



NAVA BHARAT VENTURES LIMITED

NAVA BHARAT CHAMBERS, RAJ BHAVAN ROAD, HYDERABAD-500082, TELANGANA, INDIA

NAVA BHARAT

NBV/SECTL/ 865f /2020-21

April 15, 2020

Listing Department

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor

Plot No.C/1, G Block

Bandra Kurla Complex, Bandra (E)

MUMBAI – 400 051

NSE Symbol : ‘NBVENTURES’

Dept. of Corporate Services

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street

MUMBAI – 400 001

Scrip Code : ‘513023’ / ‘NBVENTURE’

Dear Sirs,

**Sub: Compliance Report on Corporate Governance for the quarter
and year ended March 31, 2020**

--o0o--

Please find enclosed the Compliance Report on Corporate Governance under Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended March 31, 2020 together with Annexure-II for the whole financial year.

Kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours faithfully,

For NAVA BHARAT VENTURES LIMITED

VSN Raju

Company Secretary

& Vice President

Encl: as above

Quarterly Compliance Report on Corporate Governance for Q4 ended on March 31, 2020

1.	Name of Listed Entity	Nava Bharat Ventures Limited
2.	Quarter ending	March 31, 2020

I. Composition of Board of Directors

Title (Mr./ Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non- Executive/ independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (in months)	Date of Birth	No. of Directorship in listed entities including this listed entity (in reference to Regulation 17A(1))	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	D. Ashok	ABVPD5737F DIN-00006903	Chairperson - Executive	Mar 19, 1992	Aug 14, 2019	NA	NA	Dec 3, 1956	1	Nil	Nil	Nil
Mr.	P.Trivikrama Prasad	AENPP0497F DIN-00006887	Managing Director - Executive	Mar 19, 1992	Mar 19, 2017	NA	NA	Apr 25, 1953	1	Nil	1	Nil
Mr.	Ashwin Devineni	AFKPD8669R DIN-00007540	Chief Executive Officer- Executive	Aug 18, 2017	May 29, 2019	NA	NA	Feb 11, 1983	1	Nil	Nil	Nil
Mr.	D. Nageswara Rao	ACNPD2263M DIN- 02009886	Non-Executive - Independent Director	Jul 25, 2008	Aug 08, 2019	NA	8	Jan 26, 1947	1	1	1	1
Mr.	K. Durga Prasad	AAUPK5014A DIN-07946821	Non-Executive - Independent Director	Aug 06, 2018	NA	NA	20	Feb 26, 1957	2	2	4	1
Mr.	GP Kundargi	ACPPK5726N DIN-02256516	Non-Executive - Independent Director	Aug 06, 2018	NA	NA	20	Aug 15, 1956	2	2	3	Nil

Mr.	A. Indra Kumar	ABXPA9962D DIN-00190168	Non-Executive - Independent Director	Feb 07, 2019	NA	NA	14	Feb 28, 1962	2	1	1	Nil
Mrs.	B. Shanti Sree	ACEPB2943H DIN-07092258	Non-Executive - Independent Director	Oct 30, 2019	NA	NA	5	May 17, 1962	2	2	2	1
Mr.	CV Durga Prasad	AASPC7969C DIN-00006670	Director (Business Development)- Executive	June 28, 2003	Jun 28, 2019	NA	NA	Apr 11, 1951	1	Nil	Nil	Nil
Mr.	GRK Prasad	ACAPG2272L DIN-00006852	Executive Director	June 28, 2003	Jun 28, 2018	NA	NA	Aug 05, 1957	1	Nil	1	Nil

Whether Regular chairperson appointed	Yes
Whether Chairperson is related to managing director or CEO	Yes
Whether special resolution is passed U/R 17 (1A)	Not applicable
Note:	
<ol style="list-style-type: none"> The Members of the Company at their meeting held on August 24, 2016 approved the re-appointment of Mr. P. Trivikrama Prasad as Managing director of the Company for a further period of five years w.e.f. March 19, 2017. The Members of the Company at their meeting held on August 6, 2018 approved the re-appointment of Mr. GRK Prasad as Executive director of the Company for a further period of five (5) years. The Members of the Company at their meeting held on August 8, 2019 approved the re-appointment of Mr. D. Ashok as Chairman and Director in the whole-time employment of the Company for a further period of two (2) years w.e.f. August 14, 2019. The Members of the Company at their meeting held on August 8, 2019 approved the appointment of Mr. Ashwin Devineni as Whole time Director designated as Chief Executive Officer (CEO) subject to the approval of the central government w.e.f May 29, 2019. The Members of the Company at their meeting held on August 8, 2019 approved the re-appointment of Dr. D. Nageswara Rao as Independent Director for a second term of 2 years w.e.f August 8, 2019. The Members of the Company at their meeting held on August 8, 2019 approved the re-appointment of Mr. CV Durga Prasad as Director (Business Development) of the Company for a period from June 28, 2019 to March 31, 2021. The Board of directors of the Company at their meeting held on October 30, 2019 appointed Mrs. B. Shanti Sree as Additional Director (Non-Executive & Independent Director) of the Company w.e.f October 30, 2019. 	

II. Composition of Committees						
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (member/ chairperson)	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Dr. D. Nageswara Rao Mr. K. Durga Prasad Mr. A. Indra Kumar	Chairperson Member Member	Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent	Mar 21, 2014 Apr 19, 2019 Apr 19, 2019	N.A
2. Nomination & Remuneration Committee	Yes	Dr. D. Nageswara Rao Mr. K. Durga Prasad Mr. A. Indra Kumar	Chairperson Member Member	Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent	Mar 21, 2014 Apr 19, 2019 Apr 19, 2019	N.A
3. Risk Management Committee (if applicable)	N.A	N.A	N.A	N.A	N.A	N.A
4. Stakeholders Relationship Committee	Yes	Mr. K. Durga Prasad Mr. P.Trivikrama Prasad Mr. GP Kundargi	Chairperson Member Member	Non-Executive - Independent Executive Non-Executive - Independent	Apr 19, 2019 Apr 10, 2008 Apr 19, 2019	N.A
5. Corporate Social Responsibility Committee	Yes	Mr. D. Ashok Dr. D.Nageswara Rao Mr.K. Durga Prasad	Chairperson Member Member	Executive Non-Executive - Independent Non-Executive - Independent	May 30, 2014 May 30, 2014 Aug 08, 2019	N.A
III. Meeting of Board of Directors						
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met Yes / No	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive (in number of days)	
October 30, 2019		Yes	10	5		
	January 29, 2020	Yes	10	5	90 days	
	March 2, 2020	Yes	9	4	32 days	

IV. Meeting of Committees – Audit Committee Meeting					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details) Yes / No	Number of Directors present	Number of independent directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
	Yes	3	3	October 30, 2019	
January 29, 2020	Yes	3	3		90 days
V. Related Party Transactions					
Subject			Compliance status (Yes/No/NA) refer note below		
Whether prior approval of audit committee obtained			Yes		
Whether shareholder approval obtained for material RPT			NA		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			Yes		
There were no Material Transactions during the Quarter to be reported					
VI. Affirmations					
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : YES</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015;</p> <p>a. Audit Committee : Yes</p> <p>b. Nomination & remuneration committee : Yes</p> <p>c. Stakeholders relationship committee : Yes</p> <p>d. Risk management committee (applicable to the top 100 listed entities) : NA</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : YES</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : YES</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments / observations / advice of Board of Directors may be mentioned here : YES, No Comments from the Board of directors</p>					
<p>Sd/- VSN Raju Company Secretary & Vice President</p>					

ANNEXURE II

**Format to be submitted by listed entity at the end of the financial year
(for the whole of financial year)**

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.nbventures.com/company-profile/
Terms and conditions of appointment of independent directors	Yes		www.nbventures.com/appointment-of-independent-directors/
Composition of various committees of board of directors	Yes		www.nbventures.com/management-profile/
Code of conduct of board of directors and senior management personnel	Yes		www.nbventures.com/policies-code-of-conduct/
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.nbventures.com/policies-code-of-conduct/
Criteria of making payments to non-executive directors	Yes		www.nbventures.com/appointment-of-independent-directors/
Policy on dealing with related party transactions	Yes		www.nbventures.com/policies-code-of-conduct/
Policy for determining 'material' subsidiaries	Yes		www.nbventures.com/policies-code-of-conduct/
Details of familiarization programs imparted to independent directors	Yes		www.nbventures.com/policies-code-of-conduct/
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		www.nbventures.com/contact-us/
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes		www.nbventures.com/contact-us/
Financial results	Yes		www.nbventures.com/financials/
Shareholding pattern	Yes		www.nbventures.com/stock-exchange-communications/
Details of agreements entered into with the media companies and/or their	Not Applicable		
Schedule of analyst or institutional investor meet and presentations	Yes		www.nbventures.com/stock-exchange-communications/
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.nbventures.com/stock-exchange-communications/

Credit rating or revision in credit rating obtained by the entity for all	Yes		www.nbventures.com/stock-exchange-communications/
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.nbventures.com/financials/
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.nbventures.com/
Materiality Policy as per Regulation 30	Yes		www.nbventures.com/policies-code-of-conduct/
Dividend Distribution policy as per Regulation 43A (as applicable)	Not Applicable		
It is certified that these contents on the website of the listed entity are correct.	Yes		www.nbventures.com/
II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1), 17(1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum of Board meeting	17(2A)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of Board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of nomination & remuneration committee	19(3A)	Yes	

Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of stakeholder relationship committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable	
Meeting of Risk Management Committee	22	Not Applicable	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Not Applicable	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Not Applicable	
Maximum Tenure	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
D & O Insurance for Independent Directors	25(10)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management	26(3)	Yes	
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Name : **VSN Raju**
Designation : **Company Secretary & Compliance Officer**