

PVP VENTURES LIMITED

CIN: L72300TN1991PLC020122

Registered Office: KRM Centre, 9th Floor, Door No. 2, Harrington Road,
Chetpet, Chennai, Tamil Nadu-600031

Corporate Office: 4th Floor, Punnaiah Plaza, Plot No. 83 and 84, Road No. 2,
Banjara hills, Hyderabad-500034

Tel: 044 30285570 Fax : 044 30285571

E-mail: investorrelations@pvpglobal.com website: www.pvpglobal.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations, that the resolution in relation to issue of Non-Convertible Debentures through private placement is proposed to be passed by the Members through postal ballot / electronic voting (remote e-voting).

The proposed resolution along with the explanatory statement setting out the material facts and reasons there to is appended herewith and a Postal Ballot Form (the Form) is enclosed for your consideration.

The Board of Directors of the Company (the "Board") has appointed M/s. D. Hanumanta Raju & Co., Practicing Company Secretaries, as Scrutinizer for conducting the postal ballot process and e-voting in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Form and return the same duly completed. The duly completed Form should reach the Scrutinizer not later than 17:00 Hours (IST) on Tuesday, May 23, 2017.

Members desiring to opt for remote e-voting as per the facilities arranged by the Company are requested to read the instructions in the notes under the section "procedure and instructions for e-voting" in this notice.

The Scrutinizer will submit his report to the Chairman or any other Director of the Company after the completion of the scrutiny of the postal ballot forms and votes cast through remote e-voting. The result of postal ballot (including remote e-voting) shall be declared on or before Thursday, May 25, 2017 and communicated to the Stock Exchange, the depositories and the Registrar and Share Transfer Agent and would also be displayed on the Company's website at www.pvpglobal.com

1. **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 re-enactment 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. 500 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 and 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 deeds to give effect to the above said resolution."

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

**Place: Chennai
Date:17.04.2017**

**D. Krishnamoorthy
CFO & Company Secretary**

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and the reasons for the proposals set out above is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) /central depository services (India) limited (CDSL) and as on the close of business hours on 14.04.2017(Cut Off date). Accordingly, the Members whose names appear on the Register of Members / List of Beneficial Owners (received from the National Securities Depository Limited (NSDL) & central depository services (India) limited (CDSL) as on 14.04.2017 will be considered for the purpose of voting.
3. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on 14.04.2017
4. Corporate and institutional members shall be entitled to vote through their authorized representative with proof of their authorization as stated in the instructions for e-voting
5. The Board has appointed M/s. D. Hanumanta Raju & Co., Company Secretaries as the Scrutinizer for conducting the postal ballot / remote e-voting process in a fair and transparent manner.
6. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Tamil newspaper, each with wide circulation in Chennai, where the registered office of the Company is situated, and published on the Company website.
7. As per the provisions of Section 110 other applicable provisions of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by email to those Members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope.
8. In compliance with Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide remote e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has

engaged the services of CDSL\NSDL for the purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional.

9. Members can opt for only one mode of voting, i.e., either by physical ballot or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid. The instructions for electronic voting are annexed to this notice.
10. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to investorrelations@pvpglobal.com. The Registrar and Transfer Agent of the Company / Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
11. A Member cannot exercise his/her vote by proxy on postal ballot.
12. Members can cast their vote online from April 24, 2017 (9:00 am onwards) till May 23, 2017 (upto 5:00 pm) as the e-voting module shall be disabled for voting by Karvy Computershare Pvt. Ltd. thereafter. No voting shall be allowed beyond 5:00 pm of May 23, 2017. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage prepaid business reply envelope (BRE), so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on May 23, 2017. **Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received.**
13. In case of joint-holding, the Postal Ballot Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
14. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
15. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny of the postal ballots (including remote e-voting). The result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before May 25, 2017 at the Corporate office of the Company and will also be displayed on the website of the Company (www.pvpglobal.com).
16. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till May 23, 2017(last day of voting).
17. For e-voting, please read carefully the "Procedure/instructions for e-voting" enumerated herein:

PROCEDURE/INSTRUCTIONS FOR E-VOTING:

The instructions for Members for e-voting are as under:

A. In case a Member receives an e-mail from Karvy Computershare Pvt. Ltd:

- i. Launch Internet browser by typing the URL: <https://evoting.karvy.com>
- ii. Enter the login credentials (i.e. user ID and password mentioned in your email/Postal Ballot Form). Your Folio No./DP ID client ID will be your user ID. *However, if you are already registered with Karvy Computershare Pvt. Ltd. (Karvy) for e-voting, you can use your existing User ID and Password for casting your vote.*

USER ID:	For Members holding shares in Demat form: a. For NSDL: 8 character DP ID followed by 8 digits Client ID b. For CDSL: 16 digits Beneficiary ID/Client ID For Members holding shares in Physical form: Event no. (EVEN) followed by Folio No. registered with the Company.
Password:	Your Unique Password is printed on the Postal Ballot Form/provided in the email forwarding the electronic notice.

- iii. After entering these details appropriately. Click on 'LOGIN'
- iv. 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 (e-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email ID etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e. PVP Ventures Limited
- vii. On the voting page, enter the number of shares as on the cut-off date (which represents the number of votes) under "FOR/AGAINST" or alternatively, you may partially enter any number in 'FOR' and partially in "AGAINST" but the total number in 'FOR/AGAINST' taken together should not exceed the total shareholding. If the shareholder does not indicate either "FOR" or 'AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else 'CANCEL' to modify. Once you confirm, 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 all the resolutions.
- ix. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF Format) of the relevant Board Resolution/Authority Letter, etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer at e-mail id investorrealitions@pvpglobal.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 a Member receives Postal Ballot Form by Post and wants to vote electronically:

- i. Initial password is provided at the bottom of the Postal Ballot Form.
- ii. Please follow all steps from Sl. No. (i) to Sl. No. (ix) as mentioned in (A) above, to cast e-vote.

C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting User Manual for shareholders, available at the download section of <https://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. at Tel No. 1800 345 4001 (toll free). In case of any grievances connected with e-voting, members may kindly contact Mr. Anandan K. Manager, Karvy Computershare Pvt. Ltd. at anandan.k@karvy.com, Tel no. 040 67162222.

1. Eligible Members who have not received/received the Postal Ballot notice by email and who wish to vote through physical ballot can download the form from the link <https://evoting.karvy.com> or from the website of the Company www.pvpglobal.com
2. If the proposed resolution is assented by a requisite majority, it shall be deemed to have been duly passed at a general meeting. The resolution will become effective on and from May 23, 2017, being the last date for casting the vote.
3. The Special Resolutions mentioned above shall be declared as passed if the numbers of votes cast in its favour are not less than three times the number of votes, if any, cast against the said Resolution.
4. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of the Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form and self-addressed postage pre-paid business reply envelope. A Member may request for a duplicate Postal Ballot Form from Company's Registrar & Share Transfer Agent:

Karvy Computershare Private Limited

(Unit: PVP Ventures Limited)

Karvy Selenium Tower B, Plot 31-32, Gachibowli,

Financial District, Nanakramguda, Hyderabad – 500 032

Tel: +91 40 67162222 Fax: +91 40 23001153 Email: einward.ris@karvy.com

**Explanatory Statement
(Pursuant to Sections 102(1) and 110 of the Companies Act, 2013)**

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') upto Rs. 500 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 April 17, 2017, resolved to issue NCDs upto Rs. 500 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 upto 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 shareholding / directorship, if any.

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

**Place: Chennai
Date:17.04.2017**

**D. Krishna moorthy
CFO & Company Secretary**



PVP VENTURES LIMITED

CIN: L72300TN1991PLC020122

Registered Office: KRM Centre, 9th Floor, Door No. 2, Harrington Road,
Chetpet, Chennai, Tamil Nadu-600031 Tel : 044 30285570 Fax : 044 30285571

Corporate Office: 4th Floor, Punnaiah Plaza, Plot No. 83 and 84, Road No. 2, Banjara hills, Hyderabad-500034
E-mail: investorrelations@pvpglobal.com website:www.pvpglobal.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before filling this form)

Serial No. :

1. Name and registered address of the sole/first Joint Shareholder :

2. Name(s) of Joint Shareholder(s), if any :

3. DP ID / Client ID No. / Registered Folio No. :

4. No. of Shares held :

I/We hereby exercise my/our vote in the Special resolutions to be passed through postal ballot in connection with the business stated in the Postal Ballot Notice of the Company by recording my/our assent or dissent to the said resolution by placing tick (✓) mark at the appropriate box below:

Sl.No.	Description	No. of Shares	I/We hereby assent to the Resolution (FOR)	I/We hereby dissent to the Resolution (AGAINST)
1)	ISSUANCE OF SECURED, RATED, LISTED REDEEMABLE, NON-CONVERTIBLE DEBENTURES BY WAY OF PRIVATE PLACEMENT			

Place :

Date :

Signature of the Member

The Company is pleased to offer all its Members, e-voting facility as an alternative mode for casting their votes electronically, instead of sending the postal ballot forms to the Scrutinizer. However, e-voting is optional.

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Electronic Voting Particulars

EVEN (E- Voting Event Number)	USER ID	PASSWORD

The Postal Ballot Form shall reach the Scrutinizer on or before the close of working hours i.e. 5.00 p.m. on May 23, 2017. Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received.

Note: Please read the instructions printed overleaf carefully before exercising the vote.

INSTRUCTIONS

1. A Member desiring to exercise his vote by Postal Ballot may complete this postal ballot form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent at the expense of the shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors or the Company.
3. This postal ballot form should be completed and signed (as per specimen signature(s) registered with the Company) by the shareholder. In case of joint shareholding, this form should be completed and signed (as per specimen signature(s) registered with the Company) by the first named shareholder and in his/her absence, by the next named shareholder. Unsigned postal ballot forms will be rejected. Members are requested to fill the Postal Ballot Form in indelible ink (avoid filling it by using pencil etc.)
4. Where the postal ballot form has been signed by an authorised representative of a body corporate / Trust / Society etc. a certified copy of the relevant authorisation to vote on the postal ballot should accompany the postal ballot form. Where the form has been signed by the President of India or of the Governor of a State, a certified copy of the nomination should accompany the ballot form. A Member may sign the form through an Attorney, specifically appointed for this purpose, in which case an attested true copy of the Power of Attorney should also be attached to the ballot form.
5. Duly completed envelopes addressed to the Scrutinizer containing the Postal Ballot Form should reach Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad -500032 not later than 05:00 p.m. on May 23, 2017. All Postal Ballot Forms received after the above time and date will be treated as if reply/Postal ballot form from such shareholder has not been received.
6. A Shareholder 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 mentioned in item no. 5 above.
7. Voting rights shall be reckoned on the paid up value of the equity shares registered in the name of the shareholder(s) as on the cut-off date i.e. April 14, 2017.
8. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
9. The Scrutinizer's decision on the validity of the Postal Ballot form shall be final.
10. The vote of a Member will be considered invalid on any of the following grounds:
 - a. if the Member's signature does not tally, or if the Postal Ballot Form is not signed as per the process mentioned above;
 - b. if the Member has marked his/her/its vote both 'FOR' and 'AGAINST' in the Postal Ballot Form in such a manner that the aggregate shares voted 'FOR' and 'AGAINST' exceeds the total number of shares held under serial no. 4 of the Postal Ballot Form;
 - c. if the ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the identity of the Member or the number of votes or as to whether the votes are in favour or against or inability of the signature to be verified or on one or more of the above grounds.
 - d. Member(s) shall opt for one mode of voting. If a Member has opted for e-voting then he should not vote by physical ballot and vice-versa. However, if the Members cast their vote by physical ballot as well as through e-voting, then the voting through physical ballot shall be treated as invalid.