



VENTIVE

HOSPITALITY

CERTIFIED TRUE COPY OF RESOLUTION PASSED BY CIRCULAR RESOLUTION BY THE MEMBERS OF AUDIT COMMITTEE OF VENTIVE HOSPITALITY LIMITED (FORMERLY KNOWN AS “VENTIVE HOSPITALITY PRIVATE LIMITED” AND ICC REALTY (INDIA) PRIVATE LIMITED) ON 14TH DECEMBER 2024

TO APPROVE KEY PERFORMANCE INDICATORS

“**RESOLVED THAT** as per the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, all (i) key performance indicators (“**KPIs**”) related to the business of the Company which have been historically used by the Company to understand, analyze, track and monitor its financial, business and operational performance, which help it in analyzing the growth of various verticals in comparison to its peers; and, (ii) other relevant and material KPIs of the Company which may have a bearing on pricing of its equity shares for the proposed initial public offering as well as all the KPIs that have been disclosed to the investors of the Company at any point of time during the three years period prior to the date of filing of the Red Herring Prospectus (“**RHP**”), along with the definitions for the KPIs as set out in **Annexure B** as identified by the Audit Committee, are based on the discussions with the management of the Company and verified pursuant to the certificate attached as **Annexure B** are hereby noted and the approval of the Audit Committee is hereby accorded to disclose such KPIs in the “Basis for Issue Price” chapter of the UDRHP, RHP and prospectus and other documents or material or filed by the Company issued in relation to the Issue, including any amendments, addenda or corrigenda issued thereto (collectively, the “**Issue Documents**”);

RESOLVED FURTHER THAT the metrics, as set out in **Annexure A** as placed before the Committee, are the metrics that have been disclosed by the Company to its Board of Directors and Shareholders and to its investors at any point of time during the three years prior to the date of filing of the RHP, along with the reasoning’s and explanations for inclusion or non-inclusion of such metrics in the Issue Documents, have been duly verified by us;

VENTIVE HOSPITALITY LIMITED

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

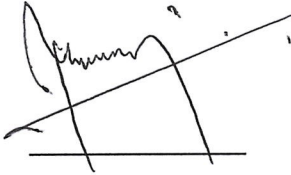
RESOLVED FURTHER THAT the draft of the certificate to be issued by GSKA & Co. Chartered Accountants, Chartered Accountants, holding a valid certificate issued by the Peer Review Board of the ICAI certifying the disclosure on KPIs which are required to be disclosed in the “*Basis for Issue Price*” section, as placed before the Committee, in accordance with SEBI ICDR Regulations, as set out in **Annexure B**, and a certified true copy of this and the final certificate shall be disclosed in “*Material Contracts and Documents for Inspection*” section of the Issue Documents, as the case may be;

RESOLVED FURTHER THAT the Chairman and Executive Director, Chief Executive Officer, Chief Financial Officer, Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things to negotiate, discuss and finalize the draft of the “*Basis of Issue Price*” section of the Issue Documents, and to settle to give effect to the above resolution or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interests of the Company, in relation to its proposed Issue;

RESOLVED FUTURE THAT in accordance with applicable provisions of the SEBI ICDR Regulations, the identified KPIs disclosed in the Issue Documents are hereby approved and noted for disclosure purposes after listing of the Equity Shares of the Company on recognized stock exchanges including in the annual report and investor presentation of the Company.

RESOLVED FURTHER THAT the Audit Committee may update and approve any further changes to the KPIs approved by this resolution, from time to time, basis, inter alia, regulatory feedback, changes in applicable law and feedback from roadshows and investor meetings;

RESOLVED FURTHER THAT any of the Chairman and Executive Director, Chief Executive Officer, Chief Financial Officer and/or Company Secretary and Compliance Officer of the Company is authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action.”



Pradip Bhatambrekar

Company Secretary

Membership No: A25111

Address: Tech Park One, Tower D

Yerwada Pune 411006

Date:14th December 2024.

