

**Date: 6<sup>th</sup> September, 2024**

**To,  
The Manager,  
Department of Corporate Services,  
BSE Limited,  
Phirozee Jeejeeboy Towers,  
Dalal Street, Fort,  
Mumbai- 400 001**

**Sub: Notice of 36<sup>th</sup> Annual General Meeting of the Company**

**Ref.: Intimation under Regulation 30 and 34 of SEBI (LODR) Regulations, 2015**

**Scrip ID: NOUVEAU**

**Scrip Code: 531465**

Dear Sir/ Ma'am,

This is to inform that in compliance with the Regulation 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 36<sup>th</sup> Annual General Meeting of the members of the Company scheduled to be held on **Monday, 30<sup>th</sup> September, 2024 at 12:00 Noon** IST through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

The said Notice is made available on the Company's website at [www.nouveauglobal.com](http://www.nouveauglobal.com).

In compliance with the provision of Companies Act, 2013 and pursuant to Regulation 47 of SEBI (LODR), Regulations, 2015, the Newspaper advertisement of Notice of 36<sup>th</sup> Annual General Meeting including book closure intimation, dispatch of Annual Report and e-voting disclosure along with other required details shall be published in the newspapers.

The above is for your information and dissemination to the public at large.

Thanking you,

Yours faithfully,

**For Nouveau Global Ventures Limited**

**Krishan Khadaria  
Managing Director  
DIN: 00219096**

---

**NOTICE OF ANNUAL GENERAL MEETING**

---

**Notice** is hereby given that the **36<sup>th</sup> Annual General Meeting ('AGM')** of the Members of Nouveau Global Ventures Limited will be held on **Monday, 30<sup>th</sup> September, 2024, at 12:00 P.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")** to transact the following business: -

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2024 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Mohit Khadaria (holding **DIN: 05142395**) who retires by rotation and being eligible offers himself for re-appointment;

**SPECIAL BUSINESS:**

3. **To Appoint Mr. Himanshu Agarwal (DIN: 09569882) 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 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Himanshu Agarwal (DIN: 09569882), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from 2<sup>nd</sup> September, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of an Independent Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from 2<sup>nd</sup> September, 2024 to 1<sup>st</sup> September, 2029.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or a Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. **To Appoint Mr. Manaklal Agrawal (DIN: 10214780) 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 THAT** pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and

based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Manaklal Agrawal (DIN: 10214780), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from 2<sup>nd</sup> September, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of an Independent Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from 2<sup>nd</sup> September, 2024 to 1<sup>st</sup> September, 2029.

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17 (1A) of **SEBI (Listing Obligations and Disclosure Requirements)**, 2015, approval of Members by way of Special Resolution is required to appoint or continue the directorship of Non-Executive Directors who have attained the age of 75 years. Accordingly, approval of members of the Company be and is hereby granted for appointment Mr. Manaklal Agrawal (**DIN: 10214780**) as an Independent Director of the Company who has already attained the age of 75 years.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or a Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**5. To approve transactions with related parties under section 188 of the companies act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), read with Section 188 of the Companies Act, 2013 (the Act) and other applicable provisions, if any along with the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re - enactments thereof and the Company’s Policy on Related Party Transactions and based on the recommendation/ approval of the Audit Committee and the Board of Directors of the Company, and in supersession of the resolution no. 7 passed by the members at the 36<sup>th</sup> Annual General Meeting of the Company, the approval of the Members be and is hereby accorded to the Company for entering into and /or continuing with related party transactions including Material Related Party Transactions/contract(s)/ arrangement(s)/ agreements or modification(s) thereto, with the following Related Parties for an amount not exceeding the limits as detailed below, on an arm’s length basis and in the ordinary course of business of the Company from the Financial Year 2024-25 onwards for each Financial Year up to the maximum amount per annum as per details provided hereunder:

**MAXIMUM VALUE OF CONTRACT / TRANSACTION**

<b>Name of the Related Parties</b>	<b>Name of interested Director(s) / KMP(s)</b>	<b>Nature of Relationship</b>	<b>Nature of Transaction</b>	<b>Estimated transaction value for the financial year ending 31st March, 2024 (Rs. Crores)</b>	<b>Any other information relevant or important for the members to take a decision on the proposed resolution</b>

<b>Mystic Electronics Limited-Group Company</b>	Mr. Krishan Khadaria and Mr. Mohit Khadaria	Director Mr. Krishan Khadaria, and Mr. Mohit Khadaria are also a Director in Related Company and holds along with his relatives more than 2% of its paid-up share capital.	Forms part of item 5 of Explanatory Statement annexed to this Notice	50	None
<b>Mukta Agriculture Limited-Group Company</b>	Mr. Krishan Khadaria, and Mr. Mohit Khadaria	Director Mr. Krishan Khadaria, and Mr. Mohit Khadaria are also a Director in Related Company and holds along with his relatives more than 2% of its paid-up share capital.	Forms part of item 5 of Explanatory Statement annexed to this Notice	50	None
<b>3M Enterprises</b>	Mr. Mohit Khadaria	Mr. Mohit Khadaria, Additional Director is Partner in Related Partnership Firm. Mr. Krishan Khadaria is authorized Signatory of Partner Company, namely, Mukta Agriculture Limited	Forms part of item 5 of Explanatory Statement annexed to this Notice	50	None
<b>Forever Flourishing Finance &amp; Investment Pvt Ltd</b>	Mr. Krishan Khadaria and Mr. Mohit Khadaria	Director Mr. Krishan Khadaria and Mr. Mohit Khadaria are Director in related Company	Forms part of item 5 of Explanatory Statement annexed to this Notice	20	None

<b>Golden Meadows Export Private Limited</b>	Mr. Krishan Khadaria and Mr. Mohit Khadaria	Director Mr. Krishan Khadaria and Mr. Mohit Khadaria are Director in related Company	Mr. Mohit Khadaria	Forms part of item 5 of Explanatory Statement annexed to this Notice	20	None
<b>Kasturi Overseas Private Limited</b>	Mr. Krishan Khadaria and Mr. Mohit Khadaria	Director Mr. Krishan Khadaria and Mr. Mohit Khadaria are Director in related Company	Mr. Mohit Khadaria	Forms part of item 5 of Explanatory Statement annexed to this Notice	10	None
<b>Kashish Trade Private Limited</b>	Mr. Krishan Khadaria and Mr. Mohit Khadaria	Director Mr. Krishan Khadaria and Mr. Mohit Khadaria are Director in related Company	Mr. Mohit Khadaria	Forms part of item 5 of Explanatory Statement annexed to this Notice	20	None
<b>Laxmiramuna Investments Private Limited</b>	Mr. Krishan Khadaria and Mr. Mohit Khadaria	Director Mr. Krishan Khadaria and Mr. Mohit Khadaria are Director in related Company	Mr. Mohit Khadaria	Forms part of item 5 of Explanatory Statement annexed to this Notice	10	None
<b>Anutham Property Developers Pvt Ltd.</b>	Mr. Krishan Khadaria and Mr. Mohit Khadaria	Director Mr. Krishan Khadaria and Mr. Mohit Khadaria are Director in related Company	Mr. Mohit Khadaria	Forms part of item 5 of Explanatory Statement annexed to this Notice	10	None
<b>Mitesh Polypack Pvt. Ltd.</b>	Mr. Krishan Khadaria and Mr. Mohit Khadaria	Director Mr. Krishan Khadaria and Mr. Mohit Khadaria are Director in related Company	Mr. Mohit Khadaria	Forms part of item 5 of Explanatory Statement annexed to this Notice	05	None
<b>Pearl Arcade Consultant Pvt Ltd.</b>	Mr. Krishan Khadaria	Director Mr. Krishan Khadaria is a Director in related Company	Mr. Mohit Khadaria	Forms part of item 5 of Explanatory Statement annexed to this Notice	05	None
<b>Rajat Commercial Enterprises Pvt Ltd.</b>	Mr. Krishan Khadaria and Mr. Mohit	Director Mr. Krishan Khadaria and Mr. Mohit Khadaria are	Mr. Mohit Khadaria	Forms part of item 5 of Explanatory Statement annexed to	05	None

	Khadaria	Director in related Company	this Notice		
<b>Vibhuti Properties Private Limited</b>	Mr. Krishan Khadaria and Mr. Mohit Khadaria	Director Mr. Krishan Khadaria and Mr. Mohit Khadaria are Director in related Company	Forms part of item 5 of Explanatory Statement annexed to this Notice	05	None
<b>Sprect Private Limited</b>	Mr. Mohit Khadaria	Director Mr. Mohit Khadaria is a Director in related Company	Forms part of item 5 of Explanatory Statement annexed to this Notice	05	None
<b>Thai Malai Golf Resort &amp; Spa LLP</b>	Mr. Krishan Khadaria	Director Mr. Krishan Khadaria is Partners in Related LLP	Forms part of item 5 of Explanatory Statement annexed to this Notice	05	None

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution) be and is hereby authorised to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit and the Board is also hereby authorised to resolve and settle all questions, difficulties or doubts that may arise with regard to the said transactions and to finalize and execute all such agreements, deeds, documents and writings and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or any duly constituted Committee thereof in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in respect of the aforesaid resolution be and are hereby approved, ratified and confirmed in all respect."

**By and on behalf of the Board**

**For Nouveau Global Ventures Limited**

**Registered Office:**

401/A, Pearl Arcade,  
Opp. P. K. Jewellers,  
Daut Baug Lane, Off J. P. Road,  
Andheri (West), Mumbai – 400 058

**Krishan Khadaria**

**Managing Director**

**DIN: 00219096**

**Add:** B/11, 1102/2, Oberoi  
3rd Cross Lane Lokhandwala Complex,

Andheri (West), Mumbai 400053.

**Date: 2<sup>nd</sup> September, 2024**

**Place: Mumbai**



**NOTES:**

1. The In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 09/2023 dated 25th September, 2023, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, and Circular No. SEBI/HO/CFD/CFDPoD- 2/P/CIR/2023/167 dated 7th October, 2023 issued by the Securities and Exchange Board of India ("SEBI") ("the Circulars"), companies are allowed to hold Annual General Meeting ("AGM") through video conference/other audio visual means ("VC / OAVM") upto 30th September, 2024, without the physical presence of the Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC / OAVM. Hence, the proceedings of the 13<sup>th</sup> AGM shall be deemed to be conducted at the Registered Office of the Company at 401/A, Pearl Arcade, Opp. P.K. Jewellers, Dawood Baug Lane, Off J. P. Road, Andheri (West), Mumbai- 400 058.

ALTHOUGH, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/ HERSELF, BUT SINCE THIS MEETING IS BEING HELD THROUGH VC/OAVM UNDER THE FRAMEWORK OF MCA AND SEBI, WHERE PHYSICAL PRESENCE OF MEMBERS HAS BEEN DISPENSED WITH, THE FACILITY OF APPOINTMENT OF PROXY WILL NOT BE AVAILABLE. HENCE, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.

2. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) attending the meeting through VC/ OAVM are required to send a scanned copy of its Board or governing body Resolution/ Authorisation etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting.
3. The presence of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the business to be transacted at Item No. 3, 4 & 5 of this Notice is annexed herewith and the same should be taken as part of this Notice.
5. The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, 24th September, 2024 to Monday, 30th September, 2024 (both days inclusive)** in connection with the AGM.
6. Members may note that the details of the Director seeking re-appointment as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) forms an integral part of the notice. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
7. Applicable statutory records and all the documents referred to in the accompanying Notice of the 36<sup>th</sup> AGM and the Explanatory Statement shall be available for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting. Such documents will also be available electronically for inspection by the members from the date of circulation of this notice upto the date of AGM and during the AGM. Members seeking to inspect such documents can send an email to [nouveauglobal@gmail.com](mailto:nouveauglobal@gmail.com).
8. Members are requested to notify immediately any change in their address, bank account details and / or e-mail id to their respective Depository Participant (DP) in respect of their electronic shares / demat accounts and in respect of physical shareholding, to the Registrar and Transfer Agent (RTA) of the Company in Form ISR-1, at M/s. Bigshare Services Private Limited, Office No. S6-2 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (E) Mumbai – 400093. Board No: 022 – 62638200; Fax No : 022 – 62638299 | M :+7045454392; Email id.: [info@bigshareonline.com](mailto:info@bigshareonline.com).
9. Non-resident Indian Shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be:- the change in the



residential status on return to India for permanent settlement, and the particulars of the NRE account with a Bank in India, if not furnished earlier.

10. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for the Members in respect of the shares held by them. Moreover, SEBI vide circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/181 dated November 17, 2023 in continuation of its circular nos. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/ CIR/2021/655 dated November 03, 2021 and other related circulars, has provided the norms for furnishing PAN, KYC details and Nomination by holders of physical securities. Accordingly those shareholders who has not registered their nominee or not provided their KYC details are requested to update their record by submitting Form ISR-1 and Form No. SH-13/Form ISR 3. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to our RTA i.e M/s. Bigshare Services Private Limited in case the shares are held in physical form.

The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH13 and the said SEBI circular are also available on our website at <https://www.nouveauglobal.com> .

11. In compliance with the above stated SEBI Circular, the Company had sent individual communication to its Shareholders holding shares in the physical form requesting them to update their PAN, KYC details and Nomination. In order to avoid freezing of folios, such Members are requested to furnish details in the prescribed form as mentioned in the aforesaid SEBI Circular along with the supporting documents, wherever required, to our RTA, Bigshare Services Pvt. Ltd. at [info@bigshareonline.com](mailto:info@bigshareonline.com) for immediate action. A copy of such forms can be downloaded from the website of the Company at <https://www.nouveauglobal.com/investors.html> or from the website of our RTA at <https://www.bigshareonline.com/Resources.aspx>.

In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest.

12. Pursuant to the MCA's Circular, the Company shall publish a newspaper advertisement urging its Members (who have not registered their email IDs) to register their email IDs at the earliest. However, Members who have still not registered their email IDs, are requested to do so at the earliest, in the following manner:

- i. Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by submitting duly filled and signed Form ISR-1 with the RTA, Bigshare Services Pvt. Ltd. at [info@bigshareonline.com](mailto:info@bigshareonline.com). In case of any queries/difficulties in registering the e-mail address, Members may write to [nouveauglobal@gmail.com](mailto:nouveauglobal@gmail.com).
- ii. Members holding shares in dematerialised mode are requested to register /update their e-mail address with the relevant Depository Participant. The Company has entered into necessary arrangement with NSDL and CDSL to enable the Shareholders to dematerialize their shareholding in the Company for which they may contact the Depository Participant of either of the above Depositories.

13. Members are requested to contact the Company's RTA for reply to their queries/ redressal of complaints, if any at [info@bigshareonline.com](mailto:info@bigshareonline.com) or contact Mr. Rajesh Agarwal, CFO at [nouveauglobal@gmail.com](mailto:nouveauglobal@gmail.com).

14. In terms of Regulation 40(1) of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. Members may please note that SEBI, vide its Circular dated January 25, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/ consolidation of share certificates, etc. In view of this as also 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 demat mode. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the weblink at <https://www.nouveauglobal.com/investors.html> .

15. Equity Shares of the Company are traded under the compulsory demat mode on the Stock Exchange. Considering the advantages of scrip less / demat trading, shareholders are advised to get their shares dematerialized to avail the benefits of scrip less trading.
16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
17. Members who would like to express their views / ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [nouveauglobal@gmail.com](mailto:nouveauglobal@gmail.com) between Thursday, 19th September, 2024 (9.00 a.m. IST) and Thursday, 26th September, 2024 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will 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.
18. Members desirous for any information or queries on accounts / financial statements or relating thereto are requested to send their queries at least ten days in advance of the AGM date to the Company at [nouveauglobal@gmail.com](mailto:nouveauglobal@gmail.com) to enable the Company to collect the relevant information and answer them in the meeting.
19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
20. **COMMUNICATION THROUGH E-MAIL:**

The situation of global warming demands preservation and protection of environment, which can be attained and / or sustained by preserving and growing more trees on the earth. In order to protect the environment, we as a responsible citizen can contribute in every possible manner. Considering this object in mind, members are requested to register his / her e-mail id to receive all communication electronically from the Company. This would also be in conformity with the legal provisions.

Members may note that the Company would communicate important and relevant information, notices, intimation, circulars, annual reports, financial statements, any event based documents etc. in electronic form to the e-mail address of the respective members. Further, as per the statutory requirement, the above stated documents are also disseminated on the Company's website <https://www.nouveauglobal.com>.

Members are requested to support green initiative by registering their e-mail id (a) in case of electronic / demat holding with their respective Depository Participant and (b) in case of physical holding either with the RTA by sending e-mail to [info@bigshareonline.com](mailto:info@bigshareonline.com) or with the Company by sending e-mail to [nouveauglobal@gmail.com](mailto:nouveauglobal@gmail.com) by quoting name and folio number.

This initiative would enable the members to receive communication promptly besides paving way for reduction in paper consumption and wastage. You would appreciate this initiative taken by the Ministry of Corporate Affairs and your Company's desire to participate in the initiative. If there is any change in e-mail id, shareholder can update his / her e-mail id in same manner as mentioned above.

Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 36th AGM and the Annual Report for the financial year 2023-24, are being sent only by email to the Members. Members may note that this Notice and Annual Report 2023-24 will be available on the Company's website <https://www.nouveauglobal.com>, websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and website of Bigshare Services Private Limited, RTA (agency for providing the Remote e-Voting facility) i.e. <https://ivote.bigshareonline.com>.

21. **VOTING THROUGH ELECTRONICS MEANS:**

- a. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the

SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Bigshare i-vote, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below in this Notice.

- b. The Members can join the 36th 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 herein below in the Notice. The facility of participation at the 36th AGM through VC/OAVM will be made available for 1000 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 and 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.
- c. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- d. The remote e-voting period commences on **Friday, 27th September, 2024 (9:00 am) (IST) and ends on Sunday, 29th September, 2024 (05.00 pm) (IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on Monday, 23<sup>rd</sup> September, 2024 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by Bigshare i-vote for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast 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 during the AGM. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- e. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- f. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22. However, if he/she is already registered then he/she can use his/her existing User ID and password for casting the vote.
- g. The Board of Directors has appointed Mr. Arvind Dhanraj Baid (Mem. No. 155532) partner of M/s. Arvind Baid & Associates, Practicing Chartered Accountant as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- h. The Results of remote e-Voting and e-Voting at the Meeting shall be declared by the Chairman or by any other director duly authorised in this regard. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website at <https://www.nouveauglobal.com> and on the website of Bigshare at <https://ivote.bigshareonline.com> immediately after the results are declared and simultaneously communicated to the Stock Exchanges in compliance with Regulation 44(3) of the SEBI Listing Regulations.

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- i. The voting period begins on **Friday, 27th September, 2024 (9:00 am) (IST) and ends on Sunday, 29th September, 2024 (05.00 pm) (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e Monday, 23<sup>rd</sup> September, 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<p>1. 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 URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or 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 use your existing my easi username &amp; password.</p> <ul style="list-style-type: none"> <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 <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website 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 i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly. For joining the meeting click on "<b>VIEW EVENT DETAILS (CURRENT)</b>" under '<b>EVENTS</b>' option, Select event for which you are desire to attend the AGM/EGM under the dropdown option, click on the option <b>VOTE NOW</b> on right hand side top corner, you need to click on "VC/OAVM" link placed beside of "<b>VIDEO CONFERENCE LINK</b>" option.</li> </ul> <p>2. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></p> <p>3. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</p>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) 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 e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**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. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<p>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 022-23058738 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with <b>NSDL</b></p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020</p>



	990 and 1800 22 44 30
--	-----------------------

**2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

**Note:** *If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

*(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

**Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

**3. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.

- Enter all required details and submit.
- After Successful registration, message will be displayed with **“User id and password will be sent via email on your registered email id”**.

**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on **‘LOGIN’** under **‘CUSTODIAN LOGIN’** tab and further Click on **‘Forgot your password?’**
- Enter **“User ID”** and **“Registered email ID”** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **‘RESET’**.

*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

**Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.

**Investor Mapping:**

- First you need to map the investor with your user ID under **“DOCUMENTS”** option on custodian portal.
- Click on **“DOCUMENT TYPE”** dropdown option and select document type power of attorney (POA).
- Click on upload document **“CHOOSE FILE”** and upload power of attorney (POA) or board resolution for respective investor and click on **“UPLOAD”**.
- Note: The power of attorney (POA) or board resolution has to be named as the **“InvestorID.pdf”** (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.
- Investor vote File Upload:
- To cast your vote select **“VOTE FILE UPLOAD”** option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on **“UPLOAD”**. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on custodianportal.

**Helpdesk for queries regarding e-voting:**

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.

**4. Procedure for joining the AGM/EGM through VC/ OAVM:**

**For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on **“VIEW EVENT DETAILS (CURRENT)”** under **‘EVENTS’** option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.



- For joining virtual meeting click on the option **VOTE NOW** on right hand side top corner.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**The instructions for Members for e-voting on the day of the AGM/EGM are as under:-**

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM 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/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

**Helpdesk for queries regarding virtual meeting:**

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions (FAQs) available at <https://ivote.bigshareonline.com>, under download section or you can email us to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22.

**By and on behalf of the Board**  
*For* **Nouveau Global Ventures Limited**

**Registered Office:**

401/A, Pearl Arcade,  
Opp. P. K. Jewellers,  
Daut Baug Lane, Off J. P. Road,  
Andheri (West), Mumbai – 400 058

**Sd/-**

**Krishan Khadaria**  
**Managing Director**  
**DIN: 00219096**

**Add:** B/11, 1102/2, Oberoi Sky  
Garden, 3rd Cross Lane,  
Lokhandwala Complex,  
Andheri (West), Mumbai 400053

**Date: 2<sup>nd</sup> September, 2024**

**Place: Mumbai**

**STATEMENT ANNEXED TO THE NOTICE SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO.3**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Himanshu Agarwal (DIN: 09569882), as an Additional Director (in the capacity of Independent Director) of the Company, with effect from 2<sup>nd</sup> September, 2024 under Section 149, 150 and 152 of the Act and Article 145 of the Articles of Association of the Company.

Mr. Himanshu Agarwal is eligible to be appointed as an Independent Director for a term upto five consecutive years. The Company has received notice under Section 160 of the Act signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. Himanshu Agarwal. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, not debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Himanshu Agarwal fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and is thereby eligible for appointment as an Independent Director. The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are provided in the Integrated Annual Report.

Mr. Himanshu Agarwal, being the appointee, is interested in the resolution set out at Item No. 3 of the Notice. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding in the Company, if any. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board firmly believes that Mr. Himanshu Agarwal's knowledge and experience will surely help the Company steer further ahead in its future-fit journey. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Himanshu Agarwal as an Independent Director in the interest of the Company and recommends the Special Resolution as set out at Item No. 3 for approval of Members

**ITEM NO.4**

The 2<sup>nd</sup> term of Independent Director namely Mr. Manoj Bhatia shall be completed on 29<sup>th</sup> September, 2024 and hence, the Company would be required to appoint at least one Independent Director on the Board of the Company in terms of the provisions of the Companies Act, 2013 as well as SEBI [Listing Obligations and disclosure Requirements] Regulations, 2015 including other applicable provisions, if any.

The Nomination & Remuneration Committee of Directors recommended in its Meeting held on 26<sup>th</sup> August, 2024 to the Board and the Board of Directors, in its Meeting held on 2<sup>nd</sup> September, 2024 appointed subject to all necessary and required approvals, if any, including the Shareholders of the Company at the ensuing annual general meeting, Mr. Manaklal Agrawal as an Additional in the capacity

of an Independent Director on the Board of the Company. Mr. Manaklal Agrawal is of above 75 years of age. Therefore, he shall be appointed subject to approval of the shareholders by passing special resolution.

He fulfils the requirement of Independent Director as laid down under Section 149 of the Companies Act, 2013 read with the Rules framed thereunder and is eligible for appointment as an Independent Director. The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member signifying his intention to propose candidature of Mr Manaklal as an Independent Director, to be appointed under the provisions of Section 149(10) of the Act. The Company has received from him a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act, in connection with his appointment as an Independent Director.

In the opinion of the Board and based on the Board's evaluation, he fulfils the conditions specified in the SEBI Listing Regulations, the Act and the Rules framed thereunder for his appointment as an Independent Director from the Company and he is independent of the Management of the Company.

Further, In terms of Regulation 17 (1A) of SEBI Listing Regulations, approval of Members by way of Special Resolution is required to appoint or continue the directorship of Non-Executive Directors who have attained the age of 75 years. Since Mr. Manaklal has attained the age of 75 years , accordingly, the approval of Members for re-appointment of Mr. Manaklal as Independent Director, is sought by way of Special Resolution. All the relevant documents, i.e. appointment letter, the terms and conditions of the appointment of Mr. Manaklal as an Independent Director of the Company is available for inspection by the Members at the Registered Office of the Company between 10:00 am to 5:00 pm on all working days (Monday to Friday) except Saturdays, Sundays and holidays upto the date of 36<sup>th</sup> Annual General Meeting.

Mr. Manaklal Agrawal, being the appointee, is interested in the resolution set out at Item No. 4 of the Notice. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding in the Company, if any. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board firmly believes that Mr. Manaklal Agrawal's knowledge and experience will surely help the Company steer further ahead in its future-fit journey. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Manaklal Agrawal as an Independent Director in the interest of the Company and recommends the Special Resolution as set out at Item No. 4 for approval of Members

#### **ITEM NO.5**

The Companies Act, 2013 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR"), aim to ensure transparency in the transactions and dealings between the Company and its related parties. Section 188 of the Act read with Rule 15 (3) of the Companies (Meetings of the Board and its Powers) Rules, 2014 (the 'Rules') and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR"), as amended provides that for entering into any contract or arrangement with a related party, in case such contract or arrangement is in the ordinary course of business of the Company and is on an arm's length basis, prior approval of the Audit Committee shall be obtained.

Further, if the proposed contract or arrangement is not in the ordinary course of business or not on an arm's length basis and the amount thereof exceeds the threshold limits specified under Rule 15 (3) of the Rules, and Reg. 23 of SEBI (LODR), 2015, as amended, then prior approval of the shareholders shall also be required to be obtained in addition to the approvals of the Audit Committee and the Board of Directors.

Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR”), provides that all material related party transactions whether they are in the ordinary course of business or on an arm's length basis, shall require prior approval of the shareholders by a resolution and all the related parties shall abstain from voting on such resolutions.

Explanation to Regulation 23(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR”), states that transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Based on Regulation 23 of Listing Regulations and provisions of Section 188 of the Act applicable if any and the Rules made thereunder, the Audit Committee and the Board of Directors (the Board) of the Company have approved the proposed transactions along with the annual limits, that the Company may enter into with its Related Parties (as defined in Section 2 (76) of the Act).

The maximum value of the transactions as mentioned in the table below is for each financial year commencing from 2024-2025 and onwards.

The particulars of the transactions are as under:

<b>A</b>	<b>Name of the Related Parties</b>	As mentioned in the resolution
<b>B</b>	<b>Name of the Director or Key Managerial Personnel who are related</b>	Mr. Krishan Khadaria, and Mr. Mohit Khadaria
<b>C</b>	<b>Nature of relationship</b>	As mentioned in the resolution
<b>D</b>	<b>Nature, material terms and particulars of contract or arrangement</b>	<ol style="list-style-type: none"> <li>1. The Company may be required to grant business advance / loan and/or make investment in the securities and/or capital contribution in the entity mentioned in the resolution as a part of strategic business decision, to the extent necessary to support the business operations of the said entities or vice versa.</li> <li>2. Additionally, the Company may also be required to provide security by way of mortgage / hypothecation /pledge of securities held and/or charge on any of its movable/immovable properties to the extent of the loan that may be availed by the said entities from term lenders or vice versa.</li> <li>3. The Company may also be required to provide corporate guarantee as collateral security to the extent of the loan that may be availed by the said entities from term lenders. The corporate guarantee shall be provided for the entire duration of the loan or vice versa.</li> <li>4. The Company may also enter into transaction for purchase / sale/lease of immovable properties including FSI and TDRs with the said entities.</li> <li>5. The Company may enter in transaction of sale, purchase or supply of any goods or materials or availing or rendering of any services.</li> <li>6. The Company may enter in any other transaction which may be considered as material as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended from time to time.</li> </ol>
<b>E</b>	<b>Monetary value</b>	As mentioned in the resolution.

If any of the above stated transaction limit exceeds from the limit specified above, prior approval of members shall be required.

Apart from the above, none of the other Directors or Key Managerial Personnel, or their relatives are, in any way, are concerned or interested in the resolution as set out at No.4 of the Notice.

In supersession of the ordinary resolution passed at 35<sup>th</sup> AGM of the Company held on 30<sup>th</sup> September, 2023, the Board recommends the ordinary resolution as set out in Item No.5 of the accompanying Notice for the approval of the members in terms of Section 188 (3) of the Act and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

**By and on behalf of the Board**  
*For* **Nouveau Global Ventures Limited**

**Registered Office:**

401/A, Pearl Arcade, Opp. P. K. Jewellers,  
Daut Baug Lane, Off J. P. Road,  
Andheri (West), Mumbai – 400 058

**Date: 2<sup>nd</sup> September, 2024**

**Place: Mumbai**

**Sd/-**

**Krishan Khadaria**  
**Managing Director**  
**DIN: 00219096**

**Add:** B/11, 1102/2, Oberoi Sky  
Garden, 3rd Cross Lane  
Lokhandwala Complex, Andheri  
(West), Mumbai 400053.

**Details of Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting:**

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meeting)

<b>Name of Director</b>	Mr. Mohit Khadaria	Mr. Himanshu Agarwal	Mr. Manaklal Agrawal
<b>DIN</b>	05142395		10214780
<b>Date of Birth &amp; Age</b>	15/10/1986 & 38 Years	20/01/1994 & 30 years	28/06/1949 & 76 years
<b>Nationality</b>	Indian	Indian	Indian
<b>Date of appointment on Board</b>	30/11/ 2020	02/09/2024	28/07/2023
<b>Educational Qualification</b>	B-Tech	CA & L.L.B.	B.Tech
<b>Brief profile and nature of their expertise in specific functional areas</b>	Mr. Mohit, aged 38 years has pursued a Masters in Electrical Engineering. He is extremely passionate about technology and its applications to enhancement of human day-to-day life. His experience with Lutron Electronics (www.lutron.com) as an Embedded Software Engineer has allowed him to pursue that passion in creating cutting edge products in Residential and Commercial Lighting Automation. He has rich and varied experience in the area of Information Technology, Global Business and thought Leadership, Other skills in the area of Human Resource, General Management, Talent Management and Understanding of relevant laws, rules, regulation and policy	Mr. Himanshu Ramavtar Agarwal is a Chartered Accountant and LL.B by qualification and practicing in Mumbai as a corporate lawyer by which he is having wide experience in Law and Accounting Concepts. Mr. Himanshu, being a Chartered Accountant having well equipped knowledge related to the finance and taxation. His areas of expertise includes Company Law matters, Compliances under various laws like Companies Act, 2013 and Income Tax Act, 1972. He is also associated as a designated Partner in Bellator Legal Services LLP since 2020 by which he possesses deep understanding of Legal matters and has vast experience of dealing in court cases of Indian Companies.	Born in 1949, Mr. Manaklal Agrawal is Mechanical Engineer by Education Social person by nature, Counsellor by Hobby, and Scientific in his approach with high spiritual and Moral Values. Mr. Agarwal had served as a Project Engineer & Manager for about 28 years and gained expertise during his service. Mr. Agrawal is a great motivator and a world renowned Signature and Logo Analysis consultant. Mr. Agarwal is an acumen business man and having the wide experience of business development. His vision to lead the business in an ethical way shall result in better corporate governance by the Company.
<b>Terms &amp; Conditions of appointment/Re-appointment</b>	Re-appointment on retiring by rotation	As per the resolution at Item No. 3 of the Notice convening this Meeting read with the Explanatory Statement, Mr. Himanshu is proposed to be appointed as an Independent Director for a term of 5 years.	As per the resolution at Item No. 4 of the Notice convening this Meeting read with the Explanatory Statement, Mr. Manaklal be and is hereby appointed as an Independent Director who has already attained the

			age of 75 years for a period of 5 years.
<b>Details of Remuneration last drawn</b>	NIL	NIL	NIL
<b>Details of Remuneration sought to be paid</b>	NIL	NIL	NIL
<b>Memberships /Chairmanships of Committees of other Public Companies (includes only Audit Committees and Stakeholders Relationship Committee) as on 31/03/2024</b>	NIL	Dhenu Buildcon Infra Limited- Audit committee- Chairman Stakeholders Relationship Committee- Chairman	1. Mukta Agriculture Limited- Audit committee- Chairman Stakeholders Relationship Committee- Chairman 2. Mystic Electronics Limited- Audit committee- Chairman Stakeholders Relationship Committee- Chairman
<b>List of directorship held in other Companies as on closure of financial year 2023-24</b>	1. Anutham Property Developers Private Limited 2. Mukta Agriculture Limited 3. Kashish Multi Trade Private Limited 4. Kasturi Overseas Private Limited 5. Laxmiramuna Investments Private Limited 6. Forever Flourishing Finance & Investments Private Limited 7. Golden Meadows Export Private Limited 8. Nouveau Global Ventures Limited 9. Vibhuti Properties Private Limited 10. Mitesh Poly Pack Private Limited 11. Rajat Commercial Enterprises Pvt Ltd	Dhenu Buildcon Infra Limited (ceased w.e.f 21 <sup>st</sup> August, 2024)	1. Mukta Agriculture Limited 2. Mystic Electronics Limited
<b>List of listed entities in which the person also holds the directorship along with listed entities from which the person has resigned in the past three years</b>	1. Mystic Electronics Limited 2. Nouveau Global Ventures Limited 3. Mukta Agriculture Limited	Dhenu Buildcon Infra Limited (ceased w.e.f 21 <sup>st</sup> August, 2024)	Mr. Manaklal Agrawal has not resigned from any listed company in past three years.
<b>Relationship between directors inter-se</b>	Related to Mr. Krishan Khadaria, Managing Director of the	NIL	NIL



	Company.		
<b>Shareholding including shareholding as a beneficial owner in the Company</b>	70000 Equity shares. He doesn't hold any beneficial shareholding.	NIL	
<b>No. of Board Meetings attended during the F.Y. 2023-24</b>	9 of 9	NA	NA