



25th ANNUAL REPORT

2019-20

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CORPORATE INFORMATION
BOARD OF DIRECTORS

Mr. Fayaz Vakkal	Whole Time Director
Mr. Zameer Ahammed Kottala	Additional Director (Independent)
Mr. Kalpesh Prakash Bohra	Additional Director (Independent)
Mrs. Zeba Ruhin Shaikh Kottala	Additional Director (Independent)

KEY MANAGERIAL PERSONNEL

Mr. Fayaz Vakkal	Chief Financial Officer
Mr. Mukesh Kumar Shaw	Company Secretary cum Compliance Officer

CORPORATE OFFICE

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

REGISTERED OFFICE

Plot No. 42, D. No. 54-28/3-5, Opp:
Gurudwara, Behind OBC Bank Gurunanak
Colony Vijayawada Krishna Andhra
Pradesh 520008

STATUTORY AUDITORS

M/s. SMV & Co,
Chartered Accountants, FRN: 0156305
Flat No 103, H No 2-2-1105/35 & 37, Reliance
Avans Arena, Tilak Nagar
Hyderabad – 500044 (Telangana)

SECRETARIAL AUDITOR

Mr. Bharatiraju Vegiraju
Practicing Company Secretary
Flat No.503, Build No. 21,
Mhada Oshiwara Complex , Andheri (West)
Mumbai-400053

CORPORATE IDENTITY NUMBER

L70102AP1995PLC111705

AUDIT COMMITTEE:

Mr. Fayaz Vakkal	-	Chairman
Mr. Zameer Ahammed Kottala	-	Member
Mr. Kalpesh Prakash Bohra	-	Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Zameer Ahammed Kottala	-	Chairman
Mrs. Zeba Ruhin Shaikh Kottala	-	Member
Mr. Kalpesh Prakash Bohra	-	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mrs. Zeba Ruhin Shaikh Kottala	-	Chairman
Mr. Fayaz Vakkal	-	Member
Mr. Zameer Ahammed Kottala	-	Member

RISK MANAGEMENT COMMITTEE

Mr. Kalpesh Prakash Bohra	-	Chairman
Mr. Fayaz Vakkal	-	Member
Mrs. Zeba Ruhin Shaikh Kottala	-	Member

REGISTRAR & SHARE TRANSFER AGENTS

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

BANKERS

ICICI Bank, 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 Fifth Annual General Meeting of the Members of M/s. PVV Infra Limited will be held on Wednesday, the 30th day of September 2020 at 9:00 am at the registered office of the company at Plot No. 42, D.No. 54-28/3-5, Opp: Gurudwara, Behind OBC Bank Gurunanak Colony Vijayawada - 520008, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2020, 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.

SPECIAL BUSINESS:**2. ADDITION OF NEW BUSINESS ACTIVITY IN THE OBJECT CLAUSE OF THE COMPANY**

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, to append following sub clause (4) after sub clause (3) of clause III (A) of the Memorandum of Association of Company:

“To carry on the business of

- i) Trading in Agro based products (Turmeric powder, Mirchi powder and others)
- ii) Beekeeping, honey processing and agricultural activities
- iii) Cold Storage and Warehousing

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any Director of the company be and is hereby authorized, on behalf of the company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies”

3. TO APPROVE THE PROPOSAL FOR INCORPORATION OF SUBSIDIARY COMPANY

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

“RESOLVED THAT consent by the Board of Directors of the Company at their meeting held on 01st Sep, 2020 to setup subsidiary company to create a separate entity for the following businesses:

- i) Trading in Agro based products (Turmeric powder, Mirchi powder and others)
- ii) Beekeeping, honey processing and agricultural activities
- iii) Cold Storage and Warehousing

with proposed capital upto Rs.1,00,00,000 (One Crore 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 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 authorized to do all such acts, deeds and things, which may be necessary including filing of necessary application with Registrar of Companies and other concerned appropriate authorities in respect of formation in India.”

4. APPROVE THE PROPOSAL OF RIGHTS ISSUE OF EQUITY SHARES

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 62(1) and any other applicable provisions of Companies Act 2013 read with rules thereunder (including any modifications or re-enactment thereof, for the time being in force), the consent of the shareholders of the company be and is hereby accorded to issue Equity Shares upto the amount of Rs. 25 Cr (Twenty Five Crores Only) to the existing shareholders of the company on Rights Issue basis as on the date of offer.

RESOLVED FURTHER THAT that the Board of Directors be and is hereby authorize to take all steps to implement the above resolutions, finalize and issue the letter of offer of rights and take all actions in connections with the further issue and allotment of shares to the members and others where applicable

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 an **Ordinary 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. 32,00,00,000 (Rupees Thirty Two Crores only) divided into 3,20,00,000 (Three Crore Twenty 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. 32,00,00,000 (Rupees Thirty Two Crores only) divided into 3,20,00,000 (Three Crore Twenty 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.”

6. APPOINTMENT OF MR. FAYAZ VAKKAL AS WHOLE TIME DIRECTOR AND CFO 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 sec 196, 197, 203 Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) and subject to the approval of Central Government, the approval of the members be & is hereby accorded to the appointment of Mr. Fayaz Vakkala (DIN: 08739581) as the Whole Time Director (Whole Time Key Managerial Personnel) of the Company for a term of 5 years commencing from 01/09/2020 till 31/08/2025 at a remuneration fixed by the Board on the recommendation of the Nomination & Remuneration Committee and on such terms and conditions mutually agreed upon by the Board and Mr. Fayaz Vakkala as specified on the Explanatory Statements pursuant to the provisions of sec 102 (1) of the companies act, 2013 annexed to this Notice.

FURTHER RESOLVED THAT the Board be and is hereby authorize to alter the terms & conditions of the appointment and/or remuneration as fixed by the Board, subject to the same not exceeding the limit as specified under section 197 read with Schedule V of the

Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force).

7. APPOINTMENT OF MR. ZAMEER AHAMMED KOTTALA 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. Zameer Ahammed Kottala (DIN:08747622), who was appointed as ‘Additional Director’ in the Board of the Company on 10.06.2020 pursuant to the provisions 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. Zameer Ahammed Kottala as a Director of the company be and is hereby appointed as an Independent Director of the company to hold office from 30th September 2020 upto the AGM to be held in the year 2025, whose period of office shall not be liable to retire by rotation.

“FURTHER RESOLVED 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.”

8. APPOINTMENT OF MR. KALPESH PRAKASH BOHRA 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. Kalpesh Prakash Bohra (DIN:07505930), who was appointed as ‘Additional Director’ in the Board of the Company on 01.09.2020 pursuant to the provisions 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. Kalpesh Prakash Bohra as a Director of the company be and is hereby appointed as an Independent Director of the company to hold office from 30th September 2020 upto the AGM to be held in the year 2025, whose period of office shall not be liable to retire by rotation.

“FURTHER RESOLVED 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.”

9. APPOINTMENT OF MRS. ZEBA RUHIN SHAIKH KOTTLA 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, Mrs. Zeba Ruhin Shaikh Kottala (DIN:08758904), who was appointed as ‘Additional Director’ in the Board of the Company on 10.06.2020 pursuant to the provisions 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 Mrs. Zeba Ruhin Shaikh Kottala as a Director of the company be and is hereby appointed as an Independent Director of the company to hold office from 30th September 2020 upto the AGM to be held in the year 2025, whose period of office shall not be liable to retire by rotation.

“FURTHER RESOLVED 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.”

For and on behalf of the Board
PVV Infra Limited

Fayaz Vakkal
Whole Time Director

Date: 01.09.2020
Place: Vijayawada

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. The Register of Members and Share Transfer Books of the Company will remain closed from 23.09.2020 to 30.09.2020 (Both days inclusive).
3. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
4. 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.
5. 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.
6. 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.
7. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have 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 Pvt. Ltd.)
8. 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.
9. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.
10. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to M/s. Aarthi Consultants Pvt. Ltd., Share Transfer Agents of the Company for their doing the needful.