

BRE Asia ICC Holdings Ltd

Level 6, Tower A, 1 Exchange Square, Wall Street, Ebene, Mauritius

Date: 29 April 2025

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(1) 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(1) of Takeover Regulations read with relevant circulars.

We wish to clarify that the enclosed intimation pertains to a 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) BRE Asia ICC Holdings Ltd has agreed to certain covenants under the facility agreement, in relation to all equity shares held by it in the TC from time to time, that are in the nature of encumbrance.

We request you to kindly take this on record.

Thanking you,

Yours faithfully

For and on behalf of BRE ASIA ICC Holdings Ltd

)
)
)
)
)
)



Authorised Signatory

Name: Keni Lufor

Designation: Director

Date:

Place: Mauritius

ANNEXURE – I

Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance in terms of Regulation 31(1) 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	29 April 2025
Name of the promoter or PAC on whose shares encumbrance has been created /released /invoked	BRE Asia ICC Holdings Ltd (“Promoter 1”), is owned by BREP Asia SG T1 Holding (NQ) Pte. Ltd., and BREP VIII SBS ICC Holding (NQ) Ltd (“Parents of Promoter 1”) <i>Parents of Promoter 1 do not directly hold any equity shares in the TC. The Parents of Promoter 1 have pursuant to the Security Document (as defined below) created a pledge over 100% shares of Promoter 1 to secure the Facility (as defined below). Promoter 1 has 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 (as defined below). To clarify, Promoter 1 has not created any pledge on the equity shares of the TC.</i>
Details of creation of encumbrance	(a) Parents of Promoter 1 have pursuant to a Mauritius law-governed security document dated 25 April 2025 (the “Security Document”), entered into between the Promoter 1, Parents of Promoter 1 and Deutsche Bank AG, Singapore Branch (as the offshore security agent), created a pledge over 100% shares of Promoter 1 (for the benefit of the lenders under the Facility Agreement (<i>as defined below</i>) from time to time (collectively referred to as the “Lenders”^{##})) to secure the term loan facilities of up to USD 180,000,000 (the “Facility”) availed by VH ML NQ Limited; and (b) As on date, Promoter 1 holds 52,104,896 equity shares of the TC amounting to 22.31% of the share capital of the TC on a fully diluted basis. Promoter 1 has agreed to certain covenants, in relation to all equity shares that are held by it from time to time, that are in the nature of encumbrance under the facility agreement dated 25 April 2025 (the “Facility Agreement”), inter alia, between VH ML NQ Limited, Promoter 1 and Deutsche Bank AG, Singapore Branch as the agent, offshore security agent and calculation agent.

[illegible]

BREP Asia III India Holding Co VI Pte. Ltd.	23,465,150	10.05%	10.05%	Nil	0%	Creation	25 April 2025	Refer Note (@@) below	Refer Note (@@) below	23,465,150	10.05%	Deutsche Bank AG, Singapore Branch.	23,465,150	10.05%
---	------------	--------	--------	-----	----	----------	---------------	-----------------------	-----------------------	------------	--------	-------------------------------------	------------	--------

() The Parents of Promoter 1 do not directly hold any equity shares in the TC. The Parents of Promoter 1 have pursuant to the Security Document (as defined above) created a pledge over 100% shares of Promoter 1 to secure the Facility (as defined above). Promoter 1 has agreed to certain covenants that are in the nature of encumbrance under the Facility Agreement (as defined above). To clarify, Promoter 1 has not created any pledge on the equity shares of the TC.*

*(**) 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 TC assuming full conversion of the outstanding convertible securities / warrants into equity shares of the TC.*

(@@@) The parents of BREP Asia III India Holding Co VI Pte. Ltd have created a pledge over 100% shares of BREP Asia III India Holding Co VI Pte. Ltd. BREP Asia III India Holding Co VI Pte. Ltd has agreed to certain covenants that are in the nature of encumbrance under the Facility Agreement (as defined above). To clarify, BREP Asia III India Holding Co VI Pte. Ltd. has not created any pledge on the equity shares of the TC.

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*

For and on behalf of BRE ASIA ICC Holdings Ltd

)
)
)
)
)
)



Authorised Signatory

Name: Keni Lufor

Designation: Director

Date:

Place: Mauritius