



**PVP Ventures Limited**

**Registered Office:** KRM Center, 9<sup>th</sup> Floor, Door No. 2, Harrington Road, Chetpet, Chennai-600031

**Corporate Office:** 4th Floor, Punnaiah Plaza, Plot No. 82 & 83, Road No. 2, Banjara Hills, Hyderabad-500034

**Notice pursuant to section 192A of the Companies Act, 1956**

Notice is hereby given to the Members of PVP Ventures Limited ("**the Company**") for seeking the approval of the Members (s) for the proposals contained in the draft resolutions appended below which are proposed to be passed as Special Resolutions by way of Postal Ballot, pursuant to Section 192A of the Companies Act, 1956 ("**the Act**") read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 (including any statutory modification or re-enactment thereof for the time being in force) ("**the Rules**").

The resolutions, proposed to be passed, together with the explanatory statements setting out the material facts and reasons, are annexed hereto alongwith a Postal Ballot Form ("**the Form**") for your consideration along with a Postal Ballot Form and self addressed postage pre-paid envelope.

The Board has appointed Mr. D.Hanumantha Raju Partner of D. Hanumantha Raju & Co, Practicing Company Secretaries, Hyderabad, as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner and in accordance with the provisions of the Act and the Rules.

You are requested to carefully read the instructions printed on the back of the Form and return the Form duly completed in the attached self addressed postage pre-paid envelope, so as to reach the Scrutinizer not later than the close of working hours i.e. **5.30 PM on Thursday, May 09, 2013.**

Further, members are requested to please note that the approval of the members is sought for these Special Resolutions only through "Postal Ballot", but not through "Electronic Voting."

The Scrutinizer, after completion of scrutiny of the Forms so received, will submit his Report to the Chairman & Managing Director of the Company. The results of the Postal Ballot shall be declared on **Friday, May 10, 2013** at the Company's Registered Office at *KRM Center, 9<sup>th</sup> Floor, Door No. 2, Harrington Road, Chetpet, Chennai-600031*. The results will be displayed at the Registered Office and the Corporate Office, besides being communicated to the Bombay Stock Exchange and National Stock Exchange. The result will also be published in at least one English and one Vernacular language newspaper circulating in Chennai and also be hosted on the website of the Company [www.pvpglobal.com](http://www.pvpglobal.com).

The Board of Directors has appointed Mr. Prasad V Potluri, Chairman & Managing Director, Mr. S. Kannan, Head – Finance & Accounts and Mr. A. Praveen Kumar, General Manager (Finance) as the persons responsible for the entire Postal Ballot Process.

All the documents referred to in the accompanying notice and the explanatory statement are open for inspection at the Registered Office of the Company during the office hours on all working days except Saturdays between **11.00 A.M and 1.00 P.M up to May 09,2013**

**DRAFT RESOLUTIONS:**

**1. Amendment to the Main Objects Clause of Memorandum of Association of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Section 17 and all other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as "the Act"), including any statutory modification or re-enactment thereof for the time being in force, read with Section 192A of the Act and the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011 and subject to the necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the Main Objects Clause of the Memorandum of Association of the Company be and is hereby amended by addition of new clauses and alteration of existing clauses and the rephrased Main Objects Clause III (A), which is in replacement of the present Main Objects, is as follows:

1. To carry on the business of purchase, sale, development and promote buildings houses, flats, bungalows and other varieties of tenements for residential, commercial and developing internal and peripheral areas and other infrastructure facilities and also carry on all kinds of property related business, joint development of properties with landlords or purchase outright properties and develop the same into residential or commercial properties, own properties as proprietors of lands, purchase, take on lease or otherwise acquire buildings or rights or interests therein or therewith, to

reconstruct after demolition any building, to alter, pull down, improve and maintain the above said varieties of buildings, lay roads, develop gardens and recreation facilities in the properties .

2. To set up, own, carry on, manage, supervise and control the business of transmitting, manufacturing, supplying, generating, distributing and dealing in electricity and all forms of energy and power generated by any source whether steam, hydro or tidal, water, wind, solar, hydrocarbon fuel including biomass, solid waste, bye product gases and gases components or any other form, kind or description and carry on in India or abroad the business of establishing, commissioning, setting up, operating and maintaining power transmission systems or networks, power systems, generating stations based on conventional or non-conventional resources for evacuation, transmission, distribution, trading or supply of power through establishing or using stations, and transmission or distribution lines in any manner including build, own and transfer (BOT), and/or build, own and operate (BOO) and/or build, own, lease and transfer (BOLT) and/or build, own, operate and transfer (BOOT) basis or otherwise .
3. To carry on the business of sports related activities including establishment and sponsoring of sports league or enter into collaboration with sports bodies, purchase and sale of commercial rights, souvenirs, books, advertisement of sports, media rights, sports goods, branded items .

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the proposed amendments aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

**2. Amendment to the Other Objects Clause of Memorandum of Association of the Company:**

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

RESOLVED THAT pursuant to the provisions of Section 17 and all other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as "the Act"), including any statutory modification or re-enactment thereof for the time being in force, read with Section 192A of the Act and the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011 and subject to the necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the Other Objects Clause of the Memorandum of Association of the Company be and is hereby amended by addition of new clauses and alteration of existing clauses and the rephrased other Objects Clause III (C), which is in replacement of the present Other Objects, is as follows:

1. To develop, provide, undertake, design, import, export, distribute deal and carry on the business of Software designing, development, customization, implementation, maintenance, testing and benchmarking, and dealing in computer software and solutions, and import, export, sell, purchase, distribute, host or otherwise deal in own and third party computer software packages, programs and solutions, and provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centers , providing solutions/ Packages/ services through applications services provider mode via internet or otherwise and undertake IT enabled services like call Centre Management, Medical and legal transcription, data processing, Back office processing, Accounting, HR and payroll processing, Insurance claims processing, credit card processing, loans and letters of credit processing, cheque processing, data warehousing and database management,
2. To carry on the business of manufacturing, dealing and maintenance of computer hardware, computer systems and assemble data processors, program designs and to buy, sell or otherwise deal in such hardware and software packages and all types of tabulating machine, accounting machines, calculators, computerized telecommunication systems and network, their components, spare parts, equipments and devices and carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering equipment, solutions and services for Networking and network management, data centre management and in providing consultancy services in all above mentioned areas.
3. To carry on all the business of hotels, restaurants, cafes, holiday camps, resorts, taverns, beer-houses, refreshment rooms, cabarets and swimming pools and Turkish baths and lodging or

apartment house keepers, licensed victuallers, wine, beer and spirit merchants, brewers, distillers, bakers and confectioners, importers, purveyors, caterers, taxi, motor car and motor lorry proprietors, livery, stable and garage proprietors, farmers, dairymen, ice merchants, importers and brokers of food, live and dead stock and foreign produce of all descriptions, hair dressers, perfumers, chemists, Proprietors of clubs, baths, bars, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusement, recreation, sport, entertainment of all kinds, health club, beauty saloons, indoor and outdoor playgrounds and stadiums, swimming pools, video and other fun game rooms, race courses, meditation centers, boating clubs, flying clubs, freezing hot preservation and baking chambers, and other apartments, and opera box office proprietors entrepreneurs, diagnostic services and centers medical shops and stores etc.

4. To carry on in India or elsewhere the business as designers, researchers, developers, manufacturers, buyers, assemblers, modifiers, installers, reconditioners, sellers, hirers, sublessors, market makers, dismantlers, repairers, operators, exporters, importers, distributors, and agent, broker, consignor, indenting agent, C&F agent, representative, correspondent, franchisers, stockist, supplier, vendor, transporter, collaborator, export house or otherwise to deal in all its branches in automatic, semiautomatic, manual or other types of tools, tackles, instruments, apparatus, systems & equipments, drills, drilling machines, shaping machines, electrical, electronically and mechanical machines and equipments such as Spark Erosion Machines of various models, capacitor discharge welders, portable thermocouple attachments, spark-wire welders, opto scales, high speed motors, micro profile scopes, various types of special purpose machines, systems and also spares, components, parts and accessories of above mentioned machines and equipments and other electrical, mechanical and electronic products including their components parts and accessories. all kinds of machinery relating to various products and services, whether used for special operations or for general operations, and whether operated from human, electrical, magnetic, electromagnetic, chemical, electrochemical, photochemical, solar, tidal wind, nuclear, thermal, thermonuclear or other forms of energy and their parts, products, assemblies, components, instruments, raw materials, display units, control devices, elements, gadgets, circuits, micro circuits, etc
5. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods in India or elsewhere and act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockist, liaison, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof,
6. To carry on the business of manufacturers of and dealers in chemicals, chemicals compounds (organic and inorganic) in all forms, and chemical products of any nature and kind whatsoever, and all by-products and joint products thereof and carry on business as chemical engineers, analytical chemists, importers, exporters, manufacturers of and dealers in heavy chemicals, acid alkalis, petro chemicals, chemical compounds and chemicals of all kinds (solid, liquid and gaseous), drugs, medicines, pharmaceuticals, antibiotics, tannins, tannin extracts, essences, solvents, plastics of all types, dye stuff, intermediates, textile auxiliaries, cellophanes, colour dyes, paints, varnishes, vat and other organic dyestuff, chemical auxiliaries, disinfectants, insecticides, fungicides, deodorants, bio-chemicals and pharmaceuticals, medicinal, sizing, bleaching, photographic and other preparation and articles.
7. To carry on the business of builders, contractors, dealers in and manufacturers of prefabricated and precast houses, buildings and erections and materials, tools, implements, machinery and metal ware in connection therewith or incidental thereto including the business of importing, exporting, distributing, trading, dealing or manufacturing all kinds of furniture, handicrafts, showpieces, decorative items and like goods of any description, made from wood, brass, steel, earth ware, glass, china, crystal, cane ware, fibre glass, plastics, metals or any other alloys or materials, wood fittings and all things capable of being used therewith or in the maintenance, and repair thereof and carry on any other business that is customarily, usually and conveniently carried on therewith.
8. To carry on the business of manufactures, importers, exporters dealers and traders, whether as wholesalers, distributors, in leather, rubber and cloth goods of all kinds, whether sports gear apparels, travel accessories, personal accessories, fashion garments, boots, gloves, hosiery, and carry on the business of relating by setting up on retail outlets, departmental stores, super stores, super markets, boutiques, shopping malls and plazas and other outlets of all kinds and descriptions.

9. To carry on the business in all its branches of manufacturers, producers, processors, buyers, sellers, importers, exporters, traders and dealers of whether as wholesalers or retailers or as exporters or importers or as principals or agents, in foods, meals, eggs, poultry, vegetables, canned and tinned and processed foods, protein, health and instant foods of all kinds including baby and dietetic foods, cereals, beverages, cordials, tonics, restoratives and aerated mineral waters and food-stuffs and consumable provisions of every description for human or animal consumption.
10. To build, construct and erect Studios, Theaters, Cinema Halls Music Halls, Open air Theatres and other places of entertainment and to carry on all or any of the business of Theatres, Music Halls, Cinema, Picture Palace, Film producing Studio and to promote, produce, represent, conducting, performance and exhibition of cinematograph or stereoscopic or coloured or bioscope, pictures, films, operate as & stage plays and other entertainment as the Company may from time to time think fit and to permit the Company's premises to be used for all or any of the above purpose and such other purposes as may be deemed expedient.
11. To carry on the business of rendering various services relating to treatment of ailments including in particular to run nursing homes, hospitals, operation theaters, pathological laboratories, X-ray clinics, research centers and cardiographic and sonographic centers

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the proposed amendments aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

By order of the Board  
For **PVP Ventures Limited**

Prasad V Potluri  
Chairman & Managing Director

*Chennai March 18, 2013*

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956**

Item Nos. 1 & 2:

Considering the potential business opportunities available in other sectors, the Company proposes to diversify its activities into Sports Ventures, Energy Sector, Hospitality, Manufacturing of chemicals and Consumables, Services Industry segments, and such other aforesaid business opportunities at opportune time. Your Board felt that this would enlarge the area of operations of the Company and in turn it would enable your Company to carry on its business more economically and efficiently.

In order to enable the Company to carry on the aforesaid activities, it requires alteration of Objects Clause of the Memorandum of Association of the Company. In terms of Section 17 and 18 of the Act read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the proposed alteration would require approval of the shareholders by way of a special resolution through postal ballot process.

The Board of Directors commends the Resolutions as set out in the Notice for the approval of the Shareholders as special resolutions.

None of the Directors of the Company are, in any way, concerned or interested in the proposed Special Resolutions, except to the extent of securities of the Company held by them.

By order of the Board  
For **PVP Ventures Limited**

Prasad V Potluri  
Chairman & Managing Director

*Chennai, March 18, 2013*



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**POSTAL BALLOT FORM**

[Please read the instructions printed overleaf carefully before completing this form]

**Serial No.**

1.	Name of Shareholder / Beneficial Owner.	
2.	Registered Address of the Sole/First named Shareholder/Beneficial Owner	
3.	Name of the Joint Holder(s), if any	
4.	DP ID/Client ID No./Registered Folio No.	
5.	No. of Shares held	
6.	I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company by conveying my/our assent/dissent to the said Resolution by placing the tick (√) mark in the appropriate box below: :	

Sr.No	Description of resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special resolution for alteration of main object Clause of the Memorandum of Association of the Company			
2.	Special resolution for alteration of other object Clause of the Memorandum of Association of the Company			

Place:

Date:

\_\_\_\_\_  
Signature of the Shareholder/Beneficial Owner

**Important Note: Please complete and return this form to the Scrutinizer by using the enclosed self addressed postage pre-paid envelope. Last Date for receipt of this Postal Ballot Form by the Scrutinizer is Thursday , May 09,2013.**

## INSTRUCTIONS

1. A Member desirous of exercising his/her vote by postal ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self addressed envelope. Postage will be borne and paid by the Company.
2. However, envelopes containing postal ballots, if deposited in person or sent by courier at the expense of the member will also be accepted.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Form should be completed and signed by the shareholder. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
5. In case where the shares are held by bodies corporate, trusts, societies etc., the duly completed Postal Ballot Forms should be accompanied by a certified true copy of Board Resolution/Authorisation to vote on the postal ballot alongwith the Postal Ballot Form. Please note that in absence of such resolution/ authorization, the Postal Ballot Form shall be treated as invalid.
6. The assent or dissent may be recorded by placing a tick mark (✓) in the appropriate column in the table given in the Postal Ballot Form.
7. A member need not use all his/her votes nor does he/she need to cast all his/her votes in the same way.
8. Incomplete or unsigned Postal Ballot Forms will be rejected.
9. Duly completed Postal Ballot Forms addressed to the Scrutinizer should reach the Scrutinizer at the address printed on the envelope, not later than the close of working hours i.e. **5.30 PM on Thursday , May 09, 2013**. All Postal Ballot Forms received after the above time and date will be treated as if reply / Postal Ballot Form from such shareholder have not been received.
10. Members may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.
11. Members are requested not to send any other matter along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
12. Voting rights shall be reckoned on the number of shares and the paid-up value of shares registered in the name of the members on the date of dispatch of notice of postal ballot.
13. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing medium/s like pencil).
14. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
15. There is no e-voting proposed for this purpose. All the resolutions shall be voted through postal ballot process only.