

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the Members of PVP Ventures Limited will be held on Monday, September 10, 2018 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, 2018 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 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, 2019 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. **ISSUANCE OF SECURED, RATED, LISTED REDEEMABLE, NON-CONVERTIBLE DEBENTURES BY WAY OF PRIVATE PLACEMENT:**

To consider and if thought fit, to pass the following Resolution as a Special Resolution

"RESOLVED THAT in accordance with the provisions of sections 42 and 71 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or reenactment thereof for the time being in force) read with the rules made there under the provisions of Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions, as may be necessary, the consent of the members of Company be and is hereby accorded to the board of Directors of the Company (Board) to raise funds not exceeding Rs. 750 Crores through private placement of secured, rated, listed, redeemable, non-convertible debentures (Debentures) within the overall borrowing limits of the Company, in one or more series / tranches, to such eligible investors, as the Board or any duly constituted Committee of the Board, may in its sole discretion decide and on such terms and conditions as may be finalized by the Board or any duly constituted committee of the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to the private placement of the Debentures, the Board or any duly constituted committee of the Board, be and is hereby authorised to determine the terms of the issue, including the investors to whom the debentures are to be allotted,

the number of Debentures to be allotted in each series / tranches, issue price, tenor, interest rate, Listing, creation of security, appointment of debenture trustee (s) and to do all other acts, deeds, documents, instruments and writings as may be required to delegate all or any of its powers herein conferred to any committee of the Board, Director(s) and / or officer(s) of the Company.

RESOLVED FURTHER THAT the above resolution shall be valid for a period of one year from the date of passing the resolution.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company are severally authorized to sign / authenticate all the necessary applications, papers and documents required for the purpose, and to do all such acts and to give effect to the above said resolution."

**By order of the Board of Directors
FOR PVP VENTURES LIMITED**

Sd/-

Prasad V. Potluri

Chairman & Managing Director

Place: Chennai

Date : August 08, 2018

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 05, 2018 to September 10, 2018** (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, 2018 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, 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 2017-18 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 3, 2018 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 7, 2018 at 9.00 a.m. and shall remain open for 3 days i.e. up to September 9, 2018 and it shall not be allowed beyond 5 p.m. on September 9, 2018.
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 Computershare 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 dh300@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@pvpgoal.com, PVP Ventures Limited or Karvy Computershare 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 7, 2018 (9.00 A.M. IST) and ends on September 9, 2018 (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 3, 2018, 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 3, 2018.
- 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 3, 2018, 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 (Pursuant to Sections 102(1) of the Companies Act, 2013)

Item No 3

As members are aware, the Company has obtained shareholders' approval for issuing Secured, Rated, Listed, Redeemable Non-convertible Debentures through Private Placement, during the financial year 2017 up to Rs. 500 crores, the Company has obtained approval for issue of Non-Convertible Debentures of Rs.195 Cr., from the competent authorities, out of which the Company has received the subscription amount of Rs. 71.50 Crores and the same has been allotted as 715 Non-Convertible Debenture of Rs. 10,00,000/- each.

Due to expiration of validation of period of Resolution, the Company proposed the resolution to shareholders for their approval.

In order to provide necessary flexibility regarding borrowings of the Company in an optimal manner depending on the market conditions, the Company proposes to offer, issue and allot Redeemable Non-Convertible Debentures ('NCDs') not exceeding Rs. 750 crores in such manner and on such terms and conditions as may be deemed appropriate by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee thereof). Subject to approval of the shareholders, the Board has, at its meeting held on August 08, 2018 resolved to issue NCDs not exceeding Rs. 750 crores on private placement basis, on such terms and conditions and at such price(s) as may be determined by the Board.

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, provides that a company offering or making an invitation to subscribe NCDs on private placement basis shall obtain prior approval of the shareholders by way of a special resolution. The special resolution shall be valid for a period of one year for all the offers or invitations for such NCDs made during the year.

The Company may offer or invite subscription for NCDs, in one or more series / tranches on private placement basis to persons who may or may not be shareholders of the Company. NCDs may be secured by mortgage / charge on the assets of the Company and may be listed on one or more stock exchanges. The proposed borrowings along with the existing borrowings of the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) would not exceed the borrowing limit approved by the shareholders from time to time. The shareholders have approved the borrowings up to Rs. 3000 crore and creation of mortgage / charge for securing the borrowings through Postal Ballot on October 14, 2014. Approval of the shareholders is, therefore, sought for the proposed issue of NCDs and for authorising the Board to issue NCDs on the terms and conditions as may be deemed appropriate by the Board. The Board recommends the resolution for approval of the shareholders of the Company as a Special Resolution through Postal Ballot.

The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence recommends the Special Resolution for your approval.

None of the Directors / Key Managerial Personnel / Managers of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their share holding / directorship, if any.

**By order of the Board of Directors
FOR PVP VENTURES LIMITED**

**Place : Chennai
Date : August 08, 2018**

**Sd/-
Prasad V. Potluri
Chairman & Managing Director**

ROUTE MAP TO THE VENUE OF THE AGM

