



Deutsche Bank AG, Hong Kong Branch
Level 60
International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong SAR

Date: 29 April 2025

To,

(1) **National Stock Exchange of India Limited**

Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai, 400051

(2) **BSE Limited**

Pheroze Jeejeebhoy Towers, Dalal Street, Mumbai, Maharashtra, 400001

(3) **Ventive Hospitality Limited**

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

Sub: Disclosure under Regulation 29(1) read with Regulation 29(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the Takeover Code) in relation to Ventive Hospitality Limited.

Dear Sir / Ma'am,

This letter sets out the disclosure being made by Deutsche Bank Group (Deutsche Bank AG, Singapore Branch, as the agent (the **Agent**) and the offshore security agent (the **Security Agent**) (*see description below*) pursuant to Regulation 29(1) read with Regulation 29(4) of the Takeover Code in relation to the creation of encumbrance over the equity shares of Ventive Hospitality Limited (the **Target Company**) held by BRE Asia ICC Holdings Ltd (the **Mauritian Share Holder**) and BREP Asia III India Holding Co VI Pte. Ltd. (the **Singapore Share Holder**). The Mauritian Share Holder and Singapore Share Holder are collectively referred to as the **Share Holders**. BREP Asia SG T1 Holding (NQ) Pte. Ltd. (**Parent 1**) and BREP VIII SBS ICC Holding (NQ) Ltd (**Cayman Parent**) hold 100% of the total share capital of the Mauritian Share Holder and BREP Asia III India Holding Co IX Pte. Ltd. (**Parent 2**) holds 100% of the total share capital of the Singapore Share Holder.

As on the date of this letter, the Mauritian Share Holder owns 52,104,896 shares in the Target Company, aggregating to approximately 22.31% of the total share capital of the Target Company, and the Singapore Share Holder owns 23,465,150 shares in the Target Company, aggregating to approximately 10.05% of the total share capital of the Target Company. Collectively, the Share Holders hold 75,570,046 shares in the Target Company, aggregating to approximately 32.36% of the total share capital of the Target Company.

VH ML NQ Limited, an exempted company incorporated with limited liability in the Cayman Islands (the **Borrower**), has availed term loan facility from Barclays Bank PLC, Deutsche Bank AG, London Branch, The Hongkong and Shanghai Banking Corporation Limited and JPMorgan Chase Bank, N.A., London Branch (the **Lenders**) in terms of the facility agreement dated 25 April 2025 (**Facility Agreement**). The Borrower is jointly held by Parent 1 and Parent 2.



Pursuant to the deed of fixed & floating charge dated 25 April 2025, the Cayman Parent and the Parent 1, being the shareholders of the Mauritian Share Holder, have created charge over all shares of the Mauritian Share Holder in favour of the Security Agent for the benefit of the Lenders. Pursuant to security agreement (over shares and shareholder receivables) dated 25 April 2025, Parent 2, being the shareholder of the Singapore Share Holder, has created security over all shares of the Singapore Share Holder in favour of the Security Agent for the benefit of the Lenders. Additionally, pursuant to the Facility Agreement, the Share Holders have agreed to certain covenants in the nature of encumbrance with respect to all the equity shares held by them in the Target Company from time to time.

Please see enclosed the disclosure by the Agent and the Security Agent in the prescribed format under Regulation 29(1) read with Regulation 29(4) of the Takeover Code in relation to the above.

We request you to kindly take the above on record and acknowledge receipt.

Signature of Authorised Signatory

A handwritten signature in black ink, appearing to read 'R. Manu', with a horizontal line drawn underneath it.

Name: RAMANATHAPURA, Prasanna Venkatesha Murthy Manu

Designation: Vice President

Place: Deutsche Bank AG, Hong Kong Branch

Date: 29 April 2025

Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

Name of the Target Company (TC)	Ventive Hospitality Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Deutsche Bank AG, Singapore Branch acting as the agent and the security agent for Barclays Bank PLC, Deutsche Bank AG, London Branch, The Hongkong and Shanghai Banking Corporation Limited and JPMorgan Chase Bank, N.A., London Branch, as set out in the NOTE below.		
Whether the acquirer belongs to Promoter / Promoter group	No.		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and the National Stock Exchange of India Limited.		
Details of the acquisition as follows:	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	NIL	NIL	NIL
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	NIL	NIL	NIL
Details of acquisition			
a) Shares carrying voting rights acquired	NIL	NIL	NIL

b) VRs acquired otherwise than by equity shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	NIL	NIL	NIL
d) Shares in the nature of encumbrance (pledge/ lien / non-disposal undertaking/ others)	75,570,046	32.36%	32.36%
e) Total (a+b+c+/-d)	75,570,046	32.36%	32.36%
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	NIL	NIL	NIL
b) VRs otherwise than by equity shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	NIL	NIL	NIL
d) Shares in the nature of encumbrance (pledge/ lien / non-disposal undertaking/ others)	75,570,046	32.36%	32.36%
e) Total (a+b+c+d)	75,570,046	32.36%	32.36%
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer / encumbrance, etc.)	Encumbrance over 75,570,046 shares of TC. Please refer to the NOTE below.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Not applicable.		
Date of acquisition of / date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	Date of creation of encumbrance: 25 April 2025		
Equity share capital / total voting capital	INR 23,35,41,608 comprising 23,35,41,608 equity		

of the TC before the said acquisition	shares of INR 1 each (as per the shareholding pattern for quarter ended March 2025).
Equity share capital/ total voting capital of the TC after the said acquisition	INR 23,35,41,608 comprising 23,35,41,608 equity shares of INR 1 each (as per the shareholding pattern for quarter ended March 2025).
Total diluted share/voting capital of the TC after the said acquisition	INR 23,35,41,608 comprising 23,35,41,608 equity shares of INR 1 each (as per the shareholding pattern for quarter ended March 2025).

NOTE:

This disclosure is being made by Deutsche Bank Group (Deutsche Bank AG, Singapore Branch, as the agent (the **Agent**) and the offshore security agent (the **Security Agent**) in relation to the creation of encumbrance over the equity shares of Ventive Hospitality Limited (the **Target Company**) held by BRE Asia ICC Holdings Ltd (the **Mauritian Share Holder**) and BREP Asia III India Holding Co VI Pte. Ltd. (the **Singapore Share Holder**). The Mauritian Share Holder and Singapore Share Holder are collectively referred to as the **Share Holders**. BREP Asia SG T1 Holding (NQ) Pte. Ltd. (**Parent 1**) and BREP VIII SBS ICC Holding (NQ) Ltd (**Cayman Parent**) hold 100% of the total share capital of the Mauritian Share Holder and BREP Asia III India Holding Co IX Pte. Ltd. (**Parent 2**) holds 100% of the total share capital of the Singapore Share Holder.

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Part-B***

Name of the Target Company: Ventive Hospitality Limited.

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs
	No	

(*) Total share capital/ voting 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.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

Signature of Authorised Signatory



Name: RAMANATHAPURA, Prasanna Venkatesha Murthy Manu
Designation: Vice President
Place: Deutsche Bank AG, Hong Kong Branch
Date: 29 April 2025