

**SECRETARIAL COMPLIANCE REPORT OF
PVP VENTURES LIMITED
FOR THE YEAR ENDED 31.03.2022**

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”),
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, 2022 (“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 and Sweat Equity) Regulations, 2021; **(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) Regulations, 2013; **(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 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. No	Compliance requirement (Regulation/ Circulars/ guidelines including specific clause)	Deviations	Observations /Remarks of the Practising Company Secretary
1.	Regulation 13(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in submission of statement pertaining to Investor Complaints	The Listed Entity had to submit a statement of Investor Complaints to the Stock exchange within 21 days from the end of the quarter. However, the same was submitted with a delay of 14 days to the Stock Exchange for the quarter ended 31.12.2021.
2.	Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in submission of Annual Secretarial Compliance Audit Report	The Listed Entity had to submit Annual Secretarial Compliance Report to the Stock Exchange for the year ended 31.03.2021 within the prescribed/extended timelines. However, the same was submitted to the Stock Exchange on 12.07.2021.
3.	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 had 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, 2021.



4.	Regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in submission of Shareholding Pattern	The Listed Entity had to submit Shareholding Pattern to the Stock exchange within 21 days from the end of the quarter. However, the same was submitted with a delay of 30 days to the Stock Exchange for the quarter ended 31.12.2021.
5.	Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in submission of limited review report with financial results	Listed Entity had submitted Financial Results for the quarter ended 30.06.2021 without attaching limited review report. However, Listed Entity had submitted Financial Results with Limited Review Report on 14.09.2021 to BSE and on 15.09.2021 to NSE.
6.	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 the 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 of interest / redemption of Non Convertible Debentures (NCDs) is due, but the same was intimated on 29.06.2021 for 386 NCD's which was due for payment on 30.06.2021.</p> <p>Further, the same was not intimated for 829 NCD's which was due for payment on 30.04.2021 and 31.07.2021.</p>
7.	Prior Intimation to the stock exchange as per Regulation 50(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Failure to Intimate to the Stock Exchange.	The Listed Entity was required to give prior intimation to the Stock Exchange at least two working days in advance, excluding the date of the intimation and the date of the meeting of the Board of Directors, about the Board meeting in which the proposal is considered to make an alteration in the date of interest/redemption payment of non-convertible



			securities. However, the same was not intimated to the Stock Exchange.
8.	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	The Listed Entity was required to submit a certificate obtained from debenture trustee within 7 working days from date of submission of Half yearly financial results. However, the same was submitted on 04.08.2021 for the half year ended 31.03.2021.
9.	Credit Rating as per Regulation 55 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Failure to review credit rating	The Listed Entity was required to review the credit rating obtained at least once a year with respect to NCD's. However, the same was not reviewed during the review period.
10.	Certificate to stock exchange as per Regulation 57(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Failure to submit a Certificate	The Listed Entity was required to submit a certificate to the Stock Exchange within two days or one working day (post amendment dated 07.09.2021) of payment of interest/ principal of the NCDs becoming due regarding status of payment in case of non-convertible securities. However, the same was not submitted to the Stock Exchange during the review period except the certificate submitted on 08.10.2021 and 08.11.2021.
11.	Prior Intimation to the Stock Exchange as per Regulation 57(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non-Compliance in intimation to Stock Exchange (w.e.f 07.09.2021)	The listed entity was required to give prior intimation to the Stock Exchange within five working days from the beginning of the quarter providing details for all the non-convertible securities for which interest/principal obligations shall be payable during the quarter. However, the same was not intimated to the



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			Stock Exchange during the review period.
12.	Intimation to the Stock Exchange as per Regulation 57(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Non-Compliance in intimation to Stock Exchange (w.e.f 07.09.2021)	The listed entity was required to submit to the Stock Exchange within seven working days from the end of the quarter providing a certificate confirming the payment of interest/principal obligations for non-convertible securities which were due in that quarter and the details of all unpaid interest/principal obligations in relation to non-convertible securities at the end of the quarter. However, the same was not submitted to the Stock Exchange during the review period.
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	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 same was not duly intimated to the Stock Exchange during the period under review.
14.	Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018	Delay in submission of Reconciliation of Share Capital Audit Report	The Listed Entity was required to submit Reconciliation of Share Capital Audit Report to the Stock Exchange within 30 days from the end of the quarter. However, the same was submitted with a delay of 22 days to Stock Exchanges for the quarter ended 31.12.2021.
15.	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 was required to file the annual disclosure with regard to entity identified as a Large Corporate with the stock exchanges within prescribed timelines. However the same was filed on 30.06.2021 to the stock



			exchange for the year ended 31.03.2021.
16.	Asset Cover details as per Regulation 54(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in submission of Asset Cover details to Stock Exchange.	The Listed Entity was required to submit Asset Cover details along with Financial Results. However the same was submitted on 10.12.2021 to the Stock Exchange.

- (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) The following actions were taken against the Listed Entity 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.

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	Regulation 6(1) Non-compliance with respect to appointment of qualified Company Secretary as Compliance officer	Fine of Rs.1,08,560/- including GST is imposed on the Listed entity	Listed Entity has replied to the Stock Exchange stating that the existing Company Secretary has resigned on 10.11.2021. Further it is observed that Listed Entity in its Board meeting held on 11.11.2021 appointed Ms. S. Rukmani
	NSE	Regulation 6(1) Non-compliance with respect to appointment of qualified Company Secretary as Compliance officer	Fine of Rs. 1,08,560/- including GST is imposed on the Listed entity	as Company Secretary and Compliance officer of the Listed Entity. The Listed Entity has requested the Stock Exchange to waive-off the fine amount imposed by it. BSE Limited vide email dated 07.04.2022 has partially waived-off Rs. 48,380/- out of total amount Rs. 1,08,560/-. Also, the Listed Entity replied to the Stock Exchange stating that there is no



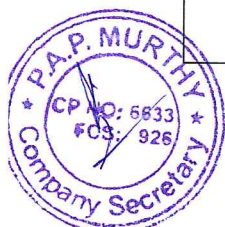
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				non-compliance under the said regulation and again requested to waive-off the balance amount of fine imposed by the stock exchange.
2	BSE	Regulation 7(1) – Non-compliance with respect to appointment of Share transfer agent	Fine of Rs. 1,08,560/- including GST is imposed on the Listed Entity	Listed Entity has replied to the Stock Exchange stating that, there was no change in Share transfer agent of the listed entity. As such the listed entity has requested the Stock Exchanges to waive-off the fine imposed by it.
	NSE	Regulation 7(1) – Non-compliance with respect to appointment of Share transfer agent	Fine of Rs. 1,08,560/- including GST is imposed on the Listed entity	BSE Limited vide email dated 07.04.2022 has waived-off the fine imposed by it.
3	BSE	Regulation 13(3) – Non-submission of the statement on shareholder complaints within the period prescribed under this regulation or under any circular issued in respect of redressal of investor grievances	Fine of Rs. 15,340/- including GST is imposed on the Listed entity	It has been observed that Listed entity has delayed by 14 days in submission of Statement pertaining to Shareholder Complaints to the stock exchange for the quarter ended 31 st December, 2021. The listed entity has requested the Stock Exchanges to waive- off the fine imposed by it.
	NSE	Regulation 13(3) – Non-submission of the statement on shareholder complaints within the period prescribed under this regulation or under any circular issued in respect of redressal of investor grievances for the quarter ended December 2021	Fine of Rs. 15,340/- including GST is imposed on the Listed entity	



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4	BSE	Regulation 31–Non submission of Shareholding pattern	Fine of Rs. 51,920/-including GST is imposed on the Listed entity	It has been observed that Listed entity has delayed by 30 days in submitting shareholding pattern to the Stock Exchanges for the quarter ended 31 st December, 2021.
	NSE	Regulation 31 – Non-submission of Shareholding pattern for the quarter ended December 2021	Fine of Rs. 51,920/- including GST is imposed on the Listed entity	Listed Entity has filed shareholding pattern for the quarter ended 31.12.2021 to the Stock Exchanges on 22.02.2022. The listed entity has requested the Stock Exchanges to waive-off the fine imposed by it.
5	BSE	Regulation 33 – Non-submission of the financial results along with limited review report within the period prescribed under this regulation	Fine of Rs.1,71,100/- including GST is imposed on the Listed entity	Listed Entity had submitted Financial Results for the quarter ended 30.06.2021 without attaching limited review report. Listed Entity has replied to the Stock Exchange stating that there is no intention to avoid limited review report for the quarter ended 30.06.2021. Due to the file size and conversion into readable format the reports had not merged with the outcome and the same was submitted to BSE on 14.09.2021 and to NSE on 15.09.2021. Listed Entity has requested to both the Stock Exchanges to waive-off the fine imposed by it.
	NSE	Regulation 33 –Non-submission of the financial results along with limited review report within the period prescribed under this regulation	Fine of Rs. 1,82,900 including GST is imposed on the Listed entity	National Stock Exchange of India Limited vide email has rejected the waive-off request of the listed entity and accordingly, the listed entity has paid fine to the Stock Exchange.
6	BSE	Regulation 52(5) – Non-submission of a Certificate signed by the Debenture Trustee taking note of the contents	Fine of Rs. 34,220/- including GST is imposed on the Listed entity	Listed Entity has replied to the Stock Exchange stating that due to COVID-19 or lockdown situation in the State and other operational issues, it has not submitted the Debenture Trustee certificate during the review period



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		prescribed under regulation 52(4)		and the same was submitted on 04.08.2021 to the stock exchange. The listed entity has requested the Stock Exchange to waive-off the fine imposed by it.
7	BSE	Regulation 54 (2) – Non-disclosure of extent and nature of security created and maintained with respect to secured listed NCDs in the financial statements.	Fine of Rs. 29,500/- including GST is imposed on the Listed entity	Listed Entity has replied to the Stock Exchange stating that they have inadvertently failed to file the Asset cover details with financial results. However, the same was submitted on 10.12.2021 to the stock exchange. The listed entity has requested the Stock Exchange to waive-off the fine imposed by it.
8	BSE	Regulation 76 SEBI(Depositories and Participants) Regulations, 2018 – Non-Compliance	NIL	The listed entity has to submit Reconciliation of share capital audit report to the Stock Exchange within 30 days from the end of the quarter. However, the same was submitted with a delay of 22 days to the Stock Exchanges for the quarter ended 31 st December, 2021.
	NSE	Regulation 76 SEBI(Depositories and Participants) Regulations, 2018 – Non-Compliance	NIL	

(d) The Listed Entity has taken the following actions to comply with the observations made in previous reports:

Sr. 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.	The Listed Entity did not submit the related party transactions on a consolidated basis for the half year ended 31.03.2020 with the	31 st March, 2021	As informed to us, this was an inadvertent delay and will be avoided in future.	During the review period Listed Entity is in compliance with the said regulation.



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	stock exchange within 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.	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.	31 st March, 2021	As informed to us, this was an inadvertent delay and will be avoided in future.	During the review period Listed Entity is in compliance with the said regulation.
3.	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	31 st March, 2021	As informed to us, this was an inadvertent delay/ omission and will be avoided in future. Further, the listed entity has submitted the disclosure in prescribed format to NSE on 06.12.2021	The listed entity has assured us of compliance of the same in case of similar events in future.



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	in the format as prescribed in the said circular.			
4.	The Listed Entity was required to provide the Statement on Impact of Audit Qualifications in its Annual Report for the year ended 31st March, 2020 but the same has not been provided.	31 st March, 2021	As informed to us, this was an inadvertent omission and will be avoided in future.	During the review period, the listed entity is in compliance with the said regulation.
5.	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 31st March, 2020.	31 st March, 2021	As informed to us, this was an inadvertent omission and will be avoided in future.	During the review period the listed entity has not included all the information as required in the Annual Report as per the observations made in this report.
6.	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.	31 st March, 2021	As informed to us, this was an inadvertent omission and will be avoided in future.	The listed entity has assured us of compliance of the same in case of similar events in future.
7.	The Listed Entity did not publish the details in the newspapers with respect to: <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. 	31 st March, 2021	As informed to us, this was an inadvertent omission and will be avoided in future.	The listed entity has assured us of compliance of the same in case of similar events in future.



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	<ul style="list-style-type: none"> Financial results for the period ended 31.03.2020. 			
8.	<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. 	31 st March, 2021	As informed to us, this was an inadvertent delay and will be avoided in future.	During the review period Listed Entity has not given prior intimations to the Stock Exchange as per the observations made in this report.
9.	<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 31.12.2020 for the half year ended 30.09.2020, results of which were published on 06.11.2020.</p>	31 st March, 2021	As informed to us, this was an inadvertent delay and will be avoided in future.	During the review period Listed Entity has delayed in submission of the Certificate obtained from the Debenture Trustee as per the observations made in this report.



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10	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.	31 st March, 2021	As informed to us, this was an inadvertent omission and will be avoided in future.	During the review period Listed Entity has not reviewed the same as per the observations made in this report.
11	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. 	31 st March, 2021	As informed to us, this was an inadvertent omission/delay and will be avoided in future.	During the review period Listed Entity is in compliance with the said regulation.
12	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 st March, 2021	As informed to us, this was an inadvertent omission/delay and will be avoided in future.	During the review period Listed Entity has not submitted the same as per observations made in this report.



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	31.07.2020 and 31.01.2021.			
13	<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. 	31 st March, 2021	As informed to us, this was an inadvertent delay and will be avoided in future.	During the review period Listed Entity has not intimated the same as per observations made in this report.
14	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.	31 st March, 2021	As informed to us, this was an inadvertent omission and will be avoided in future.	During the review period, the listed entity has filed the quarterly certificates with the stock exchanges.



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15	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 31.12.2020 the intimation was made on 06.01.2021.	31 st March, 2021	As informed to us, this was an inadvertent delay and will be avoided in future.	During the review period, the listed entity is in compliance with the said regulation.
16	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.	31 st March, 2021	As informed to us, this was an inadvertent delay and will be avoided in future	During the review period Listed Entity has delayed in submission of annual disclosure with regard to entity identified as a Large Corporate as per the observations made in this report.

(e) The reporting on compliance of Clause 6(A) and 6(B) of the Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by Securities and Exchange Board of India on “Resignation of statutory auditors from listed entities and their material subsidiaries” is not applicable during the Review Period.

Date: 30.05.2022
Place: Hyderabad



Signature:

[Handwritten Signature]

Name of Company Secretary:
P.A.P. Murthy
FCS: 926; C. P. No: 6633
UDIN: F000926D000428870