

BRE Asia ICC Holdings Ltd

Ocorian Tower, Nexera, Lot 7, Côte d'Or Technopole, Minissy, Moka, Mauritius

Date: 10 February 2026

BSE Limited,
Phiroze Jeejeeboy Towers, Dalal Street,
Mumbai – 400 001
Security code: 544321

National Stock Exchange of India
Exchange Plaza, 5th Floor, Plot no. C/1, G Block, Bandra
Kurla Complex, Bandra (East), Mumbai – 400 051
Security code: Ventive

The Company Secretary
Ventive Hospitality Limited
Tech Park One, Tower D, 191 Yerwada,
Pune – 411 006, India

Subject: Disclosure under Regulation 31(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Takeover Regulations**”)

Dear Sirs and Madams,

Please note that in relation to the captioned matter, we are enclosing herewith disclosure pursuant to Regulation 31(2) of Takeover Regulations read with relevant circulars. The enclosed intimation pertains to release of pledge created by BREP Asia SG T1 Holding (NQ) Pte. Ltd., and BREP VIII SBS ICC Holding (NQ) Ltd over the shares of BRE Asia ICC Holdings Ltd (the promoter of the listed company, i.e. Ventive Hospitality Limited) which was disclosed to the stock exchanges on 29 April 2025.

We request you to kindly take this on record.

Thanking you,

Yours faithfully

For and on behalf of BRE Asia ICC Holdings Ltd

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Authorised Signatory
Name: Rishal Tane
Designation: Authorised Signatory
Date: 10/02/2026
Place: Mauritius

ANNEXURE – I

Disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance in terms of Regulation 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (“TC”)				Ventive Hospitality Limited
Name(s) of the stock exchange(s) where the shares of the TC are listed				BSE Limited and National Stock Exchange of India Limited
Date of reporting				10 February 2026
Name of the promoter or PAC on whose shares encumbrance has been created / released / invoked				BRE Asia ICC Holdings Ltd (“ Promoter 1 ”).
Details of release of encumbrance				We had disclosed creation of pledge by BREP Asia SG T1 Holding (NQ) Pte. Ltd., and BREP VIII SBS ICC Holding (NQ) Ltd (“Parents of Promoter 1”) over the shares of Promoter 1 to secure the term loan facilities of up to USD 180,000,000 (the “Facility”) availed by VH ML NQ Limited, pursuant to our disclosure dated 29 April 2025. Pursuant to the release agreement dated 6 February 2026, entered into between Promoter 1, Parents of Promoter 1 and Deutsche Bank AG, Singapore Branch (as the offshore security agent) (the “Offshore Security Agent”), (the “Charge”) the said indirect pledge was released. The Offshore Security Agent has pursuant to its letter dated 6 February 2026 requested the Conservator of Mortgages, Mauritius to remove and fully erase the Charge from its books. To clarify, Promoter 1 had agreed to certain covenants, in relation to all equity shares held by it in the TC from time to time, that are in the nature of encumbrance under the facility agreement dated 25 April 2025 (the “Facility Agreement”), which will continue. To further clarify, Promoter 1 has created a pledge over the equity shares of the TC held by it pursuant to an Indian law-governed pledge agreement dated 16 January 2026, entered into between Promoter 1, BREP Asia III India Holding Co VI Pte. Ltd. (“Promoter 2”) and Catalyst Trusteeship Limited (as the onshore security agent) (the “Onshore Security Agent”) (the “Security Document”) which was disclosed to the stock exchanges on 22 January 2026.
Name of the promot	Promoter holding in the target company (1)	Promoter holding already	Details of events pertaining to encumbrance (3)	Post event holding of encumbered shares { creation

BREP Asia III India Holding Co VI Pte. Ltd.	23,465,150	10.05%	10.05%	23,465,150 (*@)	10.05% (*@)	NA	NA	NA	NA	NA	NA	NA	NA	NA
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(*) Pursuant to disclosure dated 22 January 2026, it was disclosed to the stock exchanges and the TC that Promoter 1 has created a pledge over the equity shares of the TC held by it pursuant to the Security Document. Promoter 1 had agreed to certain covenants, in relation to all equity shares held by it in the TC from time to time, that are in the nature of encumbrance under the Facility Agreement, which were disclosed to the stock exchanges on 29 April 2025, and will continue.

(*@) Pursuant to disclosure dated 22 January 2026 it was disclosed to the stock exchanges that Promoter 2 has created a pledge over the equity shares of the TC held by it pursuant to the Security Document. Promoter 2 had disclosed creation of pledge by BREP Asia III India Holding Co IX Pte. Ltd. (**“Parent of Promoter 2”**) over the shares of Promoter 2 to secure the Facility pursuant to its disclosure dated 29 April 2025. Pursuant to the disclosure dated 3 February 2026, the said indirect pledge was released. Promoter 2 had agreed to certain covenants, in relation to all equity shares held by it in the TC from time to time, that are in the nature of encumbrance under the Facility Agreement, and will continue.

(#) The details on the shareholding and encumbrance created on their shares is solely based on the details provided in the shareholding pattern of the TC for the quarter ended December 2025 disclosed on the website of BSE and has not been independently verified by the Promoter 1.

(##) The list of Lenders under the Facility Agreement as on date is set out below:

- (i) Barclays Bank PLC
- (ii) Deutsche Bank AG, London Branch
- (iii) JPMorgan Chase Bank, N.A., London Branch
- (iv) The Hongkong and Shanghai Banking Corporation Limited

(**) The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

(***) Total share capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement. Diluted share / voting capital means the total number of shares in the target company assuming full conversion of the outstanding convertible securities / warrants into equity shares of the target company.

(****) This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

For and on behalf of BRE Asia ICC Holdings Ltd

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Authorised Signatory
Name: Rishat Taneer
Designation: Authorised Signatory
Date: 10/02/2026
Place: Mauritius