

Date: August 24 , 2023

To

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001
Mumbai-400001
Scrip Code – 517556

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E) Mumbai – 400051
Symbol: PVP

Dear Sir/Madam,

Sub: Outcome of the Board Meeting held on 24th August, 2023 & Disclosure Under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, we would like to inform that the Board at its meeting held today i.e. 24th August, 2023 inter-alia has approved the following matters:

a. Acquisition of 100% stake of Humain Healthtech Pvt Ltd

The board has approved the acquisition of 10,000 equity shares ("Purchase Shares") of Rs.10/- of Humain Healthtech Pvt Ltd for a consideration of Rs.22,49,60,000 ("Total Consideration"). The consideration payable shall be partly discharged by way of issue and allotment of 1,29,00,000 equity shares of the company ("Subscription Shares") having face value of Rs.10/- each, at a price not less than the price determined in accordance with Chapter V of the SEBI Regulations ("Share Consideration"), and the remaining being paid as cash ("Cash Consideration").

The acquisition of Purchase Shares shall be subject to such regulatory /statutory approvals as may be required under applicable laws including the approval of the shareholders of the Company for issuance of Subscription Shares on a preferential basis.

The disclosures as required under Regulation 30 of the Listing Regulations read with SEBI Circular on Continuous Disclosure Requirements (SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July, 2023) ,concerning the above acquisition of equity shares are enclosed as **Annexure I** to this letter.



PVP Ventures Ltd.

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CIN : L72300TN1991PLC020122

b. Issue of 1,29,00,000 equity shares of the Company on preferential basis for consideration other than cash.

Subject to the approval of the shareholders and such other regulatory or statutory approvals as may be required, the Board has approved the issuance of 1,29,00,000 equity shares of the Company having face value of Rs.10/-each, at a price ("Subscription Shares"), which shall not be less than the floor price as determined in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), for consideration other than cash (being swap of Purchase Shares of Humain Healthtech Pvt Ltd) towards the payment of the Purchase Consideration payable by the Company to Humain Healthtech Pvt Ltd, for the acquisition of Shares, in accordance with provisions of the Companies Act, 2013 and ICDR Regulations, as amended from time to time and other applicable laws and the agreement to be executed between the Company and Humain Healthtech Pvt Ltd in relation to the same.

The disclosures as required under Regulation 30 of the Listing Regulations read with SEBI Circular on Continuous Disclosure Requirements (SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13,2023),concerning the issue of equity shares on a preferential basis are enclosed as **Annexure II** to this letter.

c. Sale of PVP Media Ventures Pvt Ltd, wholly owned subsidiary of the company to PV Potluri Ventures Pvt Limited an entity belonging to the Promoter group.

The Company is entering into a share purchase agreement with PV Potluri Ventures Pvt Limited for transfer of entire equity shares being held by the company in its wholly owned subsidiary PVP Media Ventures Pvt Ltd ("PVPMVPL"). Therefore, upon completion of the aforesaid transfer, PVPMVPL would cease to be a subsidiary of the Company. Disclosure in terms of Regulation 30 of SEBI (LODR) Regulations, 2015 read with (SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July,2023) is attached as **Annexure III**.

d. Sale of PVP Global Ventures Pvt Ltd, wholly owned subsidiary of the company to PV Potluri Ventures Pvt Limited an entity belonging to the Promoter group.

The Company is entering into a share purchase agreement with PV Potluri Ventures Pvt Limited for transfer of entire equity shares being held by the company in its wholly owned subsidiary PVP Global Ventures Pvt Ltd ("PVPGVPL"). Therefore, upon completion of the aforesaid transfer, PVPGVPL would cease to be a subsidiary of the Company.



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Disclosure in terms of Regulation 30 of SEBI (LODR) Regulations, 2015 read with (SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July ,2023) is attached as **Annexure IV.**

e.Sale of 81% stake in New Cyberabad City Projects Pvt Ltd, material subsidiary of the company to Picturehouse Media Limited.

The Company is entering into a share purchase agreement with Picturehouse Media Limited for transfer of 81% of equity shares being held by the company in its material subsidiary New Cyberabad City Projects Pvt Ltd ("NCCPPL"). Therefore, upon completion of the aforesaid transfer, NCCPPL would cease to be a subsidiary of the Company.

Disclosure in terms of Regulation 30 of SEBI (LODR) Regulations, 2015 read with (SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July,2023) is attached as **Annexure V.**

f. Approval of Notice for Postal Ballot

Conducting postal ballot for seeking approval of the shareholders by way of special resolution for approval for issuance of the Securities, Acquisition and disinvestment.

The Board meeting commenced at 10.00 A.M and concluded at 12.45 P.M.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For PVP Ventures Limited

M Kumar
Company Secretary & Compliance Officer



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Annexure I

a. Acquisition of 100% stake of Humain Healthtech Pvt Ltd

Details with respect to acquisition of a Company as required under Regulation 30 Read with Schedule III of the Listing Regulations and SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July,2023:

S.NO	Particulars							
a)	Name of the target entity, in brief such as size, turnover, etc.	<p>Humain Healthtech Private Limited ("HHTPL")</p> <p>HHTPL was incorporated on 21-02-2019. The Company into the Healthcare industry .The last three years turnover in lacs;</p> <table border="1" data-bbox="885 863 1409 1045"> <thead> <tr> <th>2020 (Audited)</th> <th>2021 (Audited)</th> <th>2022 (Audited)</th> </tr> </thead> <tbody> <tr> <td>Rs. 19.25</td> <td>Rs. 989.33</td> <td>Rs.1977.85</td> </tr> </tbody> </table>	2020 (Audited)	2021 (Audited)	2022 (Audited)	Rs. 19.25	Rs. 989.33	Rs.1977.85
2020 (Audited)	2021 (Audited)	2022 (Audited)						
Rs. 19.25	Rs. 989.33	Rs.1977.85						
b)	Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/group companies have any interest in the entity being acquired. If yes nature of interest and details thereof and whether the same is done at "arm's length"	<p>Yes, the acquisition would fall within a related party transaction.</p> <p>Yes, the promoter/promoter group has interest in the entity being acquired.</p> <p>Humain Healthtech Private Limited is a Wholly Owned Subsidiary of PV Potluri Ventures Private Limited ("Previously known as PV Potluri Ventures LLP"). The major stake i.e 99.99% in PV Potluri Ventures Private Limited is owned by Mrs. Jhansi Sureddi, (Shareholder: promoter group) wife of</p>						



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		<p>Mr. Prasad V. Potluri, Chairman and Managing Director of the Company.</p> <p>The Promoters and Mrs. Jhansi Sureddi have an interest in transactions, to the extent of their shareholding in respective companies.</p> <p>The acquisition is done at 'arm's length' basis.</p>
c)	The industry to which the entity being acquired belongs	Healthcare Industry
d)	objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	<p>Objects:</p> <p>The Company is planning to foray into the Diagnostic Industry, considering the emerging opportunities available in the sector of Health care Industry and thus enhancing the value creation for all the stakeholders. The members in the last Annual General Meeting have altered the Memorandum of Association Company to include healthcare activities as an object to be pursued by the Company.</p> <p>Effects:</p> <p>The acquisition of the HHTPL will add a new vertical of Diagnostics Business to the Company.</p> <p>Post completion of the acquisition, the HHTPL will become the Wholly Owned Subsidiary of the Company</p>
e)	brief details of Buyer	PVP Ventures Limited a company engaged in real estate operation



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f)	any governmental or regulatory approvals required for the acquisition;	No, governmental or regulatory approval is required for the same.
g)	Indicative time period for completion of the acquisition	Subject to the necessary approvals of the regulator(s), as may be required, and subject to the shareholders' approval for issue of equity shares on preferential issue basis and the payment of the Cash Consideration, the acquisition is expected to be completed in the next 2 months from the current date.
h)	Nature of consideration (cash consideration or share swap and details of the same)	<p>Purchase consideration is Rs.22,49,60,000:</p> <p>Share Consideration: The share consideration shall be discharged by way of issue and allotment of 1,29,00,000 (One Crore Twenty Nine Lakhs) equity shares of INR 10/- each of PVP Ventures Limited, at a price determined in terms of Regulation 164(1) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018("Share Consideration").</p> <p>Cash Consideration: The difference between the Purchase Consideration and Share Consideration shall be paid in cash. ("Cash Consideration")</p>
i)	cost of acquisition and or the price at which the shares are acquired;	Consideration of INR: 22,496/- per equity share of the Target Company would be paid to PV Potluri Ventures Private Limited for acquiring 100%



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		stake in it in Humain Healthtech Private Limited by way of Share Consideration and Cash Consideration.						
j)	percentage of shareholding / control acquired and / or number of shares acquired;	The Company proposed to acquire 100% equity shares of Humain Healthtech Private Limited. Consequent to this transactions, the Humain Healthtech Private Limited will become a Wholly Owned Subsidiary of the Company						
k)	brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>HHTPL was incorporated on 21-02-2019. The Company into the Business Health care Industry. The last three years turnover in lacs;</p> <table border="1"> <thead> <tr> <th>2020 (Audited)</th> <th>2021 (Audited)</th> <th>2022 (Audited)</th> </tr> </thead> <tbody> <tr> <td>Rs. 19.25</td> <td>Rs. 989.33</td> <td>Rs.1977.85</td> </tr> </tbody> </table>	2020 (Audited)	2021 (Audited)	2022 (Audited)	Rs. 19.25	Rs. 989.33	Rs.1977.85
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Annexure II

b. Issue of 1,29,00,000 equity shares of the Company on preferential basis for consideration other than cash.

Details with respect to issue of equity shares on a preferential basis as required under Regulation 30 Read with Schedule III of the Listing Regulations and SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July, 2023:

S.NO	Particulars	
a)	Type of securities proposed to be issued (viz. equity shares, convertibles etc.);	Equity shares
b)	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);	Preferential basis
c)	Total number of securities proposed to be Proposed to issue or total amount for which the securities will be issued	Proposed to issue 1,29,00,000 equity shares of the Company having face value of Rs.10/- each.
	Additional details applicable for preferential issue	
i)	Names of the investors	PV Potluri Ventures Private Limited
ii)	Post allotment of securities - outcome of Outcome of the subscription: the subscription, issue price / allotted price Particulars Pre- Post-preferential (in case of convertibles), number of preferential allotment investors	Not Applicable One Investor
iii)	In case of convertibles - intimation on the Not applicable conversion of securities or on lapse of the tenure of the instrument	Not Applicable



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Annexure III

c. Sale of PVP Media Ventures Pvt Ltd, wholly owned subsidiary of the company to PV Potluri Ventures Pvt Ltd belonging to the Promoter group.

Details with respect to sale of the Company as required under Regulation 30 Read with Schedule III of the Listing Regulations and SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July,2023.

Sale or disposal of unit(s) or division(s) or subsidiary(ies) of the listed

S.NO	Particulars	INFORMATION OF SUCH EVENTS
a)	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year;	Turnover - Nil Revenue from operations - Nil Networth - Minus Rs.72.38 lakhs
b)	Date on which the agreement for sale has been entered into;	Subject to approval of Shareholders through Postal Ballot, the Share Purchase Agreement will be entered on 05-10-2023
c)	The expected date of completion of sale/ disposal;	The sale is expected to be completed in the next two months from the current date.
d)	Consideration received from such sale/ disposal;	INR. 1,00,000/-
e)	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;	PV Potluri Ventures Pvt Ltd, an entity belonging to the promoter group. Ms. Jhansi Sureddi (Promoter Group) holds 99.99% of shares in PV Potluri Ventures P Ltd.



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f)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at 'arms' length"	Yes, the sale/disinvestment would fall within a related party transaction. The transaction of sale is done at arms' length
g)	whether the sale, lease or disposal of the undertaking is outside the Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations.	The sale is outside the scheme of arrangement therefore the Proposed sale is subject to requisite approval of the shareholders of the company through postal ballot. The rationale is to create sector focused companies;enable investments by strategic investors; de-risk businesses from each other; deleverage balance sheet of the company, monetisation of the assets to reduce debts; achieve sustainable long-term growth by focusing on the new venture entered into by the Company and for further strengthening their on-going businesses.
h)	In case of a slump sale, indicative disclosures provided for amalgamation/ merger, shall be disclosed by the listed entity with respect to such slump sale	Not Applicable



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Annexure IV

d.Sale of PVP Global Ventures Pvt Ltd, wholly owned subsidiary of the company to PV Potluri Ventures Private Limited belonging to the Promoter group.

Details with respect sale of the Company as required under Regulation 30 Read with Schedule III of the Listing Regulations and SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July, 2023

Sale or disposal of unit(s) or division(s) or subsidiary(ies) of the listed

S.NO	Particulars	INFORMATION OF SUCH EVENTS
a)	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year;	Turnover - Nil Revenue from operations - Nil Networth - Minus Rs.495.3 lakhs
b)	Date on which the agreement for sale has been entered into;	Subject to approval of Shareholders through Postal Ballot, the Share Purchase Agreement will be entered on 05-10-2023
c)	The expected date of completion of sale/ disposal;	The sale expected to be completed in the next 2 to 3 months from the current date
d)	Consideration received from such sale/ disposal;	Rs.1,00,000/-
e)	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;	PV Potluri Ventures Pvt Ltd, an entity belonging to the promoter group. Ms. Jhansi Sureddi (Promoter Group) holds 99.99% of shares in PV Potluri Ventures P Ltd.



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f)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at 'arms' length"	Yes, the sale/disinvestment would fall within a related party transaction. The transaction of sale is done at arms' length
(g)	whether the sale, lease or disposal of the undertaking is outside the Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations	The sale is outside the scheme of arrangement therefore the Proposed sale is subject to requisite approval of the shareholders of the company through postal ballot. The rationale is to create sector focused companies;enable investments by strategic investors; de-risk businesses from each other; deleverage balance sheet of the company, monetisation of the assets to reduce debts; achieve sustainable long-term growth by focusing on the new venture entered into by the Company and for further strengthening their on-going businesses.
(h)	In case of a slump sale, indicative disclosures provided for amalgamation/ merger, shall be disclosed by the listed entity with respect to such slump sale	Nil



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Annexure V**e. Sale of 81% stake in New Cyberabad City Projects Pvt Ltd, Material subsidiary of the company to Picturehouse Media Limited.**

Details with respect sale of the Company as required under Regulation 30 Read with Schedule III of the Listing Regulations and SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July,2023

Sale or disposal of unit(s) or division(s) or subsidiary(ies) of the listed

S.NO	Particulars	INFORMATION OF SUCH EVENTS
a)	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year;	Turnover/revenue/income- NIL Net Worth- Rs.2233.91 Lacs
b)	Date on which the agreement for sale has been entered into;	Subject to approval of Shareholders through Postal Ballot, the Share Purchase Agreement will be entered on 05-10-2023
c)	The expected date of completion of sale/ disposal;	The sale is expected to be completed in the next 2 to 3 months from the current date
d)	Consideration received from such sale/ disposal;	Purchase Consideration is Rs. 32,56,44,200/-
f)	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;	Picturehouse Media Limited, a subsidiary of the company. Jhansi Sureddi (Promoter Group) holds 22.5% of shares in PHML, and subject to successful acquisition of Global and Media by PV Potluri Ventures P Ltd, will control about 67.54% voting rights in PHML.



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g)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at 'arms' length"	Yes, the acquisition would fall within a related party transaction. The transaction of sale is at arms' Length
h)	whether the sale, lease or disposal of the undertaking is outside the Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations	The sale is outside the scheme of arrangement therefore the Proposed sale is subject to requisite approval of the shareholders of the company. The rationale is to create sector focused companies;enable investments by strategic investors; de-risk businesses from each other; deleverage balance sheet of the company, monetisation of the assets to reduce debts; achieve sustainable long-term growth by focusing on the new venture entered into by the Company and for further strengthening their on-going businesses.
i)	In case of a slump sale, indicative disclosures provided for amalgamation/ merger, shall be disclosed by the listed entity with respect to such slump sale	Nil



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