

### ANNEXURE III

September 10, 2024

#### Securities and Exchange Board of India








Corporation Finance Department  
 Division of Issues and Listing  
 SEBI Bhavan, Plot No. C4 A, G Block  
 Bandra Kurla Complex, Bandra (East)  
 Mumbai 400 051, Maharashtra, India

Dear Sir/ Madam,

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

We, JM Financial Limited, Axis Capital Limited, HSBC Securities and Capital Markets (India) Private Limited, ICICI Securities Limited, IIFL Securities Limited, Kotak Mahindra Capital Company Limited and SBI Capital Markets Limited as the book running lead managers (collectively, the “BRLMs”) who have been appointed by the Company to manage the Issue, state and confirm as follows:

1. We have examined various documents including those relating to litigation, including commercial disputes, intellectual property disputes, disputes with collaborators, etc. and other material litigation while finalizing the draft red herring prospectus dated September 10, 2024 (“DRHP”) pertaining to the Issue. **Complied with to the extent applicable**
2. On the basis of such examination and discussions with the Company, its Directors and other officers, other agencies, and independent verification of the statements concerning the objects of the Issue, price justification, contents of the documents and other papers furnished by the Company, we confirm that:
  - (A) the DRHP filed with the Securities and Exchange Board of India (“SEBI”) is in conformity with the documents, materials and papers which are material to the Issue;
  - (B) all material legal requirements relating to the Issue as specified by SEBI, the Central Government and any other competent authority in this behalf have been duly complied with; and
  - (C) the material disclosures made in the DRHP are true and adequate to enable the investors to make a well informed decision as to the investment in the proposed Issue, and such disclosures are in accordance with the requirements of the Companies Act, 2013, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and other applicable legal requirements.
3. Besides ourselves, all the intermediaries named in the DRHP are registered with SEBI and that till date such registration is valid. **Complied with to the extent applicable and noted for compliance**

4. We have satisfied ourselves about the capability of the underwriters to fulfil their underwriting commitments. **Noted for compliance**
5. Written consents from the Promoters have been obtained for inclusion of their respective portion of Equity Shares as part of the promoters' contribution subject to lock-in and the Equity Shares proposed to form part of the promoters' contribution subject to lock-in shall not be disposed or sold or transferred by the Promoters during the period starting from the date of filing of the DRHP with the SEBI till the date of commencement of lock-in period as stated in the DRHP. **Complied with and noted for compliance**
6. All applicable provisions of the SEBI ICDR Regulations, which relate to Equity Shares ineligible for computation of promoters' contribution, have been and shall be duly complied with and appropriate disclosures as to compliance with the said regulation(s) have been made in the DRHP. **Complied with and noted for compliance**
7. All applicable provisions of the SEBI ICDR Regulations which relate to receipt of promoters' contribution prior to opening of the Issue, shall be complied with. We confirm that the arrangements have been made to ensure that promoters' contribution shall be received at least one day before the opening of the Issue and that the auditors' certificate to this effect shall be duly submitted to SEBI. We further confirm that arrangements have been made to ensure that promoters' contribution shall be kept in an escrow account with a scheduled commercial bank and shall be released to the Company along with the proceeds of the Issue. – **Not applicable**
8. Necessary arrangements shall be made to ensure that the monies received pursuant to the Issue are credited or transferred to in a separate bank account as per the provisions of sub-section (3) of section 40 of the Companies Act, 2013 and that such monies shall be released by the said bank only after permission is obtained from the Stock Exchanges, and that the agreement entered into between the Bankers to the Issue, and the Company specifically contains this condition. **Noted for compliance**
9. The existing business as well as any new business of the Company for which the funds are being raised fall within the 'main objects' in the object clause of the Memorandum of Association or other charter of the Company and that the activities which have been carried in the last ten years are valid in terms of the object clause of the Memorandum of Association. **Complied with, to the extent applicable**
10. Following disclosures have been made in the DRHP:
  - (a) An undertaking from the Company that at any given time, there shall be only one denomination for the Equity Shares of the Company, excluding SR equity shares, where the Company has outstanding SR equity shares; **Complied with to the extent applicable and noted for compliance. The Company has not issued any SR equity shares;** and
  - (b) An undertaking from the Company that it shall comply with all disclosure and accounting norms specified by the SEBI. **Complied with and noted for compliance**

11. We shall comply with the regulations pertaining to advertisements in terms of the SEBI ICDR Regulations. **Noted for compliance**
12. If applicable, the entity is eligible to list on the innovators growth platform in terms of the provisions of Chapter X of the SEBI ICDR Regulations. **Not Applicable**

We enclose a note explaining the process of due diligence that has been exercised by us including in relation to the business of the Company and the risks in relation to the business, experience of its Promoters and that the related party transactions entered into for the period disclosed in the DRHP have been entered into by the Company in accordance with applicable laws. **Complied with to the extent applicable. Please refer to the due diligence process note enclosed as Annexure III A to this certificate.**

We enclose a checklist confirming regulation-wise compliance with the applicable provisions of the SEBI ICDR Regulations, containing details such as the regulation number, its text, the status of compliance, page number of the DRHP where the regulation has been complied with and our comments, if any. **Complied with. Please refer to Annexure III B to this certificate.**

All capitalised terms used herein and not specifically defined shall have the same meanings ascribed to such terms in the DRHP.

Thanking you,

Sincerely,

**Enclosed:** As above.

*This signature page forms an integral part of the letter submitted to the Securities and Exchange Board of India, in relation to the initial public offering of Vention Hospitality Limited (formerly known as ICC Realty (India) Private Limited)*

**For JM Financial Limited**



**Authorised Signatory**

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**For Axis Capital Limited**


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**For HSBC Securities and Capital Markets (India) Private Limited**





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**For ICICI Securities Limited**


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**For IIFL Securities Limited**

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**For Kotak Mahindra Capital Company Limited**

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**For SBI Capital Markets Limited**




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