

PVV INFRA LIMITED
(Formerly Known as Thirthankar Infra Limited)

20TH

ANNUAL REPORT

2014-2015

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CONTENTS

- 1. CORPORATE INFORMATION**
- 2. NOTICE**
- 3. NOTES**
- 4. EXPLANATORY STATEMENT**
- 5. BOARD'S REPORT**
- 6. MGT 9**
- 7. ANNEXURE II**
- 8. DECLARATION FORM**
- 9. FORM MR-3**
- 10. ANNEXURE A**
- 11. INDEPENDENT AUDITORS' REPORT**
- 12. BALANCE SHEET**
- 13. PROFIT & LOSS ACCOUNT**
- 14. NOTES TO ACCOUNTS**
- 15. CASHFLOW STATEMENT**
- 16. SIGNIFICANT ACCOUNTING POLICIES**
- 17. MGT – II**

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.

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.
11. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
12. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
14. Electronic copy of the Annual Report for 2014-2015 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-2015 is being sent in the permitted mode.
15. Members may also note that the Notice of the 20th Annual General Meeting and the Annual Report for 2014-2015 will also be available on the Company's website www.pvvinfra.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

16. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 20th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The instructions for e-voting are as under:

(A) In case of members receiving e-mail:

- (i) The voting period begins on 27.09.2015 at 9.00 A.M. and ends on 29.09.2015 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 25.09.2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant PVV Infra Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(II) In case of members receiving the Physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:

- (A) Please follow all steps from sl. no. (ii) to sl. no. (xvii) above, to cast vote.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

- (A) The voting period begins on 27.09.2015 at 9.00 A.M. and ends on 29.09.2015 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 25.09.2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

17. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 25.09.2015.

18. Mr. S. Sarveswar Reddy, Practicing Company Secretary, bearing C.P. Number 7478 has been appointed as the Scrutinizer to scrutinize the e-voting process.

19. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

20. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.pvvinfra.com and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and Ahmedabad Stock Exchange.

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

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

**Place: Chennai
Date: 28.08.2015**

EXPLANATORY STATEMENT
[Pursuant to Section 102 of the Companies Act, 2013]

Item No. 4:

The members may note that Mr. Chanakya Bellam (DIN 02642002) was inducted into Board as Additional Director of the company, with effect from 13.02.2015 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and holds the office as such up to the date of ensuing Annual General Meeting. The company has received notice in writing from member of the company along with the requisite deposit under Section 160 of the Companies Act, 2013 proposing the candidature of the above said persons for the Office of Director whose period of office is determinable by retirement of Directors by rotation. As per the provisions of section 160 of the Act, any such proposal ought to be approved by the members in the General Meeting.

Hence, the Board recommends the resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. Chanakya Bellam concerned or interested, financially or otherwise, in this Resolution set out at item no. 4 for approval of the Members.

Item No. 5

The Board of Directors in its meeting held on 30.06.2015, subject to the approval of the Shareholders, and upon the recommendation of Nomination and Remuneration committee appointed Mr. Chanakya Bellam (DIN 02642002) as a Whole Time Director of the Company with effect from 30.06.2015 for a period of 5 years 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.

The Board is of the opinion that his services should continue to be available to the Company to meet all the challenges are being faced by the company. The terms and conditions of the appointment of Mr. Chanakya Bellam (DIN 02642002), subject to approval of the shareholders.

Hence, the Board recommends the resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company, their relatives and Independent Director, except Mr. Chanakya Bellam is concerned or interested, financially or otherwise, in this Resolution set out at item no. 5 for approval of the Members.

Item No. 6, 7, 8, & 9:

Mr. Srikanth Gummalla, Ms. Navneet Kaur Virk, Mr. Sanjeev Sharma and Mr. Ajay Yadav were appointed as Additional Directors of the company, in terms of Section 161 (1) of the Companies Act, 2013, in the

category of 'Non-Executive Independent' and is continuing as 'Independent Director'. In terms of the aforesaid section of the Companies Act, 2013, an Additional Director shall hold office upto the date of the next Annual General Meeting and be eligible for appointment to the office of a director at any General Meeting in terms of Section 160 of the Companies Act, 2013. The Company has received a notice from a member under section 160 of the Companies Act 2013, along with requisite deposit proposing the candidature of Mr. Srikanth Gummalla, Ms. Navneet Kaur Virk, Mr. Sanjeev Sharma and Mr. Ajay Yadav for the office of director under the category of Independent Director.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made thereunder and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. Srikanth Gummalla, Ms. Navneet Kaur Virk, Mr. Sanjeev Sharma and Mr. Ajay Yadav as 'Independent Directors' for a term up to 29.09.2020, and pass the resolution set out at Item No. 6, 7, 8, & 9. The appointment of Mr. Srikanth Gummalla, Ms. Navneet Kaur Virk, Mr. Sanjeev Sharma and Mr. Ajay Yadav is required to be in compliance with the provisions of Section 160 of the Companies Act, 2013.

Mr. Srikanth Gummalla, Ms. Navneet Kaur Virk, Mr. Sanjeev Sharma and Mr. Ajay Yadav have confirmed compliance with the criteria of Independence as provided under Section 149 (6) of the Act. The Board is of the opinion that their continued association with the Company would be of benefit to the Company. Further, in the opinion of the Board Mr. Srikanth Gummalla, Ms. Navneet Kaur Virk, Mr. Sanjeev Sharma and Mr. Ajay Yadav fulfil the conditions specified in the Companies Act, 2013 and the Rules made thereunder, and they are independent of the Management.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors, Mr. Srikanth Gummalla, Ms. Navneet Kaur Virk, Mr. Sanjeev Sharma and Mr. Ajay Yadav is concerned or interested, financially or otherwise, in this Resolution. The Board recommends the Ordinary Resolution as set out at item no. 6, 7, 8 & 9 for approval of the Members.

Item No. 10

The Company's registered office is presently situated at Chennai in the state of Tamilnadu. The Company wants to attract more business from Maharashtra particularly Mumbai market and most of the Directors of the company are from Mumbai therefore felt to have registered office in Mumbai. With a view to have better coordination, convenience and control over the company operations and also to carry on the business economically and efficiently, the Board of Directors of the Company thought it fit and prudent to shift the Registered Office to Maharashtra. The Board of directors at their meeting held on 28.08.2015 has decided to shift the registered office of the Company from the state of Tamilnadu to the state of Maharashtra.

The proposed resolution requires the Company to amend the relevant clause contained in the Memorandum of Association for shifting the registered Office from the state of Tamilnadu to the state of Maharashtra.

As per section 12 and 13 of the Companies Act, 2013, the registered office of the Company may be shifted outside the local limits of any city, town or village on the authority of the special resolution passed by the Company and subject to the confirmation of the Regional Director (Maharashtra) therefore, the aforesaid special resolution is recommended for your approval.

Your Directors recommend the above Special Resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution.

Item No. 11

The Articles of Association of the Company ("Articles") as currently in force was adopted pursuant to the provisions under the Companies Act, 1956. The Companies Act, 1956 has been superseded by the Companies Act, 2013. The references to specific sections of the Companies Act, 1956 in the existing Articles of Association is hence to be entrenched to align the extant Articles with the provisions of the Companies Act, 2013 and rules thereunder.

Salient aspects of the proposed amended Articles:

Under the proposed entrenched Articles, salient aspects of sections of Table-F of Schedule I to the Companies Act, 2013 which sets out the model articles of association for a Company limited by shares have been adopted. As mentioned in the previous para, changes that are required to be carried out pursuant to the Companies Act, 2013 and rules thereunder coming into force have been duly carried out. A copy of the amended proposed Articles is enclosed to this Notice for consideration / approval of the Members.

The resolution as set out in item no. 11 has been recommended by the Board of Directors for approval of the Members by special resolution.

The proposed new draft of Articles of Association is also available for inspection by the Members at the Registered Office of the Company on any working day excluding public holidays and Sunday from the date here up to 30.09.2015.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way are concerned or interested, financially or otherwise, in the Special Resolution set out at item No. 11 of the Notice.

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

Sd/-

**P V V Satyanarayana
Director
(DIN: 01311615)**

**Place: Chennai
Date: 28.08.2015**

BOARD'S REPORT

To,
The Members of PVV Infra Limited,

We have pleasure in presenting the 20th Annual report together with Audited accounts for the year ended 31st March, 2015.

1. FINANCIAL SUMMARY/HIGHLIGHTS, OPERATIONS, STATE OF AFFAIRS:

(Rs. In Lakhs)

Particulars	Standalone	
	2014-2015	2013-2014
Gross Income	11386.66	3178.53
Profit Before Interest and Depreciation	11316.32	3171.16
Finance Charges	2.37	6.60
Gross Profit	68.49	15.28
Provision for Depreciation	0.26	0.26
Net Profit Before Tax	68.23	15.02
Provision for Tax	21.08	4.99
Net Profit After Tax	47.15	10.03
Balance of Profit brought forward	--	--
Balance available for appropriation	--	--
Proposed Dividend on Equity Shares	--	--
Tax on proposed Dividend	--	--
Transfer to General Reserve	--	--
Surplus carried to Balance Sheet	--	--

During the year under review, the Company has recorded an income of Rs. 11386.66 Lakhs and the Profit of Rs. 47.15 as against the income of Rs. 3192.53 Lakhs and reported profit of Rs. 10.03 Lakhs in the previous financial year ending 31.03.2014.

2. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

There were no material changes and commitments affecting financial position of the company between 31st March and the date of Board's Report.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

During the financial year 2014-2015 in the Board's Report there was no change in the nature of Business.

The Company has bagged two orders from Hindustan Prefab Limited - a Govt. of India Enterprise, for Construction of 78 Nos. Prefabricated toilet blocks in Govt. Schools in Package - 43, C/o toilet blocks in Vizianagram District, Andhra Pradesh and in Package- 42, C/o toilet blocks in Visakhapatnam District,

Andhra Pradesh. Both the orders for value of Rs. 1.75 and Rs. 1.71 Crores respectively and this is towards an initiative of prestigious Prime Minister Shri Narendra Modiji's Dream project "Swacha Bharat Abhiyan".

4. DIVIDEND:

Your Directors have not recommended any dividend for the year.

5. BOARD MEETINGS:

The Board of Directors met 9 times during the year on 25.04.2014, 29.05.2014, 14.08.2014, 02.09.2014, 10.10.2014, 13.11.2014, 27.11.2014, 13.02.2015 and 30.03.2015 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose and the maximum gap between any two meetings was less than four months, as stipulated under Clause 49.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

a) In accordance with the Companies Act, 2013 read with Articles of Association of the company the Director namely Mr. P V V Satyanarayana retires by rotation and being eligible, offers himself for re-appointment at this ensuring Annual General Meeting. Your Directors recommend his re-appointment.

b) During the year, Mr. Srikanth Gummalla, Ms. Navneet Kaur Virk, Mr. Sanjeev Sharma and Mr. Ajay Yadav were appointed as an Additional Directors. Now the Board proposes to appoint as Independent Directors of the Company.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Directors which is consistent with the Companies Act, 2013. In line with the requirements of the Companies Act, 2013, it is therefore proposed to appoint existing additional directors in the Non-Executive independent category, on the Board of the Company. Brief profiles of proposed Directors, including nature of their expertise, are provided in this Annual Report.

c) Mr. Shankar Sundararaman was appointed as Additional Director w.e.f. 10.10.2014 and Mr. Nitin Makhanlal Bose and Mr. Sagar Subhash Gaokar were appointed as Additional Directors w.e.f. 30.03.2015 to hold the office upto the date of AGM.

d) Mr. Chanakya Bellam is appointed as a Whole Time Director with effect from 30.06.2015 and the same is proposed for approval of the members.

e) During the year, the following directors resigned from the office of directorship and the Board placed on record the sincere appreciation for the valuable services rendered by them during their tenure as directors.

Sr. No.	Name of the Director	Date of Resignation
1.	Mr. V. B. Raju (appointed as a Whole time director of the company w.e.f. 30.09.2014)	13.02.2015
2.	Mr. J. Srinivasa Rao	10.10.2014

3.	Mr. Venkatesh Muppaneni	13.02.2015
4.	Mr. A. Srinivasu	16.06.2015

f) Mr. B. Lakshminarayana is appointed as a Chief Financial Officer of the Company with effect from 30.06.2015.

Details of re-appointment /appointment of the director:

Name of the Director	Date of Birth	Date of Appointment	Qualifications	No. of Shares held in the Company	Directorships held in other companies (excluding private limited and foreign companies)	Positions held in mandatory committees of other companies
Mr. P V V Satyanarayana	14/05/1963	28/12/2013	C.A, I.C.W.A.	0	CTIL Media Private Limited, CTIL Infrastructure Private Limited, Spry Resources India Private Limited, Pinnamaneni Holdings Private Limited, Pinnamaneni Estates Private Limited, CTIL e-Housing Private Limited, Indovation Technologies Limited	Nil
Mr. Chanakya Bellam	28/05/1979	13/02/2015	B.E	11988	Fortune Finderz Capital Advisory Private Limited, Indovation Technologies Limited.	Nil
Mr. Srikanth Gummalla	24/04/1975	10/10/2014	B.E	0	Dapple Consulting Private Limited, Oak Transition Management Private Limited, Dapple Connect Foundation.	Nil

Ms. Navneet Kaur Virk	29/11/1985	30/03/2015	M.B.A	0	Indovation Technologies Limited.	Nil
Mr. Sanjeev Sharma	11/03/1973	13/05/2015	M.C.A	0	Smartsynergy Global Private Limited.	Nil
Mr. Ajay Yadav	08/07/1963	14/08/2015	B.Tech	0	Ajay Charu Construction Consortium Private Limited	Nil

POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE

1. Scope:

This policy sets out the guiding principles for the Nomination & Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent Directors of the Company.

2. Terms and References:

2.1 **"Director"** means a director appointed to the Board of a Company.

2.2 **"Nomination and Remuneration Committee"** means the committee constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and clause 49 of the Equity Listing Agreement.

2.3 **"Independent Director"** means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49(II)(B) of the Equity Listing Agreement.

3. Policy:

Qualifications and criteria

3.1.1 The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company's operations.

3.1.2 In evaluating the suitability of individual Board member the NR Committee may take into account factors, such as:

- General understanding of the company's business dynamics, global business and social perspective;
- Educational and professional background
- Standing in the profession;
- Personal and professional ethics, integrity and values;

- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

3.1.3 The proposed appointee shall also fulfil the following requirements:

- shall possess a Director Identification Number;
- shall not be disqualified under the companies Act, 2013;
- shall Endeavour to attend all Board Meeting and Wherever he is appointed as a Committee Member, the Committee Meeting;
- shall abide by the code of Conduct established by the company for Directors and senior Management personnel;
- shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as any be prescribed, from time to time, under the companies Act, 2013, Equity listing Agreements and other relevant laws.

3.1.4 The Nomination & Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the company's business.

3.2 criteria of independence

3.2.1 The Nomination & Remuneration Committee shall assess the independence of Directors at time of appointment/ re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interest or relationships are disclosed by a Director.

3.2.2 The criteria of independence shall be in accordance with the guidelines as laid down in companies Act, 2013 and Clause 49 of the Equity Listing Agreement.

An independent director in relation to a company, means a director other than a managing director or a whole-time director or a nominee director-

- a. Who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b. (i) who is or was not a promoters of the company or its holding, subsidiary or associate company;
- (ii) Who is not related to promoters or directors of the company its holding, subsidiary or associate company
- c. Who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or director, during the two immediately preceding financial year or during the current financial year;

d. None of whose relative has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial year or during the current finance year;

e. Who, neither himself nor any of his relative-

(i) Holds or has held the position of a key managerial personnel or is or has been employee of the or associate company in any of the three finance years immediately preceding the finance year in which he is proposed to be appointed;

(ii) Is or has been an employee or proprietor or a partner, in any of the three finance year immediately preceding the finance year in which he is proposed to be appointed of-

(A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

(B) any legal or a consulting firm that has or had any transaction with the company, its holding subsidiary or associate company amounting to ten per cent or more of the gross turnover of more of the gross turnover of such firm;

(iii) holds together with his relatives two per cent or more of the total voting power of the company; or

(iv) is a chief Executive or director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipt from the company any of its promoters , directors or its holding subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or

(v) is a material supplier, service provider or customer or a lesser or lessee of the company.

f. Shall possess appropriate skills experience and knowledge in one or more field of finance , law management, sales, marketing administration, research, corporate governance, technical operations, corporate social responsibility or this disciplines related to the company's business.

g. Shall possess such other qualifications as may be prescribed from time to time, under the companies Act, 2013.

h. Who is not less than 21 years of age

3.2.3 The independent Director shall abide by the “code for independent Directors “as specified in Schedule IV to the companies Act, 2013.

3.3 other directorships/ committee memberships

3.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as director of the company. The NR Committee shall take into account the nature of, and the time involved in a director service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

3.3.2 A Director shall not serve as director in more than 20 companies of which not more than 10 shall be public limited companies.

3.3.3 A Director shall not serve as an independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed company.

3.3.4 A Director shall not be a member in more than 10 committee or act as chairman of more than 5 committee across all companies in which he holds directorships.

For the purpose of considering the limit of the committee, Audit committee and stakeholder's relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under section 8 of the companies Act, 2013 shall be excluded.

Remuneration policy for Directors, key managerial personnel and other employees

1. Scope:

1.1 This policy sets out the guiding principles for the Nomination and Remuneration committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the company.

2. Terms and Reference:

In this policy the following terms shall have the following meanings:

2.1 **"Director"** means a director appointed to the Board of the company.

2.2 **"key managerial personnel"** means

- (i) The Chief Executive Officer or the managing director or the manager;
- (ii) The Company Secretary;
- (iii) The Whole-time Director;
- (iv) The Chief Finance Officer; and
- (v) Such other office as may be prescribed under the companies Act, 2013

2.3 **“Nomination and Remuneration committee”** means the committee constituted by Board in accordance with the provisions of section 178 of the companies Act, 2013 and clause 49 of the Equity Listing Agreement.

3. **Policy:**

3.1 Remuneration to Executive Director and key managerial personnel

3.1.1 The Board on the recommendation of the Nomination and Remuneration (NR) committee shall review and approve the remuneration payable to the Executive Director of the company within the overall approved by the shareholders.

3.1.2 The Board on the recommendation of the NR committee shall also review and approve the remuneration payable to the key managerial personnel of the company.

3.1.3 The remuneration structure to the Executive Director and key managerial personnel shall include the following components:

- (i) Basic pay
- (ii) Perquisites and Allowances
- (iii) Stock Options
- (iv) Commission (Applicable in case of Executive Directors)
- (v) Retrial benefits
- (vi) Annual performance Bonus

3.1.4 The Annual plan and Objectives for Executive committee shall be reviewed by the NR committee and Annual performance bonus will be approved by the committee based on the achievement against the Annual plan and Objectives.

3.2 **Remuneration to Non – Executive Directors**

3.2.1 The Board, on the recommendation of the NR Committee, shall review and approve the remuneration payable to the Non – Executive Directors of the Company within the overall limits approved by the shareholders as per the provisions of the Companies Act.

3.2.2 Non – Executive Directors shall be entitled to sitting fees attending the meetings of the Board and the Committees thereof. The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

3.3. **Remuneration to other employees**

3.3.1. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall

be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

7. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Company has received necessary declaration from Mr. Srikanth Gummalla, Ms. Navneet Kaur Virk, Mr. Sanjeev Sharma and Mr. Ajay Yadav Independent Directors of the Company under Section 149(7) of the Companies Act, 2013 that they as Independent Directors of the Company meet with the criteria of their Independence laid down in Section 149(6). (Format Annexure II)

8. COMPOSITION OF AUDIT COMMITTEE

I) The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges read with Section 177 of the Companies Act, 2013.

II) The terms of reference of the Audit Committee include a review of the following:

- Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Discussion with external auditors before the audit commences, of the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Reviewing the financial statements and draft audit report including quarterly / half yearly financial information.
- Reviewing with management the annual financial statements before submission to the Board, focusing on:
 1. Any changes in accounting policies and practices;
 2. Qualification in draft audit report;
 3. Significant adjustments arising out of audit;
 4. The going concern concept;
 5. Compliance with accounting standards;
 6. Compliance with stock exchange and legal requirements concerning financial statements and
 7. Any related party transactions
- Reviewing the company's financial and risk management's policies.
- Disclosure of contingent liabilities.
- Reviewing with management, external and internal auditors, the adequacy of internal control systems.
- Reviewing the adequacy of internal audit function, including the audit character, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority

of the official heading the department, reporting structure, coverage and frequency of internal audit.

- Discussion with internal auditors of any significant findings and follow-up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- Reviewing compliances as regards the Company's Whistle Blower Policy.

III) The previous Annual General Meeting of the Company was held on 30.09.2014 and Chairman of the Audit Committee, attended previous AGM.

IV) The composition of the Audit Committee and the attendance of each member of the Audit Committee are given below:

The Company has complied with all the requirements of Clause 49 (II) (A) of the Listing Agreement relating to the composition of the Audit Committee. During the financial year 2014-2015, (4) four meetings of the Audit Committee were held on the **27.05.2014, 13.08.2014, 14.11.2014 and 14.02.2015.**

The details of the composition of the Committee and attendance of the members at the meetings are given below:

Name	Designation	Category	No. of meetings held	No. of meetings attended
Mr. Srikanth Gummalla*	Chairman	NED (I)	4	2
Mr. P V V Satyanarayana	Member	NED (P)	4	4
Ms. Navneet Kaur Virk *	Member	NED(I)	0	0
Mr. J. Srinivasa Rao @	Chairman	NED (I)	4	2
Mr. Ch. Bala Bhaskar Kumar@	Member	NED(I)	4	4

@ Mr. J. Srinivasa Rao: Resigned at 10.10.2014

@ Mr. Ch. Bala Bhaskar Kumar: Resigned at 06.04.2015

*Mr. Srikanth Gummalla: Appointed at 10.10.2014

*Ms. Navneet Kaur Virk: Appointed at 30.03.2015

NED (I): Non Executive Independent Director

NED (P): Non Executive Director Promoter

NOMINATION & REMUNERATION COMMITTEE

The details of composition of the Committee are given below:

Name	Designation	Category	No. of meetings held	No. of meetings attended
Mr. Srikanth Gummalla *	Chairman	NED (I)	1	1
Mr. P V V Satyanarayana	Member	NED (P)	1	1
Ms. Navneet Kaur Virk *	Member	NED(I)	0	0
Mr. J. Srinivasa Rao @	Chairman	NED (I)	1	1
Mr. Ch. Bala Bhaskar Kumar@	Member	NED(I)	1	1

@ Mr. J. Srinivasa Rao: Resigned at 10.10.2014

@ Mr. Ch. Bala Bhaskar Kumar: Resigned at 06.04.2015

* Mr. Srikanth Gummalla: Appointed at 10.10.2014

* Ms. Navneet Kaur Virk: Appointed at 30.03.2015

NED (I): Non Executive Independent Director

NED (P): Non Executive Director Promoter

Terms of reference:

The main term of reference of the Committee is to approve the fixation/revision of remuneration of the Managing Director/Whole Time Director of the Company and while approving:

- To take into account the financial position of the Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration etc.
- To bring out objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders.

Remuneration Policy:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities shouldered, individual performance etc.

No remuneration has been paid to any of the Directors of the Company during the Financial Year 2014-15.

STAKEHOLDER RELATIONSHIP COMMITTEE (SHAREHOLDERS/INVESTOR GRIEVANCE AND SHARE TRANSFER COMMITTEE):

A. Composition:

The Details of composition of the Committee are given below:

Name	Designation	Category
Ms. Navneet Kaur Virk*	Chairman	NED(I)
Mr. P V V Satyanarayana	Member	NED (P)
Mr. G. Venkateswara Rao*	Member	NED(P)
Mr. Ch. Bala Bhaskar Kumar@	Chairman	NED (I)
Mr. R. Jayaram@	Member	ED (P)

@ Mr. R. Jayaram: Resigned at 29.09.2014

@ Mr. Ch. Bala Bhaskar Kumar: Resigned at 06.04.2015

*Mr. G. Venkateswara Rao: Appointed at 28.12.2013

*Mr. Navneet Kaur Virk: Appointed at 30.03.2015

NED (I): Non Executive Independent Director

NED (P): Non Executive Director Promoter/Professional

ED (P): Executive Director Professional

B. Powers:

The Committee has been delegated with the following powers:

- to redress shareholder and investor complaints relating to transfer of shares, Dematerialization of Shares, non-receipt of balance sheet, non-receipt of declared dividend and other allied complaints etc.
- to approve, transfer, transmission, and issue of duplicate / fresh share certificate(s)
- Consolidate and sub-division of share certificates etc.
- To redress, approve and dispose off any, other complaints, transactions and requests etc., received from any shareholder of the company and investor in general.

The Board has delegated the power to process the transfer and transmission of shares to the Registrar and Share Transfer Agents, who process share transfers within a week of lodgment in the case of shares held in physical form.

RISK MANAGEMENT COMMITTEE:

A. Composition:

The Details of composition of the Committee are given below:

Name	Designation	Category
Mr. Srikanth Gummalla	Chairman	NED (I)
Ms. Navneet Kaur Virk	Member	NED (I)
Mr. G. Venkateswara Rao	Member	NED(P)

NED (I): Non Executive Independent Director

NED (P): Non Executive Director Professional

Role and Responsibilities of the Committee includes the following:

- Framing of Risk Management Plan and Policy
- Overseeing implementation of Risk Management Plan and Policy
- Monitoring of Risk Management Plan and Policy
- Validating the process of risk management
- Validating the procedure for Risk minimization.
- Periodically reviewing and evaluating the Risk Management Policy and practices with respect to risk assessment and risk management processes.
- Continually obtaining reasonable assurance from management that all known and emerging risks have been identified and mitigated or managed.

9. VIGIL MECHANISM:

Vigil Mechanism Policy has been established by the Company for directors and employees to report genuine concerns pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013. The same has been placed on the website of the Company.

10. DIRECTOR'S RESPONSIBILITY STATEMENT:

In pursuance of section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

11. STATUTORY COMPLIANCE:

The Company has complied with the required provisions relating to statutory compliance with regard to the affairs of the Company in all respects.

12. INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES/ JOINT VENTURES:

The company does not have any subsidiary company.

13. EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 as a part of this Annual Report (FORMAT IN ANNEXURE I)

14. AUDITORS:

M/s. Hanumaiah & Co., Statutory Auditors of the company retires at the ensuing annual general meeting and is eligible for reappointment. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has received a written consent from the auditors to their re-appointment and a certificate to the effect that their re-appointment, if made, would be in accordance with the Companies Act, 2013 and the rules framed there under and that they have satisfied the criteria provided in Section 141 of the Companies Act, 2013.

The Board recommends the re-appointment of M/s. Hanumaiah & Co., as the statutory auditors of the Company from the conclusion of this Annual General meeting till the conclusion of the 24th Annual General Meeting.

15. INTERNAL AUDIT:

Company has appointed an Internal Auditor as on 30.06.2015 for the Financial Year 2015-16.

16. SECRETARIAL AUDIT:

Pursuant to the provisions of Section 134(3)(f) & Section 204 of the Companies Act, 2013, Secretarial audit report as provided by M/s. S. S. Reddy & Associates, Practising Company Secretaries is annexed to this Report as annexure.

17. QUALIFICATIONS IN AUDIT REPORTS:

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2015 and has noted that the same does not have any reservation, qualification or adverse remarks. However, the Board decided to further strengthen the existing system and procedures to meet all kinds of challenges associated with the business.

The Board has duly reviewed the Secretarial Audit Report on the Compliances according to the provisions of section 204 of the Companies Act 2013, and noted is at the same that the company has not appointed company secretary during the year but the company is taking necessary measures to appoint the same at the earliest.

18. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

The required information as per Sec. 134(3)(m) of the Companies Act 2013 is provided hereunder:

A. Conservation of Energy

Your company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

B. Technology Absorption

- | | |
|---|-------|
| 1. Research and Development (R&D) | : Nil |
| 2. Technology absorption, adoption and innovation | : Nil |

C. Foreign Exchange Earnings and Out Go

- | | |
|---------------------------|-------|
| Foreign Exchange Earnings | : Nil |
| Foreign Exchange Outgo | : Nil |

19. DETAILS RELATING TO DEPOSITS, COVERING THE FOLLOWING:

Your Company has not accepted any deposits falling within the meaning of Sec.73, 74 & 76 of the Companies Act, 2013 read with the Rule 8(v) of Companies (Accounts) Rules 2014, during the financial year under review.

20. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:

During the period under review there were no significant and material orders passed by the regulators or Courts or Tribunals impacting the going concern status and the company's operations in future.

21. DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

Your Company has well established procedures for internal control across its various locations, commensurate with its size and operations. The organization is adequately staffed with qualified and experienced personnel for implementing and monitoring the internal control environment. The internal audit function is adequately resourced commensurate with the operations of the Company and reports to the Audit Committee of the Board.

22. INSURANCE:

The properties and assets of your Company are adequately insured.

23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The company has not given loans.

24. CREDIT & GUARANTEE FACILITIES:

The Company has been not availing any facilities of Credit and Guarantee.

25. RISK MANAGEMENT POLICY:

The risk Management Committee constitutes for the purpose will ensure all required measures shall be in place for better compliance.

26. CORPORATE SOCIAL RESPONSIBILITY POLICY:

Since your Company does not have the net worth of Rs. 500 crore or more, or turnover of Rs. 1000 crore or more, or a net profit of Rs. 5 crore or more during the financial year, section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and accordingly the Company need not adopt any Corporate Social Responsibility Policy.

27. RELATED PARTY TRANSACTIONS:

There are no related party transactions during the year.

28. FORMAL ANNUAL EVALUATION:

As per section 149 of the Companies Act, 2013 read with clause VII (1) of the schedule IV and rules made thereunder, the independent directors of the company had a meeting on 30.03.2015 without attendance of non-independent directors and members of management. In the meeting the following issues were taken up:

- (a) Review of the performance of non-independent directors and the Board as a whole;
- (b) Review of the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- (c) Assessing the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The meeting also reviewed and evaluated the performance of non-independent directors.

The meeting also reviewed and evaluated the performance the Board as whole in terms of the following aspects:

- Preparedness for Board/Committee meetings
- Attendance at the Board/Committee meetings
- Guidance on corporate strategy, risk policy, corporate performance and overseeing acquisitions and disinvestments.
- Monitoring the effectiveness of the company's governance practices
- Ensuring a transparent board nomination process with the diversity of experience, knowledge, perspective in the Board.
- Ensuring the integrity of the company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for financial and operational control and compliance with the law and relevant standards.

It was noted that the Board Meetings have been conducted with the issuance of proper notice and circulation of the agenda of the meeting with the relevant notes thereon.

29. DISCLOSURE ABOUT COST AUDIT:

Cost Audit is not applicable to the Company.

30. RATIO OF REMUNERATION TO EACH DIRECTOR:

Under section 197(12) of the Companies Act, 2013, and Rule 5(1)(2) & (3) of the Companies(Appointment & Remuneration) Rules, 2014, no remuneration has been paid to any of the Directors of the Company for the financial year 2014-15.

31. LISTING WITH STOCK EXCHANGES:

The Company is listed with Ahmedabad Stock Exchange Limited and BSE Ltd. and the Company confirms that it has paid the Annual Listing Fees where the Company's Shares are listed.

32. CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

Since the paid up capital of the Company is less than Rs. 10 Crores and Net worth of the Company is less than Rs. 25 Crores, Corporate Governance is Not Applicable.

33. INDUSTRY BASED DISCLOSURES AS MANDATED BY THE RESPECTIVE LAWS GOVERNING THE COMPANY

The Company is not a NBFC, Housing Companies etc., and hence Industry based disclosures is not required.

34. SECRETARIAL STANDARDS

EVENT BASED DISCLOSURES

1. Issue of sweat equity share:	NA
2. Issue of shares with differential rights:	NA
3. Issue of shares under employee's stock option scheme:	NA
4. Disclosure on purchase by company or giving of loans by it for purchase of its shares:	NA
5. Buy back shares:	NA
6. Disclosure about revision:	NA

35. EMPLOYEE RELATIONS:

Your Directors are pleased to record their sincere appreciation of the contribution by the staff at all levels in the Company.

None of the employees is drawing Rs. 5,00,000/- and above per month or Rs.60,00,000/- and above in aggregate per annum, the limits prescribed under Section 134 of the Companies Act, 2013.

36. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees are covered under this policy.

The following is the summary of sexual harassment complaints received and disposed during the calendar year.

- No. of complaints received: Nil
- No. of complaints disposed off: Nil

37. ACKNOWLEDGEMENTS:

Your Directors also wish to place on record their appreciation of business constituents, banks and other financial institutions and shareholders of the Company like SEBI, BSE, ASE, NSDL, CDSL etc. for their continued support for the growth of the Company.

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

**Place: Chennai
Date: 28.08.2015**

**Sd/-
Chanakya Bellam
Whole Time Director
(DIN: 02642002)**

**Sd/-
PVV Satyanarayana
Director
(DIN: 01311615)**

**DECLARATION BY DIRECTOR OF AFFIRMATION BY DIRECTORS AND SENIOR MANAGEMENT
PERSONNEL OF COMPLIANCE WITH THE CODE OF CONDUCT:**

The shareholders,

I, P V V Satyanarayana, Director of the Company do hereby declare that the directors and senior management of the Company have exercised their authority and powers and discharged their duties and functions in accordance with the requirements of the code of conduct as prescribed by the company and have adhered to the provisions of the same.

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

**Place: Chennai
Date: 28.08.2015**

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

ANNEXURE INDEX

Annexure number	Details of annexure
I	Annual Return Extracts in MGT 9
II	Format of declaration by Independent Director

MGT 9**Extract of Annual Return****as on the Financial Year 31.03.2015****[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]****I. REGISTRATION AND OTHER DETAILS:**

i.	CIN:-	L70102TN1995PLC068528
ii.	Registration Date	068528
iii.	Name of the Company	PVV Infra Limited
iv.	Category / Sub-Category of the Company	Company limited by shares/ Non-Government Company
v.	Address of the Registered office and contact details	N0.5 Damodaran Street, Near Uma Complex and School, Kellys, Kilpauk P.O., Chennai- 600010.
vi.	Whether listed company Yes / No	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad-500029 Ph.Nos.040-27638111/27634445 Email : info@aarthiconsultants.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products /services	NIC Code of the Product / service	% to total turnover of the company
1.	INFRASTRUCTURE & CONSTRUCTION	9954211	100
2.			
3.			
4.			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-

S.NO	Name and Address of the Company	CIN/GLN	Holding/Subsidiary /Associate	% of shares held	Applicable Section
	Nil	Nil	Nil	Nil	Nil

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding;-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
Individual/ HUF	1161650	0	1161650	23.23	346897	0	346897	6.94	16.29
Central Govt	0	0	0	0	0	0	0	0	
State Govt (s)	0	0	0	0	0	0	0	0	
Bodies Corp.	0	0	0	0	0	0	0	0	
Banks / FI	0	0	0	0	0	0	0	0	
Any Other....	0	0	0	0	0	0	0	0	
Sub-total (A) (1) :-	1161650	0	1161650	23.23	346897	0	346897	6.94	16.29
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	
b) Other – Individuals	0	0	0	0	0	0	0	0	
c) Bodies Corp.	0	0	0	0	0	0	0	0	
d) Banks / FI	0	0	0	0	0	0	0	0	
e) Any Other....	0	0	0	0	0	0	0	0	
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	1161650	0	1161650	23.23	346897	0	346897	6.94	16.29
B. Public Shareholding									
1.Institutions									
a) Mutual	0	0	0	0	0	0	0	0	

Funds									
b) Banks / FI	0	0	0	0	0	0	0	0	
c) Central Govt	0	0	0	0	0	0	0	0	
d) State Govt(s)	0	0	0	0	0	0	0	0	
e) Venture Capital Funds	0	0	0	0	0	0	0	0	
f) Insurance Companies	0	0	0	0	0	0	0	0	
g) FIIs	0	0	0	0	0	0	0	0	
h) Foreign Venture Capital Fund	0	0	0	0	0	0	0	0	
i) Others (specify)	0	0	0	0	0	0	0	0	
2. Non Institutions									
a) Bodies Corp.	317863	0	317863	6.36	777118	0	777118	15.54	9.18
i) Indian	0	0	0	0	0	0	0	0	
ii) Overseas	0	0	0	0	0	0	0	0	
b) Individuals	0	0	0	0	0	0	0	0	
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	314961	2500	314961	6.30	706571	2500	709071	14.18	7.88
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2006685	895870	2902555	58.05	2826542	0	2826542	56.53	1.52
c) Others Clearing Members	303272	0	303272	6.07	300673	0	300673	6.81	0.74

Non Resident Indians					40000	0	40000	0.80	0.80
Sub-total (B)(2):- Total Public Shareholding (B)=(B)(1)+(B)(2)	2940281	898370	3838651	76.77	4650904	2500	4653404	93.06	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	4101931	898370	5000301	100	4997801	2500	5000301	100	0

(ii) Shareholding of Promoters

Si. No	Shareholder's Name	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	Nil
1.	Mr. A. Srinivasu	11,61,650	0	11,61,650	23.23	3,46,897	Nil	3,46,897	6.94	16.29

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Share holding at the end of the year	
1.	Mr. A. Srinivasu	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	11,61,650	23.23	3,46,897	6.94
	Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease(e.g. allotment /transfer /bonus/sweat equity etc):	Due to sale of shares			
	At the End of the year	3,46,897	6.94		

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Shareholder Name	Shareholding at the beginning of the year		Share holding at the end of the year	
		No. of shares	% of total shares of The company	No. of shares	% of total shares of the company
	At the beginning of the year				
1	Sanivarapu Jhansi	241150	4.82	-	-
2	Siva Rama Krishna Mohan Babu Saraswathula	237583	4.75	-	-
3	Kolachala Rohith	210000	4.20	-	-
4	Lakshmi Janamanchi	200000	4.00	129271	2.59
5	Satish Kumar Konam	190000	3.80	-	-
6	Saaketa Finstock Pvt Ltd	189045	3.78	-	-
7	A S S Sarma	188550	3.77	-	-
8	S S Prabhavathi	153570	3.07	-	-
9	D S V S N Murthy	135925	2.72	-	-
10	T V R S Sastry	135000	2.70	-	-
	Date wise Increase /Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer bonus/sweat equity etc): NIL				
	At the End of the year				
1	Ramesh Sawalram Saraogi	-	-	245000	4.90
2	Priya Saraogi	-	-	245000	4.90
3	Anil Goyal	-	-	155400	3.11
4	Infinity Comtrade Private Limited	-	-	109711	2.19
5	Vijay Kumar Bhandari	-	-	104000	2.08
6	Bimaladevi Govindprakash Gupta	-	-	102529	2.05
7	BMA Wealth Creators Ltd	-	-	100000	2.00
8	Rajesh Sharma	-	-	100000	2.00
9	Chandupatla Narasimha Reddy (HUF)	-	-	95000	1.90

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Gorijala Venkateswara Rao				
	At the beginning of the year	0	0	5	0.00

	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease(e.g. allotment / transfer /bonus/sweat equity etc): Due to buying of shares				
	At the End of the year	5	0.00		
Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year	Cumulative Shareholding during the year		
2.	Mr. Chanakya Bellam	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	4125	0.08	11988	0.23
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease(e.g. allotment / transfer /bonus/sweat equity etc): Due to buying of shares				
	At the End of the year	11988	0.23		
V. INDEBTEDNESS					
Indebtedness of the Company including interest outstanding/accrued but not due for payment					
Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness	
Principal Amount	-	-	-	-	
ii) Interest due but not paid					
iii) Interest accrued but not due					
Total (i+ii+iii)	-	-	-	-	
Change in Indebtedness during the financial year	-	-	-	-	
Addition					
Reduction					
Net Change	-	-	-	-	
Indebtedness at the end of the financial year	-	-	-	-	
i) Principal Amount					
ii) Interest due but not paid					
iii) Interest accrued but not due					
Total (i+ii+iii)	-	-	-	-	

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission - as % of profit - Others, specify...	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
6.	Total (A)	-	-	-	-	-
7.	Ceiling as per the Act	-	-	-	-	-

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Director				Total Amount
	3. Independent Directors · Fee for attending board / committee meetings · Commission · Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
	4. Other Non-Executive Directors · Fee for attending board / committee meetings · Commission · Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-

	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
6.	Total	-	-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-

Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Board of Directors
M/s PVV Infra Limited
Dear Sir,

I undertake to comply with the conditions laid down in Sub-clause of Clause 49 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

(a) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.

(b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.

(c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:

(i) the statutory audit firm or the internal audit firm that is associated with the Company and

(ii) the legal firm(s) and consulting firm(s) that have a material association with the company

(d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You

Yours Faithfully,

Date: 10.10.2014
Place: New Delhi

Srikanth Gummalla
(Independent director)

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Board of Directors
M/s PVV Infra Limited
Dear Sir,

I undertake to comply with the conditions laid down in Sub-clause of Clause 49 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

(a) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.

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(c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:

(i) the statutory audit firm or the internal audit firm that is associated with the Company and

(ii) the legal firm(s) and consulting firm(s) that have a material association with the company

(d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You

Yours Faithfully,

Date: 30.03.2015
Place: Gujrat

Navneet Kaur Virk
(Independent director)

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Board of Directors
M/s PVV Infra Limited
Dear Sir,

I undertake to comply with the conditions laid down in Sub-clause of Clause 49 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

(a) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.

(b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.

(c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:

(i) the statutory audit firm or the internal audit firm that is associated with the Company and

(ii) the legal firm(s) and consulting firm(s) that have a material association with the company

(d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You

Yours Faithfully,

Date: 13.05.2015
Place: New Delhi

Sanjeev Sharma
(Independent director)

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Board of Directors
M/s PVV Infra Limited
Dear Sir,

I undertake to comply with the conditions laid down in Sub-clause of Clause 49 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

(a) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.

(b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.

(c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:

(i) the statutory audit firm or the internal audit firm that is associated with the Company and

(ii) the legal firm(s) and consulting firm(s) that have a material association with the company

(d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You

Yours Faithfully,

Date: 14.08.2015
Place: Jaipur

Ajay Yadav
(Independent director)

FORM MR-3
SECRETARIAL AUDIT REPORT

(Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

To
The Members of
M/s. PVV Infra Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. PVV Infra Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the financial year commencing from 1st April, 2014 and ended 31st March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. PVV Infra Limited ("The Company") for the financial year ended on 31st March, 2015, according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made there under for specified sections notified and came in to effect from 12th September, 2013 and sections and Rules notified and came in to effect from 1st April, 2014;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.

- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment (FDI) and Overseas Direct Investment and External Commercial Borrowings;
 - v. The Securities and Exchange Board of India Act, 1992 ('SEBI Act')
2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) were not applicable to the Company under the financial year under report:
- i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 except yearly and event based disclosures.
 - ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - iv. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - v. The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
 - vi. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
 - vii. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
3. We have also examined compliance with the applicable clauses of the following:
- i. Secretarial Standards issued by the Institute of Company secretaries of India under the provisions of Companies Act, 1956 and
 - ii. The Listing Agreements entered into by the Company with BSE Limited;
4. During the financial year under report, the Company has complied with the provisions of the New Companies Act, 2013, Old Companies Act, 1956 to the extent applicable and the Rules, Regulations, Guidelines, Standards, etc., mentioned above subject to the following observations;

OBSERVATIONS:

- (a) As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we report that
- i. the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of:
 - External Commercial Borrowings were not attracted to the Company under the financial year under report,
 - Foreign Direct Investment (FDI) was not attracted to the company under the financial year under report, and
 - Overseas Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary abroad are not attracted to the company under the financial year under report.
 - ii. As per the information and explanations provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we report that the Company has not made any GDRs/ADRs or any Commercial Instrument under the financial year under report.
- (b) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (c) The company has not appointed Whole- Time Director, Company Secretary, Chief Financial Officer and Internal Auditor for the financial year 2014-15.

- (d) The company has not filed the following forms with the office of ROC for the Financial Year 2014-15.

Sl. No.	Particulars	Forms
1.	Filing of Balance Sheet for the FY 2013-14	23AC (XBRL)
2.	Filing of Profit and Loss Account for the FY 2013-14	23ACA (XBRL)
3.	Filing of Annual Return for the FY 2013-14	20B
4.	Filing of Annual Report	MGT-15
5.	Appointment of Auditor in Casual Vacancy	ADT-1
6.	Resignation of old Auditor	ADT-3

For S.S. Reddy & Associates

S.Sarveswara Reddy
Practicing Company Secretaries
C.P.No: 7478

Place: Hyderabad
Date: 28.08.2015

To
The Members of
M/s. PVV Infra Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
5. The secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For S.S. Reddy & Associates

S.Sarveswara Reddy
Practicing Company Secretaries
C.P.No: 7478

Place: Hyderabad
Date: 28.08.2015

Hanumaiah & Co

Chartered Accountants



1 & 2, Ground,
RAM's VSR Apartments,
Mogalrajpuram,
Vijayawada – 520 010
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INDEPENDENT AUDITORS' REPORT

To

The members of M/s. PVV INFRA LIMITED

Report on the financial statements

We have audited the accompanying financial statements of M/S.PVV INFRA LIMITED ("Company"), which comprise the Balance Sheet as at 31.03.2015, the Statement of Profit and Loss account and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

Management is responsible for the preparation of the financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting standards referred to in section 133 of the Companies Act, 2013("Act"), read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with the standards on auditing issued by the institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

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An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of the material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are in appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a reasonable basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :

- a) In the case of Balance Sheet, of the state of affairs of the company as at March 31,2015;
- b) In the case of Statement of Profit and Loss, of the profit of the company for the year ended on that date; and
- c) In the case of Cash Flow Statement, of the cash flows of the company for the year ended on that date.

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Report on other legal and regulatory requirements

1. As required by the Companies (Audit Report) Order, 2015 issued by the Central Government of India in terms of sub-section 11 of section 143 of the Companies Act, 2013, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. As required by section 143(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which, to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet and Statement of Profit and Loss Account dealt with by this report comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013; read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the Directors, as on 31st March, 2015 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2014 from being appointed as a Director in terms of section 164 (2) of the Companies Act, 2013.
 - f) In our opinion, and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business.

(Contd..4)

Hanumaiah & Co

Chartered Accountants



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:: 4 ::

- g) In our opinion, and according to the information and explanations given to us, the company has disclosed the pending litigations of the company which will have impact on the financial statements.
- h) In our opinion, and according to the information and explanations given to us, the company is not foreseeing any losses, and therefore the provision of the same does not arise.
- i) In our opinion, and according to the information and explanations given to us, the company has not holding amounts such as unclaimed dividends, share application money etc requiring the transfer of the same to the Investor Education and Protection Fund.

Place: Vijayawada

Date : 13.05.2015.

Hanumaiah & Co

Chartered Accountants



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ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in the Auditor's Report to the Members of M/s. PVV INFRA LIMITED for the year ended 31st March, 2015.

- 1) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

b) The fixed assets have been physically verified by the management during the period and no serious discrepancies have been noticed on such verification.
- 2) a) The stock of inventory have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.

b) In our opinion, the procedures of physical verification of inventory followed by the management reasonable and adequate considering the size of the company and the nature of its business.

c) No material discrepancies have been noticed on physical verification of stocks as compared to book records in so far as appears from our examination of the books.

- 3) In our opinion and according to the information and explanations given to us, the company has not granted any any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, and therefore, the receipt of the principal amount and interest thereon and overdue thereon does not arise.

- 4) In our opinion, and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. Further during the course of our audit, we have not come across any instances of major weaknesses in internal control that in our opinion, requiring correction.

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Hanumaiah & Co

Chartered Accountants



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:: 2 ::

- 5) In our opinion and according to the information and explanations given to us and as shown by the books of accounts, the company has not accepted deposits within the meaning Section 73 to 76 of the Companies Act, 1956 and hence compliance of provisions of Section 73 to 76 of the companies Act 1956 does not arise.
- 6) The Central Government had not prescribed any cost records U/s. 148(1) of the Companies Act, 1956 and hence the maintenance of cost records does not arise.
- 7) a) According to the books and records examined by us and the information and explanations given to us, the company is regular in depositing with appropriate authorities the undisputed statutory dues in respect of provided fund, ESI, income-tax, wealth-tax, service tax, sales-tax, customs duty and excise duty and there were no undisputed statutory dues and arrears as at the date of the Balance Sheet under report for the period exceeding six months from the date they became payable.
- b) According to the books and records examined by us and the information and explanations given to us, there was no disputed statutory dues in respect of income tax, provided fund, ESI, wealth-tax, service tax, sales-tax, customs duty and excise duty which have remained outstanding as at 31st March 2015.

(Contd..3)

Hanumaiah & Co

Chartered Accountants



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:: 3 ::

- 08) According to the books and accounts examined by us and the information and explanations given to us the company has not availed any loans from any of the financing institutions, bank or debenture holders and therefore the defaults thereof does not arise.
- 09) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
- 10) According to the books and accounts examined by us and the information and explanations given to us the company has not taken any term loans during the year
- 11) During the course of our examination of the accounts of the company in accordance with generally accepted auditing practices, we have not come across any instances of fraud on or by the company, nor has the management, of any such instance being noticed or reported during the year.

Place: Vijayawada

Date : 13.05.2015

PVV INFRA LIMITED
(Formerly known as Thirthankar Infra Limited)
5, Damodaran Street, Keliks
CHENNAI - 600010

BALANCE SHEET AS AT 31st MARCH 2015

(Amount in Rupees)

	Particulars	Note No.	As At Mar. 31, 2015	As At March 31, 2014
I	<u>EQUITY AND LIABILITIES:</u>			
1	Shareholders funds			
	(a) Share Capital	2	50,876,505	50,876,505
	(b) Reserves and Surplus	3	(13,415,750)	(18,128,842)
2	Non-current liabilities			
	(a) Long-term borrowings	4	-	-
	(b) Deferred tax Liability (net)		250,685	250,685
	(c) Other Long term liabilities	5	242,301,794	14,585,729
	(d) Long-term provisions		-	-
3	Current Liabilities			
	(a) Short-term borrowings		-	-
	(b) Trade payables		-	-
	(c) Other current liabilities	7	20,266,260	1,963,248
	(d) Short-term provisions	8	4,495,910	247,730
	TOTAL		304,775,405	49,795,055
II	<u>ASSETS:</u>			
1	Non-current assets			
	(a) Fixed assets			
	(i) Tangible assets	9	193,242	219,859
	(ii) Intangible assets		-	-
	(iii) Capital work - in - progress			
	(b) Non-current Investments	10	25,700,000	25,700,000
	(c) Deferred tax assets (net)		-	-
	(d) Long- Term Loans and advances		-	-
2	Current assets			
	(a) Inventories	11	-	-
	(b) Trade Receivables	12	266,105,915	15,688,475
	(c) Cash and bank balances	13	201,736	2,724,025
	(d) Short -term loans and advances	14	8,778,800	3,348,809
	(e) Other current assets	15	3,795,712	2,113,887
	TOTAL		304,775,405	49,795,055
	Significant Accounting policies and notes to accounts	1 to 35		
As per our Report of even date for HANUMAIAH & Co, Chartered Accountants.		For and on behalf of the board		
Sd/- Partner M.No. 201719 Place : Hyderabad Date : 13-05-2015	Sd/- Director	Sd/- Director		

PVV INFRA LIMITED
(Formerly known as Thirthankar Infra Limited)
5, Damodaran Street, Keliks
CHENNAI - 600010

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31st MARCH 2015

(Amount in Rupees)

	Particulars	Note No.	As At Mar. 31, 2015	As At March 31, 2014
I	Revenue from operations	16	1,138,665,520	317,853,420
II	Other Income	17	-	1,400,425
III	Total Revenue (I+II)		1,138,665,520	319,253,845
IV	Expenses:			
	a) (Increase)/Decrease in Inventory	18	-	-
	b) Operating Expenses	19	1,128,566,179	315,920,150
	c) Employee benefit Exepense	20	1,148,242	443,600
	d) Finance Costs	21	237,384	659,916
	e) Depreciation and amortisation expense	9	26,617	26,617
	f) Other Exepenses	22	1,866,414	1,401,846
	Total Expenses		1,131,844,836	318,452,129
V	Profit before tax (III-IV)		6,820,684	801,716
VI	Tax Expense:			
	(a) Current tax	23	2,107,591	247,730
	(b) Deferred Tax		-	-
			2,107,591	247,730
VII	Profit / (Loss) for the period (V-VI)		4,713,093	553,986
VIII	Earnings per equity share: (Face value of Rs.10/- each)			
	(1) Basic		0.94	0.11
	(2) Diluted		0.94	0.11
	Significant accounting policies and notes to accounts	1 to 35		

As per our Report of even date
for **HANUMAIAH & Co,**
Chartered Accountants.

For and on behalf of the board

Sd/-
Partner
M.No. 201719
Place : Hyderabad
Date : 13-05-2015

Sd/-
Director

Sd/-
Director

PVV INFRA LIMITED

(Formerly known as Thirthankar Infra Limited)

Notes to accounts

NOTE NO: 2 - SHARE CAPITAL:

Particulars	As At March 31, 2015		As At March 31, 2014	
	Number	Rupees	Number	Rupees
Authorised				
Equity Shares of Rs. 10/- each	7000000	70000000	7000000	70000000
Issued, Subscribed and Paid up				
Equity Shares of Rs. 10/- each fully paid up	5000301	50003010	5000301	50003010
Amount Paid up on Shares Forfeited (Rs.5/- per share paid up on 174699 shares which are forfeited during the year 2012-13)		873495		873495
Total	5000301	50876505	5000301	50876505

Footnote:

(a) Reconciliation of the number of shares outstanding as at March 31, 2014 and March 31, 2013:

Particulars	As At March 31, 2015		As At March 31, 2014	
	Number	Rupees	Number	Rupees
Equity Shares outstanding at the beginning of the year	5000301	50003010	5000301	50003010
Equity Shares Issued during the year	-	-	0	0
Equity Shares bought back during the year	-	-	-	-
Equity Shares outstanding at the end of the year	5000301	50003010	5000301	50003010

(b) Details of Shareholders holding more than 5% shares:

Particulars	As At March 31, 2015		As At March 31, 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
1 Telesys info infra Limited	0	0.00%	778000	15.56%
2 Srinivasu Appala	346897	6.94%	1161650	23.23%

(c) Details of Shareholding by Holding company and its subsidiaries:

Particulars	As At March 31, 2015		As At March 31, 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
	-	-	-	-

PVV INFRA LIMITED

(Formerly known as Thirthankar Infra Limited)

Notes to accounts

NOTE NO: 3 - RESERVES AND SURPLUS:

Particulars	As At Mar. 31, 2015	As At March 31, 2014
	Rupees	Rupees
i) Securities Premium reserve		
Opening Balance	0	0
(+) Additions during the year	0	0
Closing Balance	0	0
ii) General Reserve		
	-	0
(+) Share application on warrants forfeited	0	0
		-
Closing Balance	-	0
iii) Surplus in Profit & Loss Account	-18128842.27	-18682828
(+) Additions for the year	4713093	553986
(-) Appropriations		
Closing Balance	-13415750	-18128842
Total (a + b+c)	-13415750	-18128842

NOTE : 4 - LONG TERM BORROWINGS:

PARTICULARS	As At Mar. 31, 2015	As At March 31, 2014
	Rupees	Rupees
Secured Loans		
Term Loans		
From Financial Institutions	-	-
Hypothecation Loans		
From Banks	-	-
(Refer foot note (a) to (c) below)		
	0	0

Foot Note

(a) security Details

NA

NA

(b) Repayment conditions :

NA

NA

PVV INFRA LIMITED

NOTE NO: 5 - CURRENT LIABILITIES:

PARTICULARS	As At Mar. 31, 2015	As At March 31, 2014
	Rupees	Rupees
Sundry Creditors	242,301,794	14,585,729.00
	242,301,794	14,585,729

NOTE NO: 6 - SHORT TERM BORROWINGS:

PARTICULARS	As At Mar. 31, 2015	As At March 31, 2014
	Rupees	Rupees
	-	-
	-	-

NOTE NO: 7 - OTHER CURRENT LIABILITIES:

PARTICULARS	As At Mar. 31, 2015	As At March 31, 2014
	Rupees	Rupees
(a) Share Application Money	-	-
(b) Share Warrant Application Money	-	-
(c) Interest accrued but not due	-	-
(d) Statutory dues payable	-	-
(e) Creditors for Expenses	-	-
(f) Other Payables	20,266,260	1,963,248
	20,266,260	1,963,248

PVV INFRA LIMITED

Notes to accounts

NOTE NO: 8 - SHORT-TERM PROVISIONS:

PARTICULARS	As At Mar. 31, 2015	As At March 31, 2014
	Rupees	Rupees
(a) Provision for Income tax	2,107,591	247,730
(b) Provision for Expenses	2,388,319	
	4,495,910	247,730

NOTE NO: 10 - NON-CURRENT INVESTMENTS:

PARTICULARS	As At Mar. 31, 2015	As At March 31, 2014
	Rupees	Rupees
a.Aravind Biotech Pvt Ltd	17,100,000.00	17,100,000.00
b.Lusaka Investment and Trading Co Limited	5,100,000	5,100,000
c.Mardia Sons Holdings Private Limited	3,500,000	3,500,000
	25,700,000	25,700,000

NOTE NO: 11 - INVENTORIES:

PARTICULARS	As At Mar. 31, 2015	As At March 31, 2014
	Rupees	Rupees
	-	-
	-	-

NOTE NO: 12 - TRADE RECEIVABLES:

PARTICULARS	As At Mar. 31, 2015	As At March 31, 2014
	Rupees	Rupees
(Unsecured and considered good)		
(a) Debts outstanding for more than six months	159,711,208	720,700
(b) Other debts	106,394,707	14,967,775
	266,105,915	15,688,475

PVV INFRA LIMITED

Notes to accounts

NOTE NO: 13 - CASH AND CASH EQUIVALENTS:

PARTICULARS	As At Mar. 31, 2015	As At March 31, 2014
	Rupees	Rupees
(a) Cash and cash equivalents:		
(i) Balances with banks;		
(1) In Deposit Accounts	-	-
(2) In Current Accounts	155,501	2,698,594
(3) Cheques on Hand	-	-
(ii) Cash on hand	46,235	25,431
(b) Other bank balances:		
In Deposit Accounts	-	-
	201,736	2,724,025

NOTE NO: 14 - SHORT TERM LOANS AND ADVANCES:

PARTICULARS	As At Mar. 31, 2015	As At March 31, 2014
	Rupees	Rupees
(Unsecured and considered good)		
(a) Loans to related parties	-	-
(b) Deposits	38,000	38,000
(c) Advance	8,740,800	3,310,809
	8,778,800	3,348,809

PVV INFRA LIMITED

Notes to accounts

NOTE NO: 15 - OTHER CURRENT ASSETS:

PARTICULARS	As At Mar. 31, 2015	As At March 31, 2014
	Rupees	Rupees
(a) Advance Tax and TDS	3,795,712	2,113,887
	3,795,712	2,113,887

NOTE NO: 16 - REVENUE FROM OPERATIONS:

PARTICULARS	As At Mar. 31, 2015	As At March 31, 2014
	Rupees	Rupees
Income from Sub Contracts	84,091,245	32,521,000
Sales	1,054,574,275	285,332,420
	-	
	1,138,665,520	317,853,420

NOTE NO: 17 - OTHER INCOME:

PARTICULARS	As At Mar. 31, 2015	As At March 31, 2014
	Rupees	Rupees
Interest Income	-	1,400,425
	-	1,400,425

NOTE NO: 18 - CHANGES IN INVENTORIES:

PARTICULARS	As At Mar. 31, 2015	As At March 31, 2014
	Rupees	Rupees

PVV INFRA LIMITED

Notes to accounts

NOTE NO: 19 - OPERATING EXPENSES:

PARTICULARS	As At Mar. 31, 2015	As At March 31, 2014
	Rupees	Rupees
Subcontract Expenses	79,327,214	31,740,300
Purchases	1,049,238,965	284,179,850
	1,128,566,179	315,920,150

NOTE NO.20 - EMPLOYEE BENEFIT EXPENSE:

PARTICULARS	As At Mar. 31, 2015	As At March 31, 2014
	Rupees	Rupees
Salaries,wages and bonus	1,148,242	443,600
	1,148,242	443,600

NOTE NO: 21 - FINANCE COSTS:

PARTICULARS	As At Mar. 31, 2015	As At March 31, 2014
	Rupees	Rupees
(a) Interest Expenses		
- on working capital loans		
-on TDS		
- others	-	88,030
(b) Other borrowing costs		
- Bank Charges	237,384	571,886
	237,384	659,916

PVV INFRA LIMITED

Notes to accounts

NOTE NO: 22 - OTHER EXPENSES:

PARTICULARS	As At Mar. 31, 2015	As At March 31, 2014
	Rupees	Rupees
Consultancy Charges		344,600
Audit fee & certification charges	114,332	122,026
Electricity	40,460	15,450
Insurance	81,072	-
Miscellaneous Expenses	115,200	41,454
Rent	150,450	175,800
Postage & Courier Service charges	25,416	36,369
Printing & Stationery	190,420	157,054
Licenses, Rates & Taxes	279,214	208,761
Telephone Charges	224,430	144,868
Travelling & conveyance	645,420	155,464
	1,866,414	1,401,846

NOTE NO: 23- CURRENT TAX:

PARTICULARS	As At Mar. 31, 2015	As At March 31, 2014
	Rupees	Rupees
Current tax	2,107,591	247,730
Less: MAT credit entitlement		
Net Current tax	2,107,591	247,730

PVV INFRA LIMITED

Notes to accounts

NOTE NO: 9 : FIXED ASSETS:

Amount in Rs

S.NO.	PARTICULARS	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
		AS AT 01.04.2014	Additions During the Year	Deletions	AS AT 31.03.2015	UPTO 01.04.2014	FOR THE PERIOD	Deletions	UPTO 31.03.2015	AS AT 31.03.2014	AS AT 31.03.2015
1	Office Equipments	423,961	-	-	423,961	274,057	20,138	-	294,195	149,904	129,766
2	Furniture & Fittings	102,350	-	-	102,350	32,395	6,479	-	38,874	69,955	63,476
	TOTAL	526,311	-	-	526,311	306,452	26,617	-	333,069	219,859	193,242
	PREVIOUS YEAR	2,867,716	-	1,151,395	1,716,321	253,218	26,617	-	279,835	1,463,103	1,436,486

PVV INFRA LIMITED

CASHFLOW STATEMENT FOR THE YEAR ENDED 31st MARCH,2015

Rs.in Lakhs		
Particulars	31.03.2015	31.03.2014
	Rs	Rs.
A. Cashflow from Operating Activities		
Profit before tax and extraordinary activities	68.21	15.01
Adjustments for : Depreciation	0.27	0.27
	68.48	15.28
Operating Profit before working capital changes		
Add: Adjustments for trade receivables & other Assets	2,547.79	130.87
current liabilities & Provisions	(2,620.43)	(16.80)
Income Tax Paid	(21.07)	(4.64)
Cash generated from operations	(93.71)	109.43
Cashflow before extraordinary items	(93.71)	109.43
Cash Generated in Operating Activities	(25.23)	124.71
B. Cashflow from Investment Activities		
Payment for purchase/(sale) of fixed assets	-	-
Sale of Fixed Assets	-	12.17
Investments	-	(257.00)
Net cash from Investing Activities	-	(244.83)
C. Cashflow from Financing Activities		
Issue of Share Capital	-	-
Increase om Unsecured Loans	-	145.86
Other Income	-	-
Net cash from Financing Activities	-	145.86
Net Increase in cash		
and cash equivalents	(25.23)	25.74
Opening cash and cash equivalents	27.24	1.50
Closing cash and cash equivalents	2.01	27.24
<div style="display: flex; justify-content: space-between;"> <div> As per our Report of even date for Hanumaiah & Co, Chartered Accountants. (Firm Reg No: 008194S) </div> <div> For and on behalf of the board </div> </div>		
Sd/- Partner M.No. 201719 Place : Hyderabad Date : 13-05-2015	Sd/- Director	Sd/- Director

Notes forming part of the Financial Statements.

Significant Accounting Policies

1. Basis of preparation

The financial statements have been prepared in compliance with the Accounting Standards Notified by Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

2. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) require the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the result of operations during the reporting period. The management believes that the estimates used in the preparation of financial statements are prudent and reasonable. However, future results may differ from these estimates and the differences between the actual results and the estimates are recognized in the period in which results are known/materialize .

3. Revenue Recognition

Revenue is primarily derived from the fixed price contracts and recognized on the basis of completion of the project work and billing of the same to customers.

4. Fixed Assets

Fixed assets are stated at cost of acquisition or construction, less accumulated depreciation. Cost comprises of the purchase price and other attributable expenses including cost of borrowings till the date of capitalization of the asset acquired / commissioned.

All the expenditure incurred on establishing / setting up of new projects / substantial expansion of existing facilities / creation of new assets is capitalized. Such expenditure to be capitalized includes borrowing / finance costs, direct and indirect expenditure incurred on such assets up to the time they are completed.

5. Depreciation

Depreciation on fixed assets has been provided on the written down value method and at the rates and in manner specified in Schedule xiv to the Companies Act, 1956.

6. Investments

Long term investments are stated at cost. The diminution in the market value of such investments is not recognized unless it is considered permanent in nature. Current investments are valued at the cost or market value whichever is lower.

7. Accounting for Leases

Rentals in respect of leased premises are charged to profit and loss account.

8. Taxes on Income

a. Current Tax

Provision for current tax is made for the amount of tax payable in respect of taxable income for the year computed under the provision of the income Tax Act.1961.

b. Deferred Tax

Deferred tax is recognized on timing difference being the difference between taxable income and accounting income that originate in one period and are capable of being reversed in the subsequent period / s, subject to the consideration of prudence.

9. Provisions, Contingent Liabilities and Contingent Assets

Provision involving substantial degree of estimation in measurement is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are disclosed when the Company has possible obligation or a present obligation and it is probable that a cash outflow will not be required to settle the obligation. Contingent Assets are neither recognized nor disclosed in the financial statements.

10. Impairment

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/ external factors. An impairment loss will be recognized if the carrying amount of an asset exceeds its estimated recoverable amount. The recoverable amount is greater of asset's net selling price and value in use. In assessing the value in use the estimated future economic benefits are discounted to the present value at the weighted average cost of capital.

11.: Payments to Statutory Auditor:

	2014-15	2013-14
Audit fee		
Statutory Fee	15,000	15,000
Income Tax Matters	10,000	10,000
Total	25,000	25,000

12. Segment Reporting:

The company is engaged in the business of construction and infrastructure works which all together is only one business segment and the segment reporting not applicable for the company.

13. Related party Disclosures:

1. Related Party disclosures in accordance with AS-18 issued by The Institute of Chartered Accountants of India by virtue of share holding and key management personnel.

a) Relation Ship

- | | |
|-------------------------------|------------|
| i. Associate Companies | : Nil |
| ii 100% Subsidiary Companies | : Nil |
| lii Other Indian Subsidiaries | : Nil |
| iii. Key Management Personnel | : Director |

- b) The following transactions were carried out with related parties in the ordinary course of business.

ii. Key Management Personnel

Remuneration paid	NIL	NIL
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14. **Earnings per Share:**

	2014-2015 Rs.	2013-2014 Rs.
Net Profit after tax	4713093	553986
Weighted average number of Equity shares outstanding	5000301	5000301
Basic Earnings per Share	0.94	0.11
Diluted Earnings per Share	0.94	0.11
Face value of each Equity Share	10.00	10.00

15. There are no amounts due to small-scale industrial undertakings, to whom the company owes a sum which is outstanding for more than 30 days and hence the details in respect of outstanding dues to small-scale industrial undertakings are not furnished, as required as per the notification No.GSR 129(E) dated 22nd February 1999.
16. Previous year's figures have been reclassified/ regrouped wherever necessary to conform to the current years' classification.

As per report of even date attached

For PVV INFRA LIMITED

For HANUMAIAH & CO,
CHARTERED ACCOUNTANTS
(Firm Reg No: 009021S)

Sd/-
K,HANUMAIAH
Partner.
Membership No:201719

Sd/-
Director

Sd/-
Director

Place: Hyderabad
Date: 13th May, 2015

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L70102TN1995PLC068528
Name of the company: PVV Infra Limited
Registered office: NO.5 Damodaran Street, Near Uma Complex and School, Kellys, Kilpauk P.O., Chennai, 600010

Name of the member(s):

Registered Address:

E-mail Id:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :

Address : _

E-mail Id :

Signature:, or failing him

2. Name :

Address:

E-mail Id :

Signature:, or failing him

3. Name :

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the Company, to be held on 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 and at any adjournment thereof in respect of such resolutions as are indicated below:

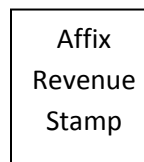
Resolution No.

1. Approval of financial statements for the year ended 31.03.2015
2. Appointment of Mr. P VV Satyanarayana as Director who retires by rotation
3. Appointment of statutory auditors and fixation of their remuneration
4. Appointment of Mr. Chanakya Bellam as Director of the company
5. Appointment of Mr. Chanakya Bellam as a Whole Time Director
6. Appointment of Mr. Srikanth Gummalla as an Independent Director
7. Appointment of Ms. Navneet Kaur Virk as an Independent Director
8. Appointment of Mr. Sanjeev Sharma as an Independent Director
9. Appointment of Mr. Ajay Yadav as an Independent Director
10. Shifting of Registered Office from the State of Tamilnadu to the State of Maharashtra
11. Adoption of new articles as per Table F of the Companies Act, 2013.

Signed this day of..... 2015

Signature of shareholder

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

PVV INFRA LIMITED

**NO. 5 DAMODARAN STREET, NEAR UMA COMPLEX AND SCHOOL, KELLYS, KILPAUK P.O.,
CHENNAI, 600010.**

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence at the 20th Annual General Meeting of the members of the company to be held on 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 and at any adjourned meeting thereof.

Shareholders/Proxy's Signature_____

Shareholders/Proxy's full name_____
(In block letters)

Folio No./ Client ID_____

No. of shares held_____

Note: Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.

COURIER
ANNUAL REPORT

IF UNDELIVERED PLEASE RETURN TO US:

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

Ph.Nos: 044-26604545, Fax: 044-26604549