



NAVA /SECTL /175/2023-24
July 10, 2023

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

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

Scrip Code: '513023' / 'NAVA'

Dear Sir,

Sub: Submission of Notice of 51st Annual General Meeting (AGM) of the Company

Please find enclosed notice for the 51st AGM to be held on Friday, August 4, 2023, at 10.00 a.m. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

The notice of 51st AGM and Annual Report for FY 2022-23 is also uploaded on the website of the Company at www.navalimited.com/financials/.

Kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours faithfully,
for NAVA LIMITED
(Formerly Nava Bharat Ventures Ltd.)

VSN Raju
Company Secretary
& Vice President

NOTICE

NAVA LIMITED

(Formerly Nava Bharat Ventures Ltd.)

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

CIN: L27101TG1972PLC001549 Tel : +91 40 23403501/40345999

e-Fax: +91 080 6688 6121; investorservices@navalimited.com; www.navalimited.com

Notice is hereby given that the 51st Annual General Meeting ("AGM") of the members of Nava Limited will be held on Friday, the 4th day of August, 2023 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, 2023 including audited balance sheet as at March 31, 2023, 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 dividend on the equity shares:

To declare dividend at the rate of 300% i.e. ₹ 6.00 per equity share of ₹ 2/- each for the financial year ended March 31, 2023.

Item No.3: Re-appointment of a director:

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

Special Business:

Item No.4: Ratification of remuneration payable to Cost Auditors for the financial year 2023-24:

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. Narasimha Murthy & Co., Cost Accountants (Registration no: 000042) 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 2023-24, 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.5: 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 an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and upon the recommendation of Nomination and Remuneration Committee and the Board, the approval of the members be and is hereby accorded to the re-appointment of and remuneration payable to Mr. GRK Prasad (DIN: 00006852), Executive Director, liable to retire by rotation pursuant to Article No.79 of Articles of Association of the Company, for a further period of three years with effect from June 28, 2023 on the remuneration, perquisites, benefits, and other allowances as mentioned below:

A. Salary:	Salary in the range of ₹ 15,00,000/- to ₹ 17,50,000/- 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 reimbursement/allowances

- Where accommodation in the Company owned house is provided, he will pay 10% of his salary towards house rent;
- 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;
- In case, the Company does not provide accommodation, House rent allowance shall be paid @ 60% of the salary; and
- 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 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 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) **Telephone:** Free telephone facility 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; 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. GRK Prasad 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 or any other authority from time to time as minimum remuneration."

Item No.6: Re-appointment of Mr. K. Durga Prasad (DIN: 07946821) as an Independent director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder, read with Schedule IV to the Act and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration committee of the Board, the approval of members of the Company be and is hereby accorded for the re-appointment of Mr. K. Durga Prasad (DIN: 07946821), as an Independent Director of the Company, who is eligible for reappointment as an Independent Director for the second term and who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Act and Regulation 16 (1) (b) of the Listing Regulations, not liable to retire by rotation, for the second term of five (5) consecutive years commencing from August 06, 2023.

"RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and are here by authorised 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.7: Re-appointment of Mr. GP Kundargi (DIN: 02256516) as an Independent director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder, read with Schedule IV to the Act and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration committee of the Board, the approval of members of the Company be and is hereby accorded for the re-appointment of Mr. GP Kundargi (DIN: 02256516), as an Independent Director of the Company, who is eligible for re-appointment as an Independent Director for the second term and who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Act and Regulation 16 (1) (b) of the Listing Regulations, not liable to retire by rotation, for the second term of five (5) consecutive years commencing from August 06, 2023."

"RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and are hereby authorised 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.8: Change in terms of remuneration payable to the Managing Director of the Company's subsidiary, Nava Bharat (Singapore) Pte. Ltd (NBS):

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 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and Regulation 17(6)(e) 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(s) thereof for the time being in force) and subject to such approvals and permissions as may be required and pursuant to resolution passed earlier by the shareholders at their meeting held on August 8, 2019 relating to re-appointment and remuneration payable to Mr. Ashwin Devineni, as Managing Director of NBS, pursuant to recommendation of the Nomination and Remuneration committee and approval of the Audit committee and the Board of Directors of the Company, the approval of members be and is hereby accorded for change in terms of payment of existing remuneration i.e. to determine and pay the same "net of taxes" to Mr. Ashwin Devineni, Managing Director of Nava Bharat (Singapore) Pte. Limited, as set out in the explanatory statement annexed herewith, with effect from April 1, 2023 apart from payment/reimbursement of premium towards medical insurance for self and family with effect from April 1, 2023."

"RESOLVED FURTHER THAT the other terms and conditions as contained in the resolution passed by the shareholders at their meeting held on August 8, 2019 remain unchanged."

"RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and are hereby authorised 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: Payment of onetime bonus to the Managing Director of the Company's subsidiary Nava Bharat (Singapore) Pte. Limited (NBS).

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 Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, Regulation 17(6)(e) 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(s) thereof for the time being in force) and subject to such approvals and permissions as may be required, pursuant to the recommendation of Nomination & Remuneration committee and approval of the Audit committee and the Board of Directors of the Company, the approval of members of the Company be and is hereby accorded for payment of a onetime Bonus of US\$ One (1) Million by Company's subsidiary NBS to its Managing Director, Mr. Ashwin Devineni."

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

Item No.10: Approval of NAVA - Restricted Stock Unit Plan 2023 ("RSU 2023" or the "Plan") and grant of Restricted Stock Units under RSU 2023 to eligible employees 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 Section 62 (1) (b) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with rules framed thereunder and the Securities and Exchange Board of India ('SEBI') (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SBEB Regulations) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and in accordance with the circulars / guidelines issued by SEBI, the Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended and other applicable regulations, rules and circulars / guidelines in force, from time to time and subject to any approval(s) of any authorities as may be required, and subject to any such condition(s) or modification(s), if any, as may be prescribed or imposed by such

authorities while granting such approval(s), permissions and sanctions of any/various authorities as may be required and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include Nomination and Remuneration Committee constituted and designated by the Board to act as the 'Compensation Committee' under the SBEB Regulations or other Committee formed by the Board to exercise its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to introduce and implement "NAVA Restricted Stock Unit Plan 2023" - ("RSUs 2023" or "Plan") the salient features of which are furnished in the explanatory statement to this notice and to authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) to create and grant from time to time, in one or more tranches, not exceeding 29,00,000 (Twenty Nine Lakhs) restricted stock units ("RSUs") to such person(s) who are in employment of the Company including its subsidiaries, whether working in India or out of India, and to the directors of the Company and to such other persons as may from time to time be allowed to be eligible for the benefits of the RSUs under applicable laws and regulations prevailing from time to time, exercisable into not more than 29,00,000 (Twenty Nine Lakhs) equity shares of face value of INR 2/- (Rupees two only) each fully paid-up (as adjusted for any changes in the capital structure of the Company), at such price or prices and on such terms and conditions as may be fixed or determined by the Board in accordance with the RSU 2023."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division / undertaking or other re-organization, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure the fair and equitable benefits under RSUs 2023 are passed on to the eligible employees."

"RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be allotted and the price of acquisition payable by the option grantees under the RSUs 2023 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 2/- per equity share, bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to devise, formulate, evolve, decide upon and bring into effect RSUS 2023 on such terms and conditions as contained in the explanatory statement to this item in the notice and to modify, alter, vary, revise or amend the said terms or suspend, withdraw, revise or terminate RSUs 2023, subject to compliance with the SBEB Regulations, the Act and other applicable laws, rules and regulations, as may be prevailing at that time."

"RESOLVED FURTHER THAT the equity shares may be allotted in accordance with RSUs 2023 directly to the employees."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with RSUs 2023 and to take necessary steps for listing of the equity shares allotted under RSUs 2023 on the stock exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations and other applicable laws, rules and regulations."

"RESOLVED FURTHER THAT the equity shares so issued and allotted under RSUs 2023 shall rank pari passu with the existing equity shares of the Company."

"RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to RSUs 2023."

"RESOLVED FURTHER THAT the number of Employee Stock Options that may be granted to any eligible Employee, in any financial year and in aggregate under the RSUs 2023 shall not exceed 0.5% of the issued equity share capital (excluding outstanding warrants and conversions, if any) of the Company."

"RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as it may deem necessary including authorizing or directing the Nomination and Remuneration Committee or the other Committee formed thereto, to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, for the effective implementation and administration of RSUs 2023 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of RSUs 2023 and to take all such steps and do all acts as may be incidental or ancillary thereto."

"RESOLVED FURTHER THAT subject to applicable provisions of the Act and other applicable laws, the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors or chairman or managing director of the Company with a power to further delegate to any executives or officer

of the Company to do all such acts, deeds, matters, things including to file such forms and also to execute such documents, writings etc. as may be necessary in this regard."

Item No.11: Approval of grant of Restricted Stock Units under NAVA- Restricted Stock Unit Plan 2023 ("RSU 2023" or the "Plan") to the Eligible Employees of subsidiary companies.

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 62(1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) of the Act (the "Act"), for the time being in force and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SBEB Regulations), including any modifications thereof or supplements thereto ("the Regulations") and in accordance with the provisions of the Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and subject to such approvals, consents, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "the Board" which term shall be deemed to include the Nomination and Remuneration Committee or other Committee formed thereto), consent of the members of the Company be and is hereby accorded to the Company to introduce and implement the "NAVA Restricted Stock Unit Plan 2023" - ("RSUs 2023" or "Plan") and to authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) to create and grant from time to time, in one or more tranches, not exceeding 29,00,000 (Twenty Nine Lakhs) restricted stock units ("RSUs") to such person(s) who are in employment, directors, whether working in India or out of India of any existing or future subsidiary companies whether incorporated in or outside India and to such other persons as may from time to time allowed to be eligible for the benefits of the RSUs under applicable laws and regulations prevailing from time to time, exercisable into not more 29,00,000 (Twenty Nine Lakhs) equity shares of face value of INR 2 /- (Rupees two only) each fully paid-up (as adjusted for any changes in the capital structure of the Company), at such price or prices and on such terms and conditions as may be fixed or determined by the Board in accordance with the RSU 2023."

"RESOLVED FURTHER THAT for the purpose of creating, offering, issuing, allotting and listing of the Securities, the Board be and is hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the RSUs 2023 from time to time or to suspend, withdraw or revive RSUs 2023 from time to time, provided such

variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to determine terms and conditions of issue of the Securities and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the Shareholders of the Company.”

By Order of the Board
For **NAVA LIMITED**
(Formerly Nava Bharat Ventures Ltd.)

VSN Raju
Company Secretary & Vice President
Membership no.: A11071

Place: Hyderabad
Date: May 24, 2023

NOTES:

- The explanatory statement in respect of the special business in the Notice, pursuant to Section 102 of the Companies Act, 2013 is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
- Pursuant to general circular No. 10/2022 dated December 28, 2022 (read with the earlier circulars) clarification issued by the Ministry of Corporate Affairs (“MCA Circulars”) the Company is convening its 51st AGM through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members, on Friday, August 4, 2023, 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.
- 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.
- 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) for facilitating 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.
- 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
- The register of members and share transfer books will remain closed from July 25, 2023 to August 4, 2023 (both days inclusive) in connection with the annual general meeting and dividend.
- 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. The facility of participation in the AGM through VC/ OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit committee, Nomination & Remuneration committee and Stakeholders Relationship committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- In compliance with the aforesaid MCA and SEBI Circulars notice of the AGM along with the Annual Report 2022-23 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 2022-23 is also be available on the Company’s website <https://www.navalimited.com/financials/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL <https://www.evoting.nsdl.com>
- 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 (formerly known as KFin Technologies Private Limited) (“KFin”) for assistance in this regard.
- The dividend for the year ended March 31, 2023 as recommended by the Board, i.e. ₹ 6/- (Rupees Six only) per equity share of ₹ 2/- each, if declared at the meeting, will be paid to those members whose names appear in the Company’s register of members after effecting valid transfers received

- up to the close of business hours on July 24, 2023 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 on the basis of beneficial ownership as per details provided as at the close of business hours on July 24, 2023 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 / dispatched 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.
12. The unclaimed equity dividend for the year ended March 31, 2016 will be transferred on or after September 23, 2023 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 (Section 205A of the Companies Act, 1956). Members who have not encashed their dividend warrants for the said financial year or subsequent year(s) are requested to send the same to the Company or its Registrars and Share Transfer Agents for issue of fresh demand drafts.
 13. 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 the transfer of their shares to their respective demat accounts along with the dividends, if any.
 14. As per the provisions of Section 124(6) of the Act read with Rule 6 of 'Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amended Rules, 2017' ('the Rules'), all shares, in respect of which dividend has not been paid or claimed for seven consecutive years or more (relevant shares), will be transferred by the Company to IEPF along with statement containing such details as directed by Ministry of Corporate Affairs from time to time.
 15. 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 2014-15 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.
 16. 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.
 17. 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.
 18. 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.
 19. 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. A consolidated share certificate will be issued to such members after making requisite changes.
 20. 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.
 21. 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.
 22. Members seeking any information with regard to the accounts or any matter to be placed at

the AGM, are requested to write to the Company on or before July 24, 2023 through email to investorservices@navalimited.com. The same will be replied by the Company suitably.

23. Members at 50th AGM held on August 10, 2022 approved the appointment of M/s. Walker Chandio & 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.
24. Additional information pursuant to Regulation 26(4) and 36(3) of the Listing Regulations and Secretarial Standards on general meetings in respect of the Directors seeking appointment / re-appointment at the annual general meeting is furnished in Annexure - I and forms part of the notice. The Directors have furnished the requisite consent / declaration for their appointment / re-appointment.
25. Retirement of Directors by rotation:
Mr. GRK Prasad, Executive Director in the whole-time employment of the Company, retires by rotation at the ensuing 51st annual general meeting and, being eligible, offers himself for re-appointment.

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

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

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

- i. The remote e-voting period begins on Monday, July 31, 2023 at 09:00 a.m. (IST) and ends on Thursday, August 3, 2023 at 05:00 p.m. (IST). 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., July 24, 2023 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 July 24, 2023.

- ii. The Board of Directors has appointed Mrs. D. Renuka, Practicing Company Secretary as the 'Scrutinizer' to scrutinize the remote e-voting process and voting during the AGM in a fair and transparent manner.
- iii. The Scrutinizer will submit her report to the Chairman of the Company or to any other person authorized by him after completion of scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting). The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website, www.navalimited.com.
- iv. The members who have cast their vote by remote e-voting prior to the AGM may also participate in the AGM but shall not be entitled to cast their vote again.

Any person, who acquires shares of the Company and becomes a member of the Company after sending of the notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.





- v. The details of the process and manner for remote e-voting are explained herein below: The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: 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	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under value added services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting 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.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 holding 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. <div data-bbox="491 1303 858 1518" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p>   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>Users who have opted for Easi / Easiest, they can login through their 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 use your existing my easi username & password.</p> <p>After successful login of Easi/Easiest the user will also be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>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.</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>

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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot 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.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for 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 e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you 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.nsd.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address 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 General 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

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send

scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to prenukaacs@gmail.com with a copy marked to evoting@nsdl.co.in. 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.nsd.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.nsd.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in.

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 shareholder 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.co.in 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. Member 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 link" placed under "Join meeting" menu against Company name. You are requested to click on VC / OAVM link placed under Join General 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 will be required to allow Camera and 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.

Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 51st AGM from their registered e-mail address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company's e-mail address at investorservices@navalimited.com before 3:00 p.m. (IST) on July 24, 2023. Such questions by the members shall be suitably replied by the Company.

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number

at investorservices@navalimited.com from July 12, 2023 (9:00 a.m. IST) to July 24, 2023, (5:00 p.m. IST). Those members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Statement pursuant to Section 102(1) of the Companies Act 2013, read with Rule 15(3) of the Companies (Meetings of Board and Its Powers) Rules, 2014.**Item No.4: Ratification of remuneration payable to Cost Auditors for the financial year 2023-24:**

The Board, on the recommendation of the Audit Committee, approved the appointment and remuneration payable to the cost auditors, M/s. Narasimha Murthy & Co., Cost Accountants (Registration no.:000042), Hyderabad, to conduct the audit of the cost records of the Company across various segments, for the financial year 2023-24 as per the following details:

S. No.	Product	Fee for 2023-24 (₹)
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 2023-24.

The Board recommends the Ordinary Resolution for members' approval.

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

Item No. 5: Re-appointment and remuneration payable to Mr. GRK Prasad, (DIN: 00006852) Executive Director:

The Shareholders of the Company, at their 46th annual general meeting held on August 06, 2018 re-appointed Mr. GRK Prasad as an Executive Director of the Company for a further period of five years i.e. from June 28, 2018 to June 27, 2023.

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 3 (three) years with effect from June 28, 2023, subject to approval of Shareholders at the ensuing annual general meeting.

Mr. GRK Prasad has been part of strategic management of the Company and its investments in India and overseas.

Mr. GRK Prasad is a Fellow Member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India and has 42 years of varied professional experience. Besides in-depth knowledge about the Company, he has strong technical and analytical skills and experience in all facets of Corporate accounting, management, finance, investor relations and operations function, including internal control processes and other corporate affairs. His expertise also extends to project financing and M&A management.

The Company has also received the consent from Mr. GRK Prasad for his re-appointment as an Executive director. Further, as per the confirmation received from him, he is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The resolution as set out at Item No.5 together with this explanatory statement constitutes abstract of terms of the re-appointment and remuneration payable to the Executive Director. The additional details of Mr. GRK Prasad 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.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr. GRK Prasad, are in any way deemed to be interested or concerned financially or otherwise, in this resolution set out at Item No.5

Considering Mr. GRK Prasad's in-depth knowledge, extensive financial & operational expertise and long association with the Company, the Board is of the opinion that his reappointment on the Board will be in the interest of the Company and recommends the resolution set forth in Item No. 5 for the approval of Members as an Ordinary Resolution.

Item No. 6: Re-appointment of Mr. K. Durga Prasad (DIN: 07946821) as an Independent director of the Company:

The shareholders of the Company, at their 47th AGM held on August 8, 2019 appointed Mr. K. Durga Prasad as an Independent director of the Company for a term of five years with effect from August 6, 2018 and his term of office will expire on August 5, 2023.

Further, Nomination & Remuneration committee, after taking into account his performance evaluation recommended to the Board his re-appointment as an Independent Director for a second term of five years with effect from August 6, 2023 and are of the view that Mr. K. Durga Prasad possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint him as an Independent director.

Mr. K. Durga Prasad is a commerce graduate who joined the Indian Police Service in the 1981 in the undivided AP Cadre and allotted to Telangana state in 2014. He served with distinction in AP Police leading various fields such as Law & Order as CP Visakhapatnam, Training, Provisioning, Anti Naxal operations and

Intelligence Dept. He was Joint Managing Director of State electricity utility - AP Transco. He served in Central Government as Head of Special Protection Group (SPG) – providing security to the Prime Minister of India and as DG, CRPF. He raised CoBRA, a specialised anti extremist commando force at national level. He was also advisor to the Govt. of AP. He is Vice-President of Vignana Jyothi, a Charitable society running reputed educational institution in Hyderabad and a Governing body member of GITAM deemed to be University. He is past president of AP Badminton Association and presently handling the affairs of the Hyderabad Cricket Association after intervention by Supreme Court of India to set right its affairs.

The Company has received a consent from Mr. K. Durga Prasad for his re-appointment as an Independent director. Further, as per the confirmation received from him, he is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has also received declaration from him that he meets the criteria of independence as prescribed both in Section 149(6) of the Act and SEBI (LODR) Regulations, 2015 is in compliance with the sub-rule (1) and sub-rule (2) of Rule 6 the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Mr. K. Durga Prasad fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations as amended and is also independent of the management.

The additional details of Mr. K. Durga Prasad 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.

The Board recommends the Special Resolution for members' approval. None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr. K. Durga Prasad, are in any way deemed to be interested or concerned financially or otherwise, in this resolution set out at Item No.6.

Item No. 7: Re-appointment of Mr. GP Kundargi (DIN: 02256516) as an Independent director of the Company:

The shareholders of the Company, at their 47th AGM held on August 8, 2019 appointed Mr. GP Kundargi as an Independent director of the Company for a term of five years with effect from August 6, 2018 and his term of office will expire on August 5, 2023.

Further, Nomination & Remuneration committee, after taking into account his performance evaluation recommended to the Board his re-appointment as Independent Director for a second term of five years with effect from August 6, 2023 and are of the view that Mr. GP Kundargi possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint him as an independent director.

Mr. GP Kundargi is a Masters Degree holder in Mineral Processing (M.Tech.) from Karnataka University. He held key positions in various capacities in Manganese Ore

India Limited (MOIL) a Schedule-A Central Public Sector Enterprises (CPSE) under the Ministry of Steel, Govt of India and retired as CMD of MOIL. He has experience in all areas of corporate management of a large CPSE. He is specialized in the areas of Metal Mining (both opencast and underground), Mineral Processing, Research and Technical Operations, Mining Lease matters, etc.

Mr. Kundargi has developed & commissioned Manganese based projects such as Electrolytic Manganese Dioxide [EMD] & Ferro Alloys at MOIL Ltd. He was Member of Supervisory Board of International Manganese Institute Paris.[IMnI]

Mr. Kundargi was a member of Expert Appraisal Committee on Non Coal Mining at MOEF & CC Govt of India. He is the Chairman of Expert Appraisal Committee on Coal Mining. He has vast experience in handling Environmental issues in Non Coal & Coal Mining. He has to his credit several papers published on Mining, Mineral Beneficiation & Environment Management issues.

The Company has received a consent from Mr. GP Kundargi for his re-appointment as an Independent director. Further, as per the confirmation received from him, he is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has also received declaration from him that he meets with the criteria of independence as prescribed both in Section 149(6) of the Act and is in compliance with the sub-rule (1) and sub-rule (2) of Rule 6 the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Mr. GP Kundargi fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations as amended and is also independent of the management.

The additional details of Mr. GP Kundargi as required under Regulation 36 of the Listing Regulations and pursuant to Secretarial Standards on general meetings are furnished in Annexure – 1 to this notice.

The Board recommends the Special Resolution for members' approval. None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr. GP Kundargi, are in any way deemed to be interested or concerned financially or otherwise, in this resolution set out at Item No.7

Item No.8: Change in terms of remuneration payable to Managing Director of the Company's subsidiary, Nava Bharat (Singapore) Pte. Ltd (NBS):

Mr. Ashwin Devineni is a graduate in Industrial Engineering from the University of Washington, USA with senior management experience in business development. He played crucial roles in corporate acquisitions across North America, Europe, Middle East, Africa and Asia. He had experience in various Organizations including Opsware, iConclude, Thriva LLC in different positions. He held the position of Director, Business Development (Asia Pacific) in Hewlett Packard Software, managing teams across Asia Pacific and was in charge of its business development and operations, prior to joining the Company's Subsidiary, Nava Bharat (Singapore) Pte. Limited in 2008.

Mr. Ashwin Devineni has been a Director on the Board of Nava Bharat (Singapore) Pte. Limited (NBS) with effect from April 7, 2008. Thereafter, he was appointed as Chief Executive Officer of NBS with effect from October 1, 2008. Further, he was re-designated as Managing Director of NBS with effect from August 1, 2012.

Mr. Ashwin Devineni has been responsible for developing and managing Nava's international ventures in coal mining, power, and agriculture as well as healthcare enabled services in Asia and Africa. He is the Resident Director of Maamba Collieries Ltd., a subsidiary operating the largest coal mine and the first Coal Fired Power Plant of Zambia.

Mr. Ashwin had been inducted as a Director on the Board of Nava (formerly Nava Bharat Ventures Limited) with effect from August 18, 2017, and was appointed as Chief Executive Officer of the Company in May 2019. Though, he is a Singapore citizen, his responsibilities as CEO in the Company warrants his stay in India bulk of the time while continuing the oversight on international operations. It has therefore been considered by the Board and the Audit / Nomination & Remuneration committees that his employment should be on the lines of expatriate engagement in Singapore with remuneration determined as "Net of Taxes". Hence, the Nomination & Remuneration committee, Audit committee and the Board at their meetings held on May 23, 2023 and May 24, 2023 respectively considered, approved and recommended to revise the terms and conditions of payment of his remuneration as a Managing director in the Company's subsidiary NBS.

A summary comparison of his current remuneration terms and the proposed terms and conditions of his annual remuneration is detailed below:

Particulars	Current	Proposed
Annual Remuneration	US\$ 1,967,174 (Gross)	US\$ 1,967,174 (Net of Taxes)
Medical insurance	Reimbursement / payment of medical insurance premium to self and family	Reimbursement / payment of medical insurance premium to self and family

Members may please note that the above remuneration is paid by Nava Bharat (Singapore) Pte Ltd. In accordance with the provisions of section 188 (1) (f) of the Companies Act, 2013 and read with Rules made thereunder, and Regulation 17(6)(e) and other applicable provisions of SEBI (LODR) Regulations, 2015 the above said transaction requires prior approval of the members of the Company. Hence, the Board recommends the item set out at 8 as a Special Resolution.

Except Mr. Ashwin, Mr. Ashok Devineni, Chairman (father of Mr. Ashwin) and Mr. Nikhil Devineni, Senior Vice President & part of the Senior Management Team (Brother of Mr. Ashwin), no other Director or Key Managerial Personnel of the Company and their relatives are in any way deemed to be interested or concerned in this Resolution.

Item No.9: Payment of onetime bonus to the Managing Director of the Company's subsidiary Nava Bharat (Singapore) Pte. Limited (NBS).

Nomination and Remuneration Committee, Audit committee and the Board at their meetings held on May 23, 2023 and May 24, 2023 respectively considered the overall performance of Mr. Ashwin Devineni since his attaining the role of CEO of the Company in 2019 with key factors as summarized below; and recommended payment of Bonus of USD 1 million to Mr. Ashwin Devineni, Managing Director of the Company's Subsidiary, Nava Bharat (Singapore) Pte. Limited (NBS).

- i. The consolidated financial performance i.e., Net profits have grown from INR 57,328.34 lakhs to INR 1,22,169.21 lakhs and witnessed successful business and overall performance since his appointment.
- ii. Securing "consent award" in the international arbitration proceedings against Zambia Electricity Supply Corporation Limited (ZESCO).
- iii. The significant turnaround of Zambian operations. More particularly, Maamba Collieries Limited (MCL) has demonstrated its potential by achieving its highest power plant availability of 92% in the financial year 2023 since the commencement of power generation in 2016. Furthermore, (MCL) has discharged all the over-due debt instalments and is current in debt service bringing down the leverage significantly during FY 2023.
- iv. Expansion/diversification of the Company's operations by identifying emerging new business opportunities ie. Healthcare and Agri business.

Nomination and Remuneration committee, Audit committee and the Board have approved a one-time bonus of USD 1 Million from NBS to Mr. Ashwin Devineni in due recognition of the above set performance and recommended it for approval of the Members.

Further, in accordance with the provisions of section 188 (1) (f) of the Companies Act, 2013 and read with Rules made thereunder, and Regulation 17(6)(e) and other applicable provisions of SEBI (LODR) Regulations,

2015, the above said proposal requires prior approval of the members of the Company. Hence, the Board recommends the item set out at 9 as a Special Resolution.

Except Mr. Ashwin, Mr. Ashok Devineni, Chairman (father of Mr. Ashwin) and Mr. Nikhil Devineni, Senior Vice President & part of the Senior Management Team (Brother of Mr. Ashwin), no other Director or Key Managerial Personnel of the Company and their relatives are in any way deemed to be interested or concerned in this Resolution.

Item No.10 & 11:

Employee stock options play a substantial role in promoting the culture of employee ownership and in attracting, retaining, motivating talented personnel by way of recognising and rewarding them.

Therefore, the Company is intending to issue employee stock options under NAVA Restricted Stock Unit Plan – 2023" –("RSUs 2023" or "Plan") to the employees of the Company and subsidiary (ies) whether existing or future by enabling them to participate in the ownership of the Company.

The Nomination and Remuneration Committee ('the Committee') at its meeting held on May 23, 2023 inter-alia formulated the detailed terms and conditions of the said scheme which was duly approved by the board of directors of the Company ('the Board') at its meeting held on May 24, 2023 subject to the approval of the members and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 , as amended from time to time (the 'SBEB Regulations').

The Company seeks approval of the members for launch of RSUs 2023 and for grant of stock options to the employees of the Company and subsidiary(ies) as may be decided by Board and / or the Committee from time to time in accordance with the provisions of the Companies, Act, 2013 (including rules framed thereunder), SBEB Regulations and other applicable laws and regulations.

The salient features of RSUs 2023 as per SBEB Regulations are as under:

S. No.	Particulars	RSUs 2023
1.	Brief description of the scheme.	<p>The objective of the NAVA-RSUs 2023 is to reward the Employees for their performance and contribution to the success and growth of NAVA, motivate, retain and attract the best talent, provide an opportunity for the professional partners to become financial partners.</p> <p>With a view to reward and retain the best talent and to promote increased participation by the employees in the growth of the Company, the Board has recommended that the Company implement a restricted stock unit plan granting share based benefits to eligible employees of the Company and its subsidiary companies ("Eligible Employees").</p> <p>This Plan provides alternatives to grant stock incentives such as RSUs, subject to applicable laws and conditions for exercise, the Eligible Employees of the Company shall be entitled to receive equity shares or equivalent monetary value of such equity shares in lieu of the shares underlying the RSU on exercise of such RSUs. This Plan shall be administered by the Board which includes any Committee of the Board. The Committee decisions, determinations and interpretations will be final and binding on all Eligible Employees and participants under the Plan.</p>

S. No.	Particulars	RSUs 2023
2.	The total number of options, shares or benefits, as the case may be, granted.	The total number of RSUs to be granted to the Eligible Employees under RSU 2023 shall not exceed 29,00,000 (Twenty Nine Lakhs). To the extent permitted by applicable laws and the award agreement, the Eligible Employees who have been granted RSUs may be given the vested RSUs through issuance of Shares or paid an equivalent amount. In respect of settlements of vested RSUs for shares, the Company shall issue the underlying quantum of shares corresponding to the number of RSUs exercised in accordance with the award agreement. Vested RSUs lapsed due to non-exercise and / or unvested RSUs that get cancelled due to resignation / termination of the employees or otherwise, would be available for being re-granted at a future date. The Committee is authorized to re-grant such lapsed / cancelled RSUs as per the provisions of RSU 2023, within overall ceiling. The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the RSUs granted. Accordingly, if any additional equity shares are required to be issued pursuant to any corporate action, the above ceiling of equity shares shall be deemed to increase in proportion of such additional equity shares issued subject to compliance of the SEBI SBEB Regulations.
3.	Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s).	<p>a) a permanent employee of the Company or subsidiary(ies) who has been working in India or outside India; or</p> <p>b) a director of the Company, whether a whole-time director or not but excluding an independent director; but does not include:</p> <p>(i) an employee who is a promoter or a person belonging to the promoter group; or</p> <p>(ii) a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company;</p>
4.	Requirements of vesting and period of vesting.	<p>The RSUs granted on any date shall vest not earlier than 1 (one) year from the date of grant of RSUs as may be determined by the Committee. The Committee will, in its discretion, set the vesting criteria which may be based on the Participant's period of service and/or the attainment of specified performance objectives.</p> <p>The Committee may extend, shorten or otherwise vary the vesting period from time to time, in accordance with the applicable law. The vesting dates in respect of the RSUs granted under the Plan shall be determined by the Committee and may vary from an employee to employee or any class thereof and / or in respect of the number or percentage of RSUs granted to an employee. RSUs shall vest essentially based on continuation of employment as per the requirement of SEBI SBEB Regulations. Apart from that the Committee may prescribe achievement of any performance conditions for vesting.</p>
5.	Maximum period (subject to Regulation 18 (1) and 24 (1) of the regulations, as the case may be) within which the options / benefit shall be vested.	The Committee in its discretion, set the Vesting criteria which may be based on the Participant's period of service and/or the attainment of specified performance objectives. All the RSUs granted on any date shall vest not later than a maximum period of 4 years from the date of grant of RSUs or such other period as decided in the sole discretion of the Board from time to time.
6.	Exercise price, purchase price or pricing formula.	The Exercise price per restricted stock unit will be equal to the par value of ₹ 2/- each in accordance with the SEBI SBEB Regulations.
7.	Exercise period and process of exercise.	The Board shall decide the exercise period and the process of exercise and the same shall be detailed in the agreement with the employees. The RSUs shall be deemed exercised when the Company receives written or electronic notice of the exercise from the persons entitled to exercise the RSUs.
8.	The appraisal process for determining the eligibility of employees for the scheme(s).	The appraisal process for determining the eligibility shall be decided from time to time by the Board. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company or its subsidiary company, performance during the previous years, position and responsibilities of the concerned employee, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance and other factors that may be deemed relevant for accomplishing the purpose of the Plan

S. No.	Particulars	RSUs 2023
9.	Maximum number of options, shares, as the case may be, to be issued per employee and in aggregate.	Unless approved by the Members, the number of RSUs that may be granted to any specific Eligible Employee under the Plan, in any financial year and in aggregate under the RSUs 2023 shall not exceed such number of RSUs representing 0.5% of the issued and paid-up share capital of the Company.
10.	Maximum quantum of benefits to be provided per employee under a scheme(s);	The Maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the Market Price of the shares as on the date of sale of shares arising out of exercise of options.
11.	Whether the scheme(s) is to be implemented and administered directly by the Company or through a trust.	RSUs 2023 shall be administered by the Company and not through a trust.
12.	Whether the scheme(s) involves new issue of shares by the Company or secondary acquisition by the trust or both.	The Plan involves new issue of shares by the Company.
13.	The amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.	Nil
14.	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s).	Not Applicable
15.	A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15.	The Company shall follow the relevant Accounting Standard(s) as may be prescribed by Institute of Chartered Accountants of India or any other appropriate authorities from time to time, including the disclosure requirements prescribed therein.
16.	The method which the Company shall use to value its options.	The Company shall adopt fair value for the valuation of the RSUs granted as prescribed under Guidance Note or under any relevant accounting standard notified by appropriate authorities from time to time.
17.	Lock-in	A minimum period of one year from the date of grant subject to applicable SEBI Regulations.
18.	Voting rights	Equity shares so issued and allotted under RSUs 2023 shall rank pari-passu with the existing equity shares of the Company

The Company shall comply with all the applicable accounting standards in relation to the implementation of scheme from time to time.

Regulation 6 (1) of SBEB Regulations and Rule 12 (1) of the Companies (Share Capital and Debentures) Rules, 2014 ('ESOP Rules'), requires that every employee stock option scheme shall be approved by the members of the Company by passing a special resolution in a general meeting. Further, RSUs 2023 requires consent of the members by way of a special resolution pursuant to Section 62 (1) (b) of the Companies Act, 2013.

Accordingly, the special resolutions set out at Item No. 10 & 11 of this Notice is proposed for approval by members.

The relevant documents mentioned in the notice are available for inspection by the members at the registered office of the Company on all working days (except Saturdays, Sundays and public holidays) between 10.00 a.m. and 5.00 p.m. upto and at the annual general meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said special resolutions.

The Board recommends the special resolutions for the item set out at 10 & 11 of this Notice for approval by the members.

By Order of the Board
For **NAVA LIMITED**
(Formerly Nava Bharat Ventures Ltd.)

VSN Raju
Company Secretary & Vice President
Membership no.: A11071

Place: Hyderabad
Date: May 24, 2023

ANNEXURE – I

Details of Directors seeking re-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. GRK Prasad, Executive Director, who is proposed to be re-appointed, are given below:

A	Name	Mr. GRK Prasad
B	Brief Resume	
i)	Age	65 Years
ii)	Qualification	B.Sc, FCA, FCS
iii)	Experience	42 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 held	1. Nava Bharat Projects Limited 2. Nava Bharat Energy India Limited 3. Brahmani Infratech Private Limited 4. Maamba Collieries Limited 5. Nava Agro Pte. Limited 6. Tiash Pte. Limited 7. Nava Resources CI
G	Name(s) of other companies in which Committee Membership(s) / Chairmanship(s) held	Nava Bharat Energy India Limited Member of Audit Committee Nava Bharat Projects Limited Member of: • Audit Committee • Nomination & Remuneration Committee Brahmani Infratech Private Limited Member of: • Audit Committee • Nomination & Remuneration Committee
H	Listed entities from which resigned in the past three years	NIL
I	No. of shares of ₹ 2/- each held by (i) The Director (ii) His relatives Total	1,76,172 1,09,000 2,85,172
J	Last Remuneration drawn	₹ 398.72 Lakhs (Total Remuneration drawn in FY 2022-23)
K	No. of Board Meetings attended during the year	4

The particulars of Mr. GP Kundargi and Mr. K. Durga Prasad, Independent Directors who are proposed to be re-appointed, are given below:

A	Name	Mr. GP Kundargi	Mr. K. Durga Prasad
B	Brief Resume		
i)	Age	66 Years	66 Years
ii)	Qualification	Masters in Mineral Processing (M.Tech.)	Commerce Graduate and Indian Police Service officer of 1981 batch
iii)	Experience	40 Years	39 years

iv)	Date of appointment on the Board of the Company (Nava Limited)	He was appointed as an Additional Director in the Board meeting of the Company held on August 6, 2018	He was appointed as an Additional Director in the Board meeting of the Company held on August 6, 2018
C	Nature of his/her expertise in specific functional areas	He held key positions in various capacities in Manganese Ore India Limited (MOIL) a Schedule-A Central Public Sector Enterprises (CPSE) under the Ministry of Steel, Govt of India and retired as CMD of MOIL. He has experience in all areas of corporate management of a large CPSE. He is specialized in the areas of Metal Mining (both opencast and underground), Mineral Processing, Research and Technical Operations, Mining Lease matters, etc	He served in several Government Departments like Law and Order, State Intelligence, Anti Naxal operations, Training and Administration, Vigilance, Special protection Group and Central Reserve Police Force.
D	Terms and Conditions along with details of remuneration sought to be paid	As mentioned in the Resolution	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	NIL
F	Name(s) of other companies in which directorships held	The Sandur Manganese & Iron Ores Limited	CCL Products (India) Limited Nava Bharat Energy India Limited
G	Name(s) of other companies in which Committee Membership(s) / Chairmanship(s) held	The Sandur Manganese & Iron Ores Limited Chairman: Audit Committee Member: Nomination & Remuneration Committee Stakeholder Relationship Committee CSR Committee Risk Management Committee	Nava Bharat Energy India Limited Chairman: • Audit Committee • Nomination & Remuneration Committee Member of • CSR Committee CCL Products (India) Limited Member: • Audit Committee • Nomination & Remuneration Committee • Stakeholder Relationship Committee • CSR Committee • Risk Management Committee
H	Listed entities from which resigned in the past three years	NIL	NIL
I	No. of shares of ₹ 2/- each held by the Director his relatives Total	NIL	2,700 5,875 ----- 8,575
J	Last Remuneration drawn	6.33 lakhs (Sitting fee & Commission)	7.28 lakhs (Sitting fee & Commission)
K	No. of Board Meetings attended during the year	4	4