



## 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 resolution set out below are proposed for approval by the members of Ventine Hospitality Limited ("**the Company**") by means of Postal Ballot, only 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 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 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.

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.

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VENTIVE HOSPITALITY LIMITED

Regd Off: 2nd Floor, Tower 'D', Tech Park One, Yerwada, Pune - 411 006

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Tel.: +9120 6906 1900 | Fax: +9120 6906 1901

(Formerly known as VENTIVE HOSPITALITY PRIVATE LIMITED) | (Formerly known as ICC REALTY (INDIA) PRIVATE LIMITED)

The Company has engaged 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:

<b>Commencement of e-voting:</b>	<b>9.00 a.m (IST) on Friday, 23<sup>rd</sup> May 2025</b>
<b>End of e-voting:</b>	<b>5.00 p.m (IST) on Saturday, 21<sup>st</sup> June 2025</b>

Members are requested to peruse the proposed resolution 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 Resolution not later than 05:00 p.m. (IST) on Saturday, 21<sup>st</sup> June, 2025 (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 Monday, 23<sup>rd</sup> June, 2025, and will be displayed on the Company's website at [www.ventivehospitality.com](http://www.ventivehospitality.com) and the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results will simultaneously be intimated to the Stock Exchanges where the equity shares of the Company are listed within a period of 2 working days from conclusion of e-voting and will also be displayed at the registered office of the Company.

The resolution if passed by requisite majority, shall be deemed to have been passed on Saturday, 21<sup>st</sup> June 2025 i.e the last date specified for e-voting.

#### **SPECIAL BUSINESS:**

##### **1. TO CREATE SECURITIES PURSUANT TO THE FACILITY AGREEMENT DATED 20.01.2025 BETWEEN ICICI BANK AND SS&L BEACH PRIVATE LIMITED (SS&L) / MALDIVES PROPERTY HOLDINGS PRIVATE LIMITED (MPHPL)**

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

**“RESOLVED 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”

**RESOLVED THAT** pursuant to the provisions of the Section 24(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules made thereunder, and in accordance with the terms and conditions of the Memorandum and Articles of Association of the Company, approval/consent of the shareholders of the Company be and is hereby accorded the Borrowers to secure the Facilities by way of inter alia the following:

(a) a first ranking registered legal mortgage over leasehold rights of MPHPL in:

- (i) Rangali Island having a total area of approximately 54,560.46 square metres, located in South Ari Atoll (as more particularly set out in the Facility Agreements);
- (ii) Rangelifinolhu Island having a total area of approximately 93,679.84 square metres, located in South Ari Atoll (as more particularly set out in the Facility Agreements);
- (iii) Ranfinolhu Island having a total area of approximately 32,669 square metres, located in South Ari Atoll (as more particularly set out in the Facility Agreements).

**(Collectively referred to as “Property 1”)**

(b) the 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);
- (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, located 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 the SSL, in relation to **Property 2**;
  - (ii) a first ranking charge over all current assets (other than as set out in (c) below) of the 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 the SSSL in each case in relation to **Property 2**; and

- (iv) a first ranking account pledge over all accounts and deposits of the SSL in relation to **Property 2**, wherever maintained.

**(collectively, the “Security Documents”).**

**RESOLVED THAT** consent of the shareholders is also granted for the Borrowers to enter into an escrow arrangement in relation to originals of each hotel management agreement in respect of each of the Properties, as more particularly 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”) consent of the shareholders 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 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.”

**By Order of the Board of Directors,  
For Ventive Hospitality Limited**

**Registered address;**

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

Sd/-

**Pradip Bhatambrekar  
Company Secretary and Compliance Officer**

**Date: 12<sup>th</sup> May, 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, 16<sup>th</sup> May, 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.

3. The Notice is also available on the website of the Company at [www.ventivehospitality.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of the NSDL i.e. [www.evoting.nsdl.com](http://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, 16<sup>th</sup> May, 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 [cs@ventivehospitality.com](mailto:cs@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: Friday, May 23<sup>rd</sup>, 2025 at 09:00 am (I.S.T.) End of e-voting: Saturday, June 21<sup>st</sup>, 2025 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](mailto:ashwini.i@mehta-mehta.com) with a copy marked to [cs@ventivehospitality.com](mailto: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:

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://ris.kfintech.com/clientservices/isc/isrforms.aspx> or from the Company's website at <https://www.ventivehospitality.com/resource-center/> and

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 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"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful</li> </ol>



	<p>authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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"> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>5. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div> <p><b>NSDL Mobile App is available on</b></p> <div>  App Store            Google Play         </div> <div>   </div> </div>
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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
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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.
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**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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](mailto:ashwini.i@mehta-mehta.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Suketh Shetty at [evoting@nsdl.com](mailto: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](mailto: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](mailto: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](mailto: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:**

The shareholders are informed that Ventive Hospitality Limited ("Company") proposes to approve certain security arrangements undertaken by its subsidiaries, Maldives Property Holdings Private Limited ("MPHPL") and SS & L Beach Private Limited ("SSL"), in connection with term loan facilities obtained from ICICI Bank Limited, Gift City Branch ("Lender").

MPHPL and SSL (collectively, "Borrowers") have availed the following facilities:

- A term loan facility of up to USD 40,000,000 by MPHPL under Facility Agreement dated January 20, 2025 ("Facility Agreement 1"), and
- A term loan facility of up to USD 60,000,000 by SSL under Facility Agreement dated January 20, 2025 ("Facility Agreement 2").

These facilities were duly approved by the respective boards of directors of MPHPL and SSL on January 18, 2025. The loans have been availed for refinancing the previous syndicated facility and for general corporate purposes.

In accordance with the terms of the Facility Agreements, the Borrowers are required to provide security by way of:

- Registered legal mortgages over leasehold rights in resort islands in the Maldives (Properties 1 and 2),
- Charges over movable and current assets, cash flows, receivables, accounts and deposits of MPHPL and SSL, and
- Execution of escrow arrangements in relation to hotel management agreements.

As per Regulation 24(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), selling, disposing and leasing of assets amounting to more than 20% of the assets of a material subsidiary of the listed entity on an aggregate basis during a financial year requires prior approval of shareholders by way of a Special Resolution. Both MPHPL and SSL qualify as material subsidiaries of the Company under LODR.

Material subsidiary means a subsidiary, whose income or net worth exceeds 10% (ten per cent) of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.



Accordingly, the prior approval of the shareholders is being sought to:

1. Authorize the creation of the aforesaid security and execution of related security documents,
2. Approve the escrow arrangements,
3. Comply with the provisions of Section 24(6) of LODR.

Creation of security and enforcement of such security interest may result in disposal in excess of 20% (twenty per cent) of the total assets of the material subsidiaries of the Company during a financial year. Accordingly, in view of the current circumstances and foreseeing future requirements and as a matter of abundant caution and good governance, an enabling approval of shareholders of the Company in terms of Regulation 24(6) of the SEBI Listing Regulations and applicable provisions of the Companies Act, 2013, by way of special resolution at Item No. 1 of the Notice is being sought to enable the material subsidiaries of the Company to divest by way of sale, transfer, lease, assignment or hiving off or dispose off including by way of pledge (and disposal upon invocation of pledge), creation of security or any other encumbrance (and disposal upon enforcement of such security or other encumbrance), and/or by way of slump sale, asset sale or through other contractual arrangements the assets of the material subsidiaries from time to time, during a financial year, to meet the financing obligations of the Company. The Board of Directors at its meeting held on May 12, 2025 based on the recommendation of the Audit Committee approved the said Financing Security.

The Board accordingly recommends the resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the Members by way of a special resolution.

None of the Directors or Key Managerial Personnel of the Company, and/or their respective relatives, are concerned or interested, either directly or indirectly, financially or otherwise, in the resolution except to the extent of their directorship or shareholding, if any, in the subsidiaries.

**By Order of the Board of Directors,  
For Ventive Hospitality Limited**

**Registered address;**

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

Sd/-

**Pradip Bhatambrekar  
Company Secretary and Compliance Officer**

**Date: 12<sup>th</sup> May, 2025**

**Place: Pune**