NAVA LIMITED

CIN: L27101TG1972PLC001549
Regd. 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;
investorservices@navalimited.com; www.navalimited.com

NOTICE

Notice is hereby given that the 54th Annual General Meeting ("AGM") of the members of Nava Limited will be held on Friday, the 14th day of August, 2026 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, 2026 including audited balance sheet as at March 31, 2026, the statement of profit & loss for the year ended on that date together with the reports of the Board of directors and auditor's (standalone and consolidated) thereon.

Item No.2: Declaration of final dividend on the equity shares:

To declare final dividend at the rate of 550% i.e. ₹5.50 per equity share of ₹1/- each for the financial year ended March 31, 2026.

Item No.3: Director liable to retire by rotation:

To appoint a director in place of Mr. P. Trivikrama Prasad (DIN: 00006887), who retires by rotation and being eligible, offers himself for re-appointment.

Item No.4: Director liable to retire by rotation:

To appoint a director in place of Mr. Nikhil Devineni (DIN:08695842), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

Item No.5: Ratification of remuneration payable to Cost Auditors for the financial year 2026-27:

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 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the remuneration payable to M/s. Sagar & Associates, Cost Accountants (Firm Registration no: 000118) Hyderabad, appointed as Cost Auditors by the Board of directors of the Company to conduct the cost audit of the cost records maintained by the Company in respect of the Company's products in all the units or plants relating to Electricity and Steel (Ferro Alloys) for the financial year 2026-27, amounting to ₹7,00,000/- (Rupees Seven Lakhs only) plus out of pocket expenses and applicable taxes thereon, be and is hereby ratified."

Item No.6: Approval for continuation of directorship of Mr. P. Trivikrama Prasad (DIN:00006887) as a Non-Executive Non-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, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and pursuant to Regulation 17(1D) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of directors, the consent and approval of Members of the Company be and is hereby accorded for continuation of directorship of Mr. P. Trivikrama Prasad (DIN:00006887) as a Non-Executive Non Independent Director of the Company, liable to retire by rotation in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, for a period of Five (5) years with effect from May 15, 2026."

"RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or reenactment(s) thereof for the time being in force), approval of the Members of the Company, be and is hereby accorded for continuation of office of Mr. P. Trivikrama Prasad (DIN: 00006887) as a Non-Executive Non Independent Director of the Company, notwithstanding that he will attain the age of seventy-five (75) years during his term of office, and for his continuing to hold such office thereafter until the expiry of his term."

"RESOLVED FURTHER THAT the commission payable to Mr. P Trivikrama Prasad shall continue to be governed by the approval previously accorded by the Members at their meeting held on August 14, 2025, in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder."

"RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

Item No.7: Re-appointment and remuneration payable to Mr. GRK Prasad, (DIN: 00006852) Executive Director:

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 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of directors of the Company, the consent and approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. GRK Prasad (DIN: 00006852), Executive Director of the Company, liable to retire by rotation in accordance with Article no.79 of the Articles of Association of the Company, for a further period of two (2) years with effect from June 28, 2026 on the remuneration, incentive, perquisites, benefits, and other allowances as set out below:

A. Salary : Salary in the range of ₹15,90,000/- to ₹20,00,000/- per month, as may be decided by the Board from time to time.

B. Incentive : In addition to the salary and perquisites / allowances, an incentive of ₹60,00,000/- per annum, be allowed and paid to Mr. GRK Prasad during the tenure of his appointment.

C. Perquisites : In addition to the salary, he shall be entitled to the allowances and other perquisites as set out below, which shall be computed on the enhanced salary from time to time.

a) Housing

i) Where accommodation in the company owned house is provided, he will pay 10% of his salary towards house rent;

ii) Where hired accommodation is provided, the expenditure incurred by the Company on hiring furnished accommodation to him will be subject to a ceiling of 60% of salary;

iii) In case, the Company does not provide accommodation, House rent allowance shall be paid @ 60% of the salary; and

iv) Annual Allowance towards gas, electricity, water and furnishing will be subject to a ceiling of 10% of the salary.

b) Medical Reimbursement/Allowance for self and family: Reimbursement of expenses actually incurred for self and family or allowance, the total cost of which to the Company shall not exceed one month's salary in a year or three months' salary over a period of three years.

c) Leave Travel concession or Allowance: For self and family, once in a year either in India or abroad in accordance with the rules of the Company.

d) Club fees: Fees of clubs, subject to a maximum of two clubs.

e) Personal accident insurance: As per the rules of the Company.

f) Car: Free use of car with driver including maintenance thereof.

g) Contribution to Provident Fund, Superannuation Fund or Annuity Fund, as per the rules of the Company.

h) Gratuity payable, shall not exceed, half a month's salary, for each completed year of service.

i) Communication Facilities: Free communication facilities like Telephones / Internet / Mobiles / Fax at residence.

j) Leave on full pay and allowances as applicable to other employees of the Company but not exceeding one month for every 11 months' service.

k) He shall also be entitled to reimbursement of expenses actually and properly incurred for the business of the Company.

l) Any other perquisites that may be allowed as per the guidelines issued by the Central Government from time to time.

"RESOLVED FURTHER THAT notwithstanding anything herein stated above, where in any financial year during the tenure of Mr. GRK Prasad (DIN:00006852) as Executive Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. GRK Prasad the above remuneration by way of salary, perquisites and other allowances as minimum remuneration subject to the requisite approvals or the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter, vary or revise the terms and conditions of the said re-appointment and remuneration payable to Mr. GRK Prasad (DIN:00006852) from time to time, within the limits prescribed under the Companies Act, 2013 and Schedule V thereto"

Item No.8: Re-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 **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV thereto and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the LODR Regulations"), including [including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force], and pursuant to the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and that of the Board, the consent and approval of Members of the Company be and is hereby accorded, for the re-appointment of Mr. Mwelwa Chibesakunda (DIN: 10805023), who has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the LODR Regulations and who is eligible for re-appointment, as an Independent Director of the Company, not liable to retire by rotation, to hold office for another term of five (5) years commencing from November 14, 2026 up to November 13, 2031."

"RESOLVED FURTHER THAT any one of the 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.9: Amendment of Object Clause in the Memorandum of Association:

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company and based on the approval of the Board of directors, the consent and approval of the Members of the Company be and is hereby accorded to substitute the existing Clause III(3B) of the Memorandum of Association of the Company with the following:

"3B. To promote, establish, develop, construct, install, commission, generate, accumulate, produce, transmit, distribute, supply, purchase, sell, exchange, import, export, operate and maintain electricity, power and energy for captive consumption or for sale, through power plants and generating stations based on thermal, hydro, gas, solar, wind, tidal, nuclear, biomass, waste-to-energy, hydrogen, hybrid systems, energy storage systems, or any other conventional, non-conventional, renewable, sustainable, existing or future technology through which power or energy may be generated, stored or supplied; and to lay down, establish, construct, install, operate and maintain power stations, generating units, substations, switchyards, transmission lines, distribution networks, cables, towers, terminals, energy storage facilities and all other infrastructure, equipment and works necessary or incidental thereto; and to acquire, purchase, lease, take over, amalgamate with, operate, manage or otherwise deal with any company, undertaking, business or enterprise engaged in similar or related activities, whether as a division, generating company, special purpose vehicle or separate undertaking, subject to applicable laws, regulations and Government policies from time to time; and to undertake all such activities, works and operations as may be necessary, incidental, conducive, advantageous or desirable for the attainment of the aforesaid objects."

"RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company, be and are hereby severally authorised to do and perform all such acts, deeds, matters and things, including filing of necessary forms/ documents with the statutory authorities and delegation of powers, as may be deemed necessary, proper or expedient for giving effect to this resolution and for matters connected therewith or incidental thereto."

By Order of the Board
For **NAVA LIMITED**

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

Place: Hyderabad
Date: May 15, 2026

Notes:

1. The explanatory statement in respect of the special business in the Notice, pursuant to Section 102 of the Companies Act, 2013 stating all the material facts and reasons for the proposal is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder is also annexed.

2. Pursuant to general circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ("MCA Circulars") the Company is convening its 54th AGM through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of the members, on Friday, August 14, 2026, at 10:00 a.m. (IST). Since the AGM will be held through VC / OAVM, the Route Map, proxy form and attendance slip are not attached to this Notice.

3. Pursuant to the Circulars dated April 8, 2020 and May 13, 2022, issued by MCA and SEBI respectively, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to participate and cast their votes through e-voting.

4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting 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) to facilitate voting through electronic means, as an authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the AGM will be provided by NSDL.

5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.navalimited.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com

6. The Register of members and share transfer books of the Company will remain closed from Saturday, August 08, 2026 to Friday, August 14, 2026 (both days inclusive) for the purpose of AGM and dividend.

7. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, August 07, 2026, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

8. Remote e-voting will commence at 9.00 a.m. (IST) on Monday, August 10, 2026 and will end at 5.00 p.m. (IST) on Thursday, August 13, 2026.

9. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in this notice.

10. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

11. In compliance with the aforesaid MCA and SEBI Circulars notice of the AGM along with the Annual Report for FY 2025-26 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 2025-26 is also made available on the Company's website https://www.navalimited.com/investors/financials/annual-reports/, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL at www.evoting.nsdl.com

12. As per Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), securities of listed companies can be transferred only in dematerialized form and also 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 Limited ("KFin") for assistance in this regard.

13. The final dividend for the year ended March 31, 2026 as recommended by the Board, i.e. ₹5.50 (Rupees Five and Fifty paise only) per equity share of face value ₹1/- each, if declared at the meeting, will be paid to those members whose names appear in the Company's register of members on August 07, 2026 subject to deduction of tax at source pursuant to Finance Act, 2020. In respect of shares held in electronic form, the dividend will be payable based on beneficial ownership as per details provided as at the close of business hours on August 07, 2026 by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose. The dividend on equity shares, if declared at the meeting, will be credited within the statutory time limit prescribed under the Companies Act.

    Members are requested to note that, pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the members of the Company w.e.f. April 1, 2020 and the Company is required to deduct tax at source ("TDS") on dividend to be paid to the members at the rates prescribed in the Income Tax Act, 1961.

14. The unclaimed equity dividend for the year ended March 31, 2019 will be transferred on or before September 09, 2026 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 124 of the Companies Act, 2013.

15. The unclaimed physical share certificates with the Registrars and Share Transfer Agents of the Company, subsequent to the issue of various reminders, were transferred to unclaimed suspense account and dematerialized to the credit of "Nava 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 https://www.navalimited.com/unclaimed-unpaid-dividend-shares/. The concerned members are requested to approach the Registrars, KFin Technologies Ltd., (KFin) with their claim for transfer of their shares to their respective demat accounts along with the dividends, if any, in line with the rules and circulars issued by Ministry of Corporate Affairs and SEBI.

16. 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, 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.

17. All shares in respect of which dividend has not been paid or claimed for seven consecutive years or more (relevant shares) up to and including the financial year 2017-18 were transferred by the Company in the name of IEPF from time to time as prescribed by the Act and rules made thereunder and the statement containing such details as may be prescribed is placed on Company's website: www.navalimited.com.

18. Members whose shareholding is in electronic mode are requested to notify any change in address or bank account details to their respective depository participant(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time. To promote green initiative, members who have not registered their email addresses are requested to register the same with their DP, in case the shares are held by them in electronic form and with KFin, in case the shares are held in physical form.

19. 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 code, etc., to their Depository Participants in case the shares are held by them in electronic form and to KFin in case the shares are held by them in physical form.

20. 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 KFin. Members holding shares in electronic mode may contact their respective DP for availing this facility.

21. Members holding shares in identical order of names in more than one folio are requested to write to the Company's Registrars and Share Transfer Agents enclosing their share certificates to enable consolidation of their shareholdings in one folio.

22. Pursuant to the directions/notifications of Securities and Exchange Board of India (SEBI) and Depositories, the demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number either at the time of opening of the account or subsequently, in case they have not furnished the Income Tax Permanent Account Number 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 circulars, all share transfer requests are therefore to be accompanied with PAN details.

23. Payment of Dividend through electronic mode only for Physical Folios:

SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) are not updated with the KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details; Mobile Number and Bank Account Details and signature, if any) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024.

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 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

24) 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.

25) Members at 50th AGM held on August 10, 2022, approved the appointment of M/s. Walker Chandiok & Co. LLP, Chartered Accountants as Statutory Auditors of the Company to hold office for a further period of five years from the conclusion of that AGM till the conclusion of 55th AGM.

26) Additional information pursuant to Regulation 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.

27) Retirement of Directors by rotation: Mr. P Trivikrama Prasad, Non-Executive Director and Mr. Nikhil Devineni, Executive Director of the Company, retires by rotation at the ensuing 54th annual general meeting and, being eligible, offers themselves for re-appointment. The Board of directors recommends the re-appointment of Mr. P Trivikrama Prasad as a Non-Executive Director and Mr. Nikhil Devineni as an Executive Director, liable to retire by rotation.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, August 10, 2026 at 09:00 A.M. and ends on Thursday, August 13, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, August 07, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, August 07, 2026.

How do I vote electronically using NSDL e-Voting system?

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 and joining virtual meeting 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.	For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. 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 or joining virtual meeting & voting during the meeting. 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.

Type of shareholders	Login Method
	Click on company name or **e-Voting 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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting & voting during the meeting. 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. 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 e-voting 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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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 user 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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

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.

It is strongly rvecommended 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.

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 and joining virtual meeting 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.

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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. 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.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the 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 to avoid last minute rush.
2. Members are encouraged to join the meeting through Laptops for better experience.
3. Further Members registered as speakers will be required to allow Camera during AGM and hence are requested to use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop 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 kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
6. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by sending a mail mentioning their name, folio no./client id DP id to investorservices@navalimited.com during the period starting from Tuesday, August 04, 2026 (9:00 a.m.) to Thursday, August 06, 2026 (5:00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Only questions of the members holding shares as on the cut-off date will be considered.

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.5: Ratification of remuneration payable to Cost Auditors for the financial year 2026-27:

The Board on the recommendation of the Audit Committee, approved the appointment and remuneration payable to the cost auditors, M/s. Sagar & Associates, Cost Accountants (Firm Registration no: 000118), Hyderabad, to conduct the audit of cost records of the Company across various segments, for the financial year 2026-27 as per the following details:

S. No.	Product	Fee for 2026-27 (₹)
1	Electricity (Six Units)	5,20,000/-
2	Ferro Alloys (Steel) (Two Units)	1,80,000/-
	Total	**7,00,000/-**

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, is 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 2026-27.

None of directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

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

Item No.6: Approval for continuation of directorship of Mr. P. Trivikrama Prasad (DIN:00006887) as a Non-Executive Non-Independent Director of the Company:

Mr. P. Trivikrama Prasad (DIN: 00006887) was re-appointed as the Managing Director of the Company pursuant to the resolution passed by the Board of Directors at its meeting held on January 28, 2022. The said re-appointment was subsequently approved by the shareholders through postal ballot on July 9, 2022, for a period of three (3) years from March 19, 2022 up to March 18, 2025.

Upon completion of his tenure as Managing Director, the Board of Directors, at its meeting held on February 19, 2025, took note of the continuation of Mr. P. Trivikrama Prasad on the Board of the Company as a Non-Executive and Non-Independent Director with effect from March 19, 2025.

Mr. Prasad holds an MBA degree from the U.S.A. and has been associated with the Company since 1981, serving in various senior management positions. He possesses rich and diverse experience of over four and a half decades in the areas of corporate management, strategic planning, operations and business development.

During his long association with the Company, Mr. Prasad has made significant contributions to its growth, profitability and diversification of operations in India and overseas. His extensive knowledge of the Company's businesses, deep industry experience and leadership capabilities have been valuable to the Board in its deliberations and in addressing complex business, operational and strategic matters. He continues to play an important mentoring and advisory role in guiding the strategy and operations of the Company and its subsidiaries.

During his tenure and leadership, the Company has also received several recognitions and accolades in areas including CSR, exports, productivity, quality, industrial safety and environmental protection.

Considering Mr. Prasad's extensive experience, institutional knowledge, continued valuable guidance and significant contribution to the growth and development of the Company, the Board considers that his continued association would be beneficial to the Company and its stakeholders. Accordingly, approval of the Members is being sought for his continuation as a Non-Executive, Non-Independent Director of the Company for a further period of five (5) years, on the terms set out in the special resolutions at Item No 6.

The Members may note that Mr. Prasad is presently 73 years of age and will attain the age of 75 years during the proposed five-year term. In terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the shareholders by way of a special resolution is required to appoint or continue the directorship of any person, as a non-executive director who has attained the age of 75 years.

Accordingly, the Special Resolution at Item No. 6 also seeks the approval of the Members for the continuation of Mr. Prasad as a Non-Executive, Non-Independent Director after he attains the age of 75 years and until the expiry of the proposed term. Having regard to his qualifications, extensive experience, institutional knowledge, leadership capabilities and continued contribution to the Company, the Board is of the view that his continuation in office, notwithstanding his attaining the age of 75 years during the proposed term, is justified and would be in the best interests of the Company and its stakeholders.

The commission payable to Mr. P. Trivikrama Prasad shall continue to be governed by the approval previously accorded by the shareholders at their meeting held on August 14, 2025, in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The Board, pursuant to recommendation of the Nomination and Remuneration Committee considered the above proposal and approved the same, subject to approval of the shareholders at the ensuing Annual General Meeting.

Except Mr. P Trivikrama Prasad and/or his relatives, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

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

Item No.7: Re-appointment of and remuneration payable to Mr. GRK Prasad (DIN: 00006852), Executive Director

In accordance with the provisions of Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013 ("the Act"), Mr. GRK Prasad (DIN:00006852) was re-appointed as an Executive Director of the Company by the Board of Directors and the shareholders at their respective meetings held on 24.05.2023 and 04.08.2023, for a period of three (3) years, i.e., up to 27.06.2026

Upon the recommendations of the Nomination & Remuneration committee, the Board approved the re-appointment of Mr. GRK Prasad as an Executive Director, liable to retire by rotation, for a further period of 2 (two) years with effect from June 28, 2026, subject to approval of Shareholders at the ensuing annual general meeting.

Mr. GRK Prasad has been associated with the Company since 1995 and is currently overseeing key functions including business operations, corporate strategy, internal controls, risk management, and financial processes. He possesses over four decades of rich experience in finance, accounting, corporate affairs, corporate strategy, and management. He also has significant expertise in project financing, audit management and mergers & acquisitions, with exposure across diverse business verticals. He is a Fellow Member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India.

In accordance with the provisions of Section 178 of the Act and applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance of Mr. GRK Prasad was evaluated by the Nomination and Remuneration Committee, Independent Directors, and the Board. His performance was good and has been instrumental in the growth and overall performance of the Company.

The Company has received from Mr. GRK Prasad his consent to act as an Executive Director of the Company and a declaration confirming that he is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The details relating to the proposed re-appointment of Mr. GRK Prasad as Executive Director and the remuneration payable to him are contained in the Resolution set out at Item No. 7 of this Notice. The additional details required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings are furnished in **Annexure - 1** to this Notice.

Considering his extensive experience, expertise and continued valuable contribution to the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board approved and recommends to the Members the re-appointment of Mr. GRK Prasad as Executive Director for a further period of two (2) years with effect from June 28, 2026, together with the remuneration payable to him within the range and on the terms and conditions specified in the Resolution set out at Item No. 7 of the Notice.

Except Mr. GRK Prasad and/or his relatives, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

The Board recommends the special resolution set forth in Item no. 7 for approval of the members.

Item No.8: Re-appointment of Mr. Mwelwa Chibesakunda (DIN: 10805023) as an Independent Director

Mr. Mwelwa Chibesakunda (DIN: 10805023) was appointed as an Independent Director of the Company by the Board of Directors ("Board") at its meeting held on November 11, 2024 and thereafter approved by the Members through Postal Ballot on December 21, 2024 for a term of two (2) years with effect from November 14, 2024, pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 ("the Act"). Accordingly, his current tenure as an Independent Director of the Company is up to November 13, 2026.

Mr. Mwelwa possesses the requisite expertise and experience. He has made valuable contributions to the deliberations and decisions of the Board, and his continued association would be beneficial to the Company.

In accordance with the provisions of Schedule IV to the Act and the applicable provisions of the SEBI (LODR) Regulations, the performance evaluation of Mr. Mwelwa has been carried out by the Board (excluding the Director being evaluated). The evaluation indicates that his performance has been effective, and that he continues to demonstrate independence of judgment and active participation in the proceedings of the Board.

The Company has received from Mr. Mwelwa all necessary declarations and confirmations including his consent to act confirming that he meets the criteria of independence under Section 149 of the Companies Act, 2013 and SEBI (LODR) Regulations. The Company has also received confirmation that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013 and that he complies with the limits prescribed under Section 165 of the Companies Act, 2013.

Based on the recommendation of the Nomination and Remuneration Committee and considering his skills, experience, performance evaluation and continued fulfilment of the independence criteria, the Board, at its meeting held on May 15, 2026, approved and recommended the re-appointment of Mr. Mwelwa Chibesakunda (DIN:10805023) as an Independent Director of the Company, not liable to retire by rotation, for second term of five (5) years commencing from November 14, 2026 up to November 13, 2031, subject to the approval of the Members by way of a Special Resolution.

Except Mr. Mwelwa Chibesakunda and/or his relatives, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval of the Members.

Item No.9: Alteration of Memorandum of Association – Modification of Clause III(3B)

The existing Clause III(3B) of the Memorandum of Association ("MOA") of the Company contains provisions enabling the Company to engage in activities relating to generation, transmission, distribution and supply of electricity/power through various sources.

With the rapid transformation in the energy sector and emergence of advanced technologies for power generation, it is considered appropriate and in the interest of the Company to broaden the existing object clause to enable the Company to diversify into generation of electricity through nuclear energy and other existing or future technologies for generation of electricity.

The proposed amendment is intended to enhance the Company's ability to explore future business opportunities in both conventional and non-conventional energy sectors and align the object clause with the long-term strategic business plans of the Company.

Accordingly, pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, it is proposed to substitute the existing Clause III(3B) of the Memorandum of Association with the following:

"3B. To promote, establish, develop, construct, install, commission, generate, accumulate, produce, transmit, distribute, supply, purchase, sell, exchange, import, export, operate and maintain electricity, power and energy for captive consumption or for sale, through power plants and generating stations based on thermal, hydro, gas, solar, wind, tidal, nuclear, biomass, waste-to-energy, hydrogen, hybrid systems, energy storage systems, or any other conventional, non-conventional, renewable, sustainable, existing or future technology through which power or energy may be generated, stored or supplied; and to lay down, establish, construct, install, operate and maintain power stations, generating units, substations, switchyards, transmission lines, distribution networks, cables, towers, terminals, energy storage facilities and all other infrastructure, equipment and works necessary or incidental thereto; and to acquire, purchase, lease, take over, amalgamate with, operate, manage or otherwise deal with any company, undertaking, business or enterprise engaged in similar or related activities, whether as a division, generating company, special purpose vehicle or separate undertaking, subject to applicable laws, regulations and Government policies from time to time; and to undertake all such activities, works and operations as may be necessary, incidental, conducive, advantageous or desirable for the attainment of the aforesaid objects."

The Board of directors has considered and approved the alteration of Clause III(3B) of the Memorandum of Association, subject to approval of the members of the Company.

None of directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 9.

The Board recommends the special resolution set forth in Item no. 9 for approval of the members.

By Order of the Board
For NAVA LIMITED

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

Place: Hyderabad
Date: May 15, 2026

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.

The particulars of Mr. P Trivikrama Prasad, Non-Executive Non Independent Director, who is proposed to be re-appointed, are given below:

A	**Name**	**Mr. P Trivikrama Prasad**
B	**Brief Resume**	
i)	Age	73 years
ii)	Qualification	MBA from U.S.A.
iii)	Experience	44 years
iv)	Date of appointment on the Board of the Company (Nava Limited)	March 19, 1992
C	Nature of his/her expertise in specific functional areas	Top management experience as Managing Director of Nava Limited. All the disciplines and functional aspects of the Company with focus on Finance besides providing strategic guidance to Group's operations.
D	Terms and Conditions along with details of remuneration sought to be paid	Retires by rotation and being eligible offers himself for re-appointment
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)]	Related to Mr. D Ashok not falling under section 2(77) of the Companies Act, 2013.
F	Name(s) of other companies in which directorships held	V9 Avenues Private Limited AV Dwellings Private Limited Nava Bharat Projects Limited Nava Bharat Energy India Limited Dr. Devineni Subbarao Trust G.S.R. Trust Sree Padmavathi Venkateswara Foundation Kawambwa Sugar Limited Nava Agro Pte Limited
G	Name(s) of other companies in which Committee Membership(s) / Chairmanship(s) held	Nava Bharat Projects Limited Chairman- Corporate Social Responsibility Committee
H	Listed entities from which resigned in the past three years	NIL
I	No. of shares of ₹1/- each held by the Director & his relatives	Self: 66,08,000 equity shares Relative: 1,40,00,000 equity shares
J	Last Remuneration drawn	Commission of ₹1033.76 lakhs
K	No. of Board Meetings attended during the year	7

The particulars of Mr. Nikhil Devineni, Executive Director, who is proposed to be re-appointed, are given below:

A	**Name**	**Mr. Nikhil Devineni**
B	**Brief Resume**	
i)	Age	37 years
ii)	Qualification	MBA and a Degree in Bachelor of Science in Business Administration (BSBA) (with emphasis on Operations and Information Management)
iii)	Experience	12 years
iv)	Date of appointment on the Board of the Company (Nava Limited)	September 02, 2024
C	Nature of his/her expertise in specific functional areas	Leadership, Project Execution, Financial and Risk Management, Business Development, Commercial and Treasury operations.
D	Terms and Conditions along with details of remuneration sought to be paid	Retires by rotation and being eligible offers himself for re-appointment
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)]	Mr. Nikhil Devineni is a Son of Mr. Ashok Devineni, Chairman and Brother of Mr. Ashwin Devineni, MD & CEO
F	Name(s) of other companies in which directorships held	Nava Bharat Energy India Limited A.N. Investments Private Limited NAV Developers Limited Kawambwa Sugar Limited Nava Agro Pte Limited Nava Resources CI Nava Alloys CI
G	Name(s) of other companies in which Committee Membership(s) / Chairmanship(s) held	Nava Bharat Energy India Limited Member - Nomination and Remuneration Committee and Corporate Social Responsibility Committee.
H	Listed entities from which resigned in the past three years	NIL
I	No. of shares of Re. 1/- each held by the Director & his relatives	Self: 51,00,000 equity shares Relative: 1,29,28,624 equity shares
J	Last Remuneration drawn	₹1714.19 Lakhs
K	No. of Board Meetings attended during the year	7

The particulars of Mr. GRK Prasad, Executive Director, who is proposed to be re-appointed, are given below:

A	**Name**	**Mr. GRK Prasad**
B	**Brief Resume**	
i)	Age	68 years
ii)	Qualification	B. Sc, FCA, FCS
iii)	Experience	45 Years
iv)	Date of appointment on the Board of the Company (Nava Limited)	June 28, 2003
C	Nature of his/her expertise in specific functional areas	Experience in all facets of finance and Corporate Affairs
D	Terms and Conditions along with details of 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)]	NIL
F	Name(s) of other companies in which directorships / Trusteeship held	Maamba Energy Limited Nava Bharat Projects Limited Nava Bharat Energy India Limited Brahmani Infratech Private Limited Nava Healthcare Pte. Limited Nava Agro Pte. Limited Telugu People Foundation (Public Charitable Trust) Nava Resources CI Nava Alloys CI Maamba Solar Energy Limited
G	Name(s) of other companies in which Committee Membership(s) / Chairmanship(s) held	Nava Bharat Energy India Limited Audit Committee – Member Nava Bharat Projects Limited Audit Committee – Member Nomination and Remuneration Committee – Member Brahmani Infratech Private Limited Audit Committee – Member Nomination and Remuneration Committee – Member
H	Listed entities from which resigned in the past three years	NIL
I	No. of shares of ₹1/- each held by the Director & his relatives	Director (under Family Trust) – 3,52,344 equity shares Relative – 1,80,000 equity shares
J	Last Remuneration drawn	₹469.12 Lakhs
K	No. of Board Meetings attended during the year	7

The particulars of Mr. Melwa Chebasakunda, Independent Director, who is proposed to be re-appointed, are given below:

A	**Name**	**Mr. Mwelwa Chibesakunda**
B	**Brief Resume**	
i)	Age	59
ii)	Qualification	LLM, Masters of Law Degree in International Commercial Law, a Bachelors of Laws Degree and a Legal Practitioner's License.
iii)	Experience	35 years
iv)	Date of appointment on the Board of the Company (Nava Limited)	November 14, 2024
C	Nature of his/her expertise in specific functional areas	Legal Advisory, Leadership, Board procedures and Management
D	Terms and Conditions along with details of 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 directorships held	1. Hybrid Poultry Limited 2. Verino Agri Processing Industries Limited 3. Country Choice Limited 4. UPEPO Energy Limited 5. Chilanga Cement Plc 6. Wildlife Crime Prevention 7. DLA Africa 8. Maamba Energy Limited 9. Nava Global Pte Limited
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 Re. 1/- each held by the Director & his relatives	NIL
J	Last Remuneration drawn	Commission of ₹10 lakhs.
K	No. of Board Meetings attended during the year	7