



To,

**The Board of Directors**  
**Ventive Hospitality Limited**  
2nd Floor, Tower D, Tech Park  
One, Yerwada, Pune,  
Maharashtra, 411 006, India

**Sub: Proposed initial public offering of equity shares bearing face value ₹ 1 (the “Equity Shares”) of Ventive Hospitality Limited (the “Company” and such offer, the “Offer”)**

Dear Madam(s) and Sir(s),

We, IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*), do hereby consent to act as book running lead manager to the Offer and to our name and the details mentioned herein, being inserted as a book running lead manager to the Offer, and to the inclusion of the information contained in this certificate (in part or full), in the red herring prospectus (“RHP”) and prospectus (“Prospectus”) (collectively, the “Offer Documents”) intended to be filed by the Company 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”), as applicable and any other Offer related material.

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 Offer Documents and any other documents in relation to the Offer:

 **IIFL CAPITAL**

Logo:

**Name:** IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*)

**Address:** 24<sup>th</sup> Floor, One Lodha Place, Senapati Bapat Marg,  
Lower Parel (West), Mumbai 400 013, Maharashtra, India

**Tel:** +91 22 4646 4728

**E-mail:** [ventive.ipo@iiflcap.com](mailto:ventive.ipo@iiflcap.com)

**Website:** [www.iiflcap.com](http://www.iiflcap.com)

**Investor Grievance E-mail:** [ig.ib@iiflcap.com](mailto:ig.ib@iiflcap.com)

**Contact Person:** Yogesh Malpani / Pawan Kumar Jain

**SEBI Registration No.:** INM000010940

**CIN:** L99999MH1996PLC132983

We further confirm that the above information in relation to us is true, correct, accurate, and not misleading in any respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision as to the investment in the proposed Offer.

Further, except as disclosed below, we confirm that neither we nor our associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended) hold any Equity Shares of the Company:

S. No.	Name of the entity	Number of Equity Shares	Percentage of Equity Shares
Nil			

**IIFL Capital Services Limited (formerly known IIFL Securities Limited)**

Corporate Identity Number: L99999MH1996PLC132983 | SEBI Merchant Banking Registration Number: INM000010940

24<sup>th</sup> Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel, Mumbai – 400013. Tel: +91 22 4646 4600 Fax: +91 22 2493 1073

**Regd. Office:** IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane - 400 604

Tel: (91-22) 3929 4000/ 4103 5000 • Fax: (91-22) 2580 6654 • E-mail: [info.ib@iiflcap.com](mailto:info.ib@iiflcap.com); [secretarial@iifl.com](mailto:secretarial@iifl.com)

• Website: [www.iiflcap.com](http://www.iiflcap.com); [www.indiaonline.com](http://www.indiaonline.com)



We enclose a copy of our registration certificate regarding our registration with SEBI (Annexure A). We also certify that our registration is valid as on date and that we have not been prohibited by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues.

We confirm that the information in this certificate is true, correct, accurate, and not misleading in any material respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision as to the investment in the proposed Offer.

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

We confirm that we will immediately and without any undue delay communicate any changes to the above information in writing to the Company and the book running lead managers to the Offer (“**Book Running Lead Managers**”) until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter may be relied upon by the Company, the Book Running Lead Managers and the legal advisors to each of the Company and the Book Running Lead Managers. We hereby consent to the submission and disclosure of this consent letter as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the Company and/or 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 this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

This consent will remain valid unless withdrawn in writing by us.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents, as the case may be.

Yours faithfully,

For and on behalf of **IIFL Capital Services Limited** (*formerly known as IIFL Securities Limited*)

A handwritten signature in blue ink, appearing to read "Yogesh Malpani".



**Authorized signatory**

**Name:** Yogesh Malpani

**Designation:** Assistant Vice President

**Date:** December 13, 2024

**Encl.:** As above

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• Website: [www.iiflcap.com](http://www.iiflcap.com); [www.indiaonline.com](http://www.indiaonline.com)



## Annexure A

मर्चेन्ट बैंककार

फ़ॉर्म B  
FORM B

MERCHANT BANKER

### भारतीय प्रतिभूति और विनियम बोर्ड SECURITIES AND EXCHANGE BOARD OF INDIA

00 28 9 3

(मर्चेन्ट बैंककार) विनियम, 1992  
(MERCHANT BANKERS) REGULATIONS, 1992

(विनियम 8)  
(regulation 8)

रजिस्ट्रीकरण प्रमाणपत्र

CERTIFICATE OF REGISTRATION

- I. बोर्ड, उसके द्वारा बनाए गए नियमों और विनियमों के साथ पठित भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 की धारा 12 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए इसके द्वारा पर्वर्ग I/ ~~II/ III/ IV~~ में मर्चेन्ट बैंककार के रूप में
1. In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder the Board hereby grants a certificate of registration to

IIFL SECURITIES LIMITED  
IIFL HOUSE SUN INFOTECH PARK  
ROAD NO 16 V PLOT NO B23  
MAHARASHTRA  
THANE-400604

को नियमों में शर्तों के अधीन रहते हुए और विनियमों के अनुसार निम्नलिखित क्रियाकलाप करने का रजिस्ट्रीकरण प्रमाणपत्र देता है :- as a merchant banker in Category I/ ~~II/ III/ IV~~ subject to conditions in the rules and in accordance with the regulations to carry out following activities :-

- \*1. किसी निर्माण का प्रबंध जिनके अन्तर्गत प्रॉस्पेक्टस तैयार करना, निर्माण से संबंधित जानकारी एकत्र करना, वित्तपोषण मंजूना अवधारित करना, वित्तदाताओं से संबंध बनाना, अंतिम आवंटन और अधिक आवेदन धनराशि का प्रतिदाय है। Management of any issue, including preparation of prospectus, gathering information relating to the issue, determining financing structure, tie up of financiers, final allotment and refund of excess application money.
  - \*2. विनिधान सलाहकार। Investment Adviser
  - \*3. निर्माणों का निम्नोक्तन। Underwriting of Issues.
  - \*4. निवेश प्रबंध सेवाएं। Portfolio Management Services.
  - \*5. किसी निर्माण के प्रबंधक, परामर्शी या सलाहकार जिनके अन्तर्गत निगमित सलाहकार सेवाएं हैं। Manager, Consultant or Adviser to any issue including corporate advisory services.
  - \*6. परामर्शी या सलाहकार। Consultant or Adviser.
- (\*जो लागू न हो उसे काट दें) (\*Delete whichever are not applicable)

II. मर्चेन्ट बैंककार के लिए रजिस्ट्रीकरण कोड

II. Registration Code for the merchant banker is MB /

INM000010940

III. यह प्रमाणपत्र

This Certificate of registration shall be valid for permanent, unless

III. This Certificate shall be valid from suspended or cancelled by the Board

तक विधिमन्य होगा और जैसे भारतीय प्रतिभूति और विनियम बोर्ड (मर्चेन्ट बैंककार) विनियम, 1992 में विनिर्दिष्ट है नवीकृत किया जा सकेगा।

and may be renewed as specified in regulation 9 of the Securities and Exchange Board of India (Merchant Banker(s) Regulations, 1992.

आदेश द्वारा  
By order



*Anupma Chadha*

ANUPMA CHADHA  
भारतीय प्रतिभूति और विनियम बोर्ड  
के लिए और उसका ओर से

For and on behalf of  
Securities and Exchange Board of India

स्थान Place Mumbai  
तारीख Date July 12, 2019

IIFL Capital Services Limited (formerly known IIFL Securities Limited)

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