

SRP Prosperita Hotel Ventures Limited

Corporate Identity Number (CIN) : U55101KA2012PLC099437

Regd. Office : 29th Floor, World Trade Center, Brigade Gateway Campus,

26/1, Dr. Rajkumar Road, Malleswaram-Rajajinagar, Bangalore - 560 055, INDIA

T : +91 80 4043 8000, F : +91 80 4043 8010 E-mail : prosperitahotels@gmail.com

CERTIFIED EXTRACTS OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF SRP PROSPERITA HOTEL VENTURES LIMITED IN THEIR MEETING HELD ON FRIDAY, 4TH JULY 2025 AT 11:00 A.M. THROUGH VIDEO CONFERENCING AT THE BOARD ROOM, 30TH FLOOR, WORLD TRADE CENTER, BRIGADE GATEWAY CAMPUS, 26/1, DR. RAJKUMAR ROAD, MALLESWARAM-RAJAJINAGAR, BANGALORE - 560 055

The board of directors of the Company ("Board") was informed that its holding company, Brigade Hotel Ventures Limited ("BHVL") was in the process of undertaking a proposed initial public offering of equity shares of BHVL (the "Equity Shares" and such offering, the "IPO"). In this regard, BHVL had filed the draft red herring prospectus dated October 30, 2024 with the Securities and Exchange Board of India and the relevant stock exchange(s). The Board was further informed that one of the objects of the IPO was to repay certain outstanding loans of BHVL and of the Company. In this regard, the Board was informed that BHVL would deploy a portion of the net proceeds from the IPO allocated towards the repayment of the Company's loan by providing loans to the Company, which could include subscribing to the Company's securities, as permitted under applicable laws.

The board of directors of BHVL, pursuant to its resolution dated April 18, 2025, had approved the proposed investment into the Company by providing a loan, which could include subscription into the Company by way of securities, aggregating up to ₹ 600.00 million. Likewise, the Board, pursuant to its resolution dated April 15, 2025, had approved the proposed investment by BHVL into the Company by availing a loan from BHVL, which could include issue of securities to BHVL, aggregating up to ₹ 600.00 million. However, the outstanding loan with the Banks will be around ₹ 545.00 million. The Board was now informed that it was required to approve certain key terms of such investment by BHVL.

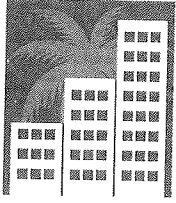
Further, the draft of the subscription agreement ("Subscription Agreement") to be entered into between BHVL and the Company containing the requisite terms of the issue of debt securities to BHVL, was tabled before the Board. It was further clarified to the Board that the Subscription Agreement would be executed after the listing of BHVL's Equity Shares on the relevant stock exchanges.

ISSUANCE OF B SERIES NON CONVERTIBLE DEBENTURES ("NCDS"):

"RESOLVED THAT pursuant to the resolution of the Board dated April 15, 2025 and pursuant to Section 186 and any other applicable provisions of Companies Act, 2013 and the rules and regulations made thereunder, as amended, read with the enabling provisions of the memorandum of association and articles of association of the Company, and subject to and in accordance with any other applicable law, the consent of the Board be and is hereby accorded to avail loan facilities from BHVL by way of issuance of B Series Unsecured Unlisted Non - Convertible Debentures ("NCDS") to BHVL, aggregating up to ₹545.00 million, in one or more tranches, on the following terms:



Holiday Inn Chennai OMR Expressway
110, Old SRP Tools, Rajiv Gandhi Salai, OMR Road
Thiruvannamur, Chennai - 600041 Ph. : 044 66046604



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(i) Face Value

The Security shall have a face value of Rs. 100.

(ii) Tenor

The term of the Securities shall be for term of 5 years from the date of allotment. However, the Company may at any time prior to the expiry of 5 years exercise the option to redeem the Securities in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company.

(iii) Interest

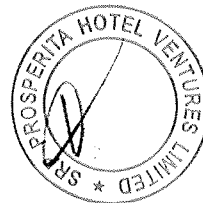
- a. Each Security shall carry interest at the rate of 8.5% per cent per annum or such other rate as may be decided by the board of directors of the Company in compliance with the Transfer Pricing provisions, on the Interest Due Date (as defined below) on an 'as able' basis and in the manner set out in this paragraph.
- b. Except in case of default or breach by the Company of any of the terms and conditions of the issue, until the Securities are fully redeemed, the Interest shall be payable by the Company to BHVL on an annual basis on March 31 of every year starting from 31st March, 2026, or such other date as may be approved by the Board ("Interest Due Date").
- c. Interest, default interest, if any, and all other charges shall be computed on the basis of actual day count convention.
- d. The Interest payable on the Securities shall be calculated from (and including) the Date of Allotment to (but excluding) the immediately subsequent Interest Due Date and thereafter shall be computed from (and including) an Interest Due Date to (but excluding) the immediately subsequent Interest Due Date.

(iv) Taxation

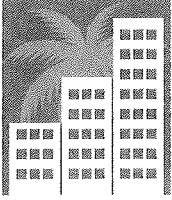
Any interest payment shall be reduced by the amount of Tax that is required to be made under applicable law by the Company, and then paid to BHVL.

(v) Lock-In

The Securities shall not have a lock-in period.



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RESOLVED FURTHER THAT, the draft of the Subscription Agreement to be entered into between BHVL and the Company, containing the requisite terms of the issue of the NCDs to BHVL, in terms of the applicable provisions of Companies Act, 2013 and the rules and regulations made thereunder, as amended, tabled before the Board, be and is hereby approved.

RESOLVED FURTHER THAT, appropriate disclosures, if any, as prescribed under the SEBI ICDR Regulations and other applicable laws may be made and filed by BHVL with the relevant authorities.

RESOLVED FURTHER THAT to give effect to the above resolutions, the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise the materiality with respect to disclosures relating to litigation involving the Company, its subsidiary, directors, the group companies and the promoters and execute all documents and writings as may be necessary.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action."

For SRP Prosperita Hotel Ventures Limited


Vineet Verma
Director

DIN: 06362115

Add: 29th Floor, World Trade Center,
Brigade Gateway Campus 26/1,

Dr. Rajkumar Road, Malleswaram-Rajajinagar
Bangalore, Karnataka, India, 560055

