

NAVA LIMITED

CIN: L27101TG1972PLC001549

Registered Office: 6-3-1109/1, 'Nava Bharat Chambers', Raj Bhavan Road,
Hyderabad-500082, Telangana.**Tel:** +91 40 23403501/40345999 **e-Fax:** +91 080 6688 6121**E-mail:** investorservices@navalimited.com **Website:** www.navalimited.com**POSTAL BALLOT NOTICE (NOTICE)**

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
Friday, November 22, 2024, at 9:00 a.m. (IST)	Saturday, December 21, 2024, at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act 2013, (“**the Act**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014, (“**the Rules**”), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI Listing Regulations**”), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India (“**SS-2**”), as amended from time to time and in accordance with the requirements prescribed and Circulars issued by the Ministry of Corporate Affairs (“**MCA**”) for holding General Meeting/conducting Postal Ballot process through e-Voting, to transact the special business as mentioned hereunder only by way of voting through electronic means (“**remote e-Voting**”).

Pursuant to Section 102 and other applicable provisions of the Act, the statement pertaining to the Resolutions setting out the material facts and reasons/rationale thereof is annexed to this Postal Ballot Notice for your consideration.

In compliance with the aforesaid MCA Circulars, this notice is being sent through electronic mode to those Members whose names appear in the Register of Members provided by National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL)/ Registrar and Share Transfer Agent - Kfin Technologies Limited (RTA) as on Friday, **November 15, 2024** (“**Cut-off date**”) and whose e-Mail addresses are registered with the Depository Participants/ RTA. The communication of **assent** or **dissent** of the Members would only take place through remote e-Voting system. The procedure for casting vote through e-Voting has been detailed further in the Notice.

Pursuant to Regulation 44 of SEBI Listing Regulations, Sections 108 and 110 of the Act read along with the relevant Rules, MCA Circulars and SS-2, the Company is providing the remote e-Voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of NSDL for the purpose of providing the facility of remote e-Voting to its Members. The instructions for remote e-voting are annexed to this Notice. The Notice is also available on the websites of the Company at <https://www.navalimited.com> and that of the stock exchanges (NSE - www.nseindia.com and BSE - www.bseindia.com) and NSDL (www.evoting.nsdl.com). Members desirous of exercising their vote through remote e-Voting process are requested to carefully read the instructions and follow the procedure as mentioned in this Notice to record their assent (**FOR**) or dissent (**AGAINST**) not later than **5.00 p.m. (IST) on Saturday, December 21, 2024**. The remote e-Voting will be disabled immediately thereafter, by NSDL.

The Board of directors has appointed Mrs. D. Renuka (Membership no. ACS 11963, CP No. 3460) Practicing Company Secretary, as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

The Scrutinizer will submit her report to the Chairman, or any other person authorised by him, after completion of scrutiny of votes cast. The results declared along with the Scrutinizer's Report shall be announced by the Chairman or such person authorised by him within the stipulated timeline. The Scrutinizer's decision on the validity of the votes cast will be final.

The results declared in respect of the resolutions as set out in the Postal Ballot Notice along with the Scrutinizer's Report shall be placed on the website of the Company <https://www.navalimited.com> and the same shall be immediately communicated to the Stock Exchanges where the shares of the Company are listed. The results shall also be displayed on the notice board at the registered office of the Company.

SPECIAL BUSINESS:

Item No 1: Appointment of Mr. Mwelwa Chibesakunda (DIN: 10805023) 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, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Mwelwa Chibesakunda (DIN: 10805023), who was appointed as an Additional Director in the capacity of an Independent Director with effect from November 14, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, be and is hereby appointed as an Independent Director of the Company for a tenure of Two (2) years i.e. till November 13, 2026, and that he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT Board of Directors or Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient, or desirable to give effect to above resolution.”

Item No 2: Sub-division/ split of existing 1 (One) Equity Share of face value of Rs. 2/- (Rupees Two Only) each fully paid up into 2 (Two) Equity Shares of face value of Re. 1/- (Rupee One Only) each fully paid up and consequent alteration to 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 Section 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the Securities Exchange Board of India (listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any statutory modifications or re-enactments thereof, for the time being in force) and in accordance with the Articles of Association of the Company and subject to receipt of such

other approvals, consents and permissions as may be required from concerned statutory/regulatory authority(ies), the approval of the Members of the Company be and is hereby accorded for the sub-division of 1 (One) Equity Share of the Company of the face value of Rs. 2/- (Rupees Two Only) each fully paid into 2 (Two) Equity Shares of the Company of face value of Re. 1/- (Rupee One Only) each fully paid up.”

“**RESOLVED FURTHER THAT** pursuant to the sub-division of the Equity Shares of the Company, all the issued, subscribed and paid-up equity shares of face value of Rs. 2/- (Rupees Two Only) each shall stand sub-divided into 2 (Two) Equity Shares of face value of Re. 1/- (Rupee One Only) each, from the record date as may be fixed by the Board of Directors of the Company and shall rank pari-passu in all respects with and carry the same rights as the existing fully paid Equity Shares of Rs.2/- (Rupees Two Only) each of the Company.”

“**RESOLVED FURTHER THAT** consent of the members be and is hereby accorded to make requisite alterations, modifications and adjustments to the NAVA – RESTRICTED STOCK UNIT PLAN 2023, as may be necessary due to sub-division/split of equity shares of the Company.”

“**RESOLVED FURTHER THAT** upon sub-division/ split of equity shares as aforesaid and with effect from the Record Date, the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the members to surrender their existing share certificate(s), may issue Letters of Confirmation of the Company in compliance with the prevailing laws/ guidelines in this regard; and for the equity shares held in dematerialized form, the sub-divided/split equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s).”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 13 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the approval of the Members of the Company be and is hereby accorded for substituting the existing Clause V of the Memorandum of Association of the Company with the following:

V. The Authorised Share Capital of the Company is Rs.50,00,00,000/- (Rupees fifty crores) divided into 50,00,00,000 (Fifty crores) Equity Shares of Re.1/- (Rupee One Only) each amounting to Rs.50,00,00,000/- (Rupees fifty crores) with rights, privileges and conditions attached thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the Capital of the Company into several classes and attach thereto respectively, subject to the laws for the time being in force, such rights, privileges or conditions as may be determined by or in accordance with regulations of the Company and to vary, modify, abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/ or the Chairman or Managing Director or the Company Secretary of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to incur expenditure thereon and to settle all matters arising out of and incidental thereto and to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub- division of equity shares and to give such directions as may be necessary or desirable, to settle any question, difficulty or doubt that may arise in this regard and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation/ consequential to the sub-division of Equity Shares including execution and filing of all the relevant applications, writings, deeds and documents with the Stock Exchange(s) where the shares of the Company are

listed, Depositories, Ministry of Corporate Affairs and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution”.

Item No 3: Alteration of Capital Clause (i.e., Clause 3) of the Articles of Association 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 14, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the Securities Exchange Board of India (listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any statutory modifications or re-enactments thereof, for the time being in force) and in accordance with the Articles of Association of the Company, and subject to such other approval(s)/ consent(s) as may be required from the concerned Statutory/Regulatory Authority(ies), the approval of the Members of the Company be and is hereby accorded for substituting the existing Clause 3 of the Articles of Association of the Company with the following

- 3. The Authorised Share Capital of the Company shall be as stated in the Memorandum of Association of the Company with rights, privileges and conditions attached thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the Capital of the Company into several classes and attach thereto respectively, subject to the laws for the time being in force, such rights, privileges or conditions as may be determined by or in accordance with regulations of the Company and to vary, modify, abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.”*

“RESOLVED FURTHER THAT the Board of Directors of the Company or the Chairman and Managing Director or CEO or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the above resolution(s), including but not limited to filing necessary e-forms with the Registrar of Companies and incorporation of amendments/ suggestions/ observations, if any, made by the Registrar of Companies to the extent applicable, without seeking any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution”

By order of the Board of Directors of
Nava Limited

Sd/-
VSN Raju
Company Secretary & Vice President
Membership No. A11701

Place: Hyderabad
Date: 14.11.2024

NOTES:

1. The explanatory statement pursuant to sections 102 and 110 of the Act read with the rules made thereunder stating material facts and reasons for the proposed resolution, is annexed hereto and forms part of this Notice. It also contains the relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from NSDL and CDSL and whose email address is registered with the Company / Depository Participant(s), as on Friday, November 15, 2024 (“the Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system. The notice is also uploaded on the website of the Company at www.navalimited.com and that of NSDL (<https://evoting.nSDL.com>), NSE (www.nseindia.com) and BSE (www.bseindia.com). All the members of the Company as of the cut-off date shall be entitled to vote in accordance with the process specified in this Notice.
3. The Company hereby requests all its members to register their email address, if not yet registered, to promote green initiative and to enable the Company to communicate with members electronically.
4. SEBI, vide its various circulars mandated that any service request from security holders (holding securities in physical form), shall be entertained only upon updation of KYC details such as PAN, Nomination, Contact number / E-mail id, Bank Account details and signature etc.

For the purpose of updation of KYC details against your folio, you are requested to send the details to our RTA, M/s. KFin Technologies Limited (Unit: NAVA LIMITED), Selenium Tower-B", Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana.

- a. Through hard copies which should be self -attested and dated. **OR**
- b. Through electronic mode, provided that they are sent through E-mail id of the holder registered with RTA and all documents should be electronically/digitally signed by the Shareholder and in case of joint holders, by first joint holder. **OR**
- c. Through web- portal of our RTA KFin Technologies Limited - <https://ris.kfintech.com>

Investors can download the following forms & SEBI Circulars, which are also uploaded on the website of the company and on the website of Kfin Technologies Limited; <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

- a. Form ISR-1 duly filled in along with self-attested supporting documents for updation of KYC details.
- b. Form ISR-2 duly filled in for banker attestation of signature along with Original cancelled cheque with your name(s) printed thereon or self-attested copy of bank passbook/statement.
- c. Form SH-13 for updation of Nomination for the aforesaid folio OR ISR-3 for “Opt-out of the Nomination.

Members holding shares in dematerialized mode, who have not registered/updated their aforesaid details are requested to register/update the same with their respective depository participants (‘DPs’).

5. The Board of directors at its meeting held on November 14, 2024, has appointed Mrs. D. Renuka (Membership no. ACS 11963, CP No. 3460), Practising Company Secretary as the ‘Scrutiniser’ to scrutinise the Postal Ballot process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose.
6. The e-voting shall commence on **Friday, November 22, 2024, at 9.00 a.m. (IST)** and end on **Saturday, December 21, 2024 at 5.00 p.m. (IST)**. The e-voting system shall be disabled by NSDL for voting thereafter. During this period, the members of the Company holding shares as on the cut-off date, i.e., Friday, November 15, 2024, may cast their vote by electronic means in the manner given below. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
7. The Scrutiniser shall, after conclusion of the e-voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any other person authorised by him. Results of the voting will be declared by the Chairman or any other person authorised by him, before 05.00 pm on **Tuesday, December 24, 2024** by placing the same along with the Scrutiniser’s report on the Company’s website viz., <https://www.navalimited.com> as well as on the website of NSDL viz., <https://evoting.nsdl.com> and will also be communicated to the stock exchanges on or before **Tuesday, December 24, 2024**.

Subject to receipt of requisite number of votes, the resolution set out in the Notice shall be deemed to have been passed on **Saturday, December 21, 2024**, i.e., the last day of the e-voting period.

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

Login method for remote e-voting for Individual shareholders holding securities in demat mode:

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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 email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting

	<p>service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> If you are 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 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
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. Password details for shareholders other than Individual shareholders 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. 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 from your mailbox. 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) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick 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 all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send 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 e-mail to prenukaacs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Swapneel Puppala at evoting@nsdl.com

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), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorservices@navalimited.com
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, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorservices@navalimited.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 1:

Mr. Mwelwa Chibesakunda was appointed by the Board on the recommendation of the Nomination and Remuneration Committee at its meeting held on November 14, 2024 as an Additional Director in the capacity of an Independent Director under Section 161 of the Companies Act, 2013 w.e.f. November 14, 2024 for a tenure of Two (2) years, not liable to retire by rotation, subject to the approval of members of the Company.

Mr. Mwelwa, Zambian National, is a lawyer and an advocate of the High Court and Supreme Court of Zambia. He holds an LL.M, Master of Law Degree in International Commercial Law from the University of Bristol obtained in 1996; a Bachelor of Laws Degree from the University of Zambia obtained in 1990 and a Legal Practitioner's License from Ziale obtained in 1991.

Mr. Mwelwa has over 33 years of law practice experience in Zambia worked on novel and "first time" commercial transactions. He is currently the Managing Partner of Chibesakunda & Co., a DLA Piper Africa associated firm that he founded in 2006, that is recognized as a premier provider of legal services in Zambia, and that has been recognized as a Tier 1 firm for the last 18 years.

Mr. Mwelwa commenced his legal practice at the Ministry of Justice with the Director of Public Prosecutions and the Attorney Generals Chambers and later joined the International Law Department. He had earlier served on the boards of Afagri, Agricultural and Commercial Show Society of Zambia, Lusaka International Community School, African Grey Insurance Ltd, Teal Zambia Ltd, Lubambe Mine Ltd and Lafarge Plc.

Further, he is currently serving on the boards of Hybrid Poultry Ltd, Verino Agri Processing Industries Ltd, Country Choice Ltd, UPEPO Energy Ltd, Chilanga Cement Plc, Wildlife Crime Prevention, DLA Africa and Maamba Energy Ltd

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Mwelwa Chibesakunda is appointed as an Independent Director of the Company.

The Company has received from Mr. Mwelwa Chibesakunda (i) consent in writing to act as an Independent Director of the Company in form DIR-2 (ii) intimation to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations and (iv) declaration that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority

In the opinion of the Board, Mr. Mwelwa Chibesakunda fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations as amended.

Mr. Mwelwa Chibesakunda shall be paid remuneration by way of fee for attending Board or Committee meetings including reimbursement of expenses incurred thereon and commission as may be approved by Board of Directors from time to time.

The Profile of Mr. Mwelwa Chibesakunda along with details as required under Regulation 36 of the Listing Regulations and pursuant to Secretarial Standards on general meetings are furnished in Annexure – 1 to this notice.

Except himself, no other Director and Key Managerial Personnel of the Company and their relatives are in any way deemed to be interested or concerned in this Resolution.

Hence, the Board recommends the resolution set out in item No. 1 of this Postal Ballot Notice for the approval of the Members of the Company.

Item Nos. 2 & 3:

The present face value of the equity shares of your Company is Rs. 2/- per share. The Board of directors noted that the proposed sub-division of the equity shares of the Company into smaller denominations would potentially encourage wider investor participation, including small investors thereby enhancing liquidity of the equity shares of the Company in the Stock Market and therefore it is in the best interest of the shareholders and the Company.

The Board of Directors at its Meeting held on November 14, 2024, considered and approved, subject to the approval of members of the Company and statutory authority(ies), if any, the sub-division of 1 (One) Equity Share of the Company of the face value of Rs. 2/- (Rupees Two Only) each fully paid up into 2 (Two) Equity Shares of the Company of face value of Re. 1/- (Rupee One Only) each fully paid up, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose by the Board ("Record Date").

Accordingly, the Board of Directors, recommends the Resolutions as set out in the accompanying Notice for the approval of the members of the Company in accordance with the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Such sub-division/ split shall not be construed as reduction in share capital of the Company, in accordance with the applicable provisions of the Companies Act, 2013.

Further, the sub-division of shares as aforesaid would require consequential amendment to the existing Clause V of the Memorandum of Association ("MOA") of the Company to reflect the change in face value of each Equity Share of the Company from existing Rs.2/- (Rupees Two only) each to proposed Re.1/- (Rupee One only) each. Furthermore, the sub-division would also require to substitute the existing Clause 3 of the Articles of Association ("AOA") of the Company in the following manner:

Existing: *The Authorised Share Capital of the Company is Rs.50,00,00,000/- (Rupees fifty crores) divided into 25,00,00,000 (Twenty Five crores) Equity Shares of Rs.2/- (Rupees Two Only) each amounting to Rs.50,00,00,000/- (Rupees fifty crores) with rights, privileges and conditions attached thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the Capital of the Company into several classes and attach thereto respectively, subject to the laws for the time being in force, such rights, privileges or conditions as may be determined by or in accordance with regulations of the Company and to vary, modify, abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.*

Proposed: *The Authorised Share Capital of the Company shall be as stated in the Memorandum of Association of the Company with rights, privileges and conditions attached thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the Capital of the Company into several classes and attach thereto respectively, subject to the laws for the time being in force, such rights, privileges or conditions as may be determined by or in accordance with regulations of the Company and to vary, modify, abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company."*

Hence, the Board in its Meeting held on November 14, 2024 also considered and recommended for amendment in the existing Clause V of the MOA and Clause 3 of the AOA to reflect the change in proposed face value of each Equity Share of the Company. The proposed sub-division/ split of equity shares will not result in any change in the amount of authorized, issued, subscribed and paid-up capital of the Company. Approval of the Members is required for sub-division/ split of equity shares and consequent amendment in the MOA and AOA of the Company.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are in any way concerned or interested, financially or otherwise, in the resolutions at item nos. 2 & 3 of this Postal Ballot Notice except to the extent of their shareholding in the Company, if any.

Hence, the Board recommends the resolutions set out in item nos. 2 & 3 of this Postal Ballot Notice for the approval of the Members of the Company.

By order of the Board of Directors of
Nava Limited

Sd/-
VSN Raju
Company Secretary & Vice President
Membership No. A11701

Place: Hyderabad
Date: 14.11.2024

ANNEXURE – 1

Details of Director seeking appointment (pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standards on General Meetings.

A	Name	Mr. Mwelwa Chibesakunda
B	Brief Resume	
i)	Age	57 years
ii)	Qualification	LLM, Masters of Law Degree in International Commercial Law, a Bachelors of Laws Degree and a Legal Practitioner's License.
iii)	Experience	33 years
iv)	Date of appointment on the Board of the Company (Nava Limited)	14.11.2024
C	Nature of his expertise/skills/capabilities in specific functional areas	Legal Advisory, Leadership, Board procedures and Management
D	Terms and Conditions along with the details of the remuneration sought to be paid.	As mentioned in the resolution
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)]	Not Applicable
F	Name(s) of other companies in which directorship held.	1. Hybrid Poultry Ltd 2. Verino Agri Processing Industries Ltd 3. Country Choice Ltd 4. UPEPO Energy Ltd 5. Chilanga Cement Plc 6. Wildlife Crime Prevention 7. DLA Africa 8. Maamba Energy Ltd
G	Name(s) of other companies in which Committee Membership(s) / Chairmanship(s) held	NIL
H	Listed entities from which resigned in the past three years	NIL
I	No. of shares of ₹ 2 /- each held by (i) The Director (ii) His Relatives Total	NIL
J	Skills and capabilities required for the role and the manner in which Nitin meets such requirements	Refer to Item no. 1 of the explanatory statement.