



CONSENT LETTER FROM THE BANKERS TO THE COMPANY

To,

The Board of Directors

Ventive Hospitality Limited (formerly known as ICC Realty (India) Private Limited)
Tech Park One, Tower 'E'
Next to Don Bosco School
Off Airport Road, Yerwada
Pune – 411 006
Maharashtra, India

Kotak Mahindra Capital Company Limited

1st Floor, 27 BKC
Plot No. C-27, 'G' Block
Bandra Kurla Complex
Bandra (East), Mumbai – 400 051
Maharashtra, India

JM Financial Limited

7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai – 400 025
Maharashtra, India

(Kotak Mahindra Capital Company Limited, JM Financial Limited and any other book running lead managers which may be appointed in relation to the Issue are collectively referred to as the “**Book Running Lead Managers**” or the “**BRLMs**”)

Re: Proposed initial public offering of equity shares bearing face value ₹1 each (the “Equity Shares”, and such offering, the “Issue”) of Ventive Hospitality Limited (formerly known as ICC Realty (India) Private Limited) (the “Company”)

We, The Hongkong and Shanghai Banking Corporation Limited, consent to our name and the details mentioned herein being inserted as a ‘Banker to the Company’ in the draft red herring prospectus (“**DRHP**”), red herring prospectus (“**RHP**”) and the prospectus (“**Prospectus**”) (collectively, the “**Issue Documents**”) which are proposed to be filed, with the Securities and Exchange Board of India (“**SEBI**”), Registrar of Companies, Maharashtra at Pune (“**RoC**”) and the stock exchanges where the Equity Shares are proposed to be listed (“**Stock Exchanges**”) and any other documents in relation to the Issue.

We hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required. The following details with respect to us may be disclosed in the Issue Documents and any other documents in relation to the Issue

Name:	The Hongkong and Shanghai Banking Corporation Limited
Address:	52/60 MG Road, Fort, Mumbai - 400001
Telephone Number(s):	9820282223
Contact Person:	Manas Kesarwani
Website:	www.hsbc.co.in
Email:	manaskesarwani@hsbc.co.in
CIN:	F00947

The Hongkong and Shanghai Banking Corporation Limited

Plot no. D/2, Amar Avinash Corporate Plaza, 5th floor, Office no. 501-508,
Adjacent to The Central Park Hotel, Bund Garden Road, Pune - 411 001, India.
Phone: 020-66297827 | Fax: 91-22-49146237
Website : www.hsbc.co.in

We further confirm that the above information in relation to us is true, correct, adequate and not misleading in any material respect and without omission of any matter that is likely to mislead.,

We confirm that we will immediately communicate any changes in writing in the above information to the Company and the Book Running Lead Managers until the date on which the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the Company, Book Running Lead Managers, and the legal advisors, each to the Company and the Book Running Lead Managers, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Issue.

We agree to keep the information regarding the Issue strictly confidential.

This consent letter is for information and for inclusion (in part or full) in the Issue Documents or any other Issue related material, and may be relied upon by the Company, Book Running Lead Managers and the legal advisors appointed by the Company and the Book Running Lead Managers, in relation to the Issue.

We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the relevant stock exchanges, and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.


We also consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with the Issue, which will be available for public for inspection (including on the website of the Company) from date of the filing of the RHP until the Bid/ Issue Closing Date.

We hereby consent to this certificate being disclosed by the BRLMs as may be necessary(i) by reason of any law, regulation, or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defense in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

We agree to keep the information regarding the Issue strictly confidential.

Yours faithfully,

For and on behalf of **The Hongkong and Shanghai Banking Corporation Limited**


Authorized signatory

Name: *Onias Fernandes*

Date: 7th August 2024

Cc:

Domestic Legal Counsel to the Company

Cyril Amarchand Mangaldas
3rd floor, Prestige Falcon Towers
19, Brunton Road
Off M.G. Road
Bengaluru 560 025
Karnataka, India

Domestic Legal Counsel to the Book Running Lead Managers

Shardul Amarchand Mangaldas & Co.

24th Floor, Express Towers,
Nariman Point,
Mumbai 400 021
Maharashtra, India

International Legal Counsel to the Book Running Lead Managers

Latham & Watkins LLP

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#42-02 Republic Plaza
Singapore, 048619