



NAVA BHARAT VENTURES LIMITED

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

NAVA BHARAT

NBV/SECTL/ 121 /2020-21

August 9, 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 Sir,

Sub: Intimation of date of 48th annual general meeting (AGM), Book closure and e-voting.

This is to inform you that the 48th AGM of the Company will be held on Wednesday, September 2, 2020 at 10.00 a.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

We also hereby inform you that pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Register of members and share transfer books of the Company will be closed from August 29, 2020 to September 2, 2020 (both days inclusive) for the purpose of AGM.

The Company is providing remote e-voting facility before the AGM as well as e-voting facility during the AGM as per the calendar given below:

1	Cut-off date for voting by the members and participation in AGM through VC.(The members of the record as on cut-off date would be eligible to cast their votes through remote e-voting and e-voting during the AGM)	August 25, 2020
2	Remote e-voting will commence on	August 29, 2020 at 9.00 a.m. (IST)
3	Remote e-Voting will end on	September 1, 2020 at 5.00 p.m. (IST)
4	Staring time for e-voting on the date of and during AGM	September 2, 2020 from 9:30 a.m. (IST). The closure time for e-voting will be announced in the AGM.
5	Day, date and time of AGM	Wednesday, September 2, 2020 at 10.00 a.m. (IST)
6	Service provider for e-voting platform & e-AGM	National Securities Depository Limited (‘NSDL’)
7	Website of the service provider (NSDL) for e-voting	www.evoting.nsdl.com

Please find the enclosed notice of 48th AGM. The annual report of the of the Company for FY 2019-20 together with notice of AGM is also made available on the website of the Company at: https://www.nbventures.com/wp-content/uploads/2020/08/ar_pdf_01_2019-20_Annual_Report.pdf

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: Notice of AGM

CC : National Securities Depository Limited - Mumbai
Central Depository Services (India) Limited – Mumbai
KFin Technologies Private Limited - Hyderabad



NOTICE

NAVA BHARAT VENTURES LIMITED

Regd. Office: 6-3-1109/1, 'Nava Bharat Chambers', Raj Bhavan Road, Hyderabad-500082, Telangana.

CIN: L27101TG1972PLC001549 Tel : +91 40 23403501/40345999

e-Fax: +91 080 6688 6121; investorservices@nbv.in; www.nbventures.com

Notice is hereby given that the 48th Annual General Meeting ("AGM") of the members of Nava Bharat Ventures Limited will be held on Wednesday, the 2nd day of September, 2020 at 10:00 a.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

Ordinary Business:

Item No.1: Adoption of Financial Statements:

To receive, consider, approve and adopt the audited financial statements of the Company (standalone and consolidated) for the year ended March 31, 2020 including audited balance sheet as at March 31, 2020, the statement of profit & loss for the year ended on that date and the reports of the Board of directors and auditors thereon.

Item No.2: Confirmation of interim dividend paid on the equity shares:

To confirm the interim dividend paid on equity shares for the financial year 2019-20 as final dividend.

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

"RESOLVED THAT the interim dividend at the rate of 75% i.e. ₹1.50 (Rupee one and fifty paise only) per equity share of ₹2/- each declared by the Board of directors of the Company at their meeting held on March 2, 2020 absorbing a sum of ₹24,94,05,000/- (Twenty-four crores ninety-four lakhs and five thousand only) (excluding all applicable taxes) be and is hereby approved as the final dividend for the year ended March 31, 2020."

Item No.3: Re-appointment of director:

To appoint a director in place of Mr. GRK Prasad, who retires by rotation and, being eligible, offers himself for re-appointment.

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

"RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. GRK Prasad (DIN : 00006852), who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation."

Special Business:

Item No.4: Appointment of CA (Mrs.) Shanti Sree Bolleni as an Independent director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder, read with Schedule IV of the Act and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee of the Board, CA B. Shanti Sree (DIN: 07092258), who was appointed by the Board of directors as an additional director (Non-executive and Independent) of the Company at its meeting held on October 30, 2019 and who holds office up to the date of this annual general meeting of the Company in terms of Section 161(1) of the Act and Article 85 of the Articles of Association of the Company and who meets the criteria of independence as provided in Section 149(6) of the Act and rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, has submitted a declaration to that effect and who is eligible for appointment as an Independent director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from October 30, 2019."

Item No.5: Commission payable to non-executive Directors and Independent directors:

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

"RESOLVED THAT pursuant to Section 197 and other applicable provisions, if any, of the Companies Act 2013 read with rules made thereunder and Regulation 17(6) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligation and

Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Company be and is hereby authorized to pay to its non-executive directors including Independent directors for each financial year for a period of five years commencing from April 1, 2021 such Commission as the Board may from time to time determine not exceeding 1% of the net profits of the Company in any financial year (to be computed in the manner provided in Section 198 of the Companies Act, 2013) subject to an overall ceiling of ₹25 lakhs (Rupees twenty-five lakhs only) per year to be paid and distributed equally amongst all the non-executive directors including Independent directors of the Company."

"RESOLVED FURTHER THAT each non-executive director including Independent director, in addition to the commission payable in the above manner, shall also be paid such sitting fee for every meeting of the Board or Committee not exceeding the limits specified in the Companies Act, 2013 and the Rules made thereunder, and with effect from such date, as may be determined by the Board of directors of the Company from time to time."

Item No. 6: Ratification of appointment and remuneration of Cost Auditors for the financial year 2020-21:

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

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation of the Audit committee of the Company, the appointment of M/s. Narasimha Murthy & Co., Cost Accountants, situated at 3-6-365, 104 & 105, Pavani Estate, Y.V. Rao Mansion, Himayatnagar, Hyderabad – 500 029, approved by the Board, as Cost Auditors to conduct the cost audit in respect of the Company's products in all the units or plants relating to Electricity, Steel (Ferro Alloys) and Sugar & Industrial Alcohol for the financial year 2020-21 at an aggregate fee of ₹8 Lakhs plus out of pocket expenses and applicable taxes thereon, be and is hereby approved and ratified."

By Order of the Board
For **Nava Bharat Ventures Limited**

VSN Raju
Company Secretary & Vice President

Place: Hyderabad
Date: June 26, 2020

Registered Office: 6-3-1109/1
'Nava Bharat Chambers'
Raj Bhavan Road, Hyderabad – 500 082
CIN : L27101TG1972PLC001549
Ph.No.040-23403501; e-Fax: +91 080 6688 6121
E-mail : investorservices@nbv.in;
Website : www.nbventures.com

Notes

1. The explanatory statement in respect of the special business in the notice, pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC / OAVM, without the physical presence of the members at a common venue. Further, Securities and Exchange Board of India ("SEBI") vide its Circular dated May 12, 2020 ("SEBI Circular") has also granted similar relaxations in relation to holding of the AGM through VC / OAVM. In compliance with the provisions of the Companies Act, 2013 ("the Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA Circulars, the 48th AGM of the Company will be held through VC / OAVM on Wednesday, September 2, 2020 at 10:00 a.m. (IST).
3. Pursuant to the provisions of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations (as amended) and the MCA Circulars, the Company is providing facility of remote e-voting as well as voting during the AGM to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ('NSDL') for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting during the AGM will be provided by NSDL.
4. The register of members and share transfer books will remain closed from August 29, 2020 to September 2, 2020 (both days inclusive) in connection with the AGM.
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy form and Attendance slip are not annexed to this notice.
6. Since the AGM will be held through VC / OAVM, the route map is not annexed to this notice.
7. The members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the meeting by following the procedure mentioned in

- the notice. The members will be able to view the proceedings on the NSDL's e-Voting website at www.evoting.nsdl.com. The detailed instructions for joining the meeting through VC / OAVM form part of the notes to this notice.
8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 9. In compliance with the aforesaid MCA and SEBI Circulars, notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositories. Members may note that the notice and Annual Report 2019-20 will also be available on the Company's website <https://www.nbventures.com/financials/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL at <https://www.evoting.nsdl.com>.
 10. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited) ("KTPL") for assistance in this regard.
 11. The unclaimed equity dividend for the year ended March 31, 2013 will be transferred on or after September 16, 2020 to the 'Investor Education and Protection Fund' on expiry of 7 years from the date of transfer to the Unpaid Dividend Account, pursuant to Section 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013). Members who have not encashed their dividend warrants for the said financial year or subsequent year(s) are requested to send the same to the Company or its Registrars and Share Transfer Agents ("RTA") for issue of fresh demand drafts.
 12. Subsequent to the issue of various reminders to the respective members the unclaimed physical share certificates with the RTA of the Company were transferred to unclaimed suspense account and dematerialized to the credit of "Nava Bharat Ventures Limited – Unclaimed Suspense Account". The dividend accruing on the said shares would be credited to the unpaid dividend account as the dividend is to be paid to the registered holders only. The details were placed on the website of the Company at <https://www.nbventures.com/unclaimed-unpaid-dividend-shares/>. The concerned members are requested to approach the RTA, KTPL with their claim for the transfer of their shares to their respective demat accounts along with the dividends, if any.
 13. As per the provisions of Section 124(6) of the Act read with Rule 6 of 'Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amended Rules, 2017' ("the Rules"), all shares, in respect of which dividend has not been paid or claimed for seven consecutive years or more (relevant shares), will be transferred by the Company to IEPF along with statement containing such details as directed by Ministry of Corporate Affairs from time to time.
 14. All shares in respect of which dividend has not been paid or claimed for seven consecutive years or more (relevant shares) upto and including FY 2011-12 were transferred by the Company in the name of IEPF on December 5, 2017, September 24, 2018 and October 16, 2019 and the statement containing such details as may be prescribed is placed on Company's website: <https://www.nbventures.com/unclaimed-unpaid-dividend-shares/>
 15. To promote green initiative, members who have not registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in electronic form and with KTPL in case the shares are held in physical form.
 16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC, etc., to their Depository Participants in case the shares are held by them in electronic form and to KTPL in case the shares are held by them in physical form.
 17. Members can avail the facility of nomination in respect of securities held by them in physical form pursuant to the provision of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed form duly filled-in to KTPL. Members holding shares in electronic mode may contact their respective Depository Participants (DPs) for availing this facility.
 18. Members holding shares in identical order of names in more than one folio are requested to write to the Company's RTA enclosing their share certificates to enable consolidation of their shareholdings in one folio. A consolidated share certificate will be issued to such members after making requisite changes.
 19. Pursuant to the directions/notifications of SEBI and Depositories, the demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number ("PAN") either at the time of opening of the account or

subsequently. In case they have not furnished the Income Tax PAN to the Depository Participants, such demat account holders are requested to contact their DPs with a photocopy of the PAN Card (with original PAN Card for verification), so that the frozen demat accounts would be available for operation and further consequences of non-compliance with the aforesaid directives would be obviated. SEBI, vide Circular ref.no.MRD/Dop/Cir-05/2009 dated May 20, 2009 made it mandatory to have PAN particulars for registration of physical share transfer requests. Based on the directive contained in the said circular all share transfer requests are therefore to be accompanied with PAN details.

20 The register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.

21. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before August 28, 2020 through email on investorservices@nbv.in. The same will be replied by the Company suitably.

22. Members at 45th AGM held on August 9, 2017 approved the appointment of M/s. Walker Chandiook & Co. LLP, Chartered Accountants as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 50th AGM to be held in FY 2022-23. The requirement to place the matter relating to appointment of auditors for ratification by members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 48th AGM.

23. The Board has not recommended the final dividend and the interim dividend of ₹1.50/- per equity share declared by the Board on March 2, 2020 shall be considered as the final dividend for FY 2019-20.

24. Additional information pursuant to Regulation 26(4) and 36(3) of the Listing Regulations and Secretarial Standards on general meetings in respect of the directors seeking appointment / re-appointment at the annual general meeting is furnished in **Annexure-I** and forms part of the notice. The directors have furnished the requisite consent / declaration for their appointment / re-appointment.

25. Retirement of directors by rotation:

Mr. GRK Prasad, Executive Director of the Company, retires by rotation at the ensuing annual general meeting and, being eligible, offers himself for re-appointment.

The Board of directors commends the re-appointment of Mr. GRK Prasad as a director, liable to retire by rotation.

26. Instructions for e-voting and joining the AGM are as follows:

A. Instructions for Remote E-voting:

- i. The remote e-voting period commences on Saturday, August 29, 2020 (9:00 a.m. IST) and ends on Tuesday, September 1, 2020 (5:00 p.m. IST). During this period, members holding shares either in physical form or in dematerialized form, as on Tuesday, August 25, 2020 i.e., cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- ii. The Board of Directors has appointed CS D. Renuka, Practicing Company Secretary as the 'Scrutinizer' to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner.
- iii. The scrutinizer shall, immediately after the conclusion of e-voting during AGM, first count the votes cast during the AGM, thereafter unlock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than two days from the conclusion of the meeting, a consolidated report of the total votes cast in favour or against, if any, to the Chairman of the Company or to any other person authorized by him.
- iv. The Chairman of the Company or any person authorized by him will declare the result along with the Scrutinizer's report and the same will be communicated to the Stock Exchanges on which the Company's shares are listed, NSDL and will also be displayed on the Company's website at www.nbventures.com.
- v. The members who have cast their vote by remote e-voting prior to the AGM may also participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- vi. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vii. Any person, who acquires shares of the Company and becomes a member of the Company after sending of the notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he / she can use his/her existing User ID and password for casting the vote.

viii. The details of the process and manner for remote e-voting are explained herein below:

The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox from evoting@nsdl.com. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) In case you have not registered your email address with the Company/ Depository,

please follow instructions mentioned below in this notice.

6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
 - a) Click on "Forgot User Details / Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system.

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company, which is 113294.
4. Now you are ready for e-voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board resolution / Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to prenukaacs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
3. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

In case of any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.co.in / pallavid@nsdl.co.in, Tel: 91 22 2499 4545 / 1800-222-990.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card by email to investorservices@nbv.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of consolidated account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card to investorservices@nbv.in
3. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining user ID and password by proving the details mentioned in point (1) or (2) as the case may be.

The instructions for members for e-voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / shareholders, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the EGM / AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM through VC / OAVM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

B. Instructions for Members for Attending the AGM through VC / OAVM are as under:

- (a) Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and password may retrieve the same by following the remote e-voting instructions mentioned in the notice. Further members can also use the OTP based login for logging into the e-voting system of NSDL.
- (b) Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for members on first come first served basis.
- (c) Members may join the meeting through Laptops,

Smartphones, Tablets and iPads for better experience. Further, members will be required to use Internet with a good speed to avoid any disturbance during the meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from mobile devices or Tablets or through Laptops connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

- (d) Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 48th AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company's e-mail address at investorservices@nbv.in before 3:00 p.m. (IST) on August 28, 2020. Such questions by the members shall be suitably replied by the Company.
- (e) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at investorservices@nbv.in from August 24, 2020 (9:00 a.m. (IST)) to August 28, 2020 (3:00 p.m. (IST)). Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- (f) Members, who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/1800-222-990 or contact Ms. Sarita Mote, Assistant Manager – NSDL at saritam@nsdl.co.in/022-24994890 or Mr. Y Santhosh Reddy, Assistant Manager – NSDL at ysanthosh@nsdl.co.in / 040-44334178.

Explanatory Statement pursuant to Section 102(1) of the Companies Act 2013, read with Rule 15(3) of the Companies (Meetings of Board and Its Powers) Rules, 2014.

Item No.4: Appointment of CA (Mrs.) Shanti Sree Bolleni as Independent director of the Company:

The Board, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on October 30, 2019, appointed CA B. Shanti Sree as an additional director (Non-executive and Independent) under section 161 of the Companies Act, 2013 w.e.f October 30, 2019 and to hold office upto the date of ensuing AGM and thereafter subject to the approval of members.

The Company received a notice from one of the shareholders under Section 160 of the Companies Act, 2013 proposing that CA B. Shanti Sree be appointed as an Independent director.

CA B. Shanti Sree is a fellow member of the Institute

of Chartered Accountants of India and a practicing Chartered Accountant. She is a designated Partner of M/s. Tukaram & Co LLP., Chartered Accountants, Hyderabad. She is also a registered Insolvency Professional with Insolvency and Bankruptcy Board of India.

She served as a Nominee director on the Board of State Bank of Hyderabad from March 21, 2015 to March 31, 2017, the date of merger with SBI.

She served as a Governing council member from 2008 to 2012 and as a President for the year 2010-11 of "The AP Tax Bar Association".

She is currently serving as a Trustee on the Board of M/s. Pulela Gopichand Badminton Foundation.

Further, she is also an External member, Board of studies, Department of Commerce, Osmania University College for Women (Autonomous University), Koti, Hyderabad.

Keeping in view of her vast expertise and knowledge, it will be in the interest of the Company that CA B. Shanti Sree is appointed as an Independent director of the Company.

CA Shanti Sree is not disqualified from being appointed as director in terms of Section 164 of the Act and has given her consent to act as director. The Company has also received declaration from her that:

- i. She meets the criteria of Independence as prescribed in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations; and
- ii. She is in compliance of sub-rule (1) and sub-rule (2) of Rule 6 the Companies (Appointment and Qualifications of Directors) Rules, 2014.

In the opinion of the Board, CA B. Shanti Sree fulfils the conditions for appointment as an Independent director as specified in the Act and the listing regulations as amended. Copy of the draft letter of appointment as Independent director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The profile of CA B. Shanti Sree along with details as required under regulation 36 of the listing regulations and pursuant to secretarial standards on general meetings is furnished in **Annexure – I** to this notice.

The resolution seeks the approval of members for the appointment of CA B. Shanti Sree as an Independent director of the Company for a period of 5 years with effect from October 30, 2019 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and her office shall not be liable to retire by rotation.

No director, key managerial personnel of the Company or their relatives except CA B. Shanti Sree, to whom the resolution relates, is interested in or concerned with the

resolution in Item no. 4.

The Board recommends the ordinary resolution set forth in Item no. 4 for the approval of members.

Item No.5: Commission payable to non-executive directors:

The members at their annual general meeting held on August 27, 2015, by way of an ordinary resolution, approved to pay commission to the non-executive directors including Independent directors for each financial year from April 1, 2016 to March 31, 2021 an amount not exceeding 1% of the net profits of the Company subject to an overall ceiling of ₹25 lakhs (Rupees Twenty five lakhs only) for each financial year to be divided equally amongst the non-executive directors in such manner, as the Board may from time to time determine, which shall be in addition to the sitting fee for each meeting of the Board/Committee.

Section 197 of the Companies Act, 2013, permits payment of remuneration to the non-executive directors including Independent directors by way of commission not exceeding 1% of the net profits of the Company (to be computed in the manner provided in Section 198 of the Companies Act, 2013), if the Company authorizes such payment by a resolution at the general meeting of the Company.

Section 197(7) of the Companies Act, 2013, further states that an Independent director shall not be entitled to any stock option and may receive remuneration by way of sitting fee, reimbursement of expenses for participation in the Board and other meetings and profit related commission as may be approved by the members. As per rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a Company may pay sitting fee to a director for

attending meetings of the Board or Committees thereof, such sum as may be decided by the Board subject to the limits specified therein.

With the growth in the size, scale and complexity of the Company's operations and the level of involvement of the non-executive directors including Independent directors in the supervision and control of the Company and their guidance for the growth of the Company as members of the Board and also as chairman / members of the relevant Committees of the Board, the role of non-executive / Independent directors on the Board has undergone significant qualitative change and is expanding.

Your Board approved and recommended to the members to sanction the remuneration by way of commission payable to the non-executive directors including Independent directors for every year for a period of five years commencing from April 1, 2021 as proposed in the resolution apart from the sitting fee for attending Board/ Committee meetings not exceeding the limits specified in the resolution and by the Act, as may be decided by the Board from time to time, so that it is commensurate with their role and involvement in the Governance of the Company.

The Board recommends the ordinary resolution set forth in Item no. 5 for the approval of members.

No director, key managerial personnel of the Company or their relatives except Dr. D Nageswara Rao, Mr. K Durga Prasad, Mr. GP Kundargi, Mr. A Indra Kumar and CA B. Shanti Sree, being non-executive and Independent directors and to whom the resolution relates, is interested in or concerned with the resolution in Item no. 5.

Item No. 6: Ratification of appointment and remuneration of Cost Auditors for the financial year 2020-21:

The Board, on the recommendation of the Audit Committee, approved the appointment and remuneration payable to the cost auditors, M/s. Narasimha Murthy & Co., Cost Accountants, situated at 3-6-365, 104, Pavani Estate, Y.V. Rao Mansion, Himayatnagar, Hyderabad - 500029, to conduct the audit of the cost records of the Company across various segments, for the financial year ending March 31, 2021 as per the following details:

S. No.	Product	Fee for FY 2020-21 (₹)
1	Electricity (Eight Units)	5,20,000
2	Ferro Alloys (Steel) (Two Units)	1,80,000
3	Sugar and Industrial Alcohol	1,00,000
	TOTAL	8,00,000

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of directors, needs to be ratified by the members of the Company. Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2021.

The Board recommends the ordinary resolution set forth in Item no. 6 for the approval of members.

None of the directors, key managerial personnel of the Company and their relatives are in any way deemed to be interested or concerned in this Resolution.

By Order of the Board
for **Nava Bharat Ventures Limited**

VSN Raju
Company Secretary & Vice President

Place : Hyderabad
Date : June 26, 2020

Registered Office:

6-3-1109/1
`Nava Bharat Chambers', Raj Bhavan Road
HYDERABAD – 500 082
CIN : L27101TG1972PLC001549
Ph.No.040-23403501; e-Fax : + 91 80 6688 6121
E-mail : investorservices@nbv.in;
Website : www.nbventures.com

ANNEXURE - I

Details of Directors seeking appointment / re-appointment at the annual general meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standards on general meetings.

The particulars of Mr. GRK Prasad, Executive Director and CA B. Shanthi Sree, Independent director who are proposed to be appointed / re-appointed, are given below:

a	Name	Mr. GRK Prasad	CA B. Shanthi Sree
b	Brief Resume		
i)	Age	62 Years	58 Years
ii)	Qualification	B.Sc., FCA, FCS	FCA and registered Insolvency Professional
iii)	Experience	39 years	35 years
iv)	Date of appointment on the Board of the Company (Nava Bharat Ventures Ltd.)	June 28, 2003	October 30, 2019
c	Nature of his / her expertise in specific functional areas	Experience in all facets of finance and Corporate Affairs	Having good experience in the field of taxation, accountancy and auditing
d	Terms and Conditions along with details of remuneration sought to be paid	As mentioned in the resolution approved by the members of the Company at their meeting held on August 6, 2018	As per the resolution at Item no. 4 of this Notice read with the explanatory statement thereto
e	Relationship between Directors inter se [(As per Section 2(77) of the Companies Act, 2013 and Rule 4 of Companies (Specification of Definition Rules, 2014)]	Nil	Nil
f	Name(s) of other Companies in which Directorships held	1. Nava Bharat Projects Limited 2. Nava Bharat Energy India Limited 3. Brahmani Infratech Private Limited	B.N. Rathi Securities Limited
g	Name(s) of other companies in which Committee Membership(s) / Chairmanship(s) held	Member of 1. Audit Committee of Nava Bharat Energy India Limited, Nava Bharat Projects Limited and Brahmani Infratech Private Limited 2. Nomination and Remuneration Committee of Brahmani Infratech Private Limited and Nava Bharat Projects Limited	Chairman of Stakeholders Relationship Committee of B.N. Rathi Securities Limited Member of Audit, Nomination & Remuneration Committee and Risk Management Committee of B.N. Rathi Securities Limited
h	No. of shares of ₹2/- each held by the Director his relatives Total	65,172 <u>2,20,000</u> 2,85,172	7,500
i	Last Remuneration drawn	Nil	Nil
j	No. of Board Meetings attended during the year	6	3