depository Services (India) Limited (collectively referred to as "Depositories"). In compliance with MCA Circulars and SEBI Circulars, the Notice is being sent to members only in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding). Physical copies of the Notice are not being sent to the members for this Postal Ballot. Therefore, those members who have not yet registered their e-mail addresses are requested to verify / update their e-mail addresses and mobile number with their respective Depository Participants. Members can temporarily update their email address and mobile number with Company's RTA – M/s KFIN Technologies Limited, by visiting the link: <https://evoting.kfintech.com>. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' to this Notice.

3. The Notice is also available on the website of the Company at www.ventivehospitality.com and on the website of stock exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of the NSDL i.e. www.evoting.nsdl.com.

4. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Management Rules and Regulation 44 of SEBI LODR, and in accordance with MCA Circulars and SEBI Circulars, the Company is offering e-voting facility to all the members of the Company to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its members. The instructions for e-voting are annexed to this Notice.

5. The voting rights of the members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on Friday, 26 December 2025 ("Cut Off date"). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off date will be entitled to cast their votes by e-voting. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.

7. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting.

Alternately, Members may also send their requests to www.ventivehospitality.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.

8. Facility to exercise vote by Postal Ballot by voting through electronic means will be available during the following period:

a) Commencement of e-voting: Wednesday, 31 December 2025 at 09:00 am (I.S.T.) End of e-voting: Thursday, 29 January 2026 at 05:00 pm (I.S.T.) (both days inclusive).

b) The facility for voting through electronic means will be disabled for voting by NSDL upon expiry of the aforesaid voting period.

9. A member cannot exercise his/her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution /authority letter /power attorney, etc.) in favour of their authorised representatives to the scrutinizer through e-mail to ashwini.i@mehta-mehta.com with a copy marked to cs@ventivehospitality.com.

10. Members are advised to update their PAN, KYC (Address, Email ID, Mobile Number, Bank Account Details, Specimen Signature, etc.) and Nomination details as mandated by SEBI vide circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023 SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, as per below: and

a) Members holding shares in physical form: to the Company's RTA, in prescribed Form ISR - 1 and other forms as per instructions mentioned in the form. The formats can be downloaded from RTA's website at <https://evoting.kfintech.com> or from the Company's website at cs@ventivehospitality.com.

b) Members holding shares in dematerialized form: to their respective DPs as per the procedure prescribed by them.

11. Further, SEBI vide notification dated January 24, 2022, has amended Regulation 40 of SEBI LODR and has mandated that all requests for transmission of securities as well as transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are therefore advised to dematerialize the shares held by them in physical form.

12.Due diligence: To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

13. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.

14. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

15. The Profile of Director seeking appointment, as required in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice.

16. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on

	<p>company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ashwini.i@mehta-mehta.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Suketh Shetty at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@ventivehospitality.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@ventivehospitality.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 and Section 110 of the Act and SEBI Listing Regulations)

Item No 1:

Ventive Hospitality Limited ("Company") has a subsidiary, Kudakurathu Island Resorts Private Limited ("KIRPL"), which has availed credit facilities aggregating to INR 3,247,110,000/- (Rupees Three Twenty Four Crores Seventy One lakhs and Ten Thousand Only) i.e USD 36,000,000 (United States Dollars Thirty-Six Million only) from ICICI Bank Limited (the "Facility").

In connection with the Facility, and based on the recommendation of the Audit Committee, the Board of Directors of the Company, at its meeting held on 23rd December, 2025, approved the provision of a corporate guarantee of INR 1,082,370,000/- (Rupees Hundred and Eight Crores Twenty Three Lakhs and Seventy Thousand) i.e USD 12,000,000 (United States Dollars Twelve Million only) in favour of ICICI Bank Limited for securing part of the Facility.

The Board has further approved, subject to the approval of the Members, the provision of an additional corporate guarantee of INR 2,489,451,000/- (Rupees Two Forty Eight Crores Ninety Four Lakhs and Fifty One Thousand Only) i.e USD 27,600,000 (United States Dollars Twenty-Seven Million Six Hundred Thousand only) in favour of ICICI Bank Limited, which would aggregate the total corporate guarantee exposure of the Company to INR 3,571,821,000/- (Rupees Three Hundred and Fifty Seven Crores Eighteen Lakhs and Twenty One Thousand Only) i.e USD 39,600,000 (United States Dollars Thirty-Nine Million Six Hundred Thousand only), being 110% of the sanctioned Facility amount (the "Guarantee").

KIRPL, being a subsidiary of the Company, is a *related party* under Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The provision of the Guarantee by the Company in respect of the borrowings of its subsidiary constitutes a Related Party Transaction.

Although the transaction is undertaken in the ordinary course of business and on an arm's length basis, the total value of the Guarantee exceeds the materiality threshold prescribed under Regulation 23(1) of the SEBI Listing Regulations and therefore requires prior approval of the Members by way of Ordinary Resolution.

The Board and Audit Committee of the Company has accorded its prior approval to the transaction subject to approval of the Members through postal ballot. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it and, while approving the RPT(s), the Committee has determined that the promoter(s) will not benefit from the proposed RPT(s). The

The provision of the Guarantee is intended to support the funding requirements of KIRPL and enable it to avail the Facility on competitive terms. As KIRPL is a subsidiary of the Company, the transaction is aligned with the Company's business strategy and is expected to strengthen the operational and financial position of the subsidiary. The Board is of the view that the transaction is in the best interest of the Company and its stakeholders.

None of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company. Mr. Thilan Wijesinghe being a common Director is interested in the said resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder shall not vote to approve resolution under Item No. 1.

Based on the recommendation of the Audit Committee the Board of Directors recommends the Ordinary Resolution as set out in the accompanying Postal Ballot Notice at Item No 1 for approval by the Members.

Minimum Information placed at the Audit Committee for approval (Including ratification) of RPTs is as following:

PART A - Minimum information of the proposed RPT, applicable to all RPTs

A.1 Basic details of the related party

S.No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Kudakurathu Island Resorts Private Limited
2.	Country of incorporation of the related party	Maldives
3.	Nature of business of the related party	Hospitality

A.2 Relationship and ownership of the related party

S.No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Ventive Hospitality Limited is holding 50.28% Stake in Kudakurathu Island Resorts Private Limited

	<ul style="list-style-type: none"> Shareholding of the listed entity, whether direct or indirect, in the related party. 	50.28%
	<ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	Not Applicable
	<ul style="list-style-type: none"> Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). <p>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p>	Not Applicable

3 **Details of previous transactions with the related party**

S.No.	Particulars of the information	Information provided by the management		
		S. No.	Nature of transaction	FY 2024-25 (INR)
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	1	Inter Corporate Deposit including interest	142,740,739.16/-
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	INR 1,15,36,311.00/- (Rupees One Crore Fifteen Lakhs Thirty Six Thousand Three Hundred and Eleven Only)		
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or	No Such Instances		

	arrangement entered into with the listed entity or its subsidiary during the last financial year.	
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A.4 Amount of the proposed transaction(s)

S.No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the / shareholders.	INR 3,571,821,000/- (Rupees Three Hundred Fifty Seven Crores Eighteen Lakhs and Twenty One Thousand Only) and i.e. USD 39,600,000 (United States Dollars Thirty-Nine Million, Six Hundred Thousand only)
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes Material
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	<p>Annual Consolidated Turnover Vention Hospitality Limited- ₹ 16,047,050,000 /-</p> <p>Value of the proposed transactions- USD 39,600,000 (United States Dollars Thirty-Nine Million, Six Hundred Thousand only)</p> <p>Considered as INR=₹3,571,821,000/- (Rupees Three Hundred and Fifty Seven Crores Eighteen Lakhs and Twenty One Thousand Only)</p> <p>Exchange rate considered: 90.1975 as on 19th December 2025</p> <p>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year = 22.26%</p>
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial	Not Applicable

	year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)									
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Kudakurathu Island Resorts Private Limited ₹1,211,040,000/-Turnover Standalone = 294.94%								
6.	Financial performance of the related party for the immediately preceding financial year: Explanations: <i>The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i>	<table><tr><td>Particulars</td><td>FY 2024-25</td></tr><tr><td>Turnover</td><td>₹1,211,040,000/-</td></tr><tr><td>Profit After Tax</td><td>₹ (8,161,00,000) /-</td></tr><tr><td>Net Worth</td><td>₹5,351,400,000/-</td></tr></table> For Turnover and Profit After Tax- 84.57 is the conversion rate used. For Net worth 85.58 is the conversion rate used.	Particulars	FY 2024-25	Turnover	₹1,211,040,000/-	Profit After Tax	₹ (8,161,00,000) /-	Net Worth	₹5,351,400,000/-
Particulars	FY 2024-25									
Turnover	₹1,211,040,000/-									
Profit After Tax	₹ (8,161,00,000) /-									
Net Worth	₹5,351,400,000/-									

A.5 Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Ventive Hospitality Limited Providing Corporate Guarantee for loan taken by Kudakurathu Island Resorts Private Limited
2.	Details of each type of the proposed transaction	Corporate Guarantee
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	This Guarantee shall be an irrevocable and continuing guarantee and shall remain in full force and effect till the earlier of (i) such time the Guaranteed Obligations are repaid in full in accordance with the Finance Documents; and (ii) the Guarantor is specifically discharged by the Bank in writing; and (iii) 31 March 2033 (the "Expiry Date") i.e. 7 years, 3 months i.e. till 31 st March 2033.
4.	Whether omnibus approval is being sought?	No

5.	<p>Value of the proposed transaction during a financial year.</p> <p>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</p>	<p>INR 3,571,821,000/- (Rupees Three Hundred Fifty Seven Crores Eighteen Lakhs and Twenty One Thousand Only) and i.e USD 39,600,000 (United States Dollars Thirty-Nine Million, Six Hundred Thousand only)</p> <p>Not Applicable.</p>
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>The proposed Related Party Transaction, involving the provision of a corporate guarantee by the Company in respect of the loan availed by its subsidiary, is in the interest of the Company. The subsidiary has availed the loan for its business requirements, and the provision of the corporate guarantee has enabled the subsidiary to secure the facility at a reduced rate of interest and on more favourable commercial terms. This results in lower finance costs for the subsidiary and strengthens its financial position, which in turn positively impacts the overall financial performance and value of the Company as the holding entity. Accordingly, the proposed transaction is commercially prudent and in the ordinary course of business of the Company</p>
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i></p>	<p>Mr. Thilan Wijesinghe is the Common Director in Ventive Hospitality Limited and Kudakurathu Island Resorts Private Limited.</p>
	a. Name of the director / KMP	Thilan Wijesinghe
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil

8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable.
9.	Other information relevant for decision making.	As per documents.

PART B - Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A

B(4) Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

Sr. No.	Particulars of the Information	Information provided by the management
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The proposed Related Party Transaction, involving the provision of a corporate guarantee by the Company in respect of the loan availed by its subsidiary, is in the interest of the Company. The subsidiary has availed the loan for its business requirements, and the provision of the corporate guarantee has enabled the subsidiary to secure the facility at a reduced rate of interest and on more favourable commercial terms. This results in lower finance costs for the subsidiary and strengthens its financial position, which in turn positively impacts the overall financial performance and value of the Company as the holding entity. Accordingly, the proposed transaction is commercially prudent and in the ordinary course of business of the Company
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
2	Material covenants of the proposed transaction including: (i) Commission if any to be received by the listed entity or its subsidiary;	No Commission

	(ii) Contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Recover from the asset of the Subsidiary Company.
3.	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.</p> <p>Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<p>Value of the proposed transactions- INR 3,571,821,000/- (Rupees Three Hundred Fifty Seven Crores Eighteen Lakhs and Twenty One Thousand Only) and i.e USD 39,600,000 (United States Dollars Thirty-Nine Million, Six Hundred Thousand only)</p> <p>No.</p>

PART C - Information to be provided only if a specific type of RPT as mentioned below proposed to be undertaken is a material RPT and in addition to Part A and B

C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

Sr. No.	Particulars of the Information	Information provided by the management
1	<p>If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party</p> <p>Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This information may be provided to the extent it is available in the public domain or as</p>	Not taken

	may be provided by the related party upon request.	
2	Details of solvency status and going concern status of the related party during the last three financial years:	
	FY 2024-2025	Solvent and going concern
	FY 2023-2024	Solvent and going concern
	FY 2022-2023	Solvent and going concern
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	<p>INR 3,571,821,000/- (Rupees Three Hundred Fifty Seven Crores Eighteen Lakhs and Twenty One Thousand Only) and i.e. USD 39,600,000 (United States Dollars Thirty-Nine Million, Six Hundred Thousand only)</p> <p>The Corporate Guarantee constitutes a contingent liability for the Company.</p>
4	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.</p> <p>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</p> <p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>	<p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p>

	Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed	
	FY 2024-2025	Not Applicable
	FY 2023-2024	Not Applicable
	FY 2022-2023	Not Applicable

Item No 2:-

Mr. Asheesh Mohta (DIN: 00358583) was appointed as an Additional Director (Non-Executive and Non-Independent) with effect from 13 November 2025 to hold office till the conclusion of the next General Meeting and subject to the approval of the members in the ensuing General Meeting, for appointment as a Director (Non-Executive and Non-Independent), liable to retire by rotation; and In the opinion of the Board, he also fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as Directors (Non-Executive and Non-Independent) of the Company.

The Company has received notice in writing from a Member under section 160 of the Act, proposing the candidature of Mr. Asheesh Mohta for the office of Director of the Company.

Except for the relevant appointee, none of the other Directors/Key Managerial Personnel or their relatives is concerned or interested financially or otherwise, in the resolutions set out at Item No. 02.

The Board recommends the Ordinary Resolution mentioned at Item No. 02 for your approval.

The profile of Director Seeking Appointment as required in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2.

Particulars	Mr. Asheesh Mohta
Present Designation	Additional Director (Non-Executive and Non-Independent)
Director Identification Number	00358583
Age	48 years
Date of first appointment	13 November, 2025
Qualification	Bachelor of Commerce (honors) degree from the University of Calcutta and an MBA from the Indian School of Business.
Expertise in specific functional areas	Mr. Asheesh Mohta is the Head of Real Estate Acquisitions India at Blackstone, based in Mumbai. Since joining Blackstone in 2007, Mr. Asheesh Mohta has been involved in analyzing real estate investments across the residential, commercial, and hospitality sectors.

Terms and Conditions of appointment	As provided in the explanatory Statement pursuant to Section 102 of the Companies Act, 2013 as part of Notice of Annual General Meeting.
Names of other companies incorporated in India in which Directorship held and committees where he is involved	<p>Name of Companies in which Mr. Asheesh Mohta is director:</p> <ol style="list-style-type: none"> 1. South City Projects (Kolkata) Limited 2. Bagmane Developers Private Limited 3. GVT Resi Private Limited 4. Horizon Industrial Parks Limited 5. Nexus Select Mall Management Private Limited 6. Kolte-Patil Developers Limited 7. Knowledge Realty Office Management Services Pvt Ltd <p>Name of Companies with their respective Committees in which Mr. Asheesh Mohta is a member:</p> <ol style="list-style-type: none"> 1. Kolte-Patil Developers Limited- <ol style="list-style-type: none"> i. Risk Management Committee, ii. Nomination and remuneration committee 2. Nexus Select Mall Management Private Limited- <ol style="list-style-type: none"> i. Stakeholders Relationship Committee, ii. Borrowing Committee 3. Horizon Industrial Parks Limited- <ol style="list-style-type: none"> i. Nomination And Remuneration Committee, ii. Investment Committee
No. of Equity Shares held in the Company (% held)	NIL
Disclosures between Directors inter se	No inter-se relationship between the Directors
Remuneration Last Drawn	Not Applicable
Remuneration proposed	Not Applicable
Number of meetings of Board attended during the financial year 2025-26	Not Applicable