

NAVA BHARAT

NAVA BHARAT VENTURES LIMITED

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

NBV/SECTL/ 28 /2019-20

April 10, 2019

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

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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, 2019 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 Ltd.

VSN Raju
Company Secretary
& Vice President

Encl: as above

Quarterly Compliance Report on Corporate Governance for Q4 ended on March 31, 2019

1.	Name of Listed Entity	Nava Bharat Ventures Limited
2.	Quarter ending	March 31, 2019

I. Composition of Board of Directors

Title (Mr./ Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/ Non- Executive/ independent/ Nominee)&	Date of Appointment in the current term/ cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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	August 14, 2014	NA	1	Nil	Nil
Mr.	P.Trivikrama Prasad	AENPP0497F DIN-00006887	Managing Director - Executive	March 19, 2017#	NA	1	1	Nil
Mr.	D. Ashwin	AFKPD8669R DIN-00007540	Non- Executive & Non- Independent Director	August 6, 2018	NA	1	Nil	Nil

Members of the Company at their meeting held on August 24, 2016 approved the re-appointment of Mr. Trivikrama Prasad as Managing director of the Company for a further period of five years w.e.f. March 19, 2017



I. Composition of Board of Directors – Contd.

Title (Mr./ Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/ Non- Executive/ independent/ Nominee)&	Date of Appointment in the current term/ cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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.	Dr. ERC Shekar	AKPPS5177F DIN-00013670	Independent Director - Non- Executive	August 08, 2014	56 Months	2	2	2
Mr.	Dr. MVG Rao	ADZPM1864A DIN-00012704	Independent Director - Non- Executive	August 08, 2014	56 Months	2	6	3
Mr.	K. Balarama Reddy	ABWPK5493J DIN-00012884	Independent Director - Non- Executive	August 08, 2014	56 Months	1	8	2
Mr.	Dr. D. Nageswara Rao	ACNPD2263M DIN-02009886	Independent Director - Non - Executive	August 08, 2014	56 Months	1	1	Nil
Mrs.	Dr. CV Madhavi	ABJPC7641P DIN-06472632	Independent Director - Non - Executive	August 08, 2014	56 Months	1	Nil	Nil



I. Composition of Board of Directors – Contd.

Title (Mr./ Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non- Executive/ independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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.	K. Durga Prasad	AAUPK5014A DIN-07946821	Independent Director - Non – Executive	August 06, 2018	8 Months	2	2	Nil
Mr.	GP Kundargi	ACPPK5726N DIN-02256516	Independent Director - Non – Executive	August 06, 2018	8 Months	2	2	Nil
Mr.	A. Indra Kumar	ABXPA9962D DIN-00190168	Independent Director - Non – Executive	February 07, 2019	2 Months	2	Nil	Nil
Mr.	CV Durga Prasad	AASPC7969C DIN-00006670	Director (Business Development) & Executive	June 28, 2018 \$	NA	1	Nil	Nil
Mr.	GRK Prasad	ACAPG2272L DIN-00006852	Executive Director & Executive	June 28, 2018 \$	NA	1	1	Nil

* All Independent Directors, except Mr. K. Durga Prasad, Mr. GP Kundargi and Mr. A. Indra Kumar, have been appointed on August 8, 2014 for a period of 5 years. Mr. K. Durga Prasad and Mr. GP Kundargi have been co-opted as Additional Directors of the Company w.e.f. August 6, 2018. Mr. A. Indra Kumar has been co-opted as Additional Director of the Company w.e.f. February 7, 2019.



** Pursuant to Regulation 26(1)(a), the membership and chairpersonship of Committees in Public Companies & Subsidiaries of Public Companies are also included

\$ 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 years and Mr. CV Durga Prasad as Director (Business Development) of the Company for a period of one year w.e.f. June 28, 2018.



II. Composition of Committees			
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §	
1. Audit Committee	Mr. K.Balarama Reddi - Chairperson Dr. M.Venu Gopala Rao - Member Dr. D.Nageswara Rao - Member	Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent	
2. Nomination & Remuneration Committee	Mr. K.Balarama Reddi - Chairperson Dr. M.Venu Gopala Rao - Member Dr. D.Nageswara Rao - Member	Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent	
3. Risk Management Committee(if applicable)	N.A	N.A	
4. Stakeholders Relationship Committee	Mr. K.Balarama Reddi - Chairperson Mr. P.Trivikrama Prasad - Member Dr. M.Venu Gopala Rao - Member	Non-Executive - Independent Executive Non-Executive - Independent	
5. Corporate Social Responsibility Committee	Mr. D. Ashok - Chairperson Dr. D.Nageswara Rao - Member Dr. CV Madhavi - Member	Executive Non-Executive - Independent Non-Executive - Independent	
§Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen			
III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter (Q3)	Date(s) of Meeting (if any) in the relevant Quarter (Q4)	Maximum gap between any two consecutive (in number of days)	
November 3, 2018	February 7, 2019	95 days	
IV. Meeting of Committees – Audit Committee Meeting			
Date(s) of meeting of the committee in the relevant quarter (Q4)	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter (Q3)	Maximum gap between any two consecutive meetings in number of days*
February 7, 2019	Yes, all the members (3) attended the meeting	November 2, 2018	96 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 style="margin-left: 20px;">a. Audit Committee : Yes</p> <p style="margin-left: 20px;">b. Nomination & remuneration committee : Yes</p> <p style="margin-left: 20px;">c. Stakeholders relationship committee : Yes</p> <p style="margin-left: 20px;">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>	
<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">  <p>VSN Raju Company Secretary & Vice President</p> </div> <div>  </div> </div>	

Format to be submitted by listed entity at the end of the financial year
(for the whole of financial year) [2018-19]

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their Associates	N.A	
New name and the old name of the listed entity	N.A	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
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)	Yes
Meeting of Board of directors	17(2)	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



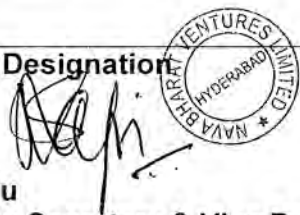
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management Committee	21(1),(2),(3),(4)	N.A
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(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)	N.A
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
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	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

III 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 & Designation



VSN Raju
Company Secretary & Vice President