



21st

ANNUAL REPORT

2015-2016

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CONTENTS:

01. COMPANY DETAILS
02. NOTICE
03. DIRECTORS REPORT
04. REPORT ON CORPORATE GOVERNANCE
05. MANAGEMENT DISCUSSION & ANALYSIS

FINANCIALS SECTION:

06. INDEPENDENT AUDITORS REPORT
07. BALANCE SHEET AS AT 31ST MARCH, 2016
08. PROFIT AND LOSS ACCOUNT
09. CASH FLOW STATEMENT
10. NOTES ON ACCOUNTS
11. INDEPENDENT AUDITORS REPORT
12. E-VOTING INSTRUCTIONS
13. BALLOT FORM
14. PROXY FORM

CORPORATE INFORMATION

BOARD OF DIRECTORS:

Mr. P V V SATYANARAYANA	- PROMOTER, NON- EXECUTIVE DIRECTOR	(DIN: 01311615)
Mr. K. S. RAO	- EXECUTIVE DIRECTOR CUM CEO	(DIN: 01363257)
Mr. GORIJALA VENKATESWARA RAO	- PROFESSIONAL, NON-EXECUTIVE DIRECTOR	(DIN: 00796674)
Mr. CHANAKYA BELLAM	- WHOLE-TIME DIRECTOR	(DIN: 02642002)
Ms. NAVNEET KAUR VIRK	- INDEPENDENT DIRECTOR	(DIN: 03403617)
Mr. SRIKANTH GUMMALLA	- INDEPENDENT DIRECTOR	(DIN: 02050311)
Mr. AJAY YADAV	- INDEPENDENT DIRECTOR	(DIN: 00919428)
Mr. SANJEEV SHARMA	- INDEPENDENT DIRECTOR	(DIN: 01364156)
Mr. SUMANT PINNAMANENI	- INDEPENDENT DIRECTOR	(DIN: 06612334)

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:

M/s. S. S. Reddy & Associates
Practicing Company Secretary

CORPORATE IDENTITY NUMBER:

L70102TN1995PLC068528

AUDIT COMMITTEE:

Mr. Srikanth Gummalla	-	Chairman
Mr. P V V Satyanarayana	-	Member
Ms. Navneet Kaur Virk	-	Member

NOMINATION & REMUNERATION COMMITTEE:

Mr. Srikanth Gummalla	-	Chairman
Mr. P V V Satyanarayana	-	Member
Ms. Navneet Kaur Virk	-	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE:

Ms. Navneet Kaur Virk	-	Chairman
Mr. G. Venkateswara Rao	-	Member
Mr. P V V Satyanarayana	-	Member

RISK MANAGEMENT COMMITTEE:

Mr. Srikanth Gummalla	-	Chairman
Ms. Navneet Kaur Virk	-	Member
Mr. G Venkateswara Rao	-	Member

REGISTRAR & SHARE TRANSFER AGENTS:

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

BANKERS:

City Union Bank, Vijayawada
Canara Bank, Vijayawada
Federal Bank Limited, Ville Parle, Mumbai.
ICICI Bank Limited, Mumbai
Ratnakar Bank Limited, Hyderabad
Axis Bank Limited, Hyderabad
State Bank of India, Jaipur, Rajasthan
Indian Overseas Bank, Worli, Mumbai

LISTED AT:

1. BSE Limited.
2. Ahmedabad Stock Exchange 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 First Annual General Meeting of the Shareholders of M/s. PVV Infra Limited will be held on Friday, the 30th day of September 2016 at 10.30 a.m at the registered office of the company at 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, 2016, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To appoint a director in place of Mr. Chanakya Bellam (holding DIN: 02642002), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Hanumaiah & Co., Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at remuneration as may be fixed by the Board.

SPECIAL BUSINESS:

4. APPOINTMENT OF MR. K. S. RAO AS DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 149 of the Companies Act, 2013 and the Rules made there under and the Articles of Association of the Company, Mr. K. S. Rao (DIN: 01363257), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13.02.2016 and who holds office until the date of the ensuing AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. K. S. Rao as a candidate for the office of a director of the Company, be and is hereby appointed as a director of the Company liable to retire by rotation.

“**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.”

5. APPOINTMENT OF MR. SUMANT PINNAMANENI 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. Sumant Pinnamaneni (DIN: 06612334), who was appointed as ‘Additional Director’ in the Board of the Company on 30.05.2016 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. Sumant Pinnamaneni as a candidate for the office of a director of the company who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company , not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years from the date of appointment.

“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.”

6. SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF TAMILNADU TO THE STATE OF MAHARASHTRA:

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

“RESOLVED THAT pursuant to the provisions of Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and subject to confirmation of Regional Director (Tamilnadu) consent of the members be and is hereby accorded to shift the registered office of the Company from the state of Tamilnadu to the State of Maharashtra at 32/128, 1st floor, Laxmi Vijay Building, SAB TV Lane, opp Shabri Restaurant, Laxmi Industrial Estate, Andheri West, Mumbai – 400 053, India

“RESOLVED FURTHER THAT clause II of the Memorandum of Association of the Company be altered by replacing the same as follows:

“II. The Registered office of the Company will be situated in the State of Maharashtra.”

“RESOLVED FURTHER THAT for purpose of giving effect to this resolution, the Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to delegate any or all of the aforementioned powers, to any Director, any committee of the Board of Directors or to officers of the company, to give effect to the aforesaid resolution.”

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

**Place: Chennai
Date: 12.08.2016**

**Sd/-
K.S. Rao
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. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 23.09.2016 to 30.09.2016 (Both days Inclusive).
4. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
5. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
6. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
7. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
8. Members holding shares in electronic form may note that bank particulars registered against their respective registered accounts will be used by the Company for the payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
9. 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. Aarathi Consultants Private Limited.)
11. 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.
12. 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. Aarathi Consultants Private Limited., Share Transfer Agents of the Company for their doing the needful.
13. 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.

14. 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.
15. 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.
16. Electronic copy of the Annual Report for 2015-2016 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 2015-2016 is being sent in the permitted mode.
17. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2015-2016 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
18. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 21st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The instructions for e-voting are as under:

(I) IN CASE OF MEMBERS RECEIVING E-MAIL:

- i) The voting period begins on 27.09.2016 at 9.00 A.M. and ends on 29.09.2016 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iii) Click on Shareholders.
- iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<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	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

viii) After entering these details appropriately, click on "SUBMIT" tab.

ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

xi) Click on the EVSN for the relevant **PVV Infra Limited** on which you choose to vote.

xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii) 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.

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

- (A) Please follow all steps from sl. no. (ii) to sl. no. (xvii) above, to cast vote.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - 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.
- (B) The E-voting period begins on 27.09.2016 at 9.00 A.M. and ends on 29.09.2016 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 22.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (C) 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.
19. 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 22.09.2016.
20. Mr. S. Sarveswar Reddy, Practicing Company Secretary, bearing C.P. Number 7478 has been appointed as the Scrutinizer to scrutinize the e-voting process.
21. 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.

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

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

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

**Place: Chennai
Date: 12.08.2016**

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

Item No. 4:

The members may note that Mr. K. K.S. Rao (DIN 01363257) was inducted into Board as Additional Director of the company, with effect from 13.02.2016 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and holds the office as such up to the date of ensuing Annual General Meeting. The company has received notice in writing from member of the company along with the requisite deposit under Section 160 of the Companies Act, 2013 proposing the candidature of the above said person for the Office of Director whose period of office is determinable by retirement of Directors by rotation. As per the provisions of section 160 of the Act, any such proposal ought to be approved by the members in the General Meeting.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. K. K.S. Rao as 'Executive Director' for a term up to 5 consecutive years commencing from the date of his appointment as Additional Director i.e. 13th February, 2016.

The Board of Directors recommends the Ordinary Resolution as set out at item no. 4 for approval of the Members.

Except Mr. K. K.S. Rao, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Item No. 5:

Mr. Sumant Pinnamaneni (DIN 06612334) was appointed as Additional Director on 30th May, 2016 in terms of Section 161 (1) of the Companies Act, 2013 in the category of 'Non-Executive Independent'. In terms of the Companies Act, 2013, an Additional Director shall hold office up to the date of the next Annual General Meeting and be eligible for appointment to the office of a Director at any General Meeting in terms of Section 160 of the Companies Act, 2013. The Company has received a notice from a member under section 160 of the Companies Act 2013, along with requisite deposit proposing the candidature Mr. Sumant Pinnamaneni for the office of Directors under the category of Independent Directors.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. Sumant Pinnamaneni as 'Independent Directors' for a term up to 5 consecutive years commencing from the date of his appointment as Additional Director i.e. 30th May, 2016.

Mr. Sumant Pinnamaneni has confirmed compliance with the criteria of Independence as provided under Section 149 (6) of the Act. Further, in the opinion of the Board Mr. Sumant Pinnamaneni fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under, and he is independent of the Management his continued association with the Company would be of benefit to the Company.

The Board of Directors recommends the Ordinary Resolution as set out at item no. 5 for approval of the Members.

Except Mr. Sumant Pinnamaneni, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

Item No. 6:

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

directors at their meeting held on 13.08.2016 has decided to shift the registered office of the Company from the state of Tamilnadu to the state of Maharashtra.

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

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

Your Directors recommend the above Special Resolution for your approval.

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

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

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

**Place: Chennai
Date: 12.08.2016**

DIRECTOR'S REPORT

To the Members,

The Directors have pleasure in presenting before you the Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2016.

FINANCIAL SUMMARY/HIGHLIGHTS, OPERATIONS, STATE OF AFFAIRS:

The performance during the period ended 31st March, 2016 has been as under:

(Rs. In Lakhs)

Particulars	2015-2016	2014-2015
Total Income	4874.91	11386.65
Total Expenditure	4830.26	11333.45
Profit before Tax	37.85	53.21
Provision for Taxation	11.69	16.44
Profit After Tax	26.15	36.77
Transfer to General Reserve	26.15	36.77
Profit available for appropriation	NIL	NIL
Provision for Proposed Equity Dividend	NIL	NIL
Balance Carried to Balance Sheet	26.15	36.77

REVIEW OF OPERATION:

During the year under review, the Company has recorded an income of Rs.4874.91 Lakhs and the Profit of Rs.37.85 as against the income of Rs.11386.65 Lakhs and reported profit of Rs.53.21 Lakhs in the previous financial year ending 31.03.2015.

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

There were no material changes and commitments affecting financial position of the company between 31st March and the date of Board's Report. (I.e. 13/08/2016)

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.

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.

TRANSFER TO RESERVES:

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

DIVIDEND:

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

REVISION OF FINANCIAL STATEMENTS:

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

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.

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.

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.

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.

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.

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.

DIRECTORS/CEO/CFO AND KEY MANAGERIAL PERSONNEL:

During the year Mr. K K.S. Rao and Mr.Sumant Pinnamaneni were appointed as an Additional Director of the company w.e.f. 13.02.2016

Details of re-appointment /appointment of the director:

1.) Mr. Chanakya Bellam (holding DIN: 02642002), who retires by rotation and being eligible, offered himself for re-appointment at the Annual General Meeting of the Company held on 30th September, 2016.

Particulars	Details
Brief Resume of the Director	Post Graduation in MBA and having marketing skills to procure business from different states.
Nature of expertise in specific functional areas	Served as Key Member executive Team charged with formulating strategic direction and devising business development initiatives consistent with

	overall strategy. Travelling nationally and internationally to identify new business opportunities.
Disclosure between directors inter-se	None
Names of Listed companies where the Director holds directorship and the membership of Committees of the board	1. Indovation Technologies Limited
Shareholding of Non-Executive Directors	NIL

2) Mr. K. S. Rao was appointed as an Independent Director to the company w.e.f 13.02.2016.

Particulars	Details
Brief Resume of the Director	Qualified in B.E. Electronics & Communications
Nature of expertise in specific functional areas	Served as CEO, MD and having 35 years experience in IT , Telecom and Solar energy industries.
Disclosure between directors inter-se	None
Names of Listed companies where the Director holds directorship and the membership of Committees of the board	1. Director at PVV Infra Limited. 2. Director at Indovation Technologies Limited. 3. Director at Titan Renewables Private Limited.
Shareholding of Non-Executive Directors	NIL

3) Mr. Sumant Pinnamaneni was appointed as an Independent Director to the company w.e.f 30.05.2016.

Particulars	Details
Brief Resume of the Director	B.Tech in Software
Nature of expertise in specific functional areas	Served as Key Managerial person and having 3 years experience in software and civil engineering.
Disclosure between directors inter-se	None
Names of Listed companies where the Director holds directorship and the membership of Committees of the board	Sri Sai Manisha Papers Private Limited
Shareholding of Non-Executive Directors	NIL

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The Company has received declarations from Mr. Sanjeev Sarma, Ms. Navneet Kaur Virk, Mr. Srikanth Gummalla, Mr. K. S.Rao, Mr. Sumant Pinnamaneni and Mr. Ajay Yadav, 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.

DIRECTOR'S RESPONSIBILITY STATEMENT:

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

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the annual accounts on a going concern basis; and
- e) The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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

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

STATUTORY AUDITORS:

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

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

INTERNAL AUDITORS:

The Company has not appointed an internal auditor for the Financial Year 2015-16.

SECRETARIAL AUDITORS:

The Board had appointed M/s. S. S. Reddy & Associates, Practicing Company Secretaries, Hyderabad, having CP No.7478 to conduct Secretarial Audit for the financial year 2015-16, 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 2015- 16 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 M/s. S. S. Reddy & Associates, Practicing Company Secretaries is annexed to this Report as annexure.

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, 2016 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 is at the same 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.

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

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.

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.

INSURANCE:

The properties and assets of your Company are adequately insured.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

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

CREDIT & GUARANTEE FACILITIES:

The Company has availed a vehicle loan from Indian Overseas Bank for a sum of Rs. 90,00,000 on 07.12.2015 for purchase of a four wheeler (Audi Q7).

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.

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.

DISCLOSURE ABOUT COST AUDIT:

Cost Audit is not applicable to your Company.

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 2015-16.

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.

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 Meeting.

EVENT BASED DISCLOSURES

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

- 1. 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.
- 2. 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.

3. 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

4.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.

5. 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.

6. Buy back shares: The company did not buy-back any shares during the period under review.

7. Disclosure about revision: Since the company did not undergo any revision, this clause is Not Applicable to the company for the period under review.

8. Preferential Allotment of Shares: The company did not allot any shares on preferential basis during the period under review.

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.102,00,000/- 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.

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

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.

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

**Place: Chennai
Date: 12.08.2016**

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

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

CERTIFICATE OF 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, 2016.

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

**Place: Chennai
Date: 12.08.2016**

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

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. LISTING AGREEMENT:

The Securities and Exchange Board of India (SEBI), on September 2, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the aim to consolidate and streamline the provisions of the Listing Agreement for different segments of capital markets to ensure better enforceability. The said regulations were effective December 1, 2015. Accordingly the Company entered into fresh Listing Agreement with BSE Limited within stipulated time.

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

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has signed uniform listing agreement with BSE Limited and 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
- Familiarisation programme for Independent Directors
- Related Party Policy
- Code of Conduct for Board of Directors and Senior Management Personnel

6. '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.

7. 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.

8. 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, 2016, the Company's Board comprised of Nine Directors, one promoter Director and two professional Directors. In addition, there are six independent Directors 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.

9. NUMBER OF BOARD MEETINGS:

The Board of Directors met Nine (9) times during the financial year, on April 06, May 13, June 16, June 30, August 14, August 28 and November 13 in 2015 and on January 11 and February 12 and February 26 in 2016. 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.

10. 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
Mr. P V V Satyanarayana	None	Promoter & N E D	9	9	Yes	TITAN INTECH LTD	--	--
Mr. G. Venkateswara Rao	None	Professional & N E D	9	9	yes	--	--	--
Mr. Chanakya Bellam	None	Professional & E D	9	9	Yes	TITAN INTECH LTD	2	2
Mr. Sanjeev Sharma	None	NED (I)	9	9	Yes	MEGA NIRMAN & INDUSTRIES LIMITED	--	--
Ms. Navneet Kaur Virk	None	NED (I)	9	9	Yes	TITAN INTECH LIMITED	--	--
Mr. Srikanth Gummalla	None	NED (I)	9	9	Yes	--	--	--
Mr. Ajay Yadav	None	NED (I)	9	9	Yes	--	--	--
Mr. K.S Rao #	None	NED (I)	--	--	N.A	TITAN INTECH LIMITED	--	--
Mr. Sumant Pinnamane ni ##	None	NED (I)	--	--	N.A	--	--	--

#Appointed w.e.f. 13.02.2016

Appointed w.e.f 30.05.2016

11. 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.

12. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:

The Board members are provided with necessary documents, reports, internal policies and site visits to enable them to familiarise 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

13. 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:

14. AUDIT COMMITTEE:

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 13.05.2015, 14.08.2015, 13.11.2015 and 13.02.2016.

Name	Designation	Category	No of Meetings held	No of Meetings attended
Mr. Srikanth Gummalla	Chairman	NED(I)	4	4
Mr. P V V Satyanarayana	Member	NED(I)	4	4
Ms. Navneet Kaur Virk	Member	NED(I)	4	4

NED (I) : Non Executive Independent Director

15. NOMINATION AND REMUNERATION COMMITTEE:

The Committee comprises of three non-executive independent Directors

Name	Designation	Category	No of Meetings held	No of Meetings attended
Mr. Srikanth Gummalla	Chairman	NED(I)	4	4
Mr. P V V Satyanarayana	Member	NED(I)	4	4
Ms. Navneet Kaur Virk	Member	NED(I)	4	4

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.

16. 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 fulfil the following requirements:

- shall possess a Director Identification Number;
- shall not be disqualified under the companies Act, 2013;
- shall endeavour to attend all Board Meeting and Wherever he is appointed as a Committee Member, the Committee Meeting;

- shall abide by the code of Conduct established by the company for Directors and senior Management personnel;
- shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as 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.

17. STAKEHOLDER’S RELATIONSHIP COMMITTEE:

- 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 13.05.2015, 14.08.2015, 13.11.2015 and 13.02.2016.

Name	Designation	Category	No of Meetings held	No of Meetings attended
Ms. Navneet Kaur Virk	Chairperson	NED(I)	4	4
Mr. G. Venkateswara Rao	Member	NED(I)	4	4
Mr. P V V Satyanarayana	Member	ED	4	4

NED (I) : Non Executive Independent Director

ED: Executive Director

18. NAME AND DESIGNATION OF COMPLIANCE OFFICER:

Mr. Navneet Kaur Virk, is the compliance officer of the Company.

C. DETAILS OF COMPLAINTS/REQUESTS RECEIVED, RESOLVED AND PENDING DURING THE YEAR 2015-16

INVESTOR COMPLAINTS	
Particulars	Year ended 31.03.2016
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.

C. REMUNERATION TO DIRECTORS PAID DURING THE FINANCIAL YEAR 2015-16 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	--	--	--	--	--	--	--
Mr. Sanjeev Sharma	--	--	--	--	--	--	--
Mr. Chanakya Bellam	--	--	--	--	--	--	--
Mr. G. Venkateswara Rao	--	--	--	--	--	--	--
Ms. Navneet Kaur Virk	--	--	--	--	--	--	--
Mr. Srikanth Gummalla	--	--	--	--	--	--	--
Mr. Ajay Yadav	--	--	--	--	--	--	--
Mr. K. S. Rao	--	--	--	--	--	--	--
sumant pinnamaneni	--	--	--	--	--	--	--

D. 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 14.03.2016, 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)

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.

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.

E. FORMAL ANNUAL EVALUATION:

As per section 149 of the Companies Act, 2013 read with clause VII (1) of the schedule IV and rules made thereunder, the independent directors of the company had a meeting on 13/03/2016 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. G. Venkateswara Rao - Director

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.

7. RISK MANAGEMENT COMMITTEE

A.) COMPOSITION:

The Details of composition of the Committee are given below:

Name	Designation	Category
Mr. Srikanth Gummalla	Chairperson	NED(1)
Ms. Navneet Kaur Virk	Member	ED
Mr. G Venkateswara Rao	Member	ED

NED (I) : Non Executive Independent Director

ED : Executive 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.

8. 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
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	<ol style="list-style-type: none"> 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. Navneet kaur 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.
2013-14	29.09.2014	3.00 P.M	9 th Floor, No:47, VBC Solitaire, Bazullah Road,	<ol style="list-style-type: none"> 1. Appointment of Mr. P.V.V Satyanarayana as Director of the

			T.Nagar, Chennai – 600017	<p>company.</p> <p>2. Appointment of Mr. G. Venkateswara Rao as Director of the company.</p> <p>3. Appointment of Mr. Venkatesh Muppaneni as Director of the company.</p> <p>4. Appointment of Mr. J. Srinivasa Rao as Director of the company.</p> <p>5. Appointment of Mr. B.K.C Bhaskar as Director of the company.</p> <p>6. Appointment of Mr. V.B Raju as Whole-Time Director of the company.</p> <p>7. Issuance of Convertible Equity Share Warrants on Preferential Allotment Basis.</p>
2012-13	29.06.2013	11 A.M	No.5, Damodaran Street, Near Uma Complex and School, Kellys, Kilpauk P.O., Chennai – 600010	<p>1. Appointment of Mr. J. Srinivas Rao as Director.</p> <p>2. Appointment of Mr. B.K.C Bhaskar as Director of the company.</p> <p>3. Appointment of Mr. A. Srinivasu as Director of the Company.</p> <p>4. Appointment of Mr. V. Srikanth as Director of the Company.</p> <p>5. Appointment of Mr. A. Srinivasu as Executive Director – Finance and Administration of the Company.</p>

During the year under review, the company has convened an Extra-ordinary general meeting of the company on 25 February, 2015 and the special resolution was passed by the shareholders approving the proposal to raise funds through equity warrants.

B. PASSING OF RESOLUTIONS BY POSTAL BALLOT

There were no resolutions passed by the Company through Postal Ballot during the financial year 2015-16.

9. 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: Friday, 30th September, 2016 at 10.30 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 2016-17 (TENTATIVE SCHEDULE)

Financial year to which the Annual General Meeting relates: 2015-16

Financial calendar: 16-17

Adoption of Quarterly results for the Quarter ending

- 30th June, 2016 : 14th August, 2016
- 30th September, 2016 : 1st/2nd week of November, 2016
- 31st December, 2016 : 1st/2nd week of February, 2016
- 31st March, 2017 : on or before 30th May 2017

Annual General Meeting (Next year): September, 2017

B) DIVIDEND PAYMENT DATE: No Dividend was declared during the Financial Year 2015-16.

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

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

EXCHANGE: BSE Limited

CODE: PVVINFRA

D) STOCK MARKET PRICE DATA:

Month	High	Low
Apr-15	27.8	16.6
May-15	19.45	13.9
Jun-15	17.1	8.85
Jul-15	18.39	12.33
Aug-15	15.23	10.26
Sep-15	12.79	8.04
Oct-15	9.93	6.27
Nov-15	9.7	7.7
Dec-15	9.2	6.8
Jan-16	8.96	7.33
Feb-16	9.13	7.52
Mar-16	8.15	6.7

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@arthiconsultants.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	%	NUMBER OF SHARES	AMOUNT	%
1 – 5000	642	56.32	90657	906570	1.81
5001 – 10000	149	13.07	133123	1331230	2.66
10001 – 20000	94	8.25	151503	1515030	3.03
20001 – 30000	47	4.12	127289	1272890	2.55
30001 – 40000	23	2.02	86479	864790	1.73
40001 – 50000	33	2.89	160658	1606580	3.21
50001 – 100000	66	5.79	505679	5056790	10.11
100001 and above	86	7.54	3744913	37449130	74.89
TOTAL	1140	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. The Shares of the Company are under suspension in BSE Limited.

Particulars	No. of Shares	% Share Capital
NSDL	31,50,455	63.01
CDSL	18,47,346	36.94
PHYSICAL	2,500	0.05
Total	50,00,301	100.00

J) ADDRESS FOR CORRESPONDANCE:

Mr. P V V Satyanarayana

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

A) BOOK CLOSURE DATE:

23th September 2016 to 30th September 2016 (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

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

j) SHAREHOLDING PATTERN AS ON 31ST MARCH,2016:

S. No	Category	No. of shares held	Percentage of shareholding
A	Shareholding of Promoter and Promoter group		
1.	Indian		
	Individual	348447	6.97
2.	Foreign		
	Individual	-	-
	Sub-Total A	348447	6.97
B	Public Shareholding		
1.	Institutions	-	-
2.	Non Institutions		
	a. Individuals shareholders holding nominal share capital up to Rs. 2 lakhs.	1485346	29.71
	b. Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs.	2302017	46.04
	c. others	864491	17.29
	Sub Total B	4651854	93.03
	Grand Total (A+B)	5000301	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 DISLOSURE 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.

E. WEB-LINK WHERE POLICY FOR DETERMINIG 'MATERIAL' SUBSIDIARIES IS DISCLOSED.

The company does not have any material subsidiaries during the financial year 2015-16

H. DISCLOSURE OF ACCOUNTING TREATMENT

The Company has complied with the appropriate accounting policies and has ensured that they have been applied consistently. There have been no deviations from the treatment prescribed in the Accounting Standards notified under Section 129 of the Companies Act, 2013.

DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

As per Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company hereby discloses the details of unpaid/unclaimed dividend and the respective share thereof as follows:

**

Aggregate No. of Shareholders and the outstanding shares in the suspense account at the beginning of the year.	No. of shareholders who approached the company for transfer of shares from suspense account during the year.	No. of shareholders to whom shares were transferred from suspense account during the year.	Aggregate No. of Shareholders and the outstanding shares in the suspense account at the end of the year.
Nil	Nil	Nil	Nil

**** Voting Right on these shares shall remain frozen till the rightful owner of such shares claims the shares.**

For and on behalf of the Board
PVV Infra Limited

Place: Chennai
Date: 12.08.2016

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

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

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 2016 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: 13.08.2016**

**Sd/-
B. Lakshminarayan
CFO**

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

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, 2016, 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: 12.07.2016

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

MANAGEMENT'S DISCUSSION & ANALYSIS REPORT

1. INDUSTRY STRUCTURE AND DEVELOPMENTS:

As the Swachh Bharat Mission launched by the Centre completes one year, the government has intensified its efforts to propel people into action for cleanliness. The areas covered include agricultural and grain markets, religious and tourism places, educational institutions, resident welfare associations, under passes and flyovers, cantonment boards, water bodies and recreation places, hospitals, old cities and government offices.

Based on reports received till August this year, Gujarat, Madhya Pradesh, Karnataka, Punjab, Chhattisgarh, Andhra Pradesh, Rajasthan and Haryana have performed well in respect of construction of individual household toilets.

Against the target of constructing 25 lakh household toilets in urban areas till March 2016, construction of 16.45 lakh toilets has been taken up and 4.65 lakh have already been built.

States like Uttar Pradesh, Bihar and Tamil Nadu are yet to pick up momentum while toilet construction is still to begin in five Union Territories of Andaman and Nicobar Islands, Chandigarh, Daman and Diu, Dadra and Nagar Haveli and Delhi and states including Arunachal Pradesh, Nagaland, Meghalaya, Tripura, Kerala and Tamil Nadu.

Above the Central assistance of Rs 4,000 per construction of each toilet in urban areas, 13 states are providing additional assistance in the range of Rs 4,000 to Rs 13,000.

As part of this National Campaign PVV INFRA LTD joined the fray for Construction of toilets as primary need of the people under this Swachh Bharat programme. The programme aims to make India "open defecation free" by 2019. It plans to construct 12 crore toilets in rural India by October 2019, at a projected cost of Rs 1.96 lakh crore (US\$31 billion).

2. SEGMENT WISE OR PRODUCT WISE PERFORMANCE:

Not applicable since the Company operates in one segment only viz. software business

During the year under review, the Company has recorded revenue of Rs. 48,74,91,000 and made a net profit of Rs. 44,65,000 against revenue of Rs. 113,86,65,000 and net profit of Rs. 53,21,000 in the previous financial year 2014-15. The company is engaged in the business of IT Services, which as per Accounting Standard 17 is considered the only reportable business.

3. OUTLOOK:

The management is doing its best to forge relations with other companies and take the company forward in the new business lines. However, the outlook of the management is cautious in view of the competitive nature of the market.

4. COMPANY STRENGTHS:

Though the overall scenario for the smaller companies is extremely competitive, there are some niche areas where there are some opportunities for growth. The management is exploring these areas to consider entering these areas and develop expertise in such areas.

5. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Risk Management Increased focus on emerging opportunities comes with risks. PVV Infra Ltd uses a wide procedure for

identifying and managing risks associated with construction contracts. A specialist risk management team along with senior project and financial team examine and analyses possible tender proposals or investments. Each Business Unit also conducts a risk assessment and identifies measures for managing risks. Further the company has a risk management system to identify and manage multiple risks related to external environment and internal operations. I welcome you to read our risk mitigation strategies under Management Discussion and Analysis. Building on... We are convinced that our tried and tested business model has even more prospects to further build on. The strong cash flow, increasing our margins are providing us the much needed operational agility across our divisions. We are sharpening our tools - our dedicated employees, our systems and our processes. The latter includes improving project execution. The key is strengthening our risk matrix and improvement in process across our business units. We are also intensifying controlling and risk monitoring through-out the duration of projects. This will allow us to solve any execution problems early on. We can also take advantage of opportunities to make improvements and save costs, which will benefit our clients as well. The talent and dedication of our employees and cooperation with our clients are our key success factors. It is the employees who are responsible for delivering on clients' expectations. FY 17 and beyond the opportunity landscape remains robust in roads, water and urban infrastructure. We expect the good order inflows seen in FY16 to continue in the current year. We anticipate substantial order booking on the back of strong set of opportunities emerging nationally. In the road space, the company is planning to participate for HAM (Hybrid Annuity Model) projects

6. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS:

PVV Infra Ltd draws its strength from a highly skilled and engaged workforce whose collective commitment has helped the organization to scale new heights. More emphasis has been laid on recruiting people from local areas where Project sites are located in order to create employment opportunities in diverse geographical locations across the country. Reinforcing our belief that “Employees are the key Assets of the Organization”, we are very keen about the welfare and well-being of the employees working both at Project Sites and Administrative offices. In order to ensure that employees are provided with best possible facilities, we have prescribed site standardization norms to be scrupulously practiced at all the sites. Identifying the Training needs of employees & instilling necessary Technical, Functional and Behavioral skills among the staff members has evolved as the core priority of the company over the years. Training programs have been arranged at Project Sites, Regional Offices and Corporate Office to enrich the skills in employees and equip them with updated functional knowledge and effective ways of handling the assigned tasks without stress. Some of the training programs that have been imparted during the Year are Technical / Functional Competency Enhancement Programmes, Personal and Organizational Effectiveness Programmes, etc. Monthly safety awareness programs are organized at sites to identify vulnerable spots at the project location and to take preventive steps to thwart any untoward incidents.

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, 2016

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”). 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, 2015 and ended 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by Ravileela Granites Limited (“The Company”) for the financial year ended on 31st March, 2016, according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made there under for specified sections notified and came in to effect from 12th September, 2013 and sections and Rules notified and came in to effect from 1st April, 2014;
 - ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made there under;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
 - iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment (FDI) and Overseas Direct Investment and External Commercial Borrowings;
2. 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 2015-16
 - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
Not Applicable, except yearly and event based disclosures.
 - ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
Not Applicable
 - iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable**
 - iv. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable**
 - v. The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client; **Not Applicable**

vi. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **Not Applicable**

vii. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. **Not Applicable**

viii. 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, 2015 and displayed the same on company's Website i. e; www.pvvinfra.com and all required disclosures from time to time as and when applicable are complied with.

ix. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were complied with to the extent applicable and

- o The Company has signed Uniform listing agreement with the Stock Exchanges;
- o The company has framed the policies and conducted programmes 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
 - Familiarization programme for Independent Directors.
 - Sexual Harassment Policy
 - Code of Conduct

3. During the year the Company has conducted 9 Board Meetings, 4 Audit Committee Meetings, 4 Shareholders Committee Meetings and 1 Independent Directors Meeting and We have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards issued by The Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meeting.

ii. Listing Agreements (till November 30, 2015) entered into by the Company with Bombay Stock Exchange Ltd of India Limited and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (From December 01, 2015 to March 31, 2016)

4. During the financial year under report, the Company has complied with the provisions of the New Companies Act, 2013, Old Companies Act, 1956 to the extent applicable and the Rules, Regulations, Guidelines, Standards, etc., mentioned above subject to the following observations;

OBSERVATIONS:

(a) As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we report that

i. the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of:

- o External Commercial Borrowings were not attracted to the Company under the financial year under report,

- Foreign Direct Investment (FDI) was not attracted to the company under the financial year under report, and
 - Overseas Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary abroad are not attracted to the company under the financial year under report.
- ii. As per the information and explanations provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we report that the Company has not made any GDRs/ADRs or any Commercial Instrument under the financial year under report.

(b) We further report that:

- (i) The company has not appointed Company Secretary and Internal Auditor for the financial year 2015-16.
- (ii) The company in the AGM held on 30.09.2016 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:

- a. 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.,
- b. Acts prescribed under Prevention and Control of pollution
- c. Clearance from Various Local Authorities.

6. We have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals.

We further report that:-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that during the audit period there was no event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

For S.S. Reddy & Associates

Sd/-

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

Place: Hyderabad
Date: 12.08.2016

To
The Members of
M/s. PVV Infra Limited

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

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

For S.S. Reddy & Associates

Place: Hyderabad
Date: 12.08.2016

S/d-
S. Sarveswara Reddy
Practicing Company Secretary
C.P.No: 7478

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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)									
i) Category-wise Share Holding:-									
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
Individual/ HUF	346897	--	346897	6.94	3,48,447	--	3,48,447	6.97	0.03

Central Govt	--	--	--	--	--	--	--	--	--
State Govt (s)	--	--	--	--	--	--	--	--	--
Bodies Corp.	--	--	--	--	--	--	--	--	--
Banks / FI	--	--	--	--	--	--	--	--	--
Any Other....	--	--	--	--	--	--	--	--	--
Sub-total (A) (1) :-	346897	--	346897	6.94	3,48,447	--	3,48,447	6.97	0.03
(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)	346897	--	346897	6.94	3,48,447	--	3,48,447	6.97	0.03
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) FIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Fund	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
2. Non Institutions									
a) Bodies Corp.	777118		777118	15.54	354594	--	3,54,594	7.09	(8.45)
i) Indian	--	--	--	--	--	--	--	--	--
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals	--	--	--	--	--	--	--	--	--
i) Individual shareholders	706571	2500	709071	14.18	1485346		1485346	29.71	15.53

holding nominal share capital up to Rs. 1 lakh									
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2826542	--	2826542	56.53	2302017	--	2302017	46.04	(10.49)
c) Others (specify)						--			
1. NRI	40000	--	40000	0.80	45000		45000	0.02	(0.1)
Clearing Member	300673		300673	6.01	175998	--	175998	3.52	(2.49)
Sub-total (B)(2):- Total Public Shareholding (B)=(B)(1)+(B)(2)	4653404	2500	4650904	93.06	4651854		4651854	93.03	--
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	4997801	2500	5000301	100	5000301	--	5000301	100	--

(ii) Shareholding of Promoters

Sl. No	Shareholder's Name	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
										Nil
1.	P V V Satyanarayana #	--	--	--	--	1550	--	1550	0.03	0.03
2.	A. Srinivasu	346897	--	346897	6.94	346897	--	346897	6.94	--
3.	Chanakya Bellam ##	11988	--	11988	0.24	--	--	--	--	0.24

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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Share holding at the end of the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	P V V Satyanarayana	--	--	1550	0.03
2.	Chanakya Bellam	11988	0.24	--	--
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):

Sl. No.	Shareholder Name	Shareholding at the beginning of the year		Share holding at the end of the year	
		No. of Shares	% of total shares of The company	No. of shares	% of total shares of the company
	At the beginning of the year				
1	Ramesh Sawalram Saraogi	245000	4.90	245000	4.90
2	Priya Saraogi	245000	4.90	245000	4.90
3	Anil Goyal	155400	3.11	155400	3.01
4	Infinity Comtrade Private Limited	109711	2.19	85611	1.71
5	Vijay Kumar Bhandari	104000	2.08	18977	0.38
6	Bimaladevi Govindprakash Gupta	102529	2.05	4770	0.095
7	BMA Wealth Creators Ltd	100000	2.00	19141	0.38
8	Rajesh Sharma	100000	2.00	100000	2.00
9	Chandupatla Narasimha Reddy (HUF)	95000	1.90	95000	1.90
10	Lakshmi Janamanchi	129271	2.59	100000	2.00
Date wise Increase /Decrease in Promoters Share Holding during the year specifying the reasons for increase/ decrease(e.g. allotment / transfer /bonus/ sweat equity etc): 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
1	Srinivasu Appala				
	At the beginning of the year	3,46,897	6.94	--	--
	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):				
	At the End of the year	3,46,897	6.94	--	--
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
2	PVV Satyanarayana				
	At the beginning of the year	--	--	1,550	0.03
	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):				
	At the End of the year	1,550	0.03	--	--

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Principal Amount	--	--	--	--
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	--		--	--
Change in Indebtedness during the financial year	--	--	--	--
Addition				
Reduction				
Net Change	--	--	--	--
Indebtedness at the end of the financial year	--		--	--
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (I + ii+ iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager:			Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961				

	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961				
2.	Stock Option	--	--	--	--
3.	Sweat Equity	--	--	--	--
4.	Commission - as % of profit - Others, specify...	--	--	--	--
5.	Others, please specify	--	--	--	--
6.	Total (A)	--	-	--	--
7.	Ceiling as per the Act	--	-	--	--

B. Remuneration to other directors:

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

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD					
Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--	--
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit - others, specify...				
5.	Others, please specify				
6.	Total				
VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
B. DIRECTORS					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
C. OTHER OFFICERS IN DEFAULT					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--

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.

Yours Faithfully,

Date: 30.05.2016
Place: Hyderabad

S/d-
Mr. K. S. Rao
(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:

- (c) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (d) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
 - (i) the statutory audit firm or the internal audit firm that is associated with the Company and
 - (ii) the legal firm(s) and consulting firm(s) that have a material association with the company
- (d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You.

Yours Faithfully,

Date: 30.05.2016
Place: Hyderabad

S/d-
M. 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.

Yours Faithfully,

Date: 30.05.2016
Place: Hyderabad

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 upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
 - (i) the statutory audit firm or the internal audit firm that is associated with the Company and
 - (ii) the legal firm(s) and consulting firm(s) that have a material association with the company
- (d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You.

Yours Faithfully,

Date: 30.05.2016
Place: Hyderabad

S/d-
Mr. Srikanth Gummalla
(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.

Yours Faithfully,

Date: 30.05.2016
Place: Hyderabad

S/d-
Mr.Ajay Yadav
(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.

Yours Faithfully,

Date: 30.05.2016
Place: Hyderabad

S/d-
Sumant Pinnamaneni
(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 31.03.2016, 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,
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An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of the material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are in appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

- a) In the case of Balance Sheet, of the state of affairs of the company as at March 31,2016;
- 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



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+91 93921 01680

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Report on other legal and regulatory requirements

1. As required by the Companies (Audit Report) Order, 2015 issued by the Central Government of India in terms of sub-section 11 of section 143 of the Companies Act, 2013, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. As required by section 143(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which, to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet and Statement of Profit and Loss Account dealt with by this report comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013; read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the Directors, as on 31st March, 2016 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2015 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,
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Vijayawada – 520 010
+91 93921 01680

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

Place: Vijayawada
Date : 30.05.2016.

for HANUMAIAH & CO.
Chartered Accountants
FRN:009021S

Sd/-
(K HANUMAIAH)
Partner

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, 2016.

- 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 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,
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:: 2 ::

5) In our opinion and according to the information and explanations given to us and as shown by the books of accounts, the company has not accepted deposits within the meaning Section 73 to 76 of the Companies Act, 1956 and hence compliance of provisions of Section 73 to 76 of the companies Act 1956 does not arise.

6) The Central Government had not prescribed any cost records U/s. 148(1) of the Companies Act, 1956 and hence the maintenance of cost records does not arise.

7) a) According to the books and records examined by us and the information and explanations given to us, the company is regular in depositing with appropriate authorities the undisputed statutory dues in respect of provided fund, ESI, income-tax, wealth-tax, service tax, sales-tax, customs duty and excise duty and there were no undisputed statutory dues and arrears as at the date of the Balance Sheet under report for the period exceeding six months from the date they became payable.

b) According to the books and records examined by us and the information and explanations given to us, there was no disputed statutory dues in respect of provided fund, ESI, wealth-tax, service tax, sales-tax, customs duty and excise duty etc.,

(Contd..3)

Hanumaiah & Co

Chartered Accountants



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:: 3 ::

- 08) According to the books and accounts examined by us and the information and explanations given to us the company has not availed any loans from any of the financing institutions, bank or debenture holders and therefore the defaults thereof does not arise.
- 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 : 30.05.2016.

for HANUMAIAH & CO.
Chartered Accountants
FRN:009021S

Sd/-
(K HANUMAIAH)
Partner

PVV INFRA LIMITED

(Formerly known as Thirthankar Infra Limited)

5, Damodaran Street, Keliks

CHENNAI - 600010

BALANCE SHEET AS AT 31st MARCH 2016

(Amount in Rupees)

	Particulars	Note No.	As At Mar. 31, 2016	As At March 31, 2015
I	<u>EQUITY AND LIABILITIES:</u>			
1	Shareholders funds			
	(a) Share Capital	2	50,876,505	50,876,505
	(b) Reserves and Surplus	3	(10,800,425)	(13,968,550)
2	Non-current liabilities			
	(a) Long-term borrowings	4	8,945,957	-
	(b) Deferred tax Liability (net)		250,685	250,685
	(c) Other Long term liabilities	5	-	244,580,066
	(d) Long-term provisions		-	-
3	Current Liabilities			
	(a) Short-term borrowings		-	-
	(b) Trade payables		88,473,458	-
	(c) Other current liabilities	7	6,992,000	23,520,399
	(d) Short-term provisions	8	2,622,754	-
	TOTAL		147,360,934	305,259,105
II	<u>ASSETS:</u>			
1	Non-current assets			
	(a) Fixed assets			
	(i) Tangible assets	9	10,193,846	193,242
	(ii) Intangible assets		-	-
	(iii) Capital work - in - progress		-	-
	(b) Non-current Investments	10	25,700,000	25,700,000
	(c) Deferred tax assets (net)		-	-
	(d) Long- Term Loans and advances		-	-
2	Current assets			
	(a) Inventories	11	-	-
	(b) Trade Receivables	12	101,242,915	266,105,915
	(c) Cash and bank balances	13	224,419	201,737
	(d) Short -term loans and advances	14	6,676,000	9,262,500
	(e) Other current assets	15	3,323,754	3,795,712
	TOTAL		147,360,934	305,259,106

Significant Accounting policies and notes to accounts

1 to 35

As per our Report of even date

For and on behalf of the board

for HANUMAIAH & Co,

Chartered Accountants.

Sd/-

Partner

M.No. 201719

Place : Chennai

Date : 30-05-2016

Sd/-

Director

Sd/-

Director

PVV INFRA LIMITED

(Formerly known as THIRTHANKAR INFRA LIMITED)
5, Damodaran Street, Keliks
CHENNAI - 600010

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31st MARCH 2016

	Particulars	Note No.	As At Mar. 31, 2016	As At March 31, 2015
I	Revenue from operations	16	487,491,930	1,138,665,520
II	Other Income		-	-
III	Total Revenue (I+II)		487,491,930	1,138,665,520
IV	Expenses:			
	a) (Increase)/Decrease in Inventory		-	-
	b) Operating Expenses	19	478,036,872	1,130,066,179
	c) Employee benefit Exepense	20	1,797,210	1,148,242
	d) Finance Costs	21	464,250	237,384
	e) Depreciation and amortisation expense	9	554,396	26,617
	f) Other Exepenses	22	2,854,650	1,866,414
	Total Expenses		483,707,378	1,133,344,836
V	Profit before tax (III-IV)		3,784,552	5,320,684
VI	Tax Expense:			
	(a) Current tax	23	1,169,427	1,644,091
	(b) Deferred Tax		-	-
			1,169,427	1,644,091
VII	Profit / (Loss) for the period (V-VI)		2,615,125	3,676,593
VIII	Earnings per equity share: (Face value of Rs.10/- each)			
	(1) Basic		0.52	0.74
	(2) Diluted		0.52	0.74
	Significant accounting policies and notes to accounts	1 to 35		
As per our Report of even date for HANUMAIAH & Co, Chartered Accountants.			For and on behalf of the boar	
	Sd/- Partner M.No. 201719 Place : Chennai Date : 30-05-2016		Sd/- Director	Sd/- Director

PVV INFRA LIMITED

(Formerly known as THIRTHANKAR INFRA LIMITED)
 Infra Limited) Notes to accounts

NOTE NO: 2 - SHARE CAPITAL:

Particulars	As At March 31, 2016		As At March 31, 2015	
	Number	Rupees	Number	Rupees
Authorised				
Equity Shares of Rs. 10/- each	7000000	70000000	7000000	70000000
Issued, Subscribed and Paid up				
Equity Shares of Rs. 10/- each fully paid up	5000301	50003010	5000301	50003010
Amount Paid up on Shares Forfeited (Rs.5/- per share paid up on 174699 shares which are forfeited during the year 2012-13)		873495		873495
Total	5000301	50876505	5000301	50876505

Footnote:

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

Particulars	As At March 31, 2016		As At March 31, 2015	
	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, 2016		As At March 31, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
1 Srinivasu Appala	346897	6.94%	346897	6.94%

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

Particulars	As At March 31, 2016		As At March 31, 2015	
	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, 2016	As At March 31, 2015
	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 on warrants forfeited	0	0
Closing Balance	-	-
iii) Surplus in Profit & Loss Account	-13968550	-18128842
(+) Additions for the year	3168125	4160292
(-) Appropriations		
Closing Balance	-10800425	-13968550
Total (a + b+c)	-10800425	-13968550

NOTE : 4 - LONG TERM BORROWINGS:

PARTICULARS	As At Mar. 31, 2016	As At March 31, 2015
	Rupees	Rupees
Secured Loans		
Term Loans		
From Financial Institutions		
Hypothecation Loans		
From Banks	8945957	-
	-	-
(Refer foot note (a) to (c) below)		

PARTICULARS	As At Mar. 31, 2016	As At March 31, 2015
	Rupees	Rupees
Sundry Creditors	88,473,458	244,580,066
	88,473,458	244,580,066

NOTE NO: 7 - OTHER CURRENT LIABILITIES:

PARTICULARS	As At Mar. 31, 2016	As At March 31, 2015
	Rupees	Rupees
(a) Other Payables	6,992,000	20,266,260
	6,992,000	20,266,260

NOTE NO: 8 - SHORT-TERM PROVISIONS:

PARTICULARS	As At Mar. 31, 2016	As At March 31, 2015
	Rupees	Rupees
(a) Provision for Income tax	1,169,427	1,644,091
(b) Provision for Expenses	1,453,327	1,610,048
	2,622,754	3,254,139

NOTE NO: 10 - NON-CURRENT INVESTMENTS:

PARTICULARS	As At Mar. 31, 2016	As At March 31, 2015
	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: 12 - TRADE RECEIVABLES:

PARTICULARS	As At Mar. 31, 2016	As At March 31, 2015
	Rupees	Rupees
(Unsecured and considered good)		
(a) Debts outstanding for more than six months	59,856,177	159,711,208
(b) Other debts	41,386,738	106,394,707
	101,242,915	266,105,915

NOTE NO: 13 - CASH AND CASH EQUIVALENTS:

PARTICULARS	As At Mar. 31, 2016	As At March 31, 2015
	Rupees	Rupees
(a) Cash and cash equivalents:		
(i) Balances with banks:		
(1) In Deposit Accounts	-	-
(2) In Current Accounts	199,785	155,501
(3) Cheques on Hand	-	-
(ii) Cash on hand	24,634	46,236
(b) Other bank balances:		
In Deposit Accounts	-	-
	224,419	201,737

NOTE NO: 14 - SHORT TERM LOANS AND ADVANCES:

PARTICULARS	As At Mar. 31, 2016	As At March 31, 2015
	Rupees	Rupees
(Unsecured and considered good)		
(a) Loans to related parties	-	-
(b) Deposits	306,000	38,000
(c) Advance	6,370,000	9,224,500
	6,676,000	9,262,500

NOTE NO: 15 - OTHER CURRENT ASSETS:

PARTICULARS	As At	As At
	Mar. 31, 2016	March 31, 2015
	Rupees	Rupees
(a) TDS	3,323,754	3,795,712
	3,323,754	3,795,712

NOTE NO: 16 - REVENUE FROM OPERATIONS:

PARTICULARS	As At	As At
	Mar. 31, 2016	March 31, 2015
	Rupees	Rupees
Income from Subcontracts	-	84,091,245
Income from Erection Procurement Commissioning operations	137,947,110	-
Income from Trading Operations	349,544,820	1,054,574,275
	487,491,930	1,138,665,520

NOTE NO: 19 - OPERATING EXPENSES:

PARTICULARS	As At	As At
	Mar. 31, 2016	March 31, 2015
	Rupees	Rupees
Subcontract Expenses	-	80,827,214
Purchases	478,036,872	1,049,238,965
	478,036,872	1,130,066,179

NOTE NO.20 - EMPLOYEE BENEFIT EXPENSE:

PARTICULARS	As At	As At
	Mar. 31, 2016	March 31, 2015
	Rupees	Rupees
Salaries,wages and bonus	1,797,210	1,148,242
	1,797,210	1,148,242

NOTE NO: 21 - FINANCE COSTS:

PARTICULARS	As At	As At
	Mar. 31, 2016	March 31, 2015
	Rupees	Rupees
(a) Interest Expenses		
- Interest on Vehicle Loan	407,950	-
(b) Other borrowing costs		
- Bank Charges	56,300	237,384
	464,250	237,384

NOTE NO: 22 - OTHER EXPENSES:

PARTICULARS	As At	As At
	Mar. 31, 2016	March 31, 2015
	Rupees	Rupees
Audit fee & certification charges	114,500	114,332
Electricity	44,280	40,460
Office Maintenance	212,758	-
Computer Maintenance	12,700	-
Insurance	-	81,072
Miscellaneous Expenses	-	115,200
Rent	265,800	150,450
Postage & Courier Service charges	50,214	25,416
Printing & Stationery	210,116	190,420
Licenses,Rates & Taxes	297,026	279,214
Telephone Charges	259,516	224,430
Travelling & conveyance	715,031	645,420
Vehicle Maintenance	672,709	-
	2,854,650	1,866,414

NOTE NO: 23- CURRENT TAX:

PARTICULARS	As At	As At
	Mar. 31, 2016	March 31, 2015
	Rupees	Rupees
Current tax	1,169,427	1,644,091
Net Current tax	1,169,427	1,644,091

NOTE NO: 9 : FIXED ASSETS:

Amount in Rs

S.NO.	PARTICULARS	GROSS BLOCK			DEPRECIATION BLOCK				NET BLOCK		
		AS AT 01.04.2015	Additions During the Year	Deletion s	AS AT 31.03.2016	UPTO 01.04.2015	FOR THE PERIOD	Deletions	UPTO 31.03.2016	AS AT 31.03.2015	AS AT 31.03.2016
1	Office Equipments	423,961	-	-	423,961	294,195	20,138	-	314,333	129,766	109,628
2	Furniture & Fittings	102,350	-	-	102,350	38,874	6,479	-	45,353	63,476	56,997
3	Vehicles	-	10,555,000	-	10,555,000	-	527,779	-	527,779	-	10,027,221
	TOTAL	526,311	10,555,000	-	11,081,311	333,069	554,396	-	887,465	193,242	10,193,846
	PREVIOUS YEAR	526,311	-	-	526,311	306,452	26,617	-	333,069	219,859	193,242

PVV INFRA LIMITED

(Formerly known as THIRTHANKAR INFRA LIMITED)

CASHFLOW STATEMENT FOR THE YEAR ENDED 31st MARCH,2016

Particulars	Rs.in Lakhs	
	31.03.2016	31.03.2015
	Rs	Rs.
A. Cashflow from Operating Activities		
Profit before tax and extraordinary activities	37.85	68.21
Adjustments for : Depreciation	5.54	0.27
	43.39	68.48
Operating Profit before working capital changes		
Add: Adjustments for trade receivables & other Assets	1,164.67	2,547.79
current liabilities & Provisions	(1,198.90)	(2,620.43)
Income Tax Paid	(8.93)	(21.07)
Cash generated from operations	(43.16)	(93.71)
Cashflow before extraordinary items	(43.16)	(93.71)
Cash Generated in Operating Activities	0.23	(25.23)
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	0.23	(25.23)
Opening cash and cash equivalents	2.01	27.24
Closing cash and cash equivalents	2.24	2.01
<p>As per our Report of even date For and on behalf of the board</p> <p>for Hanumaiah & Co,</p> <p>Chartered Accountants.</p> <p>(Firm Reg No: 008194S)</p>		
<p>Sd/- Partner M.No. 201719 Place : Chennai Date : 30-05-2016</p>	<p>Sd/- Director</p>	<p>Sd/- Director</p>

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:

	2015-16	2014-15
Audit fee		
Statutory Fee Income	15,000	15,000
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

iii Other Indian Subsidiaries : Nil

iii. Key Management Personnel : Director

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

ii. Key Management Personnel

Remuneration paid NIL NIL

14. Earnings per Share:

	2015-2016 Rs.	2014-2015 Rs.
Net Profit after tax	3572440	4713093
Weighted average number of Equity shares outstanding	5000301	5000301
Basic Earnings per Share Diluted	0.71	0.94
Earnings per Share	0.71	0.94
Face value of each Equity Share	10.00	10.00

15. There are no amounts due to small-scale industrial undertakings, to whom the company owes a sum which is outstanding for more than 30 days and hence the details in respect of outstanding dues to small-scale industrial undertakings are not furnished, as required as per the notification No.GSR 129(E) dated 22nd February 1999.

16. Previous year's figures have been reclassified/ regrouped wherever necessary to conform to the current years' classification.

As per report of even date attached

For PVV INFRA LIMITED

For HANUMAIAH & CO, CHARTERED
ACCOUNTANTS

(Firm Reg No: 009021S)

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

Sd/-
Director

Sd/-
Director

Place: Chennai

Date: 30th May, 2016

Form No. MGT-11

Proxy form

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

CIN: L70102TN1995PLC068528
 Name of the company: PVV INFRA LIMITED
 Registered office: NO.5 DAMODARAN STREET, NEAR UMA COMPLEX AND SCHOOL KELLYS, KILPAUK P.O. CHENNAI - 600010

Name of the member(s): Registered Address: E-mail Id: 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

3. Name :
 Address:
 E-mail Id:
 Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21ST Annual General Meeting of the Company, to be held on Friday, 30th day of September, 2016 at 10.30 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:

Resolution No.

1. Approval of financial statements for the year ended 31.03.2016.
2. Appointment of Mr. Chanikya Belaam as Director who retires by rotation.
3. Appointment of statutory auditors and fixation of their remuneration.
4. Appointment of Mr. K. S. Rao as Director of the company.
5. Appointment of Mr. Sumant Pinnamaneni as director of the company.
6. To shifting of Registered office of the company from the state of Tamilnadu to The State of Maharashtra.

Signed this day of..... 2016

Signature of shareholder

Signature of Proxy holder(s)



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

PVV INFRA LIMITED
(Formerly known as THIRTHANKAR INFRA LIMITED)
No.5 Damodaran Street,
Near Uma Complex And School Kellys,
Kilpauk P.O Chennai - 600010

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence for the 21st Annual General Meeting of the members to be held on Friday, 30th day of September, 2016 at 10.30 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.

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**COURIER
ANNUAL REPORT**

IF UNDELIVERED PLEASE RETURN TO US:

PVV INFRA LIMITED

(Formerly known as THIRTHANKAR INFRA LIMITED)

No: 5, Damodaran Street

Near Uma Complex and School Kellys

Kilpauk P.O. Chennai, Tamil Nadu - 600610