

NAVA BHARAT VENTURES LIMITED

Nava Bharat Chambers, 6-3-1109/1, Raj Bhavan Road, Hyderabad – 500 082

**POLICY ON OBLIGATIONS OF DIRECTORS AND SENIOR
MANAGEMENT PERSONNEL AND FOR DISCLOSURE OF
COMMITTEE POSITIONS AND COMMERCIAL TRANSACTIONS**

**[Pursuant to Reg. 26(2), (5) and (6) of the Securities and Exchange Board of
India (Listing Obligations and Requirements) Regulations, 2015]**

1. Purpose:

The purpose of this Policy is,

- 1.1 to monitor the limit of number of committee positions which a director and chairperson can hold across all listed entities and disclosure thereof, as required under Regulation 26(2) of Securities and Exchange Board of India (Listing Obligations and Requirements) Regulations, 2015('the Regulations') including any amendments thereof;
- 1.2 to seek disclosure from Senior Management relating to all material, financial and commercial transactions, in compliance with Regulation 26(5) of the Regulations; and
- 1.3 to restrict employees including key managerial personnel or director or promoter of the company from entering into any agreement for himself/herself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the company

2. Definitions:

“**Company**” means Nava Bharat Ventures Limited.

“**Director**” means a member of the Board of directors of the Company.

“**Senior Management**” means as may be defined under the Regulations from time to time.

“**Interested person**” shall mean a person as defined under the Regulations from time to time.

Any other term not defined herein shall have the same meaning as defined in the Act, the Regulations, Securities Contract Regulation Act or any other applicable Law or Regulation.

3. Obligations with respect to directors and Senior management:

A director shall not be a member in more than ten committees or act as chairperson of more than five committees across all listed entities in which he is a director which shall be determined as follows:

- a) the limit of the committees on which a director may serve in 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;
- b) for the purpose of determination of limit, chairpersonship and membership of the Audit committee and the Stakeholders' Relationship committee alone shall be considered.

4. Disclosure by Directors:

Every director shall inform the Company about the committee positions he or she occupies in other listed entities and notify changes as and when they take place.

5. Disclosure by Senior Management Personnel:

Senior management shall make disclosures to the board of directors relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company at large.

Explanation:- For the purpose of this sub-regulation, conflict of interest relates to dealing in the shares of Company, commercial dealings with bodies, which have shareholding of management and their relatives etc.

6. Every employee including key managerial personnel or director or promoter of the company shall before entering into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the company, take the prior approval from the Board of Directors as well as public shareholders by way of an ordinary resolution.

Provided further that all interested persons involved in the transaction covered under the agreement shall abstain from voting in the general meeting.

Amendment:

The Board may review the policy from time to time and amend appropriately to ensure conformity with the applicable enactments.
