



NAVA /SECTL /264/2024-25  
September 11, 2024

Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block  
Bandra Kurla Complex, Bandra (E)  
MUMBAI - 400 051  
NSE Symbol: 'NAVA'

Dept. of Corp. Services  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
MUMBAI – 400 001

Scrip Code: '513023' / 'NAVA'

Dear Sirs,

**Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")  
- Notice of Postal Ballot  
--o0o--**

With reference to above and pursuant to Regulation 30 read with Schedule III of the listing regulations, we enclose herewith the copy of postal ballot notice dated August 08, 2024 along with the explanatory statement pursuant to the applicable provisions of the Companies Act, 2013 read with the Listing Regulations ("Notice") for seeking approval of the Members of the Company for Appointment of Mr. Nikhil Devineni (DIN: 08695842) as a Director and Whole-Time Director (designated as an Executive Director) and payment of remuneration.

The notice is being sent only through electronic mode to those members whose names appear in the register of members/list of beneficial owners maintained by the Depositories as on Friday, September 06, 2024 ("Cut-off date") and whose e-mail addresses are registered with the Depositories/ RTA.

The remote e-voting facility commences from Thursday, September 12, 2024 at 9:00 a.m. (IST) and will end on Friday, October 11, 2024 at 5:00 p.m. (IST). The e-voting system shall be disabled thereafter. The instructions for remote e-voting are provided in the notice. The copy of notice is also available on the websites of the Company at <https://www.navalimited.com/> National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Kindly take the above information on record and acknowledge the receipt.

Thanking you,

Yours faithfully,  
For NAVA LIMITED

**VSN Raju**  
**Company Secretary & Vice President**

Encl: as above

**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](mailto:investorservices@navalimited.com) **Website:** [www.navalimited.com](http://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.]

<b>VOTING STARTS ON</b>	<b>VOTING ENDS ON</b>
<b>Thursday, September 12, 2024, at 9:00 a.m. (IST)</b>	<b>Friday, October 11, 2024, at 5:00 p.m. (IST)</b>

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 by passing Special Resolution 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 Resolution 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, **September 06, 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](http://www.nseindia.com) and BSE - [www.bseindia.com](http://www.bseindia.com)) and NSDL ([www.evoting.nsd.com](http://www.evoting.nsd.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 Friday, October 11, 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 decisions on the validity of the votes cast will be final.

The results declared in respect of the resolution 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. Nikhil Devineni (DIN: 08695842) as a Director and Whole-Time Director (designated as an Executive Director) and payment of remuneration:**

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, 161 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, and upon the recommendation(s) and approval of the Nomination and Remuneration Committee (NRC), Audit Committee (AC) and that of the Board, Mr. Nikhil Devineni (DIN: 08695842), who was appointed as an Additional Director with effect from September 2, 2024 be and is hereby appointed as a Director of the Company and that he shall be liable to retire by rotation”.

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 188, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, pursuant to Regulation 17 and applicable provisions/regulations of 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 Articles of Association of the Company, and upon the recommendation(s) and approval of the NRC, AC and that of the Board, the approval of the members of the company be and is hereby accorded for the appointment of Mr. Nikhil Devineni (DIN: 08695842) as the Whole- Time Director, designated as “Executive Director” of the Company, for a term of five (5) years commencing from September 02, 2024, on the following remuneration, computed in accordance with the Companies Act, 2013 and applicable rules, regulations and policies.

<b>A.</b>	<b>Salary</b>	Salary in the range of ₹ 11,00,000/- to ₹ 20,00,000/- per month, as may be decided by the Board from time to time.
<b>B.</b>	<b>Commission</b>	@ 2% on the net profits of the Company for each/every financial year.
<b>C.</b>	<b>Perquisites</b>	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 salary from time to time.

a) **House Rent Allowance (HRA) /reimbursement.**

- 1) Where Company owned accommodation is provided, he shall pay 10% of his salary towards house rent; OR
- 2) Where Company leased accommodation is provided, the expenditure incurred by the Company on leasing furnished accommodation will be subject to a ceiling of 60% of the salary OR
- 3) In case, the Company does not provide accommodation, HRA shall be paid @ 60% of the salary; AND
- 4) The reimbursements / allowances incurred by the Company on 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.

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:** Company's car with driver.

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 as per the rules of the Company.

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

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

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. Nikhil Devineni (DIN: 08695842) as an Executive Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Nikhil Devineni 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** 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.”

By order of the Board of Directors of  
**Nava Limited**

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

Place: Hyderabad

Date: 08.08.2024

**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, September 06, 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](http://www.navalimited.com) and that of NSDL (<https://evoting.nsdl.com>), NSE ([www.nseindia.com](http://www.nseindia.com)) and BSE ([www.bseindia.com](http://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 August 08, 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 **Thursday, September 12, 2024, at 9.00 a.m. (IST)** and end on **Friday, October 11, 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, September 06, 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, October 15, 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, October 15, 2024**.

Subject to receipt of requisite number of votes, the resolution set out in the Notice shall be deemed to have been passed on **Friday, October 11, 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 <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ 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 “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting</b>



	<p><b>service provider i.e. NSDL</b> 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"> <li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select <b>“Register Online for IDEAS Portal”</b> or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></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"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>

	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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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:



<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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](mailto:prenukaacs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Mr. Swapneel Puppala at [evoting@nsdl.com](mailto: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](mailto: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](mailto: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](mailto: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.

**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: Appointment of Mr. Nikhil Devineni (DIN: 08695842) as a Director and Whole-Time Director (designated as an Executive Director) and payment of remuneration:**

Mr. Nikhil Devineni holds an MBA from ESADE Business School, Barcelona and a Degree in Bachelor of Science in Business Administration (BSBA) (with emphasis on Operations and Information Management) from the University of Colorado, Boulder, USA, with a total experience of about 10 years.

Mr. Nikhil Devineni started his career as Business Analyst in Sulakshana Circuits lasting for about a year before he did a follow-on internship in KPMG, Mumbai, on assorted projects in the infrastructure space for one year. He then joined as Manager – Business Development in Kobe Green Power Co. Ltd. (Hydro Power Project), Laos, the step-down subsidiary of the Company and worked for about two and half years until Nava Bharat (Singapore) Pte Ltd (wholly owned subsidiary of Nava Ltd.) made a profitable exit from the Hydro Power Project during the second quarter of FY 2016-17. Mr. Nikhil Devineni joined Nava on January 1, 2017, as General Manager – Risk & Strategy and worked for 6 months.

He has been in full time employment in the Company w.e.f. February 07, 2019, as Vice President (Commercial) and was promoted as Senior Vice President effective from 01.01.2021 and overseeing business operations of the Company with focus on Ferro Alloys, backward integration into manganese ore mining along with associated value add metal processing in Côte d'Ivoire besides guidance for treasury operations of the Company.

Mr. Ashok Devineni has assumed the role of Non-Executive Director & Chairman of the Board effective from August 14, 2024, and ceased to be a Whole Time Director. The Company has to chart further growth leveraging on the existing businesses and opportunities that arise in lucrative areas and requires a strong executive management set up. The Board of directors, at its meeting held on August 08, 2024, based on the recommendation of the NRC, reviewed the Executive Management Structure with a focus on succession planning and growth/expansion plans in existing and emerging businesses. The Board has accordingly approved the appointment of Mr. Nikhil Devineni as an Additional Director and thereafter as an Executive Director, liable to retire by rotation, for a period of 5 (Five) years effective from 02.09.2024, subject to the approval of the shareholders by way of a Special Resolution.

The terms of employment and remuneration of Mr. Nikhil Devineni may be varied from time to time by the Company based on his performance evaluation, and in accordance with the Company's Remuneration Policy, The Companies Act 2013 and other applicable/ relevant policies and not exceeding such limits as may be prescribed in such policies / Acts/ rules and Regulations.

Mr. Nikhil Devineni is not disqualified from being appointed as a director in terms of Section of 164 of the Act and has given consent to act as an Executive Director of the Company and requisite notice, pursuant to Section 160 of the Act has been received from a member of the Company proposing his candidature for appointment as an Executive Director of the Company.

As per Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of appointment of a person on the Board of directors, approval of Shareholders should be obtained at the immediately following General Meeting or within a period of three months from the date of appointment, whichever is earlier.

Mr. Nikhil Devineni a member of the Promoter Group and immediate relative of the promoter, the Audit Committee reviewed and approved the proposed Related Party Transaction in compliance with SEBI (LODR) Regulations, 2015 read with section 188 of the Companies Act 2013.

The particulars as required under Rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014 under Section 188 of the Companies Act, 2013 are as follows:

a	Name of the related party	Mr. Nikhil Devineni
b	Name of the director or key managerial personnel who is related, if any	Mr. Ashok Devineni, Chairman of Nava Limited and Mr. Ashwin Devineni, CEO of Nava Limited
c	Nature of relationship	i) Son of Mr. Ashok Devineni; and ii) Brother of Mr. Ashwin Devineni
d	Nature, material terms, monetary value and particulars of the contract or arrangement	i) Salary in the range of ₹ 11,00,000/- to ₹ 20,00,000/- per month, as may be decided by the Board from time to time. ii) Commission: @ 2% of net profits of the Company for each/every financial year. iii) Other perquisites and allowance as stated in the resolution. iv) Term of appointment is for five (5) years.
e	Any other information relevant or important for the members to take a decision on the proposed resolution	The proposal has been approved and recommended by the NRC and the Board of directors of the Company, subject to approval of members.

The additional details of Mr. Nikhil Devineni as required under Regulation 36 of the Listing Regulations and pursuant to Secretarial Standards issued by the Institute of Company Secretaries of India are furnished in **Annexure – 1** to this notice.

No director, key managerial personnel or their relatives, except Mr. D. Ashok and Mr. Ashwin Devineni is interested or concerned in the resolution.

The Board recommends the special resolution set forth as above for approval of the members.

By order of the Board of Directors of  
**Nava Limited**

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

Place: Hyderabad  
Date: 08.08.2024

**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	<b>Name</b>	<b>Mr. Nikhil Devineni</b>
B	<b>Brief Resume</b>	
i)	Age	35 years
ii)	Qualification	MBA and a Degree in Bachelor of Science in Business Administration (BSBA) (with emphasis on Operations and Information Management)
iii)	Experience	10 years
iv)	Date of appointment on the Board of the Company (Nava Limited)	02.09.2024
C	Nature of his expertise/skills/capabilities in specific functional areas	Leadership, Project Execution, Financial and Risk Management, Business Development, Commercial and Treasury operations.
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)]	Mr. Nikhil Devineni is a Son of Mr. Ashok Devineni, Chairman and Brother of Mr. Ashwin Devineni, CEO.
F	Name(s) of other companies in which directorship held.	1. A.N. Investments Private Limited 2. NAV Developers 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 ₹ 2 /- each held by (i) The Director (ii) His Relatives <b>Total</b>	25,50,000 64,07,812 <b>89,57,812</b>