

PVV INFRA LIMITED

CIN No. L70102AP1995PLC111705



Date: May 21, 2026

To,

**Listing Compliance Department
BSE Limited**
PJ Towers, Dalal Street,
Mumbai – 400001

**Scrip Code: PVVINFRA | 536659
ISIN: INE428B01021**

Sub: Notice of the Extraordinary General Meeting of PVV Infra Limited

Dear Sir / Madam,

Further to the outcome of the meeting of the Board of Directors of the Company held on May 14, 2026, please find enclosed herewith a copy of the Notice of the Extraordinary General Meeting (“EGM”) of PVV Infra Limited dated May 21, 2026, to be held on Saturday, June 13, 2026, through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to seek approval of the shareholders for the matters set out therein.

In compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), this Notice is being sent only through electronic mode to those shareholders whose e-mail addresses are registered with the Company / Depositories and whose names are recorded in the Register of Members / List of Beneficial Owners as on Friday, May 15, 2026 (the “Cut-off Date” for dispatch of EGM Notice).

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) for the purpose of providing e-voting facility to all its shareholders. The remote e-voting will commence on Wednesday, June 10, 2026 (9:00 A.M. IST) and shall end on Friday, June 12, 2026 (5:00 P.M. IST). The results of the Extraordinary General Meeting will be announced on or before Saturday, June 13, 2026. In accordance with the provisions of the MCA Circulars, the Company has made arrangements for shareholders to register their e-mail addresses. Those shareholders who have not yet registered their e-mail addresses are requested to do so by following the procedure set out in the Notes to the EGM Notice.

The above information will also be made available on the website of the Company at www.pvvinfra.com

This is for the information and records of the Exchange.

Thanking you,

Yours faithfully,

For PVV Infra Limited



A handwritten signature in blue ink that reads 'Akhilesh Kumar'.

Akhilesh Kumar
Company Secretary & Compliance Officer

Place: Vijayawada

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting (“EGM”) of the Members of **PVV Infra Limited** (CIN: L70102AP1995PLC111705) (hereinafter referred to as the “Company”) will be held on **Saturday, June 13, 2026** at 11:00 A.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) pursuant to the applicable provisions of the Companies Act, 2013 (the “Act”), the Companies (Management and Administration) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the MCA Circulars, to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF CLAUSE V OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and 64 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the applicable provisions of the Memorandum of Association and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from Rs. 120,00,00,000/- (Rupees One Hundred and Twenty Crore only) divided into 24,00,00,000 (Twenty-Four Crore) Equity Shares of Rs. 5/- (Rupees Five only) each to Rs. 170,00,00,000/- (Rupees One Hundred and Seventy Crore only) divided into 34,00,00,000 (Thirty-Four Crore) Equity Shares of Rs. 5/- (Rupees Five only) each, ranking pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the above increase in the Authorised Share Capital of the Company, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted with the following new Clause V:

“Clause V: The Authorised Share Capital of the Company shall be Rs. 1,70,00,00,000/- (Rupees One Hundred and Seventy Crore only) divided into 34,00,00,000 (Thirty-Four Crore) Equity Shares of Rs. 5/- (Rupees Five only) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company and / or the Company Secretary be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or desirable, including filing of requisite forms and documents with the Registrar of Companies, Andhra Pradesh, and to take all such steps as may be required for the implementation of this Resolution.”

SPECIAL BUSINESS:

ITEM NO. 2: ISSUANCE OF UP TO 6,65,00,000 (SIX CRORE SIXTY-FIVE LAKH) CONVERTIBLE EQUITY SHARE WARRANTS ON A PREFERENTIAL BASIS, FOR CASH

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 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to receipt of the In-Principle Approval from BSE Limited under the SEBI ICDR Regulations and such other approvals, consents, permissions and / or sanctions as may be necessary from any other appropriate authorities, institutions

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or bodies, and subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting such approvals, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee thereof constituted / to be constituted by the Board to exercise its powers), to create, offer, issue and allot, **for cash**, up to **6,65,00,000 (Six Crore Sixty-Five Lakh) Convertible Equity Share Warrants (“Warrants”)** of face value of Rs. 5/- (Rupees Five only) each, at an issue price of Rs. 7.50/- (Rupees Seven and Fifty Paise only) per Warrant (including a premium of Rs. 2.50/- (Rupees Two and Fifty Paise only) per Warrant), aggregating up to Rs. 49,87,50,000/- (Rupees Forty-Nine Crore Eighty-Seven Lakh Fifty Thousand only), on a preferential basis, to the proposed allottees as set out below, on the following terms and conditions:

Sr. No.	Name of Proposed Allottee	Category	No. of Convertible Equity Share Warrants
1	Pinnamaneni Estates Private Limited	Promoter	1,38,65,250
2	Krishna Karthik Pothur	Non-Promoter	19,95,000
3	Codemoaic Systems Private Limited	Non-Promoter	30,00,000
4	Frostbond Private Limited	Non-Promoter	25,00,000
5	Eastern Pocket Software Private Limited	Non-Promoter	32,00,000
6	Flamingo Information Private Limited	Non-Promoter	28,00,000
7	Great Origin Tech Pvt. Ltd.	Non-Promoter	29,00,000
8	Hazelhood Solutions Pvt. Ltd.	Non-Promoter	28,00,000
9	Rosepetal IT Solutions Private Limited	Non-Promoter	21,00,000
10	Ezemode Consultancy Private Limited	Non-Promoter	25,00,000
11	Adhigam Software Private Limited	Non-Promoter	26,00,000
12	Metozza Innovate Private Limited	Non-Promoter	22,00,000
13	Secpl Engineering Construction Pvt. Ltd.	Non-Promoter	26,00,000
14	Chausa Technologies Pvt. Ltd.	Non-Promoter	28,00,000
15	Mani Software Technologies Pvt. Ltd.	Non-Promoter	31,00,000
16	Winslet Tech Private Limited	Non-Promoter	24,00,000
17	Satveer Trading Private Limited	Non-Promoter	27,00,000
18	Jivika Clothing Private Limited	Non-Promoter	24,09,750
19	Constructpeak Builders Private Limited	Non-Promoter	32,00,000
20	Ganga Ghanathe	Non-Promoter	2,50,000
21	Sneha Ghanathe	Non-Promoter	2,80,000
22	Sonal Ghanathe	Non-Promoter	2,40,000

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23	Sunil Ghanathe	Non-Promoter	3,00,000
24	Sidharth Rahul Nandagiri	Non-Promoter	2,60,000
25	Arruttlas Supplies Private Limited	Non-Promoter	32,00,000
26	Boppudi Sehsagiri Rao	Non-Promoter	2,00,000
27	Manvi Gupta	Non-Promoter	50,000
28	Sarvesh Kumar	Non-Promoter	50,000
	Total		6,65,00,000

on the following terms and conditions:

- The Relevant Date for determination of the floor price / issue price, in accordance with **Regulation 161(1)(b)** of the SEBI ICDR Regulations, is **May 14, 2026**, being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting;
- Each Warrant shall entitle the holder to apply for and be allotted one (1) Equity Share of face value of Rs. 5/- (Rupees Five only) each upon payment of the balance amount, within a period of 18 (Eighteen) months from the date of allotment of the Warrants;
- At least 25% of the issue price (i.e., Rs. 1.88/- per Warrant) shall be payable at the time of allotment of the Warrants, and the balance 75% (i.e., Rs. 5.63/- per Warrant) shall be payable at the time of exercise / conversion of the Warrants into Equity Shares;
- Warrants not exercised / converted within 18 (Eighteen) months from the date of allotment shall lapse and the 25% amount paid thereon shall stand forfeited in favour of the Company;
- The Equity Shares allotted upon exercise / conversion of the Warrants shall rank pari passu in all respects with the existing fully paid-up Equity Shares of the Company, including as to dividend and voting rights, from the date of allotment thereof;
- The Warrants and the Equity Shares to be allotted upon exercise thereof shall be subject to lock-in requirements as specified under Chapter V of the SEBI ICDR Regulations — Promoter allottees (up to 20% of post-issue paid-up capital): 18 months from the date of trading approval; Promoter allottees (excess over 20% of post-issue capital): 6 months; Non-Promoter allottees: 6 months from the date of trading approval, pursuant to Regulations 167(1) and 167(2) of the SEBI ICDR Regulations;
- The entire pre-preferential allotment shareholding of the proposed allottees in the Company, if any, shall be locked-in from the Relevant Date (i.e., May 14, 2026) up to a period of 90 (ninety) trading days from the date of allotment of the Convertible Equity Share Warrants, pursuant to the proviso to Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- The Warrants and the Equity Shares to be allotted upon exercise thereof shall be issued and allotted in dematerialised form only, within a period of 15 (fifteen) days from the later of: (i) the date of passing of this Special Resolution; or (ii) receipt of the In-Principle Approval from BSE Limited under Regulation 160(6) of the SEBI ICDR Regulations, whichever is later;
- The Warrants and Equity Shares to be allotted shall be listed on BSE Limited, subject to receipt of all necessary regulatory permissions and listing / trading approval;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to accept any modification(s) in the terms of the issue of the Warrants, subject to the applicable provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things, including but not limited to filing of necessary forms and documents with the Registrar of Companies, Andhra Pradesh, BSE Limited, the Securities and Exchange Board of India, and any other statutory or regulatory authority; executing all necessary agreements, contracts and documents; issuing clarifications; resolving any difficulties or doubts that may arise in connection with the offer, issue, allotment and listing of the Warrants and the Equity Shares arising on

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exercise thereof; and taking all such steps as may be necessary, proper or expedient to give effect to this Resolution, as it may in its absolute discretion deem fit.”

ITEM NO. 3: APPOINTMENT OF MRS. DEEPIKA SHARMA (DIN: 08390184) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Regulation 16(1)(b) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Deepika Sharma (DIN: 08390184), who was appointed as an Additional Director (in the capacity of Independent Director) of the Company with effect from May 14, 2026 and who holds office up to the date of this Extraordinary General Meeting under Section 161 of the Act, and in respect of whom the Company has received a Notice in writing under Section 160 of the Act proposing her candidature for the office of Director, and who has submitted a Declaration confirming that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations, and who is eligible for appointment, be and is hereby appointed as an **Independent Director** of the Company, not liable to retire by rotation, to hold office for a term of **five (5) consecutive years** commencing from May 14, 2026 up to May 13, 2031 (both days inclusive), subject to the approval of the shareholders of the Company.

RESOLVED FURTHER THAT the Board of Directors and / or the Company Secretary be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution, including filing of requisite forms with the Registrar of Companies, Andhra Pradesh, and such other authorities as may be required.”

Date: 21-05-2026

Place: Vijayawada

By Order of the Board of Directors

For PVV Infra Limited

Sd/-

Akhilesh Kumar

Company Secretary & Compliance Officer

NOTES:

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts and the reasons thereto, is annexed hereto.
- This EGM Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose e-mail addresses are registered with the Company / Depository Participant(s), as on **Friday, May 15, 2026** (“Cut-off Date” for dispatch of EGM Notice). The Cut-off Date for determining shareholders eligible to vote at the EGM is **Friday, June 5, 2026**. A person who is not a Member as on the Cut-off Date should treat this EGM Notice for informational purposes only. In compliance with Regulation 44 of the SEBI LODR Regulations and pursuant to the provisions of Sections 108 and 100 of the Companies Act, 2013 read with the rules framed thereunder and the MCA Circulars, Members may vote by way of remote e-voting or at the meeting through e-voting / poll. The communication of assent or dissent of the Members shall take place through the e-voting system.
- All documents required to be kept open for inspection, if any, shall be open for inspection at the Registered Office of the Company between 2:00 P.M. and 5:00 P.M. on all working days (except Saturdays, Sundays and Public Holidays) from the date of dispatch of this EGM Notice up to the date of the EGM. Such documents shall also be made available on the Company’s website at www.pvvinfra.com to facilitate online inspection.
- The Scrutinizer will submit his report to the Chairman or any other person authorised by the Chairman after the completion of scrutiny of the remote e-voting and the poll at the EGM, and the result of the e-voting / poll at the EGM will be announced not later than 48 (forty-eight) hours from the conclusion of the EGM. The results will also be displayed on the Company’s website at www.pvvinfra.com, on the website of CDSL at www.evotingindia.com, and communicated to BSE Limited.
- A copy of this EGM Notice, Explanatory Statement and remote e-voting instructions are available on the Company’s website at www.pvvinfra.com, on the CDSL website at www.evotingindia.com, and also on the website of BSE Limited at www.bseindia.com.
- Shareholders who have not yet registered their e-mail addresses are requested to do so at the earliest, as under:
 - Shareholders holding shares in electronic / demat mode can get their e-mail address registered by contacting their respective Depository Participant where they maintain their demat accounts.
 - Shareholders holding shares in physical mode or who have not registered / updated their e-mail address with the Company are requested to register their e-mail address with the Company’s Registrar and Share Transfer Agent, Aarthi Consultants Private Limited, by sending a request by e-mail to aarthiconsultants@gmail.com.
- Shareholders are requested to support the Green Initiative of the Company and get their e-mail addresses registered to enable the Company to send documents such as notices, annual reports and other communications in electronic form. Those shareholders who have already registered their e-mail addresses are requested to keep their e-mail addresses updated with their Depository Participants / Aarthi Consultants Private Limited to enable servicing of notices, annual reports and other documents electronically.
- Please note that as a valued shareholder of the Company, you are always entitled to request and receive all such communications in physical form, free of cost. Further, the documents served through e-mail are available on the Company’s website at www.pvvinfra.com and are also available for inspection at the Registered Office of the Company during specified business hours.
- In compliance with Regulation 44 of the SEBI LODR Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the relevant MCA Circulars, the Company is providing the facility of remote e-voting to enable its Members to cast their votes electronically in respect of the resolutions set out in this EGM Notice. The remote e-voting period commences on **Wednesday, June 10, 2026 (9:00 A.M. IST)** and shall end on **Friday, June 12, 2026 (5:00 P.M. IST)**. The remote e-voting module shall be disabled by CDSL upon expiry of the aforesaid period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.
- The voting rights of the Members shall be in proportion to their shareholding in the total issued and paid-up equity share capital of the Company as on the Cut-off Date, i.e., **Friday, June 5, 2026**.
- Members holding shares either in physical form or in dematerialised form, as on the Cut-off Date, i.e., **Friday, June 5, 2026** (including those Members who may not receive this EGM Notice due to non-registration of their e-mail address with the RTA or the Depository Participants) may cast their votes electronically in respect of the resolutions set out in this EGM Notice only through the remote e-voting facility.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the Extraordinary General Meeting. For this purpose, the Company has entered into an agreement with **Central Depository Services (India) Limited (“CDSL”)** for facilitating voting through electronic means as the authorised e-Voting agency. The facility of casting votes by a Member using remote e-voting will be provided by CDSL.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice of the EGM has been uploaded on the website of the Company at www.pvvinfra.com. The Notice can also be accessed from the website of BSE Limited at www.bseindia.com and on the website of CDSL (the agency for providing the remote e-voting facility) at www.evotingindia.com.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- The remote e-voting period begins on **Wednesday, June 10, 2026 (9:00 A.M. IST)** and shall end on **Friday, June 12, 2026 (5:00 P.M. IST)**. During this period, shareholders of the Company holding shares either in physical form or in dematerialised form, as on the Cut-off Date i.e. **Friday, June 5, 2026**, may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the date of the EGM would not be entitled to vote at the meeting.
- CS Vinay Babu Gade (Membership No.: 20592; Certificate of Practice No.: 20707), Practising Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting at the EGM in a fair and transparent manner.
- Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to all shareholders in respect of all shareholders’ resolutions. In order to increase the efficiency of the voting process, e-voting has been enabled to all demat account holders through their demat accounts / websites of Depositories / Depository Participants, enabling seamless authentication and enhancing ease and convenience of participating in the remote e-voting process.

STEP 1: Access through Depositories — CDSL e-Voting System (Individual Shareholders holding shares in Demat mode)

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail address in their demat accounts in order to access the remote e-Voting facility.

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility can login through their existing user ID and password. Option will be made available to reach the e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on the Login icon and select New System Myeasi. After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where e-voting is in progress. On clicking the e-voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting votes during the remote e-Voting period.2. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration3. Alternatively, the user can directly access the e-Voting page by providing the Demat Account Number and PAN from the e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on the registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option.

Individual Shareholders holding securities in Demat mode with NSDL Depository	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL at https://eservices.nsdl.com. Click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be redirected to the e-Voting service provider website for casting your vote.</p> <p>2. If not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com — select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Alternatively, visit the e-Voting website of NSDL at https://www.evoting.nsdl.com/. Click on the icon “Login” under ‘Shareholder / Member’ section. Enter your User ID (16-digit demat account number held with NSDL), Password / OTP and Verification Code. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting option.</p>
Individual Shareholders holding securities in Demat mode — login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. After successful login, you will be able to see the e-Voting option. Once you click on the e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to the e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important Note: Members who are unable to retrieve User ID / Password are advised to use the Forget User ID and Forget Password option available at the abovementioned websites.

Helpdesk for Individual Shareholders holding securities in Demat mode:

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login may contact CDSL Helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll Free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login may contact NSDL Helpdesk by sending a request at evoting@nsdl.co.in or call at Toll Free Nos.: 1800 1020 990 and 1800 22 44 30.

STEP 2: Access through CDSL e-Voting System (Shareholders holding shares in Physical mode and Non-Individual Shareholders holding shares in Demat mode)

- The shareholders should log on to the e-voting website at www.evotingindia.com.
- Click on “Shareholders” module.
- Now enter your User ID:
 - For CDSL: 16-digit Beneficiary ID;
 - For NSDL: 8-character DP ID followed by 8-digit Client ID;
 - Shareholders holding shares in Physical Form should enter the Folio Number registered with the Company.
- Next enter the Image Verification Code as displayed and click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first-time user, follow the steps given below:

	For Physical shareholders and Non-Individual shareholders holding shares in Demat mode
PAN	Enter your 10-digit alpha-numeric PAN issued by the Income Tax Department (applicable for both demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by the Company / RTA or contact the Company / RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both details are not recorded with the depository or company, please enter the Member ID / Folio Number in the Dividend Bank details field.

- After entering these details appropriately, click on the “SUBMIT” tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach the ‘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 to take utmost care to keep your password confidential.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for PVV Infra Limited on which you choose to vote.
- 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.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 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.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on the “Click here to print” option on the Voting page.
- If a demat account holder has forgotten the login password, please enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

Additional Facility for Non-Individual Shareholders and Custodians (For Remote Voting only):

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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.
- The list of accounts linked in the login will be mapped automatically and can be de-linked in case of any wrong mapping.
- It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- Alternatively, non-individual shareholders are required to send the relevant Board Resolution / Authority letter etc., together with attested specimen signature of the duly authorised signatory(ies), to the Scrutinizer and to the Company at the email address info@pvvinfra.com, if they have voted from the individual tab and not uploaded the same in the CDSL e-voting system for the Scrutinizer to verify the same.

PROCESS FOR SHAREHOLDERS WHOSE E-MAIL / MOBILE NUMBER IS NOT REGISTERED WITH THE COMPANY / DEPOSITORIES:

- For Physical shareholders: Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), and Aadhaar (self-attested scanned copy of Aadhaar card) by e-mail to the Company / RTA e-mail id.

- For Demat shareholders: Please update your e-mail address and mobile number with your respective Depository Participant (DP).
- For Individual Demat shareholders: Please update your e-mail address and mobile number with your respective Depository Participant (DP), which is mandatory while e-Voting and joining virtual meetings through the Depository.

If you have any queries or issues regarding remote e-Voting from the CDSL e-Voting System, you can write an email to **helpdesk.evoting@cdslindia.com** or contact at Toll Free No. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an e-mail to **helpdesk.evoting@cdslindia.com** or call at Toll Free No. 1800 22 55 33.

Date: 21-05-2026

Place: Vijayawada

By Order of the Board of Directors

For PVV Infra Limited

Sd/-

Akhilesh Kumar

Company Secretary & Compliance Officer

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 and Regulation 163 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018)

ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF CLAUSE V OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The present Authorised Share Capital of the Company is Rs. 120,00,00,000/- (Rupees One Hundred and Twenty Crore only) divided into 24,00,00,000 (Twenty-Four Crore) Equity Shares of Rs. 5/- (Rupees Five only) each.

In order to facilitate the proposed preferential issue of Convertible Equity Share Warrants and the consequent allotment of Equity Shares upon exercise and conversion thereof, and to accommodate the future business requirements of the Company, the Board of Directors of the Company, at its meeting held on May 14, 2026, has proposed to increase the Authorised Share Capital from Rs. 120,00,00,000/- to Rs. 170,00,00,000/- (Rupees One Hundred and Seventy Crore only) divided into 34,00,00,000 (Thirty-Four Crore) Equity Shares of Rs. 5/- each, necessitating a consequent alteration of Clause V of the Memorandum of Association of the Company.

The existing Clause V of the Memorandum of Association reads as under:

“Clause V: The Authorised Share Capital of the Company is Rs. 1,20,00,00,000/- (Rupees One Hundred and Twenty Crore only) divided into 24,00,00,000 (Twenty-Four Crore) Equity Shares of Rs. 5/- (Rupees Five only) each.”

Upon approval of the Members, the existing Clause V shall be substituted with the following new Clause V:

“Clause V: The Authorised Share Capital of the Company shall be Rs. 1,70,00,00,000/- (Rupees One Hundred and Seventy Crore only) divided into 34,00,00,000 (Thirty-Four Crore) Equity Shares of Rs. 5/- (Rupees Five only) each.”

As per the provisions of Sections 13 and 61 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Incorporation) Rules, 2014, the approval of the shareholders by way of an Ordinary Resolution is required for the alteration of the Capital Clause of the Memorandum of Association consequent upon the increase in Authorised Share Capital. The Company shall also file Form **SH-7** with the Registrar of Companies, Andhra Pradesh, within 30 days of the passing of the Ordinary Resolution, pursuant to Section 64 of the Companies Act, 2013.

A copy of the Memorandum of Association of the Company showing the proposed changes will be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the EGM.

Accordingly, the Board of Directors recommends the Ordinary Resolution set out at Item No. 1, seeking the approval of the Members for increasing the Authorised Share Capital of the Company and consequential alteration of Clause V of the Memorandum of Association.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the said Resolution, except to the extent of their respective shareholding in the Company, if any.

ITEM NO. 2: ISSUANCE OF UP TO 6,65,00,000 (SIX CRORE SIXTY-FIVE LAKH) CONVERTIBLE EQUITY SHARE WARRANTS ON A PREFERENTIAL BASIS, FOR CASH

The Board of Directors of PVV Infra Limited (“**the Company**”), at its meeting held on Thursday, May 14, 2026, inter alia, considered and approved the issuance of up to 6,65,00,000 (Six Crore Sixty-Five Lakh) Convertible Equity Share Warrants of face value of Rs. 5/- (Rupees Five only) each, at an issue price of Rs. 7.50/- (Rupees Seven and Fifty Paise only) per Convertible Equity Share Warrant, including a premium of Rs. 2.50/- (Rupees Two and Fifty Paise only) per Warrant, aggregating up to Rs. 49,87,50,000/- (Rupees Forty-Nine Crore Eighty-Seven Lakh Fifty Thousand only), for cash, on a preferential basis, to the Proposed Allottees as set out herein below, subject to the approval of the Members of the Company by way of Special Resolution through an Extraordinary General Meeting (EGM) and subject to receipt of the In-Principle Approval from BSE Limited under SEBI ICDR Regulations and such other statutory and regulatory approvals as may be required.

The proposed Preferential Issue is in terms of the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), Sections 42 and 62(1)(c)

of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.

The information as required under the SEBI ICDR Regulations and as per the provisions of the Companies Act, 2013 read with the applicable rules made thereunder is set out herein below:

(a) Objects of the Preferential Issue

The Company proposes to raise funds through issuance of Convertible Equity Share Warrants on a preferential basis, for cash. The proceeds raised shall be utilised for the ongoing and future expansion and development projects of the Company, including NHA1 Wayside Amenities (WSA) infrastructure projects, modernisation of existing operations, long-term business investments, and General Corporate Purposes including Working Capital requirements of the Company.

(b) Maximum Number of Securities to be Issued

The Board of Directors in its meeting held on May 14, 2026 approved the issuance and accordingly proposes to issue and allot in aggregate up to 6,65,00,000 (Six Crore Sixty-Five Lakh) Convertible Equity Share Warrants of face value of Rs. 5/- (Rupees Five only) each, at an issue price of Rs. 7.50/- (Rupees Seven and Fifty Paise only) per Warrant, including a premium of Rs. 2.50/- (Rupees Two and Fifty Paise only) per Warrant, on a preferential basis, for cash. Each Warrant shall entitle the holder to apply for and be allotted one (1) Equity Share of face value Rs. 5/- each upon payment of the balance 75% of the Warrant price, within a period of 18 (Eighteen) months from the date of allotment of the Warrants.

(c) Amount which the Company Intends to Raise

Rs. 49,87,50,000/- (Rupees Forty-Nine Crore Eighty-Seven Lakh Fifty Thousand only), aggregating from issuance of up to 6,65,00,000 Convertible Equity Share Warrants at Rs. 7.50/- per Warrant for cash, including an upfront payment of 25% of the Warrant price (i.e., Rs. 1.875/- per Warrant) at the time of allotment, with the balance 75% (i.e., Rs. 5.625/- per Warrant) payable at the time of exercise / conversion of the Warrants into Equity Shares within 18 (Eighteen) months from the date of allotment.

(d) Intention of Promoters / Directors / Key Managerial Personnel to Subscribe

Pinnamaneni Estates Private Limited, a Promoter entity of the Company, intends to subscribe to 1,38,65,250 (One Crore Thirty-Eight Lakh Sixty-Five Thousand Two Hundred and Fifty) Convertible Equity Share Warrants in the proposed preferential issue. Save as aforesaid, no other Promoter, Director, or Key Managerial Personnel of the Company or their relatives intend to subscribe to this offer.

(e) Proposed Allottees and Pre / Post Preferential Issue Shareholding

The Board of Directors, at its meeting held on May 14, 2026, approved the issue of Convertible Equity Share Warrants and proposes to allot the same to the following Proposed Allottees on a preferential basis. The Pre and Post Preferential Issue Shareholding pattern of the Proposed Allottees (on a fully diluted basis, assuming full exercise and conversion of all 6,65,00,000 Warrants into Equity Shares) is set out below.

Note: Pre-issue shareholding has been computed on a fully diluted basis, assuming full payment of call money on all 9,86,64,284 partly paid-up equity shares allotted pursuant to the Rights Issue on February 23, 2026. Pre-issue fully diluted capital = 21,37,72,616 equity shares. Post-issue fully diluted capital (upon full conversion of all Warrants) = 28,02,72,616 equity shares.

Sr. No.	Name of Proposed Allottee	Category	No. of Warrants Proposed to be Allotted	Pre-Issue Equity Shares (Fully Diluted)	Pre-Issue %	Post-Issue Equity Shares (Fully Diluted, upon full conversion)	Post-Issue %
1	Pinnamaneni Estates Private Limited	Promoter	1,38,65,250	4,45,71,428	20.85%	5,84,36,678	20.85%
2	Krishna Karthik Pothur	Non-Promoter	19,95,000	13,15,000	0.62%	33,10,000	1.18%
3	Codemoaic Systems Private Limited	Non-Promoter	30,00,000	0	0.00%	30,00,000	1.07%

4	Frostbond Private Limited	Non-Promoter	25,00,000	0	0.00%	25,00,000	0.89%
5	Eastern Pocket Software Private Limited	Non-Promoter	32,00,000	0	0.00%	32,00,000	1.14%
6	Flamingo Information Private Limited	Non-Promoter	28,00,000	0	0.00%	28,00,000	1.00%
7	Great Origin Tech Pvt. Ltd.	Non-Promoter	29,00,000	0	0.00%	29,00,000	1.03%
8	Hazelhood Solutions Pvt. Ltd.	Non-Promoter	28,00,000	0	0.00%	28,00,000	1.00%
9	Rosepetal IT Solutions Private Limited	Non-Promoter	21,00,000	0	0.00%	21,00,000	0.75%
10	Ezemode Consultancy Private Limited	Non-Promoter	25,00,000	0	0.00%	25,00,000	0.89%
11	Adhigam Software Private Limited	Non-Promoter	26,00,000	0	0.00%	26,00,000	0.93%
12	Metozza Innovate Private Limited	Non-Promoter	22,00,000	0	0.00%	22,00,000	0.78%
13	Secpl Engineering Construction Pvt. Ltd.	Non-Promoter	26,00,000	0	0.00%	26,00,000	0.93%
14	Chausa Technologies Pvt. Ltd.	Non-Promoter	28,00,000	0	0.00%	28,00,000	1.00%
15	Mani Software Technologies Pvt. Ltd.	Non-Promoter	31,00,000	0	0.00%	31,00,000	1.11%
16	Winslet Tech Private Limited	Non-Promoter	24,00,000	0	0.00%	24,00,000	0.86%
17	Satveer Trading Private Limited	Non-Promoter	27,00,000	0	0.00%	27,00,000	0.96%
18	Jivika Clothing Private Limited	Non-Promoter	24,09,750	0	0.00%	24,09,750	0.86%
19	Constructpeak Builders Private Limited	Non-Promoter	32,00,000	0	0.00%	32,00,000	1.14%
20	Ganga Ghanathe	Non-Promoter	2,50,000	0	0.00%	2,50,000	0.09%
21	Sneha Ghanathe	Non-Promoter	2,80,000	0	0.00%	2,80,000	0.10%
22	Sonal Ghanathe	Non-Promoter	2,40,000	0	0.00%	2,40,000	0.09%
23	Sunil Ghanathe	Non-Promoter	3,00,000	0	0.00%	3,00,000	0.11%
24	Sidharth Rahul Nandagiri	Non-Promoter	2,60,000	0	0.00%	2,60,000	0.09%

25	Arruttlas Supplies Private Limited	Non-Promoter	32,00,000	0	0.00%	32,00,000	1.14%
26	Boppudi Sehsagiri Rao	Non-Promoter	2,00,000	0	0.00%	2,00,000	0.07%
27	Manvi Gupta	Non-Promoter	50,000	0	0.00%	50,000	0.02%
28	Sarvesh Kumar	Non-Promoter	50,000	0	0.00%	50,000	0.02%
	Total		6,65,00,000			11,23,86,428	40.10%

(f) Pricing of the Preferential Issue

The Board of Directors has fixed the issue price of Rs. 7.50/- (Rupees Seven and Fifty Paise only) per Convertible Equity Share Warrant, which represents the face value of Rs. 5/- per Equity Share plus a premium of Rs. 2.50/- (Rupees Two and Fifty Paise only) per Warrant.

(g) Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for this Preferential Allotment of Convertible Equity Share Warrants is **May 14, 2026**, being the date **30 (thirty) days prior to the date of the Extraordinary General Meeting** i.e., June 13, 2026, in accordance with Regulation 161(1)(b) of the SEBI ICDR Regulations.

(h) Basis on which the Price has been Arrived at

The Equity Shares of the Company are frequently traded within the meaning of Regulation 164(5) of the SEBI ICDR Regulations. Accordingly, the floor price for the preferential issue has been determined in accordance with Regulation 164(1) of the SEBI ICDR Regulations, as the higher of:

- 90 (ninety) trading days' volume weighted average price of the equity shares of the Company quoted on BSE Limited preceding the Relevant Date (i.e., May 14, 2026): Rs. 4.62/- per equity share; or
- 10 (ten) trading days' volume weighted average price of the equity shares of the Company quoted on BSE Limited preceding the Relevant Date (i.e., May 14, 2026): Rs. 4.14/- per equity share.

The floor price so determined under Regulation 164(1) is Rs. 4.62/- per equity share (being the higher of the two).

Further, since the Company has made a Rights Issue of equity shares (allotment of 9,86,64,284 partly paid-up equity shares on February 23, 2026), the floor price determined above is subject to appropriate adjustments in terms of Regulation 166(1)(c) of the SEBI ICDR Regulations. Accordingly, the Company has obtained a Valuation Report from A Someswara rao, an independent Registered Valuer (IBBI Registration No.: [IBBI/RV/02/2019/115441](#)), having office at Hyderabad, vide Valuation Report dated May 14, 2026, for the purpose of determining the adjusted floor price in accordance with Regulation 166 of the SEBI ICDR Regulations.

The Valuation Report has determined the adjusted floor price of the Equity Shares of the Company at Rs. 5.07/- per equity share.

Additionally, in terms of Regulation 166A(1) of the SEBI ICDR Regulations, a valuation report is required where the preferential issue may result in a change in control or allotment of more than 5% of the post-issue fully diluted share capital to an allottee or allottees acting in concert. In the present case, the proposed Preferential Issue shall not result in any change in control of the Company, and no single allottee is being allotted more than 5% of the post-issue fully diluted share capital (the highest individual allotment being 1,38,65,250 Warrants to Pinnamaneni Estates Private Limited, representing approximately 4.95% of the post-issue fully diluted capital of 28,02,72,616 shares). Accordingly, Regulation 166A is strictly not applicable. However, the Valuation Report obtained as aforesaid under Regulation 166 also serves the purpose of Regulation 166A out of abundant caution.

The issue price of Rs. 7.50/- per Convertible Equity Share Warrant is not less than the adjusted floor price of Rs. 5.07/- per equity share as determined in the Valuation Report. The Valuation Report is uploaded on the website of the Company at www.pvvinfra.com and shall be available for inspection by the Members during the e-voting period."

(i) Valuation Report

The Company has made a Rights Issue of equity shares, pursuant to which 9,86,64,284 partly paid-up equity shares were allotted on February 23, 2026. Since the said Rights Issue preceded the Relevant Date (i.e., May 14, 2026), the floor price determined under Regulation 164(1) of the SEBI ICDR Regulations is subject to appropriate adjustments in terms of **Regulation 166(1)(c)** of the SEBI ICDR Regulations.

Accordingly, the Company has obtained a Valuation Report from an independent Registered Valuer, the details whereof are as follows:

Sr. No.	Particulars	Details
1.	Name of the Registered Valuer	A Someswara Rao
2.	IBBI Registration No.	IBBI/RV/02/2019/11544
3.	Office Address	Flat no. 301, Wayside residency, Tirumala Hills Colony, Manikonda, Hyderabad-500089
4.	Date of Valuation Report	May 14, 2026
5.	Purpose of Valuation	Determination of adjusted floor price of the Equity Shares of PVV Infra Limited in accordance with Regulation 166(1)(c) of the SEBI ICDR Regulations, on account of the Rights Issue of equity shares made by the Company prior to the Relevant Date
6.	Regulation under which valuation is obtained	Regulation 166(1)(c) read with Regulation 164(1) of the SEBI ICDR Regulations
7.	Adjusted Floor Price determined	Rs. 5.07 /- per Equity Share
8.	Issue Price of Convertible Equity Share Warrants	Rs. 7.50/- per Convertible Equity Share Warrant
9.	Confirmation	The issue price of Rs. 7.50/- per Convertible Equity Share Warrant is not less than the adjusted floor price of Rs. 5.07/- per Equity Share as determined in the Valuation Report

Further, in terms of Regulation 166A(1) of the SEBI ICDR Regulations, a valuation report from an independent registered valuer is required where the preferential issue may result in a change in control of the issuer or in allotment of more than 5% of the post-issue fully diluted share capital to an allottee or allottees acting in concert. In the present case:

- The proposed Preferential Issue shall not result in any change in control of the Company — the existing Promoters shall continue to remain in control of the Company; and
- No single allottee is being allotted more than 5% of the post-issue fully diluted share capital of the Company — the highest individual allotment being 1,38,65,250 Warrants to Pinnamaneni Estates Private Limited, representing approximately 4.95% of the post-issue fully diluted capital of 28,02,72,616 equity shares.

Accordingly, Regulation 166A(1) is strictly not applicable to the present Preferential Issue. However, the Valuation Report obtained as aforesaid under Regulation 166(1)(c) also serves the purpose of Regulation 166A out of abundant caution.

The aforesaid Valuation Report has been uploaded on the website of the Company at www.pvvinfra.com and shall be available for inspection by the Members during the remote e-voting period.

(j) Class or Classes of Persons to Whom Allotment is Proposed

The allotment of Convertible Equity Share Warrants is proposed to be made to both Promoter and Non-Promoter (Public) investors as set out in the table of Proposed Allottees above. Of the total 6,65,00,000 Warrants, 1,38,65,250 Warrants (representing approximately 20.85% of the total Warrants) are proposed to be allotted to Pinnamaneni Estates Private

Limited (Promoter category), and the remaining 5,26,34,750 Warrants are proposed to be allotted to 27 Non-Promoter (Public) investors.

(k) Identity of Proposed Allottees and Ultimate Beneficial Owners

In terms of Regulation 163(1)(f) of the SEBI ICDR Regulations, the identity of the natural persons who are the ultimate beneficial owners of the Convertible Equity Share Warrants / Equity Shares proposed to be allotted and / or who ultimately control the proposed allottees is set out below. Individual allottees are themselves the ultimate beneficial owners. For non-individual allottees (body corporates, private limited companies), the details of the natural persons who ultimately control such allottees are as under:

Sr. No.	Name of Proposed Allottee	Category	Name of Ultimate Beneficial Owner(s)	No. of Warrants	Post-Issue %
1	Pinnamaneni Estates Private Limited	Promoter	1) SATYANARAYANA VEERAVENKATA PINNAMANENI 2) KUMARRAJU RUDRARAJU	1,38,65,250	20.85%
2	Codemoaic Systems Private Limited	Non-Promoter	1) RAVINDRA CHALU ADSOL 2) HEBBAGILUMANE NAGARAJ	30,00,000	1.07%
3	Frostbond Private Limited	Non-Promoter	1) RAVINDRA CHALU ADSOL 2) NIRANJAN BARIK	25,00,000	0.89%
4	Eastern Pocket Software Private Limited	Non-Promoter	1) LAXMAN SHANAPPA PAWAR 2) NIRANJAN BARIK	32,00,000	1.14%
5	Flamingo Information Private Limited	Non-Promoter	1) LAXMAN SHANAPPA PAWAR 2) SABBANA NAGAMANI	28,00,000	1.00%
6	Great Origin Tech Pvt. Ltd.	Non-Promoter	1) LAXMAN SHANAPPA PAWAR 2) HEBBAGILUMANE NAGARAJ	29,00,000	1.03%
7	Hazelhood Solutions Pvt. Ltd.	Non-Promoter	1. NIRANJAN BARIK 2) SABBANA NAGAMANI	28,00,000	1.00%
8	Rosepetal IT Solutions Private Limited	Non-Promoter	1) HEBBAGILUMANE NAGARAJ 2) NIRANJAN BARIK	21,00,000	0.75%
9	Ezemode Consultancy Private Limited	Non-Promoter	1) CHENNURI PAVAN 2) VENTEDDU RAMULU	25,00,000	0.89%
10	Adhigam Software Private Limited	Non-Promoter	1) VENTEDDU RAMULU 2) LAXMAN SHANAPPA PAWAR	26,00,000	0.93%
11	Metoza Innovate Private Limited	Non-Promoter	1) SUSHANTH MISHRA 2) CHENNURI PAVAN	22,00,000	0.78%
12	Secpl Engineering Construction Pvt. Ltd.	Non-Promoter	1) CHENNURI PAVAN 2) SUNIL KUMAR YADAV	26,00,000	0.93%

13	Chausa Technologies Pvt. Ltd.	Non-Promoter	1) TIRUMALA RAO KUNDERU 2) VENTEDDU RAMULU	28,00,000	1.00%
14	Mani Software Technologies Pvt. Ltd.	Non-Promoter	1) SUNIL KUMAR YADAV 2) SABBANA NAGAMANI	31,00,000	1.11%
15	Winslet Tech Private Limited	Non-Promoter	1. HARIDAS PRABHU 2. VENTEDDU RAMULU	24,00,000	0.86%
16	Satveer Trading Private Limited	Non-Promoter	1. SUSHANTH MISHRA 2. RAVINDER TERALA	27,00,000	0.96%
17	Jivika Clothing Private Limited	Non-Promoter	1. SUSHANTH MISHRA 2. HARIDAS PRABHU	24,09,750	0.86%
18	Constructpeak Builders Private Limited	Non-Promoter	1. SABBANA NAGAMAN 2. CHENNURI PAVAN	32,00,000	1.14%
19	Arruttlas Supplies Private Limited	Non-Promoter	1) RAVINDRA CHALU ADSOL 2) NIRANJAN BARIK	32,00,000	1.14%

(l) Proposed Time within which Allotment Shall be Completed

As required under Chapter V of the SEBI ICDR Regulations, the Company shall complete the allotment of Convertible Equity Share Warrants on or before the expiry of **15 (fifteen) days** from the later of: (i) the date of passing of the Special Resolution by the Members granting consent for the Preferential Issue; or (ii) receipt of the In-Principle Approval from BSE Limited under **Regulation 160(6)** of the SEBI ICDR Regulations, whichever is later.

(m) Terms of Issue

The Equity Shares to be allotted upon exercise and conversion of the Warrants shall rank pari passu with the existing equity shares of the Company in all respects, including as to dividend and voting rights, from the date of allotment thereof. Each Warrant holder shall be required to pay 25% of the Warrant price (i.e., Rs. 1.88/- per Warrant) at the time of allotment, with the balance 75% (i.e., Rs. 5.63/- per Warrant) payable upon exercise of conversion rights within 18 (Eighteen) months from the date of allotment. Warrants not exercised within 18 months from the date of allotment shall lapse and the 25% amount paid shall be forfeited in favour of the Company.

(n) Lock-in Period

The Convertible Equity Share Warrants issued and the Equity Shares allotted upon exercise and conversion thereof shall be subject to lock-in as provided under the provisions of Chapter V of the SEBI ICDR Regulations, as follows:

- Promoter allottees — Equity Shares allotted upon conversion, constituting up to 20% of the post-issue paid-up equity share capital of the Company: **Lock-in for 18 (Eighteen) months** from the date of trading approval granted by BSE Limited, pursuant to Regulation 167(1) of the SEBI ICDR Regulations;
- Promoter allottees — Equity Shares allotted upon conversion, in excess of 20% of the post-issue paid-up equity share capital: **Lock-in for 6 (Six) months** from the date of trading approval, pursuant to Regulation 167(2) of the SEBI ICDR Regulations;
- Non-Promoter allottees — Equity Shares allotted upon conversion: **Lock-in for 6 (Six) months** from the date of trading approval, pursuant to Regulation 167(2) of the SEBI ICDR Regulations;
- Pre-preferential allotment shareholding lock-in: The entire pre-preferential allotment shareholding of the proposed allottees in the Company, if any, shall be locked-in from the Relevant Date (i.e., May 14, 2026) up to a period of **90 (ninety) trading days from the date of allotment** of the Convertible Equity Share Warrants, pursuant to the proviso to **Regulation 167(6)** of the SEBI ICDR Regulations (applicable since the Warrants are convertible securities not listed on stock exchanges at the time of allotment).

(o) Change in Control

There will be no change in the management or control of the Company as a result of the proposed Preferential Issue. The existing Promoters of the Company will continue to be in control of the Company. The percentage of shareholding and voting rights exercised by the shareholders will change in accordance with the change in the shareholding pattern pursuant to the preferential allotment and consequent issuance of Equity Shares upon exercise of Warrants.

(p) Undertakings

In terms of the SEBI ICDR Regulations, the Company hereby undertakes that:

- It shall re-compute the price of the Warrants and the underlying Equity Shares, where required to do so in terms of the SEBI ICDR Regulations.
- If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the underlying Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottees.

(q) Other Disclosures

In accordance with the SEBI ICDR Regulations, the Company hereby discloses that:

- The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations and is in compliance with the conditions for continuous listing of equity shares as specified in the Listing Agreement with BSE Limited.
- Neither the Company nor any of its Promoters and Directors has been declared as a wilful defaulter, fraudulent borrower, or a fugitive economic offender.
- All the proposed allottees have confirmed that they have not sold or transferred any equity shares of the Company during the period of 90 (ninety) trading days preceding the Relevant Date i.e., May 14, 2026, in accordance with Regulation 159 of the SEBI ICDR Regulations.
- The Company has obtained the Permanent Account Numbers (PAN) of all 28 proposed allottees before filing the application seeking In-Principle Approval from BSE Limited.
- The Company has filed / shall file the application seeking In-Principle Approval from BSE Limited under Regulation 160(6) of the SEBI ICDR Regulations on the same day as the date of dispatch of this EGM Notice to the shareholders, in accordance with the SEBI ICDR Regulations.
- The Preferential Issue is being made for cash and is not in exchange for or conversion of any other security.
- The issue of Convertible Equity Share Warrants shall be made in accordance with the Memorandum and Articles of Association of the Company, the Companies Act, 2013, and the relevant provisions of the SEBI ICDR Regulations, in dematerialised form only.
- The Company has not made any allotment on a preferential basis during the current financial year 2026-27.
- This Preferential Issue is not being made to any body corporate incorporated in, or a national of, a country that shares a land border with India.
- The proposed Preferential Issue shall comply at all times with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of the SEBI LODR Regulations.

(r) Details of Directors / Key Managerial Personnel Concerned or Interested

Save and except the Promoter allottee (Pinnamaneni Estates Private Limited, being a Promoter entity in which the Promoter Directors of the Company may have a direct or indirect interest), none of the other Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice, except to the extent of their respective shareholding in the Company, if any.

The Board of Directors of the Company believes that the proposed preferential issue of Convertible Equity Share Warrants is in the best interests of the Company and its Members and accordingly recommends the passing of the Special Resolution set out at Item No. 2 of the Notice for the approval of the Members.

ITEM NO. 3: APPOINTMENT OF MRS. DEEPIKA SHARMA (DIN: 08390184) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors of the Company, at its meeting held on May 14, 2026, and based on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mrs. Deepika Sharma (DIN: 08390184) as an Additional Director of the Company in the capacity of Independent Director, with effect from May 14, 2026, subject to the approval of the Members of the Company by way of a Special Resolution.

Brief Profile of Mrs. Deepika Sharma (DIN: 08390184)

Particulars	Details
Name	Mrs. Deepika Sharma
DIN	08390184
Date of Birth / Age	11/01/1987

Date of Appointment	May 14, 2026
Term	Five (5) consecutive years — from May 14, 2026 to May 13, 2031
Qualification	MBA
Experience and Expertise	Over 15 years of expertise in the real estate and infrastructure sector. Specializes in sales leadership, strategic marketing, brand management, investor relations, and business growth. Co-Founder and Executive Director – Strategy, Sales & Brand Management at Smartech Infra Global Pvt. Ltd.
	/ Jai Karura Projects Pvt. Ltd. Previously worked with Prestige Group, House of Hiranandani, and Ajmera Group. Facilitated transactions exceeding Rs. 1,000 crore and built strong relationships with institutional investors and high-net-worth individuals. Alumna of the Indian Institute of Management Bangalore (EGMP).
Directorships held in other listed entities	1) SMARTECH INFRASTRUCTURE PRIVATE LIMITED 2) SMARTECH INFRA GLOBAL PRIVATE LIMITED 3) JAI KARURA PROJECTS PRIVATE LIMITED 4) NAMMA REALTY LLP
Memberships / Chairmanships of Committees in other listed entities	Nil
Number of shares held in PVV Infra Limited	Nil
Relationship with other Directors / KMP	There are no inter-se relationships between Mrs. Deepika Sharma and any other Director, Key Managerial Personnel, or Senior Management of the Company.

The Company has received from Mrs. Deepika Sharma:

- Consent to act as Director in Form DIR-2;
- Intimation in Form DIR-8 confirming that she is not disqualified under Section 164(2) of the Companies Act, 2013; and
- A Declaration confirming that she meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mrs. Deepika Sharma fulfils all the conditions specified for appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI LODR Regulations and is independent of the management of the Company.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 3, seeking the approval of the Members for appointment of Mrs. Deepika Sharma (DIN: 08390184) as an Independent Director of the Company.

Except Mrs. Deepika Sharma, to the extent of her own appointment, none of the Directors, Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.

Date: 21-05-2026

Place: Vijayawada

By Order of the Board of Directors

For PVV Infra Limited

Sd/-

Akhilesh Kumar

Company Secretary & Compliance Officer