

PVV INFRA LIMITED
(Formerly Known as Thirthankar Infra Limited)

20TH

ANNUAL REPORT

2014-2015

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CORPORATE INFORMATION

BOARD OF DIRECTORS:

| | | |
|----------------------------------|-----------------|--|
| 1. Mr. P V V Satyanarayana | (DIN: 01311615) | - Promoter, Non- Executive Director |
| 2. Mr. Sanjeev Sharma | (DIN: 01364156) | - Non-Executive, Independent Director |
| 3. Mr. Chanakya Bellam | (DIN: 02642002) | - Professional, Executive Director |
| 4. Mr. Gorijala Venkateswara Rao | (DIN: 00796674) | - Professional, Non-Executive Director |
| 5. Ms. Navneet Kaur Virk | (DIN: 03403617) | - Non-Executive, Independent Director |
| 6. Mr. Srikanth Gummalla | (DIN: 02050311) | - Non-Executive, Independent Director |
| 7. Mr. Ajay Yadav | (DIN: 00919428) | - Non-Executive, Independent Director |

REGISTERED OFFICE:

No.5 Damodaran Street,
Near Uma Complex and School
Kellys, Kilpauk P.O.
Chennai, Tamil Nadu -600010

CORPORATE OFFICE:

B-202, Universal Paradis
Nanda Pathakar Road,
Vile Parle (E) Mumbai – 400 057

AUDITORS:

M/s. Hanumaiah & Co
Chartered Accountants,
Flat No: 1 & 2, Ground Floor,
RAM's VSR Apartments,
Mogalrajpuram,
Vijayawada – 5200 010 (A.P)

AUDIT COMMITTEE:

| | | |
|----------------------------|---|----------|
| 1. Mr. Srikanth Gummalla | - | Chairman |
| 2. Mr. P V V Satyanarayana | - | Member |
| 3. Ms. Navneet Kaur Virk | - | Member |

NOMINATION & REMUNERATION COMMITTEE:

| | | |
|----------------------------|---|----------|
| 1. Mr. Srikanth Gummalla | - | Chairman |
| 2. Mr. P V V Satyanarayana | - | Member |
| 3. Ms. Navneet Kaur Virk | - | Member |

STAKEHOLDERS RELATIONSHIP COMMITTEE:

- | | | |
|----------------------------|---|----------|
| 1. Ms. Navneet Kaur Virk | - | Chairman |
| 2. Mr. G. Venkateswara Rao | - | Member |
| 3. Mr. P V V Satyanarayana | - | Member |

INDEPENDENT DIRECTORS COMMITTEE:

- | | | |
|--------------------------|---|----------|
| 1. Ms. Navneet Kaur Virk | - | Chairman |
| 2. Mr. Srikanth Gummalla | - | Member |
| 3. Mr. Sanjeev Sharma | - | Member |
| 4. Mr. Ajay Yadav | - | Member |

RISK MANAGEMENT COMMITTEE:

- | | | |
|---------------------------|---|----------|
| 1. Mr. Srikanth Gummalla | - | Chairman |
| 2. Ms. Navneet Kaur Virk | - | Member |
| 3. Mr. G Venkateswara Rao | - | Member |

LISTING/TRADING:

1. BSE Limited
2. Ahmedabad Stock Exchange Limited

REGISTRAR & SHARE TRANSFER AGENTS:

Aarthi Consultants Private Limited,
1-2-285, Domalguda, Hyderabad-500029
Ph.Nos.040-27638111/27634445
Email : info@aarthiconsultants.com

BANKERS:

City Union Bank, Vijayawada
Federal Bank Limited, Ville Parle, Mumbai.

CORPORATE IDENTITY NUMBER:

L70102TN1995PLC068528

ISIN: INE428B01013

WEBSITE: www.pvvinfra.com

INVESTOR E-MAIL ID: cs@thirthankarinfraltd.com

NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of the Shareholders of **PVV INFRA LIMITED** will be held on Wednesday, the 30th September 2015 at 10.00 A.M. at the registered office of the company situated at No.5, Damodaran Street, Near Uma Complex and School, Kellys, Kilpauk P.O., Chennai – 600010 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To appoint a director in place of Mr. P V V Satyanarayana holding DIN: 01311615 who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Hanumaiah & Co, Chartered Accountants as the Auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 24th Annual General Meeting of the Company at remuneration as may be fixed by the Board of Directors.

SPECIAL BUSINESS:

4. APPOINTMENT OF MR. CHANAKYA BELLAM AS DIRECTOR OF THE COMPANY:

To consider 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 Section 149 of the Companies Act, 2013 and the Rules made there under and the Articles of Association of the Company, Mr. Chanakya Bellam (DIN: 02642002) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13.02.2015 and who holds office until the date of the ensuing AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Chanakya Bellam as a candidate for the office of a director of the Company, be and is hereby appointed as a director of the Company liable to retire by rotation.

5. APPOINTMENT OF MR. CHANAKYA BELLAM AS A WHOLE TIME DIRECTOR OF THE COMPANY:

To consider 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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V of the Companies Act, 2013 and pursuant to Articles of Association of the Company, the consent of the Company be and is hereby accorded to the appointment of Mr. Chanakya Bellam (DIN: 02642002) as Whole-time Director of the

Company, for a period of 5 years commencing from 30.06.2015 on the remuneration, as may be decided by the Board and with liberty to the Board of directors to fix, alter or vary from time to time the terms and conditions of the said appointment including the remuneration in such manner as it may deem fit within the limits in that behalf contained in Schedule V of the said Act including any Statutory modification(s) in force or that may hereinafter be made thereto by the Central Government in that behalf or any amendments thereto as may be agreed by the Board of Directors and Mr. Chanakya Bellam in this behalf.

“RESOLVED FURTHER THAT pursuant to Schedule V and other applicable provisions, if any, of the Act and subject to such approvals as may be necessary, the Company be and is hereby authorized to pay the minimum remuneration to Mr. Chanakya Bellam, for that financial year, in which there is inadequacy or absence of profits, during the period of Five years from the effective date of his appointment.”

“RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

6. APPOINTMENT OF MR. SRIKANTH GUMMALLA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider 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 section 149, 152 of the Companies Act, 2013 and rules made there under, Mr. Srikanth Gummalla (DIN 02050311), who was appointed ‘Additional Director’ in the Board of the Company on 10.10.2014 pursuant to the provision of Section 161 (1) of the Companies Act, 2013 (“the Act”) read with Articles of Association of the Company , and whose term of office expires at the ensuing Annual General Meeting of the Company, and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Srikanth Gummalla as a candidate for the office of a director of the company who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company , not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years up to 29th September, 2020.

7. APPOINTMENT OF MS. NAVNEET KAUR VIRK AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider 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 section 149, 152 of the Companies Act, 2013 and rules made there under, Ms. Navneet Kaur Virk (DIN 03403617), who was appointed ‘Additional Director’ in the Board of the Company on 30.03.2015 pursuant to the provision of Section 161 (1) of the Companies Act, 2013 (“the Act”) read with Articles of Association of the Company , and whose term of office expires at the ensuing Annual General Meeting of the Company, and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying her

intention to propose Ms. Navneet Kaur Virk as a candidate for the office of a director of the company who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company , not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years up to 29th September, 2020.

8. APPOINTMENT OF MR. SANJEEV SHARMA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider 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 section 149, 152 of the Companies Act, 2013 and rules made there under, Mr. Sanjeev Sharma (DIN 01364156), who was appointed ‘Additional Director’ in the Board of the Company on 13.05.2015 pursuant to the provision of Section 161 (1) of the Companies Act, 2013 (“the Act”) read with Articles of Association of the Company , and whose term of office expires at the ensuing Annual General Meeting of the Company, and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Sanjeev Sharma as a candidate for the office of a director of the company who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company , not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years up to 29th September, 2020.

9. APPOINTMENT OF MR. AJAY YADAV AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider 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 section 149, 152 of the Companies Act, 2013 and rules made there under, Mr. Ajay Yadav (DIN 00919428), who was appointed ‘Additional Director’ in the Board of the Company on 14.08.2015 pursuant to the provision of Section 161 (1) of the Companies Act, 2013 (“the Act”) read with Articles of Association of the Company , and whose term of office expires at the ensuing Annual General Meeting of the Company, and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Ajay Yadav as a candidate for the office of a director of the company who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company , not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years up to 29th September, 2020.

10. SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF TAMILNADU TO THE STATE OF MAHARASHTRA

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT, pursuant to the provisions of Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and subject to confirmation of Regional Director (Tamilnadu) consent of the members be and is hereby accorded to shift the registered office of the Company from the state of

Tamilnadu to the State of Maharashtra at “B-202, Universal Paradis Nanda Pathakar Road, Vile Parle (E) Mumbai – 400 057”.

“RESOLVED FURTHER THAT, clause II of the Memorandum of Association of the Company be altered by replacing the same as follows:

“II. The Registered office of the Company will be situated in the State of Maharashtra.”

“RESOLVED FURTHER THAT, for purpose of giving effect to this resolution, the Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to delegate any or all of the aforementioned powers, to any Director, any committee of the Board of Directors or to officers of the company, to give effect to the aforesaid resolution.”

11. AMENDMENT OF ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s) the following resolution as Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 5 read with section 14 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the new draft Articles as contained in the Articles of Association submitted be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) and any one of Directors of the Company, be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**For and on behalf of the Board
PVV Infra Limited**

**Place: Chennai
Date: 28.08.2015**

**Sd/-
P V V Satyanarayana
Director
(DIN: 01311615)**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 26.09.2015 to 30.09.2015 (Both days inclusive).
4. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
5. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
6. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
7. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
8. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agents (M/s. Aarthi Consultants Private Limited).
9. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.