



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

Date: 29 January 2026

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(2) 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 **Offshore Security Agent**) (*see description below*) pursuant to Regulation 29(2) read with Regulation 29(4) of the Takeover Code in relation to the release of encumbrance over the equity shares of Ventive Hospitality Limited (the **Target Company**) held by BREP Asia III India Holding Co VI Pte. Ltd. (the **Singapore Share Holder**).

As on the date of this letter, BRE Asia ICC Holdings Ltd (the **Mauritian Share Holder**, together with the Singapore Share Holder collectively referred to as the **Share Holders**) 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.

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.

VH ML NQ Limited, an exempted company incorporated with limited liability in the Cayman Islands (the **Borrower**), had 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, had created charge over all shares of the Mauritian Share Holder in favour of the Offshore 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, had created security over all shares of the Singapore Share Holder in favour of the Offshore Security Agent for the benefit of the Lenders. Additionally, pursuant to the Facility Agreement, the Share Holders had 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, which will continue. The above was disclosed to the stock exchanges and the Target Company by the Agent and the Offshore Security Agent pursuant to the disclosure dated 29 April 2025. The security created by Parent 2 over the shares of the Singapore Share Holder in favour of the Offshore Security Agent for the benefit of the Lenders has been released on 23 January 2026.

Please see enclosed the disclosure by the Agent and the Offshore Security Agent in the prescribed format under Regulation 29(2) 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 'Raman Venkatesha Murthy Manu', written over a horizontal line.

Name: RAMANATHAPURA, Prasanna Venkatesha Murthy Manu
Designation: Vice President
Place: Deutsche Bank AG, Hong Kong Branch
Date: 29 January 2026

Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Ventive Hospitality Limited		
Name(s) of the seller and Persons Acting in Concert (PAC) with the acquirer	Deutsche Bank AG, Singapore Branch acting as the agent and the offshore 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 / disposal 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 / sale under consideration, holding of:			
(a) Shares carrying voting rights	78	0.00%	0.00%
(b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	75,570,046	32.36%	32.36%
(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)	75,570,124	32.36%	32.36%
Details of acquisition / sale			
(a) Shares carrying voting rights acquired / sold	NIL	NIL	NIL
(b) VRs acquired /sold otherwise than by 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	NIL	NIL	NIL

holding in each category) acquired/sold			
(d) Shares encumbered / invoked / released by the acquirer	23,465,150	10.05%%	10.05%%
(e) Total (a+b+c+/-d)	23,465,150	10.05%%	10.05%%
After the acquisition / sale, holding of:			
(a) Shares carrying voting rights acquired	78	0.00%	0.00%
(b) Shares encumbered with the acquirer	75,570,046(#)	32.36%(#)	32.36%(#)
(c) VRs 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) after acquisition	NIL	NIL	NIL
(e) Total (a+b+c+d)	75,570,124 (#)	32.36%(#)	32.36%(#)
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Release of encumbrance over 23,465,150 equity shares of TC held by the Singapore Share Holder. Please refer to the NOTE below.		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	Date of release of encumbrance: 23 January 2026		
Equity share capital / total voting capital of the TC before the said acquisition / sale	INR 233,541,608 comprising 233,541,608 equity shares of INR 1 each (as per the shareholding pattern for quarter ended December 2025)		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	INR 233,541,608 comprising 233,541,608 equity shares of INR 1 each (as per the shareholding pattern for quarter ended December 2025)		
Total diluted share/voting capital of the TC after the said acquisition / sale	INR 233,541,608 comprising 233,541,608 equity shares of INR 1 each (as per the shareholding pattern for quarter ended December 2025)		

(*) 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.

(#) Pursuant to the Facility Agreement, the Share Holders had agreed to certain covenants in the nature of encumbrance with respect to all the equity shares held by them in TC from time to time, which will continue. The same was disclosed to the stock exchanges and the TC by the Agent and the Offshore Security Agent pursuant to the disclosure dated 29 April 2025. Please refer to the NOTE below.

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 **Offshore Security Agent**) (*see description below*) pursuant to Regulation 29(2) read with Regulation 29(4) of the Takeover Code in relation to the release of encumbrance over the equity shares of Ventive Hospitality Limited (the **Target Company**) held by BREP Asia III India Holding Co VI Pte. Ltd. (the **Singapore Share Holder**).

As on the date of this letter, BRE Asia ICC Holdings Ltd (the **Mauritian Share Holder**, together with the Singapore Share Holder collectively referred to as the **Share Holders**) 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.

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.

VH ML NQ Limited, an exempted company incorporated with limited liability in the Cayman Islands (the **Borrower**), had 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, had created charge over all shares of the Mauritian Share Holder in favour of the Offshore 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, had created security over all shares of the Singapore Share Holder in favour of the Offshore Security Agent for the benefit of the Lenders. Additionally, pursuant to the Facility Agreement, the Share Holders had 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, which will continue. The above was disclosed to the stock exchanges and the Target Company by the Agent and the Offshore Security Agent pursuant to the disclosure dated 29 April 2025. The security created by Parent 2 over the shares of the Singapore Share Holder in favour of the Offshore Security Agent for the benefit of the Lenders has been released on 23 January 2026.

Signature of Authorised Signatory



Name: RAMANATHAPURA, Prasanna Venkatesha Murthy Manu
Designation: Vice President
Place: Deutsche Bank AG, Hong Kong Branch
Date: 29 January 2026