



# **22<sup>ND</sup> ANNUAL REPORT**

**2016-2017**

## INDEX

SL NO	CONTENTS	PAGE NO
01.	CORPORATE INFORMATION	1
02.	NOTICE OF ANNUAL GENERAL MEETING	4
03.	DIRECTORS REPORT	23
04.	REPORT ON CORPORATE GOVERNANCE	33
05.	CERTIFICATE ON CORPORATE GOVERNANCE	59
06.	MANAGEMENT DISCUSSIONS AND ANALYSIS	61
07.	SECRETARIAL AUDIT REPORT	62
08.	INDEPENDENT AUDITORS' REPORT	81
08.	ANNEXURE TO AUDITORS REPORT	85
09.	PROFIT AND LOSS ACCOUNT	88
10.	BALANCE SHEET	89
11.	CASH FLOW STATEMENT	95
12.	SIGNIFICANT ACCOUNTING POLICIES	96
13.	PROXY FORM & ATTENDANCE SLIP	99

## CORPORATE INFORMATION

### **BOARD OF DIRECTORS:**

Mr. P V V Satyanarayana	-	Promoter, Non- Executive Director	(DIN: 01311615)
Mr. Gorijala Venkateswara Rao	-	Professional, Non-Executive Director	(DIN: 00796674)
Mr. K. S. Rao	-	Executive Director cum CEO	(DIN: 01363257)
Ms. Navneet Kaur Virk	-	Independent Director	(DIN: 03403617)
Mr. Sanjeev Sharma	-	Independent Director	(DIN: 01364156)
Mr. Sumant Pinnamaneni	-	Independent Director	(DIN: 06612334)
Mr. Chanakya Bellam	-	Whole-Time Director	(DIN: 02642002)
Mr. Ajay Yadav	-	Independent Director	(DIN: 00919428)
Mr. Srikanth Gummalla	-	Independent Director	(DIN: 02050311)
Mr. K.Kiran Kumar	-	Independent Director	(DIN: 07548116)
Mr. Lakshmi Narayana Badiga-		Chief Financial Officer	(PAN: AFQPB4149G)

### **CORPORATE OFFICE:**

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

### **REGISTERED OFFICE:**

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

### **STATUTORY AUDITORS:**

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

**SECRETARIAL AUDITOR:**

M/s. Sambhu Prasad M & Associates  
Practicing Company Secretaries  
49-9-10, Lalitha Nagar,  
Akkayyapalem, Visakhapatnam,  
Andhra Pradesh-530016

**CORPORATE IDENTITY NUMBER:**

L70102TN1995PLC068528

**AUDIT COMMITTEE:**

Mr. Gorijala Venkateswara Rao	-	Chairman
Mr. Sumant Pinnamaneni	-	Member
Ms. Navneet Kaur Virk	-	Member

**NOMINATION & REMUNERATION COMMITTEE:**

Mr. Sumant Pinnamaneni	-	Chairman
Mr. Gorijala Venkateswara Rao	-	Member
Mr. Sanjeev Sharma	-	Member

**STAKEHOLDERS RELATIONSHIP COMMITTEE:**

Mr. Sanjeev Sharma	-	Chairman
Mr. Sumant Pinnamaneni	-	Member
Mr. P V V Satyanarayana	-	Member

**RISK MANAGEMENT COMMITTEE:**

Mr. P V V Satyanarayana	-	Chairman
Mr. Sumant Pinnamaneni	-	Member
Mr. G Venkateswara Rao	-	Member

**REGISTRAR & SHARE TRANSFER AGENTS:**

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

**BANKERS:**

City Union Bank, Vijayawada

Canara Bank, Vijayawada

Federal Bank Limited, Ville Parle, Mumbai.

ICICI Bank Limited, Mumbai

Ratnakar Bank Limited, Hyderabad

Axis Bank Limited, Hyderabad

State Bank of India, Jaipur, Rajasthan

State Bank of India, Madhapur, Hyderabad

Indian Overseas Bank, Worli, Mumbai

**LISTED AT:**

BSE Limited.

**DEMAT ISIN NSDL& CDSL:**

INE428B01013

**WEBSITE:**

[www.pvvinfra.com](http://www.pvvinfra.com)

**INVESTOR E-MAIL ID:**

[info@pvvinfra.com](mailto:info@pvvinfra.com)

## NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of the Shareholders of M/s. PVV Infra Limited will be held on Thursday, the 21<sup>st</sup> day of September 2017 at 9.00 a.m at the registered office of the company at H.No.5 Damodaran Street, Near Uma Complex And School Kellys, Kilpauk P.O., Chennai, Tamil Nadu- 600010, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2017, 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. K.S Rao (holding DIN: 0001363257), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Hanumaiah & Co., Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at remuneration as may be fixed by the Board.

### SPECIAL BUSINESS:

#### **4. VOLUNTARY DELISTING OF EQUITY SHARES FROM AHMEDABAD STOCK EXCHANGE LIMITED:**

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

**“RESOLVED THAT** pursuant to the provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (the “SEBI Delisting Regulations”) and SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 (LODR Regulations) as amended from time to time, Securities Contracts (Regulation) Act, 1956 and all applicable laws, rules, regulations, notifications, clarifications and guidelines, including, but not limited, to Companies Act, 2013, Ahmedabad Stock Exchange (ASE) (“the Exchanges”), Securities and Exchange Board of India Act, 1992 and in accordance with the existing guidelines, rules

and regulations of the Securities and Exchange Board of India (“SEBI”) (including any statutory amendment(s) modification(s) and or re- enactment(s) thereof, for the time being in force) and subject to such other statutory and/or contractual approvals, permissions, consents and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions by any relevant authority, including, but not limited to, Securities and Exchange Board of India (SEBI) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee constituted by the Board of Directors), the consent of the members of the Company be and is hereby accorded to the Board to seek Voluntary Delisting of its Equity Shares from Ahmedabad Stock Exchange Limited.

**“RESOLVED FURTHER THAT** the securities of the company shall continue to be listed on the stock exchange having nationwide trading terminal i.e., BSE Limited and therefore as per the said guidelines issued by the Securities and Exchange Board of India, no exit opportunity need to be given to the shareholders of the company.”

**RESOLVED FURTHER THAT** the Board, including any Committee of the Board or any person represented by the committee thereof, if any, be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary expedient, desirable or appropriate in the best interests of the company including signing of all necessary agreements, making application to the Stock Exchange seeking its in-principle and final approval for the proposed voluntary delisting of the Equity Shares of the Company and to settle all such questions, queries, doubts or difficulty which may arise with regard to Voluntary Delisting of the Equity Shares of the Company and filing of necessary documents for giving effect to this resolution.”

## 5. INCREASE IN AUTHORISED CAPITAL OF THE COMPANY:

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

**“RESOLVED THAT** pursuant to Section 13 and 61, and all other applicable provisions, if any, of the Companies Act, 2013, the Authorized Share Capital of the Company be increased from present Rs. 7,00,00,000 (Rupees Seven Crores only) divided into 70,00,000 (Seventy Lakhs Only) Equity Shares of Rs.10/- each to **Rs. 10,00,00,000 (Rupees Ten Crores only)** divided into **1,00,00,000 (One Crore Only)** Equity Shares of Rs.10/- each and consequently the Clause V of

the Memorandum of Association of the Company be and is hereby altered by substituting with the following new clause.

V. The Authorized Share Capital of the Company is **Rs. 10,00,00,000 (Rupees Ten Crores only)** divided into **1,00,00,000 (One Crore Only)** Equity Shares of Rs.10/- each with power to increase or reduce such capital from time to time and to classify them as equity shares or preference shares and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions as may be deemed fit in accordance with the regulation of the Company and legislative provisions, for the time being in force.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take all necessary steps as may be necessary to give effect to the above resolution including filing of all such necessary documents as may be required in this regard.”

## **6. ISSUE AND ALLOTMENT OF COMPULSORILY CONVERTIBLE DEBENTURES AND EQUITY SHARES ARISING ON CONVERSION OF COMPULSORILY CONVERTIBLE DEBENTURES**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Sections 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendments or re-enactments thereof for the time being in force), the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(the “ICDR Regulations”)**, Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(the “Listing Regulations”)**, each as amended, any other applicable laws, rules and regulations and enabling provisions in the Memorandum and Articles of Association of the Company and the equity listing agreements entered into by the Company with BSE Limited **(“BSE”)** and subject to necessary approvals / sanctions / permissions of appropriate statutory / regulatory authorities, if applicable, and subject to such conditions as may be prescribed by any of them while granting such approvals / sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee(s), which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution), consent of the Company be and



is hereby accorded to the Board to create, offer, issue and allot up to 1,00,00,000 ( One Crore Only) Compulsorily Convertible Debentures (“CCDs”) having face value of INR 10 (Indian Rupees Ten Only) each, in one or more tranches, at par, for an aggregate amount of up to 10,00,00,000 (Indian Rupee Ten Crores Only) and on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment, by way of a preferential allotment on private placement basis. The Board’s discretion including the discretion to determine the Strategic Investors to whom the offer, issue and allotment of Securities shall be made, in such manner, if any, permitted by the applicable Regulations and exercised by the Company and to issue such number of equity shares as may be required to be issued upon conversion of the CCDs allotted pursuant to this resolution or as may be necessary in accordance with the terms of the offering.

**RESOLVED FURTHER THAT** the CCDs shall (i) carry a coupon of 15% per annum, grossed up of all withholding taxes, payable on a quarterly basis, up to the date of conversion into equity shares of the Company and (ii) be converted into such number of equity shares of the Company arrived at by dividing the product of the face value of each CCD being converted and the number of CCDs being converted, by the higher of the (a) price determined in accordance with the ICDR Regulations; and (b) INR 20 (Indian Rupees Twenty Only).

**RESOLVED FURTHER THAT** the equity shares to be issued on conversion of the CCDs shall rank pari passu in all respects with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** the relevant date, for determination of the price at which the CCDs convert into equity shares of the Company, shall be the date 30 (thirty) days prior to the date on which the meeting of members is held to consider the proposed issuance of CCDs.

**RESOLVED FURTHER THAT** in accordance with the Regulation 74(1) of the ICDR Regulations the CCDs shall be allotted within a period of 15 days from the date of passing of this resolution, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.

**RESOLVED FURTHER THAT** in accordance with the Regulation 75 of the ICDR Regulations and terms of CCDs, the tenure of the CCDs shall not exceed 18 (eighteen) months from the date of their allotment.

**RESOLVED FURTHER THAT** the CCDs and the equity shares proposed to be allotted to the Proposed Allottee upon conversion of the CCDs, be listed on BSE Limited and that the Board be and is hereby authorised to make the necessary applications and to take all other steps as

may be necessary for and in connection with the listing of the CCDs and the equity shares proposed to be allotted to the Proposed Allottee upon conversion of the CCDs and for the admission of such CCDs and the equity shares with the depositories, viz. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”), and for the credit of such CCDs and the equity shares allotted upon conversion of the CCDs shall be in dematerialized form.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including but not limited to execution of various deeds, documents, writings, agreements, and also to modify, accept and give effect to any modifications therein and the terms and conditions of the issue, as may be required by the statutory, regulatory and other appropriate authorities and to settle all queries or doubts that may arise in the proposed issue, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or Officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the aforesaid resolution.”

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

**Sd/-**

**K.S. Rao**

**Executive Director**

**(DIN: 01363257)**

**Place: Chennai**

**Date: 12.08.2017**