

**SECRETARIAL COMPLIANCE REPORT OF
PVP VENTURES LIMITED
FOR THE YEAR ENDED 31.03.2021**

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 me and explanation provided by **PVP VENTURES LIMITED**, ("The Listed Entity"), electronically as I was not able to visit the office of the Listed Entity on account of COVID – 19 Pandemic
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, 2021 ("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 review period)**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the listed entity during the review period)**
- 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 review period)**
- 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



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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, I 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. N o	Compliance requirement (Regulation/ Circulars/ guidelines including specific clause)	Deviations	Observations /Remarks of the Practising Company Secretary
1.	Regulation 23(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in submission of statement pertaining to related party transactions	The Listed Entity did not submit the related party transactions on a consolidated basis for the half year ended 31.03.2020 with the stock exchange within the 30 days from the publication of financial results. The Listed Entity submitted the same on 31.08.2020 for the financial results published on 31.07.2020.
2.	Prior intimation as per Regulation 29 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/63 dated April 17, 2020	Delay in Intimation to Stock Exchange for the quarter and year ended 31.03.2020.	The Listed Entity had to give prior intimation about the meeting of Board of Directors in which the quarterly / annual financial results were to be considered for the period ended 31.03.2020 at least 2 days in advance excluding the date of the intimation and date of the meeting. However, the same was intimated to Stock Exchange on 29.07.2020 for the Board meeting held on 31.07.2020



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3.	Disclosure of events or information as per Regulation 30 read with Schedule III, Part A, Para A, sub clause 7A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019	Delay in Intimation to Stock Exchange.	The Listed Entity was required to give intimation to stock exchange about resignation of Statutory Auditors vide resignation letter dated 20.10.2020 which was received on 05.11.2020, within 24 hours of the receipt of resignation. However, this was intimated on 11.12.2020. Further the Listed Entity has not obtained the resignation in the format as prescribed in the said circular.
4.	Information as per Regulation 34(2)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Failure to provide information in Annual Report	The Listed Entity was required to provide the Statement on Impact of Audit Qualifications in its Annual Report for the year ended 31 st March, 2020 but the same has not been provided.
5.	Information to be included in Management discussion and analysis report as per Regulation 34 read with Para B of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Not included part of information in Management Discussion and Analysis Report	The Listed Entity has not included all the information as required under the said regulation in Management Discussion and Analysis Report forming part of Annual Report for the year ended 31 st March, 2020.
6.	Disclosures as per Regulation 36(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Failure to provide full information in the notice of Annual General Meeting (AGM)	The Listed Entity was required to provide information as per the said regulation as a part of explanatory statement to the notice of AGM where the Statutory Auditor is proposed to be appointed but the same has not been provided.



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7.	Advertisements in Newspapers as per Regulation 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.	Failure to publish the information in the Newspapers	<p>The Listed Entity did not publish the details in the newspapers with respect to:</p> <ul style="list-style-type: none"> • Notice of the Board Meeting held on 31.07.2020 in which financial results for the period ended 31.03.2020 were considered. • Financial results for the period ended 31.03.2020.
8.	Prior Intimation to stock exchange as per Regulation 50(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Delay in Intimation to Stock Exchanges.	<p>The Listed Entity was required to give prior intimation to the stock exchange at least 11 working days before the date on which the amount for interest / redemption of Non Convertible Debentures (NCDs) is due, but the same was intimated on:</p> <ul style="list-style-type: none"> • 22.09.2020 for 386 NCD's which was due for payment on 30.09.2020 • 31.10.2020 for 829 NCD's which was due for payment on 31.10.2020 • 19.03.2021 for 386 NCD's which was due for payment on 31.03.2021.
9.	Submission of Certificate obtained from debenture trustee to the Stock exchange as per Regulation 52(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in submission of certificate	<p>The Listed Entity was required to submit a certificate obtained from debenture trustee within 7 working days from the submission of Half year financial results but the same was submitted on</p>



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			31.12.2020 for the half year ended 30.09.2020, results of which were published on 06.11.2020.
10.	Credit Rating as per Regulation 55 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Failure to obtain review of credit rating	The Listed Entity was required to obtain a review of credit rating with respect to NCD's. However the same was not obtained during the review period.
11.	Certificate for maintenance of 100% asset cover as per Regulation 56(1)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Failure to obtain Certificate	The Listed entity did not obtain a certificate for maintenance of 100% asset cover for half year ended <ul style="list-style-type: none"> • 31.03.2020 from a Practicing Chartered Accountant/ Practicing Company Secretary. • 30.09.2020 from the statutory auditor.
12.	Certificate to stock exchange as per Regulation 57(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Delay in submission of certificate	The Listed Entity was required to submit a certificate to the stock exchange that it has made timely payment of interest/ principal of the NCDs within 2 days of interest / principal amount becoming due, but the listed entity has submitted the same on: <ul style="list-style-type: none"> • 05.01.2021 for 386 NCDs for the payments due on 31.12.2020 • 04.05.2020 for 829 NCDs for the payments due on 30.04.2020 Also the listed entity has not made any intimation w.r.t. payments for the 829 NCD's due on 31.07.2020 and 31.01.2021.



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13.	Intimation of record date under Regulation 60 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in Intimation to stock exchange	<p>The Listed Entity was required to give intimation to the stock exchange about the record date at least 7 working days in advance (excluding the date of intimation and the record date). However, the listed entity intimated the same to the stock exchange on:</p> <ul style="list-style-type: none"> • 15.04.2020 for 829 NCDs for the record date 20.04.2020 • 12.06.2020 for 386 NCDs for the record date 22.06.2020 • 13.07.2020 for 829 NCDs for the record date 22.07.2020 • 22.09.2020 for 386 NCDs for the record date 29.09.2020 • 31.10.2020 for 829 NCDs for the record date 30.10.2020 • 19.03.2021 for 386 NCDs for the record date 30.03.2021.
14.	Filing of certificate issued by RTA by listed entity in accordance with Regulation 74(5) of SEBI (Depository Participants), 2018.	Non filing of certificate with stock exchange	Listed Entity was required to file the certificate issued by RTA with the Stock Exchanges. However the Listed Entity has not filed the same for the quarter ended 31.03.2020.
15.	Closure of trading window as per Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 read with Schedule B.	Failure / delay in intimation of closure of trading window	The Listed Entity did not intimate to stock exchange the details of closure of trading window for the quarter ended 31.03.2020 and for the quarter ended



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			31.12.2020 the intimation was made on 06.01.2021.
16.	Annual Disclosure to be made by an entity identified as a large corporate as per Circulars No. SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018	Delay in Intimation to Stock Exchange.	The Listed Entity did not file the annual disclosure with regard to entity identified as a Large Corporate to the stock exchanges within prescribed / extended timelines. The Listed Entity filed the same on 08.07.2020.

- (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 my examination of those records.
- (c) No actions were taken against the Listed Entity/ its promoters/ directors either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under.
- (d) The Listed Entity has taken the following actions to comply with the observations made in previous reports:

S.No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Board of Directors of Listed entity did not have at least 50% of Directors as independent directors for quarter ending 31 st December 2019.	31 st March, 2020	The Listed Entity has appointed the required number of independent directors.	The Listed Entity has requisite number of independent directors during the review period.
2.	Composition of Nomination and Remuneration Committee of the listed entity was not in	31 st March, 2020	The nomination and remuneration committee was re-constituted in compliance of the	The nomination and remuneration committee was duly constituted during the review period.



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	compliance of said regulation from 15.08.2019 till 06.11.2019. However, Listed Entity has complied with regulations by reconstituting the committee on 07.11.2019.		applicable provisions.	
3.	The Listed entity had to submit the statement of Related Party Transactions on consolidated basis within 30 days from the date of publication of financial results for the half year ended on 31.03.2019 and 30.09.2019 to the stock exchanges, but the same has not been done and also Listed Entity did not publish the same on Listed Entity's website.	31 st March, 2020	As informed to us, this was an inadvertent omission and will be avoided in future.	During the review period Listed Entity filed the Related Party Transactions on consolidated basis as per the observation made in this report.
4.	Listed Entity has received credit rating report from Brickwork Ratings India Private Limited; credit rating agency on 17.10.2019 which needs to be intimated within 24 hours but the same has been intimated to Stock Exchange with a delay of 3 days on 21.10.2019.	31 st March, 2020	As informed to us, this was an inadvertent delay and will be avoided in future.	As informed to us the company has not obtained credit rating during the review period.



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5.	The Listed entity has submitted the certificate under Regulation 52(5) for the year ended 31.03.2019 on 25.11.2019, which had to be submitted within 7 working days of submission of Annual financial results for the said period.	31 st March, 2020	As informed to us, this was an inadvertent delay and will be avoided in future.	During the review period Listed Entity submitted the relevant certificate as per the observation made in this report.
6.	Record date for payment of interest was not intimated to Stock Exchange for the due date 30th June, 2019.	31 st March, 2020	As informed to us, this was an inadvertent omission and will be avoided in future.	During the review period Listed Entity intimated the record date/s as per the observations made in this report.
7.	During the period under review the Listed Entity did not file the certificate/s with Stock Exchanges as per Regulation 74(5) of SEBI (Depository Participants), 2018.	31 st March, 2020	The listed entity has complied with the provisions w.e.f 30.06.2020.	As stated in this report the Listed Entity has not filed the same for the quarter ended 31.03.2020.
8.	The Listed Entity is required to Close trading window for insiders from the end of every quarter till 48 hours after declaration of financial results for Designated persons in terms of Regulation 9 of SEBI (PIT) Regulations, 2015 read with Schedule B. However they closed trading window from the date of Intimation of Board Meeting to Stock exchange till 48 hours after declaration of financial results for all the quarters.	31 st March, 2020	The listed entity has complied with the provisions w.e.f 30.06.2020.	During the review period Listed Entity closed the trading window as per the observations made in this report.



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9.	The Listed Entity did not file the initial disclosure with regard to entity identified as a Large Corporate to the stock exchange within prescribed period. However they filed the same on 22.05.2019.	31 st March, 2020	As informed to us there was inadvertent delay in submission of this disclosure and will be avoided in future.	The Listed Entity has submitted the annual disclosure to the stock exchanges as per the observation made in this report.
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- (e) The Listed entity has complied with Clause 6(A) and 6(B) of SEBI circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 subject to the observations made in this report.

Date: 30.06.2021
Place: Hyderabad




Signature:

Name of Company Secretary:
P.A.P. Murthy
FCS: 926; C. P. No: 6633
UDIN: F000926C000551883