WHERE YOU WANT TO BE



May 30, 2024

To

The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

The NSE Limited, BKC, Bandra (E) Mumbai-400051

Scrip Code - 517556

Symbol: PVP

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for Financial Year 2023-24

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with relevant SEBI circulars issued from time to time, please find enclosed herewith Annual Secretarial Compliance Report for the financial year 2023-24.

The above document is available on the Company's website www.pvpglobal.com

This is for your information and records.

Thanking You

For PVP Ventures Limited

Prasad V. Potluri Chairman & Managing Director



PVP Ventures Ltd.

Corp. Office: Plot No. 83 & 84 4th Floor Punnaiah Plaza Road No. 2 Banjara Hills Hyderabad - 500 034 T: +91 40 6730 9999 F: +91 40 6730 9988

Regd. Office: KRM Centre 9th Floor No. 2 Harrington Road Chetpet Chennai - 600 031 T: +91 44 3028 5570 F: +91 44 3028 5571

info@pvpglobal.com | pvpglobal.com

PVP VENTURES LIMITED
CIN: L72300TN1991PLC020122



M DAMODARAN & ASSOCIATES LLP

www.mdassociates.co.in

SECRETARIAL COMPLIANCE REPORT OF PVP VENTURES LIMITED FOR THE FINANCIAL YEAR ENDED 31.03.2024

(Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023)

I Kalaiyarasi Janakiraman, Partner of M/s. M Damodaran & Associates LLP, Practicing Company Secretaries, Chennai have examined:

- a) all the documents and records made available to me and explanation provided by PVP VENTURES LIMITED ("the Company"),
- b) the filings/ submissions made by the Company to the stock exchanges,
- c) website of the Company,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the Financial Year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of:
 - The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued there under; and
 - ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");









The specific regulations prescribed under the SEBI Act whose provisions and the circulars/guidelines issued thereunder, (wherever applicable), have been examined, include:-

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR');
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- e) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and based on the above examination, I hereby report that, during the review period:

- a. The Company has complied with the provisions of the above regulations and circulars/ guidelines issued thereunder, except in respect of matter specified in **Annexure - A**;
- b. The action taken by the Company to comply with the observations
 made in the previous reports are specified in **Annexure B**:



c. The Company has suitably included the conditions as mentioned in paragraph 6.1 and 6.2 of Section V-D of Chapter V of SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 in terms of appointment of Statutory Auditor of the Company.

I hereby further report that, during the review period the compliance status of the Company with the following requirements:

Sr.	Particulars	Compliance	Observations/Rema
No.		Status	rks by PCS
		(Yes/No/	
		NA)	ø
1.	Secretarial Standards:	Yes	Nil .
	The compliances of the Company are in		
	accordance with the applicable Secretarial		
	Standards (SS) issued by the Institute of		
	Company Secretaries India (ICSI).		
2.	Adoption and timely updation of the	Yes	Nil
	Policies:		
	All applicable policies under SEBI	85	
	Regulations are adopted with the approval		
	of board of directors of the Company		
	All the policies are in conformity with		
	SEBI Regulations and has been reviewed		
	& timely updated, as per the regulations/		
	circulars/ guidelines issued by SEBI.	,.	





3.	Maintenance and disclosures on Website:	Yes	Nil
	The Company is maintaining a functional		
	website.		
	Timely dissemination of the documents/		
	information under are made under a		
	separate section on the website.	-	
	Web-links provided in annual corporate		
	governance reports under Regulation		
	27(2) are accurate and specific which re-	.2	
	directs to the relevant document(s)/		
	section of the website.		
4.	Disqualification of Director:	Yes	Nil
	None of the Director(s) of the Company		
	are disqualified under Section 164 of		
	Companies Act, 2013.		~
5.	Details related to Subsidiaries of the	Yes	Nil
	Company have been examined w.r.t.:		
	(a) Identification of material		
	subsidiary companies.		
	(b) Disclosure requirement of		
	material as well as other		
	subsidiaries.		
6.	Preservation of Documents:	Yes	Nil
	The Company is preserving and		
	maintaining records as prescribed under	<i>5</i>	
	SEBI Regulations and disposal of records		
	as per Policy of Preservation of		
	Documents and Archival policy prescribed		
	under SEBI LODR Regulations, 2015.		



7.	Performance Evaluation: The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	Related Party Transactions: (a) The Company has obtained prior approval of Audit Committee for all related party transactions;	Yes	Nil
	(b) In case no prior approval has been obtained, the Company has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	NA	Nil
9.	Disclosure of events or information: The Company has provided all the required disclosure(s) under the Regulation 30 along with Schedule III of the SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	Prohibition of Insider Trading: The Company is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil



11.	Actions taken by SEBI or Stock	No	Action(s) taken against
	Exchange(s), if any:		the Company as
	No action(s) has been taken against the		specified in Annexure -
	Company / its promoters/ directors/		A
	subsidiaries either by SEBI or by Stock		
	Exchanges (including under the Standard		
	Operating Procedures issued by the SEBI		
	through various circulars) under the SEBI		
	Regulations and circulars/ guidelines		
	issued thereunder.		
12.	No additional non-compliances observed:	Yes	Nil
	No additional non-compliance observed		
	under any of the SEBI	2 E	F
8	regulations/circulars/guidance notes etc.		

Assumptions & Limitation of scope and Review:

- Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
- 2. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- 3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the Company.





4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Chennai

Date: May 30, 2024

For M DAMODARAN & ASSOCIATES LLP

Kalaiyarasi Janakirama

Partner

Membership No.: 29861

COP. No.: 19385

FRN: L2019TN006000

PR 3847/2023

ICSI UDIN: A029861F000503741

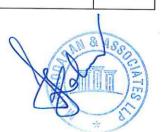
Annexure - A

The Company has complied with the provisions of the above regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below;

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulatio n/Circula r No.	Deviations	Action Taken by	Type of Action (Advisory /Clarificat ion/Fine/ Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/Re marks of the Practicing Company Secretary	Management Response	Remar ks
1	The composition of board of directors of the listed entity Regulation 17(1)(b) of SEBI LODR, where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors.	Regulation 17(1)(b)	During the period from 25.11.2023 to 28.02.2024, the board of directors of the Company comprised only with 3 Non Independent Directors and 2 Independent Directors. Hence, half of Board of Directors of the Company does not comprise independent directors as required under regulation 17(1)(b) of SEBI LODR.	BSE Limited (BSE) & National Stock Exchange of India Limited (NSE)	Fine	During the period from 25.11.2023 to 28.02.2024, the board of directors of the Company comprised only with 3 Non Independent Directors and 2 Independent Directors. Hence, half of Board of Directors of the Company does not comprise independent directors as required under regulation 17(1)(b) of SEBI LODR.	NSE had levied fine amount of Rs. 4,80,000/-on 22.05.2024 and BSE had levied fine of Rs.4,85,000/-on 22.05.2024 with respect to noncompliance of regulation 17 (1) (b) of SEBI LODR, for the period from 25.11.2023 to 28.02.2024.	During the period from 25.11.2023 to 28.02.2024, the board of directors of the Company comprised only with 3 Non Independent Directors and 2 Independent Directors. Hence, half of Board of Directors of the Company does not comprise independent directors as required under regulation 17(1)(b) of SEBI LODR.	Subsequently the Company had appointed one Independent Director on 29.02.2024 to comply with the regulation 17(1)(b) of SEBI LODR. The Company had requested BSE & NSE, for waiver of the penalty imposed by them on March 08, 2024, Respectively. However, NSE rejected the application on May 22, 2024.	ADVISORY - COMPLIANCE - SECRETARIAL

ADVOSORY - COMPLIANCE - SECRETARIAL

2 Regulation 17(1)(c)	Regulation	During the period	BSE &	Fine	During the	NSE had	During the period	The BSE response is awaited. The Company will pay the fine amount. Subsequently	Nil	
of SEBI LODR, the board of directors of the top 2000 listed entities shall comprise of not less than six directors.	17(1)(c)	from 25.11.2023 to 28.02.2024, the board of directors of the Company comprised only with Five Directors. Hence, the Company has not comply the requirement of the provisions of regulation 17(1)(c) of SEBI LODR during the above said period.	NSE		period from 25.11.2023 to 28.02.2024, the board of directors of the Company comprised only with Five Directors. Hence, the Company has not comply the requirement of the provisions of regulation 17(1)(c) of SEBI LODR during the above said period.	levied fine amount of Rs. 4,80,000/- on 22.05.2024 and BSE had levied fine of Rs.4,85,000/- on 22.05.2024 with respect to noncompliance of regulation 17 (1) (c) of	from 25.11.2023 to 28.02.2024, the board of directors of the Company comprised only with Five Directors. Hence, the Company has not comply the requirement of the provisions of regulation 17(1)(c) of SEBI LODR during the above said period.	the Company has appointed one Director on 29.02.2024 to comply with the regulation 17(1)(c) of SEBI LODR. The Company had requested BSE & NSE, for waiver of the penalty imposed by them on March 08, 2024, Respectively. However, NSE rejected the application on May 22, 2024. The BSE response is awaited. The Company will pay the fine amount.	ADVISORY - COMPLIANCE - SECRETARIAL	



Annexure - B

The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2023	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.		The company has delayed by 2 days in intimating the Stock Exchanges about the MOU with Casagranda Builders to develop residential community on portion of Company land at Perambur.	As per regulation 30 read with Part A of Schedule III of SEBI LODR, intimation of material events/information shall be disclosed within 24 hours from its occurrence to the stock exchanges.	The company has entered into MOU on 27.06.2022 with Casagranda Builders to develop residential community on portion of Company land at Perambur. However the same was intimated to the Stock Exchanges on 30.06.2022.	The Company has taken steps for timely compliance on information dissemination	The Company has taken steps for timely compliance on information dissemination
2.	ì	The company has delayed by one day in intimating to the Stock Exchanges about resignation of statutory auditors of the Company.	As per regulation 30 read with Part A of Schedule III of SEBI LODR, intimation of material events/information shall be disclosed within 24 hours from its occurrence to the Stock Exchanges.	The intimation was not made within 24 hours to the Stock Exchanges.	The Company has taken steps for timely compliance on information dissemination	The Company has taken steps for timely compliance on information dissemination
3.	-	The company has approved transfer of 5000 Fully Convertible Debentures (FCD) of face value of Rs. 1,00,000 each in physical form.	As per regulation 40(1) of SEBI LODR, transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository.	The company has approved transfer of 5000 FCDs of face value of Rs. 1,00,000 each in physical form.	The Company has converted the FCDs into Equity shares.	The Company has assured us of compliance of the same in case of similar event in future.
4.	-	The company has not complied with quorum requirements for Audit Committee Meeting held on 06.09.2022.	As per regulation 18(2)(b) of SEBI LODR, the quorum for audit committee meeting shall either be two members or one third of the members of the audit committee, whichever is greater, with at least	Requisite quorum was not present in the Audit Committee Meeting dated 06.09.2022.	The Company has taken necessary steps to ensure the presence of the quorum all its meeting held in financial year 2023-2024.	The Company has assured us of compliance of the same in future.





			PROFESSOR STATE OF THE PROPERTY OF THE PROPERT			
			two independent directors.			
5.	- The state of the	The company was required to give intimation to the Stock Exchanges about the record date fixed for making payment of interest/redemption amount of its NCDs at least 7 working days in advance (excluding the date of intimation and the record date). However, the same was not intimated to the Stock Exchanges during the review period except for the intimation dated 07.05.2022 which was given for less than 7 working days.	As per regulation 60(2) of SEBI LODR, the listed entity shall give notice in advance of atleast seven working days (excluding the date of intimation and the record date) to the recognized Stock Exchange(s) of the record date.	The company was required to give intimation to the Stock Exchanges about the record date fixed for making payment of interest/ redemption amount of its NCDs at least 7 working days in advance (excluding the date of intimation and the record date). However, the same was not intimated to the Stock Exchanges during the review period except for the intimation dated 07.05.2022 which was given for less than 7 working days.	The Company has taken steps for timely compliance on information dissemination	This regulation was not applicable during the review period.
6.	-	The company was required to review the credit rating obtained, at least once a year with respect to its NCDs. However, the same was not reviewed during the review period.	As per regulation 55 of SEBI LODR, each rating obtained by the listed entity with respect to non-convertible securities shall be reviewed at least once a year by a credit rating agency registered by the Board.	The company was required to review the credit rating obtained, at least once a year with respect to its NCDs. However, the same was not reviewed during the review period.	The Company has redeemed listed NCDs.	This regulation was not applicable during the review period.
7.	-	The company was required to give prior intimation to the Stock Exchanges at least two working days in advance, excluding the date of the intimation and	As per regulation 50(1) of SEBI LODR, the listed entity shall give prior intimation to the stock exchange of at least two working days in advance, excluding the date of the intimation	The company was required to give prior intimation to the Stock Exchanges at least two working days in advance, excluding the date of the intimation and the date of the meeting of	The Company has taken steps for timely compliance on information dissemination	This regulation was not applicable during the review period.



		the date of the meeting of the Board of Directors, about the Board meeting in which the proposal is considered to make an alteration in the date of interest/redemption payment of NCDs. However, the same was not intimated to the Stock Exchanges.	and the date of the meeting of the board of directors for alteration in the date of the interest/dividend/redemption payment of nonconvertible securities.	the Board of Directors, about the Board meeting in which the proposal is considered to make an alteration in the date of interest/ redemption payment of NCDs. However, the same was not intimated to the Stock Exchanges.		
8.	=	The company has not filed the requisite certificate from Statutory auditors during the review period.	As per Regulation 56(1) (d) of SEBI LODR, the Company shall submit a half-yearly certificate regarding maintenance of hundred percent security cover or higher security cover as per the terms of offer document/ Information Memorandum and/or Debenture Trust Deed, including compliance with all the covenants, in respect of listed non-convertible debt securities, by the statutory auditor, along with the financial results.	The company has not filed the requisite certificate from statutory auditors during the review period.	The Company has taken steps for timely compliance on information dissemination	This regulation was not applicable during the review period.
9.	-	The company was required to submit a certificate to the Stock Exchanges within one working day of payment of interest/principal of the NCDs becoming due regarding status of payment. However, the same was not submitted to the Stock Exchanges w.r.t.	As per Regulation 57(1) of SEBI LODR, the listed entity shall submit a certificate to the stock exchange within one working day of the interest or dividend or principal becoming due regarding status of payment in case of non –convertible securities	The company was required to submit a certificate to the Stock Exchanges within one working day of payment of interest/principal of the NCDs becoming due regarding status of payment. However, the same was not submitted to the Stock Exchanges w.r.t	The Company has taken steps for timely compliance on information dissemination	This regulation was not applicable during the review period.



		payment for the Tranche A (386) debentures due on 31.03.2022. payment for the Tranche B (829) debentures due on 30.04.2022 and 31.07.2022	*	Tranche A (386) debentures due on 31.03.2022. payment for the Tranche B (829) debentures due on 30.04.2022 and 31.07.2022		
10.	-	The company was required to submit a certificate confirming the payment of interest/principal amount which were due in that quarter; and the details of unpaid interest/principal amount with respect to NCDs within seven working days from the end of the quarter. However, the same was not submitted to the Stock Exchanges for the quarter ended 30.06.2022 and 30.09.2022.	As per regulation 57(5) of SEBI LODR, the listed entity shall within seven working days from the end of the quarter provide a certificate confirming the payment of interest/dividend/ principal obligations for non-convertible securities which were due in that quarter; and the details of all unpaid interest/dividend/ principal obligations in relation to non-convertible securities at the end of the quarter.	The company was required to submit a certificate confirming the payment of interest/ principal amount which were due in that quarter; and the details of unpaid interest/ principal amount with respect to non-convertible debentures within seven working days from the end of the quarter. However, the same was not submitted to the Stock Exchanges for the quarter ended 30.06.2022 and 30.09.2022.	The Company has taken steps for timely compliance on information dissemination	This regulation was not applicable during the review period.
11	-	The Company has not intimated the Stock Exchanges about the expected default in timely payment of interests or redemption or repayment amount or both in respect of the NCDs during review period.	read with Schedule III Part B Para A Clause 1 and 11 of SEBI LODR, the listed entity shall promptly inform about expected default in the timely payment of	The company has not intimated the Stock Exchanges about the expected default in timely payment of interests or redemption or repayment amount or both in respect of the NCDs during review period.	The Company has taken steps for timely compliance on information dissemination	This regulation was not applicable during the review period.

securities.



12.		Non-submission of certificate confirming the payment of interest/dividend/ principal obligations for the quarter ended September, 2022 and December, 2022 with respect to redemption of Tranche-A (386) and Tranche-B (829) NCDs on 30.06.2022 and 18.08.2022 respectively.	As per regulation 57(5) of SEBI LODR, the listed entity shall within seven working days from the end of the quarter provide a certificate confirming the payment of interest/dividend/princip al obligations for nonconvertible securities which were due in that quarter; and the details of all unpaid interest/dividend/princip al obligations in relation to nonconvertible securities at the end of the quarter.	Non-submission of certificate confirming the payment of interest/dividend/ principal obligations for the quarter ended September, 2022 and December, 2022 with respect to redemption of Tranche-A (386) and Tranche-B (829) NCDs on 30.06.2022 and 18.08.2022 respectively. As per the SOP notice, BSE Limited (BSE), has imposed the fine amount of Rs. 1,180/- for each quarter.	The Company was paid fine amount for September 2022 on November 25,2022, for the quarter ended December 2022 on March 03, 2023 for quarter	This regulation was not applicable during the review period.
13.	-	Non-submission of details of interest/dividend/principal obligations payable during the review period with respect to redemption of Tranche-A (386) and Tranche-B (829) NCDs on 30.06.2022 and 18.08.2022 Respectively.	As per regulation 57(4) of SEBI LODR, the listed entity shall within five working days prior to the beginning of the quarter provide details for all the nonconvertible securities for which interest/dividend/princip al obligations shall be payable during the quarter.	Non-submission of details of interest/dividend/ principal obligations payable during the review period with respect to redemption of Tranche-A (386) and Tranche-B (829) NCDs on 30.06.2022 and 18.08.2022 respectively. As per the SOP notice, BSE has imposed the fine amount of Rs. 1,180/- for each quarter.	The Company paid the fine amount on March 30, 2023.	This regulation was not applicable during the review period.
14.	-	Non- submission of information related to payment obligation with respect to redemption of Tranche-A (386) and Tranche-B (829) NCDs on 30.06.2022 and 18.08.2022 respectively.	As per regulation 57(1) of SEBI LODR, the listed entity shall submit a certificate to the Stock Exchange within one working day of the interest or dividend or principal becoming due regarding status of payment in case of non- convertible securities	of Tranche-A (386) and	The Company has sought waiver of the fine and is awaiting reply from BSE.	The Company has sought waiver of the fine and is awaiting reply from BSE.



15.	Non - disclosure of extent and nature of security created and maintained with respect to secured listed NCDs in the financial statements for the quarter ended 30.09.2022.	As per regulation 54(2) of SEBI LODR, the listed entity shall disclose to the stock exchange in quarterly, half-yearly, year-to-date and annual financial statements, as applicable, the extent and nature of security created and maintained with respect to its secured listed nonconvertible debt securities.	Non - disclosure of extent and nature of security created and maintained with respect to secured listed NCDs in the financial statements for the quarter ended 30.09.2022. As per the SOP notice, BSE has imposed the fine amount of Rs.54,280/	The Company has paid the said fine amount on March 30, 2023	This regulation was not applicable during the review period.
16.	Non-submission of information related to payment obligation for the month ended 31.01.2023.	As per regulation 57(1) of SEBI LODR, the listed entity shall submit a certificate to the stock exchange within one working day of the interest or dividend or principal becoming due regarding status of payment in case of nonconvertible securities.	As per the SOP notice, BSE has imposed the fine amount of Rs.1,36,880/	The Company yet to make the payment to BSE.	The Company yet to make the payment to BSE.

y No.

