

**BREP Asia III India Holding Co VI Pte. Ltd.**

3 Church Street, #30-01, Samsung Hub, Singapore 049483

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 III India Holding Co IX Pte. Ltd over the shares of BREP Asia III India Holding Co VI Pte. Ltd. (the promoter of the listed company, i.e. Ventive Hospitality Limited) BREP Asia III India Holding Co VI Pte. 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 BREP Asia III India Holding Co VI Pte. Ltd.

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**Authorised Signatory**  
Name: Victoria Kongoasa  
Designation: Director  
Date:  
Place: Singapore

## 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<br><del>/released /invoked</del> | <p>BREP Asia III India Holding Co VI Pte. Ltd. (“<b>Promoter 2</b>”), is a wholly owned subsidiary of BREP Asia III India Holding Co IX Pte. Ltd. (“<b>Parent of Promoter 2</b>”)</p> <p><i>The Parent of Promoter 2 does not directly hold any equity shares in the TC. The Parent of Promoter 2 has pursuant to the Security Document (as defined below) created a pledge over 100% shares of Promoter 2 to secure the Facility (as defined below). Promoter 2 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 2 has not created any pledge on the equity shares of the TC.</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Details of creation of encumbrance                                                                        | <p>(a) Parent of Promoter 2 has pursuant to a Singapore law-governed security document dated 25 April 2025 (the “<b>Security Document</b>”), entered into between the Parent of Promoter 2 and Deutsche Bank AG, Singapore Branch (as the offshore security agent), created a pledge over 100% shares of Promoter 2 (for the benefit of the lenders under the Facility Agreement (<i>as defined below</i>) from time to time (collectively referred to as the “<b>Lenders</b>”<sup>##</sup>)) to secure the term loan facilities of up to USD 180,000,000 (the “<b>Facility</b>”) availed by VH ML NQ Limited; and</p> <p>(b) As on date, Promoter 2 holds 23,465,150 equity shares of the TC amounting to 10.05% of the share capital of the TC on a fully diluted basis. Promoter 2 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 “<b>Facility Agreement</b>”), inter alia, between VH ML NQ Limited, Promoter 2 and Deutsche Bank AG, Singapore Branch as the agent, offshore security agent and calculation agent.</p> |

[illegible]

|                           |            |        |        |     |    |          |               |                       |                       |             |        |                                     |             |        |
|---------------------------|------------|--------|--------|-----|----|----------|---------------|-----------------------|-----------------------|-------------|--------|-------------------------------------|-------------|--------|
| BRE Asia ICC Holdings Ltd | 52,104,896 | 22.31% | 22.31% | Nil | 0% | Creation | 25 April 2025 | Refer Note (@@) below | Refer Note (@@) below | 5,21,04,896 | 22.31% | Deutsche Bank AG, Singapore Branch. | 5,21,04,896 | 22.31% |
|---------------------------|------------|--------|--------|-----|----|----------|---------------|-----------------------|-----------------------|-------------|--------|-------------------------------------|-------------|--------|

*(\*) The Parent of Promoter 2 does not directly hold any equity shares in the TC. The Parent of Promoter 2 has pursuant to the Security Document (as defined above) created a pledge over 100% shares of Promoter 2 to secure the Facility (as defined above). Promoter 2 has agreed to certain covenants that are in the nature of encumbrance under the Facility Agreement (as defined above). To clarify, Promoter 2 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 BRE Asia ICC Holdings Ltd have created a pledge over 100% shares of BRE Asia ICC Holdings Ltd. BRE Asia ICC Holdings Ltd has agreed to certain covenants that are in the nature of encumbrance under the Facility Agreement (as defined above). To clarify, BRE Asia ICC Holdings 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 BREP Asia III India Holding Co VI Pte. Ltd.

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**Authorised Signatory**  
Name: Victoria Kongoasa  
Designation: Director  
Date:  
Place: Singapore