

# **PVV INFRA LIMITED**



**27<sup>TH</sup> ANNUAL REPORT**  
**2021-22**

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**CORPORATE INFORMATION**

BOARD OF DIRECTORS		
Mr. Zameer Ahammed Kottala	Whole Time Director /(CFO)	DIN: 08747622
Mr. Anmol Sanjay Sinha	Director	DIN: 09505334
Mr. Ramesh Pandey Jamunaprasad	Independent Director	DIN: 03158564
Mrs. Zeba Ruhin Shaik Kottala	Independent Director	DIN: 08758904
Mr. Ravinder Terala	Independent Director	DIN: 09053735
Mr. Vakkala Fayaz	Independent Director	DIN: 08739581

KEY MANAGERIAL PERSONNEL		
Mr. Zameer Ahammed Kottala	-	Chief Financial Officer
Mr. Akhilesh Kumar	-	Company secretary & Compliance Officer

REGISTERED OFFICE	
Plot No. 42, D.No. 54-28/3-5, Opp: Gurudwara, Behind OBC Bank Gurunanak Colony Vijayawada (Dist) - 520008 (AP)	
STATUTORY AUDITORS	SECRETARIAL AUDITOR
SMV & CO Chartered Accountants FRN :015630S Flat No. 103, Reliance Avan's Arena, Tilak Nagar, Hyderabad 500044	Mr. Bharatiraju Vegiraju Practicing Company Secretary Flat No.503, Build No. 21, Mhada Oshiwara Complex , Andheri (West) Mumbai-400053
REGISTRAR & SHARE TRANSFER AGENTS	
Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad-500029 Ph.Nos.040-27638111/27634445 Email : info@arthiconsultants.com	
BANKERS	
ICICI Bank, Mumbai	
AXIS Bank, Srinagar Colony, Hyderabad, Telangana	
LISTED	BSE LIMITED
DEMAT ISIN NSDL & CDSL	INE428B01013
WEBSITE	<a href="http://www.pvvinfra.com">www.pvvinfra.com</a>
INVESTOR E-MAIL ID	<a href="mailto:info@pvvinfra.com">info@pvvinfra.com</a>
CORPORATE IDENTITY NUMBER	L70102AP1995PLC111705

**AUDIT COMMITTEE**

Mr. Ravinder Terala	---	Chairman
Mr. Ramesh Pandey Jamunaprasad	---	Member
Mr. Zeba Ruhin Shaik Kottala	---	Member

**NOMINATION & REMUNERATION COMMITTEE**

Mr. Ramesh Pandey Jamunaprasad	---	Chairman
Mr. Ravinder Terala	---	Member
Mr. Zeba Ruhin Shaik Kottala	---	Member

**STAKEHOLDERS RELATIONSHIP COMMITTEE**

Mr. Ramesh Pandey Jamunaprasad	---	Chairman
Mr. Ravinder Terala	---	Member
Mr. Zeba Ruhin Shaik Kottala	---	Member

**RISK MANAGEMENT COMMITTEE**

Mr. Zeba Ruhin Shaik Kottala	---	Chairman
Mr. Ravinder Terala	---	Member
Mr. Ramesh Pandey Jamunaprasad	---	Member

## NOTICE

Notice is hereby given that the 27<sup>th</sup> Annual General Meeting of the Shareholders of M/s. Pwv Infra Limited will be held on Tuesday, the 27<sup>th</sup> September, 2022 at 10:00 A.M. through Video Conferencing / Other Audio-Visual Means to transact the following businesses:

### **ORDINARY BUSINESS:**

#### **ITEM NO.1: ADOPTION OF FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> MARCH, 2022**

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2022, 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:**

#### **ITEM NO.2: APPOINTMENT OF MR. VAKKALA FAYAZ (DIN: 08739581) AS AN INDEPENDENT DIRECTOR 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 the provisions of section 152, 161 of the Companies Act 2013 (Act) and the rules made thereunder (including any statutory modification or reenactment thereof), if any, MR. VAKKALA FAYAZ (DIN: 08739581) who is holding the designation of a whole time director in the company. Is approved by the board to appoint him as an independent director in the company

**RESOLVED FURTHER THAT** any of the Directors or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

#### **ITEM NO.3: ISSUE OF PREFERENTIAL EQUITY SHARES AND PREFERENTIAL EQUITY SHARES WARRANTS CONVERTIBLE INTO EQUITY SHARES ON A PREFERENTIAL BASIS.**

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

**‘RESOLVED THAT** company has already passed the resolution for issuance of preferential equity shares and preferential equity share warrants in the EGM (extra ordinary meeting) held on 22<sup>nd</sup> March, 2022, but company delayed in submitting the application to BSE as per regulation 106(F) SEBI (LODR), 2015. In this regard company also applied to SEBI for seeking condonation, but nothing happened fruitful. Company has already initiated to refund the amount of all investors along with the interest as per the regulations of SEBI (LODR) who have paid any amount in regard to this preferential issue, and now in this 27<sup>th</sup> AGM company is again putting the same resolution in front of shareholders for the issuance of preferential equity shares and preferential equity share warrants.

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62 (1) (c), and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('ICDR Regulations'), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ('Takeover Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India or any other competent authority, as may be necessary, including the Securities

and Exchange Board of India ("SEBI"), BSE Limited ("BSE") to the extent applicable and subject to the necessary approval(s), consent(s), permissions(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Director of the Company (the Board') (which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot 44,19,000 (forty four lakhs and nineteen thousand) preferential equity shares @ Rs.20/- (rupees twenty only) for an amount aggregating to Rs. 8,83,80,000/- (Rupees Eight Crores eighty three lakhs eighty thousand only), and 1,51,50,000 (one crore fifty one lakhs and fifty thousand) Convertible Warrants (Warrants") on a preferential basis, at a price of Rs. 20/- (rupees Twenty only) per Warrant (Warrant Issue Price') with a right to the Warrant Holder(s) to apply for and get allotted 1 (one) equity share of the face value of Rs.10/- (Rupees Ten only) each of the Company (Equity Shares') at a premium of Rs. 10/- (Rupees ten only) per Equity Share for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, for an amount aggregating to Rs. 30,30,00,000/- (Rupees Thirty crore thirty lakhs only), to the below mentioned members of the promoter and non- promoter group of the Company (\*Proposed Allottees") for cash and in such form and manner and in accordance with the provisions of ICDR Regulations and Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

PROPOSED LIST OF PREFERENTIAL EQUITY SHARES				
S.No	NAME OF PROPOSED ALLOTTEE	CLASS OF ALLOTTEE	PREFERENTIAL EQUITY SHARES PROPOSED TO BE ALLOTTED	% OF THIS ISSUE OF PREFERENTIAL EQUITY SHARES
<b>A. NON-PROMOTER GROUP</b>				
1	SHIVKUMAR RAJU SUBBAYA	NON-PROMOTER GROUP	13,25,000	<b>6.77</b>
2	CTIL MEDIA PRIVATE LIMITED	NON-PROMOTER GROUP	2,50,000	1.28
3	PVV AGRO PRIVATE LIMITED	NON-PROMOTER GROUP	3,05,000	1.56
4	SABRIYA FISHERIES LLP	NON-PROMOTER GROUP	2,00,000	<b>1.02</b>
5	GKML SOFTWARE TECHNOLOGIES PRIVATE LIMITED	NON-PROMOTER GROUP	2,07,500	<b>1.06</b>
6	KOTVAK LOGISTICS LLP	NON-PROMOTER GROUP	4,60,200	<b>2.35</b>
7	PNRK & SONS LLP	NON-PROMOTER GROUP	1,00,000	<b>0.51</b>
8	ABHISHEK MISHRA	NON-PROMOTER GROUP	1,25,000	<b>0.64</b>
9	MUTYALA BABU KATTA	NON-PROMOTER GROUP	2,00,000	<b>1.02</b>
10	ANAND MUKUND DATEY	NON-PROMOTER GROUP	1,33,300	<b>0.68</b>
11	INNOPACK AB PACKAGING PVT.LTD.	NON-PROMOTER GROUP	75000	<b>0.38</b>
12	VADAPALLI RAMYA	NON-PROMOTER GROUP	100000	<b>0.51</b>
13	SUDIPTA MUKHERJEE	NON-PROMOTER GROUP	37500	<b>0.19</b>
14	ROSHIKA TIWARI	NON-PROMOTER GROUP	26000	<b>0.13</b>
15	MADHURI SONI	NON-PROMOTER GROUP	26000	<b>0.13</b>
16	CHANDRASHEKHAR CHAUDHARI	NON-PROMOTER GROUP	200000	<b>1.02</b>
17	RUKMI	NON-PROMOTER GROUP	25000	<b>0.13</b>
18	PRASHANT MISHRA	NON-PROMOTER GROUP	20000	<b>0.10</b>

19	SHEKHAR NARAIN	NON-PROMOTER GROUP	12500	0.06
20	MEETA VIJAY GOHIL	NON-PROMOTER GROUP	12000	0.06
21	GANGA PRASAD	NON-PROMOTER GROUP	10,000	0.05
22	NIMIT KUMAR AGARWAL	NON-PROMOTER GROUP	10,000	0.05
23	VANDANA VIDYASAGAR PANDE	NON-PROMOTER GROUP	9,000	0.05
24	PRARTHASARADHI REDDY	NON-PROMOTER GROUP	50,000	0.26
25	ANUSHRI BARVE	NON-PROMOTER GROUP	3,33,334	1.76
26	JAGDISH FALIANI	NON-PROMOTER GROUP	1,66,666	0.85

**PROPOSED LIST OF PREFERENTIAL EQUITY SHARES WARRANTS**

S.No	NAME OF PROPOSED ALLOTTEE	CLASS OF ALLOTTEE	WARRANTS PROPOSED TO BE ALLOTTED	% OF THIS ISSUE OF PREFERENTIAL EQUITY SHARES WARRANTS
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**A. NON-PROMOTER GROUP**

1	SHIVKUMAR RAJU SUBBAYA	NON-PROMOTER GROUP	1000000	5.11
2	KTR CONSTRUCTIONS LLP	NON-PROMOTER GROUP	1000000	5.11
3	GRAI CONSTRUCTIONS LLP	NON-PROMOTER GROUP	1000000	5.11
4	CTIL MEDIA PRIVATE LIMITED	NON-PROMOTER GROUP	250000	1.28
5	PVV AGRO PRIVATE LIMITED	NON-PROMOTER GROUP	250000	1.28
6	SABRIYA FISHERIES LLP	NON-PROMOTER GROUP	1000000	5.11
7	GKML SOFTWARE PRIVATE LIMITED	NON-PROMOTER GROUP	1000000	5.11
8	KOTVAK LOGISTICS LLP	NON-PROMOTER GROUP	8,00,000	4.09
9	PNRK & SONS LLP	NON-PROMOTER GROUP	8,00,000	4.09
10	ANMOL SANJAY SINHA	NON-PROMOTER GROUP	6,60,000	3.37





11	SUNIL GHANATHE	NON-PROMOTER GROUP	2,00,000	1.02
12	NIMMAGADDA SRINIVASA RAO	NON-PROMOTER GROUP	2,00,000	1.02
13	BATTULA RAVICHANDRA BABU	NON-PROMOTER GROUP	1,50,000	0.77
14	PURNA KUMAR ARIGAPUDI	NON-PROMOTER GROUP	1,00,000	0.51
15	RUDRARAJU VENKATA USHA RANI	NON-PROMOTER GROUP	1,00,000	0.51
16	TAPPAL SHAMEEM TAJ	NON-PROMOTER GROUP	1,00,000	0.51
17	PRATIMA	NON-PROMOTER GROUP	20,000	0.10
18	BEESU SURESH BABU	NON-PROMOTER GROUP	10,000	0.05
19	ITHAGONI THIRUMALLESH	NON-PROMOTER GROUP	10,000	0.05
20	UTTAM EXPORTS PRIVATE LIMITED	NON-PROMOTER GROUP	15,00,000	7.67
<b>B. PROMOTER GROUP</b>				
1	PINNAMANENI ESTATES PRIVATE LIMITED	PROMOTER GROUP	50,00,000	25.55
	<b>TOTAL</b>		<b>1,95,69,000</b>	<b>100</b>

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of ICDR Regulations including Regulation 161, the "Relevant Date" for determining the Floor Price of preferential equity shares and preferential equity shares Warrants shall be Saturday, August 27, 2022, being the date 30 days prior to the date of the Annual General Meeting of the shareholders of the Company scheduled to be held on Tuesday, September 27, 2022.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of preferential equity shares and preferential equity shares Warrants shall be subject to the following terms and conditions apart from the other terms and conditions as prescribed under applicable laws;

**a.** An amount equal to 25% (Twenty Five Percent) of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% (Seventy Five Percent) of the Warrant Issue Price shall be payable by the Warrant Holder(s) on or before the exercise of the entitlement attached to the Warrant(s) to subscribe for the Equity Shares; Preferential equity share allottees shall be liable to pay the full amount up to the date of allotment of preferential equity shares.

**b.** The preferential equity share holders and preferential equity share Warrant Holders shall be, subject to the ICDR Regulations, the Takeover Regulations and other applicable rules, regulations and laws. Warrant holders shall be entitled to exercise the Warrants in one or more tranches within a period of 18 Months

from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of Rs. 10/- (Rupees Ten only) each to the Warrant Holders,

**c.** The preferential equity shares and preferential equity share Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contract (Regulation) Rules 1957.

**d.** In case preferential equity share holder failed to pay the full amount of the preferential equity shares up to the date of allotment then amount shall stand forfeited by the company and In the event, the Warrant Holders do not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment, the Warrants shall lapse and the amount paid by the Warrant Holders on such Warrants shall stand forfeited by the Company;

**e.** The Warrants do not give any rights/ entitlements to the Warrant Holders as a Shareholder of the Company.

**f.** The Company shall procure that the listing and trading approvals for the Equity Shares to be issued to preferential equity share allottees and equity shares allotted to the Warrant Holders upon exercise of the Warrants are received from the relevant Stock Exchanges in accordance with the ICDR Regulations and the Listing Regulations;

**g.** The preferential equity shares and the Equity Shares so allotted upon the exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect including dividend, with the existing Equity Shares of the Company;

**h.** The preferential equity shares and the Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under Chapter V of the ICDR Regulations from time to time;

**i.** The Company shall re-compute the price of the preferential equity shares and Equity Shares issued upon exercise of the Warrants in terms of the ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holders to the Company in accordance with the provisions of the ICDR Regulations;

**j.** The respective preferential equity share holder and preferential equity share Warrant Holders shall make payment from their own bank account into the designated bank account of the Company;

**k.** The Company receiving necessary approval in accordance with applicable law including ICDR Regulations, Listing Regulations, from the regulators including BSE, RBI and / or Registrar of Companies in relation to issuance of Warrants and Equity Shares upon conversion of Warrants;

**l.** The allotment of preferential equity shares and preferential equity share Warrants pursuant to this resolution shall be completed within a period of 15 days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within