



**COMPLIANCE CERTIFICATE**

**(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 including any amendment/modification thereof)**

31 August 2023

To  
The Members,  
PVP Ventures Limited  
KRM Centre 9<sup>th</sup> Floor,  
No. 2, Harrington Road, Chetpet,  
Chennai – 600 031

Dear Member(s),

**Sub: Certificate of Practicing Company Secretary in respect of compliance of provision of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended in relation to proposed preferential issue of 12,900,000 (One crore twenty nine Lakhs) shares by PVP Ventures Limited.**

I, Sneha Jain, Proprietor of Sneha Jain & Associates, Practicing Company Secretaries, having office at No. 109, Vellala Street, III Floor, Purasawalkam, Chennai – 600084, Tamil Nadu, India, was appointed by the Board of Directors of PVP Ventures Limited ("the Company") to certify that, the proposed preferential issue of 1,29,00,000 (One Crore Twenty Nine Lakhs) equity shares to PV Potluri Ventures Private Limited, an Indian Company (CIN:U70109AP2022PTC122725) having its registered office at 5th Floor, Door No. 39-1-57, Mahatma Gandhi Road, Vijayawada, Andhra Pradesh - 520010, is in compliance with the requirements of, "Chapter V - Preferential Issue" of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and the Section 42 and 62 of the Companies Act, 2013 ("the Act") and rules framed thereunder, subject to shareholders' approval.

As per requirement of Regulation 163(2) of the SEBI ICDR Regulations this certificate is required to be sent to the Shareholders along with the notice for postal ballot.

**Management's Responsibility**

1. The compliance with the aforesaid SEBI ICDR Regulations for the preferential allotment of equity shares and preparation of notice including its contents is the responsibility of management of the Company. Management is also responsible for the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the compliance with the terms and conditions contained in the SEBI ICDR Regulations specified therein; and making estimates that are reasonable in the circumstances.

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2. The Management is also responsible for ensuring:
  - i. That the Company provides all relevant information to the National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”).
  - ii. That the Company obtained Valuation report from a Registered Valuer.

#### **Practicing Company Secretary's Responsibility**

Pursuant to the requirements of Regulation 163 (2) of Chapter V of the SEBI ICDR Regulations, as amended, it is my responsibility to provide limited assurance that the proposed preferential issue of shares to the proposed allottees as mentioned above, are being made in accordance with the requirements of "Chapter V-Preferential Issue" of the SEBI ICDR Regulations to the extent applicable and applicable provisions of the Act and rules framed thereunder.

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company, as required under the aforesaid SEBI ICDR Regulations, I have verified that the issue is being made in accordance with the requirements of these SEBI ICDR Regulations as applicable to the preferential issue, more specifically, the following:

1. Verified that all the present equity shares are fully paid up.
2. Noted that the Relevant Date is 31 August 2023, being the 30 (thirty) days prior to the date of the end of voting.
3. On the basis of documents produced before me and undertaking produced by the proposed allottees, I certify that the proposed allottees which is a promoter group entity has not sold / transferred /pledged any Equity Shares of the Company during the period of 90 trading days prior to the Relevant Date i.e. 31 August 2023. Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the Company during the 90 trading days preceding the relevant date.
4. The proposed allottee does not hold any equity share in the Company as on date and hence Regulation 167(6) w.r.t. Lock in is not applicable.
5. The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MOA) and Article of Association (AOA) of the Company. With respect to compliance with the minimum issue price for equity shares to be issued on preferential basis and In accordance with sub-regulation (1) of regulation 164 of the SEBI ICDR Regulations, I have verified that the Articles of Association of the Company do not provide for a method of determination floor price.



6. The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of the SEBI ICDR Regulations.
7. In terms of Regulation 164 of the SEBI ICDR Regulations, the minimum price at which equity shares shall be issued shall not be less than higher of the following:

(a) INR 12.076/- each the 90 trading days volume weighted average price of the related equity shares of the Company quoted on the recognized Stock Exchange preceding the Relevant Date;

Or

(b) INR 10.159/- each the 10 trading days volume weighted average price of the related equity shares of the Company quoted on the recognized Stock Exchange preceding the Relevant Date.

Therefore, the minimum price at which the Shares on Preferential basis can be issued is Rs. 12.076 each as per Valuation report dated 31 August 2023 issued by Ms. Vandana Sankhala having address Alsa Towers, 7th Floor, 186/187 Poonamallee High Road, Kilpauk Chennai- 600010, Independent Chartered Accountants and Registered Valuer under the Companies Act, 2013.

The Board of Directors in their meeting held on 24 August 2023, have decided to issue the Shares at the price arrived as per SEBI ICDR Regulation i.e. Rs. 12.076 per share.

8. The proposed issue is being made in accordance with the requirements of Chapter V of SEBI ICDR Regulations, Section 42 and 62 of the Act and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of the Act.
9. The details of the proposed allottees who does not hold any equity shares of the issuer as on the date of this report.

Sr. No.	Name of the Proposed Allottee	PAN
1	PV Potluri Ventures Private Limited	AANCP2718E

10. Verified the Permanent Account Number ("PAN") of Proposed Allottee subscribing to the Preferential Issue from the copy of PAN card.
11. None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI ICDR Regulations.
12. I have enquired with the management of the Company and obtained representation to confirm that the Company has adhered to conditions for continuous listing of equity shares as specified in the listing agreement with the NSE and BSE.



13. The total allotment to the allottee in the present preferential issue of the issuer in the same financial year, i.e. 2023-24 is less than 5% of the post issue fully diluted share capital of the issuer.
14. Our scope of work did not include verification of compliance with statutory requirements of the SEBI ICDR Regulations except for aforesaid aspects, other circulars, notifications, etc. as issued by relevant regulatory authorities from time to time, and any other laws and regulations applicable to the Company.

#### **Conclusion**

15. With the information, explanations and representations sought by us and given by the Company and examination of the books of account and records by us in the normal course of limited assurance and to the best of our knowledge and belief, we state that in our opinion, nothing has come to our attention that causes us to believe that the proposed preferential issue of shares would not be in accordance with Chapter V of the SEBI ICDR Regulations.

#### **Restriction of use**

16. This Certificate is issued solely for the information and use of the Board of Directors of the Company in connection with the proposed preferential issue of shares and listing thereof and should not be used by any person or for any other purpose. Accordingly, I do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without my prior consent in writing.

**For Sneha Jain & Associates**  
*Company Secretaries*

**Sneha Jain**  
Proprietor  
M. No. FCS 8889  
C P No. 10650  
UDIN : F008889E000899449

**Place : Chennai**  
**Date: 31 August 2023**

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