WHERE YOU WANT TO BE®

pvp

September 03, 2019

To

The BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 051

The National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Fort, Mumbai – 400 001

Dear Sir/Madam,

Sub: Notice of 28th Annual General Meeting (AGM) along with Annual report 2018-19.
Ref: Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Scrip Code: BSE – 517556, NSE- PVP

With reference to the subject cited and pursuant to the provisions of Regulation 34 (1) of SEBI (Listing Obligations & Disclosure Requirements), 2015, please find enclosed Notice convening 28th Annual General Meeting and Annual Report for the financial year 2018-19.

The above documents are also available on the website of the Company i.e. www.pvpglobal.com

Kindly take the above information on records.

Thanking You.
Yours faithfully,
For PVP Ventures Limited

PVP VENTURES LIMITED

D. Krishnamoorthy
CFO & Company Secretary

Enclosed: a/a

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

PVP Ventures Limited

ANNUAL REPORT 2018-19

Contents

CHAIRMAN'S

Message

Dear Shareholders,

The year 2018-19 was a consolidation year for the new GST and RERA statutes during which the real estate sector was getting acclimated to these newly ushered changes by the Government. The sector also is living through challenging times owing to the NBFC crisis of ILFS. Having said that, the demand is decent in the South Indian marketplace including Chennai, Hyderabad and Bangalore.

Your company with its major asset in Chennai is steadfastly working towards the development plan of the company's property which is being developed as "North Town". The current financial year will be a reasonably better one as your company will be embarking on the monetization of 20 Acre Land parcel in Chennai through plotting which will give a steady cash flow. During the 3rd quarter of financial year ending March 2021, the company will be in the process of developing the 16.15 Acre land parcel at Chennai. Your company is already in the process of identifying a credible and a national developer to undertake the potential development of around 3 Million sq. ft. of saleable area.

As you are aware, with the introduction of new Ind As-115 the recognition of revenue was only for registered dwelling units or 100% payments from customers. These corrections were incorporated in the books of accounts during this year. Below is our company's portfolio description in brief.

REAL ESTATE:

During the financial year under review, the Company registered a revenue of Rs. 3,045.29 Lakhs on Standalone basis as compared to the previous year's total revenue of Rs. 2,875.57 lakhs. Further, total revenue on consolidated basis is Rs. 3,681.41 Lakhs as compared to the previous year's total revenue of Rs. 5,894.71 lakhs. The standalone profit after tax stood at Rs. 153.38 lakhs as against a loss Rs. 39.53 lakhs in the year 2017-18 and the consolidated loss after Tax stood at Rs. 11,631.76 lakhs as against Loss of Rs. 6,206.49 lakhs in the previous year.

ENTERTAINMENT:

We are approaching this Industry cautiously and considering to extend financial support on a project to project basis.

OUR FUTURE:

The company is taking all necessary steps to address the existing liabilities comprehensively and working towards being a debt free enterprise over the next twelve months.

Sincerely yours,

Prasad V. Potluri
Chairman and Managing Director

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Prasad V. Potluri – Chairman & Managing Director
Mr. N. S. Kumar – Independent Director
Mr. R. Nagarajan – Independent Director (Upto 31.03.2019)
Mr. Sohrab Chinoy – Independent Director (w.e.f 22.03.2019)
Mrs. P J Bhavani – Woman Non-Executive Director (w.e.f 05.12.2018 - upto 14.08.2019)
Mrs. Sai Padma Potluri – Woman Executive Director (w.e.f 14.08.2019)

BOARD COMMITTEES

Audit Committee
Mr. N. S. Kumar – Chairman
Mr. Sohrab Chinoy
Mr. Prasad V. Potluri

Stakeholders Relationship Committee
Mr. N. S. Kumar – Chairman
Mr. Sohrab Chinoy
Mr. Prasad V. Potluri

Nomination and Remuneration Committee
Mr. N. S. Kumar – Chairman
Mr. Sohrab Chinoy
Mrs. Sai Padma Potluri

CSR Committee
Mr. N. S. Kumar – Chairman
Mr. Sohrab Chinoy
Mr. Prasad V. Potluri

KEY MANAGERIAL PERSONNEL

Mr. Prasad V. Potluri – Chairman & Managing Director
Mr. D. Krishnamoorthy – Chief Financial Officer & Company Secretary

STATUTORY AUDITORS

M/s Brahmayya & Co.
Chartered Accountants
No: 48, Masilamani Road, Balaji Nagar, Royapettah, Chennai - 600014.

BANKERS

Kotak Mahindra Bank Limited
HDFC Bank

REGISTERED OFFICE

KRM Centre, 9th Floor, Door No. 2
Harrington Road, Chetpet, Chennai - 600 031
T +91 44 3028 5570 F +91 44 3028 5571
E investorrealtions@pvpglobal.com

CORPORATE OFFICE

4th Floor, Punnaiah Plaza, Plot No. 83 and 84,
Road No. 02, Banjara Hills, Hyderabad - 500 034
T +91 40 6730 9999 F +91 40 6730 9988

STOCK EXCHANGES WHERE COMPANY'S SECURITIES ARE LISTED

The BSE Limited
The National Stock Exchange of India Ltd.

REGISTRAR AND SHARE TRANSFER AGENTS

Karvy Fintech Private Ltd.
C/o Karvy Selenium, Tower B, Plot No. 31 and 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032
T +91 40 6716 1591 E einward.ris@karvy.com

DEBENTURES TRUSTEES

Vistra ITCL (India) Limited (Formerly known as IL&FS Trust Company Limited)
The IL&FS Financial Center, Plot No. C–22, G Block, 7th Floor, Bandra Kurla Complex, Bandra (East), Mumbai - 400051
T +91 22 2659 3535 F +91 22 2653 3297 E mumbai@vistra.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 28TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF PVP VENTURES LIMITED "COMPANY" WILL BE HELD ON FRIDAY, SEPTEMBER 27, 2019 AT 10.00 AM AT "SRI. P. OBUL REDDY HALL", VANI MAHAL, 103, G N ROAD, T. NAGAR, CHENNAI – 600 017, TAMIL NADU TO TRANSACT THE FOLLOWING:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) for the financial year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon.

2. To ratify appointment of M/s. Brahmayya & Co. as Statutory Auditors and fix their remuneration and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by Members at the 25th Annual General Meeting appointing M/s. Brahmayya & Co., Chartered Accountants, (FRN: 000511S) as Statutory Auditors of the Company to hold office until the conclusion of 30th Annual General Meeting of the Company, the Company hereby ratifies and confirms the appointment of M/s. Brahmayya & Co., as Statutory Auditors of the Company for the financial year ending 31st March, 2020 on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS:

3. To re-appoint Mr. Prasad V. Potluri as Chairman and Managing Director of the Company.

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or reenactment(s) thereof, for the time being in force), the consent of the members, be and is hereby, accorded for the re-appointment of Mr. Prasad V. Potluri as Chairman & Managing Director (DIN: 00179175) of the Company for a period of 3 years from December 4, 2018 to December 3, 2021 on the following terms and conditions:

I. SALARY & PERQUISITES:

a) Annual gross remuneration including salary, HRA, allowances and perquisites, not exceeding Rs. 1.2 crores (Rupees One Crore and Twenty Lacs Only)

b) Further to the above, Mr. Prasad V. Potluri shall also be provided with the following fringe benefits and amenities:

i) Conveyance facilities: Suitable conveyance facilities as may be required by the Chairman and Managing Director

ii) Communication facilities: Telephone, fax and other communication facilities at the Chairman and Managing Director's residence.

iii) Club Fees: Reimbursement of Membership fees for clubs in India and/or abroad including admission and life membership fee, subject to a maximum of two (2) clubs.

iv) Miscellaneous: Reimbursement of entertainment and other expenses actually incurred in the course of business of the Company and other benefits and amenities as per rules of the Company.

II. COMMISSION:

Mr. Prasad V. Potluri, Chairman & Managing Director, shall also be entitled to a Commission of not exceeding 5% per annum of the Net Profits of the Company, which shall be reduced by the salary paid to him thus far.

The aforementioned remuneration payable to Mr. Prasad V. Potluri, is subject to the condition that the total remuneration including the salary, commission and other perquisites as mentioned above shall not exceed 5% of the Net Profits of the Company as calculated under Section 198 of the Companies Act, 2013.

In the event of absence or inadequacy of profits in any financial year during the remaining period of his tenure, Mr. Prasad V. Potluri will be paid above salary and perquisites subject to the limits specified under Schedule V of the Companies Act, 2013.

The terms and conditions of appointment and remuneration given herein may be altered and varied from time to time by the Board of Directors of the Company as it may, at its discretion deem fit, so that any such variation shall not exceed the limits specified in the Companies Act, 2013 (including any Statutory modification or re-enactment thereof, for the time being in force), or any amendments made thereto from time to time."

"**RESOLVED FURTHER THAT** the Directors and Company Secretary of the Company be and are hereby severally authorized to file the necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be required or considered necessary for this purpose".

4. **Appointment of Mr. Sohrab Chinoy (DIN: 03300321) as an Independent Director of Company.**

   To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing obligations and disclosure requirements) Regulation, 2015 ("Listing Regulations), Mr. Sohrab Chinoy (DIN: 03300321), who was appointed as an Additional Director on 22nd March, 2019 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the rules made there under and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years.

   RESOLVED FURTHER THAT Mr. Sohrab Chinoy as an Independent Director shall not be liable for retirement by rotation during the tenure of his office.

   RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as it may deem necessary, desirable or expedient and to do all acts, deeds and things in connection therewith and incidental in order to give effect to this resolution"

5. **Appointment of Mrs. Sai Padma Potluri (DIN: 01683528) as Woman Executive Director of Company.**

   To consider and if thought fit, to pass with or without modification(s) the following resolutions as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and Listing Regulations, Mrs. Sai Padma Potluri (DIN: 01683528), who was appointed as an Additional Director on August 14, 2019 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the rules made there under and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Woman Executive Director of the Company.

   RESOLVED FURTHER THAT Mrs. Sai Padma Potluri shall not be paid any remuneration.

   RESOLVED FURTHER THAT Mrs. Sai Padma Potluri as Director shall be liable for retirement by rotation during the tenure of her office.

   RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as it may deem necessary, desirable or expedient and to do all acts, deeds and things in connection therewith and incidental in order to give effect to this resolution"

6. **Re-appointment of Mr. N S Kumar as an Independent Director of the Company.**

   To consider and if thought fit, to pass with or without modification(s) the following resolutions as Special Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 (Act), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, Mr. N S Kumar (DIN: 00552519), who was appointed as an Independent Director at the 23rd Annual General Meeting of the Company for a term of up to five years and who is eligible for further re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Director of the Company to hold the office for 5(five) consecutive years.

   RESOLVED FURTHER THAT Mr. N S Kumar as an Independent Director shall not be liable for retirement by rotation during the tenure of his office.

   RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as it may deem necessary, desirable or expedient and to do all acts, deeds and things in connection therewith and incidental in order to give effect to this resolution."

By order of the Board of Directors
FOR PVP VENTURES LIMITED

Sd/-
Prasad V. Potluri
Chairman & Managing Director

Place : Chennai
Date : August 14, 2019

NOTES:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ['THE MEETING'] IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ONLY ON A POLL ON HIS/HER/ITS BEHALF AND THE PROXY, HOWEVER, NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should, however, be deposited at the Registered Office of the company not less than 48 hours before commencement of the meeting. A Proxy form for the AGM is enclosed with this Annual Report.**

3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf.

4. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting. Members are requested to bring their attendance slips along with their copy of Annual Report to the Meeting.

5. In case of joint holders, the first joint holder will be entitled to vote in the meeting.

6. The Register of Members and Share Transfer Books of the Company will remain closed from **September 23, 2019 to September 27, 2019** (both days inclusive) for the purpose of Annual General Meeting.

7. Pursuant to Section 101 of Companies Act, 2013 read with the relevant Rules, the Company is allowed to serve documents like notices, annual reports, etc., in electronic form to its Members. Accordingly, the said documents of the Company for the financial year ended March 31, 2019 are being sent in electronic form to those Members who have registered their e-mail addresses with their DPs. However, in case, a Member wishes to receive a physical copy of the said documents, such Member is requested to send an e-mail duly quoting his DP ID and Client ID or the Folio number, as the case may be, to investorrelations@pvpglobal.com for receipt of hard copy. This would enable the Company to update its database by incorporating/updating the designated e-mail addresses in its records. The Members may also note that the said Reports are also being uploaded on the website of the Company at www.pvpglobal.com.

8. Members are requested to quote their Registered Folio Number, Client ID and Number of shares in all correspondences with the Company/RTA and notify the Company's RTA, or the Depository Participants, the change of registered address, if any.

9. Non-Resident Indian Members are requested to inform the Company's RTA immediately of:

   a) Change in their residential status on return to India for permanent settlement.

   b) Particulars of their bank account in India with complete name, branch, account type, account number and address of the Bank with Pin Code Number, if not furnished earlier.

10. The Company has designated an exclusive email ID viz. investorrelations@pvpglobal.com, which would enable the investors/ shareholders to post their grievances, if any, by quoting their Registered Folio Number, Client ID, and Number of shares. However, it may be noted that the Company would not respond to any kind of malicious allegations made by the shareholders with ulterior motives.

11. Queries concerning Annual Accounts and operations of the Company, if any, may please be sent to the Company at least seven days in advance of the Meeting so that the answers may be made readily available at the meeting.

12. The Annual Report of the Company for the year 2018-19 circulated to the Members of the Company is available on the Company's website, viz. www.pvpglobal.com

13. The Company, pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, is extending e-voting facility for its Members to enable them to cast their vote electronically. Further, the facility for voting, through ballot paper, will also be made available at the AGM. However, the Members attending the AGM who cannot cast their votes by remote e-voting, can also exercise their right at the AGM through ballot paper. Members who have cast their votes by e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. In this regard, the Company has appointed M/s. D. Hanumanta Raju and Co, Practicing Company Secretaries, Hyderabad, who in the opinion of the Board is a duly qualified person, as a Scrutinizer to oversee the electronic voting process in a fair and transparent manner.

14. The e-voting facility will be available at the link http://evoting.karvy.com during the voting period.

15. The login ID and password for e-voting along with process, manner and instructions is being sent to the members along with email/ physical copy of the Notice.

16. Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of **cut-off date i.e., September 20, 2019** may obtain the login ID and password by sending a request at evoting@karvy.com. However, if you are already registered with Karvy for e-voting, then you can use your existing User ID and password for casting your vote.

17. **Members are requested to note that the e-voting will open on September 24, 2019 at 9.00 a.m. and shall remain open for 3 days i.e. up to September 26, 2019 and it shall not be allowed beyond 5 p.m. on September 26, 2019.**

18. The procedure and instructions for e-voting are as follows:

I. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Fintech Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

(A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:

a) Launch internet browser by typing the URL: https://evoting.karvy.com.

b) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

c) After entering these details appropriately, click on "LOGIN".

d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

e) You need to login again with the new credentials.

f) On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company"

g) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

h) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

i) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

j) You may then cast your vote by selecting an appropriate option and click on "Submit".

k) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

l) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email dhr300@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name Event No."

(B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/ Depository Participants (s)]:

a) E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.

b) Please follow all steps from Sl. No. (a) to (l) above to cast your vote by electronic means.

II. Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

OTHER INSTRUCTIONS

a) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.karvy.com (Karvy Website) or contact investorrelations@pvpgloal.com, PVP Ventures Limited or Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.

b) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

c) The remote e-voting period commences on September 24, 2019 (9.00 A.M. IST) and ends on September 26, 2019 (5.00 P.M.IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 20, 2019, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

d) The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. September 20, 2019.

e) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., September 20, 2019, he/she may obtain the User ID and Password in the manner as mentioned below:

   (i) If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
   Example for NSDL:
   MYEPWD <SPACE> IN12345612345678
   Example for CDSL:
   MYEPWD <SPACE> 1402345612345678
   Example for Physical:
   MYEPWD <SPACE> XXXX1234567890

   (ii) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.karvy.com, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

   (iii) Member may call Karvy's toll free number 1800-3454-001.

   (iv) Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

Explanatory Statement

(As required under Section 102 of the Act, the following explanatory statement sets out all material facts relating to business mentioned under Item Nos. 3 to 6 of the accompanying Notice and should be read as forming part of the Notice)

Item No 3:

The Board of Directors, at its Meeting held on November 14, 2018 reappointed Mr. Prasad V. Potluri as Chairman & Managing Director with effect from December 4th, 2018 for a period of three years i.e. upto December 3, 2021 on the terms and conditions as recommended by the Nomination and Remuneration Committee, as set out in the resolution, subject to the approval of shareholders of the Company. He was appointed on the Board of the Company on December 4, 2007.

Mr. Prasad V. Potluri (aged: 48) is a Bachelor in Mechanical Engineer. A serial entrepreneur in the global outsourcing services space; he had successfully built and sold 3 companies while serving the needs of the Fortune 1000 marketplace. Within the global investment community, he is a respected thought leader. During an entrepreneurship packed decade, he has been the driving force behind many companies, including Procon Inc, Albion Orion Company LLC, Irevna Ltd. Procon Inc. was acquired by RCM Technologies in 1998. AOC, LLC was acquired by SSI in 2000 for INR 292 Crores, the then largest cross-border deal. Irevna Limited was acquired by CRISIL (S&P India) in 2005. He is a Strategic Investor in Maven Corp and Karvy Consultants & a Founding Investor of CBay Systems.

Mr. Prasad V. Potluri is the brother of Mrs. Sai Padma Potluri, Director. He is not related to any other Director/KMP of the Company.

In compliance with the Companies Act, the appointment of Mr. Prasad V. Potluri as Managing Director is now been placed before the members for their approval

Except Mrs. P. Sai Padma, none of the Directors and Key Managerial Personnel as may be deemed to be concerned or interested in the resolution.

Item No. 4:

Mr. Sohrab Chinoy (DIN: 03300321) was appointed by the Board of Directors as an Additional Director (Independent Director), on the recommendation of Nomination & Remuneration Committee, in terms of Sections 161 and 149 of the Companies Act 2013, with effect from 22nd March, 2019. In terms of the said Section, Mr. Sohrab Chinoy shall hold office upto the date of the ensuing AGM of the Company or the last date on which the AGM should have been held, whichever is earlier.

Pursuant to the Companies (Amendment) Act, 2017, requirement of deposit of amount shall not apply in case of appointment of an Independent Director.

In the opinion of the Board, his presence on the Board of the Company will add value to the management.

Mr. Sohrab Chinoy, 65 (Sixty Five) years old is a Retired Banker and Corporate Advisor. He has completed his graduation in Mathematics and post-graduation in Economics from Nagpur University. He has more than 24 years' experience in State Bank of India as Assistant General Manager and 6 (Six) years with IDBI Bank as Regional Head (South India) Corporate Banking.

Further, he has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed there under for appointment as an Independent Director and he is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. Sohrab Chinoy as an Independent Director is now been placed before the members for their approval.

A copy of the terms and conditions of appointment of the above Director is available for inspection at the registered office of the company during the business hours on any working days.

None of the Directors and Key Managerial Personnel as may be deemed to be concerned or interested in the resolution.

Item No 5:

Mrs. Sai Padma Potluri (DIN: 01683528), was appointed as an Additional Director with effect from August 14, 2019 by Board on the recommendation of Nomination & Remuneration Committee. In terms of the 161 and 149 of the Act, Mrs. Sai Padma Potluri shall hold office upto the date of the ensuing AGM of the Company or the last date on which the AGM should have been held, whichever is earlier.

Pursuant to the Companies (Amendment) Act, 2017, requirement of deposit of amount shall not apply in case where Director is recommended by the Nomination and Remuneration Committee, constituted under sub-section (1) of section 178 of the Act.

Mrs. Sai Padma Potluri was already a Director of the Company till March, 2017 and she possesses requisite knowledge, experience and skill for the position of the directorship.

She will not be entitled for any remuneration.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mrs. Sai Padma Potluri as Director is now been placed before the members for their approval.

A copy of the terms and conditions of appointment of the above Director is available for inspection at the registered office of the company during the business hours on any working days.

Except Mr. Prasad V. Potluri, none of the Directors and Key Managerial Personnel as may be deemed to be concerned or interested in the resolution.

Item No. 6:

Mr. N S Kumar was originally appointed as Director on March 19, 2001 and was lastly appointed on its 23rd Annual General Meeting dated September 26, 2014 as an Independent Director.

A hardcore technocrat, he holds over 25 years of experience in information technology and project management & is aware of best business practices. Also, he has been actively involved in multiple international assignments and managed several initiatives in development, project development and quality assurances. He earned his MS in Computer Science Operations from Ohio University, USA and BE from Guindy College of Engineering, Chennai.

Further, he has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed there under for appointment as an Independent Director and he is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the re-appointment of Mr. N S Kumar as an Independent Director is now been placed before the members for their approval.

A copy of the terms and conditions of re-appointment of the above Director is available for inspection at the registered office of the company during the business hours on any working days.

None of the Directors and Key Managerial Personnel as may be deemed to be concerned or interested in the resolution.

ANNEXURE TO ITEMS 3, 4, 5 & 6 OF THE NOTICE

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting

(Pursuant to Regulation 36 (3) of Listing Regulations)

Name of the Director	Prasad V. Potluri	Sohrab Chinoy
DIN	00179175	03300321
Date of Birth	08/09/1970	21.05.1953
Nationality	Indian	Indian
Date of Appointment on the Board	04.12.2007 (Date of original appointment)	22.03.2019
Qualifications	Bachelor in Mechanical Engineer	Graduation in Mathematics and post-graduation in Economics from Nagpur University
Expertise in specific functional area	A serial entrepreneur in the global outsourcing services space; he has successfully built and sold 3 companies while serving the needs of the Fortune 1000 marketplace. Within the global investment community, he is a respected thought leader.	More than 24 years' experience in State Bank of India as Assistant General Manager and 6 (Six) years with IDBI Bank as Regional Head (South India) Corporate Banking. Currently is a Corporate Advisor
Number of shares held in the Company	Nil	Nil
List of the directorships held in other companies	1. Picturehouse Media Limited 2. Dr. Curie Diagnostics Private Limited 3. Noble Diagnostics Private Limited	1. I & A Financial Services LLP 2. Picturehouse Media Ltd 3. My Home Labs Pvt Ltd 4. Iquest Enterprises Pvt Ltd 5. Mapple Enterprises Pvt Ltd 6. Think Sustainable Lab Pvt Ltd 7. Mviyes Pharma Ventures Pvt Ltd 8. Annapurna Studios Private Limited (Partix)
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	Picturehouse Media Limited	Picturehouse Media Limited
Relationship of Directors inter-se	Brother of Mrs. Sai Padma Potluri	Nil
***Committee memberships/Chairmanships includes only Audit Committee and Stake holders' Relationship Committee of other Public Limited Companies (whether Listed or not).**		

Name of the Director	Sai Padma Potluri	N.S Kumar
DIN	01683528	00552519
Date of Birth	07/07/1973	06.01.1947
Nationality	Indian	Indian
Date of Appointment on the Board	14.08.2019	19.03.2001 (Date of original appointment)
Qualifications	MBA	MS in Computer Science Operations from Ohio University, USA and BE from Guindy College of Engineering.
Expertise in specific functional area	Over 14 years of experience in IT and Retail Industry and over 4 years of experience in development and management of retail shopping mall	More than 25 years of experience in information technology and project management. He has been actively involved in multiple international assignments and managed several initiatives in development, project development and quality assurances.
Number of shares held in the Company	15,00,000	Nil
List of the directorships held in other companies	Picturehouse Media Limited	1. Picturehouse Media Limited 2. Water And Food Equitable Distribution Organisation 3. New Cyberabad City Projects Pvt Ltd 4. PVP Capital Limited 5. PVP Global Ventures Pvt Ltd
Chairman/ Member in the Committees of the Boards of companies in which he/she is Director*	Picturehouse Media Limited	1. Picturehouse Media Limited 2. New Cyberabad City Projects Private limited 3. PVP Capital Limited
Relationship of Directors inter-se	Sister of Mr. Prasad V. Potluri	Nil
***Committee memberships/Chairmanships includes only Audit Committee and Stake holders' Relationship Committee of other Public Limited Companies (whether Listed or not).**		

By order of the Board of Directors
FOR PVP VENTURES LIMITED

Sd/-
Prasad V. Potluri
Chairman & Managing Director

Place : Chennai
Date : August 14, 2019

ROUTE MAP TO THE VENUE OF THE AGM

DIRECTORS' REPORT

To the Members,

We are pleased to present the report on the business and operations of your Company for the year ended March 31, 2019.

Financial Results

[Rs. In Lakhs]

PARTICULARS	STANDALONE		CONSOLIDATED	
	2018-19	2017-18	2018-19	2017-18
Total Income	3080.48	2875.57	3730.46	5,895.19
Operational, Administration and Other Expenses	1110.59	720.58	8099.99	6750.02
Profit / (Loss) Before Depreciation Interest And Tax	1969.89	2154.99	(4369.53)	(854.83)
Depreciation	55.39	57.75	170.91	108.67
Interest and Finance Charges	2486.12	2044.71	5919.91	5085.18
Profit / (Loss) Before Exceptional Items	**(571.62)**	**52.53**	**(10460.35)**	**(6048.68)**
Exceptional Items	725	0.00	1168.26	0.00
Profit / (Loss) Before Tax	**153.38**	**52.53**	**(11628.61)**	**(6048.68)**
Tax Expense	-	92.06	3.15	157.81
Profit / (Loss) after Tax	**153.38**	**(39.53)**	**(11631.76)**	**(6206.49)**
Other Comprehensive Income	5.84	1.32	13.28	7.13
Total Comprehensive Income	**159.22**	**(38.21)**	**(11,618.48)**	**(6,199.36)**
Basic and Diluted	0.06	(0.02)	(4.77)	(2.54)

State of the Company's Affairs

During the financial year 2018-19, the Company occurred profit in Standalone basis and losses on consolidated basis. The revenue from operations for the FY ended 31 March, 2019 on Standalone basis is Rs. 3,045.29 Lakhs as compared to the previous year's total of Rs. 2,839.18 Lakhs.

Dividend

In view of the losses occurred in so many years and in order to conserve the resources of the Company, for future Business operations, the Board of Directors did not recommend any dividend for the financial year ended March 31, 2019.

Transfer to Reserves

The Board of Directors did not propose to transfer any amount to reserves for the period under review.

Capital Structure

During the year, there is no change in the capital structure of the Company.

Debentures

The total debentures outstanding as on the March 31, 2019 is 5000, 14.5% Redeemable fully convertible Debentures (FCD's) of Rs. 1,00,000/- each and the 1215, 18% Secured, Rated, Listed, Redeemable Non-Convertible Debentures (NCD's) of Rs. 10,00,000 each.

During the year, the Company has redeemed 829 number of FCD's and has allotted 329 NCD's.

Particulars of Loans, Guarantees and Investments

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

Public Deposits

The Company has not accepted/renewed any fixed deposits during the year under review.

Insurance

All the properties of your Company have been adequately insured.

Related Party Transactions

In line with the requirements of the Companies Act, 2013 and erstwhile Listing Agreement and the current Listing Agreement signed with the stock exchanges pursuant to listing regulations, your company has formulated a Policy on Related Party Transactions which is also available on the Company's website at http://www.pvpglobal.com/pdf/RPTPolicy-PVPL.pdf. The policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and the Related Parties.

During the year under review, there were no Related Party Transactions. Accordingly, the disclosure of Related Party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC 2 is not applicable for the year ended March 31, 2019.

During the year, the Company had not entered into any contract / arrangement / transactions with Related Parties which could be considered as material in terms of Regulation 23 of the SEBI (LODR) Regulations, 2015. In accordance with Accounting Standard 18, the Related Party Transactions are disclosed under Note No. 26.13 of the Standalone Financial Statements.

Significant Orders and Matters:

During the financial year:

a. By taking the consent of Board of Directors in the Board Meeting held on 22.02.2019, the Company has applied for Scheme of Amalgamation involving the following Companies-

- Amalgamation of PVP Cinema Private Limited (Wholly Owned Subsidiary of Picturehouse Media Limited) with Picturehouse Media Limited (Parent Company);
- Amalgamation of PVP Media Ventures Private Limited (Wholly Owned Subsidiary of PVP Ventures Limited) and Picturehouse Media Limited with PVP Ventures Limited.

  to National Stock Exchange ("NSE") and BSE Limited ("BSE") to obtain No-Objection Certificate "NOC", but unfortunately, due to some external reasons, the process of amalgamation is kept on halt.

b. Due to the non-appointment of Woman Director until December 05, 2018, the NSE and BSE imposed fine amounting to Rs. 12,96,820 each for non-compliance with the SEBI (LODR) Regulation 17(1) and Regulation 19(1) & (2) respectively. Further, the shares of the Company were shifted to "Z" category ("BZ" series) (trading on trade for trade basis) w.e.f. February 26, 2019. The Company received Intimation letter from NSE & BSE Limited for Suspension of trading of Securities with effect from April 09, 2019 due to non-compliance in payment of fines. However, as the suspension is due to non-compliance, trading happens online only on the first day of week till the completion of 6 month.

c. With reference to Point Number b, the Company has made an Application under Regulation 102 of the SEBI (Listing Regulations), 2015 for relaxation in appointment of Woman director on the Board of Directors of the company, but it was dismissed. The Company is in the process of making an appeal to SAT.

d. The Company was inspected under section 206 of the Companies Act 2013 in Jan 2016 and we received letter dated 22.03.2019 from the Inspecting officer for violation of Sections 193 (1), 211, 209, 372 A of the Act, 1956 and Section 134 and 129 of the Act, 2013 respectively. The Registrar of Companies ("RoC") in letter dated 02.04.2019, intimated the Company that Ministry has sanctioned prosecution for the violations and advised for Compounding. Thus, the Company has made requisite Compounding Applications.

e. The Company had received an order dated March 27, 2015 from Securities & Exchange Board of India ('SEBI'). An adjudicating officer of SEBI had imposed monetary penalty of Rs. 15 lakhs each against PVP Ventures Limited ("Company") and Mr. Prasad V. Potluri, Chairman and Managing Director ("Mr. Prasad") (aggregating Rs. 30 lakhs) for alleged non-disclosures under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 ("SAST Regulations") and SEBI (Prohibition of Insider Trading) Regulations, 1992 ("PIT Regulations"). ("Non-Disclosure Order")

Further, the adjudicating officer of SEBI by an order dated March 27, 2015 imposed penalty of: i) Rs. 15 crores each on PVP Global Ventures Private Limited ("Wholly-Owned Subsidiary") and Mr. Prasad (aggregating Rs. 30 crores) for alleged violation of PIT Regulations during period 2009-10 and ii) Rs. 15 lakhs each on the Wholly-Owned Subsidiary and Mr. Prasad for non-disclosures required under the SAST Regulations (aggregating Rs. 30 lakhs). ("Insider Order")

The Wholly-Owned Subsidiary, the Company and Mr. Prasad ("Appellants") challenged both the above orders before the Securities Appellate Tribunal ("SAT").

The SAT, by an order dated June 20, 2018 dismissed the appeal against and upheld the Non-Disclosure Order upholding the penalty of Rs. 30 lakhs.

In relation to the Insider Order, the SAT: i) set aside entirely the penalty of Rs. 15 lakhs each on the Wholly-Owned Subsidiary and Mr. Prasad; and ii) reduced the penalty of Rs. 15 crores against Mr. Prasad to Rs. 5 crores while upholding the penalty of Rs. 15 crores on the Wholly-Owned Subsidiary ("SAT Order"). Thus, the SAT Order reduced the aggregate penalty of Rs. 30 crores plus Rs. 30 lakhs to Rs. 20 crores.

The overall penalty as per the SAT Order is therefore Rs. 20 crores plus Rs. 30 lakhs.

The SAT, by another order dated July 6, 2018 stayed the operation of the SAT Order for a period of six weeks from July 6, 2018 subject to deposit of certain title deeds by the Appellants.

Thereby, PVP Global Ventures Pvt Ltd. on July 6, 2018, submitted the title deeds of lands admeasuring 53.08 acres of its wholly owned subsidiary Company i.e. Arete Real Estate Developers Private Limited and Expression Real Estate Developers Private Limited, underlying the Appeals in terms of the order passed by SAT for Rs. 20,30,00,000 for which the asset worth approximately Rs. 21,00,00,000 are being provided as security.

The Company has paid Rs. 21,79,082/- as on December 07, 2018 and requested to release all the Bank accounts and Demats Accounts. With respect to the Interest element, the Hon. Supreme Court in its order dt. 12th July 2019, has stayed the recovery of Interest on Penalty.

f. On 01.02.2019, UCO bank had revoked the pledge provided by M/s. PVP Ventures Limited on Picturehouse Media Limited, Subsidiary Company's shares, for loan availed by its Wholly-Subsidiary Company i.e. Safetrunk Services Private limited. Thereby, your Company has duly complied and intimated M/s. Picturehouse Media Limited as well as BSE Limited, pursuant to Regulation 31 of SEBI (SAST) Regulations, 2011. Due to such revocation, the shareholding in Picturehouse Media has reduced to 23,53,114. Further, the Directors would like to inform that pursuant to Section 2 (87) (i), the relation of Holding – Subsidiary exist, where the Holding Company controls the composition of the Board of Directors of Subsidiary Company. Thus, the relationship between PVP Ventures and Picturehouse Media Limited, still exist as Holding – Subsidiary Company.

Material changes and commitments affecting financial position between the end of financial year and date of report - Nil.

Subsidiary Companies

The Company along with its subsidiaries is operating in the verticals of Urban Infrastructure, Media and Entertainment and retail customer services. As on March 31, 2019, the Company has 4 wholly-owned subsidiaries viz., PVP Corporate Parks Private Limited, PVP Global Ventures Private Limited, PVP Media Ventures Private Limited, Safetrunk Services Private Limited, besides 2 subsidiaries viz., New Cyberabad City Projects Private Limited, Picturehouse Media Limited and 4 step down subsidiaries viz., Adobe Realtors Private Limited, Arete real Estate developers Private Limited and Expression real Estate developers Private Limited, which is a wholly-owned subsidiary of PVP Global Ventures Private Limited and PVP Capital Limited, PVP Cinema Private Limited, which are wholly-owned subsidiaries of Picturehouse Media Limited. Further, as on March 31, 2019, the company did not have any Associate Companies.

The consolidated financial statements of the Company including its subsidiaries have been prepared in accordance with Section 129(3) and Section 133 of the Companies Act, 2013 read with the rules made thereunder and applicable Indian Accounting Standards (Ind AS) along with the Auditor's Report forms part of this Annual Report. Further, a statement containing salient features of the financial statements of the subsidiaries in the prescribed format AOC-1 is appended as **Annexure–1** to the Board's Report. Hence, a separate report on the performance and financial position of each of the subsidiaries and joint venture companies is not repeated here for the sake of brevity.

As required under Section 136 of the Companies Act, 2013 the audited financial statements including the consolidated financial statements and related information of the Company and audited accounts of each of its subsidiaries are available on the website www.pvpglobal.com. These documents will also available for inspection during the business hours at the registered office of the Company and any member who wish to get copies of such financial statements, may write to the Company for such requirement.

Management Discussion and Analysis Report

Management Discussion and Analysis Report for the year under review is presented in a separate section forming part of the Annual Report.

Corporate Governance

Your Company is committed towards maintaining high standards of Governance. The Report on Corporate Governance as stipulated under Schedule V of the Listing Regulations, Shareholders Information together with a Corporate Governance Compliance Certificate from Mr. PAP Murthy, Practicing Company Secretary confirming compliance, forms an integral part of this Report.

Board of Directors and Key Managerial Personnel

a. Following appointments and re-appointments took place:

- Mr. Prasad V. Potluri was re-appointed as Chairman & Managing Director of the Company with effect from December 4, 2018 for a further period of 3 years.
- Mr. Sohrab Chinoy was appointed as an Additional Director on 22.03.2019, who shall hold office till the date of this Annual General Meeting.
- Mr. N S Kumar proposes to be re-appointed as an Independent Director of the Company for the term of 5 years.
- Ms. Sai Padma Potluri, was appointed as an Additional Woman Director, on 14.08.2019, who shall hold office till the date of this Annual General Meeting.
- Mr. D. Krishnamoorthy, Chief Financial Officer & Company Secretary of the Company, who resigned on April 30, 2018, has joined us back w.e.f. August 8, 2018.

  Board of Directors recommends the above stated appointments of Directors and brief profile of them is given in the Explanatory statement and Corporate Governance report attached to this report.

b. Resignation:

- In order to comply with listing regulations and due to the age factor (i.e. more than 75 years) and Mr. R. Nagarajan, who was an Independent Director of the Company, resigned w.e.f. 31.03.2019.
- Further, Ms. P J Bhavani resigned as Director of the Company w.e.f. 14.08.2019, due to her personal reasons.

Training and familiarization programs and Annual Board Evaluation process

The details of training and familiarization programs and Annual Evaluation process of the Board, its Committees and of individual directors for directors have been provided in the Nomination, Remuneration & Performance Evaluation Policy annexed with this report.

The Independent Directors have submitted the declaration of independence, pursuant to Section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The policy on Directors' appointment and remuneration including criteria for determining qualifications positive attributes, independence of director and also remuneration for Key Managerial Personnel and other employees and Board evaluation process also forms part of Corporate Governance Report as per Section 178(3) of the Companies Act, 2013 is hosted on the Company's website and the web link thereto is http://www.pvpglobal.com/pdf/PVP-N&RCommPolicy.pdf.

There is no other change in the Key Managerial Personnel except the above.

Compositions of Board Committees are specified as per the date of Director's report

Audit Committee	
Mr. N. S. Kumar	Chairman
Mr. Sohrab Chinoy	Member
Mr. Prasad V. Potluri	Member

Nomination and Remuneration Committee	
Mr. N. S. Kumar	Chairman
Mr. Sohrab Chinoy	Member
Mrs. Sai Padma Potluri	Member

Stakeholders Relationship Committee	
Mr. N. S. Kumar	Chairman
Mr. Sohrab Chinoy	Member
Mr. Prasad V. Potluri	Member

Corporate Social Responsibility Committee	
Mr. N. S. Kumar	Chairman
Mr. Sohrab Chinoy	Member
Mr. Prasad V. Potluri	Member

Further details with respect to the aforesaid Committees are provided in the Corporate Governance Report attached herewith.

Number of Meetings of the Board

The Board met 9 (Nine) times during the financial year and the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was well within the period prescribed under the provisions of the Companies Act, 2013.

Directors' Responsibility Statement

The financial statements of the Company are prepared as per applicable Accounting Standards as prescribed under Section 133 read with Rule 7 of the Companies (Accounts) Rules, 2014 and other applicable provisions, if any. There are no material departures from prescribed accounting standards. The Directors confirm that:

(i) In preparation of the annual accounts for the financial year ended March 31, 2019 the applicable accounting standards have been followed along with proper explanation relating to material departures;

(ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(iv) The directors have prepared the annual accounts on a going concern basis;

(v) The directors have laid down internal financial controls, which are adequate and are operating effectively; and

(vi) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate to operate the company effectively.

Statement on declaration given by Independent Directors under sub-section (6) of Sec.149

The independent directors have submitted the declaration of independence, as required pursuant to sub-section (7) of section 149 of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section(6) of Section 149.

Auditors

Statutory Auditor

As per provision of Section 139 of the Act, M/s Brahmayya & Co., Chartered Accountants, (FRN: 000511S) were appointed as Statutory Auditors of your Company, to hold office until the Conclusion of 30th AGM. The Report given by the Auditors on the financial statements of the Company is part of the Annual Report.

Auditors' Report & Directors' Comments on the Qualification made by statutory auditors:

The Auditors' Report for the financial year 2018-19 is a "qualified report" for the both standalone and consolidated financial statements.

Auditors Qualification:

Standalone:

i. *Attention is invited to Note no. 26.3 to the standalone financial statements, in relation to investment in equity shares includes investments in three subsidiary companies net off provision made amounting to Rs. 25,008.90 Lakhs and loans and advances to subsidiary companies of net off provision made amounting to Rs. 32,667.01 Lakhs. The management is of the view that considering the market value of the assets and expected cash flows from the business of these subsidiary companies the provision already made is adequate. However, considering erosion in the net worth of the subsidiary companies and their dependence on the holding company to continue as a going concern, and in the absence of visible cash flows, delay in commencement of projects and other related factors indicate the existence of material uncertainty in the ability of the company to realize the values thus, the carrying value of investments and loans and advances (net of provision already made) is unascertain of recoverability. Therefore, we are of the view that the carrying amounts of the investments as well as loans shall be adjusted for their realisability by making additional provision taking cognizance of erosion in the networth of the investee/loanee companies and also taking to consideration their inability to continue as a going concern. Accordingly, the profit for the year is overstated to that extent."*

ii. *Attention is invited to Note No.26.5 to the standalone financial statements,*

   a) *Company mortgaged its land situated at perambur as a security and also given corporate guarantee to lenders for the borrowings made by the third parties amounting to Rs. 2,000 Lakhs. The outstanding amount as on 31st March, 2019 as per the latest sale notice is Rs. 2,880.18 Lakhs.*

   b) *Company mortgaged its land situated at perambur as a security and also given corporate guarantee to a bank for the borrowings made by PVP Capital Limited (i.e. wholly owned step down subsidiary company) amounting to Rs. 10,000 Lakhs. The outstanding amount as on 31st March, 2019 as per the bank statement is Rs. 14,076.05 lakhs.*

   c) *Company mortgaged 20 Flats of Ekanta Phase situated at perambur and 10 Lakh shares held in the Subsidiary company as a security and also given corporate guarantee to a bank for the borrowings made by Safe Trunk Services Private Limited (i.e. wholly owned subsidiary company) amounting to Rs. 400 Lakhs. During the year, bank has invoked 10 Lakh shares pledged as security to bank. The outstanding amount as on 31st March, 2019 as per the books (including interest) is Rs. 475.42 Lakhs.*

   The above mentioned parties to whom the company provided its assets as security and provided guarantees, have not adhered to repayment schedule of principal and interest dues to lenders/Bankers, consequent to which bankers/lenders have filed a case for recovery of dues before the Debt Recovery Tribunal (DRT) and also initiated recovery proceedings under Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI Act, 2002). Further the bankers/lenders has taken symbolic possession of immovable property and issued sale notice for E-Auction of the property mortgaged with the lenders/bankers and we were informed that e-auction was not successful. We were explained that management of respective borrowing companies are in negotiation with the bankers/lenders for one time settlement (OTS).

   The management asserts that no adjustment to the carrying value is required as it is confident that the payment obligation by the third parties/group companies will be met in due course. Whereas, in our view the carrying value of the relevant mortgaged assets is dependent on the repayment of the loans by the borrowing companies, in regard to which we have no material/information to ascertain the status. Further, all the companies stated above who availed loans on the strength of the mortgage of the company's assets and its guarantees are stated to be in litigation with their respective lenders which are also currently pending. In this background, we are unable to express our opinion whether the company is justified in carrying the assets that have been mortgaged where the underlying loans have already been defaulted and similarly whether the company is justified in not taking in cognizance financial obligation that may devolve on the company towards corporate guarantee issued. Accordingly, to the extent of the carrying value of assets or the guarantees issued should be considered for provision. In the absence, the profit for the year is overstated to this extent.

Consolidated:

iii. *Attention is invited to Note No. 26.2 (e) and 26.11 to the Consolidated financial statements,*

   a) *Holding Company mortgaged its land situated at perambur as a security and also given corporate guarantee to lenders for the borrowings made by the third parties amounting to Rs. 2,000 Lakhs. The outstanding amount as on 31st March, 2019 as per the latest sale notice is Rs. 2,880.18 Lakhs.*

   b) *Holding Company mortgaged its land situated at perambur as a security and also given corporate guarantee to a bank for the borrowings made by PVP Capital Limited (i.e. wholly owned step down subsidiary company) amounting to Rs. 10,000 Lakhs. The outstanding amount as on 31st March, 2019 as per the bank statement is Rs. 14,076.05 lakhs.*

   c) *Holding Company mortgaged 20 Flats of Ekanta Phase situated at perambur and 10 Lakh shares held in the Subsidiary company as a security and also given corporate guarantee to a bank for the borrowings made by Safe Trunk Services Private Limited (i.e. wholly owned subsidiary company) amounting to Rs. 400 Lakhs. During the year, bank has invoked 10 Lakh shares pledged as security to bank. The outstanding amount as on 31st March, 2019 as per the books (including interest) is Rs. 475.42 Lakhs.*

   The above mentioned parties to whom the holding company provided its assets as security and providing guarantees, have not adhered to repayment schedule of principal and interest dues to lenders/Bankers, consequent to which bankers/lenders have filed a case for recovery of dues before the Debt Recovery Tribunal (DRT) and also initiated recovery proceedings under Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI Act, 2002). Further the bankers/lenders has taken symbolic possession of immovable property and issued sale notice for E-Auction of the property mortgaged with the lenders/bankers and we were informed that e-auction was not successful. We were explained that management of respective borrowing companies are in negotiation with the bankers/lenders for one time settlement (OTS).

   The management asserts that no adjustment to the carrying value is required as it is confident that the payment obligation by the third parties/group companies will be met in due course. Whereas, in our view the carrying value of the relevant mortgaged assets is dependent on the repayment of the loans by the borrowing companies, in regard to which we have no material/information to ascertain the status. Further, all the companies stated above who availed loans on the strength of the mortgage of the group's assets and its guarantees are stated to be in litigation with their respective lenders which are also currently pending. In this background, we are unable to express our opinion whether the group is justified in carrying the assets that have been mortgaged where the underlying loans have already been defaulted and similarly whether the group is justified in not taking in cognizance financial obligation that may devolve on the group towards corporate guarantee issued. Accordingly, to the extent of the carrying value of assets or the guarantees issued should be considered for provision. In the absence, the loss for the year is understated to this extent.

iv. *Attention is invited to Note No.26.7 to the consolidated financial statements includes the financial statements of Picturehouse Media Limited, in relation to loans and advances made for film production (including interest accrued) amounting to Rs. 4,239.76 lakhs, whose realisability is significantly dependent on timely completion of production of films and the commercial viability of the films under production etc. Management is of the view that loans and advances can be realised at the time of release of the movies and accordingly, the company is confident of realizing the entire amount of loans with interest and does not foresee any erosion in carrying value. Whereas, the management is unable to provide us the current status of production of films and confirmation of balances from the borrowers, in view of which we are of the opinion that the carrying value of loans and advances need to be adjusted for appropriate provision towards non recoverability after ascertaining the recoverability from the counter parties and to this extent the loss for the year are understated.*

v. *Attention is invited to Note no.26.7 to the consolidated financial statements includes the financial statements of Picturehouse Media Limited, in relation to inventory i.e films production expenses amounting to Rs. 5,066.31 lakhs, mainly consists of advances given to artists and co-producers. As the management has not commenced the production of films, the advances continued to be carried as inventory. However, management states that it is evaluating options for optimal utilization of these payments. In the absences of demonstrable approach towards commencement and completion of production of films and also in the absence of confirmation of balances from the parties, we are of the opinion that the realisability of the inventory is doubtful and in the absence of any provision in this regard, the loss for the year is understated.*

The independent auditor of subsidiary companies in their auditor's report on the financial statements for the year ended 31st March, 2019 have drawn Qualified Opinion, is reproduced as under:

vi. *Attention is invited to Note No.26.8(a) to the consolidated financial statements includes the financial statements of PVP Capital Limited, company has not adhered to repayment schedule for principal and interest dues to its bank, consequent to which the bank filed for recovery of its dues before the Debt Recovery Tribunal (DRT) and also initiated recovery proceedings against the company under Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI Act, 2002). Further, the bank has taken symbolic possession of immovable property and issued sale notice for e-auction of the property given by the ultimate holding company as corporate guarantee but there were no bidders and consequently the e-auction sale proceedings has become infructuous. The outstanding amount as on 31st March, 2019 is Rs. 14,076.05 lakhs as per the bank statement. Taking into consideration, pending ultimate outcome of the legal proceedings as well as liquidity constraints of the subsidiary company, doubts are cast on its ability to continue as a going concern to achieve its future business plans. Hence, we are unable to express our opinion whether it would be appropriate to treat the company as going concern. However based on the management assertions the company's financial statements have been prepared on* *the basis of going concern, the impact if any, if the company was to be treated as not a going concern is not ascertainable at this stage.*

vii. *Attention is invited to Note No.26.8(b) to the consolidated financial statements includes the financial statements of PVP Capital Limited, in relation to loans for film production amounting to Rs. 15,497.33 lakhs, whose realisability is significantly dependent on timely completion of production of films and the commercial viability of the films under production etc. Management has assessed the recoverability of the loan amount and accordingly made a provision amounting to Rs. 9,298.40 lakhs as adequate, no additional provision is necessary in this regard. However, Management is not able to provide us the status of production of films and recoverability of the whole amount. Accordingly, we are unable to express our opinion, whether any adjustments to the carrying value, if any required, is not ascertainable at this stage.*

viii. *Attention is invited to Note No.26.9 to the consolidated financial statements includes the financial statements of Safe Trunk Services Private Limited, no impairment assessment of property, plant and equipment and intangible assets in carrying value amounting to Rs. 932.47 lakhs as at 31st March, 2019 is made for the business of safe locker facility centre, despite low cash flows from cash generating unit (CGU). Therefore, we are unable to comment on consequential impairment, if any, that is required to be made in carrying value of property, plant and equipment and intangible assets*

Directors' Comments on the above qualification:

i) The Company has made investment in the Subsidiary Companies on a long term basis with an intension to expand its business vicinity through its subsidiary companies. Considering the business potential of these companies, expected future generation of revenues, cash flows, expected development of these projects and the market value of the assets of the subsidiaries, the management is of the view that the provisions already created are sufficient and there is no requirement to create further provisions in the books of accounts.

ii) a) The company has mortgaged a portion of Perambur land as a security to loans availed by third parties with current outstanding of Rs. 2,880.18 Lakhs. The parties have not repaid the loan amounts on due dates and the lenders continue to hold the symbolic possession on the assets of the company. The management is pursuing the matter with third party borrowers and is confident that the borrowers will meet their loan obligations and accordingly the value of assets mortgaged by the company does not require any adjustment to the carrying value.

b) The Company has given a corporate guarantee to its Step-down Subsidiary Company, PVP Capital Limited (PVPCL), which has not adhered to repayment schedule of principal and interest dues to a bank consequent to which the bank has filed a case for recovery of the dues before the Debt Recovery Tribunal (DRT) amounting to Rs. 14076.05 lakhs (includes interest) along with consequent interest and costs thereon as on 31st March, 2019. Further the bank has initiated SARFAESI proceedings and has taken symbolic possession of secured, immovable property of the Company under Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI) and issued an e-auction sale notice. There were no bidders for the aforesaid sale notice and consequently the e-auction sale proceedings has become infructuous. Further, PVPCL has applied for One Time Settlement to the bank and confident to settle the same.

c) The Company has given a corporate guarantee and pledged 10,00,000 equity shares of Rs. 10/- each held in Picturehouse Media Limited. With the approval of developer, the company has mortgaged 20 flats of Ekanta Tower-1 of North Town Project, Chennai, for availing term loan from the Bank by its subsidiary company i.e Safe trunk Services Private Limited (SSPL). The outstanding loan with bank by SSPL as on 31st March 2019 is Rs. 475.42 lakhs (31st March 2018 is Rs. 418.09 lakhs).

Further, for the above 3 points, the Management is in the vision that the company with the consultation of the outside parties will make all the debts good and there is no requirement to create any provisions in the books of accounts and the same also been asserted to our Auditors.

iii) Same as comment in (ii).

iv) Safetrunk Services Private Limited has requested for One Time Settlement of Dues ("OTS") and Closure of Accounts with UCO Bank. SSPL & UCO Bank are taking reconciliatory efforts on the final settlement amount. During the year, UCO Bank Ltd has invoked the aforesaid pledged shares.

v) The 'films under production expenses' mainly comprising payments to artistes and co-producers. The company is evaluating options for optimal utilization of these payments in production and release of films. The management does not foresee any erosion in carrying value.

vi) The Company has defaulted on repayment of interest and loans aggregating Rs. 14,076.05 lakhs which are payable on demand. Due to market condition in film industry, the company's borrowers did not meet their payment obligations and hence the above default. The company is contemplating to close the loan of way of One Time Settlement (OTS) in the near future.

vii) The Company has a loan book of Rs. 15,497.33 lakhs given to various film producers. Due to significant delay in completing the films, the Company's Borrowers did not service the interest and loan repayment. Consequently, the company has made a provision of Rs. 9,298.40 lakhs for the expected credit loss.

Management asserts that no adjustment to the carrying value is required as it is confident by considering the aspects like recovery from the borrowers and other resources to bring in additional cash flows to meets it obligations.

viii) Safetrunk Services Pvt Ltd (SSPL) is engaged in the business of providing private locker facility center. The company has 4294 lockers with high-end security facilities, which can be considered as a State of art infrastructure facility. The Company commenced its operation during the financial year 2018 and is in the process of consolidating the market. There is no intention to liquidate and the Company has got foreseeable future. Further, the Networth of the company is Rs. 157.89 lakhs.

Despite low cash flows from the cash generating unit (CGU), impairment of the carrying value of entire assets of the CGU of Rs. 932.47 lakhs has not been provided for, due to which the Loss is lesser by this amount.

Considering the gestation period for market capitalisation, the financial statements are prepared on Going Concern basis though the Company`s income is far less than the operational expenditure and the management does not for see any erosion in carrying value of Cash Generating Unit.

Secretarial Auditor and Secretarial Audit report:

Pursuant to the provisions of Section 204 of the Act and Rules and Regulation 24A of the Listing Regulations and other applicable provisions, framed thereunder, as amended, your Company has appointed Mr. PAP Murthy, Practicing Company Secretary to undertake the Secretarial Audit of PVP Ventures Limited and PVP Capital Limited.

The Secretarial Audit Report forms part of the Annual Report as **Annexure-2** of the Board's Report.

Auditors Qualification:

a. *There was no Woman Director on the Board of the Company as required under Section 149 of Companies Act, 2013 read with Rule 3 of Chapter XI Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation No. 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 till 04.12.2018. However the Company has appointed a Woman Director on 05.12.2018.*

b. *The Composition of Nomination and Remuneration Committee of the Company was not in compliance with the Section 178(1) of Companies Act, 2013 and Regulation No. 19(1)&(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 till 04.12.2018. However, The Company has complied with said provisions and regulations by reconstituting the committee on 05.12.2018.*

c. *The Company has received credit rating report from Brickwork Rating India Private Limited, credit rating agency on 28.05.2018 & 05.07.2018 and same was to be intimated to Stock Exchanges not later than twenty four hours from the occurrence of event or information as required under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 but the same has not been intimated to Stock Exchanges.*

d. *The Company was required to give eleven working days prior intimation to Stock Exchanges about the date on and from which interest on debentures shall be payable as required under Regulation 50(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 but the same has not been intimated to the stock exchanges.*

e. *The Company was required to submit certificate to stock exchange within two days of interest becoming due stating that it has made timely payment of the same as required under Regulation 57(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 but same has not been submitted to the Stock Exchanges within stipulated time. However the Company has:*

   - *Made a disclosure to the stock exchange on 17.09.2018 stating that they have made part payment of interest on 14.09.2018 for interest due on 30.06.2018*
   - *Made a disclosure to the stock exchange on 18.03.2019 stating that they have made payment of interest on 15.03.2019 towards quarterly payment of interest of March 2019.*

f. *Record date for payment of interest was required to be intimated to the stock exchange as required under Regulation 57(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 but same was not intimated to Stock Exchange.*

Directors' Comments on the above qualification:

a) & b) The Company has made earnest efforts to appoint a Woman Director having an adequate industry knowledge and experience, which can be utilized for the growth of the Company. It took considerable time to identify the woman director and had appointed with effect from 5th December 2018 and re-constituted Nomination and Remuneration Committee.

The Company has received notice for Non-Compliance with listing Regulations of 17(1) and 19(1) & (2). The Company had intimated about the appointment and requested the stock exchanges to withdraw the fine imposed by them. Since the request was not considered, the Company filed an application under regulation 102 to relax the strict enforcement considering that the Company had complied with said regulations.

Since SEBI has also not considered the application, the Company is filing an appeal before Securities Appellate Tribunal (SAT) for favourable order.

c) The Company intimated about the credit rating report to the Stock Exchanges on every half/annually financial closing of the year. In future, the Company will intimate the Stock Exchange as and when the Credit Rating is received by the Company.

d) The Board has noted the qualification provided by the Secretarial Auditor and have assured that the Company shall follow the same.

e) As per the arrangement between Debenture holder, debenture trustee and due to the business scenario, intimation as required under the listing regulations is unworkable. However, the Company is submitting the certificate as and when possible. Further, the Company has firmly decided and informed to stock exchanges on letter dated 1st August, 2019 that the Company shall inform regarding the payment towards NCD's on monthly basis.

f) The Company has severe financial crises. However, the Company is making part-payments out of the revenue generated from its sole project. Due to that the Company is not in a position to fix the record date for payment of interest to one debenture holder required under the listing regulations.

Cost Records

Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not required by the Company and accordingly such accounts and records are not made and maintained.

Reporting of Frauds

There have been no instances of fraud reported by Statutory Auditors of the Company under Section 143(12) of the Companies Act, 2013 and the Rules framed there under either to the Company or to the Central Government.

Stock Exchange Listing

Presently, the Equity Shares of the Company are listed on the BSE and NSE. The Company confirms that it has paid the Annual Listing Fees due to both the Stock Exchanges for the year 2019-20.

Chairman & Managing Director and Chief Financial Officer Certification

As required under the SEBI Guidelines, the Chairman and Managing Director and the Chief Financial Officer Certification is attached to this Report.

Extract of Annual Return

In accordance with Section 134 (3)(a) of the Companies Act, 2013, an extract of the Annual Return in the prescribed format is appended as **Annexure 3** of the Board's Report. Further, the same shall also be provided in the Company's website www.pvpglobal.com.

Internal Financial Control

The Company has a well-placed, proper and adequate Internal Financial Control (IFC) system which ensures that all assets are safeguarded and protected and that the transactions are authorised, recorded and reported correctly. This is commensurate with the nature of business and the size and complexity of the company's operations.

The real estate industry is passing through a challenging phase and the Company is no exception. The top management of the Company, to utilize the available resources efficiently has decided to engage itself more with the operations of the Company. The Company is further enhancing/strengthening the internal financial reporting with respect to significant business control, risk management processes etc. The Company's internal controls are further supplemented by internal audits, management review and documented policies, procedures & guidelines

The company has systems, policies and process in place, pertaining to the Internal Control over the investments and advances in its subsidiaries. The Company is also extending the financial and strategic support to recover the investments and advances made to subsidiaries considering the market value of the assets and expected cash flows.

Vigil Mechanism / Whistle Blower Policy

Pursuant to Section 177 of the Companies Act, 2013 and the Rules framed there under and pursuant to the provisions of listing Regulations, the Company has a Whistle Blower Policy framed to deal with instances of fraud and mismanagement, if any genuine grievances to the appropriate authority.

The Company has a Whistle Blower Policy framed to deal with instances of fraud and mismanagement, if any. The details of the Policy are explained in the Corporate Governance Report and also posted on the website of the Company www.pvpglobal.com

Corporate Social Responsibility (CSR)

Your Company has in place a CSR Committee in accordance with Section 135 of the Act. The details of the CSR Policy and the Report on CSR activities as prescribed under the Act and Companies (Corporate Social Responsibility Policy) Rules, 2014, is annexed herewith as **Annexure 4**. Further, the CSR Policy as approved by the Board is also available on website of the company.

The company is required to spend Rs. 36.98 Lakhs for the FY 2015-16, Rs. 10.58 lakhs for the FY 2016-17, Rs. 22.02 lakhs for the FY 2017-2018 and Rs. 18.52 lakhs for the FY 2018-19, the same will be expended in future years. The company's only source of income is revenue from the Joint Development Agreement entered with M/s. North Town Estates Private Limited. Due to financial constraint of the Company, the board of the directors has decided to spend the CSR amount in upcoming financial year.

Further, the Company met on May 30, 2018 for the Financial year 2018-19.

Particulars of employees

The table containing the names and other particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) and 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as **Annexure 5** to the Board's Report.

Risk Management Policy

The Company has risk management policy in place which mitigates the risk at appropriate situations and there are no elements of risk, which in the opinion of Board of Directors may jeopardize the existence of the Company.

Compliance with Secretarial Standards

The Company has complied with applicable provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Government of India under Section 118(10) of the Companies Act, 2013.

Disclosure under the Sexual Harassment of Women at Workplace (prevention, prohibition and redressal) Act, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

Further the Company as required by Telangana State has constituted Internal Complaints Committee (IC) under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, consisting of Ms. Ambika Philip-Presiding Officer and Ms. Surabi Jain, Ms. Syeda Ruqia as its Member.

The following is a summary of sexual harassment complaints received and disposed off during financial year ended March 31, 2019:

• No. of complaints received: Nil

• No. of complaints disposed off: Nil

Conservation of Energy, Technology Absorption and Foreign Exchange Earning/Outgo

Disclosures pertaining to Conservation of Energy, Technology Absorption and Foreign Exchange Earning/Outgo, are not applicable to your Company during the year under review.

Acknowledgements

Your Directors wish to express their appreciation for the support and co-operation extended by the bankers, financial institutions, joint development partners, shareholders, government agencies and other business associates. Your Directors wish to place on record their deep sense of appreciation for the committed services by the employees of the Company.

For and on behalf of Board of Directors

	Sd/-	Sd/-
Date : August 14, 2019	Prasad V. Potluri	Sai Padma Potluri
Place : Chennai	Chairman & Managing Director	Director

Management's Discussion and Analysis

1. Industry Structure & Development:

a) Real Estate

The real estate sector is one of the most globally recognized sector. The growth of this sector is well complemented by the growth of the corporate environment and the demand for office space as well as urban and semi-urban accommodations. The construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy.

Real estate sector in India is expected to reach US$ 1 trillion by 2030. By 2025, it will contribute to 13 per cent of the country's GDP. Real Estate stock in India is expected to reach 3.7 million square feet in 2019, with addition of 200 million square feet during the year. Emergence of nuclear families, rapid urbanisation and rising household income are likely to remain the key drivers for growth in all spheres of real estate, including residential, commercial and retail. Rapid urbanisation in the country is pushing the growth of real estate. More than 70 per cent of India's GDP will be contributed by the urban areas by 2020.

The introduction of the RERA Act in 2016 and GST in 2017 proved to be watershed moments in the real estate sector. These structural reforms have tightened the regulatory framework in a previously fragmented and unorganized sector, making way for a market that is much more consolidated, mature, and therefore capable of attracting sustainable growth and investment.

RERA has helped boost housing demand by empowering buyers, ensuring that serious players are better placed because of track of project completions and hence better customer confidence. Though the industry is still in throes of change, this augurs well in the medium to the long term for the sector.

GST too has played a pivotal role in reviving the market. Like RERA, it injects some much-needed transparency and accountability into the sector with a simplified tax structure and greater compliance. The GST rate cut applicable from April 1, 2019, will further ease the sector and help boost housing demand. For under construction properties in the premium housing segment, the rate is now 5 percent, down from 12 percent, while for affordable housing it has been brought down to just 1 percent from 8 percent. The GST Council has also done away with the Input Tax Credit system, which helped to revive buyer sentiment.

b) Films

Indian Media and Entertainment (M&E) industry grew at a CAGR of 10.90 per cent from FY17-18; and is expected to grow at a CAGR of 13.10 per cent to touch Rs. 2,660.20 billion (US$ 39.68 billion) by FY23 from Rs. 1,436.00 billion (US$ 22.28 billion) in FY18.

The M&E Industry is a key growth driver for the Indian economy. Proving its resilience to the world, this industry is on the cusp of a strong phase of growth, backed by rising consumer demand and growing advertising revenues. The industry has been largely driven by digitization which are bringing increased revenues to the M & E industry.

Further, in film industry, the major positives were growth of regional films and their presence and recognition across pan-India. This paves way for good content to travel beyond our state borders to wider audience. Another key change in the trend was a slight decline in star driven films to more content driven films. This will help in regulating inflated production cost, remuneration and marketing costs.

2. Opportunities, Risks & Concerns

2.1 Opportunities:

a) Real Estate:

The Indian real estate sector has witnessed high growth in recent times with the rise in demand for office as well as residential spaces. Private Equity and Venture Capital investments in the sector have reached US$ 1.47 billion between Jan-Mar 2019. Institutional investments in India's real estate are expected to reach US$ 5.5 billion for 2018, the highest in a decade.

Sectors such as IT and ITeS, retail, consulting and e-commerce have registered high demand for office space in recent times. Commercial office stock in India is expected to cross 600 million square feet by 2018 end while office space leasing in the top eight cities is expected to cross 100 million square feet during 2018-20. Gross office absorption in top Indian cities has increased 26 per cent year-on-year to 36.4 million square feet between Jan-Sep 2018.

The construction development sector in India has received Foreign Direct Investment (FDI) equity inflows to the tune of US$ 25.04 billion in the period April 2000 - March 2019.

The Securities and Exchange Board of India (SEBI) has given its approval for the Real Estate Investment Trust (REIT) platform which will help in allowing all kinds of investors to invest in the Indian real estate market. It would create an opportunity worth Rs. 1.25 trillion (US$ 19.65 billion) in the Indian market over the years.

The growing flow of FDI into Indian real estate is encouraging increased transparency. Developers, in order to attract funding, have revamped their accounting and management systems to meet due diligence standards.

Responding to an increasingly well-informed consumer base and, bearing in mind the aspect of globalisation, Indian real estate developers have shifted gears and accepted fresh challenges. The most marked change has been the shift from family owned businesses to that of professionally managed ones.

Real estate developers, in meeting the growing need for managing multiple projects across cities, are also investing in centralised processes to source material and organise manpower and hiring qualified professionals in areas like project management, architecture and engineering.

b) Films

Indian Media and Entertainments sector is growing very fast and is projected to be the second fastest growing advertising market in Asia after China. Increased revenues due to digital pattern, higher usage of internet, rising incomes and evolving lifestyles for the past two decades are contributing significantly to the growth of Indian Media and Entertainment sector.

The Media & Entertainment industry is anticipated to grow at a Compound Annual Growth Rate (CAGR) of 13.9 per cent during 2016-21 to reach US$ 37.55 billion. The industry provides employment to 4.5 million people, including both direct and indirect employment as of 2018.

India is one the major film producer in the world, and growing demand of Indian Films around the globe has also created huge demand for Indian film-makers and trained professionals. Top film production houses in India are being awarded huge out sourced work from Hollywood providing all Post production, sound & multimedia services. Major post production services in India includes video editing, colour corrections & colour grading, writing, recording, and editing of the sound track, visual effects, 2D-to-3D conversion, animation, dubbing and many more.

The high skilled post-production professionals in India are supporting the strong growth of Indian VFX and Post-production Industry. VFX and Film post-productions in India has registered strong growth of 21.1% in the FY 2018 and is expected to grow by 16.9% between the FY18-23.

Skilled professionals and world class post-production capabilities in VFX, 3D and animation is making India a popular outsourcing destination for post-production, sound & multimedia work from around the globe.

A good number of film service production companies in India are operating in Mumbai, Bangalore, Hyderabad and Chennai which are known as the hub of post-production studios in India.

The entertainment industry will also benefit from continued rise in the income spending among individuals; empirical evidence points to the fact that decreasing dependency ratio leads to higher discretionary spending on entertainment.

2.2 Risks and concerns:

a) Real estate:

In the course of its business, the Company is exposed to stiff competition from other established developers in the market. In addition, it is exposed to certain market related risks, such as increase in interest rates, customer risks, changes in the government policies and unanticipated delays in project approvals. However, with the competitive advantages, as aforementioned, the Company is well posed to mitigate all such risks.

The residential space continues to face headwinds in the form of muted sales and subdued consumer demand. Furthermore, the sector has been challenged by frequent delays in project completion and a complex approval process. This has resulted in developers curtailing new project launches and focusing on executing existing projects to deliver within the committed timeframe.

Industry experts are of the opinion that for the growth momentum to be sustained, liquidity issues owing to non-banking financing crisis (NBFS) and banks reduced lending to the sector needs to be addressed.

b) Films

Despite producing the largest number of films in the world, India's film industry revenue is only a fraction of other nations, which produce much lesser films and are lesser populated than India.

The film industry faces multiple challenges on the regulatory front, which requires lot of approvals and licenses a filmmaker is supposed to take from as many as authorities for shooting a film in India.

The Indian box office could be facing threat in the medium to long term, with the rise of original content provided by Over the Top (OTT) players. The streaming platforms are gradually eroding the revenues of established production houses.

Piracy has been reducing the revenues since the accessibility of internet to every house hold in the country. Started as bootlegged VHS tapes with hissy visuals and static over the sound, now we can get crystal clear HD quality digital print online just 2 days after the release of a movie. It still remains one big issue for the industry.

3. Segment–wise or product-wise performance

a) Real Estate:

The Group is engaged in Real Estate/Urban Infrastructure, Media Production and Movie Financing related activities. These are reportable segments for the year. Entire Operations of the Group is only in domestic hence reportable geographical segment does not arise.

Segment wise income, expenses, assets and liabilities have been identified on the basis of their relationship to the operating activities of the segment. Inter-segment revenue is accounted on the basis of cost plus margins. Revenue, expenses, assets and liabilities which relate to the Group as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue/expenses/assets/liabilities".

The Segment wise performance is detailed in Note no.26.29 – Segment Reporting under Notes to Accounts to the Consolidated Financial Statement for the year ended 31st March, 2019.

b) **Films:**

The Group is engaged in film production and movie financing related activities. The Holding Company, Picturehouse Media Limited operates only in entertainment segment, whereas PVP Cinema Private Limited, the subsidiary, did not have any commercial activity; PVP Capital Limited is in film financing business and Picturehouse Media Limited, Singapore has winded up the business during the year. Thus, the Group's entire business falls under this one operational segment and the necessary information has already been disclosed in the Balance Sheet and the Statement of Profit and Loss.

4. Outlook

a) **Real Estate**

The Government of India along with the governments of the respective states has taken several initiatives to encourage the development in the sector. The Smart City Project, where there is a plan to build 100 smart cities, is a prime opportunity for the real estate companies.

The Government has also raised FDI limits for townships and settlements development projects to 100 per cent. Real estate projects within the Special Economic Zone (SEZ) are also permitted 100 per cent FDI. The total number of houses built under the Pradhan Mantri Awas Yojana (PMAY) reached 69 million up to May 2019.

Government of India's Housing for All initiative is expected to bring US$ 1.3 trillion investments in the housing sector by 2025. Under the Pradhan Mantri Awas Yojana (PMAY) Urban, 8.09 million houses have been sanctioned up to May 27, 2019. The scheme is expected to push affordable housing and construction in the country and give a boost to the real estate sector.

Housing sector is undergoing a structural growth on the back of strong socio-economic ad demographic factors like population growth, a young population, rising urbanization, increasing number of dual income families, nuclearisation of families etc.

The Company believes that there are lots of opportunities in the Real Estate Sector in the face of the increased demand in high quality residential developments.

We believe that better cash flows shall be engendered through faster execution and monetization of lands and the existing JDA. Further, prevailing township with well-placed amenities and intensifying commercial projects nearby will boost the demand of our projects.

b) **Films**

The company is making a steady shift from commercial movies to content-driven movies, which have a much lower cost of production and high box office collections, leading to better margins. Indian film industry has undergone a sea change recently with the advent of digital technologies in India. Co-production treaties are initiated with various countries such as Italy, Brazil, UK and Germany to increase the export potential of the film industry.

From behind the cameras, acting in studios to managing the lights and the action, every individual in the media and entertainment industry strives to rise above and go beyond previously set standards and present the world with a picture-perfect experience to make an impact, not only on audiences, but also on the economies of the countries to which they belong. Therefore, it is of prime importance to encourage art, artists, technicians, directors and producers and give them the opportunity to showcase their talent. In doing so, they will reflect cultures, propose novel and sometimes path-breaking ideas, capture situations and reproduce history. The media and entertainment industry therefore needs all the possible help to realize its rich potential.

We survive on consistent innovation and development of content which is the need of the hour with Film technocrats for good content. As a producers, we foresee good times ahead for the company and its stakeholders.

5. Internal Control System and their adequacy

The internal audit and other internal checks implemented in the Company are adequate and commensurate with the size and nature of operations providing sufficient assurance and safe guarding all assets, authorizing transactions and its recording and timely reporting.

6. Financial Performance (Consolidated basis):

A. Non-current Investments: Investments done in various companies both listed and unlisted considering the business objectives and long term revenue generations from those investments. The change from last year is due to the provision for diminution in the value of Investments and Fair Valuation of Mutual funds.

B. Long term & Short term loans & advances: This indicates various other advances given by the Company in its regular course of business operations.

C. Capital Structure: There is no change in the capital structure during the period under report.

D. Reserves & Surplus: The decrease in Reserves & Surplus is attributed due to the decrease net profits of the subsidiaries during the current financial year.

E. Borrowings: The increase in Long Term Borrowings is due to increase in loan from taken by a subsidiaries. Short Term Borrowings represent the borrowings from banks and other parties.

F. Revenue from Operations: The consolidated revenue from operations has decreased to Rs. 37.30 crores from Rs. 58.95 crores during the previous year.

G. Cost of Sales: The movie production expenses for the year 2019 stood at Rs. 2.41 lakhs, which represents the expenses incurred on production of movies by the company and released during the year.

H. Employee Benefit Expenses: The decrease in employee benefit expenses is due to reduction number of Top Level Executives and thereby reduction in provision made for retirement benefits and other perquisites extended to employees.

I. Net Profit: The consolidated net loss for the year was Rs. 116.18 crores as against a net loss of Rs. 61.99 crores during the previous year.

7. Human Resources & Industrial Relations

Industrial relations are harmonious. The company recognizes the importance and contribution of the human resources for its growth and development.

8. Disclosure of Accounting Treatment

Effective 01st April, 2016, the company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101 First Time adoption of Indian Accounting Standards, with 01st April, 2015 as the transition date. The transition was carried out from Indian Accounting principles generally accepted in India as prescribed under section 133 of the companies act read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hither to in use.

lnd AS 115 Revenue from contracts with customers has been notified by Ministry of Corporate Affairs (MCA) on 28 March 2018 and is effective from accounting period beginning on or after 1st April 2018 and replaces existing revenue recognition standard 'Ind AS 18 - Revenue'. The company has adopted Ind AS 115 'Revenue from Customers' with effect from 1st April, 2018, using modified retrospective method. The application of lnd AS 115 has impacted the Company's accounting for recognition of revenue from real estate residential project.

9. Details of Significant Changes

There are no significant change in the key financial ratios of the Company.

Cautionary Statements

Statements in this Management Discussion and Analysis may contain forward-looking statements, which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar meaning. These statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events. Important developments that could affect the company's operations include a downtrend in media and entertainment sector, significant changes in political and economic environment in India or key financial markets abroad, tax laws, litigations, exchange rate fluctuations, interest and other costs. The term "Real Estate" wherever used by the Company includes Development of Real Estate Projects and Urban Infrastructure.

REPORT ON CORPORATE GOVERNANCE

[*Pursuant to Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015*]

The Company believes in the system of accountability, transparency and business ethics in its business coupled with utmost importance to statutory compliances. Your Company believes that good Corporate Governance will lead to attainment of long term goals and value addition to the Stakeholders of the Company. The Corporate Governance process and systems have been gradually strengthened over the years.

1. Company's philosophy on Corporate Governance:

PVP Ventures Limited believes in the following three tier Corporate Governance Structure:

(i) Members appoint the Board of Directors ('Board') and authorize to conduct business with objectivity and ensure accountability;

(ii) Board leads the strategic management of the Company on behalf of the Shareholders and in the best interests of all the Stakeholders, exercises supervision through direction and control and constitutes various Committees to handle specific areas of responsibilities; and

(iii) The Committees of the Board and Executive Management appointed by the Board take up specific responsibilities and day-to-day tasks to ensure that the activities of the Company are bring managed according to the strategies and targets set by the Board.

The above principles have been the guiding force for whatever your Company does and shall continue to be so in the years to come. The Company is committed to adapting to the best practices in Corporate Governance and Disclosure.

2. Board Composition:

a) Composition and Category of Directors:

The Board consists of Four Directors comprising 1 (one) Promoter - Executive Director and 3 (three) Independent Directors and 1 (One) Non-Executive Directors, as on March 31, 2019. The composition of the Board represents the finest blend of professionals from various backgrounds which enable the Board to discharge its responsibilities more efficiently and provide effective leadership by taking the Company's business to achieve greater heights.

b) Attendance at Board meeting:

The attendance of the Directors at the Meeting of Board of Directors held during financial year 2018-19 is as follows:

Sl No	Name	No. of Board Meetings		Attendance at the AGM held on September 10, 2018
		Held	Attended	
1.	Mr. Prasad V. Potluri	9	1	Yes
2.	Mr. N S Kumar	9	9	Yes
3.	*Mr. Sohrab Chinoy	9	0	No
4.	**Mr. R. Nagarajan	9	8	Yes
5.	***Mrs. P J Bhavani	9	4	No

* Mr. Sohrab Chinoy was appointed as an Additional Independent Director w.e.f March 22, 2019.

**Mr. R. Nagarajan resigned from the position of directorship w.e.f March 31, 2019.

***Mrs. P J Bhavani was appointed as an Additional Non-Executive Director w.e.f December 05, 2018.

The necessary quorum was present for all the Board Meetings and the 27th Annual General Meeting. The maximum interval between any two Board Meetings was well within the maximum allowed gap of one hundred and twenty days.

Mrs. P J Bhavani holds 1650 shares in the Company.

A code of conduct as applicable to the Directors and the designated senior management of the Company had been approved by the Board and adhered by them. A declaration to this effect from the Managing Director of the Company attached to this Annual Report.

c) Other Directorships

The details of each Member of the Board along with number of Directorship(s)/Committee Membership(s) held by Directors in companies other than PVP Ventures Limited, along with age of the Director, date of appointment to the Board of PVP Ventures Limited and Director Identification Number (DIN) are provided below for the period ended March 31, 2019:

Name of the Director	Designation / Position	Date of Appointment	DIN	Directorships in other Companies	Position on Committees of the Board of other Indian Companies	
					As Chairman	As Member
Mr. N S Kumar	Non-Executive and Independent Director	19/03/2001	00552519	5	2	2
Mr. Sohrab Chinoy	Non-Executive and Independent Director	22/03/2019	03300321	8	Nil	2
Mr. Prasad V. Potluri	Chairman and Managing Director	04/12/2007	00179175	3	Nil	2
Mrs. P J Bhavani	Non-Executive Director	05/12/2018	08294839	1	Nil	0
Mr. R. Nagarajan	Non-Executive and Independent Director	19/03/2001	00443963	5	2	0

Notes:

(i) None of the Directors are related to each other.

(ii) As required by Regulation 26 of SEBI (LODR) Regulations, 2015 the disclosure includes Membership/Chairpersonship of the Audit Committee and Stakeholders Relationship Committee of other public limited companies.

(iii) In Picturehouse Media Limited (Listed Company), Mr. N S Kumar, Mr. R Nagarajan and Mr. Sohrab Chinoy are the Independent Director. Mr. Prasad V. Polturi is the Managing Director, Mrs. P J Bhavani is the Non-Executive Director w.e.f 05.12.2018.

(iv) Pursuant to Schedule IV of the Companies Act, 2013 and the Rules made thereunder, the independent directors of the Company shall hold at least 1 meeting in a year, without the attendance of non-independent directors and members of the management. The Independent Directors have held a meeting on February 18, 2019 reviewed and discussed, the performance of non-independent directors and Board as a whole, and assessed the quality, quantity and timelines of flow of information between the company management and the Board which is necessary for the Board to effectively and reasonably perform their duties, the performance of the Company and risks faced by it, flow of information to the Board, competition, strategy, leadership strengths, weaknesses, governance, compliance, board movements, HR matters and performance of Chairman

None of the Directors hold Directorships in more than 20 Companies.

None of the Directors on the Board is a member on more than 10 Committees and Chairman of more than 5 Committees across all the companies in which they are directors.

d) Number of Board Meetings

During the financial year 2018-19, the Board met Nine (9) times i.e., on May 30, 2018, August 08, 2018, October 03, 2018, November 14, 2018, December 05, 2018, February 07, 2019, February 18, 2019, February 22, 2019 and March 22, 2019.

e) Disclosure of relationship between directors inter-se

None of the Directors are related to each other.

f) Shares held by Non-Executive Directors

As on March 31, 2019, Mrs. P J Bhavani holds 1,650 Equity Shares.

g) Directors Induction, Evaluation and Familiarization

The details of Director's induction and familiarization are available on the Company's website at www.pvpglobal.com. Details of the familiarization programme is hosted on http://www.pvpglobal.com/other-statutory-information/.

General Director Qualification Criteria: The Board has not established specific minimum age, education, years of business experience or specific types of skills for Board members, but, in general, expects a candidate to have extensive experience and proven record of professional success, leadership and the highest level of personal and professional ethics, integrity and values

h) General Director Qualification Criteria:

The Board has not established specific minimum age, education and years of business experience or specific types of skills for Board members, but, in general, expects a candidate to have extensive experience and proven record of professional success, leadership and the highest level of personal and professional ethics, integrity and values.

i) Independence of Independent Directors

Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015. The maximum tenure of the Independent Directors is in compliance with the Companies Act, 2013 ("Act"). All the Independent Directors have confirmed that they meet the criteria as mentioned under SEBI (LODR) Regulations, 2015 and Section 149 of the Companies Act, 2013.

j) Resignation of Independent Director

Pursuant to the Listing Regulations and Companies Act, 2013's compliances, Mr. R. Nagarajan resigned from the position of Independent Director w.e.f. March 31, 2019. Further, the Company has received confirmation from him that there are no other material reasons other than those provided and was also share before the stock Exchanges.

3. Audit Committee:

a. Brief description of terms of reference

i) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

ii) Recommendation for appointment, remuneration and terms of appointment of auditors of the company;

iii) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

iv) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

   a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
   b. Changes, if any, in accounting policies and practices and reasons for the same
   c. Major accounting entries involving estimates based on the exercise of judgment by management
   d. Significant adjustments made in the financial statements arising out of audit findings
   e. Compliance with listing and other legal requirements relating to financial statements
   f. Disclosure of any related party transactions
   g. modified opinion(s) in the draft audit report;

v) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

vi) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

vii) Review and monitor the auditor's independence and performance, and effectiveness of audit process;

viii) Approval or any subsequent modification of transactions of the company with related parties;

ix) Scrutiny of inter-corporate loans and investments;

x) Valuation of undertakings or assets of the company, wherever it is necessary;

xi) Evaluation of internal financial controls and risk management systems;

xii) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

xiii) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

xiv) Discussion with internal auditors of any significant findings and follow up there on;

xv) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

xvi) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

xvii) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

xviii) To review the functioning of the Whistle Blower mechanism;

xix) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

xx) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;

xxi) Monitoring the end use of funds raised through public offers and related matters;

xxii) To review the management discussion and analysis of financial condition and results of operations;

xxiii) To review the statement of significant related party transactions (as defined by the audit committee), submitted by management;

xxiv) To review the management letters / letters of internal control weaknesses issued by the statutory auditors;

xxv) To review the internal audit reports relating to internal control weaknesses;

xxvi) To review the appointment, removal and terms of remuneration of the chief internal auditor.

xxvii) To review the statement of deviations of following:

a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b. Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

xxviii) The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company; and

xxix) The Audit Committee shall have authority to investigate into any matter in relation to the items specified above or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.

b. Composition, Name of Members and Chairperson

The Audit Committee was constituted by the Board with 2 Independent Directors and 1 Executive Director with Independent Director as its Chairman.

All Members are financially literate and have the required accounting and financial management expertise. Further, The Committee was reconstituted in the Board meeting held on March 22, 2019.

Name of the Director	Category	Position
Mr. R. Nagarajan	Non-Executive and Independent Director	Chairman (up to March 22, 2019)
Mr. N S Kumar	Non-Executive and Independent Director	Chairman (w.e.f March 22, 2019)
Mr. Sohrab Chinoy	Non-Executive and Independent Director	Member (w.e.f March 22, 2019)
Mr. Prasad V. Potluri	Chairman & Managing Director	Member

c. Audit Committee meetings and Attendance of the Audit Committee Meetings:

The Audit Committee met Six (6) times during the financial year 2018-19 i.e., on May 30, 2018, August 08, 2018, November 14, 2018 and February 07, 2019, February 18, 2019 and February 22, 2019 and not more than One Hundred and Twenty days had elapsed between any two Audit Committee Meetings. The necessary quorum was present for all the Audit Committee Meetings.

Sl No	Name of the Director	Category	Number of Audit Committee Meetings	
			Held	Attended
1	Mr. N S Kumar	Non-Executive and Independent Director	6	6
2	Mr. Sohrab Chinoy	Non-Executive and Independent Director	6	0
3	Mr. Prasad V. Potluri	Chairman and Managing Director	6	1
4	R. Nagarajan	Non-Executive Independent Director	6	6

The Company Secretary of the Company acts as a Secretary of the Committee.

4. Nomination and Remuneration Committee

a. Brief description of terms of reference

The Terms of Reference of Nomination and Remuneration Committee is as follows:

(i) Determine/recommend the criteria for qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

(ii) Formulate criteria for evaluation of each Director's performance and performance of the Board as a whole;

(iii) Devising a policy on diversity of board of directors;

(iv) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of directors their appointment and removal.

(v) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

(vi) Determine/recommend the criteria for appointment of Executive, Non-executive and Independent Directors to the Board;

b. Details of Composition, name of members and Chairperson

The Nomination & Remuneration Committee comprises of three Directors, as detailed below. Further, the Committee was reconstituted in the Board meeting held on December 05, 2018 & March 22, 2019.

Details of Composition of the Committee:

Name of the Member	Category	Position
Mr. N S Kumar	Non-Executive and Independent Director	Chairman
Mr. R. Nagarajan	Non-Executive and Independent Director	Member (Upto 22.03.2019)
Mr. Sohrab Chinoy	Non-Executive and Independent Director	Member (w.e.f 22.03.2019)
Mrs. P J Bhavani	Non-Executive Director	Member (w.e.f 05.12.2018)

The Company Secretary of the Company acts as the Secretary to the Nomination & Remuneration Committee.

c. **Nomination & Remuneration Committee Meeting and Attendance during the financial year ended March 31, 2019**

The Nomination & Remuneration Committee met five (5) time during the financial year 2018- 19 on 30.05.2018, 08.08.2018, 14.11.2018, 05.12.2018 and 22.03.2019.

Details of Attendance of the Nomination and Remuneration of Committee Meetings

Sl No	Name of the Director	Category	Number of Meetings	
			Held	Attended
1	Mr. N S Kumar	Non-Executive and Independent Director	5	5
2	Mr. Sohrab Chinoy	Non-Executive and Independent Director	5	0
3	Mrs. P J Bhavani	Non-Executive Director	5	1
4	Mr. R Nagarajan	Non-Executive and Independent Director	5	4

d. **Performance Evaluation Criteria of Independent Director:**

During the year, committee under the guidance of Board, also formulated the criteria and framework for the performance evaluation of every Director of the Board including independent Directors and identified the ongoing training and education programs to ensure that the independent Directors are provided with adequate information regarding the business, the industry and their legal responsibilities and duties.

Board Level Performance Evaluation

Pursuant to provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, annual performance evaluation of the Directors including Chairman, Board and its Committees viz., the Audit Committee, Nomination and Remuneration Committee, and Stakeholders Relationship Committee has been carried out. The Nomination and Remuneration Committee reviews the said Performance Evaluation on annual basis. The Performance evaluation of Independent Directors was carried out by the entire Board of Directors without participation of the directors who are subject to the evaluation.

5. Remuneration of Directors:

(i) There is no pecuniary relationship or transaction of Non-Executive Directors with the Company during the year 2018-2019.

(ii) No remuneration is paid to Non-Executive Directors, apart from sitting fee for attending the Board & Committee meetings.

(iii) Disclosures with respect to remuneration :

(a) All elements of remuneration package of individual Directors summarized under major groups such as salary, benefits, bonuses, stock options, pension etc.

Remuneration is paid to Mr. Prasad V. Potluri, Chairman & Managing Director of the Company, no other directors receive any remuneration apart from sitting fee.

Details of sitting fees paid to the Directors are as follows:

Name of the Director	Amount (In Rupees)
Mr. Prasad V. Potluri	NIL
Mr. Sohrab Chinoy	NIL
Mr. N S Kumar	1,50,000/-
Mr. Nagarajan	150,000/-
Mrs. P J Bhavani	10,000/-

(b) Details of fixed component and performance linked incentives, along with the performance Criteria: NA

(c) Service contracts, notice period, severance fees: Nil

(d) Company has not granted any Stock options during the year

6. Stakeholders' Relationship Committee:

a. **Composition of the Committee**

The Stakeholders' Relationship Committee comprises of three Directors, as detailed below. Further, the Committee was reconstituted in the Board meeting held on 22.03.2019.

Details of Composition of the Committee:

Name of the Director	Category	Position
Mr. R. Nagarajan	Non-Executive and Independent Director	Chairman (upto 22.03.2019)
Mr. N S Kumar	Non-Executive and Independent Director	Chairman (w.e.f 22.03.2019)
Mr. Sohrab Chinoy	Non-Executive and Independent Director	Member (w.e.f 22.03.2019)
Mr. Prasad V. Potluri	Chairman & Managing Director	Member

The Company Secretary of the Company acts as the Secretary to the Stakeholders' Relationship Committee.

b. Stakeholders' Relationship Committee Meeting and Attendance during the financial year ended March 31, 2019.

The Committee met four (4) time during the financial year 2018-19 on 30.05.2018, 08.08.2018, 14.11.2018 and 07.02.2019.

Details of Attendance of the Stakeholders' Relationship Committee Meetings

Sl No	Name of the Director	Category	Number Of Meetings	
			Held	Attended
1	Mr. N S Kumar	Non-Executive and Independent Director	4	4
2	Mr. Sohrab Chinoy	Non-Executive and Independent Director	4	0
3	Mr. Nagarajan	Non-Executive and Independent Director	4	4
4	Mr. Prasad V. Potluri	Executive Director	4	1

c. Name and designation of the Compliance Officer;
Mr. D. Krishnamoorthy, Chief Financial Officer and Company Secretary.

d. Number of Shareholders' Complaints Received so far – NIL

e. Number of complaints not resolved to the satisfaction of shareholders is NIL

f. There were no pending complaints as at the year end.

7. General Body Meetings

a. Annual General Meetings
Location, date and time of the Annual General Meetings held during the preceding 3 years and the Special Resolutions passed thereat are as follows:

YEAR	VENUE	DATE & TIME	SPECIAL RESOLUTIONS PASSED
2017-18	Sri. P. Obul Reddy Hall", Vani Mahal, 103, G N Road, T. Nagar, Chennai – 600 017, Tamil Nadu	September 10, 2018 10:00 A.M	Issuance of secured, rated, listed redeemable, Non-Convertible Debentures by way of Private Placement
2016-17	Hotel Green Park, Vauhini Hall, No. 183, NSK Salai, Arcot Road, Vadapalani, Chennai- 600 026	September 28, 2017 10:00 A.M	Nil
2015-16	Hotel Green Park, Vauhini Hall, No. 183, NSK Salai, Arcot Road, Vadapalani, Chennai- 600 026	September 27, 2016 10:00 A.M	Nil

b. Extraordinary General Meetings:
No Extraordinary General Meeting held during the year.

c. Postal Ballot:
During the year 2018-19, the Company has passed no resolution through Postal Ballot.

d. Special resolution proposed to be conducted through postal ballot
There is no such proposal as of now. In case, any resolution needs to be passed through Postal Ballot during the year 2019-20, the procedure laid down under Section 110 of the Companies Act, 2013 and the Rules made thereunder will be complied.

8. Means of Communication:

(a) The quarterly results are published in Business Standard (English) and Makkal Kural (in Tamil)

(b) Quarterly Financial Results are furnished within the time frame to all the concerned Stock Exchanges as per Clause 41 of the Erstwhile Listing Agreement and Regulation 33 of the Securities Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations,2015 and the same are displayed on the Company's website www.pvpglobal.com

(c) The website www.pvpglobal.com also displays vital information relating to the Company and its performance and such other statutory information such as shareholding pattern, annual reports, policies/code of conduct and such other like.

(d) No official news releases or presentations to institutional investors/analysts were made during the year.

(e) Presentations made to Institutional investors or to the analysts: Nil.

9. General Shareholder information:

a. Annual General Meeting – September 27, 2019 at 10.00 am at Sri. P. Obul Reddy Hall, Vani Mahal, 103, G N Road, T. Nagar, Chennai – 600 017

b. Financial Year of the Company is 1st April to 31 March.

c. Dividend payment date – Not Applicable

d. Listing on Stock Exchanges – The Company's share are listed on:

Name of the stock exchange	Address
BSE Limited (BSE)	Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 023
National Stock Exchange of India Limited (NSE)	Exchange Plaza, 5 Floor, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051

The listing fees for the year 2018-19 and 2019-20 has been paid to the above stock exchanges.

e. **Stock Code** of the Company's scrip is PVP for NSE and 517556 for BSE.

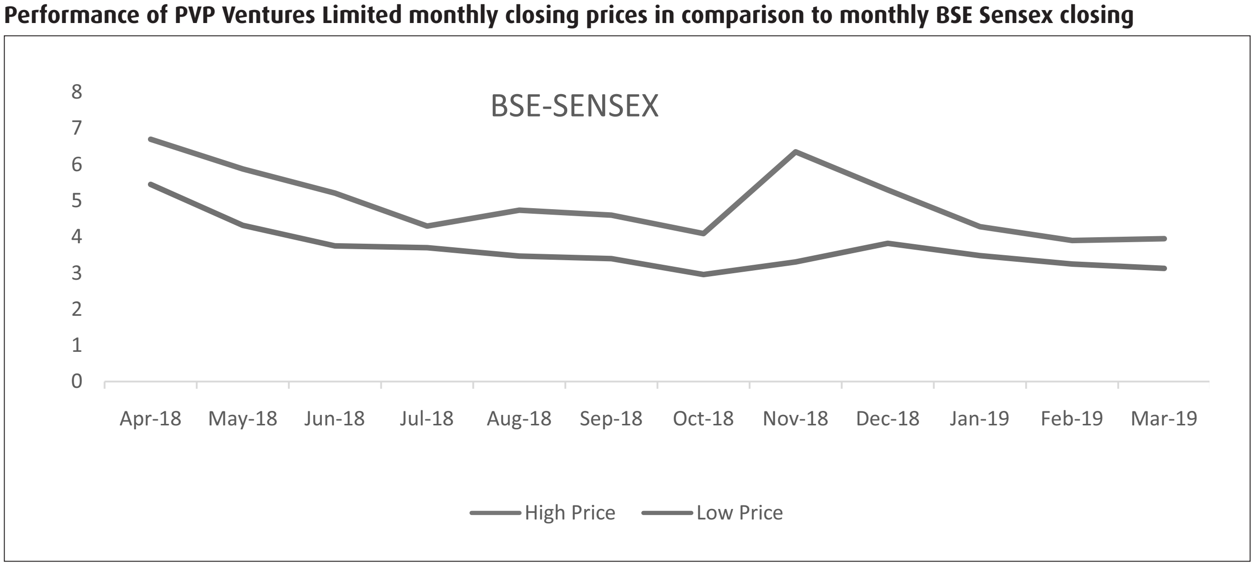
f. **High and Low Market Price during each month in the accounting year was as follows:**

Month	BSE		SENSEX	
	High Price	Low Price	High	Low
Apr-18	6.7	5.45	35,213.30	32,972.56
May-18	5.88	4.32	35993.53	34302.89
Jun-18	5.21	3.75	35877.41	34784.68
Jul-18	4.3	3.7	37644.59	35106.57
Aug-18	4.74	3.47	38989.65	37128.99
Sep-18	4.6	3.4	38915.91	35985.63
Oct-18	4.09	2.96	36274.25	33291.58
Nov-18	6.35	3.31	34650.63	34303.38
Dec-18	5.3	3.82	36396.69	34426.29
Jan-19	4.28	3.48	36161.8	35375.51
Feb-19	3.9	3.25	36311.74	35287.16
Mar-19	3.95	3.13	36018.49	35926.94

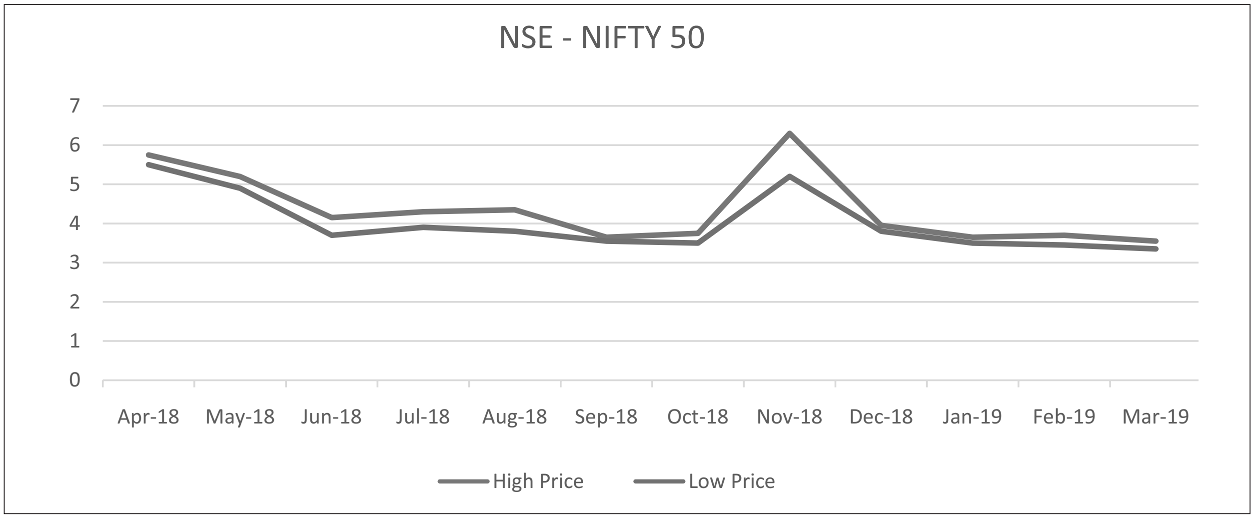
Month	NSE		INDEX	
	High Price	Low Price	High	Low
Apr-18	5.75	5.5	10759.00	10111.30
May-18	5.2	4.9	10929.20	10417.80
Jun-18	4.15	3.7	10893.25	10550.90
Jul-18	4.3	3.9	11366.00	10604.65
Aug-18	4.35	3.8	11760.20	11234.95
Sep-18	3.65	3.55	11751.80	10850.30
Oct-18	3.75	3.5	11035.65	10004.55
Nov-18	6.3	5.2	10922.45	10341.90
Dec-18	3.95	3.8	10985.15	10333.85
Jan-19	3.65	3.5	10987.45	10583.65
Feb-19	3.7	3.45	11118.10	10585.65
Mar-19	3.55	3.35	11630.35	10817.00

g. **Performance in comparison to broad-based indices such as BSE Sensex, Nifty 50**

I. **Performance of PVP Ventures Limited monthly closing prices in comparison to monthly BSE Sensex closing**



II. Performance of PVP Ventures Limited monthly closing prices in comparison to monthly NSE Nifty 50 closing



h. There suspension of trading in securities of the Company is going on.

The Equity shares of the Company has been suspended with effect from April 09, 2019 for Penal reason for Non-compliance on non-appointment of woman director and non-reconstitution of Nomination & Remuneration Committee for the quarter ended September 2018 till December 4, 2018.

The Company has appointed a Woman Director w.e.f. December 05, 2018. The Company has filed application under Regulation 102 of listing regulation. SEBI has not considered the application on the ground that, the Company has not met the criteria under Listing regulation to withdraw enforcement on the suspension of trading.

The Company is in process to file application to withdraw the suspension and other proceedings.

i. Registrar to issue and Share Transfer Agents

Karvy Fintech Private Limited
C/o Karvy Selenium Tower B, Plot Nos. 31 and 32,
Financial District, Nanakramguda, Serlingampally Mandal,
Hyderabad 500 032, Telangana.
T: +91 040 – 6716 1591 E: einward.ris@karvy.com

j. Share Transfer System: The Registrar and Share Transfer Agents, Karvy Fintech Private Limited, handles share transfer.

k. Distribution of Shareholding as on 31st March, 2019 was as follows:

(i) Categories of Shareholders:

Category	No. of Shares	% to Share Capital
Promoters	1,40,99,07,66	57.53
FIIs and Financial Institutions/Banks	4,46,640	0.18
Private Corporate Bodies	82,84,452	3.38
Indian Public	6,23,30,206	25.44
NRIs / HUFs/Clearing Members/Others	3,30,00,637	13.47
Custodians of GDRs	-	-
Total	24,50,52,701	100.00

(ii) Distribution of Shareholding:

Sl.No	Category (Shares)	No. of Holders	% To Holders	No. of Shares	% To Equity
1	1 - 5000	29,357	94.32	1,87,26,226	7.64
2	5001 - 10000	884	2.84	69,11,701	2.82
3	10001 - 20000	460	1.48	66,08,409	2.70
4	20001 - 30000	125	0.40	31,47,239	1.28
5	30001 - 40000	58	0.19	20,45,909	0.83
6	40001 - 50000	51	0.16	23,78,258	0.97
7	50001 - 100000	99	0.32	70,21,900	2.87
8	100001 and above	90	0.29	19,82,13,059	80.89
Total		**31124**	**100.00**	**245052701**	**100.00**

l. **Dematerialization of Shares and Liquidity:** To facilitate trading in dematerialized form, the Company has entered into agreement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Shares of the Company are actively traded on the National Stock Exchange Limited and BSE Limited. As on 31st March, 2019, 99.88% shares were held in dematerialized form.

m. **There are no outstanding Global Depository Receipts/American Depository Receipts or Warrants or any convertible instruments as on the date of March 31, 2019.**

n. **Commodity Price Risk or Foreign Exchange risk and hedging activities:** The Company is not carrying on any Commodity Business and has also not undertaken any hedging activities, hence same are not applicable to the Company.

o. **Plant location:** The Company do not have any plant.

p. **Address for Correspondence**

PVP Ventures Limited
4th Floor, Punnaiah Plaza, Plot No.83 and 84,
Road No.2, Banjara Hills, Hyderabad – 500034.
T: +91-40-6730 9999; F No: +91-40-6730 9988.
E: investorrelations@pvpglobal.com

q. **List of all Credit ratings obtained by the entity**

The Company has received Credit ratings from Brickwork, SEBI registered for its NCD's (Tranche A & B). Following are the details:

25.05.2017	Ratings (TRANCHE A)	BWR BBB
09.03.2018	Revision	BWR BB
28.05.2018	Tranche A & B	BWR BB
05.07.2018	revision	BWR D
22.10.2018	revision	BWR D

Further, the details are also provided on the website of the Company.

10. Other Disclosures

a. There were no material significant Related Party Transactions i.e. transactions of the Company of material nature, with its promoters, Directors or the management, their subsidiaries or relatives etc. during the year that may have potential conflict with the interests of the Company at large. All related party transactions are intended to further the business interests of the Company.

b. Details of Non-Compliance:

- PVP Global Ventures Private Limited. ("PVP Global"), Mr. Prasad V Potluri and PVP Ventures Ltd, received Orders from Adjudicating Officer dated 27th March, 2015 for non-compliance of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 & SEBI (Prohibition of Insider Trading) Regulations, 1992. Subsequently, they have filed appeals before the Securities Appellate Tribunal (SAT) vide Appeal No. 356 & 357 of 2015 challenging the orders of Adjudicating Officer.

  SAT vide order dated 20th June, 2018 reduced the penalty of Rs. 1,530 lakhs on Mr. Prasad V Potluri to Rs. 515 Lakhs, upheld the penalties of Rs. 1,500 lakhs imposed on PVP Global Ventures Limited and Rs. 15 Lakhs on PVP Ventures Limited. Hence, miscellaneous Applications No.180 & 181 dt. 2nd Jul'18 were filed before the Hon'ble SAT for staying its order for which the SAT granted 6 weeks' time to appeal with Hon'ble Supreme Court. Also on 6th July 2018, as Security, the appellants deposited Original Title deeds of Land valuing more than Rs.30 Crores, held by its subsidiaries for realization and payment of the aforesaid demand. Civil appeal No.9092 dated 16th August 2018, was filed before the Hon. S.C, which was dismissed on 14th September, 2018, and the SAT Orders were upheld. A demand was raised by the Recovery Officer, SEBI, Vide No.1770, 1771 and 1772 dated 26th October, 2018 with Interest from, 27th March, 2015, the date of order from Adjudicating Officer. The appellants filed review petitions before the Honorable SEBI/SAT, Mumbai on 10th November 2018 & 21st November, 2018, stating technical and legal reasons, that the final SAT order was dated 20th June 2018, whereas the Interest was calculated since 2015 and the orders dated 27th Mar'15 & 28th Jun'18 are silent on levy of interest.

  SEBI initiated attachment proceedings on 19th November, 2018 of the Demat Accounts & Bank accounts of the three appellants. The holding company, PVP Ventures Ltd. paid Rs.15 lakhs and disputed interest of Rs. 6.46 lakhs on 07th Dec'18 and the freezing of accounts was lifted for PVP Ventures Ltd. SAT, dismissed the company's appeal on interest in Apr'19. The Company has appealed with the Honorable Supreme Court and received Stay Order dated 12th July, 2019 for payment of Interest. The appellants have written to SEBI, requesting to keep the order on record and to keep the recovery proceedings in abeyance.

  Further, PVP Global Ventures Private Limited has made provisions, for the principal amount of Rs. 1500 lakhs and disputed interest of Rs. 645.53 lakhs.

- Due to the non-appointment of Woman Director until December 05, 2018, the NSE and BSE imposed fine amounting to Rs. 12,96,820 each for non-compliance with the SEBI (LODR) Regulation 17(1) and Regulation 19(1) & (2) respectively. Further, the shares of the Company were shifted to "Z" category ("BZ" series) (trading on trade for trade basis) w.e.f. February 26, 2019.

  The Company received Intimation letter from NSE & BSE Limited for Suspension of trading of Securities with effect from April 09, 2019 due to non-compliance in payment of fines. However, as the suspension is due to Non-Compliance, trading happens online only on the first day of week till the completion of 6 month.

c. The Whistle blower policy as approved and adopted by the Board of Directors provides adequate safeguards against victimization of employees and provides access to the Audit Committee.

d. The Company has complied with all the mandatory requirements of Corporate Governance as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has not adopted any of the clauses with regard to discretionary requirements.

e. The Policy for determining material subsidiaries is disclosed on the website of the Company http://www.pvpglobal.com/pdf/PolicyonMaterialSubsidiaries-PVPL.pdf.

f. The Policy on Related Party Transactions as approved and adopted by the Board of Directors is displayed on the website of the Company at www.pvpglobal.com/html/otherstatutory-information.html

g. Disclosure of commodity price risks and commodity hedging activities. – Not Applicable

h. There were no funds raised through preferential allotments or qualified institutional placements as specified under Reg. 32(7A)

i. The Company has duly enclosed the certificate received from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority. Further the Company has enclosed for perusal.

j. During the financial year, the Board have accepted all the recommendations made by the N& R Committee.

k. M/s. Bhramayya& Co. are the statutory Auditor of PVP Ventures Limited and Picturehouse Media limited (its subsidiary company Further, total amount of Rs. 42,00,000/- (Net of TDS) was paid to them for both the Companies for the relevant financial year.

l. disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
   a. number of complaints filed during the financial year - Nil
   b. number of complaints disposed of during the financial year -Nil
   c. number of complaints pending as on end of the financial year - Nil

11. The Company has complied with the requirements of the Schedule V, Corporate Governance report sub-paras (2) to (10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

12. The Company has not adopted any of the Discretionary requirements as specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

13. The Company has made all the disclosures for compliance with corporate governance requirements as specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 in the section Report on corporate governance of the annual report. Further, the Company has attached code to conduct, MD certificate and Secretarial Auditor certificate.

14. Disclosure with respect to Demat suspense account/ unclaimed suspense account – **Not applicable**

Other information useful for Shareholders:

a) Pursuant to SEBI circular dated April 20, 2018 shareholders whose ledger folios do not have or having incomplete details with regard to PAN and Bank particulars are required to compulsorily furnish the same to the RTA or the Company for registration in the folio.

b) In view of amendments to the Listing Regulations vide SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, effective April 1, 2019, requests for effecting transfer of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository, except in case of transmission or transposition of shares

c) Shareholders holding shares in physical form are requested to notify the Company in writing, any change in their address and Bank Account details under the signature of sole / first joint holder. Beneficial owners of shares in electronic form are requested to send their instructions regarding change of name, change of address, bank details, nomination, power of attorney, etc. directly to their Depository Participants (DP) as the same are maintained by the DP.

d) SEBI has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to furnish their PAN details to their DP, if not already provided.

Members holding shares in physical form are required to mandatorily submit the following to RTA.

a. copy of their PAN, if not already provided; and

b. copy of the PAN card of the transferee(s), members, surviving joint holder(s) / legal heir(s) while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates

For and on behalf of Board of Directors

Sd/-
Prasad V. Potluri
Chairman & Managing Director

Date : August 14, 2019
Place : Chennai

Code of Conduct for Directors and Senior Management

As the Chairman & Managing Director of PVP Ventures Limited and as required by Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that all the Board members and senior management personnel of the Company have affirmed compliance with the Company's Code of Conduct for the Financial Year 2018-19.

Sd/-
Prasad V. Potluri
Chairman and Managing Director

Date : May 30, 2019
Place : Chennai

MD & CFO CERTIFICATION

The Chairman & Managing Director and CFO have given a Certificate to the Board as contemplated in Schedule-V of listing regulations as below:

To
The Board of Directors
PVP Ventures Limited

We, Prasad V. Potluri, Chairman & Managing Director & Mr. D. Krishnamoorthy, Chief Financial Officer of PVP Ventures Limited, to the best of our knowledge and information, and on behalf of the Company certify that:

a. We have reviewed financial statements and the Cash flow Statement for the year ended March 31, 2019 and that to the best of our knowledge and belief :

   (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

c. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d. During the year under reference -

   (i) there were no significant changes in the internal control over financial reporting;

   (ii) no significant changes in accounting policies were made; and

   (iii) no instance of significant fraud and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting, has come to our notice.

For PVP Ventures Limited

	Sd/-	**Sd/-**
Place : Chennai	**Prasad V. Potluri**	**D. Krishnamoorthy**
Date : May 30, 2019	**Chairman & Managing Director**	**Chief Financial Officer**

Corporate Governance Certificate

To
The Members of
PVP Ventures Limited

We have examined the compliance of conditions of Corporate Governance by **PVP VENTURES LIMITED** *("the Company")*, for the year ended on March 31, 2019, as per Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the period 1st April, 2018 to 31st March, 2019.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, by the Directors, Officers and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations except for having Woman director on the board of the Company and constitution of nomination and remuneration committee till 04.12.2018.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

	Sd/-
Date : 14.08.2019	**P.A.P. Murthy**
Place : Hyderabad	**FCS: 926; C. P. No: 6633**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members of
PVP VENTURES LIMITED
KRM Centre, 9th Floor, Door No. 2 Harrington Road
Chetpet, Tamil Nadu – 600 031

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **PVP VENTURES LIMITED** having CIN: L72300TN1991PLC020122 and having registered office at KRM Centre, 9th Floor, Door No. 2 Harrington Road, Chetpet, Tamil Nadu - 600 031 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No	Name of Director	DIN	Date of Appointment in Company
1.	Mr. Prasad V. Potluri	00179175	04/12/2007
2.	Mr. Narayanaswamy Seshadrikumar	00552519	19/03/2001
3.	Mr. Sohrab Chinoy	03300321	22/03/2019
4.	Ms. Poonamallee Jayavelu Bhavani	08294839	05/12/2018
5.	Mr. Ramachandran Nagarajan*	00443963	19/03/2001

*resigned as Director w.e.f 31.03.2019

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-
P.A.P. Murthy
FCS: 926; C. P. No: 6633

Date : 14.08.2019
Place : Hyderabad

Annexure – 1

Statement containing the salient features of the financial statements of subsidiaries

NAME*	Date of Acquisition of Subsidiary	REPORTING PERIOD	REPORTING CURRENCY	SHARE CAPITAL	RESERVES AND SURPLUS	TOTAL ASSETS	TOTAL LIABILITIES	INVESTMENTS	TURNOVER	PROFIT / (LOSS) BEFORE TAXATION	PROVISION FOR TAXATION	PROFIT / (LOSS) AFTER TAXATION	PD**	% ***
PCPPL	01/10/2007	31/03/2019	INR	5,000,000	164,390,045	169,453,045	63,000	101,019,674	-	-90,825	-6,034	-96,859	-	100%
PMVPL	29/04/2013	31/03/2019	INR	190,000	92,956	14,838,512	14,555,557	14,759,580	-	-1,882,257	-	-1,882,257	-	100%
PGVPL	01/12/2006	31/03/2019	INR	88,228,690	1,169,889,336	1,487,100,944	228,982,917	111,465,077	-	-263,242,636	-308,910	-263,551,546	-	100%
NCCPPL	08/08/2006	31/03/2019	INR	12,470,000	2,518,547,580	2,531,741,128	723,548	310,673,219	-	-696,952	-	-696,952	-	81%
SSPL	16/01/2015	31/03/2019	INR	48,000,000	-2,633,984	105,403,153	60,037,137	-	847,767	-25,045,808	-	-25,045,808	-	100%
ARPL	23/10/2013	31/03/2018	INR	100,000	66,047,518	69,898,891	3,751,373	-	-	-502,148	-	-502,148	-	100%
PCPL	25/08/2015	31/03/2019	INR	300,000	-844,600	168,660	713,260	-	-	-93,185	-	-93,185	-	100%
PCL	25/08/2015	31/03/2019	INR	250,000,000	-1,086,487,468	796,073,105	1,632,560,574	-	17,754,542	-861,665,298	-9,450,969	-871,116,267	-	100%
PML	25/08/2015	31/03/2019	INR	522,500,000	-337,112,900	1,274,512,223	1,089,125,000	252,618,000	62,764,000	-106,748,900	-	-106,748,900	-	49.55%
PMPL	25/08/2015	31/03/2019	INR	-	-	-	-	-	-	-	-	-	-	-
AREDPL	02/06/2018	31/03/2019	INR	100,000	100,111,721	102,703,420	2,491,699	9,723,900	-	-60,300	-	-60,300	-	100%
EREPL	02/06/2018	31/03/2019	INR	100,000	77,256,889	99,007,125	21,650,236	6,611,074	469,898	-52,116,242	-	-52,116,242	-	100%

* Name of the Subsidiary
PVP Corporate Parks Private Limited (PCPPL)
PVP Media Ventures Private Limited (PMVPL)
PVP Global Ventures Private Limited(PGVPL)
New Cyberabad City Projects Private Limited (NCCPPL)
Safetrunk Services Private Limited (SSPl)
Picturehouse Media Limited (PML)
Adobe Realtors Private Limited (ARPL)
PVP Cinema Private Limited (PCPL)
PVP Capital Limited (PCL)
Picturehouse Media Private Limited (PMPL), struck off with effect from November 05, 2018.
Arete Real Estate Developers Private Limited (AREDPL)
Expressions Real Estates Private Limited (EREPL)
** Proposed Dividend
* ** % Of Shareholding

Note:

1. **Names of Subsidiaries which are yet to commence operations -** PVP Corporate Parks Private Limited, PVP Media Ventures Private Limited, New Cyberabad City Projects Private Limited, PVP Cinema Private Limited.
2. **There are no Associate Companies or joint Ventures as on the date of this report.**

Annexure – 2

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
PVP VENTURES LIMITED

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PVP VENTURES LIMITED** (hereinafter called the 'Company'). Secretarial Audit was conducted in accordance with the guidance note issued by the Institute of Company Secretaries of India and in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and read with the statutory auditor's report on financial statements and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, according to the explanations given to us, the company has, during the audit period covering the financial year ended on March 31, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019, according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the Rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the listed entity during the period under review);
e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the listed entity during the period under review);
f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
g) Securities and Exchange Board of India (Issue and Listing of Non Convertible and Redeemable Preference Shares) Regulations 2013; (Not applicable to the listed entity during the period under review);
h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - (Not applicable to the Company during the period of audit);
i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
j) 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;
k) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

(vi) Other Laws specifically applicable to the company include:

a) Transfer of Property Act, 1882
b) Real Estate (Regulation and Development) Act, 2016
c) Indian Easements Act, 1882
d) Registration Act, 1908
e) The Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996 and
f) The Land Acquisition Act, 1894

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified under Companies Act, 2013

(ii) The Listing Agreements entered into by the Company with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, except the following:

g. there was no Woman Director on the Board of the Company as required under Section 149 of Companies Act, 2013 read with Rule 3 of Chapter XI Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation No. 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 till 04.12.2018; However the Company has appointed a Woman Director on 05.12.2018.

h. the Composition of Nomination and Remuneration Committee of the Company was not in compliance with the Section 178(1) of Companies Act, 2013 and Regulation No. 19(1)&(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 till 04.12.2018. However, The Company has complied with said provisions and regulations by reconstituting the committee on 05.12.2018.

i. the Company has received credit rating report from Brickwork Rating India Private Limited, credit rating agency on 28.05.2018 & 05.07.2018 and same was to be intimated to Stock Exchanges not later than twenty four hours from the occurrence of event or information as required under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. but the same has not been intimated to Stock Exchanges.

j. the Company was required to give eleven working days prior intimation to Stock Exchanges about the date on and from which interest on debentures shall be payable as required under Regulation 50(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 but the same has not been intimated to the stock exchanges.

k. the Company was required to submit certificate to stock exchange within two days of interest becoming due stating that it has made timely payment of the same as required under Regulation 57(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 but same has not been submitted to the Stock Exchanges within stipulated time. However the Company has:

  > Made a disclosure to the stock exchange on 17.09.2018 stating that they have made part payment of interest on 14.09.2018 for interest due on 30.06.2018

  > Made a disclosure to the stock exchange on 18.03.2019 stating that they have made payment of interest on 15.03.2019 towards quarterly payment of interest of March 2019.

l. Record date for payment of interest was required to be intimated to the stock exchange as required under Regulation 57(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 but same was not intimated to Stock Exchange.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors *other than having Woman Director till 04.12.2018*. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors in advance to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings are carried out unanimously as recorded in the Minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the period under review:

> the company has passed special resolution in the annual general meeting held on 10th September, 2018 for issuance of secured, rated, listed, redeemable, non convertible debentures for an amount not exceeding Rs. 750 Crore by way of private placement of which during the year 2018-19 the company has issued & allotted 829 Debentures of Rs. 10,00,000/- each aggregating to Rs. 82.90 Crores.

> There were 12,789 FCDs held by India Opportunities II Pte. Ltd, of which 7,789 FCD's were transferred in three trenches i.e 2500, 2500 and 2789 to Manglam Vanijya Private Limited by paying stamp duty of Rs. 14,520/-, Rs. 14,520/- and Rs. 16,199/- only respectively. Further, necessary approvals relating to transfer of debentures from India Opportunities II Pte. Ltd to Manglam Vanijya Private Limited was not available for our inspection.

> Pursuant to the letter-agreement dated 27.06.2014 terms of the Subscription agreement dated 11.01.2007, whereby 13,289 Unsecured Fully Convertible Debentures (FCDs) of Rs. 1,00,000/- each issued under FCD Subscription Agreement were amended which provided for option to the debenture holder to redeem these debentures among other amendments. Further based on the amended terms and request of the debenture holder Manglam Vanijya Private Limited company has redeemed 8,289 debentures of Rs. 1,00,000/- each.

> Step-down Subsidiary Company, PVP Capital Limited (PVPCL), has not adhered to repayment schedule of principal and interest dues to a bank consequent to which the bank has filed a case for recovery of the dues before the Debt Recovery Tribunal (DRT) amounting to Rs. 140.76 Crores (includes interest of Rs. 39.14 Crores for the F.Y 2017-18 &2018-19) along with consequent interest and costs thereon as on 31st March, 2019. Interest till 31.03.2017 is paid. Further the bank has initiated SARFAESI proceedings and has taken symbolic possession of secured, immovable property of the Company under Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI) and issued an e-auction sale notice. There were no bidders for the aforesaid sale notice and consequently the e-auction sale proceeding has become infructuous. Further we are informed that PVPCL has applied for One Time Settlement to the bank.

> The Company has given a corporate guarantee and pledged 10,00,000 equity shares of Rs. 10/- each held in Picturehouse Media Limited. With the approval of developer, the company has mortgaged 20 flats of Ekanta Tower-1 of North Town Project, Chennai, for availing term loan from the Bank by its subsidiary company i.e Safe trunk Services Private Limited (SSPL). The outstanding loan with bank by SSPL as on 31st March 2019 is Rs. 475.42 Lakhs (31st March 2018 is Rs. 418.09 Lakhs).

SSPL has requested One Time Settlement of Dues (""OTS"") and Closure of Accounts with UCO Bank. SSPL & UCO Bank are taking reconciliatory efforts on the final settlement amount. During the quarter, UCO Bank Ltd has invoked the aforesaid pledged shares.

> The company received notice for delayed compliance of appointment of Women Director in the Board of Directors as per Regulation 17(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 ("SEBI LODR") imposing fine of Rs. 12.97 Lakhs by NSE and Rs. 12.97 Lakhs by BSE. In addition to imposing fine, stock exchanges moved the scrip to 'Z' category ('BZ' series) wherein trades shall take place on 'Trade to Trade' basis with effect from 26th February, 2019.

Further aggrieved by the fine, the company has filed an application under Regulation 102 of SEBI LODR with SEBI, for granting exemption from fine for delayed compliance of SEBI LODR. However, SEBI dismissed the application vide letter dated 26th April, 2019. Aggrieved by the aforesaid letter from SEBI dismissing the application, the Company is contemplating to file an appeal.

> Company has filed Applications vide No.180 & 181 dated. 2nd Jul'18 before the Hon. SAT for staying its order which reduced the penalty of Rs. 1,530 Lakhs on Mr. Prasad V Potluri to Rs. 515 Lakhs, upheld the penalties of Rs. 1,500 Lakhs imposed on PVP Global and Rs. 15 Lakhs on the company for which the SAT granted six (6) weeks' time to appeal with Hon. Supreme Court. Also on 6th July 2018, as Security, the appellants deposited Original Title deeds of Land valuing more than Rs. 30 Crores, held by its subsidiaries for realization and payment of the aforesaid demand. Civil appeal No.9092 dated 16th August 2018, was filed before the Hon. S.C, which was dismissed on 14th September, 2018, and the SAT Orders were upheld. A demand was raised by the Recovery Officer, SEBI, Vide No.1770, 1771 and 1772 dated 26th October, 2018 with Interest from, 27th March, 2015, the date of order from Adjudicating Officer. The appellants filed review petitions before the Hon. SEBI/SAT, Mumbai on 10th November 2018 & 21st November, 2018, stating technical and legal reasons, that the final SAT order was dated 20th June 2018, whereas the Interest was calculated since 2015 and the orders dated 27th March, 15 & 28th June, 18 are silent on levy of interest. SEBI initiated attachment proceedings on 19th November, 2018 of the Demat Accounts & Bank accounts of the three appellants. The holding company, PVP Ventures Ltd. paid Rs. 15 Lakhs and disputed interest of Rs. 6.46 Lakhs on 07th December 18 and the freezing of accounts was lifted for PVP Ventures Ltd. SAT, dismissed the company's appeal on interest in Apr'19 and the Company has obtained stay of recovery of Interest on Penalty from the Hon. Supreme Court on 12th July 2019.

> In continuation with the Roc inspection held in 2016, company received Show Cause and adjudication notices on 22nd March, 2019 with respect to Sec.118, 134(4) (of Companies Act, 2013) and 193(1) (of Companies Act, 1956) for which the company provided reply along with details in April, 2019.

Further, Registrar of Companies issued letter dated 29th April 2019 for filing compounding applications against certain non-compliance of the provisions of the Companies Act, 2013/1956 and the Company has filed Compounding applications with the relevant authorities.

> The Company applied with stock exchanges for merger with its subsidiaries by way of a Scheme of Amalgamation cum Arrangement. Due to technical reasons, the company could not continue with the merger process and the aforesaid application was closed by the Stock Exchanges

Sd/-

Date : 14.08.2019 **P.A.P. Murthy**

Place : Hyderabad **FCS: 926; C. P. No: 6633**

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

'Annexure A'

To,
The Members,
PVP VENTURES LIMITED

Our report of even Date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness and with which the management has conducted the affairs of the company.

Sd/-

Date : 14.08.2019 **P.A.P. Murthy**

Place : Hyderabad **FCS: 926; C. P. No: 6633**

Annexure – 2
Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
New Cyberbad City Projects Private Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **New Cyberbad City Projects Private Limited** (hereinafter called the 'Company'). Secretarial Audit was conducted in accordance with the guidance note issued by the Institute of Company Secretaries of India and in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and read with the statutory auditor's report on financial statements and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, according to the explanations given to us, the company has, during the audit period covering the financial year ended on March 31, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019, according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the Rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; (Not applicable to the Company during the period of audit);

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - (Not applicable to the Company during the period of audit);

b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - (Not applicable to the Company during the period of audit);

c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - (Not applicable to the Company during the period of audit);

d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - (Not applicable to the listed entity during the period under review);

e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the listed entity during the period under review);

f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - (Not applicable to the Company during the period of audit);

g) Securities and Exchange Board of India (Issue and Listing of Non Convertible and Redeemable Preference Shares) Regulation, 2013 - (Not applicable to the listed entity during the period under review);

h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - (Not applicable to the Company during the period of audit);

i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 - (Not applicable to the Company during the period of audit);

j) 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 - (Not applicable to the Company during the period of audit);

k) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 - (Not applicable to the Company during the period of audit).

(vi) Other Laws specifically applicable to the company include:

a) Transfer of Property Act, 1882

b) Real Estate (Regulation and Development) Act, 2016

c) Indian Easements Act, 1882

d) Registration Act, 1908

e) The Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996 and

f) The Land Acquisition Act, 1894

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified under Companies Act, 2013

(ii) The Listing Agreements entered into by the company with Stock Exchange(s) - (Not applicable to the Company during the period of audit).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the period under review.

Adequate notice is given to all Directors in advance to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings are carried out unanimously as recorded in the Minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that:

> The Enforcement Directorate had provisionally attached the land at Nadergul, Ranga Reddy District admeasuring 28 Acres and 8 Guntas of the Company in connection with the redemption of the investments in M/s. Mahalakshmi Energy Ventures Private Limited by its fellow subsidiary Company. The said attachment order has been confirmed by the Adjudicating Authority of the Enforcement Directorate. The Fellow Subsidiary Company – PVP Global Ventures has already filed an appeal against the said Order before Appellate Authority, Delhi.

> During the course of legal case against SEBI`s penalty order for Insider Trading, the fellow subsidiary, PVP Global Ventures Private Limited has provided the Company's land parcel aggregating to 53 acres 30 guntas as security deposit to SEBI.

Sd/-

Date : 14.08.2019 — **P.A.P. Murthy**

Place : Hyderabad — **FCS: 926; C. P. No: 6633**

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

'Annexure A'

To,
The Members,
New Cyberbad City Projects Private Limited

Our report of even Date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness and with which the management has conducted the affairs of the company.

Sd/-

Date : 14.08.2019 — **P.A.P. Murthy**

Place : Hyderabad — **FCS: 926; C. P. No: 6633**

Annexure –3

FORM MGT – 9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

1. REGISTRATION AND OTHER DETAILS

CIN	L72300TN1991PLC020122
Registration Date	01.01.1991
Name of the Company	PVP VENTURES LIMITED
Category/Sub-Category of the Company	Public Company/Subsidiary of Foreign Company and Limited by Shares
Address of the Registered office and contact details	KRM Centre, 9th Floor, Door No. 2, Harrington Road, Chetpet, Chennai 600 031, Tamil Nadu Tel: +91-44-3028 5570; Fax: +91-44-3028 5571
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Fintech Private Limited C/o Karvy Selenium Towers B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032, Telangana Contact Person: Mr. K. Anandan | Manager Phone: +91-040-67161 591 E-mail: anandan.k@karvy.com

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the turnover of the Company shall be stated

Sr.No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Real Estate	6810	100.00

3. PARTICULARS OF HOLDINGS, SUBSIDIARY AND ASSOCIATE COMPANY

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.	Platex Limited Address: Les Cascades Building, Edith Cavell Street, Port Louis, Mauritius	-	Holding	54.12	2(46)
2.	PVP Corporate Parks Private Limited Address: KRM Centre, 9th Floor, Door No. 2 Harrington Road, Chetpet Chennai 600 031	U45201TN2003PTC051595	Subsidiary	100	2(87)
3.	PVP Global Ventures Private Limited Address: KRM Centre, 9th Floor, Door No. 2 Harrington Road, Chetpet, Chennai 600 031	U74999TN2006PTC065653	Subsidiary	100	2(87)
4.	PVP Media Ventures Private Limited Address: KRM Centre, 9th Floor, Door No. 2 Harrington Road, Chetpet, Chennai 600 031	U92120TN2013PTC091100	Subsidiary	100	2(87)
5.	Safetrunk Services Private Limited Address: KRM Centre, 9th Floor, Door No. 2 Harrington Road, Chetpet Chennai 600 031	U74900TN2015PTC098854	Subsidiary	100	2(87)
6.	New Cyberabad City Projects Private Limited Address: Plot No. 83 and 84, 4th Floor, Punnaih Plaza, Road No. 2, Banjara Hills, Hyderabad 500 034	U45201TG2006PTC050706	Subsidiary	81	2(87)
7.	*Picturehouse Media Ltd. Address: KRM Centre, 9th Floor, Door No. 2 Harrington Road, Chetpet, Chennai 600 031	L92191TN2000PLC044077	Subsidiary	49.55	2(87)
8.	**Adobe Realtors Private Limited	U70102TG2007PTC052826	Subsidiary	100*	2(87)
9	**Arete Real Estate Developers Private Limited	U70102TG2007PTC052656	Subsidiary	100*	2(87)
10	**Expression Real Estate Developers Private Limited	U70102TG2007PTC052884	Subsidiary	100*	2(87)
9.	***PVP Capital Limited	U65191TN1988PLC015481	Subsidiary	100**	2(87)
10.	***PVP Cinema Private Limited	U51420TN2004PTC054088	Subsidiary	100**	2(87)

* PVP Ventures Limited is holding equity of 4.50% and its wholly owned subsidiaries viz., PVP Global Ventures Private Limited is holding equity of 21.50% and PVP Media Ventures Private Limited is holding equity of 23.54% in the paid up equity capital of Picturehouse Media Limited.

By virtue of the aforesaid, the share holding of the Company together with its subsidiaries in Picturehouse Media Limited aggregates 49.55%. Pursuant to section 2(87)(i), PVP Ventures Limited holds the control on the composition of the Board of Directors of Picturehouse Media Limited.

** Adobe Realtors Private Limited, Arete Real Estate Developers Private Limited and Expression Real Estate Developers Private Limited are the wholly owned subsidiary company of PVP Global Ventures Private Limited.

*** PVP Capital Limited, PVP Cinema Private Limited are the wholly owned subsidiaries of Picturehouse Media Limited.

4. SHARE HOLDING PATTERN: (Equity Share Capital Breakup as percentage of Total Equity)

A. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 2018				No. of Shares held at the end of the year 2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1. Indian									
a) Individual/ HUF	8378000	0	8378000	3.42	8378000	0	8378000	3.42	0.00
b) Central Govt	0	0	0	0	0	0	0	0	0.00
c) State Govt(s)	0	0	0	0	0	0	0	0	0.00
d) Bodies Corp	0	0	0	0	0	0	0	0	0.00
e) Banks / FI	0	0	0	0	0	0	0	0	0.00
f) Others		0	0	0		0	0	0	0.00
Sub-Total A(1):	**8378000**	**0**	**8378000**	**3.42**	**8378000**	**0**	**8378000**	**3.42**	**0.00**
FOREIGN									
Individuals (NRIs/Foreign Individuals)	0	0	0	0	0	0	0	0	0
Bodies Corporate	132612766	0	132612766	54.12	132612766	0	132612766	54.12	0
Institutions	0	0	0	0	0	0	0	0	0
Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
Others	0	0	0	0	0	0	0	0	0
Sub-Total A(2):	132612766	0	132612766	54.12	132612766	0	132612766	54.12	0
Total Shareholding of Promoter A= A(1) + A(2)	**140990766**	**0**	**140990766**	**57.53**	**140990766**	**0**	**140990766**	**57.53**	**0**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	300	0	300	0	300	0	300	0	**0.00**
b) Banks / FI	446340	0	446340	0.18	446340	0	446340	0.18	**0.00**
c) Central Govt	0	0	0	0	0	0	0	0	**0.00**
d) State Govt(s)	0	0	0	0	0	0	0	0	**0.00**
e) Venture Capital Funds	0	0	0	0	0	0	0	0	**0.00**
f) Insurance Companies	0	0	0	0	0	0	0	0	**0.00**
g) FIIs	0	0	0	0	0	0	0	0	**0.00**
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	**0.00**
i) Others (specify)	0	0	0	0	0	0	0	0	**0.00**
Sub-total (B)(1)	**446640**	**0**	**446640**	**0.18**	**446640**	**0**	**446640**	**0.18**	**0.00**
2. Non Institutions									
a) Bodies Corp	10052530	0	10052530	4.10	8284452		8284452	3.38	-0.72
(i) Indian	0	0	0	0					
(ii) Overseas	0	0	0	0					
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs 1 lakh	24521365	97197	24618562	10.05	25018352	94159	25112511	10.25	0.20
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	39759068	52500	39811568	16.25	41357884	52500	41410384	16.90	0.65
c) Others									
Foreign Bodies	24505270	0	24505270	10.00	24505270	0	24505270	10.00	0.00
Clearing Members	370429	0	370429	0.15	129525	0	129525	0.05	-0.10
Non Resident Indians	3284615	142710	3427325	1.40	3205000	142710	3347710	1.37	-0.03
NRI Non-Repatriation	829210	0	829210	0.34	825042	0	825042	0.34	0.00
NBFC	100	0	100	0.00	100	0	100	0.00	0.00
Overseas Corporate Bodies	300	0	300	0	300	0	300	0	0.00
Trusts	1	0	1	0	1	0	1	0	0.00
Qualified Foreign Investors	0	0	0	0	0	0	0	0	0.00
Sub-total B2	**103322888**	**292407**	**103615295**	**42.28**	**103325926**	**289369**	**103615295**	**42.28**	**0.00**
Total Public Shareholding (B)=(B)(1)+(B)(2)	**103769528**	**292407**	**104061935**	**42.47**	**103772566**	**289369**	**104061935**	**42.47**	**0.00**
C. Shares held by Custodian for GDRs&ADRs	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0.00**
Grand Total (A+B+C)	**244760294**	**292407**	**245052701**	**100.00**	**244763332**	**289369**	**245052701**	**100.00**	

B. Share holding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year 2018			Shareholding at the end of the year 2019			% change in share-holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Platex Limited	132612766	54.12	0	132612766	54.12	0	0
2	Sureddi Jhansi	6878000	2.81	2.81	6878000	2.81	0	0
3	Potluri Sai Padma	1500000	0.61	0.41	1500000	0.61	0.41	0
Total		**140990766**	**57.53**	**3.21**	**140990766**	**57.53**	**0.41**	**0**

C. Change in Promoters' Shareholding - No Change in Promoter's Shareholding during the year under review.

D. Shareholding Pattern of Top Ten Shareholders[Other than Directors, Promoters and Holders of GDR and ADR]

Sl. No.	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	SSG India Opportunities I Limited					
1	At the beginning of the year		2,45,05,270	10	2,45,05,270	10
	Date wise increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease		0	0	0	0
	At the end of the year				2,45,05,270	10
2	**S Magesh**					
	At the beginning of the year		24,93,415	1.02	24,93,415	1.02
	Sale	13/04/2018	-65900	-0.03	2427515	0.99
	Sale	20/04/2018	-2	0.00	2427513	0.99
	Sale	27/04/2018	-3	0.00	2427510	0.99
	Sale	04/05/2018	-10	0.00	2427500	0.99
	Sale	27/07/2018	-49900	-0.02	2377600	0.97
	Purchase	19/10/2018	7050	0.00	2384650	0.97
	Purchase	26/10/2018	31727	0.01	2416377	0.99
	Purchase	02/11/2018	74332	0.03	2490709	1.02
	Purchase	09/11/2018	18450	0.01	2509159	1.02
	Purchase	16/11/2018	5520	0.00	2514679	1.03
	Purchase	18/01/2019	88873	0.04	2603552	1.06
	Sale	29/03/2019	-3000	0.00	2600552	1.06
	At the end of the year				2600552	1.06
3	**Vinay Chilakapati**					
	At the beginning of the year		1983700	0.81	1983700	0.81
	Date wise increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease		0	0	0	0
	At the end of the year				1983700	0.81
4	**Ravi Bokka Reddy**					
	At the beginning of the year		1438379	0.59	1438379	0.81
	Date wise increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease		0	0	0	0
	At the end of the year				1438379	0.81

Sl. No.	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5	**S Mukesh Kanooga**					
	At being of the Year		1296382	0.53	1296382	0.53
	Sale	06/04/2018	-200	0.00	1296182	0.53
	Purchase	19/10/2018	296874	0.11	1593056	0.65
	Purchase	26/10/2018	5622	0.00	1598678	0.65
	Purchase	02/11/2018	200	0.00	1598878	0.65
	Purchase	16/11/2018	1200	0.00	1600078	0.65
	Purchase	07/12/2018	166982	0.06	1767060	0.72
	Sale	14/12/2018	-250	0.00	1766810	0.72
	Sale	21/12/2018	-93810	-0.03	1673000	0.68
	Purchase	28/12/2018	8078	0.00	1681078	0.69
	Purchase	31/12/2018	572	0.00	1681650	0.69
	Sale	11/01/2019	-2128	0.00	1679522	0.69
	Purchase	18/01/2019	5938	0.00	1685460	0.69
	Purchase	25/01/2019	46250	0.02	1731710	0.71
	Sale	01/02/2019	-35240	-0.01	1696470	0.69
	Purchase	08/02/2019	12785	0.00	1709255	0.70
	Purchase	15/02/2019	10385	0.00	1719640	0.70
	Sale	15/03/2019	-1600	0.00	1718040	0.70
	Purchase	22/03/2019	1400	0.00	1719440	0.70
	Purchase	29/03/2019	78249	0.03	1797689	0.73
	At the end of the year				1797689	0.73
6	**PVP Global Ventures Private Limited**					
	At the beginning of the year		1090235	0.44	1090235	0.44
	Date wise increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease		0	0	0	0
	At the end of the year				1090235	0.44
7	**Parthasarathy Comandur**					
	At the beginning of the year		1008943	0.41	1008943	0.41
	Date wise increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease		0	0	0	0
	At the end of the year				1008943	0.41
8.	**Pragmatic Real Estate Developers Private Limited**					
	At the beginning of the year		912812	0.37	912812	0.37
	Date wise increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease		0	0	0	0
	At the end of the year				912812	0.37
9.	**ANS Pvt Limited**					
	At the beginning of the year		830294	0.34	830294	0.34
	Purchase	29/06/2018	145000	0.05	975294	0.40
	Purchase	06/07/2018	77000	-0.02	1052294	0.43
	Sale	29/09/2018	-100	0.00	1052194	0.43
	Sale	30/11/2018	-85000	0.00	967194	0.39
	Sale	07/12/2018	-129100	0.06	838094	0.34
	Purchase	14/12/2018	75000	0.04	913094	0.37
	Sale	21/12/2018	-48000	0.03	865094	0.35
	Sale	25/01/2019	-167000	0.01	698094	0.28
	Sale	08/02/2019	-50000	-0.01	648094	0.26
	Sale	22/02/2019	-14178	-0.04	633916	0.26
	Sale	01/03/2019	-54836	0.00	579080	0.24
	Sale	15/03/2019	-61117	0.02	517963	0.21
	Sale	22/03/2019	-40510	0.03	477453	0.19
	Sale	29/03/2019	-63642	0.06	413811	0.17
	At the end of the year				413811	0.17

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
10.	**Adhiraj Parthasarathy**				
	At the beginning of the year	826416	0.34	826416	0.34
	Date wise increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g allotment/ transfer/bonus/sweat equity etc)	0	0	0	0
	At the end of the year			826416	0.34
11	**Anjan Malik**				
	At the beginning of the year	797930	0.33	797930	0.33
	Date wise increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease	0	0	0	0
	At the end of the year			797930	0.33

Note: *The above top 10 shareholders are based on 31.03.2019 Benpos data.*

E. Shareholding of Directors and Key Managerial Personnel

Sl. No	For Each of the Directors/KMPS	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No.of Shares	% of total shares of the Company	No.of shares	% of total shares of the Company
1	**Mr. Prasad V. Potluri** At the beginning of the year	0	0	0	0
	Increase / Decrease during the year	0	0	0	0
	At the end of the year			0	0
2.	**Mr. N S Kumar** At the beginning of the year	0	0	0	0
	Increase / Decrease during the year	0	0	0	0
	At the end of the year			0	0
3.	**Mr. R. Nagarajan** At the beginning of the year	0	0	0	0
	Increase / Decrease during the year	0	0	0	0
	At the end of the year			0	0
4.	**Mrs. P J Bhavani** At the beginning of the year	1650	0	1650	0
	Increase / Decrease during the year	0	0	0	0
	At the end of the year			1650	0
	Mr. D. Krishnamoorthy At the beginning of the year	0	0	0	0
	Increase / Decrease during the year	0	0	0	0
	At the end of the year	0	0		

F. Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i)Principal Amount	39,31,12,272	1,43,00,16,532	48,19,52,465	2,30,50,81,269
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	16,74,14,059	-	16,74,14,059
Total (i+ii+iii)	**39,31,12,272**	**1,59,74,30,591**	**48,19,52,465**	**2,47,24,95,328**
• Addition	82,28,60,427	-	-	82,28,60,427
• Reduction		(99,64,10,918)	(3,29,85,027)	(1,02,93,95,945)
Net Change	**82,28,60,427**	**(99,64,10,918)**	**(3,29,85,027)**	**(20,65,35,518)**
(i)Principal Amount	1,21,59,72,699	60,10,19,673	448,967,438	2,26,59,59,810
(ii) Interest due but not paid		14,49,00,685		14,49,00,685
(iii) Interest accrued but not due	10,28,94,514	-	-	10,28,94,514
Total (i+ii+iii)	**1,31,88,67,213**	**74,59,20,358**	**44,89,67,438**	**2,51,37,55,009**

6. Remuneration of Directors and key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

SI No	Particulars of Remuneration	PRASAD V. POTLURI	Total Amount
1	**Gross Salary**		
(a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	12,00,000	12,00,000
(b)	Value of Perquisites u/s 17(2) Income Tax Act, 1961	-	-
(c)	Profit in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	As % of profit	-	-
	Others	-	-
5.	Others	-	-
	Total (A)	12,00,000	12,00,000
	Ceiling as per the Act	**60,00,000**	**60,00,000**

B. Remuneration to other director:

Other Directors are not paid remuneration except the Sitting Fees.

Sl. No	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. R. Nagarajan	Mr. N S Kumar	Mr. Sohrab Chinoy	Mrs. P J Bhavani	
	Independent Directors • Fee for attending board / committee meetings • Commission • Others, please specify	1,50,000 -	1,50,000	-	-	3,00,000
	Total (1)	**1,50,000**	**1,50,000**	**-**	**-**	**3,00,000**
	Other Non–Executive Directors • Fee for attending board / committee meetings • Commission • Others, please specify	- -	- -	- -	10,000	- 10,000
	Total (2)	**-**	**-**		**10,000**	**10,000**
	Total (B) = (1+2)	**1,50,000**	**1,50,000**	**-**	**10,000**	**3,10,000**
Total Managerial Remuneration		Rs. 12,00,000 (i.e, remuneration paid to Executive Director)				
Overall Ceiling as per the Act		Rs. 60,00,000				

* *The directors mentioned above are not paid any commission or any other remuneration except sitting fees for attending the meetings within limits as prescribed under Section 197 (5).*

C. Remuneration to Key Managerial Personnel other than MD/MANGER/WTD

SI No	Particulars of Remuneration	Key Managerial Personnel		Total
		CEO	CS & CFO*	
1	**Gross Salary**		12,42,950	12,42,950
(a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	-	
(b)	Value of Perquisites u/s 17(2) Income Tax Act, 1961	-	-	
(c)	Profit in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	As % of profit	-	-	-
	Others, specify	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	-	**12,42,950**	**12,42,950**

Notes:

i) The Company is not required to appoint Chief Executive Officer (CEO).

*ii) *Gross Salary is for CFO & CS.*

The above remuneration is calculated on proportionate basis as per the resignation and appointments.

7. Penalties/Punishment/compounding of Offences: NIL

ANNEXURE – 4
ANNUAL REPORT ON CSR ACTIVITIES

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or Programmes.

This Policy is framed, in accordance with the requirement of Section 135 of the Companies Act 2013 read with Companies (Corporate Social Responsibility) Rules, 2014 including all statutory modifications / amendments made thereof.

The Company believes in *looking beyond business* and strives to create a positive impact on the communities it serves and on the environment. The Company is committed not just to profits, but also towards leaving a deeper imprint on the society as whole. The Management understands that there is a need to strike a balance between the overall objectives of achieving corporate excellence vis-à-vis the company's responsibilities towards the community.

The objective of the policy is to actively contribute to the social, environmental and economic development of the society in which the company operates.

The Company shall undertake the activities as recommended by the CSR committee and approved by the Board in accordance with the provisions of Section 135 of the Companies Act, 2013 read with Schedule VII and Companies (CSR Policy) Rules, 2014.

The CSR Policy and the activities undertaken for CSR is available on the Company's website www.pvpglobal.com

2. The Composition of the CSR Committee

Corporate Social Responsibility Committee	
Mr. N. S. Kumar	Chairman
Mr. Sohrab Chinoy	Member
Mr. Prasad V. Potluri	Member

3. Computations:

Sl. No	Particulars	31.03.2019
1	Average Net Profits of the Company for last 3 financial years	92,624,138.27
2	Prescribed CSR Expenditure in Rs (@2% on Avg Net profit of last 3 F.Y's)	1,852,482.77
3	Unspent Amount of the Previous year in Rs	6,957,566.48
4	Total Amount to be spent for the current financial year in Rs	8,810,049.25
5	Amount Spent During the Year in Rs	-
6	Amount Unspent (3+ 4- 5)	8,810,049.25

4. Manner in which the amount spent during the financial year is detailed below: **N.A.**

Sl. No.	Particulars	
1	CSR project or activity identified	--
2	Sector in which the project is covered	--
3	Projects or programme (1) Local area or other (2) Specify the state and district where projects or programs was undertaken	--
4	Amount outlay (budget) project or programme wise	--
5	Amount spent on the project or programme Sub Heads; (1) Direct expenditure on projects or programmes (2) Overheads	--
6	Cumulative expenditure up to the reporting period	--
7	Amount Spent direct or through implementing agency	--

Note: The company is required to spend Rs. 36.98 Lakhs for the FY 2015-16, Rs. 10.58 lakhs for the FY 2016-17, Rs. 22.02 lakhs for the FY 2017 - 2018 and Rs. 18.52 lakhs for the FY 2018-19, the same will be expended in future years. The company's only source of income is revenue from the Joint Development Agreement entered with M/s. North Town Estates Private Limited. Due to financial constraint of the Company, the board of the directors has decided to spend the CSR amount in upcoming financial year.

5. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report. – ***Reason mentioned in the Boards' Report.***

6. The CSR Committee confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the company.

	Sd/-	Sd/-
Place: Chennai	Prasad V. Potluri	NS Kumar
Date: May 30, 2019	Chairman & Managing Director	Chairman of the Committee

Annexure- 5

Statement of Disclosure of Remuneration under Section 197 of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration) of Managerial Personnel) Rules, 2014

1. Ratio of remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2018-19, the percentage increase in remuneration of Key Managerial Personnel (KMP) and other Executive Directors during the financial year 2018-19.

Sl. No	Name of the Director/KMP	Designation	Ratio of Remuneration of each Director to median Remuneration of Employees	% Increase in Remuneration
1	Mr. Prasad V. Potluri	Chairman and Managing Director	3.40	0.00
2	Mr. D. Krishnamoorthy	KMP (CFO & Company Secretary)	Not applicable	0.00

2. The percentage decrease in Median Remuneration of employees of the Company for the FY 2018-19 is 10.70%.

3. The Company has 26 permanent employees on the rolls of the Company as on March 31, 2019.

4. Average Percentage increase in salaries of the employees other than the Managerial Personnel in the financial year was 7.48% whereas the decrease in the Managerial personnel was 31.40%.

5. It is hereby affirmed that the remuneration paid during the year is as per the Remuneration policy.

Information as per Rule 5(2) of Chapter XIII of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. Top 10 employees of the Company based on Remuneration drawn for FY 2018-19:

Sl. No.	Name of the Employee	Age	Designation	Educational qualification	Date of Joining	Gross Remuneration paid
1	Prasad V. Potluri	47	CMD	Bachelor in Mechanical	04-12-2007	11,66,248
2	D. Krishnamoorthy	58	CFO & CS	B.Sc, FCA, ACS	24-10-2016	12,42,950
3	Dilip Badey	32	Senior Manager-Projects	B.Tech	04-08-2011	14,77,440
4	Ambika Philip	35	GM-HR & Operations	Graduate	18-04-2012	12,90,000
5	Sivarama Krishnan R	29	AGM - Accounts & Finance	B.Com, ACA, CMA	01-12-2014	12,28,548
6	ANVR Sateesh	33	Manager - Finance & Accounts	B.Com, ACA, CMA	30-09-2015	9,67,500
7	S. Narayanan	36	Manager - Projects	B.Tech Civil	17-06-2013	7,74,000
8	Ajay Babu	28	AGM - Corporate Affairs	MBA	19-05-2016	6,84,000
9	Krishna Kanth	29	Manager - Marketing	MBA	04-07-2014	6,60,000
10	Challa Siva Naga Prasad	45	Asst. Manager Accounts	MBA Finance	17-09-2012	6,12,000

2. There are no employees who were in receipt of remuneration in excess of Rs. 1 crore and 2 lakhs who were employed throughout the financial year.

3. There are no employees who were in receipt of remuneration for any part of the year, at a rate which, in the aggregate, was in excess of Rs. 8,50,000 per month.

Standalone Financial Section
Independent Auditor's Report

To the Members of PVP Ventures Limited

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the standalone financial statements of **PVP Ventures Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2019, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and notes to the financial statements including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the state of affairs of the Company as at 31st March, 2019, and its loss including other comprehensive income, its changes in equity and cash flows for the year ended on that date.

Basis for Qualified Opinion

1. *Attention is invited to Note no. 26.3 to the standalone financial statements, in relation to investment in equity shares includes investments in three subsidiary companies net off provision made amounting to Rs. 25,008.90 Lakhs and loans and advances to subsidiary companies of net off provision made amounting to Rs. 32,667.01 Lakhs. The management is of the view that considering the market value of the assets and expected cash flows from the business of these subsidiary companies the provision already made is adequate. However, considering erosion in the net worth of the subsidiary companies and their dependence on the holding company to continue as a going concern, and in the absence of visible cash flows, delay in commencement of projects and other related factors indicate the existence of material uncertainty in the ability of the company to realize the values thus, the carrying value of investments and loans and advances (net of provision already made) is unascertain of recoverability. Therefore, we are of the view that the carrying amounts of the investments as well as loans shall be adjusted for their realisability by making additional provision taking cognizance of erosion in the networth of the investee/loanee companies and also taking to consideration their inability to continue as a going concern. Accordingly, the profit for the year is overstated to that extent.*

2. *Attention is invited to Note No.26.5 to the standalone financial statements,*

a) *Company mortgaged its land situated at perambur as a security and also given corporate guarantee to lenders for the borrowings made by the third parties amounting to Rs. 2,000 Lakhs. The outstanding amount as on 31st March, 2019 as per the latest sale notice is Rs. 2,880.18 Lakhs.*

b) *Company mortgaged its land situated at perambur as a security and also given corporate guarantee to a bank for the borrowings made by PVP Capital Limited (i.e. wholly owned step down subsidiary company) amounting to Rs. 10,000 Lakhs. The outstanding amount as on 31st March, 2019 as per the bank statement is Rs. 14,076.05 lakhs.*

c) *Company mortgaged 20 Flats of Ekanta Phase situated at perambur and 10 Lakh shares held in the Subsidiary company as a security and also given corporate guarantee to a bank for the borrowings made by Safe Trunk Services Private Limited (i.e. wholly owned subsidiary company) amounting to Rs. 400 Lakhs. During the year, bank has invoked 10 Lakh shares pledged as security to bank. The outstanding amount as on 31st March, 2019 as per the books (including interest) is Rs. 475.42 Lakhs*

The above mentioned parties to whom the company provided its assets as security and provided guarantees, have not adhered to repayment schedule of principal and interest dues to lenders/Bankers, consequent to which bankers/lenders have filed a case for recovery of dues before the Debt Recovery Tribunal (DRT) and also initiated recovery proceedings under Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI Act, 2002). Further the bankers/lenders has taken symbolic possession of immovable property and issued sale notice for E-Auction of the property mortgaged with the lenders/bankers and we were informed that e-auction was not successful. We were explained that management of respective borrowing companies are in negotiation with the bankers/lenders for one time settlement (OTS).

The management asserts that no adjustment to the carrying value is required as it is confident that the payment obligation by the third parties/group companies will be met in due course. Whereas, in our view the carrying value of the relevant mortgaged assets is dependent on the repayment of the loans by the borrowing companies, in regard to which we have no material/information to ascertain the status. Further, all the companies stated above who availed loans on the strength of the mortgage of the company's assets and its guarantees are stated to be in litigation with their respective lenders which are also currently pending. In this background, we are unable to express our opinion whether the company is justified in carrying the assets that have been mortgaged where the underlying loans have already been defaulted and similarly whether the company is justified in not taking in cognizance financial obligation that may devolve on the company towards corporate guarantee issued. Accordingly, to the extent of the carrying value of assets or the guarantees issued should be considered for provision. In the absence, the profit for the year is overstated to this extent.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our Qualified Opinion.

Emphasis of Matter

1. Attention is invited to Note no.26.6 (a,b and c) to the standalone financial statements, the obligations towards disputed income tax matters amounting to Rs. 1,783.25 lakhs are pending before different judicial forums. Pending disposal of these appeals the eventual obligation in this regard is unascertainable at this time. Based on the management's assessment and based on the experts view on the merits of the dispute, no provision is made in this regard.

2. Attention is invited to Note no. 26.6(e) to the standalone financial statements, Bombay Stock Exchange Limited (BSE) and National Stock Exchange Limited (NSE), has imposed penalty on the company amounting to Rs. 25.93 lakhs as per regulation 17 and 19 of the SEBI (LODR) Regulations, 2015 for non compliance with the requirements pertaining to the composition of Board regarding failure to appoint Women Director and for non-compliance with the constitution of Nomination and Remuneration Committee. The company has disputed the same and is in the process of filing an appeal before Securities Appellate Tribunal (SAT), the eventual obligation if any, in this regard is unascertainable at this stage. Based on the management's assessment, that it has good case to succeed in dispute, no provision is made in the standalone financial statements.

3. As explained in Note No.26.6(f) to the standalone financial statements, the company has received notices from the Registrar of Companies (ROC) regarding non-compliance of various provisions of the Companies Act, 2013 (erstwhile Companies Act, 1956).Based on the consultant's advice, the management is in the process of filing for compounding of offences. Pending filing of compounding application, the consequent impact on the financial statements arising from acceptance of compounding application or rejection thereof, have not provided.

Our Opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Basis for Qualified Opinion section we have determined the matters described below to be the key audit matters to be communicated in our Report.

a. ***Recoverability of Deferred Tax Asset (DTA)***

Key Audit Matter	**Auditor's Response**
As at 31st March, 2019, the company recognised Rs. 1,211.62 lakhs of deferred tax asset in the nature of MAT Credit. Ind AS 12 Income Taxes, require deferred tax assets to be recognised only to the extent that it is probable that sufficient future taxable profits will be generated in order for the benefits of the deferred tax assets to be realised. These benefits are realised by reducing tax payable on future taxable profits. Significant judgement is required over the recoverability of deferred tax assets arising from past tax losses because the realisation of tax benefits is dependent on future taxable profits and there are inherent in forecasting such profits. This was a key audit matter because of the size of the balances and because significant judgement was required by the company to assess whether there will be sufficient future taxable profits to utilise the recognised deferred tax assets.	We assessed the company's ability to utilize the deferred tax assets by: • Obtaining calculations of forecast taxable income for the next 5 years and agreeing these to the latest management approved budget and forecast. • Comparing the latest management approved budget to historical performance to assess the consistency and accuracy of the company's approach to budgeting. • Assessing the company's key assumptions in the budget and taxable income forecasts. • Ensured that the length of time over which the DTA would be recovered was appropriately supported by probable future taxable profits. • Recalculating deferred tax asset balances which comprise a combination of timing differences between tax and accounting values and tax losses, and • Assessing whether deferred tax assets had been appropriately recognised in the financial statement as at 31st March, 2019 based on the extent to which they can be recovered by forecast taxable profits.

b. ***Adoption of Ind AS 115 – Revenue from Contracts with Customers***

Key Audit Matter	Auditors Response
The Company has adopted Ind AS 115 - Revenue from Contracts with Customers, mandatory for reporting periods beginning on or after April 1, 2018. The Company has applied the modified retrospective approach to all contracts as at April 01, 2018 and has given impact of Ind AS 115 application by debit to retained earnings as at the said date by Rs. 1,540.17 lakhs (net of tax). The application of Ind AS 115 has impacted the Company's accounting for recognition of revenue, which is now being recognised at a point of time upon the company satisfying its performance obligation and the customer obtaining the control of the underlying the asset. Application of Ind AS 115, including selection of transition method involves significant judgment in determining when 'control' of the goods or services underlying the performance obligation is transferred to the customer and the transition method to be applied. As the revenue recognition involves significant estimates and judgment, we regard this as a key audit matter.	As part of our audit procedures, our procedures included the following: - We have read the accounting policy for revenue recognition and assessed compliance of the policy in terms of principles enunciated under Ind AS 115. - We obtained and examined the computation of the adjustment to retained earnings balance as at 01st April, 2018 in view of adoption of Ind AS 115 as per modified retrospective method. - We obtained and understood the revenue recognition process including determination of point of transfer of control, completion of performance obligation. - We performed process walkthrough, on a sample basis, and examined the underlying customer and sale deed / handover documents, evidencing the transfer of control of the asset to the customer based on which revenue is recognised at a point of time. - We examined the disclosures made by management in compliance with the requirements of Ind AS 115.

c. ***Contingent Liabilities in relation to Tax Litigations and Other Statutory Litigations***

Key Audit Matter	Auditor's Response
The Company has received certain demand orders and notices relating to direct tax matters and demands from various statutory authorities. The company is contesting these demands (refer note no.26.5 and 26.6 to the standalone financial statements). There is high level of judgment required in estimating the level of provisioning. The management's assessment is supported by the facts of matter, their own judgment and advices from legal and independent consultants whereever considered necessary. Accordingly, unexpected adverse outcomes may significantly impact the management's reported loss and the Balance Sheet. We determined the above area as a Key Audit Matter in view of associated uncertainty relating to the outcome of these matters which requires application of judgment in interpretation of law. Accordingly, our audit was focused on analysing the facts of subject matter under consideration and judgements/interpretation of law involved.	Our audit procedures included the following: • Understanding the current status of the litigations/tax assessments and demands from various statutory authorities. • Examining recent orders and/or communication received from various tax/statutory authorities and follow up action thereon. • Evaluating the merit of the subject matter under consideration with reference to the grounds presented therein and available independent legal advice; and • Review and analysis of evaluation of the contentions of the management through discussions, collection of details of the subject matter under consideration, the likely outcome and consequent potential outflows on those issues.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the management discussion and analysis, Board's Report including annexures to Board's Report and Report on Corporate Governance but does not include the standalone financial statements and our auditor's report thereon. The above reports are expected to be made available to us after the date of the auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the above reports, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act read with relevant rules issued thereunder. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and the estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by 'the Companies (Auditor's Report) Order 2016 ("the Order") issued by the Central Government of India in terms of Sub section (11) of Section 143 of the Act, we give in the **"Annexure A"** statement on the matters specified in the paragraph 3 and 4 of the order.

2. As required by Section 143 (3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

   b) *Except for the effects of the matter described in the Basis for Qualified Opinion Paragraph above*, in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

   d) *Except for the effects of the matter described in the Basis for Qualified Opinion Paragraph above*, in our opinion, aforesaid Standalone Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014

   e) The matter described in the Basis for Qualified Opinion Paragraph above, in our opinion, may have an adverse effect on the functioning of the company.

   f) On the basis of written representations received from the directors as on 31st March 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2019, from being appointed as a director in terms of Section 164(2) of the Act.

   g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion Paragraph above.

   h) With respect to the adequacy of the Internal financial control over financial reporting of the company and operating effectiveness of such controls, refer to our separate report in **"Annexure B"**; and

   i) With respect to the other matters to be included in the Auditors Report in accordance with the requirements of section 197(16) of the Companies Act, 2013, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Companies Act 2013 and is not in excess of the limit laid down under this section.

   j) With respect to the other matters to be included Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements. Refer Note No.26.5 and 26.6 to the Standalone Financial Statements.

      ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses and

      iii. There are no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

For Brahmayya & Co.,
Chartered Accountants
Firm Regn. No.000511S

Sd/-
K. Jitendra Kumar
Partner
Membership No.201825

Place : Chennai
Date : 30th May 2019

Annexure - A to the Independent Auditors' Report

Referred to in Clause 1 of **"Report on Other Legal and Regulatory Requirements"** Paragraph of the Independent Auditors' Report of even date the members of "**PVP Ventures Limited**" on the Standalone Ind AS Financial Statements as of and for the year ended 31st March 2019.

(i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no immovable properties that are held in the name of the company other than inventory (refer point ii below).

(ii) In our opinion and according to the information and explanations given to us, having regard to nature of inventory i.e Land, the physical verification of title deeds, reconciliations with survey numbers of stock in hand and certification of extent of land sold by competent persons, are at reasonable intervals and no material discrepancies were noticed on physical verification.

(iii) According to the information and explanations given to us, the Company has not granted any loans secured or unsecured to Companies, Firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of clause (iii), (iii)(a), (iii)(b) and (iii)(c) of Paragraph 3 of the Order are not applicable to the company.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans given, investments made, guarantees given and securities given.

(v) The Company has not accepted any deposits from the public during this year. Therefore the provisions of clause (v) of the Companies (Auditor's Report) Order, 2016 are not applicable to the company.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of Company's products and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) (a) Undisputed statutory dues including provident fund, employee's state insurance, income tax, sales tax, service tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues, as applicable, have not been regularly deposited with the appropriate authorities and there have been significant delays.

Undisputed amounts payable in respect thereof, which were outstanding at the year- end for a period of more than six months from the date they became payable are as follows:

Name of the Statue	Nature of Dues	Amount (in Rs.)	Period to which the amount relates	Date of Payment
The Tamilnadu Urban Land Ceiling and Regulation Act, 1978	Urban Land Tax	18,21,303/-	July 2015 to September, 2018	Yet to be remitted
The Income Tax Act, 1961	Income Tax*	2,13,35,486/-	Financial Year 2016-17	Yet to be remitted
The Income Tax Act, 1961	Interest on Income Tax	74,78,080/-	Financial Year 2016-17 to 2018-19	Yet to be remitted

*Amount payable after adjusting the TDS receivable and available MAT Credit.

(b) According to the information and explanations given to us, the details of dues of Income tax which is not deposited on account of any dispute as on 31st March, 2019 is given below:

(Rs. in lakhs)

Nature of Statue	Nature of Dues	Tax Amount Disputed	Period to which Amount Relates	Forum where dispute is pending
The Income Tax Act, 1961	Income Tax	13.24	Assessment Year 2009-10	ITAT, Chennai
The Income Tax Act, 1961	Income Tax	493.43	Assessment Year 2013-14	CIT-A, Chennai
The Income Tax Act, 1961	Penalty	1,276.58	Assessment Year 2008-09	CIT-A, Chennai

(viii) According to the records of the company examined by us and the information and explanation given to us, the company has not defaulted in repayment of loans or borrowings to a financial institution, bank, government or dues to debenture holders as on reporting date except

a. The company has defaulted in repayment of Principal amounting to Rs. 890.00 lakhs and interest amounting to Rs. 51.15 lakhs which is due on 31st March, 2019 to Tranche A Debenture Holder (Non Convertible Debentures "NCD")

b. The company received extension letter from debenture holder (Fully Convertible Debentures "FCD") for repayment of interest for the period from April, 2017 to March, 2019 amounting to Rs. 1,449.00 lakhs till 15th December, 2019.

(ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments). The term loans obtained were applied for the purpose for which those were raised.

(x) According to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) According to the information and explanations given to us and based on our examination of the records of the company, the company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act 2013.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Therefore, the provisions of Clause (xii) of Paragraph 3 of the Order are not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore, the provisions of Clause (xiv) of Paragraph 3 of the Order are not applicable.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them covered under section 192 of the Companies Act 2013. Therefore, the provisions of Clause (xv) of Paragraph 3 of the Order are not applicable.

(xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Therefore, the provisions of Clause (xvi) of Paragraph 3 of the Companies (Auditors Report) Order 2016 are not applicable to the company.

For Brahmayya & Co.,
Chartered Accountants
Firm Regn. No.000511S

Sd/-
K. Jitendra Kumar
Partner
Membership No.201825

Place : Chennai
Date : 30th May 2019

Annexure B to the Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **PVP Ventures Limited** ("the Company") as of 31st March, 2019 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI').

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

In our opinion and according to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as 31st March, 2019:

a. The company's internal financial controls in respect of supervisory and review controls over process of determining of (i) carrying value of the company's non current investments in its subsidiaries and (ii) recoverability of loans to its subsidiaries included under non-current investments. Absences of aforesaid assessment in accordance with the accounting principles generally accepted in India could potentially result in a material misstatement in the carrying value of investments in such subsidiaries and the aforesaid dues from such subsidiaries and consequently, could also impact the profit (financial performance including other comprehensive income) after tax.

b. Assessment of expected cash shortfall and resultant loss allowance that may be required in respect of invocation of corporate guarantees and demand against the company in respect of such guarantees executed for its subsidiaries and other parties in favour of the lenders.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, *except for the possible effects of the material weaknesses described above* on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

We have considered the material weaknesses identified and reported in the Qualified Opinion paragraph in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of the company for the year ended 31st March, 2019 and material weaknesses do not affect our opinion on the financial statements of the company.

For Brahmayya & Co.,
Chartered Accountants
Firm Regn. No.000511S

Sd/-
K. Jitendra Kumar
Partner
Membership No.201825

Place : Chennai
Date : 30th May 2019

STANDALONE BALANCE SHEET AS AT 31st MARCH, 2019

(Rs. in Lakhs)

	Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
I	**ASSETS**			
(1)	**Non Current Assets**			
	(a) Property, Plant and Equipment	**5.1**	245.82	226.96
	(b) Other Intangible assets	**5.2**	0.21	0.35
	(c) Financial Assets			
	(i) Investments	**6**	82,079.48	82,319.16
	(ii) Other financial assets	**9**	204.65	126.34
	Total Financial Asset		**82,284.13**	**82,445.50**
	(d) Deferred tax assets - Tax Credit		1,211.62	1,211.62
	(e) Other non current assets	**10**	218.67	216.68
	Total Non Current Assets		**83,960.45**	**84,101.10**
(2)	**Current assets**			
	(a) Inventories	**11**	6,701.07	6,560.56
	(b) Financial Assets			
	(i) Trade receivables	**7**	143.84	690.83
	(ii) Loans	**8**	137.43	134.24
	(iii) Cash and cash equivalents	**12**	113.70	67.47
	(iv) Other financial assets	**9**	68.94	160.14
	Total Financial Asset		**463.91**	**1,052.68**
	(c) Other current assets	**10**	4.17	6.52
	Total Current Assets		**7,169.15**	**7,619.76**
(3)	**Non current assets classified as held for sale**		**-**	-
	Total Assets		**91,129.60**	**91,720.87**
II	**EQUITY AND LIABILITIES**			
A	**EQUITY**			
	(a) Equity Share Capital	**13**	24,505.27	24,505.27
	(b) Other Equity		36,497.56	37,878.51
	Total Equity		**61,002.83**	**62,383.78**
B	**LIABILITIES**			
(1)	**Non Current Liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings	**14**	15,205.58	12,920.00
	Total Financial Liabilities		**15,205.58**	**12,920.00**
	(b) Provisions	**17**	14.39	14.27
	(c) Deferred tax liabilities (Net)		-	-
	(d) Other non current liabilities	**18**	4,489.67	4,819.52
	Total Non Current Liabilities		**19,709.64**	**17,753.79**
(2)	**Current Liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings	**14**	1,010.20	1,011.17
	(ii) Trade payables	**15**		
	Total outstanding dues to micro, small and medium enterprises		-	-
	Total Outstanding dues to creditors other than micro, small and medium enterprises		42.37	68.88
	(iii) Other financial liabilities	**16**	4,489.76	6,046.73
	Total Financial Liabilities		**5,542.33**	**7,126.78**
	(b) Other current liabilities	**18**	4,558.29	4,213.51
	(c) Provisions	**17**	316.51	243.01
	Total Current Liabilities		**10,417.13**	**11,583.30**
(3)	**Liabilities associated with non current assets held for sale**		-	-
	Total Equity and Liabilities		**91,129.60**	**91,720.87**

Summary of Significant Accounting Policies 2

The accompanying notes and other explanatory information are an integral part of the Financial Statements.

As per our report of even date.

For Brahmayya & Co
Chartered Accountants
Firm Reg. No. 000511S

Sd/-
K. Jitendra Kumar
Partner
Membership No. 201825

Place : Chennai
Date : 30th May, 2019

For and on behalf of the Board of Directors

Sd/-
Prasad V. Potluri
Chairman & Managing Director

Sd/-
N.S. Kumar
Director

Sd/-
D. Krishnamoorthy
Chief Financial Officer & Company Secretary

Place : Chennai
Date : 30th May, 2019

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2019

(Rs. in Lakhs)

	Particulars	Note	For the Year Ended 31st March, 2019	For the Year Ended 31st March 2018
I.	Revenue from Operations	**19**	3,045.29	2,839.18
II.	Other Income	**20**	35.19	36.39
III.	**Total Income (I+II)**		**3,080.48**	**2,875.57**
IV.	**Expenses:**			
	Change in inventories of stock in trade	**21**	144.18	145.23
	Employee Benefit Expenses	**22**	171.62	195.78
	Finance Costs	**23**	2,486.12	2,044.71
	Depreciation and Amortisation	**5**	55.39	57.75
	Other Expenses	**24**	794.79	379.57
	Total Expenses		**3,652.10**	**2,823.04**
V.	**Profit Before Tax and Exception items (III-IV)**		**(571.62)**	**52.53**
VI.	Exceptional Items	**25**	(725.00)	-
VII.	**Profit/ (Loss) Before Tax (V+VI)**		**153.38**	**52.53**
VIII.	**Tax Expenses**			
	Current Tax		-	10.01
	Less: MAT Credit		-	(10.01)
	Income Tax for Earlier Years		-	8.72
	Mat Credit Reversal		-	83.34
	Total Tax Expenses		**-**	**92.06**
IX.	**Profit (Loss) for the Period (VII -VIII)**		**153.38**	**(39.53)**
X.	**Other Comprehensive income, net of tax**			
	i) Item that will not be reclassified to profit or Loss			
	Remeasurement of defined benefit obligation		5.84	1.32
	Less: Income tax expense		-	-
	Other Comprehensive income for the year, net of tax		**5.84**	**1.32**
XI.	**Total Comprehensive income for the year, net of tax (IX+X)**		**159.22**	**(38.21)**
XII.	**Earnings per equity share of nominal value of Rs.10 each**			
	Basic and Diluted (not annualised)		**0.06**	**(0.02)**

Summary of Significant Accounting Policies
The accompanying notes form an integral part of the Financial Statements

As per our report of even date.

For Brahmayya & Co
Chartered Accountants
Firm Reg. No. 000511S

Sd/-
K. Jitendra Kumar
Partner
Membership No. 201825

Place : Chennai
Date : 30th May, 2019

For and on behalf of the Board of Directors

Sd/-
Prasad V. Potluri
Chairman & Managing Director

Sd/-
N.S. Kumar
Director

Sd/-
D. Krishnamoorthy
Chief Financial Officer & Company Secretary

Place : Chennai
Date : 30th May, 2019

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2019

(Rs. in Lakhs)

	Particulars		For the Year Ended 31st March, 2019	For the Year Ended 31st March 2018
A.	**CASH FLOW FROM OPERATING ACTIVITIES**			
	Profit / (Loss) before Tax		**153.38**	**52.53**
	Adjustments for:			
	Depreciation and Amortization		55.39	57.75
	(Profit) / Loss on Sale of PPE, Intangible Assets and Investment Property		(1.42)	0.75
	Reversal of Interest cost pertains to previous year		(725.00)	-
	Provision for Employee Benefits		14.21	17.34
	Loss on sale of Investment in subsidiary		1.34	-
	Provision for diminution in value of Investments		289.46	-
	Interest Income		(30.27)	(33.17)
	Interest on Penalty of SEBI		6.79	-
	Interest Receivable written off		18.99	-
	Baddebts Written Off		0.27	-
	Interest Expenses		2,410.89	2,044.71
	Cash Generated Before Working Capital Changes		**2,194.03**	**2,139.91**
	Movement In Working Capital			
	Increase / (Decrease) in Trade Payables		(26.51)	(7.99)
	Increase / (Decrease) in Other Financial Liabilities		(14.81)	11.42
	Increase / (Decrease) in Other Liabilities		(1,602.60)	(1,740.59)
	(Increase) / Decrease in Trade Receivables		(0.27)	(67.40)
	(Increase) / Decrease in Loans		(3.19)	-
	(Increase) / Decrease in Inventories		(63.14)	134.37
	(Increase) / Decrease in Other Financial Assets		(78.84)	34.14
	(Increase) / Decrease in Other Assets		(4.44)	1.77
	Cash Generated From Operations		**400.22**	**505.63**
	Direct Taxes Paid		63.25	(5.17)
	Net Cash Flow From / (Used in) Operating Activities	**(A)**	**463.48**	**500.46**
B.	**CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES**			
	Purchase of PPE, Intangible Assets and Investment Property		(76.70)	(33.29)
	Proceeds from Sale of PPE, Intangible Assets and Investment Property		4.01	16.42
	Proceeds from the Sale of Investments		947.68	-
	Investments made in - Subsidiaries		(998.79)	(120.06)
	Interest Income Received		103.01	3.32
	Net Cash Flow From / (Used in) Investing Activities	**(B)**	**(20.80)**	**(133.61)**
C.	**CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES**			
	Proceeds from/(to) Short-Term Borrowings (Net)		(0.97)	(1.14)
	Proceeds from Long Term Borrowings (Net)		8,228.61	3,860.00
	Repayment of Long Term Borrowings		(8,289.00)	(33.28)
	Interest Paid		(882.08)	(4,224.38)
	Net Cash Flow From / (Used in) Financing Activities	**(C)**	**(943.44)**	**(398.80)**
	Net Increase / (Decrease) in Cash and Cash Equivalents	**(A+B+C)**	(500.75)	(31.95)
	Cash and Cash Equivalents at the beginning of the year		67.47	99.42
	Cash and Cash Equivalents at the end of the year		**(433.28)**	**67.47**
	Components of Cash and Cash Equivalents			
	Cash on Hand		0.26	0.23
	Balances with Banks			
	-in Current Accounts and Deposits Accounts		113.44	67.24
	Cash and cash Equivalent		**113.71**	**67.47**

Notes:

1. The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Ind AS - 7 on Cash Flow Statements. Reconciliation between the opening and closing balances in the balance sheet for financial liabilities arising from financing activities:

(Rs. in Lakhs)

Particulars	As at April 01, 2018	Net Cash Flows	Non-Cash Changes	As at 31st March, 2019
			Book Adjustments	
Long Term Borrowings	17,220.12	(60.39)	-	17,159.73
Short term Borrowings	1,011.17	0.97	-	1,010.20
Other Financial Liabilities	1,674.14	(882.08)	1,685.89	2,477.95
Total Financial Liabilities from Financing Activities	**19,905.43**	**(941.50)**	**1,685.89**	**20,647.88**

Summary of Significant Accounting Policies
The accompanying notes form an integral part of the Financial Statements.

As per our report of even date.

For Brahmayya & Co
Chartered Accountants
Firm Reg. No. 000511S

Sd/-
K. Jitendra Kumar
Partner
Membership No. 201825

Place : Chennai
Date : 30th May, 2019

For and on behalf of the Board of Directors

Sd/-
Prasad V. Potluri
Chairman & Managing Director

Sd/-
N.S. Kumar
Director

Sd/-
D. Krishnamoorthy
Chief Financial Officer & Company Secretary

Place : Chennai
Date : 30th May, 2019

Statement of Changes in Equity for the Year Ended 31st March 2019

(Rs. in Lakhs)

Particulars	Equity Share Capital	Other Equity					Total Equity attributable to equity holders of the company
		Reserves and Surplus				Other Comprehensive Income	
		Security Premium	Retained Earnings	Debenture Redemption Reserve	Equity Instruments through other comprehensive Income	Other Items of Other Comprehensive Income	
Balance as on 01st April, 2017	**24,505.27**	**77,511.10**	**(39,577.17)**	**-**	**-**	**(17.21)**	**37,916.72**
Changes in Equity for the Year ended March 31, 2018							
Remeasurement of the net defined benefit liability/ asset, net of tax effect	-	-	-	-	-	1.32	1.32
Loss for the period ended 31st March, 2018	-	-	(39.53)	-	-	-	(39.53)
Balance as on 31st March 2018	**24,505.27**	**77,511.10**	**(39,616.70)**	**-**	**-**	**(15.89)**	**37,878.51**
Balance as on 01st April, 2018	**24,505.27**	**77,511.10**	**(39,616.70)**	**-**	**-**	**(15.89)**	**37,878.51**
Changes in Equity for the Year ended March 31, 2019							
Adjustment on account of Ind AS 115 (net of tax) refer note no.	-	-	(1,540.17)	-		-	(1,540.17)
Remeasurement of the net defined benefit liability/ asset, net of tax effect	-	-	-	-		5.84	5.84
Profit for the period ended 31st March, 2019	-	-	153.38	-		-	153.38
Transfer from Retained Earnings	-	-	(150.00)	150.00		-	-
Balance as on 31st March 2019	**24,505.27**	**77,511.10**	**(41,153.49)**	**150.00**	**-**	**(10.05)**	**36,497.56**

The description of the nature and purpose of each reserve within equity is as follows:

1. **Security Premium:** This represents the premium on issue of shares and can be utilised in accordance with the provisions of the Companies Act, 2013.
2. **Retained Earnings:** Retained Earnings represent accumulated losses of the company.
3. **Debenture Redemption Reserve (DRR):** The company has issued redeemable non-convertible listed debentures. Accordingly, the companies (Share Capital and Debentures Rules, 2014 (as amended)), requires the company to create DRR out of profits of the company. During the year, Debenture Redemption Reserve (DRR) amounting to Rs.150 lakhs has created out of profits available for distribution of dividend.

Summary of Significant Accounting Policies
The accompanying notes form an integral part of the Standalone Financial Statements

As per our report of even date attached.

For Brahmayya & Co
Chartered Accountants
Firm Reg. No. 000511S

Sd/-
K. Jitendra Kumar
Partner
Membership No. 201825

Place : Chennai
Date : 30th May, 2019

For and on behalf of the Board of Directors

Sd/-
Prasad V. Potluri
Chairman & Managing Director

Sd/-
N.S. Kumar
Director

Sd/-
D. Krishnamoorthy
Chief Financial Officer & Company Secretary

Place : Chennai
Date : 30th May, 2019

Summary of significant accounting policies and other explanatory information to the Standalone Financial Statements for the year ended 31st March 2019

1. Corporate Information

PVP Ventures Limited ('the Company') is a public limited company incorporated and domiciled in India. The Company shares are listed on two stock exchanges in India. The registered office of the Company is located at Door No:2, 9th Floor, KRM Centre, Harrington Road, Chetpet, Chennai, Tamilnadu – 600031. The Company is engaged in the business of developing urban infrastructure and investments in various ventures.

The Standalone Financial Statements of the Company for the year ended 31st March 2019 were authorised for issue in accordance with resolution of the Board of Directors on 30th May 2019.

2. Significant Accounting Policies

Basis of Preparation of Financial Statements

These financial statements of the Company have been prepared to comply in all material respects with the Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the companies act, 2013, ('Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The amounts disclosed in the financial statements and notes have been rounded off to nearest lakhs as per the requirement of schedule III, unless otherwise stated.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hither to in use.

The amounts disclosed in the financial statements and notes have been rounded off to nearest lakhs as per the requirement of schedule III, unless otherwise stated.

The financial statements are presented in Indian currency (INR), being the functional and presentation currency. Being the currency of the primary economic environment in which the company operate.

All assets and liabilities have been classified as current or non-current in accordance with the operating cycle criteria set out in ***Ind AS 1 Presentation of Financial Statements*** and ***Schedule III to the Companies Act, 2013.***

Current/ Non-Current Classification

An asset is classified as current when

1) It is expected to be realized or consumed in the Company's normal operating cycle;
2) It is held primarily for the purpose of trading;
3) It is expected to be realized within twelve months after the reporting period; or
4) If it is cash or cash equivalent, unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

   Any asset not confirming to the above is classified as non-current.

A liability is classified as current when

1) It is expected to be settled in the normal operating cycle of the Company;
2) It is held primarily for the purpose of trading;
3) It is expected to be settled within twelve months after the reporting period; or
4) The Company has no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

   Any liability not conforming to the above is classified as noncurrent.

Applicability of New Accounting Pronouncements

The company has applied the following Ind AS pronouncements pursuant to issuance of the Companies (Indian Accounting Standards) Amendment Rules, 2018. The effect is described below:

a. The company has adopted Ind AS 115, *Revenue from Contract with Customers* with effect from 01st April, 2018 and it is detailed in note no.h.
b. The company has elected to recognize cumulative effect of initially applying Ind AS 115 retrospectively as an adjustment to opening balance sheet as at 01st April, 2018 on the contracts that are not completed contract as at that date. There was no impact of above on the opening balance sheet as at 01st April, 2018 and on the Statement of Profit and Loss for the year ended 31st March, 2019.

Summary of significant accounting policies and other explanatory information to the Standalone Financial Statements for the year ended 31st March 2019

c. The company has adopted Appendix B to Ind AS 21, Foreign currency transactions and advance consideration with effect from 01st April, 2018 prospectively to all assets, expenses and income initially recognised on or after 01st April, 2018 and the impact on implementation of the Appendix is immaterial.

a. Property, Plant and Equipment:

Property, Plant and Equipment (PPE) are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes all direct costs relating to acquisition and installation of Property, Plant and Equipment and borrowing cost relating to qualifying assets. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

Subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably. All other repair and maintenance costs are recognised in the statement of profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Depreciation is charged to profit or loss so as to write off the cost of assets less their residual values over their useful lives, using the straight line method. The estimated useful lives, residual values and depreciation method are reviewed at the Balance Sheet date, with the effect of any changes in estimate accounted for on a prospective basis.

The estimated useful lives of the depreciable assets are as follows:

Class of Assets	Estimated Useful Life
Plant and Equipment	5 years
Furniture and Fixtures	10 years
Vehicles	8 years
Computers and related Assets	3 years
Office Equipment	3 years

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

b. Impairment of Property, Plant & Equipment:

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in Statement of Profit and Loss.

c. Foreign Currency Translation:

Initial Recognition

On initial recognition, transactions in foreign currencies entered into by the company are recorded in the functional currency (i.e India Rupees), by applying to the foreign currency amount, the spot exchange rate between the functional currency and foreign currency at the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss.

Measurement of foreign currency items on reporting date

Foreign currency monetary items of the company are translated at the closing exchange rates. Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rate at the date of transaction. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is measured. Exchange differences arising out of these translations are recognised in the Statement of Profit and Loss.

Effective 01st April, 2018, the Company has adopted Appendix B to Ind AS 21 – Foreign Currency Transactions and Advance Consideration which clarifies the date of transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income when an entity has received or paid advance consideration in a foreign currency. The effect on account of adoption of this amendment was insignificant.

Subsequent Measurement

As at the reporting date, non-monetary items which are carried at historical cost and denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were the fair value measured.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period. Exchange differences on restatement of other monetary items are recognised in the Statement of Profit and Loss.

d. Assets taken on lease:

Leases are classified as finance lease whenever the terms of the lease transfer substantially all the risk and rewards of ownership to the lessee. All the other leases are classified as operating leases.

Operating lease payments are recognized as expenditure in the Statement of Profit and Loss on a straight-line basis, unless another basis is more representative of the time pattern of benefits received from the use of the assets taken on lease or the payments of lease rentals are in line with the expected general inflation compensating the lessor for expected inflationary cost. Contingent rentals arising under operating leases are recognized as an expense in the period in which they are incurred.

Assets held under finance lease are capitalised at the inception of the lease, with corresponding liability being recognised for the fair value of the leased assets or, if lower, the present value of the minimum lease payments. Lease payments are apportioned between the reduction of the lease liability and finance charges in the statement of Profit or Loss so as to achieve a constant rate of interest on the remaining balance of the liability. Assets held under finance leases are depreciated over the shorter of the estimated useful life of the asset and the lease term.

e. Inventories

Inventories constitute land and related development activities, which are valued at Cost or Net Realizable Value whichever is lower. Cost comprises of all expenses incurred for the purpose of acquisition of land, development of the land and other related direct expenses.

f. Financial Instruments

1) Initial Recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

2) Subsequent measurement

i) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

iii) Financial Assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in statement of profit or loss.

iv) Investment in Subsidiaries

Investments in subsidiaries are carried at cost in accordance with Ind AS 27 Separate Financial Statements.

v) Financial Liability

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to short maturity of these instruments.

3) Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

4) Impairment of Assets

Financial Assets (other than at fair value):

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and/or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

5) Fair value of Financial Instruments

In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

Fair value hierarchy:

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

g. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized, when there is a present legal or constructive obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation, and when a reliable estimate of the amount of the obligation can be made. If the effect of the time value of money is material, the provision is discounted using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation and the unwinding of the discount is recognised as interest expense.

Contingent liabilities are recognized only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company, or where any present obligation cannot be measured in terms of future outflow of resources, or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

Contingent assets are not recognized in the financial statements.

h. Revenue Recognition

Effective 01st April, 2018, the company has applied Ind AS 115, Revenue from Contracts with Customers, which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e 01st April, 2018). The comparative information in the statement of profit and loss is not restated – i.e the comparative information continues to be reported under Ind AS 18.

The company recognises revenue when it determines the satisfaction of performance obligations at a point of time. Revenue is recognised upon transfer of control of promised services to customer in an amount that reflects the consideration which the company expects to receive in exchange for the services.

Current assets are recognised under Trade Receivables.

Current Liabilities are recognised when there is an advance received from customers.

Revenue from dividend is recognised upon right to receive the dividend is established.

Interest income is recognised on time proportion basis taking into account the amount outstanding and rate applicable as per the agreements.

i. Employee Benefits

1) Gratuity

Gratuity, which is a defined benefit plan, is accrued based on an independent actuarial valuation, which is done based on projected unit credit method as at balance sheet date. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income. In accordance with Ind AS, re-measurement gains and losses on defined benefit plans recognised in other comprehensive income are not to be subsequently reclassified to profit or loss. As required under Ind AS complaint schedule III, the Company transfers it immediately to retained earnings.

2) Compensated Absences

The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date. Non-accumulating compensated absences are recognised in the period in which the absences occur.

3) Other Benefit Plans

Contributions paid/payable under defined contributions plans are recognised in the statement of Profit or Loss in each year. Contribution plans primarily consist of Provident Fund administered and managed by the Government of India. The Company makes monthly contributions and has no further obligations under the plan beyond its contributions.

j. Taxes on Income

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

1) Current Income Tax

Current Income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

2) Deferred Income Tax

Deferred Income tax is recognised using balance sheet approach. Deferred tax is recognised on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes,except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred Income tax assets are recognised for all deducted temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred Income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

k. Borrowing Costs

Borrowing Costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

Borrowing costs includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

l. Earnings per Share

Basic earnings per share is computed by dividing the net profit attributable to the equity shareholders for the period by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share is computed by dividing the net profit attributable to the equity shareholders for the period by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

m. Cash Flow Statement:

Cash flows are reported using the indirect method, whereby profit/ (loss) before tax is adjusted for the effects of transactions of no cash nature and any deferrals or accruals of past or future cash receipts or payments. Cash flow for the year are classified by operating, investing and financing activities.

n. Exceptional Items

When items of income and expenses within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material items are disclosed separately as exceptional items.

o. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker regularly monitors and reviews the operating result of the whole Company as one segment of "Urban Infrastructure". Thus, as defined in Ind AS 108 "Operating Segments", the Company's entire business falls under this one operational segment and hence the necessary information has already been disclosed in the Balance Sheet and the Statement of Profit and Loss.

3. Critical accounting estimates and judgments

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, disclosures of contingent liabilities at the date of the financial statements and the reported amounts of revenue and expenses for the years presented. Actual results may differ from these estimates.

Estimates and underlying assumptions are continually evaluated. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

In particular, information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements pertain to:

- **Valuation of investment in/loans to subsidiaries:** The company has performed valuation for its investments in equity of certain subsidiaries for assessing whether there is any impairment in the fair value. When the fair value of investment in subsidiaries cannot be measured based on quoted prices in active markets, their fair value is measured using appropriate valuation techniques including the discounted cash flow model. Similar assessment is carried for exposure of the nature of loans thereon. The inputs to these models are taken from observable markets where possible, but where is not feasible, a degree of judgment is required in establishing fair values. Judgments include consideration of inputs such as expected earnings in future years, liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of these investments.

- **Useful lives of property, plant and equipment and intangible assets:** The Company has estimated useful life of each class of assets based on the nature of assets, the estimated usage of the asset, the operating condition of the asset, past history of replacement, anticipated technological changes, etc. The Company reviews the carrying amount of property, plant and equipment at the Balance Sheet date. This reassessment may result in change in depreciation expense in future periods.

- **Impairment testing:** Property, plant and equipment are tested for impairment when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

- **Income Taxes:** Deferred tax assets are recognized to the extent that it is regarded as probable that deductible temporary differences can be realized. The Company estimates deferred tax assets and liabilities based on current tax laws and rates and in certain cases, business plans, including management's expectations regarding the manner and timing of recovery of the related assets. Changes in these estimates may affect the amount of deferred tax liabilities or the valuation of deferred tax assets and their tax charge in the statement of profit or loss.

- Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the statement of profit or loss.

- **Defined benefit plans:** The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, etc. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each Balance Sheet date.

- **Revenue from Contracts with Customers:** The company has applied judgments that affect the determination of the amount and timing of revenue from contracts with customers.

4. Standards issued but not yet effective:

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective from April 1, 2019:

Ind AS 116 – Leases

Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17. The amendment is effective for annual periods beginning on or after 01stApril 19. The Company is in the process of evaluating the impact of this amendment on the financial statements.

Ind AS 12 – Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Company does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Company does not expect any significant impact of the amendment on its financial statements.

Ind AS 109 – Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Company does not expect this amendment to have any impact on its financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Company does not expect this amendment to have any significant impact on its financial statements.

Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any impact from this amendment.

Ind AS 28 – Long-term Interests in Associates and Joint Ventures

The amendments clarify that an entity applies Ind AS 109 Financial Instruments, to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied. The Company does not currently have any long term interests in associates and joint ventures and hence does not expect any impact from this amendment.

Ind AS 103 – Business Combinations and Ind AS 111 – Joint Arrangements

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. The Company does not have control/joint control /joint control of a business that is a joint operation and hence does not expect any impact from this amendment.

Notes to the Standalone Financial Statements for the Year Ended 31st March 2019

Note 5: Property, Plant and Equipment

5.1 Tangible Assets

(Rs. in Lakhs)

Particulars	Plant and Machinery	Computers and Related Assets	Furniture and Fixtures	Vehicles	Office Equipments	Total
Gross Block						
Gross Carrying Value as on 31st March, 2017	**2.98**	**21.46**	**73.43**	**191.56**	**91.98**	**381.41**
Additions	-	0.40	-	31.54	0.92	32.86
Disposals	-	-	-	(32.20)	(1.28)	(33.48)
Gross Carrying value as on 31st March, 2018	**2.98**	**21.86**	**73.43**	**190.90**	**91.62**	**380.79**
Additions	-	0.96	-	70.39	5.35	76.70
Disposals	-	-	-	(11.08)	-	(11.08)
Gross Carrying value as on 31st March, 2019	**2.98**	**22.82**	**73.43**	**250.21**	**96.97**	**446.41**
Accumulated Depreciation						
Accumulated Depreciation as on 31st March, 2017	**0.75**	**9.48**	**21.39**	**31.36**	**49.49**	**112.47**
For the period 2017-18						
Charges for the period	0.44	2.50	10.68	24.15	19.90	57.67
on Disposals	-	-	-	(15.09)	(1.22)	(16.31)
Accumulated Depreciation as on 31st March, 2018	**1.19**	**11.98**	**32.07**	**40.42**	**68.17**	**153.83**
For the period 2018-19						
Charges for the period	0.31	2.08	10.68	30.36	11.82	55.25
on Disposals	-	-	-	(8.49)	-	(8.49)
Accumulated Depreciation as on 31st March, 2019	**1.50**	**14.06**	**42.75**	**62.29**	**79.99**	**200.59**
Net Block						
Carrying Value as on 31st March, 2018	**1.79**	**9.88**	**41.36**	**150.48**	**23.45**	**226.96**
Carrying Value as on 31st March, 2019	**1.48**	**8.76**	**30.68**	**187.92**	**16.98**	**245.82**

Note: Gross Block as on 01.04.2015 represents deemed cost (Gross Block Rs. 376.71 Lakhs - Accumulated Depreciation Rs. 143.30 Lakhs).

5.2 Intangible Assets

(Rs. in Lakhs)

Particulars	Software	Total
Gross Block		
Gross Carrying Value as on 31st March, 2017	**-**	**-**
Additions	0.43	**0.43**
Deletions	-	**-**
Gross Carrying value as on 31st March, 2018	**0.43**	**0.43**
Additions	-	**-**
Deletions	-	**-**
Gross Carrying value as on 31st March, 2019	**0.43**	**0.43**
Accumulated Depreciation		
Accumulated Depreciation as on 31st March, 2017	**-**	**-**
Depreciation	0.08	0.08
Accumulated depreciation on deletions	-	-
Accumulated Depreciation as on 31st March, 2018	**0.08**	**0.08**
Depreciation	0.14	0.14
Accumulated depreciation on deletions	-	-
Accumulated Depreciation as on 31st March, 2019	**0.22**	**0.22**
Net Block		
Carrying Value as on 31st March, 2018	**0.35**	**0.35**
Carrying Value as on 31st March, 2019	**0.21**	**0.21**

Notes to the Standalone Financial Statements for the Year Ended 31st March 2019

Note 6: Investments

(Rs. in Lakhs)

Particulars		As at 31st March, 2019	As at 31st March, 2018
Non-Current Investments			
Investment in equity instruments			
Investment carried at cost, fully paid up			
I. Investments in Subsidiaries			
(i) Quoted			
Picturehouse Media Limited (PHML) *		529.58	531.05
33,43,880 (31st March, 2018 - 33,53,114) equity shares of Rs. 10 each			
Less: Provision for diminution in value of investment		489.46	200.00
	(A)	**40.12**	**331.05**
(ii) Unquoted			
PVP Corporate Parks Private Limited (PCPL)		50.00	50.00
500,000 (31st March 2018 - 5,00,000) equity shares of Rs.10 each			
PVP Global Ventures Private Limited (PGPL)		91,196.45	90,325.47
88,22,869 (31st March 2018 - 88,22,869) equity shares of Rs.10 each (Refer Point III below)			
Less: Provision for diminution in value of investment		(35,160.16)	(35,160.16)
New Cyberabad City Projects Private Limited (NCCPPL)**		21,944.48	21,944.48
1,010,000 (31st March 2018 - 1,010,000)equity shares of Rs. 10 each (Refer Point III Below)			
PVP Media Ventures Private Limited (PMPL)		863.85	863.42
19,000 (31st March 2018 - 19,000) equity shares of Rs.10 each (Refer Point III below)			
Safetrunk Services Private Limited (SSPL)		775.77	648.39
48,00,000 (31st March 2018 - 48,00,000) equity shares of Rs.10 each (Refer Point III below)			
	(B)	**79,670.38**	**78,671.59**
II. Other Investments			
Blaster Sports Ventures Private Limited (BSVPL) (Refer Point III below)		2,368.94	3,316.52
2,36,89,430 (31st march, 2018 - 3,31,65,200) 1% compulsory convertible debentures of Rs.10 each			
Arsikere Solar Private Limited - 100 equity shares of Rs.10 each		0.01	-
Kadur Solar Private Limited - 100 equity shares of Rs.10 each		0.01	-
Ranibenur Solar Private Limited - 100 equity shares of Rs.10 each		0.01	-
	(C)	**2,368.97**	**3,316.52**
Total Non-Current Investments	**(A+B+C)**	**82,079.48**	**82,319.16**
Aggregate of Non Current Investments			
Aggregate amount of quoted investments		40.12	331.05
Aggregate amount of quoted investments - Market Value		191.12	191.12
Aggregate amount of unquoted investments		117,199.52	117,148.27
Aggregate amount of impairment in value of investments		(35,160.16)	(35,160.16)
		82,079.48	**82,319.16**

III. Movement in investments as at 31st March 2019	Investment as at 31st March 2018	Investment made during the year	Fair value of Interest free loan	Investment as at 31st Mar 2019
PVP Global Ventures Private Limited (PGPL)	54,527.00	-	36,669.45	91,196.45
New Cyberabad City Projects Private Limited (NCCPL)	101.00	-	21,843.48	21,944.48
PVP Media Ventures Private Limited (PMPL)	1.90	-	861.95	863.85
Safetrunk Services Private Limited (SSPL)	480.00	-	295.77	775.77
PVP Corporate Parks Private Limited (PCPL)	50.00	-	-	50.00
Blasters Sports Ventures Private Limited (BSVPL)	-	-	2,368.94	2,368.94
Total	**55,159.90**	**-**	**62,039.59**	**117,199.49**

* Company has pledged 10,00,000 equity shares of Rs. 10/- each held in Picturehouse Media Limited for loan availed by subsidiary company. During the Financial year 2018-19, UCO Bank Limited invoked 10,00,000 lakhs pledged shares, out of which 9,234 shares sold by the bank and the remaining balance shares with hled by the bank in their DMAT Statement.

** Loan provided to the subsidiary company i.e New Cyberabad City Projects Private Limited (NCCPL), has been secured by equitable mortgage on land.

Notes to the Standalone Financial Statements for the Year Ended 31st March 2019

Note 7: Trade Receivables

(Rs. in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Current		
Considered good - Secured	-	-
Considered good - Unsecured	143.84	690.83
Significant increase in credit risk	-	-
Credit impaired	-	-
Total	**143.84**	**690.83**

Note 8: Loans

(Rs. in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Current Loans		
Unsecured and Considered good		
- Staff Advances	137.43	134.24
Unsecured and Considered Doubtful	-	-
Loans Receivables which have significant increase in credit risk	-	-
Loans Receivables - Credit Impaired	-	-
Total	**137.43**	**134.24**

Note 9: Other Financial Assets

(Rs. in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Non-Current		
Unsecured and Considered good		
Security Deposit	21.35	21.34
Advance to Others	183.30	105.00
	204.65	**126.34**
Current		
Unsecured and Considered good		
Interest Accrued and Due on Fixed Deposit	0.52	0.53
Interest Accrued and Due on Staff Loans	65.94	65.94
Interest Accrued and due on debentures	1.14	92.85
Capital Advances	0.39	
Other Receivables	0.95	0.82
	68.94	**160.14**
Total	**273.59**	**286.48**

Note 10: Other Asset

(Rs. in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Non-Current		
Unsecured and Considered good		
Taxes paid under protest *	150.00	150.00
Advance Tax and Tax deducted at source	68.67	66.68
Disputed Interest Paid to SEBI	6.79	-
Less: Provision for Interest Paid to SEBI	(6.79)	-
	218.67	**216.68**
* The company has received a favourable order from the ITAT (Income Tax Appellate Tribunal) and hence the amount is due as refund		
Current		
Unsecured and Considered good		
Prepaid Expenses	4.17	6.52
	4.17	**6.52**
Total	**222.84**	**223.20**

Notes to the Standalone Financial Statements for the Year Ended 31st March 2019

Note 11: Inventory

(Rs. in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Inventory of Land (refer note no.26.1)	6,701.07	6,560.56
(Valued at cost or net realised value which ever is less and as certified by the Management)		
	6,701.07	**6,560.56**

Note 12: Cash and Cash Equivalents

(Rs. in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Balance With Banks		
In Current and Deposit Accounts	113.44	67.24
Cash on Hand	0.26	0.23
	113.70	**67.47**

Note 13: Equity Share Capital

(a) Authorised, Issued, Subscribed and Paid-up share capital and par value per share

(Rs. in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Authorised Share Capital		
30,00,00,000 Equity Shares of Rs. 10/- each	30,000.00	30,000.00
Issued, Subscribed and Paid Up		
24,50,52,701 equity shares of Rs. 10/- each	24,505.27	24,505.27
	24,505.27	**24,505.27**

(b) Reconciliation of number of equity shares outstanding at the beginning and at the end of the Year:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Number of equity shares outstanding as at the beginning of the year	245,052,701	245,052,701
Add: Number of Shares allotted during the year	-	-
Less: Number of Shares bought back	-	-
Number of equity shares outstanding as at the end of the year	**245,052,701**	**245,052,701**

(c) Shares in the company held by each shareholder holding more than 5%:

Name of shareholder	As at 31st March 2019		As at 31st March 2018	
	No. of Shares held	% of holding	No. of Shares held	% of holding
Platex Limited	132,612,766	54.12	132,612,766	54.12
SSG India Opportunities I Limited	24,505,270	10.00	24,505,270	10.00

(d) 13,409,314 equity shares of Rs. 10 each fully paid-up in cash has been issued to Platex Limited upon conversion of 27,355 FCDs of Rs. 100,000 each at conversion price of Rs. 204 per share in terms of the Scheme of Amalgamation during 2010-11.

(e) PVP Global Ventures Private Limited (PVPGVPL) holds 10,90,235 equity shares of PVP Ventures Limited, as these shares were acquired before the company became its subsidiary. However, PVP Global Ventures Private Limited does not have any right to vote at meetings of PVP Ventures Limited or any class of members thereof over these shares.

(f) Terms / Rights attached to Equity Shares (eg. Dividend rights, Voting Rights)

The company has only one class of equity shares having a par value of Rs. 10/- Per share. Each Holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts in the proportion to the number of equity shares held by the shareholders.

(f) The company does not have any Bonus Shares Issued, Share issued for consideration other than Cash and Shares bought back during the period of five years immediately preceding the reporting date (31.03.2019)

(g) The company does not issued any shares under options other than the conversion of fully convertible debentures.

Notes to the Standalone Financial Statements for the Year Ended 31st March 2019

Note 14: Borrowings

(Rs. in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Non-Current		
Secured		
Debentures	12,075.00	3,860.00
1,215 (386 - 31st March, 2018) NCDs, Listed, Redeemable, Non Convertible Debentures (NCDs) of Rs. 10,00,000 each (refer note 26.2 (a))		
Less: Current Maturity (refer note 16)	(1,930.00)	(965.00)
From Banks - Vehicle Loans	84.73	71.12
Less: Current Maturity (refer note 16)	(24.15)	(46.12)
Unsecured		
Debentures		
500 (13,289 - 31st March, 2018), 14.5% Redeemable Fully Convertible Debentures (FCDs) of Rs. 1,00,000 each (refer note 26.2(b))	5,000.00	13,289.00
Less: Current maturity (refer note 16)	-	(3,289.00)
	15,205.58	**12,920.00**
Current		
Unsecured		
Loan from Subsidiary Company	1,010.20	1,011.17
	1,010.20	**1,011.17**
Total	**16,215.78**	**13,931.18**

Refer note no.26.2 for security details and terms of repayment.

Note 15: Trade Payables

(Rs. in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Sundry Creditors for services	42.37	68.88
	42.37	**68.88**

Note 16: Other Financial Liabilities

(Rs. in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Current		
Current maturity of Long Term Debt	1,954.15	4,300.12
Interest accrued and due on debentures	1,492.48	1,674.14
Interest accrued but not due on debentures	985.47	-
Employee related payables	42.64	39.08
Provision for Expenditure	12.15	26.08
Other payables - Related parties	2.87	7.31
Total	**4,489.76**	**6,046.73**

Note 17: Provisions

(Rs. in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Non-Current		
Provision for Employee Benefits		
Gratuity	14.39	14.27
	14.39	**14.27**
Current		
Provision for Employee Benefits		
Gratuity	0.81	0.77
Compensated Absences	27.56	19.35
Provision for Income Tax (Net of Advance Tax and Tax deducted at source Rs. 66.68 Lakhs (previous year - Rs. 66.47 lakhs)	288.14	222.89
	316.51	**243.01**
Total	**330.90**	**257.27**

Notes to the Standalone Financial Statements for the Year Ended 31st March 2019

Note 18: Other Liabilites

(Rs. in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Non-Current		
Security Deposit from Developer	4,489.67	4,819.52
	4,489.67	**4,819.52**
Current		
Advance received for sale of land (inventory)	4,350.77	3,489.10
Other payables	166.44	354.15
Statutory Liabilities payable	41.08	370.26
	4,558.29	**4,213.51**
Total	**9,047.96**	**9,033.03**

Note 19: Revenue from Operations

(Rs. in Lakhs)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Income from Real Estate	3,045.29	2,839.18
	3,045.29	**2,839.18**

Note 20: Other Income

(Rs. in Lakhs)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Interest income	30.27	33.17
Profit on sale of Asset	1.42	-
Liabilities written off	3.50	0.58
Miscellaneous Income	-	2.64
	35.19	**36.39**

Note 21: Change in Inventory

(Rs. in Lakhs)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Opening Stock of Land	6,560.56	6,694.94
Add: Reversal of Land cost due to IND AS 115	77.36	-
Add: Current year Expenses	207.33	10.85
	6,845.25	**6,705.79**
Less: Closing Stock of Land	6,701.07	6,560.56
	144.18	**145.23**

Note 22: Employee Benefit Expenses

(Rs. in Lakhs)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Salaries and wages	164.88	187.49
Contribution to provident fund	1.01	1.24
Staff welfare expenses	5.73	7.05
	171.62	**195.78**

Note -23: Finance Cost

(Rs. in Lakhs)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Interest on Debentures	2,402.30	1,975.77
Interest on Vehicle Loans	8.59	8.74
Interest others	75.23	60.20
	2,486.12	**2,044.71**

Notes to the Standalone Financial Statements for the Year Ended 31st March 2019

Note 24: Other Expenses

(Rs. in Lakhs)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Rent	66.40	68.07
Power and Fuel charges	12.50	11.53
Communication Expenses	7.95	8.49
Legal, Professional and consultancy Charges	79.75	85.60
Books and Periodicals	0.15	0.19
Insurance		
- For Employees	5.02	6.81
- For Assets	2.88	3.29
Printing and Stationery	5.62	8.05
Postage and Courier Charges	1.61	3.13
Listing Fees and Others Expenses	20.69	12.68
Security Charges	7.59	6.89
Office Expenses	20.95	17.61
Charity and Donations	1.75	4.50
Membership fee	5.14	-
Directors Sitting Fees	3.10	2.94
Repairs and Maintenance		
- For Others	10.02	8.49
Rates and taxes	67.25	39.80
Payment to statutory auditors		
for statutory audit	9.50	9.50
for tax audit	2.50	2.50
for certification	3.00	3.00
Bank Charges and Commission	0.76	0.51
Travelling Expenses and Conveyance	143.80	70.23
Provision for Diminution in value of investment	289.46	-
Loss on sale of Asset	-	0.75
Loss on sale of Investment in subsidiary	1.34	
Miscellaneous expenses	0.01	5.01
Provision for Interest Paid to SEBI (Dispute)	6.79	-
Bad debts written off	19.26	-
	794.79	**379.57**

Note 25: Exceptional Items

(Rs. in Lakhs)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Liabilities Written back	725.00	-
	725.00	**-**

Summary of significant accounting policies and other explanatory information to the Standalone Financial Statements for the year ended 31st March 2019

26. NOTES TO ACCOUNTS

26.1 Development Agreements

The Company, being the Landowner has signed a Joint Development Agreement(JDA) on 6th April 2011 with the Developer, North Town Estates Private Limited for development of land of measuring 70 Acres (approx) (1259.90 grounds). The company received Security deposit of Rs. 10,000 lakhs in the year 2011 against the same.

Since there was delay in execution of the “North Town” project, the Company negotiated and modified the terms and conditions of the JDA vide Amendment dated 04th May 2016 whereby the Developer released 20 acres (343.69 Grounds) of undeveloped land back to the Landowner and the proportionate Security Deposit of Rs. 3,161.13 lakhs was paid back to the developer.

Further, the company had authorised the developer to mortgage or offer as security, a share of the undivided share of land to the extent of Revenue Share of the Developer for the phases Chaitanya and Ekanta, which are being developed, without causing any prejudice to the revenue share of the Land Owner.

The company entered into a Development Management Agreement (DMA) with M/s. Arihant Foundations and Housing Limited on 27th April, 2017, to develop residential lay out with infrastructure and amenities for the released 20 acres land.

26.2 Terms of Loans and repayment of borrowings

a) Non-Convertible Debentures – Rs. 12,075 Lakhs

The Company is authorised to issue 1950 listed, rated, secured, redeemable Non-Convertible Debentures (the NCDs) of Rs. 10 Lakhs each for an aggregate amount of Rs. 19,500 lakhs which consists of Tranche A 386 Debentures aggregating to Rs. 3,860 lakhs and Tranche B 1,564 Debentures aggregating to Rs. 15,640 lakhs as per the debenture trust deed dated 16th June, 2017. The company has allotted 386 Debentures against Tranche A of Rs. 3,860 lakhs in the Financial Year 2017-18. During the current year,out of Tranche B, 829 Debentures of Rs. 8,290 lakhs were allotted. Thus out of aforesaid 1,950 Debentures of Rs. 10 lakhs each, the Company allotted a total of 1,215 Debentures amounting to Rs. 12,150.00 lakhs.

The debentures and the debenture payments are secured by:

1. English mortgage of all the rights on piece and parcel of the land located at Door No.8/8D, Stephenson Road, Perambur, Chennai measuring 9.154 acres.
2. First Charge exclusive basis on all rights titles interest and benefits of the company in respect of the JDA, JDA Escrow Agreement, JDA Escrow Account and JDA Receivables excluding the outstanding security deposit.
3. A first ranking exclusive over security interest in debentures held by the company amounting to Rs. 2,368.94 lakhs in Blaster Sports Ventures Private Limited.
4. Non-disposal undertaking of 100% shares of PVP Ventures Limited held by promoter group.
5. Personal Guarantee of Promoter (Mr. Prasad V. Potluri).

Interest payable is 18%. The first payment is due on first anniversary and thereon payable on quarterly basis. Debentures that are redeemed shall not be reissued.

The NCDs are issued for a period of 5 (Five years) from the date of issue of the NCDs. The Company shall redeem the debentures for Tranche A and Tranche B as follows:

Scheduled Redemption Date	Principal Amount to be redeemed cumulatively (in percent of paid up value) for the Tranche A Debenture	Scheduled Redemption Date	Principal Amount to be redeemed cumulatively (in per cent of face value) for Tranche B Debentures
30 June, 2018	6.250%	30 April 2019	6.250%
30 September, 2018	6.250%	31 July 2019	6.250%
31 December, 2018	6.250%	31 October 2019	6.250%
31 March, 2019	6.250%	31 January 2020	6.250%
30 June, 2019	6.250%	30 April 2020	6.250%
30 September, 2019	6.250%	31 July 2020	6.250%
31 December, 2019	6.250%	31 October 2020	6.250%
31 March, 2020	6.250%	31 January 2021	6.250%
30 June, 2020	6.250%	30 April 2021	6.250%
30 September, 2020	6.250%	31 July 2021	6.250%
31 December, 2020	6.250%	31 October 2021	6.250%
31 March, 2021	6.250%	31 January 2022	6.250%
30 June, 2021	6.250%	30 April 2022	6.250%
30 September, 2021	6.250%	31 July 2022	6.250%
31 December, 2021	6.250%	31 October 2022	6.250%
31 March, 2022	6.250%	31 January 2023	6.250%

If there is any delay in payment of interest/principal amount for a period of more than three months from the due date or default in payment of interest/principal, rate of interest will be 5% p.a.

The debentures shall be redeemed at par value on the redemption date which payment will result in the principal amount of each debenture being reduced to zero.

During the year the company has repaid a sum of Rs. 1161.26 Lakhs towards interest and Rs. 75 Lakhs towards Principal. The Company has written to the Tranche A Debenture Holder, extension of repayment of principal (Rs. 890 Lakhs) and interest (Rs. 51.14 Lakhs) which was due on or before 31st March, 2019.

b) Fully Convertible Debentures (FCD) – Rs. 5,000.00 lakhs

The Company has allotted 13,289 convertible or redeemable debentures of Rs. 1,00,000 each convertible into preference and/or equity shares as per scheme of amalgamation sanction by Honourable the High Court of Madras between the Company and PVP Ventures Private Limited dated 25th April 2008.

The Debentures are convertible into redeemable preference shares and/or equity shares of on or before 22nd January 2011. Each Debenture shall be converted into newly issued equity or redeemable preference shares in the share capital of the Company. As per the scheme of amalgamation sanctioned by the Honourable High Court of Madras, the debenture holders are entitled to 65,14,215 fully paid up equity shares.

The Debentures holder has extended the conversion/redemption option up to the period expiring on 31st March 2029 by letter dated 4th December 2017.

The Debentures will bear interest at the rate of 14.5% per annum. Interest on Debentures is payable semi-annually in arrears on 15th June and 15th December each year. Interest shall accrue on the overdue sum at the rate of [2.00] % per annum over and above the Interest Rate (the Default Interest Rate) from the due date.

During the year, one of the debenture holder holding 3289 debentures has waived the interest from 1st April 2017 to 30th April 2018 subject to redemption of debentures before 30th April 2018. The company had redeemed the 3289 debentures aggregating to Rs. 3289 lakhs on 27th April 2018. The amount of Interest waived from 1st April 2018 to 27th April 2018 is Rs. 33.97 lakhs.

Similarly, the debentureholder holding another 5000 debentures has waived interest from 01st April, 2017 to 10th October, 2018 subject to redemption of debentures before 31st October 2018. The company had redeemed the debentures on 10th October, 2018. The Interest waived on this from 01st April, 2017 to 10th October, 2018 is Rs. 1,104.38 Lakhs. Out of this, the Interest relating to the previous financial year i.e 2017-18 is Rs. 725 Lakhs which has been shown under Exceptional Items. Further the company has received extension letter from the Debenture holders for the repayment of Interest for the period from April 2017 to March 2019 amounting to Rs. 1,449 lakhs till the 15th December, 2019.

As per subscription agreement the company shall not transfer or encumber the entire shareholding in its Subsidiaries i.e. Cyberabad City Projects Private Limited (Now known as New Cyberabad City Projects Private Limited) and PVP Enterprises Limited (Now known as PVP Global Ventures Private Limited).

Irrevocably and unconditionally guarantee is given by Mr. Prasad V. Potluri (Promoter) to the debenture holder in connection with the Debentures till the Shares allotted upon conversion have been irrevocably and unconditionally repaid or discharged in full.

c) From Banks – Vehicle Loans

Vehicle Loans are secured by way of Hypothecation of respective vehicles and the interest varies from 8% to 10.91% p.a. and repayable in 1 to 5 years in monthly installments.

d) Loan from subsidiary company

The company has availed an interest free unsecured loan from subsidiary company which is repayable on demand.

26.3 The value of investments in subsidiaries and loans and advances to these companies net of provisions made are currently standing at Rs. 25,008.90 Lakhs (previous year Rs. 24,528.90 lakhs) and Rs. 32,667.01 Lakhs (previous year Rs. 31,476.25 lakhs) respectively. Considering the intrinsic value of the assets held by these companies and potential cash flows that may accrue on account of their business operations the management is of view that the carrying value of net investments and loans and advances does not warrant any adjustment in the long run.

26.4 Ind AS 115 Revenue from contracts with customers has been notified by Ministry of Corporate Affairs (MCA) on 28 March 2018 and is effective from accounting period beginning on or after 1st April 2018 and replaces existing revenue recognition standard 'Ind AS 18- Revenue'.The company has adopted Ind AS 115 'Revenue from Customers' with effect from 1st April, 2018, using modified retrospective method. The application of Ind AS 115 has impacted the Company's accounting for recognition of revenue from real estate residential project.

The Company has applied the modified retrospective approach to all contracts as of 1st April, 2018 and has given impact of application of Ind AS 115 through 'Reserves and Surplus' grouped under 'Other Equity' to the extent of Rs. 1617.53 Lakhs (net of taxes) and consequent reduction in 'Changes in Inventory' amounting to Rs. 77.36 lakhs. Accordingly, the comparatives have not been restated; so the current period figures are not comparable with previous period figures.

Due to the application of Ind AS 115 in the current period, revenue from operations is higher by Rs. 706.86 lakhs and the corresponding increase in cost shown in 'Changes in Inventory' is Rs. 31.60 lakhs. The Net profit after tax is increased by Rs. 675.23 Lakhs. The basic and diluted EPS for the year ended 31st March, 2019 is Rs. 0.07 per share instead of loss per share of Rs. 0.21.

26.5 Other Commitments

1) The Company has given a Corporate Guarantee to PVP Capital Limited (PVPCL) - Step-down Subsidiary, has not adhered to repayment schedule of principal and interest dues to a bank, consequent to which the bank has filed a case for recovery of the dues before the Debt Recovery Tribunal (DRT) amounting to Rs. 14,076.05 lakhs (including interest).Further the bank has initiated SARFAESI proceedings and has taken symbolic possession of secured, immovable property of the Company under Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI) and issued an e-auction sale notice. There were no bidders for the aforesaid sale notice and consequently the e-auction sale proceeding has become infructuous. Further, PVPCL has applied for One Time Settlement with bank and the management is confident to settle the liability with the Bank. The outstanding loan with Bank as on 31st March 2019 is Rs. 14,076.05 lakhs (Rs. 11,911.15 lakhs as of 31st March 2018).

2) The Company has given a corporate guarantee and pledged 10,00,000 equity shares of Rs. 10/- each held in Picturehouse Media Limited. With the approval of developer, the company has mortgaged 20 flats of Ekanta Tower-1 of North Town Project, Chennai, for availing term loan from the Bank by its subsidiary company i.e Safe trunk Services Private Limited (SSPL). SSPL has requested One Time Settlement of Dues ("OTS") of Rs. 3.90 Crores and Closure of Loan with UCO Bank. SSPL and UCO Bank are taking reconciliatory efforts on the final settlement amount. During the year, UCO Bank Ltd has invoked the aforesaid pledged shares, out of which 9,234 shares sold by the bank. The outstanding loan with bank by SSPL as on 31st March 2019 is Rs. 475.42 lakhs (31st March 2018 is Rs. 418.09 lakhs).

3) The company has mortgaged a portion of Perambur land as a security to loans availed by third parties with current outstanding of Rs. 2,880.18 Lakhs. The parties have not repaid the loan amounts on due dates and the lenders continue to hold the symbolic possession on the assets of the company. The management is pursuing the matter with third party borrowers and is confident that the borrowers will meet their loan obligations and accordingly the value of assets mortgaged by the company does not require any adjustment to the carrying value.

26.6 Contingent Liabilities

Based on the Issues and circumstances in consideration for the below cases and based on the expert advice the Company is confident of success, hence provision for the disputed amount were not provided in the books

a. **Assessment Year 2008-09:** The Assessing officer passed an order after disallowing the investment received from the Holding Company as unexplained investment and the sale of land and others as unexplained receipts. The appeal filed by the company before CIT(A), Chennai was allowed in favour of the company with respect to the Investments received from the Holding Company. On the order of CIT(A),Chennai, the department has filed an appeal before Income Tax Appellate Tribunal and for the balance disallowance the company has filed a separate appeal before Income Tax Appellate Tribunal, Chennai. Honorable Income Tax Appellate Tribunal, Chennai has set aside the order of Assessing officer to redo the assessment with regards to appeal filed by the department.

   Aggrieved by the order passed by Income Tax Appellate Tribunal, Chennai, company has filed an appeal before Honorable High Court of Madras and it has admitted the case and stayed the proceeding of the order of Income Tax Appellate Tribunal and the appeal filed by the company has dismissed by Income Tax Appellate Tribunal.

   Further upon the dismissal made by ITAT, Chennai, the AO has initiated penalty proceedings and issued demand notice amounting to Rs. 1276.58 lakhs, which was disputed before CIT(A), Chennai. During the year, Learned CIT(A) has dismissed the appeal.

   Aggrieved, by the order passed by Learned CIT(Appeals), company filed the appeal before Honorable Income Tax Appellate Tribunal, Chennai (ITAT). Since the quantum for the issues is already admitted by the Honorable High Court of Madras, ITAT deemed fit to grant stay of recovery of demand till the disposal of the appeal.

b. **Assessment Year 2009-10:** The re-assessment proceeding u/ 148 of Income tax Act 1961 was initiated on the grounds of disallowance of Interest expenditure and Depreciation on Plant and Machinery. Consequently, the order was passed with a demand of Rs. 13.24 lakhs. Aggrieved by the order the company has disputed the demand with Income Tax Appellate Tribunal, Chennai. Further the company has filed the rectification petition u/s. 154 with the Assessing officer, consequent upon which, the aforesaid demand shall become Nil.

c. **Assessment Year 2013-14:** The Assessing Officer has passed order disallowing the notional amount on Investments under section 14A of the Income tax Act, 1961 resulting in a demand of Rs. 493.43 lakhs for the AY 2013-14. Aggrieved by the order the company has disputed the demand with CIT – Appeals, Chennai. Further the company has filed the rectification petition u/s. 154 with the Assessing officer, consequent upon which, the aforesaid demand shall become Nil. Based on the issues and circumstances in consideration for the above cases and based on the expert advice the company is confident of success, hence no provision for the disputed amounts was provided in the books.

d. PVP Global Ventures Private Limited (PVP Global), Mr. Prasad V. Potluri and PVP Ventures Limited (PVP) received Orders from Adjudicating Officer dated 27th March, 2015 for non-compliance of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and SEBI (Prohibition of Insider Trading) Regulations, 1992. PVP Global, Mr. Prasad V. Potluri and PVP filed appeals before the Securities Appellate Tribunal (SAT) vide Appeal No. 356 and 357 of 2015 challenging the orders of Adjudicating Officer. SAT vide order dated 20th June, 2018 reduced the penalty of Rs. 1,530 lakhs on Mr. Prasad V. Potluri to Rs. 515 Lakhs, upheld the penalties of Rs. 1,500 lakhs imposed on PVP Global and Rs. 15 Lakhs on PVP. Hence, miscellaneous Applications No.180 & 181 dated 2nd July 2018 were filed before the Honorable SAT for staying its order for which the SAT granted 6 weeks' time to appeal with Honorable Supreme Court. Also on 6th July 2018, as Security, the appellants deposited Original Title deeds of Land valuing more than Rs. 3,000 lakhs, held by its subsidiaries for realization and payment of the aforesaid demand. Civil appeal No.9092 dated 16th August 2018,was filed before the Honorable Supreme Court, which was dismissed on 14th September, 2018, and the SAT Orders were upheld.

A demand was raised by the Recovery Officer, SEBI, Vide No.1770, 1771 and 1772 dated 26th October, 2018 with Interest from, 27th March, 2015, the date of order from Adjudicating Officer. The appellants filed review petitions before the Honorable SEBI/ SAT, Mumbai on 10th November 2018 and 21st November, 2018, stating technical and legal reasons, that the final SAT order was dated 20th June 2018, whereas the Interest was calculated since 2015 and the orders dated 27th March 2015 and 28th June 2018 are silent on levy of interest.

SEBI initiated attachment proceedings on 19th November, 2018 of the Bank accounts of the three appellants. The company paid Rs.15 lakhs and disputed interest of Rs. 6.46 lakhs on 07th December 2018. SAT, dismissed the company's appeal on interest in April 2019 and the Company is in the process of filing further appeal with the Honorable Supreme Court.

e. The shares of the company are listed in Bombay Stock Exchange (BSE) and National Stock Exchange(NSE). The Board had a Woman director till March 2017 and subsequent to the resignation, a new Woman Director was appointed on 05th December, 2018. During the year, the company received notice for delayed compliance of appointment of Women Director in the Board of Directors as per Regulation 17(1) and Constitution of Nomination and Remuneration Committee as per Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI LODR") imposing penalty of Rs. 12.97 lakhs by NSE and Rs. 12.97 lakhs by BSE.

Aggrieved by the penalty, the company filed an application under Regulation 102 of SEBI LODR with SEBI, for granting exemption from penalty for delayed compliance of SEBI LODR. However, SEBI dismissed the application vide letter dated 26th April, 2019.

Aggrieved by the aforesaid letter from SEBI dismissing the application, the Company is contemplating to file an appeal with the Securities Appellate Tribunal (SAT) and the management believes that it has a good case and accordingly no provision has been made in the books of accounts.

f. The company was inspected under section 206 of the Companies Act 2013 in January 2016 and the company received the letter dated 22nd July 2017, from the Inspecting officer asking the company to explain the non-compliance under the Companies Act 1956 and under the Companies Act 2013. The company replied on 03rd October, 2017 and furnished all the required details and explanations.

Subsequently on 22nd March 2019, the company received Show Cause notices and adjudication for Section 118, 134(4) (of 2013 Act) and 193(1) (of 1956 Act), the company has replied with details in April 2019. Assistant Registrar of Companies (AROC) issued letter dated 29th April 2019 for filing compounding application and the company is in the process of filing compounding application with Regional Director, Southern Region.

26.7 Lease Rentals

The Company has entered into operating lease agreements for office premises and an amount of Rs. 66.40 lakhs (2018: Rs. 68.07 lakhs) paid under such agreement have been charged to statement of Profit and Loss.

The details with regard to operating lease obligations are as under. (Rs. in Lakhs)

Particulars	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
Due within 1 year from the Balance Sheet date	36.80	66.40
Due between 1 and 5 years	5.15	41.95
Due after 5 years	Nil	Nil

26.8 Micro, Small and Medium Enterprises (MSME)

The Company has not received any intimation from suppliers, regarding their status, under Micro, Small and Medium Enterprises Development Act, 2006 and hence the required disclosures such as amounts unpaid as at the yearend together with interest paid/payable as required under the said Act have not been given.

26.9 Corporate Social Responsibilities Expenditure (CSR) (Rs. in Lakhs)

Sl. No	Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
1	Average Net Profits of the Company for last three financial years	926.24	1,101.01
2	Prescribed CSR Expenditure (@2% on Average Net profit of last 3 Financial Years)	18.52	22.02
3	Unspent Amount of the Previous year	69.58	47.56
4	Total Amount to be spent for the current financial year	88.10	69.58
5	Amount Spent During the Year	-	-
6	Amount Unspent (3+4-5)	88.10	69.58

As per section 135 of The Companies Act 2013, the company should have spent Rs. 18.52 lakhs, towards CSR activities during the year 2018-19, but could not effect payment before 31st March 2019 and the same will be expensed in future years along with the unsent amount of the previous years.

26.10 Earnings per Share (EPS)

Particulars	Refer	Year ended 31st March, 2019	Year ended 31st March, 2018
Nominal Value of Equity Shares (Rs. per Share)	A	10	10
Weighted average number of Equity Shares outstanding during the period	B	24,50,52,701	24,50,52,701
Profit/(Loss) after Taxes After Exceptional items (Rs. in Lakhs)	C	153.38	(39.53)
Earnings Per Share – Basic and diluted	C*100000/B	0.06	(0.02)

26.11 Deferred Tax

Deferred tax asset has not been recognised in respect of the following items: (Rs. in Lakhs)

Particulars	31st March 2019		31st March 2018	
	Gross Amount	Unrecognised tax effect	Gross Amount	Unrecognised tax effect
Deductible temporary differences	2,680.82	697.01	785.47	204.22
Unabsorbed Business loss	1,272.64	330.89	3,019.50	785.07
Total	**3,953.46**	**1,027.90**	**3,804.97**	**989.29**

Considering the principles of prudence, the above deferred tax asset has not been recognised as at 31.03.2019.

26.12 Income tax Expenses

Income tax expense in the statement of profit and loss comprises: (Rs. in Lakhs)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Current Tax	-	13.66
Adjustments of current year tax of prior years	-	8.72
MAT Credit	-	(13.66)
Net Tax	-	8.72
MAT Credit reversals / (for earlier years)	-	83.34
Total Income tax expenses	-	**92.06**

Particulars	31st March 2019	31st March 2018
Profit/(Loss) from the operation before income tax expenditure	153.38	52.52
Adjustment on account of Ind As 115	675.24	-
Profit/(loss) from the operation before income tax expenditure as per ICDS	(521.86)	52.52
Applicable Income tax rate	26.00%	26.00%
Tax effect at statutory income tax rate	(135.68)	13.66
Effect of expenses not allowed for tax purpose	97.08	-
Effect of unrecognised deferred tax	38.61	261.72
MAT Credit	-	(13.66)
Income tax related to earlier years	-	(253.00)
MAT Credit reversals / (for earlier years)	-	83.34
Income tax expenses charged to the statement of profit and loss	-	**92.06**

26.13 Disclosure in Accordance with Ind AS -24 Related Party Transactions

a) List of Related parties where control exists:

Name of the Related Party	Nature of Relationship
Platex Limited (PL)	Holding Company
PVP Global Ventures Private Limited (PGPL)	Subsidiary Companies
New Cyberabad City Projects Private Limited (NCCPPL)	
PVP Corporate Parks Private Limited (PCPL)	
PVP Media Ventures Private limited (PMPL)	
Safetrunk Services Private Limited (SSPL)	
Adobe Realtors Private Limited	
Arete Real Estate Developers Pvt Ltd*	
Expressions Real Estates Pvt Ltd*	
Picturehouse Media Limited (PHML)	
PVP Capital Limited (PCL)	
PVP Cinema Private Limited	
Picturehouse Media Private Limited (PHMPL) Singapore**	

*Arete Real Estate Developers Private Limited and Expressions Real Estates Private Limited have become the Wholly Owned Subsidiary of PVP Global Ventures Private Limited with effect from 2nd June, 2018.

**Picturehouse Media Private Limited (PHMPL) Singapore has been officially struck off and dissolved with effect from 5th November, 2018.

b) List of other related parties

Name of the person/ company	Nature of Relationship
Mr. Prasad V.Potluri, Chairman and Managing Director	Key Managerial Persons
Mr. N S Kumar, Independent Director	
Mr. R Nagarajan, Independent Director resigned w.e.f. 31st March 2019	
Mr. SohrabChinoy, Independent Director appointed w.e.f. 22nd March 2019.	
Mrs. P.J Bhavani, Non-Executive Director *	
Mrs. Jhansi Sureddi	Relative to Key Managerial Person
Bruma Properties Private Limited (BPPL)	Enterprises where KMP exercise significant influence

*Woman Director appointed with effect from 05th December, 2018.

c) Summary of transactions with the related parties during the year ended 31st March, 2019 (Rs. in Lakhs)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Investments in Subsidiaries		
Safetrunk Services Private Limited	-	479.00
Loans from Subsidiaries		
PVP Corporate Parks Private Limited (PCPL) - Borrowed during the year - Repaid during the year	 - 0.97	 - 1.14
Loans and advances to Subsidiaries		
PVP Global Ventures Private Limited (PGPL) - Given during the year - Repaid during the year	 1,083.12 212.13	 488.03 464.70
PVP Media Ventures Private Limited (PMPL) - Given during the year - Repaid during the year	 0.43 -	 0.25 -
Safetrunk Services Private Limited - Given during the year - Repaid during the year	 199.69 72.31	 97.76 480.27
Sitting Fees paid to Directors		
Mr. N S Kumar	1.50	1.47
Mr. R Nagarajan	1.50	1.47
Mrs. P.J. Bhavani	0.10	-

Compensation of Key Managerial Personnel of the Company (Rs. in Lakhs)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
(a) Short-term employee benefits	*12.00	39.00
(b) Post employee Benefits	-	-
(c) Other Long term Benefits	-	-
(d) Termination benefits	-	-
(e) Share - Based Payment	-	-

*The company is overdue in repayment of dues to non-convertible debenture (NCD) holders, hence the remuneration is paid only for 3 months i.e April 2018 to June, 2018 in accordance with provisions of section 197 of the Companies Act, 2013.

d) Summary of Outstanding balances with the related parties as on 31st March, 2019 (Rs. in Lakhs)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Investments in subsidiaries		
PVP Global Ventures Private Limited (PGPL)	54,527.00	54,527.00
New Cyberabad City Projects Private Limited (NCCPPL)	101.00	101.00
PVP Corporate Parks Private Limited (PCPL)	50.00	50.00
PVP Media Ventures Private limited (PMPL)	1.90	1.90
Safetrunk Services Private Limited (SSPL)	480.00	480.00
Picturehouse Media Limited (PHML)	529.58	531.05
Provision for investment in subsidiaries		
PVP Global Ventures Private Limited (PGPL)	30,000.00	30,000.00
Picturehouse Media Limited (PHML)	489.46	200.00
Loans and advances given to subsidiary		
PVP Global Ventures Private Limited (PGPL)	36,669.45	35,798.47
PVP Media Ventures Private limited (PMPL)	861.95	861.52
Safetrunk Services Private Limited (SSPL)	295.77	168.39
New Cyberabad City Projects Private Limited (NCCPPL)	21,843.49	21,843.49

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Provision for advances given to subsidiary		
PVP Global Ventures Private Limited (PGPL)	5,160.16	5,160.16
Loans received from subsidiary		
PVP Corporate Parks Private Limited (PCPL)	1,010.20	1,011.17
Other Payables – Mr. Prasad V.Potluri	2.87	7.31
Advance given		
Enterprises where KMP exercise significant influence		
Bruma Properties Private Limited	35.00	35.00
Corporate Guarantees given/(received)		
Picturehouse Media Limited		-
PVP Capital Limited	10,000.00	10,000.00
Safe Trunk Services Private Limited	460.00	460.00

26.14 The Company applied with stock exchanges for merger with its subsidiaries by way of a Scheme of Amalgamation cum Arrangement. The company could not continue with the merger process and the aforesaid application was closed by the Stock Exchanges.

26.15 Gratuity and other post-employment benefit plans

Defined Benefit Plan - Gratuity

(Rs. in Lakhs)

Gratuity	31-Mar-19	31-Mar-18
Gratuity Plan:		
Defined benefit obligation (DBO)	15.19	15.03
Fair value of plan assets (FVA)	-	-
Net defined benefit (asset)/liability	**15.19**	**15.03**

The following table summarises the components of net benefit expense recognised in the statement of profit or loss/OCI and amounts recognised in the balance sheet for defined benefit plans/obligations:

Net employee benefit expense (recognized in Employee Cost) for the year ended 31st March, 2019

Particulars	2018-19	2017-18
Current Service Cost	4.83	6.68
Net Interest Cost	1.16	0.64
Total Cost	**5.99**	**7.32**

Amount recognised in Other Comprehensive Income for the year ended 31st March, 2019

Particulars	2018-19	2017-18
Actuarial (gain)/ loss on obligations	(5.84)	(0.88)

Changes in the present value of the defined benefit obligation for the year ended 31st March, 2019 are as follows:

Particulars	2018-19	2017-18
Opening defined obligation	15.03	8.59
Current service cost	4.83	6.68
Interest cost	1.16	0.64
Actuarial (gain)/ loss – experience	-	-
Actuarial (gain)/ loss - demographic & Financial assumptions	(5.84)	(0.88)
Benefits paid	-	-
Actuarial (gain)/ loss on obligations	-	-
Defined benefit obligation	**15.19**	**15.03**

The principal assumptions used in determining gratuity obligation for the Company's plans are shown below:

Particulars	31-Mar-19	31-Mar-18
Discount rate (in %)	7.65%	7.72%
Salary Escalation (in %)	7.50%	7.50%

A quantitative sensitivity analysis for significant assumption as at 31 March 2019 is as shown below:

Sensitivity Analysis
Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The result of sensitivity analysis is given below:

A quantitative sensitivity analysis for significant assumption as at 31 March 2019 is as shown below: (Rs. in Lakhs)

Particulars	31st March, 2019		31st March, 2018	
Defined Benefit Obligation (Base)	**15.19**		**15.03**	
(% change compared to base due to sensitivity)	**Decrease**	**Increase**	**Decrease**	**Increase**
Discount Rate (- / + 1%)	16.55	14.02	16.37	13.88
Salary Growth Rate (- / + 1%)	12.26	18.80	12.16	18.58
Attrition Rate (- / + 1%)	13.89	16.36	13.76	16.19
Mortality Rate (- / + 1%)	15.17	15.22	15.01	15.06

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The following payments are expected contributions to the defined benefit plan in future years:

Particulars	31st March, 2019	31st March, 2018
Within the next 12 months (next annual reporting period)	7.03	0.69

Compensated Absences
The employees of the Company are entitled to compensate absence. The employees can carry forward a portion of the unutilized accrued compensated absence and utilize it in future periods or receive cash compensation at retirement or termination of employment for the unutilized accrued compensated absence. The company records an obligation for compensated absences in the period in which the employee renders the services that increase this entitlement. The Company measures the expected cost of compensated absence as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the balance sheet date based on the Actuarial certificate.

Defined Contribution Plan
Eligible employees receive benefits under the provident fund which is a defined contribution plan. These contributions are made to the funds administered and managed by the Government of India. The company recognised Rs. 1.01 lakhs (previous year 1.24 lakhs) for provident fund contribution in the statement of profit or loss account.

26.16 Financial Instruments

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized, in respect of each class of financial asset and financial liability are disclosed.

Financial assets and liabilities
The carrying value of financial instruments by categories is as follows:

Fair Value Measurement: (Rs. in Lakhs)

Particulars	Amount as on 31st March, 2019	Amount as on 31st March, 2018
Financial assets:		
Amortised Cost		
- Bank balance other than cash and cash Equivalents	113.44	67.24
- Trade Receivables	143.84	690.83
- Loans	137.43	134.24
- Other Financial Assets	273.59	286.48
Total	**668.30**	**1,178.79**
Financial liabilities:		
Amortised Cost		
- Borrowings	18,169.93	18,231.29
- Trade Payables	42.37	68.88
- Other Financial Liabilities	2,535.61	1,746.61
Total	**20,747.91**	**20,046.78**

Investment in Equity Instruments are carried at cost and hence not considered.

Management considers that the all financial instruments are carried at amortised cost and the carrying value of the company's financial assets and liabilities is considered approximate to their fair value at each reporting date.

26.17 Financial risk management objectives and policies

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support the Company's operations. The Company's principal financial assets comprise investments, cash and bank balance, trade and other receivables.

The Company is exposed to various financial risks such as market risk, credit risk and liquidity risk. The company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

i) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. The financial instruments affected by market risk includes investment, has been discussed below.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with fixed interest rates.

Long term borrowings of the company bear fixed interest rate, thus interest rate risk is limited for the company.

b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The company does not undertake transactions denominated in foreign currencies, consequently company activities does not expose to exchange rate fluctuations arise.

c) Equity price risk

The company's listed and non-listed equity securities are not susceptible to market price risk arising from uncertainties about future values of the investment securities. Hence the company does not bear significant exposure to Equity price risk in investment in subsidiaries.

ii) Credit risk

Credit risk is the risk that counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities (primarily for trade receivables, loans and other financial assets).

Trade Receivables

The company's credit risk with regard to trade receivables has a high degree of risk diversification, due to large number of projects of varying sizes and types with numerous different customer categories.

Customer credit risk is managed by requiring customers to pay advances through progress billings done by developer before transfer of ownership, therefore substantially eliminating the company's credit risk in respect.

Based on prior experience and an assessment of the current economic environment, management believes there is no credit provision is required and also the company does not have any significant concentration of credit risk. As on 31st March, 2019, outstanding receivables amounting to Rs. 143.84 Lakhs (previous year Rs. 690.83 Lakhs).

Credit risk on cash and cash equivalents is considered to be minimal as the counter parties are all substantial banks with high credit ratings.

iii) Liquidity risk

Liquidity risk is the risk that the company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The company's management is responsible for liquidity, funding as well as settlement management. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The table below provides details regarding the contractual maturities of Financial Liabilities: (Rs. in Lakhs)

Particulars	On demand	Less than 1 year	1-5 years	Total
As at 31st March 2019				
Borrowings	1,010.20	1,954.15	15,205.58	**18,169.93**
Trade payables	-	42.37	-	**42.37**
Interest accrued	-	2,477.95	-	**2,477.95**
Other Financial Liabilities	-	57.66	-	**57.66**
Total	**1,010.20**	**4,532.13**	**15,205.58**	**20,747.91**

Particulars	On demand	Less than 1 year	1-5 years	Total
As at 31st March 2018				
Borrowings	1,011.17	4,300.12	12,920.00	**18,231.29**
Trade payables	-	68.88	-	**68.88**
Interest accrued	-	1,674.14	-	**1,674.14**
Other Financial Liabilities	-	72.47	-	**72.47**
Total	**1,011.17**	**6,115.61**	**12,920.00**	**20,046.78**

26.18 Capital Management

For the purpose of the company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the company. The company strives to safeguard its ability to continue as a going concern so that they can maximize returns for the shareholders and benefits for other stake holders. The aim is to maintain an optimal capital structure and minimize cost of capital.

The Company monitors capital using the debt-equity ratio, which is net debt divided by total equity. The Company includes within net debt, interest bearing loans and borrowings less cash and cash equivalents, Bank balance other than cash and cash equivalents.

(Rs. in Lakhs)

Particulars	As at 31st March 2019	As at 31st March 2018
Borrowings	18,169.93	18,231.29
Cash and Cash Equivalents	(0.26)	(0.23)
Bank Balances other than Cash and Cash Equivalents	(113.44)	(67.24)
Net Debt	**18,056.23**	**18,163.82**
Equity Share Capital	24,505.27	24,505.27
Other Equity	36,497.56	37,878.51
Total Equity	**61,002.83**	**62,383.78**
Debt Equity Ratio	**0.30**	**0.29**

No changes were made in the objectives, policies or processes for managing capital during the years ended 31st March 2019 and 31st March 2018.

26.19 Estimated amounts of contracts remaining to be executed on capital account and not provided for Rs. Nil (Previous Year – Rs.Nil).

As per our report of even date.

For Brahmayya & Co
Chartered Accountants
Firm Reg. No. 000511S

Sd/-
K. Jitendra Kumar
Partner
Membership No. 201825

Place : Chennai
Date : 30th May, 2019

For and on behalf of the Board of Directors

Sd/-
Prasad V. Potluri
Chairman & Managing Director

Sd/-
N.S. Kumar
Director

Sd/-
D. Krishnamoorthy
Chief Financial Officer & Company Secretary

Place : Chennai
Date : 30th May, 2019

Consolidated Financial Section

Independent Auditor's Report

To the Members of PVP Ventures Limited

Report on the Audit of Consolidated Financial Statements

Qualified Opinion

We have audited the Consolidated Financial Statements of **PVP Ventures Limited** (hereinafter referred to as "the Holding Company" or "the Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31st March 2019, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Statement of Cash Flows, the Consolidated Statement of Changes in Equity, for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2019, of consolidated loss and other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Qualified Opinion

1. *Attention is invited to Note No. 26.2 (e) and 26.11 to the Consolidated financial statements,*

a) *Holding Company mortgaged its land situated at perambur as a security and also given corporate guarantee to lenders for the borrowings made by the third parties amounting to Rs. 2,000 Lakhs. The outstanding amount as on 31st March, 2019 as per the latest sale notice is Rs. 2,880.18 Lakhs.*

b) *Holding Company mortgaged its land situated at perambur as a security and also given corporate guarantee to a bank for the borrowings made by PVP Capital Limited (i.e. wholly owned step down subsidiary company) amounting to Rs. 10,000 Lakhs. The outstanding amount as on 31st March, 2019 as per the bank statement is Rs. 14,076.05 lakhs.*

c) *Holding Company mortgaged 20 Flats of Ekanta Phase situated at perambur and 10 Lakh shares held in the Subsidiary company as a security and also given corporate guarantee to a bank for the borrowings made by Safe Trunk Services Private Limited (i.e. wholly owned subsidiary company) amounting to Rs. 400 Lakhs. During the year, bank has invoked 10 Lakh shares pledged as security to bank. The outstanding amount as on 31st March, 2019 as per the books (including interest) is Rs. 475.42 Lakhs*

The above mentioned parties to whom the holding company provided its assets as security and providing guarantees, have not adhered to repayment schedule of principal and interest dues to lenders/Bankers, consequent to which bankers/lenders have filed a case for recovery of dues before the Debt Recovery Tribunal (DRT) and also initiated recovery proceedings under Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI Act, 2002). Further the bankers/ lenders has taken symbolic possession of immovable property and issued sale notice for E-Auction of the property mortgaged with the lenders/bankers and we were informed that e-auction was not successful. We were explained that management of respective borrowing companies are in negotiation with the bankers/lenders for one time settlement (OTS).

The management asserts that no adjustment to the carrying value is required as it is confident that the payment obligation by the third parties/group companies will be met in due course. Whereas, in our view the carrying value of the relevant mortgaged assets is dependent on the repayment of the loans by the borrowing companies, in regard to which we have no material/ information to ascertain the status. Further, all the companies stated above who availed loans on the strength of the mortgage of the group's assets and its guarantees are stated to be in litigation with their respective lenders which are also currently pending. In this background, we are unable to express our opinion whether the group is justified in carrying the assets that have been mortgaged where the underlying loans have already been defaulted and similarly whether the group is justified in not taking in cognizance financial obligation that may devolve on the group towards corporate guarantee issued. Accordingly, to the extent of the carrying value of assets or the guarantees issued should be considered for provision. In the absence, the loss for the year is understated to this extent.

2. *Attention is invited to Note No.26.7 to the consolidated financial statements includes the financial statements of Picturehouse Media Limited, in relation to loans and advances made for film production (including interest accrued) amounting to Rs. 4,239.76 lakhs, whose realisability is significantly dependent on timely completion of production of films and the commercial viability of the films under production etc. Management is of the view that loans and advances can be realised at the time of release of the movies and accordingly, the company is confident of realizing the entire amount of loans with interest and does not foresee any erosion in carrying value. Whereas, the management is unable to provide us the current status of production of films and confirmation of balances from the borrowers, in view of which we are of the opinion that the carrying value of loans and advances need to be adjusted for appropriate provision towards non recoverability after ascertaining the recoverability from the counter parties and to this extent the loss for the year are understated.*

3. *Attention is invited to Note no.26.7 to the consolidated financial statements includes the financial statements of Picturehouse Media Limited, in relation to inventory i.e films production expenses amounting to Rs. 5,066.31 lakhs, mainly consists of advances given to artists and co-producers. As the management has not commenced the production of films, the advances continued to be carried as inventory. However, management states that it is evaluating options for optimal utilization of these payments. In the absences of demonstrable approach towards commencement and completion of production of films and also in the absence of confirmation of balances from the parties, we are of the opinion that the realisability of the inventory is doubtful and in the absence of any provision in this regard, the loss for the year is understated.*

4. The independent auditor of subsidiary companies in their auditor's report on the financial statements for the year ended 31st March, 2019 have drawn Qualified Opinion reproduced by us as under:

   a. *Attention is invited to Note No.26.8(a) to the consolidated financial statements includes the financial statements of PVP Capital Limited, company has not adhered to repayment schedule for principal and interest dues to its bank, consequent to which the bank filed for recovery of its dues before the Debt Recovery Tribunal (DRT) and also initiated recovery proceedings against the company under Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI Act, 2002). Further, the bank has taken symbolic possession of immovable property and issued sale notice for e-auction of the property given by the ultimate holding company as corporate guarantee but there were no bidders and consequently the e-auction sale proceedings has become infructuous. The outstanding amount as on 31st March, 2019 is Rs. 14,076.05 lakhs as per the bank statement. Taking into consideration, pending ultimate outcome of the legal proceedings as well as liquidity constraints of the subsidiary company, doubts are cast on its ability to continue as a going concern to achieve its future business plans. Hence, we are unable to express our opinion whether it would be appropriate to treat the company as going concern. However based on the management assertions the company's financial statements have been prepared on the basis of going concern, the impact if any, if the company was to be treated as not a going concern is not ascertainable at this stage.*

   b. *Attention is invited to Note No.26.8(b) to the consolidated financial statements includes the financial statements of PVP Capital Limited, in relation to loans for film production amounting to Rs. 15,497.33 lakhs, whose realisability is significantly dependent on timely completion of production of films and the commercial viability of the films under production etc. Management has assessed the recoverability of the loan amount and accordingly made a provision amounting to Rs. 9,298.40 lakhs as adequate, no additional provision is necessary in this regard. However, Management is not able to provide us the status of production of films and recoverability of the whole amount. Accordingly, we are unable to express our opinion, whether any adjustments to the carrying value, if any required, is not ascertainable at this stage.*

   c. *Attention is invited to Note No.26.9 to the consolidated financial statements includes the financial statements of Safe Trunk Services Private Limited, no impairment assessment of property, plant and equipment and intangible assets in carrying value amounting to Rs. 932.47 lakhs as at 31st March, 2019 is made for the business of safe locker facility centre, despite low cash flows from cash generating unit (CGU). Therefore, we are unable to comment on consequential impairment, if any, that is required to be made in carrying value of property, plant and equipment and intangible assets.*

   We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group, in accordance with the ethical requirements that are relevant to our audit of consolidated financial statements in India in terms of Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our Qualified Opinion.

Emphasis of Matter

1. Attention is invited to Note no.26.12(1.a to 1.c) to the consolidated financial statements, the obligations towards disputed income tax matters amounting to Rs. 1,893.13 lakhs are pending before different judicial forums. Pending disposal of these appeals the eventual obligation in this regard is unascertainable at this time. Based on the management's assessment and based on the experts view on the merits of the dispute, no provision is made necessary in this regard.

2. Attention is invited to Note no. 26.12(5) to the consolidated financial statements, Bombay Stock Exchange Limited (BSE) and National Stock Exchange Limited (NSE), has imposed penalty on the company amounting to Rs. 33.52 lakhs as per regulation 17 and 19 of the SEBI (LODR) Regulations, 2015 for non-compliance with the requirements pertaining to the composition of Board regarding failure to appoint Women Director and for non-compliance with the constitution of Nomination and Remuneration Committee. The company has disputed the same and is in the process of filing an appeal before Securities Appellate Tribunal (SAT).Pending disposal of the appeal, the eventual obligation in this regard is unascertainable at this stage. Based on the management's assessment, that it has good case to succeed in dispute, hence, no provision is made in the financial statements.

3. Attention is invited to Note No.26.12(1.d) to the consolidated financial statements, the company has received notices from the Registrar of Companies (ROC) regarding non-compliance of various provisions of the Companies Act, 2013 (erstwhile Companies Act, 1956).Based on the consultant's advice, the management is in the process of filing for compounding of offences. Pending the filing of compounding application, the consequent impact on the financial results arising from acceptance of compounding application or rejection thereof, have not provided.

4. The independent auditor of subsidiary company i.e PVP Global Ventures Private Limited in their auditor's report on the financial statements for the year ended 31st March, 2019 have drawn emphasis of matter paragraphs reproduced by us as under:

"As stated in Note No. 26.5 to the consolidated financial statements, in respect of Loans and advances of Rs. 13,755.46 lakhs to body corporates for scouting of land for the proposed power projects. The long duration of outstanding of these advances and other factors like low probability of getting a big chunk of land for a power project indicate the existence of uncertainty on the eventual realisability of these advances. The financial impact if any due to non realisability is not ascertainable at this time".

Our opinion is not modified in respect of the above matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Basis for Qualified Opinion section we have determined the matters described below to be the key audit matters to be communicated in our Report.

a. *Recoverability of Deferred Tax Asset (DTA)*

Key Audit Matter	Auditor's Response
As at 31st March, 2019, the group recognised Rs. 1,211.62 lakhs of deferred tax asset in the nature of MAT Credit. Ind AS 12 Income Taxes, require deferred tax assets to be recognised only to the extent that it is probable that sufficient future taxable profits will be generated in order for the benefits of the deferred tax assets to be realised. These benefits are realised by reducing tax payable on future taxable profits. Significant judgement is required over the recoverability of deferred tax assets arising from past tax losses because the realisation of tax benefits is dependent on future taxable profits and there are inherent in forecasting such profits. This was a key audit matter because of the size of the balances and because significant judgement was required by the company to assess whether there will be sufficient future taxable profits to utilise the recognised deferred tax assets.	We assessed the group's ability to utilize the deferred tax assets by: • Obtaining calculations of forecast taxable income for the next 5 years and agreeing these to the latest management approved budget and forecast. • Comparing the latest management approved budget to historical performance to assess the consistency and accuracy of the company's approach to budgeting. • Assessing the company's key assumptions in the budget and taxable income forecasts. • Ensured that the length of time over which the DTA would be recovered was appropriately supported by probable future taxable profits. • Recalculating deferred tax asset balances which comprise a combination of timing differences between tax and accounting values and tax losses, and • Assessing whether deferred tax assets had been appropriately recognised in the financial statement as at 31st March, 2019 based on the extent to which they can be recovered by forecast taxable profits.

b. *Adoption of Ind AS 115 – Revenue from Contracts with Customers*

Key Audit Matter	Auditors Response
The Group has adopted Ind AS 115 - Revenue from Contracts with Customers, mandatory for reporting periods beginning on or after April 1, 2018. The Group has applied the modified retrospective approach to all contracts as at April 01, 2018 and has given impact of Ind AS 115 application by debit to retained earnings as at the said date by Rs. 1,540.17 lakhs (net of tax). The application of Ind AS 115 has impacted the Group's accounting for recognition of revenue, which is now being recognised at a point of time upon the company satisfying its performance obligation and the customer obtaining the control of the underlying the asset. Application of Ind AS 115, including selection of transition method involves significant judgment in determining when 'control' of the goods or services underlying the performance obligation is transferred to the customer and the transition method to be applied. As the revenue recognition involves significant estimates and judgment, we regard this as a key audit matter.	As part of our audit procedures, our procedures included the following: - We have read the accounting policy for revenue recognition and assessed compliance of the policy in terms of principles enunciated under Ind AS 115. - We obtained and examined the computation of the adjustment to retained earnings balance as at 01st April, 2018 in view of adoption of Ind AS 115 as per modified retrospective method. - We obtained and understood the revenue recognition process including determination of point of transfer of control, completion of performance obligation. - We performed process walkthrough, on a sample basis, and examined the underlying customer and sale deed/ handover documents, evidencing the transfer of control of the asset to the customer based on which revenue is recognised at a point of time. - We examined the disclosures made by management in compliance with the requirements of Ind AS 115.

c. ***Contingent Liabilities in relation to Tax Litigations and Other Statutory Authorities***

Key Audit Matter	Auditor's Response
The Group has received certain demand orders and notices relating to direct tax matters, indirect tax matters and demands from various statutory authorities. The group is contesting these demands (refer note no.26.12 to the consolidated financial statements). There is high level of judgment required in estimating the level of provisioning. The management's assessment is supported by the facts of matter, their own judgment and advices from legal and independent service tax consultants whereever considered necessary. Accordingly, unexpected adverse outcomes may significantly impact the management's reported loss and the Balance Sheet. We determined the above area as a Key Audit Matter in view of associated uncertainty relating to the outcome of these matters which requires application of judgment in interpretation of law. Accordingly, our audit was focused on analysing the facts of subject matter under consideration and judgements/interpretation of law involved.	Our audit procedures included the following: • Understanding the current status of the litigations/tax assessments and demands from various statutory authorities. • Examining recent orders and/or communication received from various tax authorities/judicial forums and follow up action thereon. • Evaluating the merit of the subject matter under consideration with reference to the grounds presented therein and available independent legal advice; and • Review and analysis of evaluation of the contentions of the management through discussions, collection of details of the subject matter under consideration, the likely outcome and consequent potential outflows on those issues.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the management discussion and analysis, Board's Report including annexures to Board's Report and Report on Corporate Governance but does not include the consolidated financial statements and our auditor's report thereon. The above reports are expected to be made available to us after the date of the auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the above reports, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 (the Act) that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditors' Responsibilities for the Audit of Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group (Holding company and subsidiaries) to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient and appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other audit reports as noted in 'Other Matters Paragraphs' below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters:

We did not audit financial statements and other financial information of ten subsidiaries included in the consolidated financial results, whose financial statements reflect total assets of Rs. 53,763.88 Lakhs and net assets of Rs. 34,108.59 lakhs as at 31st March, 2019, total revenue of Rs. 190.72 Lakhs (including other income), net cash out flows of Rs. 50.53 lakhs and net loss of Rs. -12,536.60 Lakhs for the year ended on that date as considered in the consolidated Financial Results. The financial statements and other financial information of these subsidiaries have been audited by the other auditors whose reports have been furnished to us by the management and our report on the consolidated financial results in so far as it relates to the aforesaid subsidiaries is based solely on the reports of other auditors.

Our opinion is not modified in respect of the above matter.

Report on Other Legal and Regulatory Requirements

As required by Section 143 (3) of the Act, based on our audit and on consideration of the report of the other auditors on separate financial statements of subsidiaries referred in the other matters paragraph above, we report to the extent applicable that:

a. We/the other auditors whose reports we have relied upon, have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements.

b. *Except for the effects of the matter described in the Basis for Qualified Opinion Paragraph above*, in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.

d. *Except for the effects of the matter described in the Basis for Qualified Opinion Paragraph above*, in our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e. The matter described in the Basis for Qualified Opinion Paragraph above, in our opinion, may have an adverse effect on the functioning of the Group.

f. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary companies, none of the directors of the Group companies are disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act.

g. The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion Paragraph above.

h. With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting of the Holding Company and its subsidiary companies incorporated in India, refer to our separate report in "**Annexure A**" to this report; and

i. With respect to the other matters to be included in the Auditors Report in accordance with the requirements of section 197(16) of the Companies Act, 2013, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the holding company and its subsidiaries, to its directors during the year is in accordance with the provisions of section 197 of the Companies Act 2013 and is not in excess of the limit laid down under this section.

j. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries as noted in the 'Other Matter' paragraph:

  i. The Consolidated Financial Statements disclose the impact of pending litigations on its consolidated financial position of the Group. Refer Note No: 26.11 and 26.12 to the consolidation financial statements.

  ii. The group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

  iii. There are no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Group.

For Brahmayya & Co.,
Chartered Accountants
Firm Regn No. 000511S

Sd/-
K. Jitendra Kumar
Partner
Membership No. 201825

Place : Chennai
Date : 30th May 2019

Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of **PVP Ventures Limited** as of and for the year ended 31st March 2019, we have audited the internal financial controls over financial reporting of PVP Ventures Limited ("the Holding Company" or "the Company") and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Covered Entities are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following weaknesses have been identified in the operating effectiveness of the company's internal financial control over financial reporting with reference to the consolidated financial statements as at 31st March, 2019:

a. "The company's internal financial control with regard to assessment of loans and advances and inventory as more fully explained in note 26.7 and 26.8(b) to these financial statements were not operating effectively and could potentially result in the not providing adjustments that may be required to be made to the carrying value of such assets and also company needs to strengthen its documentation relating to disbursement of loans".

b. Assessment of expected cash shortfall and resultant loss allowance that may be required in respect of invocation of corporate guarantees and demand against the company in respect of such guarantees executed for its subsidiaries and other parties in favour of the lenders.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, *except for the possible effects of the material weaknesses described above* on the achievement of the objectives of the control criteria, the Group has maintained, in all material respects, adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019, based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

We have considered the material weaknesses identified and reported in the Qualified Opinion paragraph in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of the company for the year ended 31st March, 2019 and material weaknesses do not affect our opinion on the financial statements of the Group.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to the aforesaid subsidiaries is solely based on the corresponding reports of the auditors of such companies.

Our report is not qualified in respect of the above matter with respect to our reliance on the work done by and the reports of other auditors.

For Brahmayya & Co.,
Chartered Accountants
Firm Regn No. 000511S

Sd/-
K. Jitendra Kumar
Partner
Membership No. 201825

Place : Chennai
Date : 30th May 2019

Consolidated Balance Sheet as at 31st March 2019

(Rs. in Lakhs)

	Particulars	Note No.	As at 31st March 2019	As at 31st March 2018
I	**ASSETS**			
(1)	**Non Current Assets**			
	(a) Property, Plant and Equipment	5.1	1,231.57	1,323.33
	(b) Good Will	5.2	-	3.93
	(c) Other Intangible assets	5.2	7.38	8.27
	(d) Financial Assets			
	(i) Investments	6	3,299.36	4,387.66
	(ii) Other financial assets	9	241.50	164.81
	Total Financial Asset		**3,540.86**	**4,552.47**
	(e) Deferred tax assets - Tax Credit		1,211.62	1,201.82
	(f) Other non current assets	10	15,122.47	14,079.88
	Total Non Current Assets		**21,113.90**	**21,169.70**
(2)	**Current assets**			
	(a) Inventories	11	34,369.53	33,320.91
	(b) Financial Assets			
	(i) Investments			
	(ii) Trade receivables	7	162.90	1,267.61
	(iii) Loans	8	9,508.18	14,984.36
	(iv) Cash and cash equivalents	12	180.67	130.87
	(v) Other financial assets	9	1,503.42	1,871.06
	Total Financial Asset		**11,355.17**	**18,253.90**
	(c) Current tax assets (Net)		-	-
	(d) Other current assets	10	101.03	75.68
	Total Current Assets		**45,825.73**	**51,650.49**
(3)	**Non current assets classified as held for sale**		-	-
	Total Assets		**66,939.63**	**72,820.19**
II	**EQUITY AND LIABILITIES**			
A	**EQUITY**			
	(a) Equity Share Capital	13	24,396.25	24,396.25
	(b) Other Equity		(12,124.32)	(3,895.92)
	(c) Non Controlling Interest		(3,903.52)	1,014.50
	(d) Equity component of Parent Company		707.00	707.00
	Total Equity		**9,075.41**	**22,221.83**
B	**LIABILITIES**			
(1)	**Non Current Liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings	14	24,359.56	20,351.23
	Total Financial Liabilities		**24,359.56**	**20,351.23**
	(b) Provisions	17	26.80	29.78
	(c) Deferred tax liabilities (Net)		-	-
	(d) Other non current liabilities	18	4,489.67	4,819.52
	Total Non Current Liabilities		**28,876.03**	**25,200.53**
(2)	**Current Liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings	14	10,678.73	10,050.00
	(ii) Trade payables	15		
	Total outstanding dues to micro, small and medium enterprises		-	-
	Total Outstanding dues to creditors other than micro, small and medium enterprises		196.66	440.74
	(iii) Other financial liabilities	16	9,261.83	8,827.62
	Total Financial Liabilities		**20,137.22**	**19,318.36**
	(b) Provisions	17	1,510.42	1,203.72
	(c) Other current liabilities	18	7,340.55	4,875.75
	Total Current Liabilities		**28,988.19**	**25,397.83**
(3)	**Liabilities associated with non current assets held for sale**		-	-
	Total Equity and Liabilities		**66,939.63**	**72,820.19**

Summary of Significant Accounting Policies
The accompanying notes and other explanatory information are an integral part of the Financial Statements.

As per our report of even date.

For Brahmayya & Co
Chartered Accountants
Firm Reg. No. 000511S

Sd/-
K. Jitendra Kumar
Partner
Membership No. 201825

Place : Chennai
Date : 30th May, 2019

For and on behalf of the Board of Directors

Sd/-
Prasad V. Potluri
Chairman & Managing Director

Sd/-
N.S. Kumar
Director

Sd/-
D. Krishnamoorthy
Chief Financial Officer & Company Secretary

Place : Chennai
Date : 30th May, 2019

Consolidated Statement of Profit or Loss for the year ended 31st March 2019

(Rs. in Lakhs)

	Particulars	Note No.	For the year ended 31st March 2019	For the year ended 31st March 2018
I	Revenue from Operations	19	3,681.41	5,843.30
II	Other Income	20	49.05	51.89
III	**Total Income (I+II)**		**3,730.46**	**5,895.19**
IV	**Expenses**			
	Cost of Land	21.1	144.18	145.23
	Cost of Film Production expenses	21.2	2.41	1,674.85
	Employee Benefit Expenses	22	265.33	321.88
	Finance Costs	23	5,919.91	5,085.18
	Depreciation and Amortisation	5	170.91	108.67
	Other Operating and General Expenses	24	882.21	1,508.59
	Contingent provision on sub- standard assets		6,198.93	3,099.47
	Provision for doubtful advances and debts		606.93	-
	Total Expenses		**14,190.81**	**11,943.87**
V	**Profit Before Tax and Exceptional items (III-IV)**		**(10,460.35)**	**(6,048.68)**
VI	Exceptional Items	25	1,168.26	-
VII	**Profit / (Loss) Before Tax (V+VI)**		**(11,628.61)**	**(6,048.68)**
VIII	**Tax Expenses**			
	Current Tax		-	10.01
	Less: MAT Credit Entitlement		-	(10.01)
	MAT Credit/Income Tax relating to earlier years		3.15	157.81
	Total Tax Expenses		**3.15**	**157.81**
IX	**Profit (Loss) for the Period (VII -VII)**		**(11,631.76)**	**(6,206.49)**
X	**Other Comprehensive income, net of tax**			
	i) Items that will not be reclassified subsequently to profit and loss			
	Remeasurement of defined benefit obligation		13.28	7.13
	Less: income tax expense		-	-
	ii) Items that will be reclassified subsequently to profit and loss			
	Changes in Fair value of Equity Instruments		-	-
	Less: income tax expense		-	-
	Other Comprehensive income for the year, net of tax		**13.28**	**7.13**
XI	**Total Comprehensive income for the year, net of tax (IX+X)**		**(11,618.48)**	**(6,199.36)**
XII	**Total Comprehensive income for the year attributable to:**			
	Non Controlling Interest		**(2,549.94)**	**(2,549.94)**
	Owners of the Parent		**(9,068.54)**	**(3,649.42)**
XIII	**Earnings Per Share**			
	Basic and Diluted - (Rs.)		**(4.77)**	**(2.54)**
	Face Value per Ordinary share - (Rs.)		**10.00**	**10.00**

Summary of Significant Accounting Policies
The accompanying notes and other explanatory information are an integral part of the Financial Statements.

As per our report of even date.

For Brahmayya & Co
Chartered Accountants
Firm Reg. No. 000511S

Sd/-
K. Jitendra Kumar
Partner
Membership No. 201825

Place : Chennai
Date : 30th May, 2019

For and on behalf of the Board of Directors

Sd/-
Prasad V. Potluri
Chairman & Managing Director

Sd/-
N.S. Kumar
Director

Sd/-
D. Krishnamoorthy
Chief Financial Officer & Company Secretary

Place : Chennai
Date : 30th May, 2019

Consolidated Cash Flow Statement for the year ended 31st March 2019

(Rs. in Lakhs)

	Particulars	As at 31st March 2019	As at 31st March 2018
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Profit / (Loss) before Tax	**(11,628.61)**	**(6,048.68)**
	Adjustments for:		
	Depreciation and Amortization	170.91	108.67
	(Profit) / Loss on Sale of PPE, Intangible Assets and Investment Property	(1.49)	6.86
	Unrealised (Gain) / loss on Foreign Exchange Fluctuations (Net)	-	0.09
	Fair Value through Profit and Loss	(0.35)	(2.79)
	Provision for diminution in value of investment	92.70	800.37
	Employee provisions	16.33	28.01
	Bad Debts Written off	3.00	-
	Liabilities Written off	(3.50)	-
	Sundry Creditors Written off	(4.59)	(0.69)
	Inventory Written Off	16.25	-
	Provision for doubtful advances	58.89	-
	Contingent Provision on Sub-Standard Assets	6,198.93	3,099.47
	Interest Income Written off	-	0.14
	Provision on Interest Paid to SEBI	6.79	-
	Provision for Doubtful Debts	548.04	-
	Interest Income	(657.20)	(1,255.85)
	Interest Expenses	5,697.42	2,776.06
	Cash Generated Before Working Capital Changes	**513.52**	**(488.34)**
	Movement In Working Capital		
	Increase / (Decrease) in Trade Payables	(239.49)	(207.37)
	Increase / (Decrease) in Other Financial Liabilities	(22.48)	1,586.33
	Increase / (Decrease) in Other Liabilities	517.42	(2,373.95)
	(Increase) / Decrease in Trade Receivables	553.67	994.91
	(Increase) / Decrease in Inventories	(987.51)	528.67
	(Increase) / Decrease in Loans and Advances	(722.75)	(805.79)
	(Increase) / Decrease in Other Financial Assets	(138.76)	79.12
	(Increase) / Decrease in Other Assets	(878.85)	(13.75)
	Cash Generated From Operations	**(1,405.22)**	**(700.17)**
	Direct Taxes Paid	107.94	(119.50)
	Net Cash Flow From / (Used in) Operating Activities	**(1,297.28)**	**(819.67)**
B.	**CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES**		
	Purchase of PPE, Intangible Assets and Investment Property	(76.97)	(180.36)
	Proceeds from Sale of PPE, Intangible Assets and Investment Property	4.11	25.74
	Capital Advances	(0.40)	(10.85)
	Purchase of Non Current Investments - Others	(0.03)	-
	Proceeds from Sale of Non Current Investments - Others	995.63	-
	Interest Income Received	1,028.42	888.35
	Net Cash Flow From / (Used in) Investing Activities	**1,950.76**	**722.88**
C.	**CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES**		
	Proceeds/(repayments) from Short Term Borrowings	242.87	(1,500.00)
	Proceeds from Long Term Borrowings	12,126.83	6,226.53
	Repayment of Long Term Borrowings	(10,264.56)	(79.47)
	Interest Paid on borrowings	(2,708.81)	(5,009.63)
	Net Cash Flow From / (Used in) Financing Activities	**(603.67)**	**(362.57)**
	Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	49.80	(459.36)
	Cash and Cash Equivalents at the beginning of the year	130.87	590.23
	Cash and Cash Equivalents at the end of the year	**180.67**	**130.87**
D.	**Components of Cash and Cash Equivalents**		
	Cash and Cheques on Hand	51.66	1.61
	Balances with Banks		
	- In Current Accounts & Deposit Accounts	129.01	129.26
	Cash and cash Equivalent	**180.67**	**130.87**

Notes:

1. The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Ind AS - 7 on Cash Flow Statements. Reconciliation between the opening and closing balances in the balance sheet for financial liabilities arising from financing activities:

Particulars	As at April 01, 2018	Net Cash Flows	Non-Cash Changes	As at March 31, 2019
			Book Adjustments	
Long Term Borrowings	24,451.44	1,862.27	-	26,313.71
Short term Borrowings	10,435.86	242.87	-	10,678.73
Other Financial Liabilities	4,248.79	(2,708.81)	5,697.42	7,237.40
Total Financial Liabilities from Financing Activities	**39,136.09**	**(603.67)**	**5,697.42**	**44,229.84**

Summary of Significant Accounting Policies

The accompanying notes and other explanatory information are an integral part of the Financial Statements.

As per our report of even date.

For Brahmayya & Co
Chartered Accountants
Firm Reg. No. 000511S

Sd/-
K. Jitendra Kumar
Partner
Membership No. 201825

Place : Chennai
Date : 30th May, 2019

For and on behalf of the Board of Directors

Sd/-
Prasad V. Potluri
Chairman & Managing Director

Sd/-
N. S. Kumar
Director

Sd/-
D. Krishnamoorthy
Chief Financial Officer & Company Secretary

Place : Chennai
Date : 30th May, 2019

Consolidated Statement of Changes in Equity for the year ended 31st March 2019

(Rs. in Lakhs)

Particulars	Equity Share Capital	Other Equity									Equity Component of Parent Company	Non Controlling Interest	Total Equity attributable to equity holders of the company
		Reserves and Surplus							Other Comprehensive Income (OCI)				
		Security Premium	Retained Earnings	Capital Reserve	General Reserve	Statutory Reserve	Exchange Fluctuation Reserve	Debenture Redemption Reserve	Equity Instruments through OCI	Other Items of OCI			
Balance as on 01st April 2017	**24,396.25**	**85,685.82**	**(89,242.91)**	**2,926.04**	**0.44**	**259.46**	**(6.22)**	**-**	**-**	**130.89**	**707.00**	**3,564.44**	**4,024.95**
Changes in Equity for the year ended March 31, 2018													
Transferred to Statutory Reserves	-	-	-	-	-	-	-	-	-	-	-	-	-
Equity Instruments through OCI	-	-	-	-	-	-	-	-	-	-	-	-	-
Transferred to Exchange Fluctuation Reserve	-	-	-		-	-	(0.01)	-	-	-	-	-	(0.01)
Remeasurement of the net defined benefit liability/ asset, net of tax effect	-	-	-	-	-	-		-	-	4.31	-	2.82	7.13
Loss for the period	-	-	(3,653.73)	-	-	-		-	-	-	-	(2,552.76)	(6,206.49)
Balance as on 31st March 2018	**24,396.25**	**85,685.82**	**(92,896.64)**	**2,926.04**	**0.44**	**259.46**	**(6.23)**	**-**	**-**	**135.20**	**707.00**	**1,014.50**	**(2,174.42)**
Transitional effects from IND AS 115 (refer note no. 26.3)	-	-	(1,540.17)	-	-	-	-	-	-	-	-	-	(1,540.17)
Changes in Non Controlling Interest (refer note no.27.24)	-	-	(13.95)	-	-	-	-	-	-	-	-	14.08	0.13
Changes due to Strike off of Foreign Subsidiary (refer note 26.16)	-	-	-	-	-	-	6.23	-	-	-	-	5.87	12.10
Remeasurement of the net defined benefit liability/ asset, net of tax effect	-	-	-	-	-	-	-	-	-	9.53	-	3.75	13.28
Loss for the period	-	-	(6,690.03)	-	-	-	-	-	-	-	-	(4,941.73)	(11,631.76)
Transferred from Retained Earnings	-	-	(150.00)					150.00	-	-	-	-	-
Balance as on 31st March 2019	**24,396.25**	**85,685.82**	**(101,290.80)**	**2,926.04**	**0.44**	**259.46**	**0.00**	**150.00**	**-**	**144.72**	**707.00**	**(3,903.52)**	**(15,320.84)**

The description of the nature and purpose of each reserve within equity is as follows:

1. **Security Premium:** This reserve represents the premium on issue of shares and can be utilised in accordance with the provisions of the Companies Act, 2013.
2. **Retained Earnings:** Retained Earnings represent accumulated losses of the company.
3. **Capital Reserve:** Capital Reserve represents reserve recognised on amalgamations and arrangements and profit/loss on sale of fixed assets recognised during the financial year 2009-10 and 2010-11.
4. **General Reserve:** Under the erstwhile Companies Act, 1956, a general reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to the introduction of the Companies Act, 2013 ("the Companies Act"), the requirement to mandatory transfer a specified percentage of net profit to general reserve has been withdrawn. The amount credited to the reserve can be utilised by the company in accordance with the provisions of the companies act, 2013.
5. **Statutory Reserve:** Statutory Reserve represents reserve created as per section 45-IC of the Reserve Bank of India Act, 1934.
6. **Exchange Fluctuation Reserve:** Exchange differences relating to the translation of the results and the net assets of the group's foreign operations from their functional currencies to the group's presentation currency (i.e currency units) are recognised directly in other comprehensive income and accumulated in the exchange fluctutation reserve. Exchange differences previously accumulated in the exchange fluctuation reserve will be reclassified to profit or loss on the disposal of foreign operations.
7. **Debenture Redemption Reserve (DRR):** The company has issued redeemable non-convertible listed debentures. Accordingly, the companies (Share Capital and Debentures Rules, 2014 (as amended)), requires the company to create DRR out of profits of the company. During the year, Debenture Redemption Reserve (DRR) amounting to Rs. 150 lakhs has created out of profits available for distribution of dividend.

Summary of Significant Accounting Policies
The accompanying notes and other explanatory information are an integral part of the Financial Statements.

As per our report of even date.

For Brahmayya & Co
Chartered Accountants
Firm Reg. No. 000511S

Sd/-
K. Jitendra Kumar
Partner
Membership No. 201825

Place : Chennai
Date : 30th May, 2019

For and on behalf of the Board of Directors

Sd/-
Prasad V. Potluri
Chairman & Managing Director

Sd/-
N.S. Kumar
Director

Sd/-
D. Krishnamoorthy
Chief Financial Officer & Company Secretary

Place : Chennai
Date : 30th May, 2019

Summary of significant accounting policies and other explanatory information to the Consolidated Financial Statements for the year ended 31st March 2019

1. Corporate Information

PVP Ventures Limited ("the Parent Company") is a public company incorporated and domiciled in India and governed by the Companies Act, 2013 ("Act"). The Parents company's registered office is situated at Door No:2, 9th Floor, KRM Centre, Harrington Road, Chetpet, Chennai, Tamilnadu – 600031. The main activities of the Parent Company along with its subsidiaries are developing urban infrastructure and Movie production and Movie Financing related activities. The Parent Company together with its subsidiaries is hereinafter referred to as the "Group".

These Consolidated Financial Statements of the Group for the year ended 31st March 2019 were authorised for issue in accordance with resolution of the Board of Directors on 30th May 2019.

2. Significant Accounting Policies

a) Basis of Preparation of Financial Statements

These financial statements of the Group have been prepared to comply in all material respects with the Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the companies act, 2013, ('Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hither to in use.

The amounts disclosed in the financial statements and notes have been rounded off to nearest lakhs as per the requirement of schedule III, unless otherwise stated.

The financial statements are presented in Indian currency (INR), being the functional and presentation currency. Being the currency of the primary economic environment in which the Group operate.

All assets and liabilities have been classified as current or non-current in accordance with the operating cycle criteria set out in **Ind AS 1 Presentation of Financial Statements** and **Schedule III to the Companies Act, 2013.**

Current / Non Current Classification

An asset is classified as current when

a) It is expected to be realized or consumed in the Group's normal operating cycle;

b) It is held primarily for the purpose of trading;

c) It is expected to be realized within twelve months after the reporting period; or

d) If it is cash or cash equivalent, unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

Any asset not confirming to the above is classified as non-current.

A liability is classified as current when

a) It is expected to be settled in the normal operating cycle of the Group;

b) It is held primarily for the purpose of trading;

c) It is expected to be settled within twelve months after the reporting period; or

d) The Group has no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Any liability not conforming to the above is classified as noncurrent.

Applicability of New Accounting Pronouncements

The Group has applied the following Ind AS pronouncements pursuant to issuance of the Companies (Indian Accounting Standards) Amendment Rules, 2018. The effect is described below:

a. The company has adopted Ind AS 115, Revenue from Contract with Customers with effect from 01st April, 2018 and it is detailed in note no l.

b. The company has elected to recognize cumulative effect of initially applying Ind AS 115 retrospectively as an adjustment to opening balance sheet as at 01st April, 2018 on the contracts that are not completed contract as at that date. There was no impact of above on the opening balance sheet as at 01st April, 2018 and on the Statement of Profit and Loss for the year ended 31st March, 2019.

c. The company has adopted Appendix B to Ind AS 21, Foreign currency transactions and advance consideration with effect from 01st April, 2018 prospectively to all assets, expenses and income initially recognised on or after 01st April, 2018 and the impact on implementation of the Appendix is immaterial.

b) Basis of consolidation:

i) The consolidated financial statements of the Group incorporate the financial statements of the Parent Company and its subsidiaries. The Parent Company has control over the subsidiaries as it is exposed, or has rights, to variable returns from its involvement with the investee; and has the ability to affect its returns through its power over the subsidiaries.

When the Parent Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Parent Company considers all relevant facts and circumstances in assessing whether or not the Parent Company's voting rights in an investee are sufficient to give it power, including rights arising from other contractual arrangements.

Consolidation of a subsidiary begins when the Parent Company obtains control over the subsidiary and ceases when the Parent Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Parent Company gains control until the date when the Parent Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Parent Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Parent Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Adjustments are made to the financial statements of subsidiaries, as and when necessary, to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

In case of subsidiaries consolidated for the first time consequent to adoption of IND AS, the deemed cost of goodwill as of the transition date has been computed to equal the difference between:

- the Group's interest in carrying amounts of assets and liabilities; and
- the cost, in the Parent Company's separate financial statements, of its investment in the subsidiary.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Parent Company.

Associates are all entities over which the group has significant influence but no control or joint control. This is generally the case where the group holds between 20% and 50% of the voting rights. Investment in associates is accounted for using equity method of accounting, after initially being recognised at cost.

ii) List of subsidiaries and proportion of voting power held

Name of the Subsidiary Company	Principal place of business	As at 31st March 2019	As at 31st March 2018
		% of Ownership Directly or through subsidiaries	% of Ownership Directly or through subsidiaries
PVP Corporate Parks Private Limited	India	100%	100%
PVP Global Ventures Private Limited	India	100%	100%
PVP Media Ventures Private Limited	India	100%	100%
Safetrunk Services Private Limited	India	100%	100%
New Cyberabad City Projects Private Limited	India	80.99%	80.99%
Picturehouse Media Limited	India	49.55%	51.46%
Adobe Realtors Private Limited *	India	100%	100%
Arete Real Estate Developers Private Limited *	India	100%	100%
Expressions Real Estate Private Limited*	India	100%	100%
PVP Capital Limited**	India	100%	100%
PVP Cinema Private Limited**	India	100%	100%
Picturehouse Media Private Limited (Singapore)**@	Singapore	100%	100%

*Adobe Realtors Private Limited, Arete Real Estate Developers Private Limited, Expressions Real Estate Private Limited are the wholly owned subsidiary companies of PVP Global Ventures Private Limited.

** PVP Capital Limited, PVP Cinema Private Limited and Picturehouse Media Private Limited (Singapore) are the wholly owned subsidiaries of Picturehouse Media Limited.

@ Struck off with effect from 05th November, 2018.

During the Financial Year 2018-19, UCO Bank Ltd invoked 10 lakhs pledged shares in Picturehouse Media Limited held by PVP Ventures Limited (out of which of 9234 shares sold by the Bank). Consequently, the total investment of 51.46% in Picturehouse Media Limited held by PVP Ventures Limited along with its subsidiaries has reduced to 49.55%.

iii) Notes to the financial statements represent notes involving items which are considered material and are accordingly disclosed. Materiality for the purpose is assessed in relation to the information contained in the financial statements. Further, additional statutory information disclosed in separate financial statements of the subsidiary and/or a parent having no bearing on the true and fair view of the financial statements has not been disclosed in these financial statements.

c) Ind AS 103 – Business Combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred;
- liabilities incurred to the former owners of the acquired business;
- equity interests issued by the group; and
- fair value of any asset or liability resulting from a contingent consideration arrangement.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The group recognises any non-controlling interest in the acquired entity on an acquisition by-acquisition basis at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the

- consideration transferred;
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognised directly in equity as capital reserve.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss or other comprehensive income, as appropriate.

Common control transactions

Business combinations involving entities that are controlled by the group are accounted for using the pooling of interests method as follows:

1. The assets and liabilities of the combining entities are reflected at their carrying amounts.
2. No adjustments are made to reflect fair values, or recognise any new assets or liabilities. Adjustments are only made to harmonise accounting policies.
3. The balance of the retained earnings appearing in the financial statements of the transferor is aggregated with the corresponding balance appearing in the financial statements of the transferee or is adjusted against general reserve.
4. The identity of the reserves are preserved and the reserves of the transferor become the reserves of the transferee.
5. The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and is presented separately from other capital reserves.
6. The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of combination. However, where the business combination had occurred after that date, the prior period information is restated only from that date.

d) Property, Plant and Equipment:

Property, Plant and Equipment (PPE) are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes all direct costs relating to acquisition and installation of Property, Plant and Equipment and borrowing cost relating to qualifying assets. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives.

Subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost can be measured reliably. All other repair and maintenance costs are recognised in the statement of profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Depreciation is charged to profit or loss so as to write off the cost of assets less their residual values over their useful lives, using the straight line method. The estimated useful lives, residual values and depreciation method are reviewed at the Balance Sheet date, with the effect of any changes in estimate accounted for on a prospective basis.

The estimated useful lives of the depreciable assets are as follows:

Class of Assets	Estimated Useful Life
Plant and Equipment	5 years
Furniture and Fixtures	10 years
Vehicles	8 years
Computers and related Assets	3 years
Office Equipment	3 years

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

e) **Intangible Assets**

Intangible Assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on a straight line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortization methods and useful lives are reviewed periodically including at each financial year end.

f) **Impairment of Property, Plant and Equipment and Intangible Assets:**

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in Statement of Profit and Loss.

g) **Foreign Currency Translation:**

Initial Recognition

On initial recognition, transactions in foreign currencies entered into by the group are recorded in the functional currency (i.e India Rupees), by applying to the foreign currency amount, the spot exchange rate between the functional currency and foreign currency at the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss.

Measurement of foreign currency items on reporting date

Foreign currency monetary items of the company are translated at the closing exchange rates. Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rate at the date of transaction. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is measured.

Exchange differences arising out of these translations are recognised in the Statement of Profit and Loss.

Effective 01st April, 2018, the group has adopted Appendix B to Ind AS 21- Foreign Currency Transactions and Advance Consideration which clarifies the date of transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income when an entity has received or paid advance consideration in a foreign currency. The effect on account of adoption of this amendment was insignificant.

Group Companies

For the purposes of the consolidated financial statements, items in the consolidated statements of profit or loss of those operations for which the Indian Rupees is not the functional currency are translated to Indian Rupees at the average rates of exchange during the year. The related consolidated balance sheet are translated into Indian rupees at the rates as at the reporting date. Exchange differences arising on translation are recognised in the other comprehensive income. On disposal of such entities the deferred cumulative exchange differences recognised in equity relating to that particular foreign operation are recognised in profit or loss.

h) Assets taken on lease:

Leases are classified as finance lease whenever the terms of the lease transfer substantially all the risk and rewards of ownership to the lessee. All the other leases are classified as operating leases.

Operating lease payments are recognized as expenditure in the Statement of Profit and Loss on a straight-line basis, unless another basis is more representative of the time pattern of benefits received from the use of the assets taken on lease or the payments of lease rentals are in line with the expected general inflation compensating the lessor for expected inflationary cost. Contingent rentals arising under operating leases are recognized as an expense in the period in which they are incurred.

Assets held under finance lease are capitalised at the inception of the lease, with corresponding liability being recognised for the fair value of the leased assets or, if lower, the present value of the minimum lease payments. Lease payments are apportioned between the reduction of the lease liability and finance charges in the statement of Profit or Loss so as to achieve a constant rate of interest on the remaining balance of the liability. Assets held under finance leases are depreciated over the shorter of the estimated useful life of the asset and the lease term.

i) Inventories

Land and related development activities are valued at Cost or Net Realizable Value whichever is lower. Cost comprises of all expenses incurred for the purpose of acquisition of land, development of the land and other related direct expenses.

Investments in films and associated rights, including acquired rights and advances to talent associated with film production, are stated at lower of cost / unamortised cost or realisable value. Costs include production costs, overhead and capitalized interest costs net of any amounts received from third party investors.

A charge is made to write down the cost once the film is theatrically exhibited commercially. Charge is recognized in the income statement within cost of production.

j) Financial Instruments

1) Initial Recognition

The Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition.

2) Subsequent measurement

i) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the Group has made an irrevocable election for its investments which are classified as equity instruments based on its business model, to present the subsequent changes in fair value through other comprehensive income.

iii) Financial Assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in statement of profit or loss.

iv) Investment in Subsidiaries

Investments in subsidiaries are carried at cost in accordance with Ind AS 27 Separate Financial Statements.

v) Financial Liability

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to short maturity of these instruments.

3) Derecognition of financial instruments

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or its transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Group's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

4) Impairment of Assets

Financial Assets (other than at fair value):

The Group assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Group recognises lifetime expected losses for all contract assets and/or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

5) Fair value of Financial Instruments

In determining the fair value of its financial instruments, the Group uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

Fair value hierarchy:

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

k) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized, when there is a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation, and when a reliable estimate of the amount of the obligation can be made. If the effect of the time value of money is material, the provision is discounted using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation and the unwinding of the discount is recognised as interest expense.

Contingent liabilities are recognized only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Group, or where any present obligation cannot be measured in terms of future outflow of resources, or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

Contingent assets are not recognized in the financial statements.

l) Revenue Recognition

Effective 01st April, 2018, the company has applied Ind AS 115, Revenue from Contracts with Customers, which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e 01st April, 2018). The comparative information in the statement of profit and loss is not restated – i.e the comparative information continues to be reported under Ind AS 18.

As a consistent practice, the Group recognises revenues on accrual basis.

1) The Group recognises revenue when it determines the satisfaction of performance obligations at a point of time. Revenue is recognised upon transfer of control of promised services to customer in an amount that reflects the consideration which the company expects to receive in exchange for the services.

Current assets are recognised under Trade Receivables. Current Liabilities are recognised when there is an advance received from customers.

2) Revenue from film production is recognized, net of sales related taxes, when the agreement exists, the fees are fixed or determinable, the product is delivered or services have been rendered and collectability is reasonably assured. The Group considers the terms of each arrangement to determine the appropriate accounting treatment.

The following additional criteria apply in respect of various revenue streams within filmed entertainment:

Theatrical — Contracted minimum guarantees are recognized on the theatrical release date. The Group's share of box office receipts in excess of the minimum guarantee is recognized at the point they are notified to the Group.

Other rights - other rights such as satellite rights, overseas rights, music rights, video rights, etc. is recognized on the date when the rights are made available to the assignee for exploitation.

3) a) Interest income is accrued on time basis, by reference to the principal outstanding and at the effective interest rate applicable.

b) In respect of PVP Capital Limited, Interest income on loans is accrued over the maturity of the loan where the interest is serviced regularly as per the applicable prudential norms prescribed for NBFCs by RBI to the extent applicable to the company. Interest on loans which are classified as non-performing assets and are accounted for on realization basis.

4) Dividend from investments is accounted for as income when the right to receive dividend is established.

m) Employee Benefits

1) Gratuity

Gratuity, which is a defined benefit plan, is accrued based on an independent actuarial valuation, which is done based on projected unit credit method as at balance sheet date. The Group recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income. In accordance with Ind AS, re-measurement gains and losses on defined benefit plans recognised in other comprehensive income are not to be subsequently reclassified to profit or loss. As required under Ind AS complaint schedule III, the Group transfers it immediately to retained earnings.

2) Compensated Absences

The Group has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date. Non-accumulating compensated absences are recognised in the period in which the absences occur.

3) Other Benefit Plans

Contributions paid/payable under defined contributions plans are recognised in the statement of Profit or Loss in each year. Contribution plans primarily consist of Provident Fund administered and managed by the Government of India. The Group makes monthly contributions and has no further obligations under the plan beyond its contributions.

n) Taxes on Income

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

i) Current Income Tax

Current Income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

ii) Deferred Income Tax

Deferred Income tax is recognised using balance sheet approach. Deferred tax is recognised on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes,except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred Income tax assets are recognised for all deducted temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred Income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

o) Borrowing Costs

Borrowing Costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

Borrowing costs includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

p) Earnings per Share

Basic earnings per share is computed by dividing the net profit attributable to the equity shareholders for the period by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share is computed by dividing the net profit attributable to the equity shareholders for the period by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

q) Cash Flow Statement:

Cash flows are reported using the indirect method, whereby profit/ (loss) before tax is adjusted for the effects of transactions of no cash nature and any deferrals or accruals of past or future cash receipts or payments. Cash flow for the year are classified by operating, investing and financing activities.

r) Exceptional Items

When items of income and expenses within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material items are disclosed separately as exceptional items.

s) Segment Reporting

Operating Segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

Revenue and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reporting segment are allocated on the basis of associated revenue of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments are disclosed as unallocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment and all other assets and liabilities are disclosed as unallocable. Property, plant and equipment that are used interchangeably among segments are not allocated to reportable segments.

3. Critical accounting estimates and judgments

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, disclosures of contingent liabilities at the date of the financial statements and the reported amounts of revenue and expenses for the years presented. Actual results may differ from these estimates.

Estimates and underlying assumptions are continually evaluated. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

In particular, information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements pertain to:

- **Valuation of investment in/loans to subsidiaries**

  The Group has performed valuation for its investments in equity of certain subsidiaries for assessing whether there is any impairment in the fair value. When the fair value of investment in subsidiaries cannot be measured based on quoted prices in active markets, their fair value is measured using appropriate valuation techniques including the discounted cash flow model. Similar assessment is carried for exposure of the nature of loans thereon. The inputs to these models are taken from observable markets where possible, but where is not feasible, a degree of judgment is required in establishing fair values. Judgments include consideration of inputs such as expected earnings in future years, liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of these investments.

- Accounting for the film content requires management's judgment as it relates to total revenues to be received and costs to be incurred for each film. The Group is required to identify and assess and determine income generated from commercial exhibition of films. Judgment is also required in determining the charge to profit and loss account. As well as considering the recoverability or conversion of advances made in respect of securing film content or the services of talent associated with film production.

- **Useful lives of property, plant and equipment and intangible assets:** The Group has estimated useful life of each class of assets based on the nature of assets, the estimated usage of the asset, the operating condition of the asset, past history of replacement, anticipated technological changes, etc. The Group reviews the carrying amount of property, plant and equipment at the Balance Sheet date. This reassessment may result in change in depreciation expense in future periods.

- **Impairment testing:** Property, plant and equipment and intangible assets are tested for impairment when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

- **Income Taxes:** Deferred tax assets are recognized to the extent that it is regarded as probable that deductible temporary differences can be realized. The Group estimates deferred tax assets and liabilities based on current tax laws and rates and in certain cases, business plans, including management's expectations regarding the manner and timing of recovery of the related assets. Changes in these estimates may affect the amount of deferred tax liabilities or the valuation of deferred tax assets and their tax charge in the statement of profit or loss.

  Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the statement of profit or loss.

- **Defined benefit plans:** The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, etc. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each Balance Sheet date.

- **Revenue from Contract with Customers:** The Group has applied judgments that affect the determination of the amount and timing of revenue from contracts with customers.

4. Standards issued but not yet effective:

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind ASs which the Group has not applied as they are effective from April 1, 2019:

Ind AS 116 – Leases

Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17. The amendment is effective for annual periods beginning on or after 01st April 19. The Group is in the process of evaluating the impact of this amendment on the financial statements.

Ind AS 12 – Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Group does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Group does not expect any significant impact of the amendment on its financial statements.

Ind AS 109 – Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Group does not expect this amendment to have any impact on its financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Group does not expect this amendment to have any significant impact on its financial statements.

Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Group does not expect any impact from this amendment.

Ind AS 28 – Long-term Interests in Associates and Joint Ventures

The amendments clarify that an entity applies Ind AS 109 Financial Instruments, to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied. The Group does not currently have any long term interests in associates and joint ventures and hence does not expect any impact from this amendment.

Ind AS 103 – Business Combinations and Ind AS 111 – Joint Arrangements

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. The Group does not have control/joint control /joint control of a business that is a joint operation and hence does not expect any impact from this amendment.

Notes to the Consolidated Financial Statements for the year ended 31st March 2019

Note No 5.1: Property, Plant and Equipment

(Rs. in Lakhs)

Particulars	Land & Building	Plant & Machinery	Computers & Related Assets	Furniture & Fixtures	Vehicles	Office Equipments	Total
Gross Block							
Gross Carrying Value as on 31st March, 2017	**-**	**4.200**	**39.880**	**92.860**	**316.010**	**174.450**	**627.400**
Additions	348.81	195.71	1.02	**465.39**	43.57	0.92	**1,055.42**
Deletions	-	**-**	**-**	**-**	(68.96)	(1.28)	**(70.24)**
Gross Carrying value as on 31st March, 2018	**348.81**	**199.91**	**40.90**	**558.25**	**290.62**	**174.09**	**1,612.58**
Additions	-	-	0.96	**-**	70.39	5.62	**76.97**
Deletions		**-**	(0.47)	**-**	(11.08)	-	**(11.55)**
Gross Carrying value as on 31st March, 2019	**348.81**	**199.91**	**41.39**	**558.25**	**349.93**	**179.71**	**1,678.00**
Accumulated Depreciation							
Accumulated Depreciation as on 31st March, 2017	**-**	**1.51**	**23.07**	**28.39**	**71.70**	**94.43**	**219.10**
Depreciation for the year	0.47	4.09	4.14	16.45	41.77	40.87	107.79
Accumulated depreciation on deletions		-		-	(36.42)	(1.22)	(37.64)
Accumulated Depreciation as on 31st March, 2018	**0.47**	**5.60**	**27.21**	**44.84**	**77.05**	**134.08**	**289.25**
Depreciation for the year	**5.51**	36.85	2.79	56.37	49.12	15.48	166.12
Accumulated depreciation on deletions			(0.45)		(8.49)		(8.94)
Accumulated Depreciation as on 31st March, 2019	**5.98**	**42.45**	**29.55**	**101.21**	**117.68**	**149.56**	**446.43**
Net Block							
As at 31st March 2018	**348.34**	**194.31**	**13.69**	**513.41**	**213.57**	**40.01**	**1,323.33**
As at 31st March 2019	**342.83**	**157.46**	**11.84**	**457.04**	**232.25**	**30.15**	**1,231.57**

Note: Gross Block as on 01.04.2015 represents deemed cost (Gross Block 376.71 Lakhs - Accumulated Depreciation-143.3 Lakhs) as per Ind AS 101.

5.2 Intangible Assets

(Rs. in Lakhs)

Particulars	Software	Total	Goodwill
Gross Block			
Gross Carrying Value as on 31st March, 2017	**8.26**	**8.26**	**4,639.37**
Additions	1.49	1.49	-
Deletions	-	-	-
As at 31st March 2018	**9.75**	**9.75**	**4,639.37**
Additions	-	-	-
Deletions	-	-	(3.93)
As at 31st March 2019	**9.75**	**9.75**	**4,635.44**
Accumulated Depreciation			
Accumulated Depreciation as on 31st March, 2017	**0.59**	**0.59**	**4,635.44**
Depreciation for the year	0.89	0.89	-
on Disposals	-	-	-
Accumulated Depreciation as on 31st March, 2018	**1.48**	**1.48**	**4,635.44**
Depreciation for the year	0.89	0.89	3.93
on Disposals	-	-	(3.93)
Accumulated Depreciation as on 31st March, 2019	**2.37**	**2.37**	**4,635.44**
Net Block			
As at 31st March 2018	**8.27**	**8.27**	**3.93**
As at 31st March 2019	**7.38**	**7.38**	**-**

Notes to the Consolidated Financial Statements for the year ended 31st March 2019

Note 6: Investments

(Rs. in Lakhs)

Particulars		As at 31st March 2019	As at 31st March 2018
Non-Current Investments			
Investments in other Equity Instruments			
I. Investment carried at cost fully paid up			
Unquoted Investments			
Blasteres Sports Ventures Private Limited		2,368.94	3,316.52
2,36,89,430 (31st march, 2018 - 3,31,65,200) 1% compulsory convertible debentures of Rs.10 each			
Arsikere Solar Private Limited - 100 equity shares of Rs.10 each		0.01	-
Kadur Solar Private Limited - 100 equity shares of Rs.10 each		0.01	-
Ranibenur Solar Private Limited - 100 equity shares of Rs.10 each		0.01	-
		2,368.97	**3,316.52**
II. Investments in Equity Shares in others carried at fair value through Profit and Loss account			
Jagati Publications Limited 36,38,053 equity shares of Rs.10 each (refer note no.26.4)		13,096.99	13,096.99
Less: Provision for diminution in value of investment		(12,171.04)	(12,078.34)
	(B)	**925.95**	**1,018.65**
III. Investments in Mutual Funds carried at Fair value through Profit and Loss			
Investment in Canara Robeco Mutual Funds		4.44	52.49
(15,176.50 units @29.23 per unit)			
	(C)	**4.44**	**52.49**
IV. Investment in debentures,Carried at cost,fully paid up			
Unquoted			
Crust Realtors Private Limited		328.00	328.00
3280 - 0% Optional Convertible Debentures of Rs.10,000/- each			
Mantel Realtors Private Limited		500.00	500.00
5000 - 0% Optional Convertible Debentures of Rs.10,000/- each			
P'n'V Real Estates & Developers Private Limited		450.00	450.00
4500 - 0% Optional Convertible Debentures of Rs.10,000/- each			
Stone Valley Real Estates Private Limited		350.00	350.00
3500 - 0% Optional Convertible Debentures of Rs.10,000/- each			
Hercules Real Estates and Projects Private Limited		20.00	20.00
200 - 0% Optional Convertible Debentures of Rs.10,000/- each			
		1,648.00	**1,648.00**
Less: Provision for diminution in value of Investments in Debentures (Refer Note No:26.10)		(1,648.00)	(1,648.00)
	(D)	-	-
Total Non-Current Investments	**(A+B+C+D)**	**3,299.36**	**4,387.66**
Aggregrate amount of quoted investments and market value		4.44	52.49
Aggregrate amount of unquoted investments		17,113.96	18,061.51
Aggregate amount of impairment in value of investments		(13,819.04)	(13,726.34)
Total		**3,299.36**	**4,387.66**

Notes to the Consolidated Financial Statements for the year ended 31st March 2019

Note 7: Trade Receivables

(Rs. in Lakhs)

Particulars	As at 31st March 2019	As at 31st March 2018
Current		
Considered Good - Secured	-	-
Considered Good - Unsecured	162.90	1,267.61
Significant increase in credit risk	-	-
Credit Impaired	548.04	-
Less: Provision for Doubtful Debtors	(548.04)	-
Total Trade Receivables	**162.90**	**1,267.61**

Note 8: Loans

(Rs. in Lakhs)

Particulars	As at 31st March 2019	As at 31st March 2018
Current Loans		
Secured - Considered Good		
Advances for Film Finance	18,430.72	17,803.76
Less: Impaired Loss Allowance (refer note 26.7 and 26.8)	(9,298.40)	(3,099.47)
Loans to Others	100.24	-
Unsecured and Considered good		
Staff Advances	275.62	280.07
Advances for others	262.09	12.09
Less: Provision for Doubtful advances	(262.09)	(12.09)
Unsecured, Considered Doubtful		
Other Loans and Advances	675.99	-
Less: Provision for Bad debts	(675.99)	-
Loans Receivables which have significant increase in credit risk	-	-
Loans Receivables - Credit Impaired	-	-
	9,508.18	**14,984.36**
Non Current Loans		
Unsecured and Considered good		
Other Doutful Advances	90.00	90.00
Less: provision for Doubtfull advances made	(90.00)	(90.00)
Loans Receivables which have significant increase in credit risk	-	-
Loans Receivables - Credit Impaired	-	-
	-	**-**
Total Loans	**9,508.18**	**14,984.36**

Note 9: Other Financial Assets

(Rs. in Lakhs)

Particulars	As at 31st March 2019	As at 31st March 2018
Non-Current		
Security Deposit	33.79	35.41
Electricity Deposits	0.40	0.40
Rental Deposits	24.00	24.00
Advance to Others	183.31	105.00
	241.50	**164.81**
Current		
Interest accrued and Due on Fixed Deposit	0.53	0.53
Interest accrued on Movie Finance	1,306.38	1,585.90
Interest accrued and Due on Staff Loans	129.43	129.43
Interest accrued but not due on Debentures	1.15	92.85
Capital Advances	0.40	-
Other Receivables	0.95	0.82
Advances for Others	123.47	61.53
Provision for doubtful advances	(58.89)	-
	1,503.42	**1,871.06**
Total Other Financial Assets	**1,744.92**	**2,035.87**

Notes to the Consolidated Financial Statements for the year ended 31st March 2019

Note 10: Other Assets

(Rs. in Lakhs)

Particulars	As at 31st March 2019	As at 31st March 2018
Non-Current		
Advance Income Tax and Tax deducted at source	1,145.98	325.97
Taxes Paid under Protest*	210.18	834.31
Capital Advances	10.85	10.85
Other Advances	13,755.46	12,908.75
Disputed Interest Paid to SEBI	6.79	-
Less: Provision for Interest Paid to SEBI	(6.79)	-
*Includes amount of Rs.150 Lakhs for which the company has received a favourable order from the ITAT (Income Tax Appellate Tribunal) and hence the amount is due as refund.		
	15,122.47	**14,079.88**
Current		
Prepaid Expenses	5.24	7.80
Other Advances	0.33	-
Service tax Input Credit	-	19.34
Goods and Service Tax Input tax Credit	95.46	48.54
	101.03	**75.68**
Total Other Assets	**15,223.50**	**14,155.56**

Note 11: Inventory

(Rs. in Lakhs)

Particulars	As at 31st March 2019	As at 31st March 2018
Inventory of Land (refer note no.26.1)	29,273.56	28,770.33
Film Production Expenses - Work in Progress (refer note no.26.7)	5,066.31	4,520.27
- (Valued at cost or net realised value which ever is less and as certified by the Management.)		
Consumables	29.66	30.31
	34,369.53	**33,320.91**

Note 12: Cash and Cash Equivalents

(Rs. in Lakhs)

Particulars	As at 31st March 2019	As at 31st March 2018
Balance With Banks		
In Current and Deposit Accounts	129.01	129.26
Cash on Hand	51.66	1.61
	180.67	**130.87**

Note 13: Equity Share Capital

(a) Authorised, Issued, Subscribed and Paid-up share capital and par value per share

(Rs. in Lakhs)

Particulars	As at 31st March 2019	As at 31st March 2018
Authorised Share Capital		
30,00,00,000 Equity Shares of Rs. 10/- each	30,000.00	30,000.00
Issued, Subscribed and Paid Up		
24,50,52,701 equity shares of Rs. 10 each	24,505.27	24,505.27
Less: 10,90,235 equity shares held by PVP Global Venture Private Limited	109.02	109.02
	24,396.25	**24,396.25**

(b) Reconciliation of number of equity shares outstanding at the beginning and at the end of the year:

Particulars	As at 31st March 2019	As at 31st March 2018
Number of equity shares outstanding as at the beginning of the year	24,50,52,701	24,50,52,701
Add: Number of Shares allotted during the year	-	-
Less: Number of Shares held by Subsidiary Company	(10,90,235)	(10,90,235)
Number of equity shares outstanding as at the end of the year	**24,39,62,466**	**24,39,62,466**

(c) Shares in the company held by each shareholder holding more than 5%:

Name of shareholder	As at 31st March 2019		As at 31st March 2018	
	No of Shares held	% of holding	No of Shares held	% of holding
Platex Limited	13,26,12,766	54.12	13,26,12,766	54.12
SSG India Opportunities I Limited	2,45,05,270	10.00	2,45,05,270	10.00

(d) 13,409,314 equity shares of Rs. 10 each fully paid-up in cash has been issued to Platex Limited upon conversion of 27,355 FCDs of Rs. 100,000 each at conversion price of Rs. 204 per share in terms of the Scheme of Amalgamation during 2010-11.

(e) PVP Global Ventures Private Limited (PVPGVPL) holds 10,90,235 equity shares of PVP Ventures Limited, as these shares were acquired before the company became its subsidiary. However, PVP Global Ventures Private Limited (PVPGVPL) does not have any rights to vote at meetings of PVP Ventures Limited or any class of members thereof over these shares.

(f) Terms / Rights attached to Equity Shares (eg. Dividend rights, Voting Rights)

The company has only one class of equity shares having a par value of Rs 10/- Per share. Each Holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts in the proportion to the number of equity shares held by the shareholders.

(g) The company does not have any Bonus Shares Issued, Share issued for consideration other than Cash and Shares bought back during the period of five years immediately preceding the reporting date (31.03.2019).

(h) The company does not issued any shares under options other than the conversion of fully convertible debentures.

Note 14: Borrowings

(Rs. in Lakhs)

Particulars	As at 31st March 2019	As at 31st March 2018
Non-Current		
Secured Loans		
From Banks - Term Loans	-	385.86
From Banks - Vehicle Loans	84.73	71.12
Less: Current maturities (refer note no.16)	(24.15)	(163.65)
Debentures		
1,215 (386 - 31st March, 2018) NCDs, Listed, Redeemable, Non Convertible Debentures (NCDs) of Rs. 10,00,000 each (refer note no.26.2(a))	12,075.00	3,860.00
Less: Current maturities (refer note no.16)	(1,930.00)	(965.00)
Unsecured Loans		
From Non Banking Financial Institution	-	1,975.56
Less: Current maturities	-	(68.42)
Debentures		
500 (13,289 - 31st March, 2018), 14.5% Redeemable Fully Convertible Debentures (FCDs) of Rs. 1,00,000 each (refer note no.26.2(b))	5,000.00	13,289.00
Less: Current maturities (refer note no.16)	-	(3,289.00)
From Companies	9,153.98	5,255.76
	24,359.56	**20,351.23**
Secured		
From Banks - Working Capital Loan (refer note no.26.2(e))	10,000.00	10,000.00
From Banks - Term Loan (refer note no.26.2(e))	387.98	-
Unsecured		
From Companies	290.75	50.00
	10,678.73	**10,050.00**
Total Borrowings	**35,038.29**	**30,401.23**

Refer Note No: 26.2 for security details,terms of repayment and other relevant details.

Notes to the Consolidated Financial Statements for the year ended 31st March 2019

Note 15: Trade Payables

(Rs. in Lakhs)

Particulars	As at 31st March 2019	As at 31st March 2018
Sundry Creditors for services (refer note no.26.18)	196.66	440.74
	196.66	**440.74**

Note 16: Other Financial Liabilities

(Rs. in Lakhs)

Particulars	As at 31st March 2019	As at 31st March 2018
Current		
Interest accrued but not due Debentures	1,492.48	-
Current Maturity of Long Term Debt	1,954.15	4,486.07
Interest accrued and due on borrowings	5,744.92	1,992.77
Interest accrued and not due on borrowings	-	2,256.02
Employee related payables	44.15	47.39
Provision for Expenditure	23.26	38.06
Other Payables-Related parties	2.87	7.31
	9,261.83	**8,827.62**
Total Other Financial Liabilities	**9,261.83**	**8,827.62**

Note 17: Provisions

(Rs. in Lakhs)

Particulars	As at 31st March 2019	As at 31st March 2018
Non-Current		
Provision for Employee Benefits		
Gratuity	26.80	29.78
	26.80	**29.78**
Current		
Provision for Employee Benefits		
Gratuity	4.35	4.25
Compensated Absences	39.27	33.34
Provision for Income tax	1,405.42	1,104.75
Provision against Standard Assets	61.38	61.38
	1,510.42	**1,203.72**
Total Provisions	**1,537.22**	**1,233.50**

Note 18: Other Liabilities

(Rs. in Lakhs)

Particulars	As at 31st March 2019	As at 31st March 2018
Non-Current		
Security Deposit from Developer	4,489.67	4,819.52
	4,489.67	**4,819.52**
Current		
Advances received from Theatrical Exhibitors	55.30	117.00
Advance received for sale of land (inventory)	4,350.77	3,489.10
Advance received from Customers	26.46	16.90
Other Payables	166.44	354.15
Income Received in Advance	7.81	-
Statutory Liabilities payable	588.24	898.60
Other current liabilities (refer note no.26.12) *	2,145.53	-
* Penalty levied by Securities Appellate Tribunal (SAT)		
	7,340.55	**4,875.75**
Total Other Liabilities	**11,830.22**	**9,695.27**

Notes to the Consolidated Financial Statements for the year ended 31st March 2019

Note 19: Revenue from Operations

(Rs. in Lakhs)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Income from Real Estate	3,045.29	2,839.18
Income from Movie Rights and Related Activities	0.71	1,751.61
Income from Film Financing Activity	626.93	1,222.68
Commission income	-	2.71
Sale of Lockers	8.48	27.12
Total	**3,681.41**	**5,843.30**

Note 20: Other Income

(Rs. in Lakhs)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Interest income on Income tax refund	-	11.11
Profit on Sale of Assets	1.49	-
Sundry Creditors Written off	4.59	0.69
Liabilities written off	3.50	-
Fair Value through Profit and Loss	0.35	2.79
Miscellaneous Income	7.03	3.65
Interest Income	30.27	33.17
Excess provision on Employee Benefits Written back	1.82	0.48
Total	**49.05**	**51.89**

Note 21:

(Rs. in Lakhs)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
1. Cost of Land		
Opening Stock of Land	6,560.56	6,694.94
Add: Reversal of Land cost due to IND AS 115 (refer note. 26.3)	77.36	-
Add: Current year Expenses	207.33	10.85
	6,845.25	**6,705.79**
Less: Closing Stock of Land	6,701.07	6,560.56
	144.18	**145.23**
2. Cost of Film Production Expenses		
Opening Film Production Expenses	4,520.27	4,944.88
Add: Current year Expenses	548.45	1,250.24
	5,068.72	**6,195.12**
Less: Closing Film Production Expenses	5,066.31	4,520.27
Total	**2.41**	**1,674.85**

Note 22: Employee Benefit Expenses

(Rs. in Lakhs)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Salaries and wages	257.04	310.01
Contribution to Provident and other funds	2.12	3.17
Staff welfare expenses	6.17	8.70
Total	**265.33**	**321.88**

Note 23: Finance Cost

(Rs. in Lakhs)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Interest on Vehicle Loans	8.59	8.74
Interest on other Loans	3,286.53	2,761.67
Interest others	222.49	339.00
Interest on Debentures	2,402.30	1,975.77
	5,919.91	**5,085.18**

Notes to the Consolidated Financial Statements for the year ended 31st March 2019

Note 24: Other Expenses

(Rs. in Lakhs)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Rent	145.45	100.84
Insurance		
- For Employees	5.02	9.09
- Assets	4.98	4.37
Power and Fuel	19.43	21.89
Printing and Stationery	7.52	10.61
Communication Expenses	12.42	15.67
Repairs and Maintenance	14.49	13.10
Books and Periodicals	0.15	0.19
Registration Charges	0.11	0.06
Security Charges	23.78	19.95
Rates and taxes	91.08	55.28
Payment to statutory auditors		
for Statutory Audit	25.49	25.61
for tax audit	5.00	5.00
for certification	6.00	7.15
Directors Sitting Fees	6.90	6.26
Legal, Professional and consultancy	123.62	140.67
Office Maintenance	26.93	29.77
Advertisement, publicity and sales promotion	3.20	3.10
Bank Charges	5.08	2.70
Business Promotion Expenses	0.66	1.46
Investor related expenses including Listing Fees	25.06	18.64
Travelling Expenses including Conveyance	153.16	130.98
Charity and Donations	1.75	4.50
Membership fee	5.17	-
Postage and telegram Expenses	1.61	3.13
Bad debts Written Off	39.49	-
Loss on sale of asset	-	6.86
Exchange Fluctuation Loss	12.10	0.09
Inventory Written Off	16.25	-
Miscellaneous expenses	0.82	71.25
Provision for Interest Paid to SEBI(Dispute)	6.79	-
Provision for Diminution in value of Investments	92.70	800.37
	882.21	**1,508.59**

Note 25: Exceptional Items

(Rs. in Lakhs)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Reversal of Provision on Advances	(370.00)	-
Liabilities written back (refer note no.26.2(b))	(725.00)	-
Penalty - SEBI (refer note no.26.12)	2,145.53	-
Impairment of Goodwill	117.73	-
	1,168.26	**-**

Summary of significant accounting policies and other explanatory information to the Consolidated Financial Statements for the year ended 31st March 2019

26. NOTES TO ACCOUNTS

26.1 Development Agreement

The Group, being the Landowner has signed a Joint Development Agreement (JDA) on 6th April 2011 with the Developer, North Town Estates Pvt. Ltd for development of land of measuring 70 Acres (approx.) (1,259.90 grounds). The group received Security deposit of Rs. 10,000 lakhs in the year 2011 for the same.

Since there was delay in execution of the "North Town" project, the Group negotiated and modified the terms and conditions of the JDA vide Amendment dated 04th May 2016 whereby the Developer released 20 acres (343.69 Grounds) of undeveloped land back to the Landowner and the proportionate Security Deposit of Rs. 3,161.13 lakhs was paid back to the developer.

Further, the group had authorised the developer to mortgage or offer as security, a share of the undivided share of land to the extent of Revenue Share of the Developer for the phases Chaitanya and Ekanta which are being developed, without causing any prejudice to the revenue share of Land Owner.

The group entered into a Development Management Agreement (DMA) with M/s. Arihant Foundations and Housing Limited on 27th April, 2017, to develop residential lay out with infrastructure and amenities for released 20 acres land.

26.2 Terms of Loans and repayment of borrowings

a) Non-Convertible Debentures – Rs. 12,075.00 Lakhs

The Groupis authorized to issue 1950 listed, rated, secured, redeemable Non-Convertible Debentures (the NCDs) of Rs. 10 Lakhs each for an aggregate amount of Rs. 19,500 lakhs which consists of Tranche A 386 Debentures aggregating to Rs. 3,860.00 lakhs and Tranche B 1,564 Debentures aggregating to Rs. 15,640.00 lakhs as per the debenture trust deed dated 16th June, 2017. The group has allotted 386 Debentures against Tranche A of Rs.3,860 lakhs in the Financial Year 2017-18. During the current year, out of Tranche B, 829 Debentures of Rs. 8,290 lakhs were allotted. Thus out of aforesaid 1,950 Debentures of Rs. 10 lakhs each, the company allotted a total of 1,215 Debentures amounting to Rs. 12,150 lakhs.

The debentures and the debenture payments are secured by:

1. English mortgage of all the rights on piece and parcel of the land at Door No.8/8D, Stephenson Road, Perambur, Chennai measuring 9.154 acres.
2. First Charge exclusive basis all rights titles interest and benefit of the group in respect of the JDA, JDA Escrow Agreement, JDA Escrow Account and JDA Receivables excluding the outstanding the security deposit.
3. A first ranking exclusive security interest in debentures held by the group amounting to Rs. 2,368.94 lakhs in Blaster Sports Ventures Private Limited.
4. Non-disposal undertaking of 100% shares of PVP Ventures Limited held by promoter group.
5. Personal Guarantee of Promoter (Mr. Prasad V. Potluri).

Interest payable is 18%. The first payment is due on first anniversary and thereon payable quarterly basis. Debentures that are redeemed shall not be reissued.

The NCDs are issued for a period of 5 (Five years) from the date of issue of the NCDs. The Group shall redeem the debentures for Tranche A and Trance B as follows;

Scheduled Redemption Date	Principal Amount to be redeemed cumulatively (in percent of paid up value) for the Tranche A Debenture	Scheduled Redemption Date	Principal Amount to be redeemed cumulatively (in per cent of face value) for Tranche B Debentures
30 June, 2018	6.250%	30 April 2019	6.250%
30 September, 2018	6.250%	31 July 2019	6.250%
31 December, 2018	6.250%	31 October 2019	6.250%
31 March, 2019	6.250%	31 January 2020	6.250%
30 June, 2019	6.250%	30 April 2020	6.250%
30 September, 2019	6.250%	31 July 2020	6.250%
31 December, 2019	6.250%	31 October 2020	6.250%
31 March, 2020	6.250%	31 January 2021	6.250%
30 June, 2020	6.250%	30 April 2021	6.250%
30 September, 2020	6.250%	31 July 2021	6.250%
31 December, 2020	6.250%	31 October 2021	6.250%
31 March, 2021	6.250%	31 January 2022	6.250%
30 June, 2021	6.250%	30 April 2022	6.250%
30 September, 2021	6.250%	31 July 2022	6.250%
31 December, 2021	6.250%	31 October 2022	6.250%
31 March, 2022	6.250%	31 January 2023	6.250%

If there is any delay in payment of interest/principal amount for a period of more than three months from the due date or default in payment of interest/principal, rate of interest will be 5% p.a.

The debentures shall be redeemed at par value on the redemption date which payment will result in the principal amount of each debenture being reduced to zero.

During the year, the group has repaid a sum of Rs. 1,161.26 Lakhs towards interest and Rs. 75 Lakhs towards Principal. The Group has written to the Tranche A Debenture Holder, extension of repayment of principal (Rs. 890 Lakhs) and interest (Rs. 51.14 Lakhs) which is due on or before 31st March, 2019.

b) Fully Convertible Debentures – Rs. 5,000.00 lakhs

The Group has allotted 13,289 convertible or redeemable debentures of Rs. 1,00,000 each convertible into preference and/or equity shares as per scheme of amalgamation sanction by Honourable the High Court of Madras between the Group and PVP Ventures Private Limited dated 25th April 2008.

The Debentures are convertible into redeemable preference shares and/or equity shares of on or before 22nd January 2011. Each Debenture shall be converted into newly issued equity or redeemable preference shares in the share capital of the Group. As per the scheme of amalgamation sanctioned by Honourable the High Court of Madras the debentures holders are entitled to 65,14,215 fully paid up equity shares.

The Debentures holder has extended the conversion/redemption option up to the period expiring on 31st March 2029 by letter dated 4th December 2017.

The Debentures will bear interest at the rate of 14.5% per annum. Interest on the Debentures is payable semi-annually in arrears on 15th June and 15th December in each year. Interest shall accrue on the overdue sum at the rate of [2.00] % per annum over and above the Interest Rate (the Default Interest Rate) from the due date.

During the year, one of the debenture holder holding 3289 debentures has waived the interest from 1st April 2017 to 30th April 2018 subject to redemption of debentures before 30th April 2018. The group had redeemed the 3289 debentures aggregating to Rs. 3289 lakhs on 27th April 2018. The amount of Interest waived from 1st April 2018 to 27th April 2018 is Rs. 33.97 lakhs.

Similarly, the debentureholder holding another 5000 debentures has waived interest from 01st April, 2017 to 10th October, 2018 subject to redemption of debentures before 31st October 2018. The group had redeemed the debentures on 10th October, 2018. The Interest waived on this from 01st April, 2017 to 10th October, 2018 is Rs. 1104.38 Lakhs. Out of this, the Interest relating to the previous financial year (FY 2017-18) is Rs. 725 Lakhs which has been shown under Exceptional Items. Further the group has received the extension letter from the Debenture holder for the repayment of Interest for the period from April 2017 to March 2019 amounting to Rs. 1449 lakhs till the 15th December, 2019.

As per subscription agreement the group shall not transferred or encumbered the entire shareholding in its Subsidiaries i.e Cyberabad City Projects Private Limited (Now known as New Cyberabad City Projects Private Limited) and PVP Enterprises Limited (Now known as PVP Global Ventures Private Limited).

Irrevocably and unconditionally guarantee is given by Mr. Prasad V. Potluri (Promoter) to the debenture holder in connection with the Debentures till the Shares allotted upon conversion have been irrevocably and unconditionally repaid or discharged in full.

c) From Banks – Vehicle Loans

Vehicle Loans are secured by way of Hypothecation of respective vehicles and the interest varies from 8% p.a to 10.91% p.a and repayable in 1 to 5 years in monthly installments.

d) From Company

The Group has availed an Indian rupee loan from a company which is repayable based on the availability of funds and interest rate charged at 12% p.a on daily average balances.

e) Current Borrowings

a) The Group has availed Indian rupee term loan from bank amounting to Rs. 10,000.00 lakhs and interest rate charged is base rate +4.50% i.e 14.70%. Loan is secured by a charge on the loans made to film finance and other related activities, apart from the collateral securities on the properties belonging to group companies and personal guarantee of Mr. Prasad V. Potluri and Smt Jhansi Surredi.

As on 31st March, 2019, the group is overdue for a period of two years in repayment of principal and interest amounting to Rs. 14,076.05 lakhs to the bank.

b) The group has availed an Indian rupee term loan from a bank amounting to Rs. 460 Lakhs which is to be repaid in 24 quarterly installments with a 6 months moratorium, carrying variable interest rate of MCLR +4.90% i.e 14.45% p.a (floating) at monthly rests (Marginal cost of Fund based lending rate is 9.55% for one year). Quarterly installment of Rs. 19.17 Lakhs each commencing from 31-12-2016 to 30-09-2022. The group has provided 20 flats of Ekanta Tower

-1 of North Town Project, Chennai as Collateral Security and pledging 10,00,000 equity shares of Rs. 10/- each held in Picturehouse Media Limited apart from the collateral securities on the properties belonging to Group Companies and personal guarantee of Mr. Prasad V. Potluri and Mrs. Jhansi Sureddi.

The outstanding loan with bank as on 31st March 2019 is Rs. 475.42 lakhs (31st March 2018 is Rs. 418.09 lakhs). The group has requested for One Time Settlement of Dues ("OTS") and Closure of Accounts with the Bank. During the year, the Bank has invoked the aforesaid pledged shares in Picturehouse Media Limited held by PVP Ventures Limited (out of which 9,234 shares were sold by the bank and the remaining balance shares withheld by the bank in their Demat statement).

c) The Group has availed loans from companies which are repayable on demand.

26.3 lnd AS 115 Revenue from contracts with customers has been notified by Ministry of Corporate Affairs (MCA) on 28 March 2018 and is effective from accounting period beginning on or after 1st April 2018 and replaces existing revenue recognition standard 'Ind AS 18-Revenue'. The Group has adopted Ind AS 115 'Revenue from Customers' with effect from 1st April, 2018, using modified retrospective method. The application of lnd AS 115 has impacted the Group's accounting for recognition of revenue from real estate residential project.

The Group has applied the modified retrospective approach to all contracts as of 1st April, 2018 and has given impact of application of Ind AS 115 through 'Reserves and Surplus' grouped under 'Other Equity' to the extent of Rs. 1617.53 Lakhs (net of taxes) and consequent reduction in 'Changes in Inventory' amounting to Rs. 77.36 lakhs. Accordingly, the comparatives have not been restated and hence not comparable with previous period figures.

Due to the application of Ind AS 115 in the current period, revenue from operations is higher by Rs. 706.86 lakhs and the corresponding increase in cost shown in 'Changes in Inventory' amounting to Rs. 31.60 lakhs and Net profit after tax is higher by Rs. 675.23 Lakhs.

26.4 The Group holds investments aggregating to Rs. 13,096.99 Lakhs (2018: Rs. 13,096.99 Lakhs) in the equity shares of Jagati Publications Limited. The valuation based on the business potential provided by the companies, generation of revenues and recoverability of the securities the provisions have been reviewed and accordingly provision made amounting to Rs. 12,171.04 Lakhs (2018: 12,078.34 Lakhs) are adequate and do not foresee any additional provision required for the year 2018-19. The physical share certificates of the said investments are pending release from investigating authorities which couldn't establish any quid pro quo against the group.

26.5 In respect of PVP Global Ventures Private Limited, has advanced a sum of Rs. 13,755.46 Lakhs (2018: 12,908.75 Lakhs) towards acquisition of land and other rights for its proposed power project(s). In terms of the arrangements, these parties are required to facilitate acquisition of certain areas of land parcels within 48 months against which these advances are paid off, failing the completion of the land parcel, the group may demand payment of the advance and shall not be obliged to acquire the land parcel from these parties.

26.6 In respect of PVP Global Ventures Private Limited,Enforcement Directorate had provisionally attached the land measuring 28 Acres and 8 Guntas of the Group in connection with the redemption of the investments in Mahalakshmi Energy Ventures Private Limited by the Group. The said attachment order has been confirmed by the Adjudicating Authority of the Enforcement Directorate. The Group has filed an appeal against the said Order. Based on the expert advice, the Group is confident of succeeding before the appellate authority.

26.7 In respect of Picturehouse Media Limited, the current assets of the group includes loans and advances amounting to Rs. 4,239.76 lakhs and 'expenditure on films under production' amounting to Rs. 5,066.31 lakhs. As regards the loans and advances, the management is confident of realising the value at which they are carried notwithstanding the period of outstanding. As regards 'films under production expenses' mainly comprising payments to artistes and co-producers the company is evaluating options for optimal utilization of these payments in production and release of films. Accordingly the company is confident of realising the entire value of 'expenditure on films under production'. The management does not foresee any erosion in carrying value.

26.8 (a) In respect of, PVP Capital Limited ('PVPCL') a Wholly Owned Subsidiary Company, has not adhered to repayment schedule of principal and interest due to a bank consequent to which the bank has filed a case for recovery of the dues before the Debt Recovery Tribunal (DRT). Further, the bank has taken symbolic possession of secured, immovable property of the Group Company under Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI) and issued an e-auction sale notice. There were no bidders for the aforesaid sale notice and consequently the e-auction sale proceedings have become infructuous. The outstanding amount as on 31st March, 2019 aggregating to Rs. 14,076.05 lakhs as per the Bank Statement. Due to market condition in film industry, the company's customers did not meet their payment obligations and hence the above default. The company is contemplating to close the loan by way of One Time Settlement (OTS) in the near future.

(b) Parallelly, the Company has a loan book of Rs. 15,497.33 lakhs given to various film producers. Due to significant delay in completing the films, the company's customers did not service the interest and loan repayment. Consequently, the company has made a cumulative provision of Rs. 9,298.40 lakhs for the expected credit loss. Management asserts that no further adjustment to the carrying value is required as it is confident of recovery from the borrowers.

26.9 In respect of Safetrunk Services Pvt Ltd (SSPL), which is engaged in the business of providing private locker facility center. The company has 4294 lockers with high-end security facilities, which can be considered as a State of art infrastructure facility. The Company commenced its operation during the financial year 2018 and is in the process of consolidating the market. There is no intention to liquidate and the Company has got foreseeable future. Further, the Net worth of the company is Rs. 157.89 lakhs. Despite low cash flows from the cash generating unit (CGU), impairment of the carrying value of entire assets of the CGU of Rs. 932.47 lakhs has not been provided for, due to which the Loss is lesser by this amount. Considering the gestation period for market capitalisation, the financial statements are prepared on Going Concern basis though the Company`s income is far less than the operational expenditure and the management does not foresee any erosion in carrying value of Cash Generating Unit.

26.10 During the financial year 2009-10, The Group had invested a sum of Rs. 1,648.00 Lakhs in 0% Optionally Convertible Debentures (OCDs) of Companies, which are engaged in developing real estate projects. These Optionally Convertible Debentures (OCDs) are convertible within 10 years into fully paid equity shares of these investee companies at price to be determined at the time of conversion. The Management has reviewed these investments and as a matter of prudence provision for the entire value has been made in the earlier years.

26.11 Corporate Guarantees

PVP Ventures Limited

The company has mortgaged a portion of Perambur land as a security to loans availed by third parties with current outstanding of Rs. 2,880.18 Lakhs. The parties have not repaid the loan amounts on due dates and the lenders continue to hold the symbolic possession on the assets of the company. The management is pursuing the matter with third party borrowers and is confident that the borrowers will meet their loan obligations and accordingly the value of assets mortgaged by the company does not require any adjustment to the carrying value.

26.12 Contingent Liabilities

Based on the Issues and circumstances in consideration for the below cases and based on the expert advice the Group is confident of success, hence provision for the disputed amount were not provided in the books

1. **PVP Ventures Limited**

   a. **Assessment Year 2008-09:** The Assessing officer passed an order after disallowing the investment received from the Holding Group as unexplained investment and the sale of land and others as unexplained receipts. The appeal filed by the group before CIT(A), Chennai was allowed in favour of the group with respect to the Investments received from the Holding Group. On the order of CIT(A),Chennai, the department has filed an appeal before Income Tax Appellate Tribunal and for the balance disallowance the group has filed a separate appeal before Income Tax Appellate Tribunal, Chennai. Honorable Income Tax Appellate Tribunal, Chennai has set aside the order of Assessing officer to redo the assessment with regards to appeal filed by the department.

   Aggrieved by the order passed by Income Tax Appellate Tribunal, Chennai, group has filed an appeal before Honorable High Court of Madras and it has admitted the case and stayed the proceeding of the order of Income Tax Appellate Tribunal and the appeal filed by the group has dismissed by Income Tax Appellate Tribunal.

   Further upon the dismissal made by ITAT, Chennai, the AO has initiated penalty proceedings and issued demand notice amounting to Rs. 1276.58 lakhs, which was disputed before CIT(A), Chennai. During the year, Learned CIT(A) has dismissed the appeal.

   Aggrieved, by the order passed by Learned CIT (Appeals), group filed the appeal before Honorable Income Tax Appellate Tribunal, Chennai (ITAT). Since the quantum for the issues is already admitted by the Honorable High Court of Madras, ITAT deemed fit to grant stay of recovery of demand till the disposal of the appeal.

   b. **Assessment Year 2009-10:** The re-assessment proceeding u/ 148 of Income tax Act 1961 was initiated on the grounds of disallowance of Interest expenditure and Depreciation on Plant and Machinery. Consequently, the order was passed with a demand of Rs. 13.24 lakhs. Aggrieved by the order the group has disputed the demand with Income Tax Appellate Tribunal, Chennai. Further the group has filed the rectification petition u/s. 154 with the Assessing officer, consequent upon which, the aforesaid demand shall become Nil.

   c. **Assessment Year 2013-14:** The Assessing Officer has passed order disallowing the notional amount on Investments under section 14A of the Income tax Act, 1961 resulting in a demand of Rs. 493.43 lakhs for the AY 2013-14. Aggrieved by the order the group has disputed the demand with CIT – Appeals, Chennai. Further the group has filed the rectification petition u/s. 154 with the Assessing officer, consequent upon which, the aforesaid demand shall become Nil.

   Based on the issues and circumstances in consideration for the above cases and based on the expert advice the group is confident of success, hence no provision for the disputed amounts was provided in the books.

   d. The company was inspected under section 206 of the Companies Act 2013 in January 2016 and the company received the letter dated 22nd July 2017, from the Inspecting officer asking the company to explain the non-compliance of Sec.193(1), 209, 211, 372A of the Companies Act 1956 & Sec.118(1), 129, 134 (4), 197 and 203 of the Companies Act 2013. The company replied on 03rd October, 2017 and furnished all the required details and explanations.

Subsequently on 22nd March 2019, the company received Show Cause notices and adjudication for Sec.118, 134(4) (of 2013 Act) and 193(1) (of 1956 Act), the company has replied with details in April 2019. Assistant Registrar of Companies (AROC) issued letter dated 29th April 2019 for filing compounding application and the company is in the process of completing the same with Regional Director, Southern Region.

2. Picturehouse Media Limited

The Principal Commissioner of CGST and Central Excise has passed an order in 2017 for the Financial Years 2011-12 to 2014-15 with regard to the Service Tax on the perpetual sale of various copyrights, demanding a sum of Rs. 802.33 lakhs and penalty of Rs. 802.43 lakhs. This is a Film Industry's issue and most of the producers have gone for appeal. Aggrieved by the order, the Company has disputed the demand with Honourable Customs, Excise and Service Tax Appellate Tribunal (CESTAT) by paying the required Deposit of Rs. 60.18 lakhs, which is shown under Non-Current Assets.

In continuation of above Show Cause Notice, during the year Additional Commissioner of CGST and Central Excise passed another order for the Financial year 2015-16, 2016-17 and 2017-18 (Till June 2017) on the same grounds demanding a sum of Rs. 155.42 lakhs and penalty of Rs. 15.64 lakhs and further passed an order demanding a sum of Rs. 117.59 lakhs for the Financial year 2015-16 without allowing CENVAT credit.

Aggrieved by the orders, the Company has disputed all the demands with Learned Commissioner of CGST and Central Excise. The management believes that it is a good case and accordingly no provision has been made in the books of accounts.

3. PVP Corporate Parks Private Limited

a. **Assessment Year 2010-11:** The Income tax officer has passed assessment order dated 29.03.2013 under section 143(3) for which raised demand of Rs. 793.30 Lakhs. The Hon'ble Income Tax Appellate Tribunal (Income Tax Appellate Tribunal), Chennai Bench has dismissed the Appeal and the same is disputed before Hon'ble High Court of Madras. Out of the demand a sum of Rs. 633.42 Lakhs has been recovered by Income tax authorities from the parent company in earlier years, which has been shown under current assets. Further, during the year, Hon'ble Madras High Court has stayed the operation of the Order of Income Tax Appellate Tribunal subject to payment of Rs. 50 Lakhs. The same has been paid during the year.

b. The additional commissioner of service tax has passed an order dated 04.01.2003 for the period 01.04.2009 to 31.03.2010, demanding a sum of Rs. 8.84 Lakhs and penalty Rs. 8.84 Lakhs. The Commissioner Appeals has rejected the Appeal and the same is disputed before Customs, Excise, and Service Tax Appellate Tribunal, Chennai. A sum of Rs. 0.88 Lakhs has been paid pending dispute which is shown under Current Assets.

4. PVP Global Venture Private Limited

PVP Global Ventures Pvt. Ltd. (PVP Global), Mr. Prasad V. Potluri and PVP Ventures Ltd (PVP) received Orders from Adjudicating Officer dated 27th March, 2015 for non-compliance of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and SEBI (Prohibition of Insider Trading) Regulations, 1992. PVP Global, Mr. Prasad V. Potluri and PVP filed appeals before the Securities Appellate Tribunal (SAT) vide Appeal No. 356 and 357 of 2015 challenging the orders of Adjudicating Officer.

SAT vide order dated 20th June, 2018 reduced the penalty of Rs. 1,530 lakhs on Mr. Prasad V. Potluri to Rs. 515 Lakhs, upheld the penalties of Rs. 1,500 lakhs imposed on PVP Global and Rs. 15 Lakhs on PVP. Hence, miscellaneous Applications No.180 and 181 dated 2nd July 2018 were filed before the Honorable SAT for staying its order for which the SAT granted 6 weeks' time to appeal with Honorable Supreme Court. Also on 6th July 2018, as Security, the appellants deposited Original Title deeds of Land valuing more than Rs. 30 Crores, held by its subsidiaries for realization and payment of the aforesaid demand. Civil appeal No.9092 dated 16th August 2018, was filed before the Honorable Supreme Court, which was dismissed on 14th September, 2018, and the SAT Orders were upheld.

A demand was raised by the Recovery Officer, SEBI, Vide No.1770, 1771 and 1772 dated 26th October, 2018 with Interest from, 27th March, 2015, the date of order from Adjudicating Officer. The appellants filed review petitions before the Honorable SEBI/SAT, Mumbai on 10th November 2018 and 21st November, 2018, stating technical and legal reasons, that the final SAT order was dated 20th June 2018, whereas the Interest was calculated since 2015 and the orders dated 27th March 2015 and 28th June 2018 are silent on levy of interest.

SEBI initiated attachment proceedings on 19th November, 2018 of the Demat Accounts and Bank accounts of the three appellants. The holding group, PVP Ventures Ltd. paid Rs. 15 lakhs and disputed interest of Rs. 6.46 lakhs on 07th December 2018 and the freezing of accounts was lifted for PVP Ventures Ltd. SAT, dismissed the group's appeal on interest in April 2019 and the Group is in the process of filing further appeal with the Honorable Supreme Court. The Group has received an order from Securities and Exchange Board of India (SEBI) imposing a penalty of Rs. 15 crores for the Group and further penalty of Rs. 15 crores for Prasad V. Potluri as Promoter Director of the Group towards alleged violation of Prohibition of Insider Trading (PIT) regulations during 2009. Aggrieved by the said orders, the Group has filed an appeal challenging the impugned orders before the Securities Appellate Tribunal (SAT). Considering the facts and circumstances of the issues, the Group is hopeful of succeeding in the appeal, provisions has not been made in the books of accounts.

5. **Others**

The shares of the Group are listed in Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). The Board had a Woman director till March 2017 and subsequent to the resignation, a new Woman Director was appointed on 05th December, 2018. During the year, the group received notice for delayed compliance of appointment of Women Director in the Board of Directors as per Regulation 17(1) and Constitution of Nomination and Remuneration Committee as per Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 ("SEBI LODR") imposing penalty of Rs. 12.97 lakhs by NSE and Rs. 20.56 lakhs by BSE.

Aggrieved by the penalty, the group filed an application under Regulation 102 of SEBI LODR with SEBI, for granting exemption from penalty for delayed compliance of SEBI LODR. However, SEBI dismissed the application vide letter dated 26th April, 2019.

Aggrieved by the aforesaid letter from SEBI dismissing the application, the Group is contemplating to file an appeal with the Securities Appellate Tribunal (SAT) and the management believes that it has a good case and accordingly no provision has been made in the books of accounts.

26.13 Lease Rentals

The Group has entered into operating lease agreements for office premises and an amount of Rs. 145.45 lakhs (2018: Rs. 100.84 lakhs) paid under such agreement have been charged to statement of Profit and Loss.

The details with regard to operating lease obligations are as under. (Rs. in Lakhs)

Particulars	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
Due within 1 year from the Balance Sheet date	129.12	151.09
Due between 1 and 5 years	397.20	344.60
Due after 5 years	Nil	170.72

26.14 During the year, the group has accounted provision for doubtful debts amounting to Rs. 548.04 lakhs against debtors and Rs. 58.89 lakhs against advances given to parties.

26.15 The Group applied with stock exchanges for merger with its subsidiaries by way of a Scheme of Amalgamation cum Arrangement. The group could not continue with the merger process and the aforesaid application was closed by the Stock Exchanges.

26.16 Picturehouse Media Private Ltd, a Wholly-Owned Subsidiary, incorporated in Singapore had submitted an application to the Accounting and Corporate Regulatory Authority of Singapore ("ACRA") to strike off from the register of companies. Picturehouse Media Private Ltd, Singapore has been officially struck off and dissolved with effect from 5th November, 2018. The Voluntary Strike off of the above dormant subsidiary does not have any material impact on the group.

26.17 During the year, PVP Global Ventures Pvt Ltd has acquired the 100% shares of 2 Companies i.e, Arete Real Estate Developers Pvt Ltd and Expressions Real Estate Development Pvt Ltd to expand the real estate business vertical. The aforesaid companies have become the Wholly Owned Subsidiary of PVP Global Ventures Pvt Ltd with effect from 2nd June, 2018.

Consequently, the aforesaid subsidiaries have been consolidated for the first time as at 31st March, 2019 and hence the current year figures are not comparable with the previous year figures.

26.18 Micro, Small and Medium Enterprises (MSME)

The Group has not received any intimation from suppliers, regarding their status, under Micro, Small and Medium Enterprises Development Act, 2006 and hence the required disclosures such as amounts unpaid as at the yearend together with interest paid/payable as required under the said Act have not been given.

26.19 Earnings per Share (EPS)

Particulars	Refer	Year ended 31st March, 2019	Year ended 31st March, 2018
Nominal Value of Equity Shares (Rs. per Share)	A	10	10
Weighted average number of Equity Shares outstanding during the period	B	24,39,62,466	24,39,62,466
Profit/(Loss) after Taxes After Exceptional items (Rs. in Lakhs)	C	(11,628.61)	(6,206.49)
Earnings Per Share – Basic and diluted	C*100000/B	**(4.77)**	**(2.54)**

Summary of significant accounting policies and other explanatory information to the Consolidated Financial Statements for the year ended 31st March 2019

26.20 Deferred Tax

Deferred tax asset has not been recognised in respect of the following items: (Rs. in Lakhs)

Particulars	31st March 2019		31st March 2018	
	Gross Amount	Unrecognised tax effect	Gross Amount	Unrecognised tax effect
Deductible temporary differences	17,917.90	4,658.65	4,857.04	1,262.83
Unabsorbed Business loss	3,907.63	1,015.99	7,174.67	1,865.41
Effect on expenses not allowed for tax purpose in the previous year	14.95	3.89	-	-
Total	**21,840.48**	**5,678.53**	**12,031.71**	**3,128.24**

Considering the principles of prudence, the above deferred tax asset has not been recognised as at 31.03.2019.

26.21 Income tax Expenses

Income tax expense in the statement of profit and loss comprises: (Rs. in Lakhs)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
Current Tax	-	13.66
Adjustments of current year tax of prior years	3.15	74.47
MAT Credit	-	(13.66)
Net Tax	**3.15**	**74.47**
MAT Credit reversals / (for earlier years)	-	83.34
Deferred Tax	-	-
Total Income tax expenses	**3.15**	**157.81**

Particulars	31st March 2019	31st March 2018
Profit/(Loss) from the operation before income tax expenditure	(11,628.61)	(6,048.68)
Adjustment on account of Ind As 115	675.24	
Less: Profit/(loss) from the operation of foreign subsidiary	(1.27)	1.19
Add: Intercompany eliminations	921.92	(139.42)
Net Profit/(Loss) from the operation before income tax expenditure	**(13,224.50)**	**(6,186.91)**
Applicable Income tax rate	26.00%	26.00%
Tax effect at statutory income tax rate	(3,438.37)	(1,608.60)
Effect of expenses not allowed for tax purpose	888.08	73.05
Effect of unrecognised deferred tax	2,550.29	1,810.93
Income tax related to earlier years	3.15	(187.25)
MAT Credit	-	(13.66)
MAT Credit reversals / (for earlier years)	-	83.34
Income tax expenses charged to the statement of profit and loss	3.15	**157.81**

26.22 Disclosure in Accordance with Ind AS -24 Related Party Transactions

a) List of Related parties where control exists:

Name of the person/ group	Nature of Relationship
Platex Limited (PL)	Holding Company
Mr. Prasad V. Potluri, Chairman and Managing Director	Key Managerial Persons
Mr. N S Kumar, Independent Director	
Mr. R Nagarajan, Independent Director	
Mrs. P.J Bhavani, Non-Executive Director *	
Mrs. Jhansi Sureddi	Relatives to Key Managerial Persons
Bruma Properties Private Limited (BPPL)	Enterprises where KMP exercise significant influence

*Appointed with effect from 05th December, 2018.

b) Summary of transactions with the related parties during the year ended 31st March, 2019 (Rs. in Lakhs)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Enterprises where KMP exercise significant influence		
Bruma Properties Private Limited	35.00	35.00
Sitting Fees paid to Directors		
Mr. N S Kumar	3.35	3.13
Mr. R Nagarajan	3.35	3.13
Mrs. P.J Bhavani	0.20	-

Compensation of Key Managerial Personnel of the Group (Rs. in Lakhs)

Particulars	31st March, 2019	31st March, 2018
(a) Short-term employee benefits	*12.00	39.00
(b) Post employee Benefits	-	-
(c) Other Long term Benefits	-	-
(d) Termination benefits	-	-
(e) Share - Based Payment	-	-

*The company is overdue in repayment of dues to Non-Convertible Debenture (NCD) Holders, hence the remuneration was paid only for 3 months i.e., Apr, May and June 2018 in accordance with provisions of Section 197 of The Companies Act, 2013.

26.23 Gratuity and other post-employment benefit plans

Defined Benefit Plan - Gratuity (Rs. in Lakhs)

Gratuity	31st March, 2019	31st March, 2018
Gratuity Plan:		
Defined benefit obligation (DBO)	(31.15)	(34.03)
Fair value of plan assets (FVA)	-	-
Net defined benefit (asset)/liability	**(31.15)**	**(34.03)**

The following table summaries the components of net benefit expense recognised in the statement of profit or loss/OCI and amounts recognised in the balance sheet for defined benefit plans/obligations:

Net employee benefit expense (recognized in Employee Cost) for the year ended 31st March, 2019

Particulars	2018-19	2017-18
Current Service Cost	7.77	10.19
Net Interest Cost	2.63	2.08
	10.40	**12.27**

Amount recognised in Other Comprehensive Income for the year ended 31st March, 2019

Particulars	2018-19	2017-18
Actuarial (gain)/loss on obligations	(13.28)	(6.03)

Changes in the present value of the defined benefit obligation for the year ended 31st March, 2019 are as follows:

Particulars	2018-19	2017-18
Opening defined obligation	34.03	27.78
Current service cost	7.77	10.19
Interest cost	2.63	2.08
Actuarial (gain)/loss - experience	-	-
Actuarial (gain)/loss - demographic & Financial assumptions	(13.28)	(6.03)
Benefits paid	-	-
Actuarial (gain)/loss on obligations	-	-
Defined benefit obligation	**31.15**	**34.03**

The principal assumptions used in determining gratuity obligation for the Group's plans are shown below:

Particulars	Gratuity	
	31st March, 2019	31st March, 2018
Discount rate (in %)	7.65%	7.72%
Salary Escalation (in %)	7.50%	7.50%

A quantitative sensitivity analysis for significant assumption as at 31 March 2019 is as shown below:

Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The result of sensitivity analysis is given below:

A quantitative sensitivity analysis for significant assumption as at 31 March 2019 is as shown below: (Rs. in Lakhs)

Particulars	31-Mar-19		31-Mar-18	
Defined Benefit Obligation (Base)	31.15		34.03	
(% change compared to base due to sensitivity)	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	33.68	28.96	36.83	31.61
Salary Growth Rate (- / + 1%)	25.91	37.57	28.00	41.47
Attrition Rate (- / + 1%)	28.84	33.23	31.36	36.44
Mortality Rate (- / + 1%)	31.10	31.20	33.98	34.08

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The following payments are expected contributions to the defined benefit plan in future years:

Particulars	31st March, 2019	31st March, 2018
Within the next 12 months (next annual reporting period)	10.87	4.81

Compensated Absences

The employees of the Group are entitled to compensate absence. The employees can carry forward a portion of the unutilized accrued compensated absence and utilize it in future periods or receive cash compensation at retirement or termination of employment for the unutilized accrued compensated absence. The group records an obligation for compensated absences in the period in which the employee renders the services that increase this entitlement. The Group measures the expected cost of compensated absence as the additional amount that the Group expects to pay as a result of the unused entitlement that has accumulated at the balance sheet date based on the Actuarial certificate.

Defined Contribution Plan

Eligible employees receive benefits under the provident fund which is a defined contribution plan. These contributions are made to the funds administered and managed by the Government of India. The group recognised Rs. 2.12 lakhs (previous year 3.17 lakhs) for provident fund contribution in the statement of profit or loss account.

26.24 Disclosure of interest in Material Subsidiaries

Name of the Company	Principal place of business	Principal activities of Business
Picturehouse Media Limited	India	Movie production and related activities
PVP Capital Limited	India	Movie financing activities
New Cyberabad City Projects Private Limited	India	Real Estate Activities

Summary of significant accounting policies and other explanatory information to the Consolidated Financial Statements for the year ended 31st March 2019

In respect of Picturehouse Media Limited and PVP Capital Limited:

Particulars	As at 31st March 2019	As at 31st March 2018
Ownership interest held by the Group	49.55%	51.46%
Non-Controlling interest	50.45%	48.54%

During the year, UCO Bank Ltd invoked the 10 lakhs pledged shares of Picturehouse Media Ltd held by PVP Ventures Ltd. Consequently, the total investments of 51.46% in Picturehouse Media Ltd held by PVP Ventures Ltd along with its subsidiaries has reduced to 49.55%.

PVP Ventures Ltd along with its subsidiaries has less than a majority of voting rights (49.55%) on Picturehouse Media Ltd but still holds control over the management. Hence the Financial statements of Picturehouse Media Ltd along with its subsidiaries are consolidated while preparing the Consolidated Financial Statements as on 31st March, 2019 in compliance with Sec. 2(87) of the Companies Act, 2013.

In respect of New Cyberabad City Projects Private Limited:

Particulars	As at 31st March 2019	As at 31st March 2018
Ownership interest held by the Group	80.99%	80.99%
Non-Controlling interest	19.01%	19.01%

The summarised separate financial information of subsidiary is as below: (Rs. in Lakhs)

Balance Sheet	Picturehouse Media Limited		PVP Capital Limited		New Cyberabad City Projects Limited	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Non-Current Assets	3,051.39	3,231.96	0.03	0.03	0.71	0.81
Current Assets	9,693.73	9,361.74	7,960.70	16,293.22	25316.70	25316.94
Total Assets	**12,745.12**	**12,593.70**	**7,960.73**	**16,293.25**	**25317.41**	**25317.75**
Non-Current Liabilities	7,877.92	5,820.10	0.57	1,908.52	-	-
Current Liabilities	3,013.33	3,858.46	16325.04	14,039.67	7.24	5.31
Total Liabilities	**10,891.25**	**9,678.56**	**16,325.61**	**15,948.19**	**7.24**	**5.31**
Total Equity	**1,853.87**	**2,915.14**	**(8,364.88)**	**345.06**	**25310.17**	**25312.44**

Profit & Loss account: (Rs. in Lakhs)

Particulars	Picturehouse Media Limited		PVP Capital Limited		New Cyberabad City Projects Limited	
	2018-19	2017-18	2018-19	2017-18	2018-19	2018-19
Total Income	637.38	2,367.11	177.55	816.45	-	-
Profit /(Loss) for the year	(1,067.49)	(502.71)	(8,711.16)	(4,726.17)	(6.97)	(5.88)
Other comprehensive income	6.22	2.10	1.22	3.72	-	-
Total comprehensive Income	(1,067.27)	(500.61)	(8,709.94)	(4,722.45)	(6.97)	(5.88)

Summarised Cash flow: (Rs. in Lakhs)

Particulars	Picturehouse Media Limited		PVP Capital Limited		New Cyberabad City Projects Limited	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Cash flows from Operating activities	(1,630.85)	169.22	1,666.25	(17054.09)	(4.94)	(4.11)
Cash flows from Investing activities	326.25	57.85	-	-	-	-
Cash flows from Financing activities	1,256.84	(199.79)	(1.667.46)	1,734.55	4.70	4.10
Net Increase in Cash and Cash Equivalents	(47.76)	27.28	(1.21)	(15319.54)	(0.24)	(0.01)

26.25 Financial Instruments

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized, in respect of each class of financial asset and financial liability are disclosed.

Financial assets and liabilities

The carrying value of financial instruments by categories is as follows: *(Rs. in Lakhs)*

Particulars	Amount as on 31st March, 2019	Amount as on 31st March, 2018
Financial assets:		
Fair value through Profit or Loss		
Investments	930.39	1,071.14
Investments carried at cost	2,368.97	3,316.52
Amortised Cost		
Cash and cash equivalents	51.66	1.61
Bank balance other than cash and cash equivalents	129.01	129.26
Trade Receivables	162.90	1,267.61
Loans	9,508.18	14,984.36
Other Financial Assets	1,744.92	2,035.87
Financial liabilities:		
Fair value through Profit or Loss		
Borrowings	145.26	126.87
Amortised Cost		
Borrowings	36,847.18	34,760.43
Trade Payables	196.66	440.74
Other Financial Liabilities	7,307.68	4,341.55

The carrying amounts of all financial assets and liabilities appearing in the financial statements are reasonable approximation of fair values.

26.26 Financial risk management objectives and policies

The Group's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support the Group's operations. The Group's principal financial assets comprise investments, cash and bank balance, trade and other receivables.

The Group is exposed to various financial risks such as market risk, credit risk and liquidity risk. The group's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

i) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. The financial instruments affected by market risk includes investment, has been discussed below.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The group's exposure to the risk of changes in market interest rates relates primarily to the group's Long Term borrowings of the company bearing floating interest rates. The Company constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost.

The group`s exposure to interest rate risk relates primarily to interest bearing financial liabilities. Interest rate risk is managed by the company on an on-going basis with the primary objective of limiting the extent to which interest expense could be affected by an adverse movement in interest rates.

Sensitivity Analysis

An Increase / Decrease of 100 basis points in interest rate at the end of the reporting period of the variable financial instruments would (Decrease) / Increase profit after taxation for the year by the amounts shown below. This analysis assumes all other remain constant.

Profit / (Loss) After taxation

(Rs. in Lakhs)

Particulars	31st March 2019	31st March 2018
Financial liabilities – Borrowings		
+1% (100 basis points)	74.92	99.76
-1% (100 basis points)	(74.92)	(99.76)

There are no hedging instruments to mitigate this risk.

b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The group does not undertake transactions denominated in foreign currencies, consequently group activities does not expose to exchange rate fluctuations arise.

c) Equity price risk

The group's listed and non-listed equity securities are not susceptible to market price risk arising from uncertainties about future values of the investment securities. Hence the group does not bear significant exposure to Equity price risk in investment in subsidiaries.

ii) Credit risk

Credit risk is the risk that counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The group is exposed to credit risk from its operating activities (primarily for trade receivables, loans and other financial assets).

Credit risk related to financial services business:

The following table sets out information about credit quality of loan assets measured at amortised cost based on the months past due information. The amount represents gross carrying amount.

(Rs. in Lakhs)

Particulars	FY 2018-19	FY 2017-18
Gross carrying value of loan assets		
Neither Past due nor impaired	-	-
Past Due but not impaired	-	-
1 month past due	-	-
2-3 months past due	15,497.33	15,497.33
Impaired (above 3 months)	(9,298.40)	(3,099.47)
Total Gross carrying value as at reporting date	**6,198.93**	**12,397.87**

Credit risk related to Financial Loans:

Financial services business has a comprehensive framework for monitoring credit quality of its film production based on the status of the film production. Repayment by film producers and portfolio is tracked regularly and required steps for recovery is taken through follow ups and legal recourse.

The Group applies the simplified approach for providing expected credit losses prescribed by Ind AS 109, which permits the use of lifetime expected loss provision for all loans & advances. The group has computed expected credit losses based on the current information of the borrowers and status of the film production.

The Group has adopted a policy of only dealing with creditworthy counter parties and obtaining sufficient collateral,where appropriate, as a means of mitigating the risk of financial loss from defaults. The exposure is continuously monitored.

The nature of collateral security is in the form of personal guarantee of the borrowers. Further this personal guarantees backed up with the list of immovable properties held by the borrower with the original title deeds.

The maximum exposure to credit risk of loans and advances is their carrying amount. The maximum exposure is before considering both the effect of mitigation through collateral security.

Trade Receivables

The group's credit risk with regard to trade receivables has a high degree of risk diversification, due to large number of projects of varying sizes and types with numerous different customer categories.

Customer credit risk is managed by requiring customers to pay advances through progress billings done by developer before transfer of ownership, therefore substantially eliminating the group's credit risk in respect.

During the year, the group has accounted provision for doubtful debts amounting to Rs. 548.04 lakhs against debtors.

Credit risk on cash and cash equivalents is considered to be minimal as the counter parties are all substantial banks with high credit ratings.

iii) Liquidity risk

Liquidity risk is the risk that the group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The group's management is responsible for liquidity, funding as well as settlement management. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The table below provides details regarding the contractual maturities of Financial Liabilities: (Rs. in Lakhs)

Particulars	On demand	Less than 1 year	1-5 years	More than 5 years	Total
As at 31st March 2019					
Borrowings	50.00	12,582.88	24,359.56	-	**36,992.44**
Trade payables	-	196.66	-	-	**196.66**
Interest accrued	-	7,237.40	-	-	**7,237.40**
Other Financial Liabilities	-	70.28	-	-	**70.28**
Total	**50.00**	**20,087.22**	**24,359.56**	**-**	**44,496.78**

(Rs. in Lakhs)

Particulars	On demand	Less than 1 year	1-5 years	More than 5 years	Total
As at 31st March 2018					
Borrowings	50.00	14,754.40	20,082.90	-	**34,887.30**
Trade payables	-	440.74	-	-	**440.74**
Interest accrued	-	4,248.79	-	-	**4,248.79**
Other Financial Liabilities	-	92.76	-	-	**92.76**
Total	**50.00**	**19,536.69**	**20.082.90**	**-**	**39,669.59**

26.27 Capital Management

For the purpose of the group's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the group. The group strives to safeguard its ability to continue as a going concern so that they can maximize returns for the shareholders and benefits for other stake holders. The aim is to maintain an optimal capital structure and minimize cost of capital.

The Group monitors capital using the debt-equity ratio, which is net debt divided by total equity. The Group includes within net debt, interest bearing loans and borrowings less cash and cash equivalents, Bank balance other than cash and cash equivalents.

(Rs. in Lakhs)

Particulars	As at 31st March 2019	As at 31st March 2018
Borrowings	36,992.44	34,887.30
Cash & Cash Equivalents	(51.66)	(1.61)
Bank Balances other than Cash & Cash Equivalents	(129.01)	(129.26)
Net Debt	**36,811.77**	**34,756.43**
Total Equity	**9,075.41**	**22,221.83**
Debt Equity Ratio	**4.06**	**1.56**

26.28 Acquisition of Arete Real Estate Developers Private Limited and Expression Real Estate Developers Private Limited

a) During the year, PVP Global Ventures Private Limited (WOS of PVP Ventures Limited) acquired 100% shareholding interest in Arete Real Estate Developers Private Limited (hereinafter referred as Arete) and Expression Real Estate Developers Private Limited (hereinafter referred as Expression).

Arete Real Estate Developers Private Limited and Expression Real Estate Developers Private Limited are into real estate sector and have its place of business in Hyderabad, India.

The acquisition is expected to provide greater expansion to the group creating synergies in real estate sector which offers many advantages.

b) Details of Purchase Consideration (Rs. in Lakhs)

Particulars	Arete	Expression
Cash	1.00	1.00
Total Purchase Consideration	**1.00**	**1.00**

c) The fair value of assets and liabilities recognised as a result of the acquisition are as follows: (Rs. in Lakhs)

Particulars	Arete	Expression
Assets		
Other Non Current Assets	1794.00	1770.00
Loans – Financial Assets	97.26	61.42
Cash and Cash Equivalents	0.09	0.70
Total Assets	**1891.35**	**1832.12**
Liabilities		
Short Term Borrowings	24.74	216.01
Trade Payables	0.58	0.58
Equity Component of Group Entities – Other Equity	1,959.73	1,637.57
Total Liabilities	**1,985.05**	**1,854.16**
Net Identifiable assets acquired	(93.68)	(22.04)

d) Calculation of Goodwill (Rs. in Lakhs)

Particulars	Arete	Expression
Fair Value of Consideration	1.00	1.00
Less: Net identifiable assets acquired	(93.68)	(22.04)
Goodwill	94.68	23.04

The above goodwill generated on account of acquisition is written off in the books of accounts in the year of acquisition.

e) Acquired Loan Receivables

As on the date of acquisition, gross contractual amount of loans were Rs. 97.26 Lakhs (for Arete) and Rs. 61.42 Lakhs (for Expression) against which no provision has been considered since fair value of the acquired receivables are equal to carrying value as on the date of acquisition.

f) Acquisition related costs:

Acquisition costs of Rs. Nil were charged to Consolidated Statement of Profit and Loss under the head - Other Expenses.

26.29 Segment Reporting

Operating Segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The Group is engaged in Real Estate/Urban Infrastructure, Media Production and Movie Financing related activities. These are reportable segments for the year. Entire Operations of the Group is only in domestic hence reportable geographical segment does not arise except for one step down subsidiary of PHML Singapore which does not warrant geographical segment reporting. Segment wise income, expenses, assets and liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter-segment revenue is accounted on the basis of cost plus margins. Revenue, expenses, assets and liabilities which relate to the Group as a whole and are not allocable to segments on reasonable basis have been included under “unallocated revenue/expenses/assets/liabilities”.

Ind AS 108 establishes standards for the way that public business enterprise report information about operating segments and related disclosures.

The segment revenue, segment expenses, segment assets and segment liabilities include respective amounts identifiable to each of the segment and also amounts allocated on a reasonable basis

No changes were made in the objectives, policies or processes for managing capital during the years ended 31st March 2019 and 31st March 2018.

(Rs. in Lakhs)

	Particulars	31st March 2019	31st March 2018
1	**Segment Revenue**		
	Real Estate	3,080.48	2,839.18
	Media Production & Finance related activities	641.51	2,974.29
	Others	-	-
	Unallocable Income	8.48	81.72
	Total	**3,730.46**	**5,895.19**
2	**Segment profit/(loss) before finance and tax**		
	Real Estate	1,906.64	2,090.21
	Media Production & Finance related activities	(6,433.18)	(2,176.30)
	Others	-	-
	Eliminations	921.84	139.42
	Unallocable Expenditure	(683.46)	(1,016.83)
	Segment profit/(loss) before finance and tax	(4,288.16)	(963.50)
	Less Finance Cost	(5,919.91)	(5,085.18)
	Loss before exceptional items and tax	**(10,208.07)**	**(6,048.68)**
	Exceptional Items		
	- Real Estate	(725.00)	
	- Others	2,145.53	-
	Loss before tax	**(11,628.61)**	**(6,048.68)**
3	**Segment Assets**		
	Real Estate	1,18,141.59	91,564.18
	Media Production & Finance related activities	16,424.05	22,323.28
	Others		
	Unallocable Assets	20,433.28	43,144.64
	Eliminations	-88,059.30	**-84,211.91**
	Total	**66,939.63**	**72,820.19**
4	**Segment Liabilities**		
	Real Estate	30,134.69	29,180.37
	Media Production & Finance related activities	25,462.23	21,588.05
	Others		
	Unallocable Assets	3,277.58	841.16
	Eliminations	-1,010.29	-1,011.22
	Total	**57,864.22**	**50,598.36**

Summary of significant accounting policies and other explanatory information to the Consolidated Financial Statements for the year ended 31st March 2019

26.30 Financial information pursuant to Schedule III of Companies Act, 2013: (Rs. in Lakhs)

Name of the Entity	Net Assets(Total assets less total liabilities)		Share in profit or loss		Share in other comprehensive income (OCI)		Share in total comprehensive income	
	As at 31st March 2019		Year ended 31st March 2019		Year ended 31st March 2019		Year ended 31st March 2019	
Holding Company								
PVP Ventures Limited	268.48%	62383.78	0.45%	-39.53	13.27%	1.32	0.44%	-38.21
Indian Subsidiaries								
PVP Media Ventures Private limited	1.75%	407.43	0.19%	-16.22	1644.12%	(163.59)	2.06%	-16.22
Safetrunk Services Private Limited	2.48%	576.74	0.46%	-40.6	0.00%	-	0.46%	-40.6
PVP Corporate Parks Private Limited	7.29%	1694.87	0.01%	-1.13	0.00%	-	0.01%	-1.13
New Cyberabad City Projects Private Limited	108.93%	25312.44	0.07%	-5.88	0.00%	-	0.07%	-5.88
PVP Global Ventures Private Limited	61.74%	14345.71	11.20%	-981.01	0.00%	-	11.21%	-981.01
Adobe Realtors Private Limited	-0.14%	-32.29	0.05%	-4.47	0.00%	-	0.05%	-4.47
Picturehouse Media Limited	12.55%	2915.13	5.74%	-502.7	21.11%	2.1	5.72%	-500.61
PVP Capital Limited	1.49%	345.07	53.96%	-4726.17	37.29%	3.71	53.98%	-4722.45
PVP Cinema Private Limited	-0.03%	-5.98	0.32%	-27.77	0.00%	-	0.32%	-27.77
Foreign Subsidiaries								
Picturehouse Media Private Limited, Singapore	0.01%	1.27	0.01%	-1.19	0.00%	-	0.01%	-1.19
Non Controlling Interest	4.37%	1014.5	29.13%	2551.64	28.34%	2.82	29.14%	-2548.82
* Consolidation Adjustments/ Eliminations	-368.92%	-85722.2	-1.60%	140.14	1644.12%	163.59	-3.47%	303.73
Total	100.00%	23236.28	100.00%	-8758.17	100.00%	9.95	100.00%	-8748.22

* Consolidation adjustments/Eliminations include intercompany eliminations.

26.31 Estimated amounts of contracts remaining to be executed on capital account and not provided for Rs. Nil (Previous Year – Rs. Nil).

As per our report of even date.

For Brahmayya & Co
Chartered Accountants
Firm Reg. No. 000511S

Sd/-
K. Jitendra Kumar
Partner
Membership No. 201825

Place : Chennai
Date : 30th May, 2019

For and on behalf of the Board of Directors

Sd/-
Prasad V. Potluri
Chairman & Managing Director

Sd/-
N.S. Kumar
Director

Sd/-
D. Krishnamoorthy
Chief Financial Officer & Company Secretary

Place : Chennai
Date : 30th May, 2019

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PVP Ventures Limited

Regd. Office: KRM Centre, 9th Floor, Door No.2, Harrington Road, Chetpet, Chennai - 600 031

Form No. MGT – 11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	**L72300TN1991PLC020122**
Name of the Company	PVP Ventures Limited
Registered Office	KRM Centre, 9th Floor, Door No.2, Harrington Road, Chetpet, Chennai – 600 031

Name of the Member(s): ______________________________

Registered Address: ______________________________

____

E-mail id: ______________________________

Folio No./Client Id: ______________________________

DP ID: ______________________________

I/We, being the member(s) of ....shares of the above named Company, hereby appoint:

1. Name: ______________________________

Address: ______________________________

Email Id: ______________________ Signature:_______________ or failing him/her.

as may/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Friday, September 27, 2019 at 10.00 a.m. at Sri P. Obul Reddy Hall, Vani Mahal, No. 103, G N Road, T. Nagar, Chennai, Tamil Nadu – 600 017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote*	
		For	Against
Ordinary Business:			
1	Consider and adopt audited Financial Statements, Reports of the Board of Directors' and Auditors' thereon for the financial year ended March 31, 2019		
2	To ratify appointment of M/s. Brahmayya & Co. as statutory auditors and fix their remuneration		
Special Business:			
3	To re-appoint Mr. Prasad V. Potluri as Chairman & Managing Director of the Company		
4	Appointment of Mr. Sohrab Chinoy (DIN: 03300321) as an Independent Director of Company		
5	Appointment of Mrs. Sai Padma Potluri (DIN: 01683528) as Woman Executive Director of Company		
6	Reappointment of Mr. N S Kumar as an Independent Director of the Company.		

Signed this...day of 2019

Signature of Shareholder...

Signature of Proxy holder(s)...

Notes:

1. The proxy duly completed should be deposited at the Registered Office of the Company not less than 48 hours (forty eight hours) before the time fixed for holding the meeting.
2. A proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. * This is only optional. Please put 'X' in the appropriate column against the resolution indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

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PVP Ventures Limited

CIN: L72300TN1991PLC020122

Regd. Office: KRM Centre, 9th Floor, Door No.2, Harrington Road, Chetpet, Chennai - 600 031

ATTENDANCE SLIP

I hereby record my presence at the **28th Annual General Meeting** of the Company being held on Friday, September 27, 2019 at 10.00 a.m. at Sri P. Obul Reddy Hall, Vani Mahal, No. 103, G N Road, T. Nagar, Chennai, Tamil Nadu – 600 017.

Name of the Shareholder : ____________________

Name of the Proxy : ____________________

Signature of member/proxy : ____________________

Regd. Folio/*Client ID : ____________________

*Applicable for members holding shares in electronic form

Note: To be signed and handed over the entrance of the meeting venue.

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KRM Centre, 9th Floor, Door No. 2, Harrington Road, Chetpet, Chennai - 600031.
T: +91 44 3028 5570 E: investorrelations@pvpglobal.com