

**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: 31.08.2018

BSE Limited  
P.J. Towers,  
Dalal Street,  
Mumbai - 400001.

Dear Sir/ Madam,

Sub: Notice of the 23<sup>rd</sup> Annual General Meeting (AGM) 2017-18.

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Please find the enclosed the Notice of the 23<sup>rd</sup> AGM for fiscal year 2018. Same will be made available on the company's website, at [www.pvvinfra.com](http://www.pvvinfra.com)

Do also note that, in order to comply with Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the annual report for the fiscal year 2018 will be filed with stock exchange after it is adopted by the shareholders at the 23<sup>rd</sup> AGM, to be held on September 21, 2018.

This is for the information and records of the Exchange, please.

Thanking you.

Yours Faithfully,  
For PVV Infra Limited

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

(P ANJANEYULU)  
DIRECTOR CUM COMPLIANCE OFFICER  
(DIN NO: 07857842)



**CC to;** National Securities Depository limited  
Central Depository Services (India) Limited  
Aarthi Consultants Private Limited

**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)
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**CORPORATE OFFICE**

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

**REGISTERED OFFICE**

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

**STATUTORY AUDITORS**

M/s. Hanumaiah & Co,  
Chartered Accountants,  
Flat No: 1 & 2, Ground Floor,  
RAM's VSR Apartments, Mogalrajpuram,  
Vijayawada – 5200 010 (A.P)

**SECRETARIAL AUDITOR**

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@aarthicconsultants.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

<b>LISTED ON</b>	BSE Limited.
<b>DEMAT ISIN NSDL&amp; CDSL</b>	INE428B01013
<b>WEBSITE</b>	www.pvvinfra.com
<b>INVESTOR E-MAIL ID</b>	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 21<sup>st</sup> 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 22<sup>nd</sup> August 2018 being the 30<sup>th</sup> day prior to 21<sup>st</sup> 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
<b>A. PROMOTER</b>		
M/s PINNAMANENI ESTATES PRIVATE LIMITED	10,00,000	50.00
<b>B. PUBLIC</b>		
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
<b>A. PROMOTER</b>		
M/s PINNAMANENI ESTATES PRIVATE LIMITED	5,00,000	30.05
<b>B. PUBLIC</b>		
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
<b>TOTAL</b>	<b>16,64,000</b>	<b>100.00</b>

**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 22<sup>nd</sup> August 2018 being the 30th day prior to 21<sup>st</sup> 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 13<sup>th</sup> 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 13<sup>th</sup> 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 13<sup>th</sup> 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 20<sup>th</sup> 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 20<sup>th</sup> 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 21<sup>st</sup> September 2018 upto 20<sup>th</sup> 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."

Place: Chennai  
Date: 13.08.2018

For and on behalf of the Board  
PVV Infra Limited

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

## 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](http://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](mailto: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](mailto: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](http://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](http://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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> </ul>
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"> <li>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).</li> </ul>
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- 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](http://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

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

Place: Chennai  
Date: 13.08.2018

## 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 6<sup>th</sup> 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 <sup>th</sup> 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)	%
<b>PROMOTER GROUP</b>												
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
<b>PUBLIC</b>												
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. PARAMDHAMAI AH	50%
2	Mrs. P SANTHI SREE	50%
	<b>TOTAL</b>	<b>100.00%</b>

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)	
<b>A. PROMOTER</b>								
M/s. PINNAMANENI ESTATES PRIVATE LIMITED	335112	1000000	500000	1835112	21.18	0	1835112	17.85
<b>B. PUBLIC</b>								
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 KHETRI PAL	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
<b>TOTAL</b>	<b>335612</b>	<b>2000000</b>	<b>1664000</b>	<b>3999612</b>	<b>46.16</b>	<b>866000</b>	<b>4865612</b>	<b>47.34</b>

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)	
<b>A. PROMOTER</b>										
M/s PINNAMANENI ESTATES PRIVATE LIMITED	335112	6.70	1000000	50.00	1335112	19.07	500000	30.05	835112	12.53
<b>B. PUBLIC</b>										
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
<b>TOTAL</b>	<b>335612</b>	<b>6.71</b>	<b>2000000</b>	<b>100.00</b>	<b>2335612</b>	<b>33.36</b>	<b>1664000</b>	<b>100.00</b>	<b>1999612</b>	<b>30.00</b>

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)	
<b>A. PROMOTER</b>								
M/s PINNAMANENI ESTATES PRIVATE LIMITED	0	0.00	1335112	15.50	835112	10.09	1835112	17.85
<b>B. PUBLIC</b>								
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. LAKSHMINARY ANA 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
<b>TOTAL</b>	<b>866000</b>	<b>53.66</b>	<b>3201612</b>	<b>37.17</b>	<b>2865612</b>	<b>34.62</b>	<b>4865612</b>	<b>47.34</b>



**(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 **22<sup>nd</sup> 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 **22<sup>nd</sup> 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 PVV 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 ALKHAIMAH, 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 30<sup>th</sup> 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