

## **BRE Asia ICC Holdings Ltd**

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

Date: 22 January 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(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. The enclosed intimation pertains to creation of a pledge by BRE Asia ICC Holdings Ltd (the promoter of the listed company, i.e. Ventive Hospitality Limited (“TC”)) over the shares of the TC.

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: Keni Lufor

Designation: Authorised signatory / Director

Date: 22 January 2026

Place: Moka, Mauritius

**ANNEXURE – I**

**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  |  | 22 January 2026   |                       |   |                          |   |  |   |                              |                  |                    |  |                  |                          |  |
| Name of the promoter or PAC on whose shares encumbrance has been created / released / <del>invoked</del> |  | BRE Asia ICC Holdings Ltd (“ <b>Promoter 1</b> ”).  |                       |   |                          |   |  |   |                              |                  |                    |  |                  |                          |  |
| Details of creation of encumbrance   |  | 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 pursuant to an Indian law-governed pledge agreement dated 16 January 2026 (the “ <b>Security Document</b> ”), entered into between Promoter 1, BREP Asia III India Holding Co VI Pte. Ltd. and Catalyst Trusteeship Limited (as the onshore security agent) (the “ <b>Onshore Security Agent</b> ”), created a pledge over the shares of the TC, for the benefit of the lenders under the facility agreement dated 25 April 2025 (the “ <b>Facility Agreement</b> ”) (collectively referred to as the “ <b>Lenders</b> ” ##) to secure the term loan facilities of up to USD 180,000,000 (the “ <b>Facility</b> ”) availed by VH ML NQ Limited. |                       |   |                          |   |  |   |                              |                  |                    |  |                  |                          |  |
| Name of the promoter (s) or PACs with him (***)  | Promoter holding in the target company (1) |   |                       | Promoter holding already encumbered (2) |                          | Details of events pertaining to encumbrance (3)                         |  |   |                              |                  |                    | Post event holding of encumbered shares { creation [(2)+(3)] / <del>release [(2)-(3)]</del> / <del>invocation [(2)(3)]</del> |                  |                          |  |
|  | Number of shares                           | % of total share capital  | % w.r.t diluted share | Number of shares                        | % of total share capital | Type of event (creation / <del>release</del> / <del>invocation</del> #) | Date of creation / <del>release</del> / <del>invocation</del> of encumbrance | Type of encumbrance (pledge / lien / non disposal undertaking / others) | Reasons for encumbrance (**) | Number of shares | % of share capital | Name of the entity in whose favor shares encumb  | Number of shares | % of total share capital |  |

|   |            | tal    | cap<br>tal<br>(**<br>*) |                 |             |          |                 |                               |   |            |        | ered<br>(****)                                     |             |        |
|---|------------|--------|-------------------------|-----------------|-------------|----------|-----------------|-------------------------------|---|------------|--------|--|-------------|--------|
| BRE Asia ICC Holdings Ltd                   | 52,104,896 | 22.31% | 22.31%                  | 52,104,896 (*)  | 22.31% (*)  | Creation | 16 January 2026 | Pledge.                       | Refer to details of creation of encumbrance above | 52,104,896 | 22.31% | Catalyst Trusteeship Limited Refer Note (##) below | 5,21,04,896 | 22.31% |
| Atul I. Chordia HUF (#)                     | 2,310,850  | 0.99%  | 0.99%                   | Nil             | 0%          | NA       | NA              | NA                            | NA  | NA         | NA     | NA   | NA          | NA     |
| Atul Ishwar das Chordia (#)                 | 3,858,570  | 1.65%  | 1.65%                   | Nil             | 0%          | NA       | NA              | NA                            | NA  | NA         | NA     | NA   | NA          | NA     |
| Premsa gar Infra Realty Private Limited (#) | 87,070,470 | 37.28% | 37.28%                  | Nil             | 0%          | NA       | NA              | NA                            | NA  | NA         | NA     | NA   | NA          | NA     |
| BREP Asia III India Holding Co VI Pte. Ltd. | 23,465,150 | 10.05% | 10.05%                  | 23,465,150 (*@) | 10.05% (*@) | Creation | 16 January 2026 | Pledge. Refer Note (@@) below | Refer Note (@@) below                             | 23,465,150 | 10.05% | Catalyst Trusteeship Limited Refer Note (##) below | 23,465,150  | 10.05% |

(\* ) Pursuant to disclosure dated 29 April 2025 it was disclosed to the stock exchanges that 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 and indirect encumbrance was also created pursuant to the pledge on shares of Promoter 1.

(\*@) Pursuant to disclosure dated 29 April 2025 it was disclosed to the stock exchanges that BREP Asia III India Holding Co VI Pte. Ltd 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 and indirect encumbrance was also created pursuant to the pledge on shares of BREP Asia III India Holding Co VI Pte. Ltd.

(#) 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.

(@@) BREP Asia III India Holding Co VI Pte. Ltd. has created a pledge over the equity shares of the TC under the Security Document.

(##) 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 Keni Lu For

Designation: Authorised Signatory / Director

Date: 22 January 2026

Place: Moka, Mauritius

**ANNEXURE – II**

**(Ref: Master Circular for Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”) dated 16 February 2023 bearing reference no. SEBI/HO/CFD/PoD-1/P/CIR/2023/31)**

**Disclosure of reasons for encumbrance**

|   |                               |  |
|---|-------------------------------|--|
| Name of listed company  |                               | Ventive Hospitality Limited (“TC”)   |
| Name of the recognised stock exchanges where the shares of the company are listed |                               | BSE Limited and National Stock Exchange of India Limited   |
| Name of the promoter(s)/PACs whose shares have been encumbered                    |                               | BRE Asia ICC Holdings Ltd (“Promoter 1”).  |
| Total promoter shareholding in the listed company                                 | No. of shares -               | 52,104,896   |
|   | % of total share capital<br>- | 22.31%   |
| Encumbered shares as a % of promoter shareholding                                 |                               | 100% - As on date, Promoter 1 holds 52,104,896 equity shares of the TC amounting to 22.31% of the total share capital of the TC on a fully diluted basis. Promoter 1 has pursuant to an Indian law-governed pledge agreement dated 16 January 2026 (the “ <b>Security Document</b> ”), entered into between Promoter 1, BREP Asia III India Holding Co VI Pte. Ltd. and Catalyst Trusteeship Limited (as the onshore security agent), created a pledge over the shares of the TC, for the benefit of the lenders under the facility agreement dated 25 April 2025 (collectively referred to as the “ <b>Lenders</b> ” ##) to secure the term loan facilities of up to USD 180,000,000 (the “ <b>Facility</b> ”) availed by VH ML NQ Limited. |
| Whether encumbered share is 50% or more of promoter shareholding                  |                               | Yes  |
| Whether encumbered share is 20% or more of total share capital                    |                               | Yes  |

**Details of all the existing events/ agreements pertaining to encumbrance**

|  |  | <b>Encumbrance<br/>(Date of creation of encumbrance: 16 January 2026)</b>  |
|--|--|--|
| Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance) |  | Pledge.  |
| No. of shares encumbered   |  | 52,104,896   |
| % of shares encumbered   |  | 22.31%   |
| Specific details about the encumbrance   | Name of the entity in whose favour shares encumbered (X)   | Catalyst Trusteeship Limited, as the onshore security agent on behalf of the Lenders <sup>###</sup> .  |
|  | Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity. | No. Overseas bank and financial institution  |
|  | Names of all other entities in the agreement   | <p><b>Security Document</b></p> <p>Listed company and its group companies (if any) –</p> <p>The TC is not a party to the agreement.</p> <p>The following companies are party to the agreement:</p> <ol style="list-style-type: none"> <li>1. Promoter 1</li> <li>2. BREP Asia III India Holding Co VI Pte. Ltd. (“<b>Promoter 2</b>”)</li> <li>3. Catalyst Trusteeship Limited as the onshore security agent.</li> </ol> |

|                              |  | <b>Encumbrance</b><br><b>(Date of creation of encumbrance: 16 January 2026)</b>  |
|------------------------------|--|--|
|                              | Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating   | No   |
| Security Cover / Asset Cover | Value of shares on the date of event / agreement (A)   | <p>Promoter 1 has created a pledge over 100% of its shares in the TC. Similarly, Promoter 2 has also created a pledge over 100% of its shares in the TC to secure the Facility.</p> <p>The total value of encumbered shareholding of Promoter 1 (Rs. 39,685,694,038) and Promoter 2 (Rs. 17,872,231,498) in the TC as on the date of creation of encumbrance is Rs. 57,557,925,536^</p> <p><i>^The volume weighted average price as on 16<sup>th</sup> January 2026 (as available on <a href="http://www.nseindia.com">www.nseindia.com</a>) is Rs. 761.65 per equity share of the TC.</i></p> |
|                              | Amount involved (against which shares have been encumbered) (B)  | \$180,049,365  |
|                              | Ratio of A / B   | 3.53x  |
| End use of money             | <p>Borrowed amount to be utilized for what purpose</p> <p>(a) Personal use by promoters and PACs</p> <p>(b) For the benefit of listed company</p> <p>Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.</p> | <p>Distributions or shareholder / intercompany loans to BREP Asia SG T1 Holding (NQ) Pte. Ltd., and BREP VIII SBS ICC Holding (NQ) Encumbrance Ltd. (the parents of Promoter 1) and BREP Asia III India Holding Co IX Pte. Ltd. (the parent of Promoter 2), and payment of transaction costs.</p>  |

|  |                                       | <b>Encumbrance</b><br><b>(Date of creation of encumbrance: 16 January 2026)</b> |
|--|---------------------------------------|---|
|  | (c) Any other reason (please specify) |   |

*## 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

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Authorised Signatory  
Name: Keni L'Por  
Designation: Authorised Signatory / Director  
Date: 22 January 2026  
Place: Moka, Mauritius