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May 30, 2019

The BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street Fort,
Mumbai – 400 001

The National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E),
Mumbai – 400051

Dear Sir/Madam,

Subject: Annual Secretarial Compliance report for the year ended March 31, 2019.

Ref: SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019.

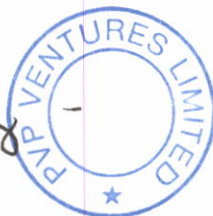
With reference to the above cited subject, we are enclosing herewith the Secretarial Compliance report for the year ended March 31, 2019 for our Company.

Kindly take the above information on records.

Thanking you.

Yours sincerely,
for PVP VENTURES LIMITED

D. Krishnamoorthy
CFO & Company Secretary



PVP Ventures Ltd.

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PVP VENTURES LIMITED
CIN : L72300TN1991PLC020122

**SECRETARIAL COMPLIANCE REPORT OF
PVP VENTURES LIMITED
FOR THE YEAR ENDED 31.03.2019**

I, PAP Murthy, Company Secretary, having office at Plot No. 30, Indira Nagar, Vijay Nagar Colony, Hyderabad – 500 057 have examined

1. all the documents and records made available to us and explanation provided by **PVP VENTURES LIMITED**, (“The Listed Entity”),
2. the filings/ submissions made by the Listed Entity to the stock exchanges,
3. website of the Listed Entity,
4. declaration received from the listed entity on Annual Compliance for the Year ended 31st March, 2019 (“Review Period”) in respect of compliance with the provisions of:
 - a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
 - b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- 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);(Not applicable to the listed entity during the period under review)
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- i) 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;
- j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

and circulars/ guidelines issued thereunder; and based on the above examination, We hereby report that, during the Review Period:

- (a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

S. No	Compliance requirement (Regulation/ Circulars/ guidelines including specific clause)	Deviations	Observations /Remarks of the Practising Company Secretary
1.	Appointment of Women Director under Regulation No. 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Failure to appoint Woman Director.	Listed entity did not have Women Director on the Board from 01.04.2018 till 04.12.2018. However, Women Director was appointed on 05.12.2018
2.	Constitution of the Nomination and Remuneration Committee under Regulation No. 19 (1) & 19(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non Compliance with constitution of Nomination and Remuneration Committee.	Composition of Nomination and Remuneration Committee of the listed entity was not in compliance of said provisions. However, Listed Entity has complied with regulations by reconstituting the committee on 05.12.2018.
3.	Disclosure of events or information under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Failure to intimate Material event	Listed Entity has received credit rating report from Brickwork Rating India Private Limited, credit rating agency on 28.05.2018 & 05.07.2018 which needs to be intimated within 24 hours but the same has not been intimated to Stock Exchanges.



4.	Prior Intimation under Regulation 50(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Failure to give prior intimation.	Listed entity 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 but the same has not been intimated to the stock exchanges.
5.	Submission of certificate under Regulation 57 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in submission of certificate	Listed entity 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. However the listed entity has : a. 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 b. 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.
6.	Intimation of record date under Regulation 60 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non intimation of record date	Record date for payment of interest as required to be intimated to the stock exchange was not intimated.

(b) The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from our examination of those records.

(c) The following actions are taken against the Listed Entity by Stock Exchanges (*including*



PVP VENTURES LIMITED
SECRETARIAL COMPLIANCE REPORT

under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE Limited and National Stock Exchange of India Limited	Regulation 17(1) – Non Compliance with appointment of Women Director	Fine of Rs.9,26,300 including GST imposed on the Listed Entity by each exchange	The Listed Entity has replied to the Stock exchange on the said matter stating that they are in the process of identifying the Woman Director and that this woman director will also be appointed as a member of the Nomination and remuneration committee. However, Women Director was appointed on 05.12.2018 and Nomination and remuneration committee was reconstituted on the same day.
2.	BSE Limited and National Stock Exchange of India Limited	Regulation 19(1) & 19 (2) – Non Compliance with the constitution of Nomination Remuneration Committee	Fine of Rs.3,70,520 including GST imposed on the Listed Entity by each exchange.	Further the listed entity also requested the stock exchange to condone the delay in compliance and waive the penalty. Listed entity has made an application to SEBI under Regulation 102 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on 19.03.2019 to “relax strict enforcement of the regulations” and SEBI vide letter dated 26.04.2019 rejected listed entity’s application. As informed to us the penalty is yet to be paid and listed entity is contemplating to go for appeal with relevant authority in this matter.



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Note: Listed entity has received a demand notice from SEBI under section 28A of SEBI Act, 1992 read with Section 222 of the Income Tax Act, 1961 dated 26.10.2018 for recovery of Rs. 21,46,534 vide certificate no. 1771 of 2018. Further vide attachment proceeding No. 4105 of 2018 dated 19.11.2018 listed entity received a notice for attachment of demat accounts held by the company wherein debit freeze was ordered. Later, on 07.12.2018 listed entity has made full payment as sought under demand notice along with interest upto 31.12.2018 subject to appeal pending before Securities Appellate Tribunal for determination of interest imposed on the listed entity.

- (d) The Listed Entity has taken the following actions to comply with the observations made in previous reports: Not Applicable for the period under review.

Date: 30.05.2019
Place: Hyderabad



Signature:

A handwritten signature in blue ink, appearing to be "P.A.P. Murthy".

Name of Company Secretary:
P.A.P. Murthy
FCS: 926; C. P. No: 6633