

PVV Infra Ltd.

CIN No. I70102TN1995PLC068528

Corporate Office: B-202, Universal Paradise, Nanda Pathakar Road,
Opp: Adarsh Petrol Pump, Vile Parle East, Mumbai, Maharashtra – 400057
www.pvvinfra.com email : info@pvvinfra.com



Date: 22.09.2018

BSE Limited
P. J. Towers, Dalal Street
Mumbai - 400 001

Dear Sir/ Madam,

Sub: 23rd Annual Report for the year ended 31st March, 2018
Ref: Scrip Code: 536659.

With reference to the subject, please find the enclosed 23rd Annual Report for the financial year 2017-18.

This is for your information and records.

Thanking you.

Yours faithfully,
For PVV Infra Limited

A handwritten signature in blue ink, appearing to read 'P. Anjaneyulu', is written over a circular blue stamp.

ANJANEYULU P
DIRECTOR
DIN: 07857842





23rd ANNUAL REPORT

2017-18

INDEX

S.NO	CONTENTS	PAGE NO
1	CORPORATE INFORMATION	01
2	NOTICE OF ANNUAL GENERAL MEETING	03
3	DIRECTORS REPORT	27
4	CORPORATE GOVERNANCE	36
5	CERTIFICATE ON CORPORATE GOVERNANCE	56
6	MANAGEMENT DISCUSSION AND ANALYSIS	58
7	SECRETARIAL AUDIT REPORT	59
8	INDEPENDENT AUDITORS REPORT	73
9	BALANCE SHEET	80
10	PROFIT AND LOSS ACCOUNT	81
11	CASH FLOW STATEMENT	89
12	SIGNIFICENT ACCOUNTING POLICIES	90
13	PROXY FORM & ATTENDENCE SLIP	94

CORPORATE INFORMATION

BOARD OF DIRECTORS				
Mr. P V V Satyanarayana	-	Promoter, Non- Executive Director	-	(DIN: 01311615)
Mr. Gorijala Venkateswara Rao	-	Professional Non-Executive Director	-	(DIN: 00796674)
Mr. K. S. Rao	-	Executive Director cum CEO	-	(DIN: 01363257)
Ms. Navneet Kaur Virk	-	Independent Director	-	(DIN: 03403617)
Mr. Sumant	-	Independent Director	-	(DIN: 06612334)
Mr. Sanjeev Sharma	-	Independent Director	-	(DIN: 01364156)
Mr. Anjaneyulu P	-	Independent Director	-	(DIN: 07857842)

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

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

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

CORPORATE IDENTITY NUMBER	L70102TN1995PLC068528
---------------------------	-----------------------

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

NOMINATION & REMUNERATION COMMITTEE		
Mr. Sumant Pinnamaneni	-	Chairman
Mr. Gorijala Venkateswara Rao	-	Member
Mr. Sanjeev Sharma	-	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

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

RISK MANAGEMENT COMMITTEE

Mr. P V V Satyanarayana	-	Chairman
Mr. Sumant Pinnamaneni	-	Member
Mr. G VenkateswaraRao	-	Member

REGISTRAR & SHARE TRANSFER AGENTS

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

BANKERS

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

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

NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of the Members of M/s. PVV Infra Limited will be held on Friday, the 21st day of September 2018 at 9.00 a.m at the registered office of the company at H.No.5 Damodaran Street, Near Uma Complex And School Kellys, Kilpauk P.O., Chennai, Tamil Nadu- 600010, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. Mr. Summant Pinnamaneni, (holding DIN: 06612334) who retires by rotation is not seeking for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s) the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139(2) and 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, in the place of retiring Auditors M/s Hanumaiah & Co, Chartered Accountants, Vijayawada (Bearing Regn. No: 201719) to appoint M/s. SMV & CO., Hyderabad (Bearing Regn. No: 015630S) as Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the 27th Annual General Meeting (AGM) to be held in the year 2023 subject to ratification by the Members at every AGM hereafter and the Board of Directors be and are hereby authorized to fix their remuneration, in accordance with the recommendations of the Audit Committee in consultation with the Auditors.

SPECIAL BUSINESS:

4. INCREASE IN AUTHORISED CAPITAL OF THE COMPANY:

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

“RESOLVED THAT pursuant to Section 13 and 61, and all other applicable provisions, if any, of the Companies Act, 2013, the Authorized Share Capital of the Company be increased from present Rs. 7,00,00,000 (Rupees Seven Crores only) divided into 70,00,000 (Seventy Lakhs Only) Equity Shares of Rs.10/- each to Rs. 11,00,00,000 (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore Ten Lakhs Only) Equity Shares of Rs.10/- each and consequently the Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting with the following new clause.

V. The Authorized Share Capital of the Company is Rs. 11,00,00,000 (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore Ten Lakhs Only) Equity Shares of Rs.10/- each with power to increase or reduce such capital from time to time and to classify them as equity shares or preference shares and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions as may be deemed fit in accordance with the regulation of the Company and legislative provisions, for the time being in force.

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

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

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

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

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

RESOLVED FURTHER THAT:

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

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

PROPOSED LIST OF WARRANTS ALLOTTEES:

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

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

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

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

PROPOSED LIST OF ALLOTTEES FOR EQUITY SHAES:

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

RESOLVED FURTHER THAT:

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

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

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

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

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

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

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

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

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

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

consents, approvals and /or permissions being obtained from appropriate authorities to the extent applicable and necessary, the consent of the members of the Company.

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

9. TO APPROVE THE PROPOSAL FOR FORMING OF ASSOCIATE / SUBSIDIARY – PVV GLOBAL FZ LLC. IN FREE TRADE ZONE OF RAS AL KHAIMAH, UAE.

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

“RESOLVED THAT consent by the Board of Directors of the Company at their meeting held on 13th August, 2018 to setup an associate / subsidiary by the name of PVV GLOBAL FZC,LLC due to business opportunities are coming from UAE to concentrate on infra activities in UAE a separate entity is to be formed to comply local laws to create with proposed capital Rs.10,00,000 (Ten Lakhs Only) pursuant to the applicable provisions, if any of the Companies Act, 2013 any statutory modification or re-enactment thereof for the time being in force, and in accordance with the relevant provisions of the Memorandum and Articles of Association subject to the consents, approvals and /or permissions being obtained from appropriate authorities to the extent applicable and necessary, the consent of the members of the Company.

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

10. Ratification of Resolution No. 3 of Postal Ballot, Resolution passed on 20th October 2017 for issue of Convertible Equity Share Warrants on Preferential Basis to the Promoters and Others:

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

“RESOLVED THAT Consent of the shareholders be and is hereby given for ratification of Resolution No. 3 of Postal Ballot Proposed on 13.09.2017 and Resolution approved on 20th October 2017 for issue allotment of 1,00,80,000 (One Crore Eighty Thousand Only) Convertible Equity Shares Warrants to Promoters & Non-promoters to ensure the issue and allotment of warrants in accordance with the provisions of the Companies Act, 2013 Securities Contracts (Regulations) Act, 1956, the securities and Exchange Board of India Act, 1992, the Depositories Act, 1996 including the Rules, Regulations, Guidelines, SEBI (Listing obligations and Disclosure requirement Regulations) 2015 and clause 73(1)(e) of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 referred to

identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue disclosures as per the Explanatory statement Pursuant to Section 102 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or incidental to this resolution and to settle any question, difficulty or doubt that may arise from time to time in this regard."

11. APPOINTMENT OF MR. P. ANJANEYULU 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. P Anjaneyulu (DIN:07857842), who was appointed as 'Additional Director' in the Board of the Company on 12.02.2018 pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 ("the Act") read with Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting of the Company and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. P. Anjaneyulu as a Director of the company be and is hereby appointed as a Independent Director of the company to hold office from 21st September 2018 upto 20th September 2023, whose period of office shall not be liable to retire by rotation,

"FURTHER RESOLVED THAT any one of the Directors of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

For and on behalf of the Board
PVV Infra Limited

Sd/-
K.S. Rao
Executive Director
(DIN: 01363257)

Place: Chennai
Date: 13.08.2018

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 15.09.2018 to 21.09.2018 (Both days inclusive).
3. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
4. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
5. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
6. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
7. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agents (M/s. Aarthi Consultants Pvt. Ltd.)
8. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
9. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.

10. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to M/s. Aarthi Consultants Pvt. Ltd., Share Transfer Agents of the Company for their doing the needful.
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. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the Annual General Meeting
15. Electronic copy of the Annual Report for 2017-2018 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 2017-2018 is being sent in the permitted mode.
16. Members may also note that the Notice of Annual General Meeting and the Annual Report for 2017-2018 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. For any communication, the shareholders may also send requests to the Company's investor email id: info@pvvinfra.com
17. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using

an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited.

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on September 18, 2018 (09.00 am) to September 20, 2018 (5.00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 14, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.

A person who has acquired shares & become a member of the company after the dispatch of notice of AGM & holding shares as of cut-off date, may obtain the login ID & password by sending a request at info@pvvinfra.com. However, if the person is already registered with the CDSL for remote e-voting then the existing user ID & password can be used for casting vote.

The instructions for shareholders voting electronically are as under:

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on Shareholders.
- iii. 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.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. 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.
- vi. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

Details	<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).
---------	--

vii. After entering these details appropriately, click on “SUBMIT” tab.

viii. 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.

ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

x. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

xi. 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.

xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

xiii. 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.

xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

xvi. 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.

xvii. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xviii. Note for Non – Individual Shareholders and Custodians

- 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 Corporate.
- 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.

18. 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 14.09.2018.
19. Mr. Bharatiraju Vegiraju (FCS – 8300), Practicing Company Secretary, bearing C.P. Number 14926 has been appointed as the Scrutinizer to scrutinize the e-voting process.
20. 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.
21. 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 with in two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.
22. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.
23. Disclosure pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with respect to Directors seeking re-appointment/appointment at the Meeting is given below:

Name of the Director	Mr. Anjaneyulu P
Date of Birth	17/07/1963
Date of Appointment	12/02/2018
Expertise in specific functional areas	An B.Com., Graduate he progressed in his career span with a vital 30 years of experience in holding crucial positions such as Vice-President and specialised in Marketing activities.
Qualifications	B.Com.,
Names of the Listed entities in which the person is holding Directorships or Board Committee Memberships	TITAN INTECH LTD
Inter se relationship among Directors	NA

For and on behalf of the Board
PVV Infra Limited

Place: Chennai
Date: 13.08.2018

Sd/-
K. S. Rao
Executive Director
(DIN: 01363257)

EXPLANATORY STATEMENT

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

ITEM NO: 4

Presently, the Authorized Share Capital of your Company is Rs. 7,00,00,000 (Rupees Seven Crore only) divided into 70,00,000 (Seventy Lakhs Only) equity share of Rs. 10/- each (Rupees Ten only). In order to enable the Company to raise additional long-term finance, the Board seeks approval of shareholders of the Company for issue of Equity shares, Convertible Equity Warrants. The existing Authorized Share Capital may not be sufficient for the aforesaid purpose. It is therefore, considered necessary to increase the Authorized Share Capital of the Company to the extent mentioned in item No.5 and 6 of the Notice, with the consequential alterations in the Capital Clauses of the Memorandum of Association.

The provisions of the Companies Act require the Company to seek approval of the members for increase in Authorized Share Capital and for the consequent alteration of Capital Clause of the Memorandum of Association; accordingly the Board recommends the resolution set forth in Item no. 5 for the approval of the members as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

ITEM NO: 5 & 6

Keeping in view the growing business requirements, and the ability to compete with the peer group in the existing and future markets, your Company needs to strengthen its financial position and net worth by augmenting medium and long term resources loans raised from promoters during the previous years as un-secured loans. These loans were given to the company for immediate working capital requirements for expansion of the existing business of the company.

The Promoters agreed to convert (which right is hereinafter referred to as “the conversion right”) Loan into partly convertible equity share warrants and partly fully paid-up equity shares of the Company at the price not less the price determined in accordance with SEBI Pricing Formula applicable to listed companies. The Company has accordingly proposed to enhance its equity base by Conversion of above loans.

In order to meet its present requirement of working capital as well as capital expenditure to support business expansion issue and allot convertible equity share warrants and Equity Shares.

The Company proposes to create, offer, issue and allot

- 10,00,000 (Ten Lakhs only) equity shares warrants to Promoters through conversion of debt and 10,00,000 (Ten Lakhs only) Equity shares warrants to Non promoters for consideration of cash.
- And
- 5,00,000 equity shares to Promoters through conversion of debt and 11,64,000 (Eleven Lakhs Sixty Four thousand Only) Equity shares to Non promoters for consideration of cash.

As per SEBI (ICDR) Regulations, 2009 and applicable provisions of Companies Act, 2013.

Shri P V V satyanarayana of the directors interested or concerned in this Resolution.

Disclosures, which are required to be given in terms of Regulation 73 of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 for Preferential Issues are as under:

(a) The object of the issue through preferential offer

Reduction of debt portion or trade credits by converting them into Convertible Equity Share Warrants and Equity, thereby reducing finance cost which will improve the profitability and net-worth of the company and to meet present working capital requirements.

(b) Proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer :

There is intention of the promoters, directors or key management personnel of the issuer to subscribe to the offer.

(c) Proposed time within which allotment will be completed:

The Convertible Equity Share Warrants and Equity shares of the Company shall be allotted within fifteen (15) days from the date of the Annual General Meeting i.e. on or before 6th October 2018 provided that where the allotment is pending on account of pendency of any approval of such allotment by any regulatory authority, if applicable including Stock Exchange, the allotment shall be expected to be completed within fifteen (15) days from the date of receipt of such approval.

The Company confirms that the proposed preferential allotments are in compliance with its conditions of continuous listing.

The Company undertakes that issue price of the Convertible Equity Share Warrants and Equity shares will be recomputed in terms of the provisions of the SEBI ICDR Regulations, where it is required to do so.

(d) Shareholding pattern of the Company before and after the proposed preferential issue of the Equity Shares:

Category	Pre-issue equity holding as per shareholding pattern as on 30th June 2018	%	As on 10 th August 2018 prior to the issue	%	Post No. of Equity Share Considering only present Issue of Convertible Equity Share warrants to be Allotted	%	Post No. of Equity Share Considering only present Issue Equity Shares to be Allotted	%	Post No. of Equity Share Considering only Pending Convertible Equity Share warrants	%	Post -Equity holding including Present issue of Warrants, Present issue of Equity shares and Pending Convertible Equity Share warrants (as an assumption that all the Warrants are exercised)	%
PROMOTER GROUP												
A. Promoter & Promoter Group	622116	12.44	622116	12.44	1622116	23.17	1122116	16.84	622116	9.41	2122116	20.65
B. Person acting in concert with the Promoter	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Total Promoters holding	622116	12.44	622116	12.44	1622116	23.17	1122116	16.84	622116	9.41	2122116	20.65
PUBLIC												
Foreign Bodies Corporate participating in the offer	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Other Foreign Portfolio investors'	522712	10.45	519799	10.40	519799	7.43	519799	7.80	519799	7.86	519799	5.06
Other Foreign Institutional Investors/Mutual Funds not participating in the offer	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Bank and Financial Institutions	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Foreign Individuals	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Body Corporate	176985	3.54	185026	3.70	185026	2.64	185026	2.78	185026	2.80	185026	1.80
NRI/OCBs	214050	4.28	213110	4.26	213110	3.04	213110	3.20	213110	3.22	213110	2.07
Clearing Members	141831	2.84	125415	2.51	125415	1.79	125415	1.88	125415	1.90	125415	1.22
Others Including Public And Trustees	3322607	66.45	3334835	66.69	4334835	61.92	4498835	67.51	4948835	74.82	7112835	69.20
Total Public holding	4378185	87.56	4378185	87.56	5378185	76.83	5542185	83.16	5992185	90.59	8156185	79.35
Total	5000301	100.00	5000301	100.00	7000301	100.00	6664301	100.00	6614301	100.00	10278301	100.00

Note :

1. Present issued capital/paid up as on date is 50,00,301 equity shares.
2. Pending convertible Equity Share Warrants 16,14,000 allotted to Non-promoters.
3. Present issue of convertible Equity Share warrants 10,00,000 to Promoters and 10,00,000 to Non-promoters.
4. Present issue of Equity Share 5,00,000 to Promoters and 11,64,000 to Non-promoters

The figures in the shareholding pattern are on the assumption that all the warrants will be subscribed by the subscribers, to the full number of warrants authorized to be issued and allotted pursuant to the shareholders resolution and all the warrants will be exercised. However, if any warrants are not issued or allotted or any warrants are not exercised, the shareholding pattern will vary and change correspondingly. In case the if the Allottees exercises the warrants in the same financial year, then they will comply with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as and when it is applicable.

(e) The ultimate beneficial owners of body corporate:

1. PINNAMANENI ESTATE PRIVATE LIMITED

S. No.	NAME OF THE ULTIMATE BENEFICIAL OWNER OF THE PROPOSED ALLOTTEE	% OF SHAREHOLDING
1	Mr. P. PARAMDHAMAIAH	50%
2	Mrs. P SANTHI SREE	50%
	TOTAL	100.00%

Note : Pinnamaneni Estate Private Limited is a Un-listed company.

(f) The Pre and post preferential holding of allottees and the percentage of post preferential issue capital:

Particulars	Pre holding	Warrants proposed to be allotted	Equity Shares proposed to be allotted	Post holding for pre-holding, present allotment of Warrants & Equity shares	% of Post holding	No. of Warrants pending for conversion	Post holding for pre-holding present allotments and pending convertible warrants	% of Post holding for present allotments and pending convertible warrants
	1	2	3	4	5	6	7	8
				(1+2+3=4)			(4+6=7)	
A. PROMOTER								
M/s. PINNAMANENI ESTATES PRIVATE LIMITED	335112	1000000	500000	1835112	21.18	0	1835112	17.85
B. PUBLIC								
Mr. NIMMAGADDA SRINIVASA RAO	0	600000	0	600000	6.92	0	600000	5.84
Mr. KIRAN DHINGRA	0	400000	0	400000	4.62	0	400000	3.89
Mr. DUSHYANT BHATIA	0	0	140000	140000	1.62	210000	350000	3.41
Mr. KANCHAN S KHETRIPAL	500	0	229000	229500	2.65	421000	650500	6.33
Mrs. SNEHA GHANTHE	0	0	112000	112000	1.29	88000	200000	1.95
Mr. SONAL GHANTHE	0	0	41000	41000	0.47	59000	100000	0.97
Mrs. GANGA GHANTHE	0	0	112000	112000	1.29	88000	200000	1.95
Mr. KUMAR P	0	0	15000	15000	0.17	0	15000	0.15
Mr. LAKSHMINARYANA B	0	0	15000	15000	0.17	0	15000	0.15
Mrs. VANDANA S FARGOSE	0	0	100000	100000	1.15	0	100000	0.97
Mrs. ASHA MARY PRAVIN JOHNSON	0	0	100000	100000	1.15	0	100000	0.97
Mrs. TERESA M FARGOSE	0	0	50000	50000	0.58	0	50000	0.49
Mr. JOAN S FARGOSE	0	0	50000	50000	0.58	0	50000	0.49
Mr. S SARVESWAR REDDY	0	0	100000	100000	1.15	0	100000	0.97
Mr. MOHAN BABU SSRK	0	0	100000	100000	1.15	0	100000	0.97
TOTAL	335612	2000000	1664000	3999612	46.16	866000	4865612	47.34

Particulars	Pre holding		Present Allotment of 20,00,000 Warrants				Present Allotment of 16,64,000 Equity Shares			
	Pre holding	% of shares	Warrants proposed to be allotted	% of present issued warrants	Post holding	Post % of Capital	Equity Shares proposed to be allotted	% of present issued equity shares	Post holding	Post % of Capital
	1	2	3	4	5	6	7	8	9	10
					(1+3=5)				(1+7=9)	
A. PROMOTER										
M/s PINNAMANENI ESTATES PRIVATE LIMITED	335112	6.70	1000000	50.00	1335112	19.07	500000	30.05	835112	12.53
B. PUBLIC										
Mr. NIMMAGADDA SRINIVASA RAO	0	0.00	600000	30.00	600000	8.57	0	0.00	0	0.00
Mr. KIRAN DHINGRA	0	0.00	400000	20.00	400000	5.71	0	0.00	0	0.00
Mr. DUSHYANT BHATIA	0	0.00	0	0.00	0	0.00	140000	8.41	140000	2.10
Mr. KANCHAN S KHETRIPAL	500	0.01	0	0.00	500	0.01	229000	13.76	229500	3.44
Mrs. SNEHA GHANTHE	0	0.00	0	0.00	0	0.00	112000	6.73	112000	1.68
Mr. SONAL GHANTHE	0	0.00	0	0.00	0	0.00	41000	2.46	41000	0.62
Mrs. GANGA GHANTHE	0	0.00	0	0.00	0	0.00	112000	6.73	112000	1.68
Mr. KUMAR P	0	0.00	0	0.00	0	0.00	15000	0.90	15000	0.23
Mr. LAKSHMINARYANA B	0	0.00	0	0.00	0	0.00	15000	0.90	15000	0.23
Mrs. VANDANA S FARGOSE	0	0.00	0	0.00	0	0.00	100000	6.01	100000	1.50
Mrs. ASHA MARY PRAVIN JOHNSON	0	0.00	0	0.00	0	0.00	100000	6.01	100000	1.50
Mrs. TERESA M FARGOSE	0	0.00	0	0.00	0	0.00	50000	3.00	50000	0.75
Mr. JOAN S FARGOSE	0	0.00	0	0.00	0	0.00	50000	3.00	50000	0.75
Mr. S SARVESWAR REDDY	0	0.00	0	0.00	0	0.00	100000	6.01	100000	1.50
Mr. MOHAN BABU SSRK	0	0.00	0	0.00	0	0.00	100000	6.01	100000	1.50
TOTAL	335612	6.71	2000000	100.00	2335612	33.36	1664000	100.00	1999612	30.00

Particulars	Considering 16,14,000 Warrants Pending for Conversion						Post holding considering Pre holding Present Allotment of Warrants & Equity Shares and Pending Warrants for Conversion	
	No. of Warrants	% of warrants pending for conversion	Post holding considering Pre holding present allotment of warrants and pending warrants for conversion	% of shares on after conversion	Post holding considering Pre holding present allotment of Equity shares and pending warrants for conversion	% of shares on after conversion	No. of shares after conversion	% of shares on allotment conversion.
	11	12	13	14	15	16	17	18
			(1+3+11=13)		(1+7+11=15)		(1+3+7+11=17)	
A. PROMOTER								
M/s PINNAMANENI ESTATES PRIVATE LIMITED	0	0.00	1335112	15.50	835112	10.09	1835112	17.85
B. PUBLIC								
Mr. NIMMAGADDA SRINIVASA RAO	0	0.00	600000	6.97	0	0.00	600000	5.84
Mr. KIRAN DHINGRA	0	0.00	400000	4.64	0	0.00	400000	3.89
Mr. DUSHYANT BHATIA	210000	13.01	210000	2.44	350000	4.23	350000	3.41
Mr. KANCHAN S KHETRIPAL	421000	26.08	421500	4.89	650500	7.86	650500	6.33
Mrs. SNEHA GHANTHE	88000	5.45	88000	1.02	200000	2.42	200000	1.95
Mrs. SONAL GHANTHE	59000	3.66	59000	0.68	100000	1.21	100000	0.97
Mrs. GANGA GHANTHE	88000	5.45	88000	1.02	200000	2.42	200000	1.95
Mr. KUMAR P	0	0.00	0	0.00	15000	0.18	15000	0.15
Mr. LAKSHMINARYANA B	0	0.00	0	0.00	15000	0.18	15000	0.15
Mrs. VANDANA S FARGOSE	0	0.00	0	0.00	100000	1.21	100000	0.97
Mrs. ASHA MARY PRAVIN JOHNSON	0	0.00	0	0.00	100000	1.21	100000	0.97
Mrs. TERESA M FARGOSE	0	0.00	0	0.00	50000	0.60	50000	0.49
Mr. JOAN S FARGOSE	0	0.00	0	0.00	50000	0.60	50000	0.49
Mr. S SARVESWAR REDDY	0	0.00	0	0.00	100000	1.21	100000	0.97
Mr. MOHAN BABU SSRK	0	0.00	0	0.00	100000	1.21	100000	0.97
TOTAL	866000	53.66	3201612	37.17	2865612	34.62	4865612	47.34

(g) Change in control:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

(h) Relevant Date:

The "Relevant Date" for the purpose of determining the price of the Equity Shares being allotted pursuant to these resolutions is **22nd August 2018**, being the date thirty (30) days prior to the date of this meeting.

(i) Pricing and Pricing Certificate :

The issue price of the Convertible Equity Share Warrants and Equity Shares is evaluated considering **22nd August 2018** as Relevant Date. Issue price calculated in accordance with SEBI ICDR Regulations 2009. We re-compute the price of securities in case of any required conditions in terms of the provisions of this regulation's.

Copy of the certificate from statutory auditors certifying that the issue of equity shares is being made in accordance with the requirements of SEBI ICDR Regulations shall be placed before the shareholders at the AGM.

(j) Lock-in:

The Equity Shares to be allotted pursuant to the proposed special resolution shall be subject to lock-in in accordance with SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Allottees, if any, shall be locked in from the Relevant Date up to the period of six months from the date of preferential allotment.

(k) The Company has not made any preferential issue of securities during the current financial year.

(l) Undertaking:

The Company undertakes that if required, the price shall be recomputed in terms of the provision of the ICDR Regulations. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the ICDR Regulations, the specified securities shall continue to be locked in till such amount is paid by the allottees.

ITEM NO: 7

As per market conditions and economic growth in industry, the Board of Directors at its meeting held on 13th August, 2018, have proposed to incorporate its associate / subsidiary PVW INFRA (DHAKA) LIMITED, under the laws of Bangladesh. The Board recommends the resolution and accompanying notice for the approval of the members of the Company as a Special Resolution.

None of the Directors/ Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in passing the resolution.

ITEM NO: 8

As per market conditions and economic growth in industry, the Board of Directors at its meeting held on 13th August, 2018, have proposed to incorporate its an associate / Subsidiary PVV Housing Limited, in Telangana . The Board recommends the resolution and accompanying notice for the approval of the members of the Company as a Special Resolution.

None of the Directors/ Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in passing the resolution.

ITEM NO: 9

As per market conditions and economic growth in industry, the Board of Directors at its meeting held on 13th August, 2018, have proposed to incorporate its an associate / Subsidiary PVV GLOBAL FZC LLC, in Free Trade Zone of RAS ALKHAJMAH, UAE . The Board recommends the resolution and accompanying notice for the approval of the members of the Company as a Special Resolution.

None of the Directors/ Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in passing the resolution.

ITEM NO: 10

In the Postal Ballot held on 13.09.2017, shareholders had approved the issue 1,00,80,000 Convertible Equity share warrants on preferential basis to certain proposed allotted who belongs to the Non promoter category on such terms and conditions as were set forth in the explanatory statement pertaining to the said proposal.

During the process of obtaining In-principal approval from Bombay Stock Exchange Limited (BSE) 71,00,000 Convertible equity shares warrants proposed to allot to Pinnamaneni Estates Private Limited and 1,00,000 Convertible equity shares warrants proposed to allot to Mr. Purelli Sujit Reddy were withdrawn and BSE issued In-principal approval for allotment of 28,80,000 convertible equity share warrants vide letter DCS/PREF/SV/PRE/3041/2017-18 dated 18th July 2018.

As per the In-Principal approval ratification of explanatory statement should be considered and approved by the members refer to :

- Pre and Post holding percentage of non-promoter allottees, Mr. Kanchan Khetrapalb Mr. Purelli Sujit Reddy.
- Post holding percentage of non promoter allottee Mr. P. Subramanuya Prasad
- Correct name of non promoter allottee Dushyant Bhatia

To ensure the applicable guidelines and disclosures to be stated at Explanatory statement to Item No: 3 of the Postal Ballot on 13.09.2017 was modified / amended to be in compliance with Regulation 73 (1) (e) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009

The Name of the proposed allottees, the correct percentage of pre and post issue and correct pre and post issue % and correct name of the allottees are detailed as bellow.

Sl.No.	Name of the allottee (Non-promoter)	Pre- holding	Allotted equity share warrants in the preferential issue	Pre issue percentage	Post issue percentage
01.	Mr. Kanchan Khetrapal	500	421000	0.0099	4.3135
02.	Mr. Purelli Sujit Reddy	26,900	NOT ALLOTTED	0.5379	0.8414
03.	Mr. P Subrahmanya Prasad (Post Issue Correct Percentage)	NIL	5,50,000	NIL	3.65

Name stated at Notice of Postal Ballot Dushyant Chandrakant Bhatia correct name is Dushyant Bhatia.

With reference to the In-principal of BSE on 30th July 2018 16,14,000 (Sixteen Lakhs Fourteen Thousand) Warrants allotted to the proposed allottees and remaining 12,66,000 (Twelve Lakhs Sixty Six Thousand) Warrants were not allotted to the proposed allottees.

None of the Directors of the Company is in anyway concerned or interested in the above resolution.

For and on behalf of the Board
PVV Infra Limited

Sd/-
K. S. Rao
Executive Director
(DIN: 01363257)

Place: Chennai
Date: 13.08.2018

DIRECTOR'S REPORT

To the Members,
Of PVV Infra Limited.

The Directors have pleasure in presenting before you the 23rd Director's Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2018

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

The performance during the period ended 31st March, 2018 has been as under:

(Rs. In Lakhs)

Particulars	2017-18	2016-2017
Total Income	3383.63	5042.17
Total Expenditure	3380.10	5031.19
Profit before Tax	3.53	10.98
Provision for Taxation	1.09	3.39
Profit After Tax	2.44	7.59
Transfer to General Reserve	2.44	7.59
Profit available for appropriation	NIL	NIL
Provision for Proposed Equity Dividend	NIL	NIL
Balance Carried to Balance Sheet	2.44	7.59

2. REVIEW OF OPERATION:

During the year under review, the Company has recorded an income of Rs.3383.63 Lakhs and the Profit of Rs.2.44 as against the income of Rs. 5042.17 Lakhs and reported profit of Rs. 7.59 Lakhs in the previous financial year ending 31.03.2018

3. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

There were no material changes and commitments affecting financial position of the company between 31st March, 2018 and the date of Board's Report. (I.e. 13/08/2018)

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

During the period under review and the date of Board's Report there was no change in the nature of Business.

5. PUBLIC DEPOSITS:

Your Company has not accepted any deposits falling within the meaning of Sec. 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules 2014, during the financial year under review.

6. TRANSFER TO RESERVES:

The company has not transferred any amount to reserves for the year.

7. DIVIDEND:

Keeping the Company's revival plans in mind, your Directors has not recommend dividend for the year.

8. REVISION OF FINANCIAL STATEMENTS:

There was no revision of the financial statements for the year under review.

9. DETAILS RELATING TO DEPOSITS, COVERING THE FOLLOWING:

Your Company has not accepted any deposits falling within the meaning of Sec. 73 of the Companies Act, 2013 read with the Rules of Companies (Acceptance of Deposits) Rules 2014, during the financial year under review.

10. DISCLOSURES UNDER SECTION 134(3) (I) OF THE COMPANIES ACT, 2013:

There have been no material changes and commitments, affecting the financial position of the Company which occurred during between the end of the financial year to which the financial statements relate and the date of this report.

11. DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY REGULATORS, COURTS, TRIBUNALS, IMPACTING THE GOING CONCERN BASIS OF THE COMPANY:

There were no significant material orders passed by regulators, courts, tribunals, impacting the going concern basis of the Company.

12. CORPORATE GOVERNANCE:

Corporate Governance is not applicable to the company since the paid up equity share capital and net worth of the company does not exceed Rs. 10 crores and Rs. 25 crores respectively. However, the company voluntarily provides a separate section in the Annual Report titled "Report on Corporate Governance" along with the Auditors' Certificate on Corporate

Governance as stipulated under Regulation 34 read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

13. AUTHORISED AND PAID UP CAPITAL OF THE COMPANY:

The authorized capital of the company stands at 7,00,00,000 /- divided into 70,00,000 equity shares of Rs.10/- each and the paid up capital stands at Rs.5,00,03,010 divided into 50,00,301 equity shares of 10/- each as on 31st March 2018.

14. 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.

15. DETAILS OF RE-APPOINTMENT /APPOINTMENT OF THE DIRECTOR:

During the year Mr. ANJANEYULU PERLA, (DIN : 07857842) was appointed as Additional Director w.e.f. 12.02.2018. Now the Board proposes to appoint him as Director of the company.

As per the provisions of the Companies Act 2013, Mr. Summant Pinnamaneni, (holding DIN: 06612334) who retires by rotation is not seeking for re-appointment.

16. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The Company has received declarations from Independent directors of the company to the effect that they are meeting the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

17. 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
- c) 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;

- d) 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;
- e) The Directors had prepared the annual accounts on a going concern basis; and
- f) 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.

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.

18. INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES:

The Company does not have any subsidiary company (ies).

19. GOODS AND SERVICES TAX (GST):

The introduction of Goods and Services Tax (GST) is a very significant step in the field of indirect tax reforms in India. By amalgamating a large number of Central and State taxes into a single tax, it would mitigate cascading or double taxation in a major way and pave the way for a common national market.

The transition to GST scenario is a major change process and the Company has established a dedicated team to evaluate the impact analysis and carry out changes to the business process & Real Estate and Infrastructure Development s as per the GST framework.

20. INDIAN ACCOUNTING STANDARDS:

The Ministry of Corporate Affairs vide its notification dated 16th February, 2015 has notified the Companies (Indian Accounting Standards) Rules, 2015. In pursuance of the said notification, the Company will adopt Indian Accounting Standards with effect from 01st April, 2017. The implementation of Indian Accounting Standards (IAS) is a major change process for which the Company has set up a dedicated team and is providing desired resources for its completion within the time frame. The impact of the change on adoption of said IAS is being assessed.

21. STATUTORY AUDITORS:

M/s Hanumaiah & Co, Chartered Accountants, Vijayawada (Bearing Regn. No: 201719) to appoint M/s. SMV & CO., Hyderabad (Bearing Regn. No: 015630S) as Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the 27th Annual General Meeting (AGM) to be held in the year 2023.

22. INTERNAL AUDITORS:

The Company has not appointed an internal auditor for the Financial Year 2017-18.

23. SECRETARIAL AUDITORS:

The Board had appointed Mr. Bharatiraju Vegiraju, Practicing Company Secretary, bearing C.P. Number 14926, Practicing Company Secretaries, Hyderabad, having CP No.11723 to conduct Secretarial Audit for the financial year 2017-18, pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Secretarial Audit Report in Form MR – 3 for the financial year 2017-18 is enclosed herewith as Annexure A to this Report.

Pursuant to the provisions of Section 134(3) (f) & Section 204 of the Companies Act, 2013, Secretarial audit report as provided by Mr. V B Raju, Practicing Company Secretaries is annexed to this Report as annexure.

24. AUDIT REPORTS:

(a) Statutory Auditors Report:

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2018 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 and growth in the market expected in view of the robust growth in the industry.

(b) Secretarial Audit Report:

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 that the company has not appointed company secretary and Internal Auditor during the year but the company is taking necessary measures to appoint the same at the earliest.

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

The required information as per Sec.134 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	:	Rs. NIL
Foreign Exchange Outgo	:	Rs. NIL

26. CORPORATE SOCIAL RESPONSIBILITY POLICY:

Since your Company does not have 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 hence the Company need not adopt any Corporate Social Responsibility Policy.

27. 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.

28. INSURANCE:

The properties and assets of your Company are adequately insured.

29. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The company has not given loans or Guarantees during the year under review.

30. CREDIT & GUARANTEE FACILITIES:

The Company has NOT availed any loan during the financial year.

31. RISK MANAGEMENT POLICY:

Your Company follows a comprehensive system of Risk Management. Your Company has adopted a procedure for assessment and minimization of probable risks. It ensures that all the risks are timely defined and mitigated in accordance with the well-structured risk management process.

32. RELATED PARTY TRANSACTIONS:

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the company on materiality of related party transactions.

33. DISCLOSURE ABOUT COST AUDIT:

Cost Audit is not applicable to your Company.

34. 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 2017-18.

35. 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.

36. SECRETARIAL STANDARDS:

The company is in compliance with Secretarial Standards issued by The Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings.

37. EVENT BASED DISCLOSURES:

During the year under review, the Company has not taken up any of the following activities:

- a) Issue of sweat equity share: The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014.
- b) Issue of shares with differential rights: The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014.
- c) Issue of shares under employee's stock option scheme: The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014.
- d) Non- Exercising of voting rights :During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.
- e) Disclosure on purchase by company or giving of loans by it for purchase of its shares: The Company did not purchase or give any loans for purchase of its shares.

- f) Buy back shares: The Company did not buy-back any shares during the period under review.
- g) Disclosure about revision: Since the company did not undergo any revision, this clause is Not Applicable to the company for the period under review.
- h) Preferential Allotment of Shares: The Company did not allot any shares on preferential basis during the period under review.

38. EMPLOYEE RELATIONS:

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

None of the employees is drawing Rs. 8,50,000/- and above per month or Rs.1,02,00,000/- and above in aggregate per annum, the limits prescribed under Section 197(12) of Companies Act 2013 read with Rule 5 of Companies (Appointment & Remuneration Of Managerial Personnel) Rules, 2014.

39. 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

40. COMPLIANCE WITH THE CODE OF CONDUCT POLICY:

As provided under clause 17 (5) (a) of the SEBI (LODR) Regulation 2015 all Board Members and the Senior Management personnel have confirmed compliance with the Business Ethics and Code of Conduct for the year ended on March 31, 2018

41. ACKNOWLEDGEMENTS:

Your Directors wish to place on record their appreciation of the contribution made by the employees at all levels, for the continued growth and prosperity of your Company.

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

Place: Chennai
Date: 13.08.2018
01363257)

Sd/-
P V VSatyanarayana
Director (DIN: 01311615)

For and on behalf of the Board
PVV Infra Limited
Sd/-
K. S. Rao
Executive Director (DIN:

CORPORATE GOVERNANCE

Corporate Governance is not applicable to the company as its paid up-equity capital and net worth does not exceed Rs. 10 crores and Rs. 25 crores respectively. However, the company voluntarily complies with Corporate Governance as a good governance measure to keep the stakeholders informed about the company.

In accordance with Regulation 34 (3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the report containing the details of Corporate Governance systems and processes at PVV Infra Limited as follows:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Corporate Governance Structure in the Company assigns responsibilities and entrusts authority among different participants in the organization viz. the Board of Directors, the Senior Management, Employees, etc. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations.

2. BOARD DIVERSITY:

The Company recognizes and embraces the importance of a diverse board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us, retain our competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors. The Board Diversity Policy is available on our website, www.pvvinfra.com

3. BOARD EVALUATION:

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board shall monitor and review the Board evaluation framework. The framework includes the evaluation of directors on various parameters such as:

- Board dynamics and relationships
- Information flows
- Decision-making
- Relationship with stakeholders
- Company performance and strategy
- Tracking Board and committees' effectiveness
- Peer evaluation

The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors excluding the director being evaluated.

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The evaluation process has been explained in the corporate governance report. The Board approved the evaluation results as collated by the nomination and remuneration committee.

4. COMPLIANCE WITH SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company framed the following policies which are available on Company's website i.e. www.pvvinfra.com

- Board Diversity Policy
- Policy on preservation of Documents
- Risk Management Policy
- Whistle Blower Policy
- Familiarization programme for Independent Directors
- Related Party Policy
- Code of Conduct for Board of Directors and Senior Management Personnel

5. 'PVV INFRA' CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING:

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities.

The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading is available on our website www.pvvinfra.com.

6. BOARD OF DIRECTORS:

The primary role of the Board is that of trusteeship to protect and enhance shareholder value through strategic supervision of the company.

As trustees, the Board has a fiduciary responsibility towards all the shareholders and ensures that the company has clear goals aligned to shareholder value and its growth. The Board sets strategic goals and seeks accountability for their fulfillment. The Board also provides direction and exercises appropriate control to ensure that the Company is managed in a manner that fulfils all stakeholders' aspirations and societal expectations. The Board, as part and parcel of its functioning, also periodically reviews its role.

7. COMPOSITION OF THE BOARD:

The composition of the Board of Directors of the company is an appropriate combination of executive and non-executive Directors with right element of independence. As on March 31, 2018, the Company's Board comprised of Seven Directors, one promoter Director and two professional Directors. In addition, there are three independent Directors and one additional Director on the Board including one woman Director. In terms of clause 17(1) (b) of SEBI (LODR) Regulations, 2015, the company is required to have one half of total Directors as independent Directors. The non-executive Directors are appointed or re-appointed based on the recommendation of the Nomination & Remuneration Committee which considers their overall experience, expertise and industry knowledge. One third of the non-executive Directors other than independent Directors, are liable to retire by rotation every year and are eligible for reappointment, subject to approval by the shareholders.

8. NUMBER OF BOARD MEETINGS:

The Board of Directors met Five (6) times during the financial year, on May 13, August 12, September, 13, October, 20, December, 13 in 2017 and on February, 9 in 2018. The maximum time gap between any two meetings was less than four months. The agenda for each meeting is prepared well in advance, along with explanatory notes wherever required and distributed to all Directors.

9. ATTENDANCE AND DIRECTORSHIPS HELD:

As mandated by the SEBI (LODR) Regulations, 2015, none of the Directors are members of more than ten Board-level committees nor are they chairman of more than four committees in which they are members. Further all the Directors have confirmed that they do not serve as an independent director in more than seven listed companies or where they are whole-time directors in any listed company, then they do not serve as independent director in more than three listed companies.

The names and categories of the Directors on the Board, their attendance at Board meeting during the year and at last Annual General Meeting, as also the number of Directorships and Committee memberships held by them in other companies are shown in Table 1.

Table-1

Name of Director	Relationship with other Directors	Category	No. of Meetings Held	No. of Meetings Attended	Whether Attended Last AGM	No. of Outside Directorships of Public Companies	No. of Committee Memberships	No. of Committee Chairmanships
P V V Satyanarayana	None	Promoter & NED	6	6	Yes	Titan Intech Ltd	--	--
G.Venkateswara Rao	None	Professional & NED	6	6	yes	--	--	--
Chanakya Bellam*	None	Professional & ED	3	3	Yes	Titan Intech Ltd	2	2
Sanjeev Sharma	None	NED (I)	6	6	Yes	Mega Nirman & Industries Limited	--	--

Navneet Kaur Virk	None	NED (I)	6	6	Yes	Titan Intech Limited	--	--
K.Sambasiva Rao	None	NED (I)	6	6	N.A	Titan Intech Limited	--	--
Sumant Pinnamaneni	None	NED (I)	4	4	N.A	--	--	--

*Resigned w.e.f. 21.09.2017

10. INFORMATION SUPPLIED TO THE BOARD:

The Board has complete access to all information of the Company and is regularly provided advanced detailed information as a part of the agenda papers or is tabled therein. In addition, detailed quarterly performance report by the CFO is presented in the quarterly Board meeting, encompassing all facets of the Company's operations during the quarter, including update of key projects, outlook and matters relating to environment, health & safety, corporate social responsibility etc. The following information is provided to the Board as a part of the agenda papers:

- Annual and Quarterly financial statements for the Company and the Accounting Policy
- Minutes of the meetings of the Audit Committee and other Committees of the Board
- Annual business plan
- Information on recruitment and remuneration of senior officers just below the level of Board, including the appointment or removal of Chief Financial Officer and Company Secretary, whenever required
- Expansion projects and its status monitoring
- Fatal or serious accidents, injuries or any material environmental problems, if any
- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company, if any
- Significant labour problems and their proposed solutions, whenever necessary
- Any significant development in human resources / industrial relations including long-term wage agreement, major voluntary retirement scheme, etc.
- Quarterly details of foreign exchange exposures and the steps taken by the management to limit the risks of adverse exchange rate movement, if material
- Quarterly disclosure of all the investments made
- Material non-compliance of any regulatory, statutory nature or listing requirements and shareholders service, such as non-payment of dividend, delay in share transfer and others, if any
- Quarterly review of compliance status under various laws applicable to the Company
- Substantial non-payment of goods sold by the Company except disputes
- Related Party Transactions, if they are not at arm's length and in the ordinary course of business
- Half-yearly summary of bank guarantees issued.
- All other matters required to be placed before the Board for its review / information / approval under the statutes, including SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

11. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:

The Board members are provided with necessary documents, reports, internal policies and site visits to enable them to familiarize with the Company's operations, its procedures and practices. Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company business, strategy and risks involved. Detailed presentations on the Company's business segments were made at the meetings of the Directors held during the year. Details of the same are available on www.pvvinfra.com

12. COMMITTEES OF THE BOARD:

The Company has four Board-level Committees - Audit Committee, Stakeholder Relationship Committee, Nomination & Remuneration Committee and Risk Management Committee.

All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of service for Committee members are taken by the Board of Directors. Details on the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below:

13. AUDIT COMMITTEE (Constituted in terms of section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI LODR Regulations, 2015):

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE:

- 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:
 - a. Any changes in accounting policies and practices;
 - b. Qualification in draft audit report;
 - c. Significant adjustments arising out of audit;
 - d. The going concern concept;
 - e. Compliance with accounting standards;
 - f. Compliance with stock exchange and legal requirements concerning financial statements and
 - g. 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.

B. COMPOSITION, MEETINGS & ATTENDANCE:

There were four (4) Audit Committee Meetings held during the year on 13.05.2017, 12.08.2017, 10.12.2017 and 09.02.2018.

Name	Designation	Category	No of Meetings held	No of Meetings attended
Mr.Gorijala Venkateswara Rao	Chairman	NED(I)	4	4
Mr. Sumant Pinnamaneni	Member	NED(I)	--	--
Ms. Navneet Kaur Virk	Member	NED(I)	4	4

NED (I) : Non Executive Independent Director

14. NOMINATION AND REMUNERATION COMMITTEE (Constituted in terms of section 178 of the Companies Act, 2013 read with Regulation 19 of SEBI LODR Regulations, 2015).

The Committee comprises of three non-executive independent Directors

Name	Designation	Category	No of Meetings held	No of Meetings attended
Mr. Sumant Pinnamaneni	Chairman	NED(I)	--	--
Mr. Gorijala Venkateswara Rao	Member	NED(I)	--	--
Mr. Sanjeev Sharma	Member	NED(I)	--	--

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE:

- To approve the fixation/revision of remuneration of Executive Directors of the Company and while approving:
 - a. to take into account the financial position of the Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration etc.
 - b. to bring out objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders.
- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and /or removal.
- To carry out evaluation of every Director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- To recommend/review remuneration of the Managing Director and Whole-time Director(s) based on their performance and defined assessment criteria.

15. PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS:

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.

Policy:

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.
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.

2.1 The proposed appointee shall also fulfill 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 may be prescribed, from time to time, under the companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and other relevant laws.

3. Criteria of independence

3.1 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 The criteria of independence shall be in accordance with guidelines as laid down in companies Act, 2013 and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

4. Other directorships/ committee memberships

4.1 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.

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

4.3 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.

4.4 A Director shall not be a member in more than 10 committees 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.

16. STAKEHOLDER'S RELATIONSHIP COMMITTEE (Constituted in terms of section 178 of the Companies Act, 2013 read with Regulation 20 of SEBI LODR Regulations, 2015):

- i. The stakeholders' relationship committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with section 178 of the Act.
- ii. The broad terms of reference of the stakeholders' relationship committee are as under:
 - Consider and resolve the grievances of security holders of the Company including redressal of investor complaints such as transfer or credit of securities, non-receipt of dividend / notice / annual reports, etc. and all other securities-holders related matters.
 - Consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc.
 - The composition of the stakeholders' relationship committee and the details of meetings attended by its members are given below:
 - There were four (4) Stakeholders' relationship Committee Meetings held during the year on 13.05.2017, 12.08.2017, 13.12.2017 and 09.02.2018.

Name	Designation	Category	No of Meetings held	No of Meetings attended
Mr. Sanjeev Sharma	Chairperson	NED(I)	--	--
Mr. Sumant Pinnamaneni	Member	NED(I)	--	--
Mr. P V V Satyanarayana	Member	NED	4	4

NED (I) : Non Executive Independent Director

NED: Non-Executive Director

17. NAME AND DESIGNATION OF COMPLIANCE OFFICER:

Mr. P. Anjaneyulu, is the compliance officer of the Company.

18. DETAILS OF COMPLAINTS/REQUESTS RECEIVED, RESOLVED AND PENDING DURING THE YEAR 2017-18

INVESTOR COMPLAINTS	
Particulars	Year ended 31.03.2018
Pending at the beginning of the year	Nil
Received during the year	Nil
Disposed of during the year	Nil
Remaining unresolved at the end of the year	Nil

19. PECUNIARY RELATIONSHIP OR TRANSACTIONS OF THE NON-EXECUTIVE DIRECTORS VIS-À-VIS THE LISTED COMPANY: The Non- Executive Directors have no pecuniary relationship or transactions.

A . CRITERIA FOR MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS:

Policy:

1. Remuneration to Executive Director and key managerial personnel

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 limit approved by the shareholders.

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.

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

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.

2. Remuneration to Non – Executive Directors

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.

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. Remuneration to other employees

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.

B. REMUNERATION TO DIRECTORS PAID DURING THE FINANCIAL YEAR 2017-18 AND OTHER DISCLOSURES

Name of the Director	Salary (Rs)	Sitting fees(Rs)	Number of shares held	Service Contracts	Stock Option Details	Fixed Component	Performance Based Incentive
Mr. P V V Satyanarayana	--	--	2,87,004	--	--	--	--
Mr.Sanjeev Sharma	--	--	--	--	--	--	--
* Mr. Chanakya Bellam	--	--	--	--	--	--	--
Mr. G. Venkateswara Rao	--	--	--	--	--	--	--
Ms. Navneet Kaur Virk	--	--	--	--	--	--	--
*Mr.SrikanthGummalla	--	--	--	--	--	--	--
*Mr. Ajay Yadav	--	--	--	--	--	--	--
Mr. K. Sambasiva Rao	--	--	--	--	--	--	--
Sumant Pinnamaneni	--	--	--	--	--	--	--

* Resigned w.e.f. 21.09.2017

C. INDEPENDENT DIRECTORS' MEETING:

As per clause 7 of the schedule IV of the Companies Act (Code for Independent Directors), a separate meeting of the Independent Directors of the Company (without the attendance of Non-Independent directors) was held on 14.02.2018, to discuss:

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as whole;
2. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors of the Company were present at the meeting.

As required under Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the company regularly familiarizes Independent Directors with the Company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company etc. The details of the familiarization program is given at company's website (www.pvvinfra.com Investor Relations)

D. 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 should and individual performance.

F. 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 Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

2.3 "Independent Director" means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

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 Office 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 Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

G. FORMAL ANNUAL EVALUATION:

As per section 149 of the Companies Act, 2013 read with clause VII (1) of the schedule IV and rules made there under, the independent directors of the company had a meeting on 14.02.2018 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 company has 3 non-independent directors namely:

- i.) Mr. P V V Satyanarayana - Director
- ii.) *Mr. Chanakya Bellam- Whole-time Director
- iii.) Mr. K.S.Rao - Executive Director
- iv.) Mr. Sanjeev Sharma

. *Resigned w.e.f 21.09.2017

The meeting recognized the significant contribution made by Mr. P V V Satyanarayana in directing the Company towards the success path and growth in infrastructure Business

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.

20. RISK MANAGEMENT COMMITTEE

A.) COMPOSITION:

The Details of composition of the Committee are given below:

Name	Designation	Category
Mr. P V V Satyanarayana	Chairperson	NED(I)
Mr. Sumant Pinnamaneni	Member	NED(I)
Mr. G VenkateswaraRao	Member	NED(I)

NED (I) : Non Executive Independent Director

B) 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 minimisation.

- 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.

21. DETAILS ON GENERAL BODY MEETINGS:

A. LOCATION, DATE AND TIME OF LAST THREE AGMS AND SPECIAL RESOLUTIONS THERE AT AS UNDER:

Financial Year	Date	Time	Location	Special Resolution
2016-17	21.09.2017	09.00 A.M.	Regd. Off : No.5, Damodaran Street, Near Uma Complex and School, Kellys, Kilpauk P.O., Chennai – 600010	1. Voluntary Delisting of Equity shares from Ahmedabad Stock Exchange. 2. Increase of Authorised Capital from 7,00,00,000 to 10,00,00,000. 3. Issue and allotment of compulsorily convertible debentures and equity shares arising on conversion of compulsorily convertible debentures.
2015-16	30.09.2016	10.30 A.M	Regd. Off : No.5, Damodaran Street, Near Uma Complex and School, Kellys, Kilpauk P.O., Chennai – 600010	1. Appointment of Mr. K.S.Rao as a director of the company. 2. Appointment of Mr. Sumant Pinnamaneni as director of the company. 3. Shifting of registered office of the company from the state of Tamilnadu to the state of Maharashtra:
2014-15	30.09.2015	10.00 A.M	Regd. Off : No.5, Damodaran Street, Near Uma Complex and School, Kellys, Kilpauk P.O., Chennai – 600010	1. Appointment of Mr. Chanakya Bellam as director of the company 2. Appointment of Mr. Chanakya Bellam as a whole time director of the company . 3. Appointment of Mr. Srikanth Gummalla as an independent director of the company . 4. Appointment of Ms. Navneetkaur Virk as an independent director of the company. 5. Appointment of Mr. Sanjeev Sharma as an independent director of the company. 6. Appointment of Mr. Ajay Yadav as an independent director of the company. 7. Shifting Of Registered Office Of The Company From The State Of Tamilnadu To The State Of Maharashtra. 8. Amendment Of Articles Of Association Of The Company.

PASSING OF RESOLUTIONS BY POSTAL BALLOT:

On 13th September 2018 preferential issue of convertible equity share warrants issued to promoters and Non-promoters resolutions passed by the Company through Postal Ballot during the financial year 2017-18.

22. MEANS OF COMMUNICATION

The quarterly, half-yearly and yearly financial results will be sent to the Stock Exchanges immediately after the Board approves the same and these results will also be published in prominent daily newspapers. These financial statements, press releases are also posted on the Company's website, at www.pvvinfra.com. As the financial performance of the Company is well published, individual communication of half yearly results are not sent to the shareholders.

10. GENERAL SHAREHOLDER INFORMATION:

A) ANNUAL GENERAL MEETING:

Day, Date and Time: 21st September, 2018 at 9.00 a.m

Venue: N0.5 Damodaran Street, near Uma Complex and School Kellys, Kilpauk P.O. Chennai, Tamil Nadu – 600010.

FINANCIAL YEAR AND FINANCIAL YEAR CALENDAR 2017-18 (TENTATIVE SCHEDULE)

Financial year to which the Annual General Meeting relates: 2017-18

Financial calendar: 17-18

Adoption of Quarterly results for the Quarter ending

- 30th June, 2017 : 12th August, 2017
- 30th September, 2017: 1st/2nd week of November, 2017
- 31st December, 2017 : 1st/2nd week of February, 2018
- 31st March, 2018 : on or before 30th May 2018

Annual General Meeting (Next year): September, 2018

B) DIVIDEND PAYMENT DATE: No Dividend was declared during the Financial Year 2017-18.

C) NAME AND ADDRESS OF EACH STOCK EXCHANGE WHERE THE COMPANIES SECURITIES ARE LISTED:

EXCHANGE: BSE LIMITED, PhirozeJeejeebhoy Towers, Dalal Street, Mumbai- 400001.

EXCHANGE: BSE Limited CODE: PVVINFRA

D) STOCK MARKET PRICE DATA:

Month	Open	High	Open	Close	No. of Shares
Apr-17	12.45	14.4	10.65	12.41	450185
May-17	11.8	12.74	10.68	11.99	261068
Jun-17	12	14.97	10.7	14.97	531667
Jul-17	15.71	22	15.65	20.85	1492991
Aug-17	21.4	21.4	17.05	18.5	405474
Sep-17	19.4	20	15.5	16.35	558233
Oct-17	17.15	17.9	14.2	15.85	461085
Nov-17	16.9	16.95	11.25	15.6	365868
Dec-17	15.5	19.45	13.55	15.75	863385
Jan-18	16.5	21.45	15.6	19.2	855432
Feb-18	19.25	34.5	16.35	34.5	1937530
Mar-18	34.8	37.95	19	19.9	1057715

E) IN CASE SECURITIES ARE SUSPENDED FROM TRADING: The securities are not suspended from trading.

F) Registrar and Share Transfer Agents:

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

G) SHARE TRANSFER SYSTEM:

The Transfer of Shares is affected by the Registrars after necessary approval of the Board/Share Transfer Committee. Transfer generally takes 1-2 weeks.

H) DISTRIBUTION OF SHAREHOLDING:

HOLDING	NUMBER OF SHAREHOLDERS	HOLDERS PERCENTAGE	NUMBER OF SHARES	AMOUNT	AMOUNT PERCENTAGE
1 – 5000	1059	65.82	143763	1437630	2.88
5001 – 10000	187	11.62	165593	1655930	3.31
10001 – 20000	111	6.9	188370	1883700	3.77
20001 – 30000	41	2.55	105653	1056530	2.11
30001 – 40000	36	2.24	132902	1329020	2.66
40001 – 50000	40	2.49	192807	1928070	3.86
50001 – 100000	56	3.48	435466	4354660	8.71
100001 and above	79	4.91	3635747	36357470	72.71
TOTAL	1609	100	5000301	50003010	100

I) DEMATERIALISATION & LIQUIDITY OF SHARES:

Trading in Company's shares is permitted only in dematerialized form for all investors. The ISIN allotted to the Company's scrip is INE428B01013. Investors are therefore advised to open a demat account with a Depository participant of their choice to trade in dematerialized form.

Particulars	No. of Shares	% Share Capital
NSDL	26,07,226	52.17
CDSL	23,90,772	47.81
PHYSICAL	2300	0.05
Total	50,00,301	100.00

J) ADDRESS FOR CORRESPONDANCE:

Mr. P V VSatyanarayana

Address: No.5 Damodaran Street, Near Uma Complex And School Kellys, Kilpauk P.O. Chennai TN 600010 .

A) BOOK CLOSURE DATE:

15th September, 2018 to 21st September, 2018 (both days inclusive)

B) LISTING ON STOCK EXCHANGES:

The equity shares of the Company are listed on BSE Ltd.

C) ELECTRONIC CONNECTIVITY:

Demat ISIN Number: INE428B01013

D) NATIONAL SECURITIES DEPOSITORY LIMITED

Trade World, Kamala Mills Compound
Senapati Bapat Marg, Lower Parel
Mumbai – 400 013.

E) CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED

Phiroze Jeejeebhoy Towers, 28th Floor
Dalal Street, Mumbai – 400 023.

SHAREHOLDING PATTERN AS ON 31ST MARCH,2018:

S. No	Category	No. of shares held	Percentage of shareholding
A	Shareholding of Promoter and Promoter group		
1.	Indian		
	Individual	6,22,116	12.44
2.	Foreign	--	--
	Individual	--	--
	Sub-Total A	6,22,116	12.44
B	Public Shareholding		
1.	Institutions	-	-
2.	Non Institutions		
	a. Individuals shareholders holding nominal share capital up to Rs. 2 lakhs.	15,37,746	30.75
	b. Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs.	16,58,059	33.16
	c. others		
	NRI – Repat	2,04,137	4.08
	NRI – Non- Repat	5,12,712	10.25
	Bodies Corporates	2,34,988	4.70
	Clearing Members	2,30,543	4.62
	Sub Total B	46,32,225	87.56
	Grand Total (A+B)	50,00,301	100.00

11. OTHER DISCLOSURES

A. MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS

During the year under review, the Company had not entered in to any materially significant transaction with any related party .Remuneration paid (if any) to directors is well within the limits of Section 197 read with Schedule V of Companies Act, 2013. During the year, the Company had not entered into any other contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the company on materiality of related party transactions that may have potential conflict with the interests of the Company at large. All the related party transactions during the year are in the ordinary course of business and on arm's length basis.

B. COMPLIANCES:

There are no penalties imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to capital markets, during the last three years.

C. WHISTLE BLOWER POLICY

With a view to adopt the highest ethical standards in the course of business, the Company has a whistle blower policy in place for reporting the instances of conduct which are not in conformity with the policy. Directors, employees, vendors or any person having dealings with the Company may report non-compliance to the Chairman of the Audit Committee, who reviews the report. Confidentiality is maintained of such reporting and it is ensured that the whistle blowers are not subjected to any discrimination. No person was denied access to the Audit Committee.

D. COMPLIANCE WITH THE MANDATORY REQUIREMENTS AND ADOPTION OF THE NON-MANDATORY REQUIREMENTS OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

All mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been appropriately complied with and the status of non-mandatory requirements is given below:

As there is no Chairman, the provisions for Non-Executive Chairman are not applicable. All other requirements of the Board during the year have been complied with.

Shareholders' rights: The quarterly results along with the press release are uploaded on the website of the Company www.pvvinfra.com. The soft copy of the quarterly results is also sent to the shareholders who have registered their e-mail addresses.

Audit qualifications: Company's financial statements are unqualified.

For and on behalf of the Board
For PVV Infra Limited

Sd/-
Place: Chennai ANJANEYULU P
Date: 13.08.2018 Director (DIN: 07857842)

Sd/-
K. S. Rao
Executive Director
(DIN: 01363257)

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of
PVV Infra Limited.

We have examined the compliance of conditions of corporate governance by PVV INFRA LIMITED ('the Company') for the year ended 31 March, 2018, as stipulated in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with BSE Limited.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For HANUMAIAH & Co.,
Chartered Accountants
FRN: 009021S

Place: Vijayawada
Date: 13.08.2018

Sd/-
K. Hanumaiah
Partner Mem.No. 201719

CERTIFICATE BY THE WHOLE-TIME DIRECTOR AND CFO OF THE COMPANY

To

The Board of Directors
PVV Limited

Dear Sirs,

As required under Regulation 17(8) read with Part B, Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we state that:

1. We have reviewed the financial statements and the cash flow statement for the year ended 31st March 2018 and to the best of our knowledge and belief;
 - a. These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
 - b. These statements present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. There are, to the best of my knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or volatile of the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls, I have evaluated the effectiveness of the internal control systems of the company and I have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which I was aware and the steps that I have taken or propose to take and rectify the identified deficiencies and,
4. That we have informed the auditors and the audit committee of:
 - a. Significant changes in the internal control during the year;
 - b. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c. Instances of significant fraud of which we have become aware and the involvement of any employee having a significant role in the company's internal control system.

For and on behalf of the Board
PVV Infra Limited

Place: Hyderabad
Date: 13.08.2018

Sd/-
B. Lakshminarayan
CFO

Sd/-
K.S.RAO
Executive Director cum CEO
(DIN 01363257)

MANAGEMENT DISCUSSION & ANALYSIS**BUSINESS MODULE:**

The construction execution methodology is in alignment with the emerging India's vision to drive growth by building the physical infrastructure. PVV Infra standing as a differentiated construction company is an outcome of its astute understanding of the strategic environment along with its experience, expertise, data & risk analysis, project evaluation & monitoring by its highly committed and performance oriented teams. PVV Infra has established and implemented robust Environment, Health & Safety Management Systems in compliance with International Standards. PVV Infra considers excellence in execution as the key driver for fulfilling its vision to be a world-class construction and infrastructure enterprises.

It is widely accepted that for India to sustain real economic growth of over 7% per annum, considerable efforts are needed in developing the requisite physical infrastructure backbone. While the need for widespread infrastructure development in India is firmly established, the progress on the ground, especially over the last five to six years, has been regrettably unsatisfactory. Project execution continues to be hampered by several issues such as land acquisition, environment protection and socio-political considerations.

The Global Housing Construction Technology Challenge (GHCTC) a mega global event has been initiated to attract innovative construction technologies which are adaptable, sustainable, low cost and can be used for creating Large Scale Affordable Housing at rapid pace. Over the next five years until 2022, we will see affordable housing action on the ground unfolding at an increasingly rapid pace - and everyone, not least of all the country's economy and most importantly the long-neglected end-user of affordable housing, stands to benefit.

We further added projects like NETWORK Security implementation and surveillance system and I.P. video surveillance system.

For and on behalf of the Board
PVV Infra Limited

Sd/-
K.S.RAO
Executive Director cum CEO
(DIN: 01363257)

Place: Hyderabad
Date: 13.08.2018

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, 2018

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 authorised 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, 2017 and ended 31st March, 2018, 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by PVV Infra Limited (“The Company”) for the financial year ended on 31st March, 2018, according to the provisions of:

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; and thereafter.

The Securities Contracts (Regulation) Act, and there after 1956 (‘SCRA’) and the Rules made there under;

The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.

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;

The Securities and Exchange Board of India Act, 1992 (‘SEBI Act’)

Compliance status in respect of the provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) is furnished hereunder for the financial year 2017-18.

The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; Complied with yearly and event based disclosures.

The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; Not Applicable as the company has not issued any shares during the year under review.

The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not Applicable as the company has not delisted/ proposed to delist its equity shares during the year under review.

The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not Applicable as the Company has not bought back/ proposed to buy-back any of its securities during the year under review.

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; Not Applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the year under review.

The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 Not Applicable as the Company has not issued any debt securities during the year under review.

The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. Not Applicable as the Company has not issued any Employee Stock Options during the year under review.

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 Insider Trading Regulations; The Company has framed code of conduct for regulating & reporting trading by insiders and for fair disclosure and displayed the same on the Company's website i.e. www.pvvinfra.com.

The Company has framed the policies as mentioned below and displayed the same on the Company's website i.e. www.pvvinfra.com

Board Diversity Policy
Policy on preservation of Documents
Risk Management Policy
Whistle Blower Policy
Related Party Transaction Policy
Nomination and Remuneration Policy
Policy on Material Subsidiaries

During the year the Company has conducted 4 Board meetings, 4 Audit committee meetings, 4 Stakeholder Relationship Committee Meeting and 1 Independent Directors meeting. We have also examined compliance with the applicable clauses.

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.,

We further report that the compliance by the Company of applicable financial laws like Direct and Indirect tax laws has not been reviewed thoroughly in this audit since the same have been subject to review by statutory financial audit and other designated professionals.

OBSERVATIONS:

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 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;

Overseas Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary abroad was not attracted to the company under the financial year under report.

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.

We further report that:-

The company has not appointed Company Secretary and Internal Auditor for the financial year 2017-18.

The company in the AGM held on 21.09.2017 passed resolution for effecting the shifting of registered office of the company from State of Tamilnadu to The State of Maharashtra but the process for implementation of the same is not yet started.

5. I have relied on the Management Representation made by the Whole-time Director for systems and mechanism formed by the Company to ensure the compliances under other applicable Acts, Laws and Regulations which are listed below:

Labour laws and Incidental laws related to Labour and Employees appointed by the Company either on its payroll or on contractual basis as related to Wages ,Gratuity, Provident Fund , ESIC ,Compensation etc.,

Acts prescribed under Prevention and Control of pollution Clearance from Various Local Authorities.

Place: Hyderabad
Date: 13.08.2018

Sd/-
Bharatiraju Vegiraju
Practicing Company Secretary
C. P. No: 14926

MGT 9
Extract of Annual Return

As on the Financial Year 31.03.2016

[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	07/07/1995
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	No.5 Damodaran Street, Near Uma Complex And School Kellys, Kilpauk P.O. Chennai TN 600010
vi.	Whether listed company Yes / No	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad-500029 Ph.Nos.040-27638111/27634445

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	NA	100%
2			

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
The company does not have any subsidiary company (ies)/ Associate					

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

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				%Ch ange durin g the year
	Demat	Physical	Total	% of Total Shar es	Demat	Physical	Total	% of Total Shares	
Promoters									
(1)Indian									
Individual/ HUF	3,68,076	--	3,68,076	7.36	6,22,116	--	6,22,116	12.44	5.00
Central Govt	--	--	--	--	--	--	--	--	--
State Govt (s)	--	--	--	--	--	--	--	--	--
Bodies Corp.	--	--	--	--	--	--	--	--	--
Banks / FI	--	--	--	--	--	--	--	--	--
Any Other....	--	--	--	--	--	--	--	--	--
Sub-total (A) (1) :-	3,68,076	--	3,68,076	7.36	6,22,116	--	6,22,116	12.44	5.00
(2) Foreign									
a) NRIs - Individuals	--	--	--	--	--	--	--	--	--
b) Other – Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corp.	--	--	--	--	--	--	--	--	--
d) Banks / FI	--	--	--	--	--	--	--	--	--
e) Any Other....	--	--	--	--	--	--	--	--	--
Sub-total (A) (2):-	--	--	--	--	--	--	--	--	--
Total shareholding of Promoter (A) =(A)(1)+(A)(2)	3,68,076	--	3,68,076	7.36	6,22,116	--	6,22,116	12.44	5.00
B. Public Shareholding									
1.Institutions									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	--	--	--	--	--	--	--	--	--
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Fund	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
2. Non Institutions									

a) Bodies Corp.	463102	--	463102	9.26	234988	--	234988	4.70	-4.56
i) Indian	--	--	--	--	--	--	--	--	--
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals	--	--	--	--	--	--	--	--	--
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	1431060	2300	1433360	28.67	1535446	2300	1537746	30.75	2.08
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2550773		2550773	51.01	1658059	--	1658059	33.16	-17.85
c) Others (specify)									
1. NRI	70298		70298	1.41	204137	---	204137	4.08	2.67
Clearing Member	114692		114692	2.29	230543	---	230543	4.61	2.32
Sub-total (B)(2):- Total Public Shareholding (B)=(B)(1)+(B)(2)	4629925		4632225	48.09	3865473	----	3865473	77.30	
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	4998001	2300	5000301	100	4998001	2300	5000301	100	4998001

(ii) Shareholding of Promoters

S l. N o	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	
1.	P V V Satyanarayana	286904	--	286904	5.74	287004	--	287004	5.74	NIL
2.	M/s Pinnamaneni Estates Private Limited	81172	---	81172	1.62	335112	---	335112	6.70	5.00
		308076	----	308076	7.36	622119	----	622119	12.44	

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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr.P V V Satyanarayana	286904	5.74	287004	5.74
2.	M/s. Pinnamaneni Estates Private Limited	81172	1.62	335112	6.70
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)					

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

No	Shareholder Name	Shareholding at the beginning of the year		Shareholding 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	ASPIRE EMERGING FUND	50000	1.00	473535	9.47
2	ANISH P BHATIA	142400	2.85	150878	3.02
3	GIRISH SANKALCHAND SHAH	130478	2.61	95478	1.91
4	Anil Goyal	1,55,400	6.28	1,55,400	6.28
5	Ramaswamyreddy Pedinekaluva	96,791	3.91	6,55,00	1.00
6	MOTILAL OSWAL SECURITIES LTD - POOL ACCOUNT	2500	0.05	85841	1.72
7	MASTER CAPITAL SERVICES LTD	44421	0.89	68889	1.38
8	VIJAY VASU	60411	1.21	60411	1.21
9	ALIASGAR MANSURBHAI BODELIWALA	58000	1.16	57900	1.16
10	MOHAN DASS SAINI	57414	1.15	57415	1.15
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	--	--	--	---

(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
	At the beginning of the year				
1.	Mr. PVV Satyanaryana	286904	5.74	286904	5.74

Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc):

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
	At the end of year				
1.	PVV Satyanarayana	287004	5.74	287004	5.74

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):

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	83,37,125	1,27,46,009	NIL	2,10,83,134
ii) Interest due	8,12,076			+812076
iii) Interest accrued but not due	NIL			
Total (i+ii+iii)	91,49,201	1,27,46,009	NIL	2,18,95,210
Change in Indebtedness during the financial year Addition	-35,27,423	+1,58,55,652	NIL	1,23,28,229
Reduction				
Net Change	-35,27,423	+1,58,55,652	NIL	1,23,28,229
Indebtedness at the end of the financial year			NIL	
i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	56,21,778	2,86,01,661		3,42,23,439
Total (I + ii+ iii)	56,21,778	2,86,01,661	NIL	3,42,23,439

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/WTM/ 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/WTM

Sl. no.	Particulars of Remuneration				
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:

			Penalty / Punishment/ Compounding imposed		
A. COMPANY					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
B. DIRECTORS					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
C. OTHER OFFICERS IN DEFAULT					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--

ANNEXURE II**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 Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 up to 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.

Date 13.05.2018
Place: Hyderabad

Yours Faithfully,
S/d-
Sanjeev Sharma
(Independent director)

ANNEXURE II

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 Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 up to 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.

Date: 13.05.2018
Place: Hyderabad

Yours Faithfully,
S/d-
Navneet Kaur Virk
(Independent director)

ANNEXURE II

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 Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 up to 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.

Date: 13.05.2018
Place: Hyderabad

Yours Faithfully,
S/d-
Sumant Pinnamaneni
Independent director)

ANNEXURE II

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 Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 up to 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.

Date: 13.05.2018
Place: Hyderabad

Yours Faithfully,
S/d-
Anjaneyulu P
(Independent director)

Hanumaiah & Co

Chartered Accountants



1 & 2, Ground,
RAM's VSR Apartments,
Mogalrajpuram,
Vijayawada – 520 010
+91 93921 01680

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 31.03.2018, 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.

(Contd..2)

Hanumaiah & Co

Chartered Accountants



1 & 2, Ground,
RAM's VSR Apartments,
Mogalrajpuram,
Vijayawada – 520 010
+91 93921 01680

:: 2 ::

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 31,2018;
- 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.

(Contd..3)

Hanumaiah & Co

Chartered Accountants



1 & 2, Ground,
RAM's VSR Apartments,
Mogalrajpuram,
Vijayawada – 520 010
+91 93921 01680

:: 3 ::

Report on other legal and regulatory requirements

1. As required by the Companies (Audit Report) Order, 2016 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, 2018 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2018 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



1 & 2, Ground,
RAM's VSR Apartments,
Mogalrajpuram,
Vijayawada – 520 010
+91 93921 01680

:: 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.

For HANUMAIAH & Co.,

Chartered Accountants

FRN:0090215

Sd/-

(K.HANUMAIAH)

Partner

Place: Vijayawada

Date : 30.05.2018.

Hanumaiah & Co

Chartered Accountants



1 & 2, Ground,
RAM's VSR Apartments,
Mogalrajpuram,
Vijayawada – 520 010
+91 93921 01680

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, 2018.

- 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.

(Contd..2)

Hanumaiah & Co

Chartered Accountants



1 & 2, Ground,
RAM's VSR Apartments,
Mogalrajpuram,
Vijayawada – 520 010
+91 93921 01680

:: 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 provided fund, ESI, wealth-tax, service tax, sales-tax, customs duty and excise duty etc.,

(Contd..3)

Hanumaiah & Co

Chartered Accountants



1 & 2, Ground,
RAM's VSR Apartments,
Mogalrajpuram,
Vijayawada – 520 010
+91 93921 01680

:: 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.
- 9) 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 : 30.05.2018.

For HANUMAIAH & Co.,

Chartered Accountants

FRN:0090215

Sd/-

(K.HANUMAIAH)

Partner

BALANCE SHEET AS AT 31st MARCH 2018

(Amount in Rupees)

	Particulars	Note No.	As At Mar. 31, 2018	As At March 31, 2017
I	<u>EQUITY AND LIABILITIES:</u>			
1	Shareholders funds			
	(a) Share Capital	2	50,003,010	50,003,010
	(b) Reserves and Surplus	3	(10,446,369)	(9,195,963)
2	Non-current liabilities			
	(a) Long-term borrowings	4	5,621,778	8,337,125
	(b) Deferred tax Liability (net)		250,685	250,685
	(c) Other Long term liabilities		-	-
	(d) Long-term provisions		-	-
3	Current Liabilities			
	(a) Short-term borrowings	5	28,601,661	-
	(b) Trade payables	6	7,056,466	70,080,103
	(c) Other current liabilities	7	16,742,153	22,927,009
	(d) Short-term provisions	8	116,482	1,279,144
	TOTAL		97,945,866	143,681,113
II	<u>ASSETS:</u>			
1	Non-current assets			
	(a) Fixed assets			
	(i) Tangible assets	9	5,918,612	8,056,229
	(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		4,261,306	-
	(b) Trade Receivables	11	45,990,132	84,338,928
	(c) Cash and bank balances	12	569,432	427,198
	(d) Short -term loans and advances	13	15,502,500	22,660,900
	(e) Other current assets	14	3,884	2,497,858
	TOTAL		97,945,866	143,681,113
	Significant Accounting policies and notes to accounts	1 to 20		
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 : Chennai Date : 30-05-2018		Sd/- Director (P.ANJANEYULU)		Sd/- Executive Director (K.S.RAO)

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31st MARCH 2018

(Amount in Rupees)

	Particulars	Note No.	As At Mar. 31, 2018	As At March 31, 2017
I	Revenue from operations	15	338,350,755	504,217,067
II	Other Income		36,017	-
III	Total Revenue (I+II)		338,386,772	504,217,067
IV	Expenses:			
a)	(Increase)/Decrease in Inventory		(4,261,306)	-
b)	Operating Expenses	16	336,325,483	495,160,000
c)	Employee benefit Expense	17	1,142,000	1,486,190
d)	Finance Costs	18	846,726	921,143
e)	Depreciation and amortisation expense	9	2,137,617	2,137,617
f)	Other Expenses	19	1,819,287	3,413,803
	Total Expenses		338,009,807	503,118,753
V	Profit before tax (III-IV)		376,965	1,098,314
VI	Tax Expense:			
(a)	Current tax	20	116,482	339,379
(b)	Deferred Tax		-	-
			116,482	339,379
VII	Profit / (Loss) for the period (V-VI)		260,483	758,935
VIII	Earnings per equity share: (Face value of Rs.10/- each)			
(1)	Basic		0.05	0.15
(2)	Diluted		0.05	0.15

Significant accounting policies and notes to accounts	1 to 20
As per our Report of even date for HANUMAIAH & Co, Chartered Accountants. Sd/- Partner M.No. 201719 Place : Chennai Date : 30-05-2018	For and on behalf of the board Sd/- Director (P.ANJANEYULU) Sd/- Executive Director (K.S.RAO)

Notes to accounts
NOTE NO: 2 - SHARE CAPITAL
:

Particulars	As At March 31, 2018		As At March 31, 2017	
	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
Total	5000301	50003010	5000301	50003010

Footnote:

- (a) Reconciliation of the number of shares outstanding as at March 31, 2018 and March 31, 2017:

Particulars	As At March 31, 2018		As At March 31, 2017	
	Number	Rupees	Number	Rupees
Equity Shares outstanding at the beginning of the year	5000301	50003010	5000301	50003010
Equity Shares Issued during the year	-	-	-	-
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, 2018		As At March 31, 2017	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
1 Aspire Emerging Fund	473535	9.47%	0	0.00%
2 Pinnamaneni Estates Private Limited	335112	6.70%	0	0.00%
3 P.V.V.Satyanarayana	287004	5.74%	0	0.00%
4 Srinivas Appala	0	0.00%	346897	6.94%

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

Particulars	As At March 31, 2018		As At March 31, 2017	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
	NIL	NIL	NIL	NIL

NOTE NO: 3 - RESERVES AND SURPLUS:

Particulars	As At Mar. 31, 2018	As At March 31, 2017
	Rupees	Rupees
i) Securities Premium reserve		
Opening Balance	0	0
(+) Additions during the year	0	0
Closing Balance	0	0
ii) General Reserve		
(+) Share application or warrants forfeited	873495	873495
Amount Paid up on Shares Forfeited (Rs.5/- per share paid up on 174699 shares which are forfeited during the year 2012-13)		-
Closing Balance	873,495	873,495
iii) Surplus in Profit & Loss Account	-10069458	-10828393
(+) Additions for the year	260483	758935
(-) Appropriations	-1510889	
Closing Balance	-11319864	-10069458
Total (a + b+c)	-10446369	-9195963

NOTE : 4 - LONG TERM BORROWINGS:

PARTICULARS	As At Mar. 31, 2018	As At March 31, 2017
	Rupees	Rupees
Secured Loans		
Term Loans		
From Financial Institutions		
Hypothecation Loans		
From Banks	5621778	8337125
	-	-
(Refer foot note (a) to (c) below)		
	5621778	8337125

Notes to accounts
NOTE NO: 5 - Short-term borrowings:

PARTICULARS	As At Mar. 31, 2018	As At March 31, 2017
	Rupees	Rupees
<u>UNSECURED LOANS:</u>		
Pinnamaneni Estates Pvt Ltd	20,406,038	-
Dushyant Bhatia	1,000,000	-
Ganga Ghanathe	420,334	-
Jatin Jashwantlal Shah	475,000	-
Kanchan Khetrapal	2,000,000	-
P.Subrahmanya Prasad	3,100,000	-
P.Srinivasa Reddy	500,000	-
Sneha Ghanathe	420,234	-
Sonal Ghanathe	280,055	-
	28,601,661	-

NOTE NO: 6 - CURRENT LIABILITIES:

PARTICULARS	As At Mar. 31, 2018	As At March 31, 2017
	Rupees	Rupees
Sundry Creditors	7,056,466	70,080,103
	7,056,466	70,080,103

NOTE NO: 7 - OTHER CURRENT LIABILITIES:

PARTICULARS	As At Mar. 31, 2018	As At March 31, 2017
	Rupees	Rupees
(a) Other Payables		
Other Payables	16,742,153	22,927,009
	16,742,153	22,927,009

NOTE NO: 8 - SHORT-TERM PROVISIONS:

PARTICULARS	As At Mar. 31, 2018	As At March 31, 2017
	Rupees	Rupees
(a) Provision for Income tax	116,482	339,379
(b) Provision for Expenses	-	939,765
	116,482	1,279,144

NOTE NO: 9 : FIXED ASSETS:

Amount
in Rs

S.NO .	PARTICULARS	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
		AS AT 01.04.2017	Additio ns During the Year	Deleti ons	AS AT 31.03.2018	UPTO 01.04.2017	FOR THE PERIOD	Deleti ons	UPTO 31.03.2018	AS AT 31.03.2017	AS AT 31.03.2018
1	Office Equipments	423,961	-	-	423,961	334,471	20,138	-	354,609	89,490	69,352
2	Furniture & Fittings	102,350	-	-	102,350	51,832	6,479	-	58,311	50,518	44,039
3	Vehicles	10,555,000	-	-	10,555,000	2,638,779	2,111,000	-	4,749,779	7,916,221	5,805,221
	TOTAL	11,081,311	-	-	11,081,311	3,025,082	2,137,617	-	5,162,699	8,056,229	5,918,612
	PREVIOUS YEAR	11,081,311	-	-	11,081,311	887,465	2,137,617	-	3,025,085	10,193,846	8,056,229

NOTE NO: 10 - NON-CURRENT INVESTMENTS:

PARTICULARS	As At Mar. 31, 2018	As At March 31, 2017
	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 - TRADE RECEIVABLES:

PARTICULARS	As At Mar. 31, 2018	As At March 31, 2017
	Rupees	Rupees
(Unsecured and considered good)		
(a) Debts outstanding for more than six months	45,401,666	41,883,815
(b) Other debts	588,466	42,455,113
	45,990,132	84,338,928

NOTE NO: 12 - CASH AND CASH EQUIVALENTS:

PARTICULARS	As At Mar. 31, 2018	As At March 31, 2017
	Rupees	Rupees
(a) Cash and cash equivalents:		
(i) Balances with banks;		
(1) In Deposit Accounts	-	-
(2) In Current Accounts	322,054	413,574
(3) Cheques on Hand	-	-
(ii) Cash on hand	247,378	13,624
(b) Other bank balances:		
In Deposit Accounts	-	-
	569,432	427,198

NOTE NO: 13 - SHORT TERM LOANS AND ADVANCES:

PARTICULARS	As At Mar. 31, 2018	As At March 31, 2017
	Rupees	Rupees
(Unsecured and considered good)		
(a) Loans to related parties	-	-
(b) Deposits	306,000	306,000
(c) Advance	15,196,500	22,354,900
	15,502,500	22,660,900

NOTE NO: 14 - OTHER CURRENT ASSETS:

PARTICULARS	As At Mar. 31, 2018	As At March 31, 2017
	Rupees	Rupees
(a) TDS	3,884	2,497,858
	3,884	2,497,858

NOTE NO: 15 - REVENUE FROM OPERATIONS:

PARTICULARS	As At Mar. 31, 2018	As At March 31, 2017
	Rupees	Rupees
Income from Erection Procurement Commissioning operations	-	15,722,165
Income from Trading Operations	338,350,755	488,489,598
Income from others	-	5,304
	338,350,755	504,217,067

NOTE NO: 16 - OPERATING EXPENSES:

PARTICULARS	As At Mar. 31, 2018	As At March 31, 2017
	Rupees	Rupees
Purchases	336,325,483	495,160,000
	336,325,483	495,160,000

NOTE NO.17 - EMPLOYEE BENEFIT EXPENSE:

PARTICULARS	As At Mar. 31, 2018	As At March 31, 2017
	Rupees	Rupees
Salaries,wages and bonus	1,142,000	1,486,190
	1,142,000	1,486,190

NOTE NO: 18 - FINANCE COSTS:

PARTICULARS	As At Mar. 31, 2018	As At March 31, 2017
	Rupees	Rupees
(a) Interest Expenses		
- Interest on Vehicle Loan	812,076	757,008
(b) Other borrowing costs		
- Bank Charges	34,650	164,135
	846,726	921,143

NOTE NO: 19 - OTHER EXPENSES:

PARTICULARS	As At Mar. 31, 2018	As At March 31, 2017
	Rupees	Rupees
Audit fee & certification charges	59,000	50,000
Office Maintenance	98,240	163,850
Insurance	48,836	50,184
Transport Charges	110,420	387,120
Other Purchases	-	578,988
Rent	120,000	280,000
Postage & Courier Service charges	19,624	46,423
Printing & Stationery	18,420	21,680
Licenses, Rates & Taxes	819,400	102,966
Telephone Charges	20,251	12,700
Travelling & conveyance	343,143	1,465,292
Vehicle Maintenance	161,953	254,600
	1,819,287	3,413,803

NOTE NO: 20- CURRENT TAX:

PARTICULARS	As At Mar. 31, 2018	As At March 31, 2017
	Rupees	Rupees
Current tax	116,482	339,379
Net Current tax	116,482	339,379

CASHFLOW STATEMENT FOR THE YEAR ENDED 31st MARCH,2018		
	Rs.in Lakhs	
Particulars	31.03.2018	31.03.2017
	Rs	Rs.
A. Cashflow from Operating Activities		
Profit before tax and extraordinary activities	3.53	10.98
Adjustments for : Depreciation	21.38	21.38
	24.91	32.36
Operating Profit before working capital changes		
<u>Add: Adjustments for</u> trade receivables & other Assets	176.00	1,094.98
current liabilities & Provisions	(198.42)	(1,121.91)
Income Tax Paid	(1.09)	(3.40)
Cash generated from operations	(23.51)	(30.33)
Cashflow before extraordinary items	(23.51)	(30.33)
Cash Generated in Operating Activities	1.40	2.03
B. Cashflow from Investment Activities		
Payment for purchase/(sale) of fixed assets	-	-
Sale of Fixed Assets	-	-
Investments	-	-
Net cash from Investing Activities	-	-
C. Cashflow from Financing Activities		
Issue of Share Capital	-	-
Increase om Unsecured Loans	-	-
Other Income	-	-
Net cash from Financing Activities	-	-
Net Increase in cash		
and cash equivalents	1.40	2.03
Opening cash and cash equivalents	4.27	2.24
Closing cash and cash equivalents	5.67	4.27
As per our Report of even date		
For and on behalf of the board		
for Hanumaiah & Co, Chartered Accountants. (Firm Reg No: 008194S)		
Sd/-	Sd/-	Sd/-
Partner	Director	Director
M.No. 201719	(P.ANJANEYULU)	(K.S.RA0)
Place : CHENNAI		
Date : 30-05-2018		

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:

	2017-18	2016-17
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
-------------------	-------

14. Earnings per Share:

	2017-2018 Rs.	2016-2017 Rs.
Net Profit after tax	243916	758935
Weighted average number of Equity shares outstanding	5000301	5000301
Basic Earnings per Share	0.05	0.15
Diluted Earnings per Share	0.05	0.15
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

Place: CHENNAI
Date: 30th May, 2018

Sd/-
Director
(P.ANJANEYULU)

Sd/-
Director
(K.S.RAO)

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	N0.5 Damodaran Street, Near Uma Complex And School Kellys, Kilpauk P.O. Chennai - 600010

Name of the member(s):

Registered Address:

E-mail Id:

Folio No./Client Id:

DP 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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Friday, the 21st day of September 2018 at 9.00 a.m at No.5 Damodaran Street, Near Uma Complex And School Kellys, Kilpauk P.O Chennai - 600010 and at any adjourned meeting thereof in respect of such resolutions as are indicated below:

Resolutions	
1	Approval of financial statements for the year ended 31.03.2017.
2	Mr. Summant Pinnamaneni, (holding DIN: 06612334) who retires by rotation is not seeking for re-appointment
3	Appointment of statutory auditors and fixation of their remuneration.
4	Increase in Authorised Capital of the Company.
5	Issue of Convertible Warrants on Preferential basis to the Promoters and others
6	Issue of Equity Shares on Preferential basis to the Promoters / Promoter group and others than Promoters.
7	Proposal for forming associate / subsidiary company in – PVV Infra (Dhaka) Limited under the laws of Bangladesh
8	Proposal for Incorporation of associate / subsidiary Company as – PVV Housing Limited.
9	Proposal for forming of associate / subsidiary – PVV Global FZ LLC. In free trade zone of RAS AL KHAIMAH, UAE
10	Ratification of Resolution No. 3 of Postal Ballot, Resolution passed on 20 th October 2017 for issue of Convertible Equity Share Warrants on Preferential Basis to the Promoters and Others
11	Appointment of Mr. P. Anjaneyulu an Independent Director of the company

Signed this _____ day of _____ 2018

Affix
Revenue
Stamp

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.



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 for the 23rd Annual General Meeting of the members to be held on Friday, the 21st day of September 2018 at 9.00 a.m 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.

AGM ROUTE MAP



COURIER
ANNUAL REPORT

IF UNDELIVERED PLEASE RETURN TO US:



NO.5, DAMODARAN STREET,
NEAR UMA COMPLEX AND SCHOOL KELLYS,
KILPAUK POST,
CHENNAI - 600010