



23rd ANNUAL REPORT

2017-18

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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. Sumant	-	Independent Director	-	(DIN: 06612334)
Mr. Sanjeev Sharma	-	Independent Director	-	(DIN: 01364156)
Mr. Anjaneyulu P	-	Independent Director	-	(DIN: 07857842)

KEY MANAGERIAL PERSONNEL				
Mr. Lakshmi Narayana Badiga	-	Chief Financial Officer	-	(PAN: AFQ PB4149G)

CORPORATE OFFICE	REGISTERED OFFICE
B-202, Universal Paradis Nanda Pathakar Road, Vile Parle (E) Mumbai – 400 057	No.5 Damodaran Street, Near Uma Complex and School, Kellys, Kilpauk P.O., Chennai, Tamil Nadu -600010

STATUTORY AUDITORS	SECRETARIAL AUDITOR
M/s. Hanumaiah & Co, Chartered Accountants, Flat No: 1 & 2, Ground Floor, RAM's VSR Apartments, Mogalrajpuram, Vijayawada – 5200 010 (A.P)	Mr. Bharatiraju Vegiraju Practicing Company Secretaries Flat No.503, Build No.21., Mhada Oshiwara Complex , Andheri (West) Mumbai-400053

CORPORATE IDENTITY NUMBER	L70102TN1995PLC068528
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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 VenkateswaraRao	-	Member

REGISTRAR & SHARE TRANSFER AGENTS

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

BANKERS

City Union Bank, Vijayawada
Canara Bank, Vijayawada
Ratnakar Bank Limited, Hyderabad
Axis Bank Limited, Hyderabad
State Bank of India, Madhapur, Hyderabad
Indian Overseas Bank, Worli, Mumbai

LISTED ON	BSE Limited.
DEMAT ISIN NSDL& CDSL	INE428B01013
WEBSITE	www.pvvinfra.com
INVESTOR E-MAIL ID	info@pvvinfra.com

NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of the Members of M/s. PVV Infra Limited will be held on Friday, the 21st day of September 2018 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, 2018, 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. Mr. Summant Pinnamaneni, (holding DIN: 06612334) who retires by rotation is not seeking for re-appointment.
3. 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 139(2) and 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, in the place of retiring Auditors M/s Hanumaiah & Co, Chartered Accountants, Vijayawada (Bearing Regn. No: 201719) to appoint M/s. SMV & CO., Hyderabad (Bearing Regn. No: 015630S) as Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the 27th Annual General Meeting (AGM) to be held in the year 2023 subject to ratification by the Members at every AGM hereafter and the Board of Directors be and are hereby authorized to fix their remuneration, in accordance with the recommendations of the Audit Committee in consultation with the Auditors.

SPECIAL BUSINESS:

4. 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. 11,00,00,000 (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore Ten Lakhs 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. 11,00,00,000 (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore Ten Lakhs 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."

5. ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PROMOTERS AND OTHERS:

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 42, 62(1) (c) and other applicable provisions of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered by the Company with the various stock exchanges where the shares of the Company are listed or to be listed, the applicable guidelines and clarifications issued by the Government of India (GOI), Securities and Exchange Board of India (SEBI), Securities Contracts (Regulations) Act, 1956, the Depositories Act, 1996 including the Rules, Regulations, Guidelines and any other statutory or regulatory authorities and clarifications thereon issued from time to time and subject to all statutory, regulatory and government approvals, consents, permissions and/or sanctions as may be necessary and subject to any such conditions and modifications as may be prescribed or imposed by any one or more of them while granting any such approvals, consents, permissions or sanctions agreed to by the Board of Directors of the Company (the "Board", which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including powers conferred on the Board by this resolution) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 Chapter VII as amended/modified from time to time (the "SEBI ICDR Regulations"), the consent of the Company be and is hereby accorded to the Board to issue, offer and allot upto 10,00,000 (Ten Lakhs) convertible warrants to the Promoters through conversion of unsecured loans and 10,00,000 (Ten Lakhs) Convertible warrants to Non-Promoters for consideration as cash on preferential allotment basis, on such terms and conditions and in such manner as the Board may think fit, each Warrant, on exercise, entitling the holder thereof to apply for and be allotted one (1) equity share of Rs.10/- each (Rupees Ten only) per Warrant, which exercise may be made within a period not exceeding eighteen (18) months from the date of allotment of the Warrants, in one or more tranches, in accordance with SEBI ICDR Regulations and other relevant guidelines/regulations as may be applicable, such that the equity shares to be issued on exercise of Warrants so issued or allotted, aggregate to 20,00,000 (Twenty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each fully paid up at a premium of Rs.11/- (Rupee Eleven Only) per equity share warrant aggregating to Rs.21/- (Rupees Twenty One Only) of which a sum of Rs. 5.25 (Rupees Five and Twenty Five Piasa) per Warrant (being 25% of

the subscription price per equity share) would be payable at the time of exercise of the Warrants and balance amount of 75% Rs. 15.75/- (Rupees Fifteen and Seventy Five Piasa Only) per warrant to be paid within 18 months from the date of allotment, such equity shares to be allotted to the holders of the Warrants on exercise shall rank pari passu in all respects including entitlement for dividend with the then existing equity shares of the Company. The proposed Investor Warrants shall be allotted in the following proposition on such terms and conditions and in such manner as the Board may think fit.

RESOLVED FURTHER THAT:

- i) the equity shares to be offered and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the provisions of SEBI ICDR Regulations;
- ii) the relevant date for the purpose of determining the price of the above mentioned issue of the Warrants (and the equity shares to be allotted on exercise thereof) in accordance with the SEBI ICDR Regulations be fixed as 22nd August 2018 being the 30th day prior to 21st September 2018 (i.e. the 30th day prior to the date on which meeting of the general body of shareholders is held in terms of 62 (1) (c) and other applicable provisions of the Companies Act, 2013 to consider the proposed issue);
- iii) the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of equity shares shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, without being required to seek any further consent or approval of the Company in the general body meeting of shareholders, subject however to compliance with the provisions of all applicable law, guidelines, notification, rules and regulations;
- iv) the Board be and is hereby authorised to accept any amendments, modifications, variations and alterations as the GOI, SEBI or any other regulatory authority may stipulate in that behalf; and
- v) the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or Committee of Directors or any other employee or officer of the Company (as it may consider appropriate) to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or incidental to this resolution and to settle any question, difficulty or doubt that may arise from time to time in regard to the offer/issue and allotment of equity shares, to the Investor, as per the details mentioned above and further to do all such acts, deeds, matters and things and to finalise and execute all documents, papers, agreements, deeds and writings as may be necessary, desirable or expedient as it may deem fit."

PROPOSED LIST OF WARRANTS ALLOTTEES:

Name of proposed Allottees	Warrants proposed to be allotted	% of Warrants
A. PROMOTER		
M/s PINNAMANENI ESTATES PRIVATE LIMITED	10,00,000	50.00
B. PUBLIC		
Mr. NIMMAGADDA SRINIVASA RAO	6,00,000	30.00
Mr. KIRAN DHINGRA	4,00,000	20.00
TOTAL	20,00,000	100.00

6. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROMOTERS / PROMOTER GROUP AND OTHERS THAN PROMOTERS:

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 42, 62(1) (c) and other applicable provisions of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered by the Company with the various stock exchanges where the shares of the Company are listed or to be listed, the applicable guidelines and clarifications issued by the Government of India (GOI), Securities and Exchange Board of India (SEBI) Securities Contracts (Regulations) Act, 1956, the Depositories Act, 1996 including the Rules, Regulations, Guidelines and any other statutory or regulatory authorities and clarifications thereon issued from time to time and subject to all statutory, regulatory and government approvals, consents, permissions and/or sanctions as may be necessary including RBI, and subject to any such conditions and modifications as may be prescribed or imposed by any one or more of them while granting any such approvals, consents, permissions or sanctions agreed to by the Board of Directors of the Company (the "Board", which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including powers conferred on the Board by this resolution) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 Chapter VII, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended/modified from time to time (the "SEBI ICDR Regulations"), and the enabling provisions of the Memorandum and Articles of Association of the Company consent by members of the company hereby accorded to issue, offer and allot up to 5,00,000 (Five Lakh only) Equity Shares to the Promoter through conversion of Unsecured loan and 11,64,000 Equity shares to Non-promoters for consideration of cash List of Allottees as given below, on preferential allotment basis, on such terms and conditions and in such manner as the Board may think fit, each equity share of Rs.10/- each (Rupees Ten only) each fully paid up at a premium of Rs. 11/- (Rupees Eleven Only) per equity share aggregating to Rs.21/- would be payable at the time of exercise of the equity shares, such equity shares shall rank pari passu in all respects including entitlement for dividend with the then existing equity shares of the Company, on such terms and conditions as the Board may think fit.

PROPOSED LIST OF ALLOTTEES FOR EQUITY SHAES:

Name of proposed Allottees	Equity shares proposed to be allotted	% of Equity shares
A. PROMOTER		
M/s PINNAMANENI ESTATES PRIVATE LIMITED	5,00,000	30.05
B. PUBLIC		
Mr. DUSHYANT BHATIA	1,40,000	8.41
Mr. KANCHAN S KHETRIPAL	2,29,000	13.76
Mrs. SNEHA GHANTHE	1,12,000	6.73
Mr. SONAL GHANTHE	41,000	2.46
Mrs. GANGA GHANTHE	1,12,000	6.73
Mr. KUMAR P	15,000	0.90
Mr. LAKSHMINARYANA B	15,000	0.90
Mrs. VANDANA S FARGOSE	1,00,000	6.01
Mrs. ASHA MARY PRAVIN JOHNSON	1,00,000	6.01
Mrs. TERESA M FARGOSE	50,000	3.00
Mr. JOAN S FARGOSE	50,000	3.00
Mr. S SARVESWAR REDDY	1,00,000	6.01
Mr. MOHAN BABU SSRK	1,00,000	6.01
TOTAL	16,64,000	100.00

RESOLVED FURTHER THAT:

- i) The equity shares to be offered and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the provisions of SEBI ICDR Regulations;
- ii) The relevant date for the purpose of determining the price of the above mentioned issue of the Equity shares in accordance with the SEBI ICDR Regulations be fixed as 22nd August 2018 being the 30th day prior to 21st September, 2018 (i.e. the 30th day prior to the date on which meeting of the general body of shareholders is held in terms of 62 (1) (c) and other applicable provisions of the Companies Act, 2013 to consider the proposed issue);
- iii) The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of equity shares shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, without being required to seek any further consent or approval of the Company in the general body meeting of shareholders, subject however to compliance with the provisions of all applicable law, guidelines, notification, rules and regulations;
- iv) the Board be and is hereby authorized to accept any amendments, modifications, variations and alterations as the GOI, SEBI or any other regulatory authority may stipulate in that behalf; and

- v) the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or Committee of Directors or any other employee or officer of the Company (as it may consider appropriate) to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or incidental to this resolution and to settle any question, difficulty or doubt that may arise from time to time in regard to the offer/issue and allotment of equity shares, to the Investor, as per the details mentioned above and further to do all such acts, deeds, matters and things and to finalise and execute all documents, papers, agreements, deeds and writings as may be necessary, desirable or expedient as it may deem fit.

7. TO APPROVE THE PROPOSAL FOR FORMING ASSOCIATE/ SUBSIDIARY COMPANY IN – PVV INFRA (DHAKA) LIMITED UNDER THE LAWS OF BANGLADESH.

To consider and if thought fit, to give assent or dissent to the following resolution proposed to be passed as **Special Resolution**:

“RESOLVED THAT consent by the Board of Directors of the Company at their meeting held on 13th August, 2018 to setup associated / subsidiary in the name of PVV INFRA (DHAKA) LIMITED for extensions of business in Bangladesh with proposed capital Rs.10,00,000 (Ten Lakhs Only) pursuant to the applicable provisions, if any of the Companies Act, 2013 and Laws of Bangladesh including any statutory modification or re-enactment thereof for the time being in force, and in accordance with the relevant provisions of the Memorandum and Articles of Association subject to the consents, approvals and /or permissions being obtained from appropriate authorities to the extent applicable and necessary, the consent of the members of the Company.

RESOLVED FURTHER THAT any one Director or the Compliance Officer of the Company be and is hereby authorised to do all such acts, deeds and things, which may be necessary including filing of necessary application with concerned authorities in respect of formation of the associate / subsidiary company situated outside India.”

8. TO APPROVE THE PROPOSAL FOR INCORPORATION OF ASSOCIATE/SUBSIDIARY COMPANY AS – PVV HOUSING LIMITED.

To consider and if thought fit, to give assent or dissent to the following resolution proposed to be passed as **Special Resolution**:

“RESOLVED THAT consent by the Board of Directors of the Company at their meeting held on 13th August, 2018 to setup associate / subsidiary by the name of PVV Housing Limited to create a separate entity for Housing projects with proposed capital Rs.10,00,000 (Ten Lakhs Only) pursuant to the applicable provisions, if any of the Companies Act, 2013 and any statutory modification or re-enactment thereof for the time being in force, and in accordance with the relevant provisions of the Memorandum and Articles of Association subject to the