



NAVA BHARAT VENTURES LIMITED

Regd. Office: 6-3-1109/1, 'Nava Bharat Chambers', Raj Bhavan Road, Hyderabad – 500 082, Telangana.

CIN: L27101TG1972PLC001549 Tel : +91 40 23403501/40345999

e-Fax: +91 080 6688 6121; E-mail: investorservices@nbv.in; Website: www.nbventures.com

NOTICE

NOTICE is hereby given that the 47th annual general meeting of the members of Nava Bharat Ventures Limited will be held on Thursday, the 8th day of August, 2019 at 10:30 a.m. (IST) at Marigold Hotel, by and beside Green Park Hotel, 7-1-25, Greenlands, Begumpet, Hyderabad - 500016 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, 2019 including audited balance sheet as at March 31, 2019, the statement of profit & loss for the year ended on that date and the reports of the Board of directors and auditors thereon including the audited consolidated financial statements of the Company and report of the auditors thereon, for the financial year ended March 31, 2019.

Item No.2:

Declaration of dividend on the equity shares:

To declare dividend at the rate of 75% i.e. ₹1.50 per equity share of ₹2 each for the financial year ended March 31, 2019.

Item No.3:

Re-appointment of director:

To appoint a director in place of Mr. CV Durga Prasad (DIN: 00006670), who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business:

Item No. 4:

Appointment of Mr. K. Durga Prasad as an Independent director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149,

152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder, read with Schedule IV of 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, Mr. K. Durga Prasad (DIN: 07946821), who was appointed by the Board of Directors as an Additional Director (Non-executive and Independent) of the Company at its meeting held on August 6, 2018 and who holds office up to the date of this annual general meeting of the Company in terms of Section 161(1) of the Act and Article 85 of the Articles of Association of the Company and who meets the criteria of independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment as an Independent Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from August 06, 2018."

Item No. 5:

Appointment of Mr. GP Kundargi as an Independent director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder, read with Schedule IV of 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, Mr. GP Kundargi (DIN: 02256516), who was appointed by the Board of Directors as an Additional Director (Non-executive and Independent) of the Company at its meeting held on August 6, 2018 and who holds office up to the date of this annual general meeting of the Company in terms of Section 161(1) of the Act and Article 85 of the Articles of Association of the Company and who meets the criteria of independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment as an Independent Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from August 06, 2018.”

Item No. 6:

Appointment of Mr. A. Indra Kumar as an Independent director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, read with Schedule IV of 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, Mr. A. Indra Kumar (DIN:00190168), who was appointed by the Board of Directors as an Additional Director (Non-executive and Independent) of the Company at its meeting held on February 7, 2019 and who holds office up to the date of this annual general meeting of the Company in terms of Section 161(1) of the Act and Article 85 of the Articles of Association of the Company and who meets the criteria of independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment as an Independent Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the

Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from February 07, 2019.”

Item No. 7:

Re-appointment of and remuneration payable to Mr. CV Durga Prasad, Director (Business Development):

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 and 197, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (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 and prior approval of Audit Committee of the Board, the approval and consent of the members be and is hereby accorded to the re-appointment of and remuneration payable to Mr. CV Durga Prasad, Director (Business Development), for a further period from June 28, 2019 to March 31, 2021 on the remuneration, perquisites, benefits and other allowances to him as mentioned below:

| | |
|--------------------------------------|---|
| A. Salary | ₹11,50,000/- per month |
| B. Allowances and Perquisites | In addition to the Salary, he shall be entitled to the allowances and other perquisites as set out below, which shall be computed on the enhanced salary from time to time. |

- a) Housing
 - i) Where accommodation in the company owned house is provided, he will pay 10% of his salary towards house rent;
 - ii) Where hired accommodation is provided, the expenditure incurred by the Company on hiring furnished accommodation to him will be subject to a ceiling of 60% of salary;
 - iii) In case, the Company does not provide accommodation, house rent allowance shall be paid @ 60% of the salary; and
 - iv) The expenditure 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.
- 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, during the tenure of Mr. CV Durga Prasad as Director (Business Development) of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to him the above remuneration by way of salary, perquisites and other allowances as minimum remuneration subject to the requisite approvals or the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter the terms of appointment, from time to time, and to take such steps and do all other acts, deeds and things as may be required, necessary or desirable to give effect to this resolution."

Item No. 8:

Re-appointment of Dr. D. Nageswara Rao as an Independent Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder, read with Schedule IV of 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 and prior approval of Audit Committee of the Board, Dr. D. Nageswara Rao (DIN: 02009886), who was appointed as an Independent Director at the 42nd Annual General Meeting of the Company and who holds office up to August 07, 2019 as an Independent Director 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 who is eligible for re-appointment as such and in respect of whom the Company has received a Notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a further term of two (2) consecutive years with effect from August 08, 2019."

Item No. 9:

Re-appointment of and remuneration payable to Mr. D. Ashok as Chairman of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable rules, regulations and pursuant to recommendation of Nomination and Remuneration Committee and prior approval of Audit Committee, the consent and approval of the Company be and is hereby accorded to the re-appointment of Mr. D. Ashok (DIN: 00006903) as Chairman and Director in the whole-time employment of the Company for a further period of two (2) years with effect from August 14, 2019 on the remuneration, perquisites, benefits and other allowances to him as mentioned below:

| | |
|--------------------------------------|---|
| A. Salary | Salary in the range of ₹8,00,000/- to ₹12,00,000/- per month, as may be decided by the Board from time to time. |
| B. Commission | @ 2% on the net profits of the Company for each/every financial year. |
| C. Allowances and Perquisites | In addition to the Salary and Commission, he shall also be entitled to the allowances and other perquisites as set out below, which shall be computed on the enhanced salary from time to time. |

- a) Housing

- i) Where accommodation in the company owned house is provided, he will pay 10% of his salary towards house rent.
 - ii) Where hired accommodation is provided, the expenditure incurred by the Company on hiring furnished accommodation to him will be subject to a ceiling of 60% of salary.
 - iii) In case, the Company does not provide accommodation, house rent allowance shall be paid @ 60% of the salary.
 - iv) The expenditure 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) Communication Facilities: Free communication facilities like Telephones / Internet / Mobiles / Fax at residence.
 - j) Leave on full pay and allowances as applicable to other employees of the Company but not exceeding one month for every 11 months' service.
 - k) He shall also be entitled to reimbursement of expenses actually and properly incurred for the business of the Company.
 - l) Any other perquisites that may be allowed as per the guidelines issued by the Central Government from time to time."

"RESOLVED FURTHER THAT notwithstanding anything herein stated above, where in any financial year during the tenure of Mr. D. Ashok as Chairman and Director in the whole-time employment in the Company, the Company incurs a loss or its

profits are inadequate, the Company shall pay to him the above remuneration by way of salary, perquisites and other allowances as minimum remuneration subject to the requisite approvals or the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter the terms of appointment, from time to time, and to take such steps and do all other acts, deeds and things as may be required, necessary or desirable to give effect to this resolution."

Item No. 10:

Remuneration payable to executive directors who are promoters or members of the promoter group:

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 Regulation 17(6) (e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013, if any (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 and prior approval of the Audit Committee, the consent and approval of the Company be and is hereby accorded for the payment of remuneration to all executive directors who are promoters or members of the promoter group in excess of limits as prescribed in the above said regulation with effect from the financial year 2018-19 subject to permissible limits under the applicable provisions of the Companies Act, 2013 and as approved by the members of the Company at the time of approving their current tenure of appointment and remuneration."

"RESOLVED FURTHER THAT this approval shall be valid only till the expiry of the term of respective executive directors already appointed prior to the above said regulation came into effect and also the term of those being appointed/re-appointed in this 47th annual general meeting of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to the above resolution."





NAVA BHARAT

Item No. 11:

Re-appointment and revision of remuneration payable to Mr. Ashwin Devineni, Managing Director, Nava Bharat (Singapore) Pte. Limited:

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

“RESOLVED THAT pursuant to Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-re-enactment(s) thereof for the time being in force) and subject to such approvals and permissions as may be required, the consent and approval of the Company be and is hereby accorded to re-appoint and for revision of remuneration payable to Mr. Ashwin Devineni as Managing Director of the Company’s Subsidiary, Nava Bharat (Singapore) Pte. Limited on the following remuneration with effect from April 01, 2019:

Salary: USD 1,596,732 per annum (inclusive of all allowances). The terms of employment and remuneration of Mr. Ashwin Devineni may be varied from time to time by the Company based on his performance evaluation, and in accordance with the Company’s Remuneration Policy and other applicable/ relevant policies and not exceeding such limits as may be prescribed in such policies.

Item No. 12:

Appointment of Mr. Ashwin Devineni, as Chief Executive Officer (CEO) of the Company:

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

“RESOLVED THAT pursuant to Section 2(18), 2(51), 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, pursuant to 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 pursuant to the recommendation of Nomination and Remuneration Committee and prior approval of Audit Committee the consent and approval of the Company be and is hereby accorded to appoint Mr. Ashwin Devineni (DIN: 00007540) as whole time Director designated as Chief Executive Officer (CEO) of the Company without remuneration, subject to the approval of Central Government and such other approvals and permissions as may be required, for a period of five (5) years with effect from May 29, 2019.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter the terms of appointment, from time to time, and to take such steps and do all other acts, deeds and things as may be required, necessary or desirable to give effect to this resolution.”

Item No. 13:

Ratification of appointment and remuneration of Cost Auditors for the financial year 2019-20:

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

“RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation of the Audit committee of the Board, the appointment of M/s. Narasimha Murthy & Co., Cost Accountants, situated at 3-6-365, 104 & 105, Pavani Estate, Y.V.Rao Mansion, Himayatnagar, Hyderabad – 500 029, made by the Board, as Cost Auditors to conduct the cost audit in respect of the Company’s products in all the units or plants relating to Electricity; Steel (Ferro Alloys); Sugar & Industrial Alcohol for the financial year 2019-20 at an aggregate fee of ₹ 9 Lakhs plus out of pocket expenses and applicable taxes thereon, be and is hereby approved and ratified.”

Registered Office:

6-3-1109/1`Nava Bharat Chambers’

Raj Bhavan Road

Hyderabad – 500 082

CIN : L27101TG1972PLC001549

Ph.No.040-23403501; e-Fax: +91 080 6688 6121

E-mail : investorservices@nbv.in; Website : www.nbventures.com

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

Place: Hyderabad

Date: May 29, 2019

VSN Raju
Company Secretary & Vice President



NOTES

1. The explanatory statement in respect of the special business in the Notice, pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in the meeting and the proxy need not be a member of the Company.
3. The instrument appointing the proxy must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A Proxy Form for the Annual general meeting is enclosed.
4. Members/Proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting.
5. The register of directors and key managerial personnel and their shareholding maintained under Section 170 and the register of contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the annual general meeting.
6. The register of members and share transfer books will remain closed from August 3, 2019 to August 8, 2019 (both days inclusive) in connection with the annual general meeting and dividend.
7. The dividend for the year ended March 31, 2019 as recommended by the Board, i.e. ₹1.50 (one rupee and fifty paise 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 upto the close of business hours on August 2, 2019. 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 August 2, 2019 by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose. The dividend on equity shares, if declared at the meeting, will be credited/ dispatched within one month from the date of this meeting.
8. The unclaimed equity dividend for the year ended March 31, 2012 will be transferred on or after September 7, 2019 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 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013). 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.
9. 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 Bharat Ventures Limited – Unclaimed Suspense Account". The details were placed on the Website of the Company. The concerned members are requested to approach the Registrars, Karvy Fintech Pvt Ltd., (Karvy) with their claim for the transfer of their shares to their demat 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 dividend would also be remitted to the concerned shareholders on claiming their shares out of the unclaimed suspense account.
10. 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.
11. All shares in respect of which dividend has not been paid or claimed for seven consecutive years or more (relevant shares) upto and including the financial year 2010-11 were transferred by the Company in the name of IEPF on December 5, 2017 and September 24, 2018 and the statement containing such details as may be prescribed is placed on Company's website: www.nbventures.com.
12. Members are requested to furnish details of their bank accounts viz., name of bank, full address of the branch, account number with 9 digit MICR Code No. and folio number forwarding photo copy of PAN Card and a cancelled cheque leaf for incorporation on the dividend warrant, to the Company's Registrars and Share Transfer Agents, Karvy Fintech Pvt Ltd, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. In case of holding shares in electronic mode, members are requested to approach their Depository Participants for updation of bank account details with the aforesaid documents.



13. Members seeking any information or clarification on the accounts are requested to send in writing queries to the Company, at least one week before the date of the meeting. Replies will be provided in respect of such written queries at the meeting.
 14. 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.
 15. 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.
 16. As per Listing Regulations, members who intend to transfer their securities are requested to get such securities dematerialized before such transfer.
 17. Registration of e-mail addresses for sending Annual Reports, communications, etc: Members are requested to register their e-mail addresses and changes therein from time to time with the Registrars and Share Transfer Agents (in case of physical shares) or with the concerned Depository Participant (in case of electronic holdings) so that the Company will use the same for sending Notices, Annual Reports and other communications.
Copies of Annual Report 2018-19 are being sent under electronic mode only, to all the members whose e-mail addresses are registered with the Registrars and Share Transfer Agents of the Company i.e. Karvy/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. Physical copy of the Annual Report for FY 2018-19 are being sent to members, who have not registered their e-mail addresses, by a permitted mode.
 18. Members may also please note that the notice of the 47th annual general meeting and the annual report 2018-19 is available on the Company's website: www.nbventures.com. The physical copies of the aforesaid documents are also available at the Company's Regd. Office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to the Company at: investorservices@nbv.in. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection at the registered office of the Company during business hours on all working days up to the date of declaration of the result of the 47th annual general meeting of the Company.
 19. Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to 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.
- 20. Retirement of Directors by rotation:**
- Mr. CV Durga Prasad, Director (Business Development) of the Company, retires by rotation at the ensuing annual general meeting and, being eligible, offers himself for re-appointment.
- The Board of directors commends the re-appointment of Mr. CV Durga Prasad as a Director, liable to retire by rotation.
21. Copy of the draft letter for appointment as Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.
- 22. Voting through electronic means:**
- In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this Section of the Notice) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to exercise voting rights on the items of business given in the notice through electronic voting system, to Members holding shares as on August 2, 2019 (End of Day) being the

Cut-off date fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by Karvy. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting (remote e-voting).

A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories (holding shares either in physical form or in dematerialized form) as on August 2, 2019 the "Cut-off date" shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting.

The instructions for remote E-Voting are as under:

1.
 - A. In case a shareholder receiving an email from Karvy [for members whose email IDs are registered with the Depository Participant(s)]:
 - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - (ii) Enter the login credentials (i.e. User ID and Password mentioned above). Your Folio No./DP ID & Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - (iii) After entering these details appropriately, click on "LOGIN".
 - (iv) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - (v) You need to login again with the new credentials.
 - (vi) On successful login, the system will prompt you to select the "EVENT" i.e., Nava Bharat Ventures Limited.
 - (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date
 - under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on Cut-off date i.e. August 2, 2019. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - (viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts. Voting has to be done for each resolution of the notice of 47th AGM separately. In case you do not desire to cast your vote on any specific resolution, it will be treated as abstained.
 - (ix) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - (x) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify or change the votes cast. During the voting period, Shareholders can login any number of times till they have voted on the Resolution(s).
 - (xi) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: prenukaacs@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "NBVENTURES_ EVENT NO."
 - B. In case of members receiving physical copy of the AGM Notice by courier [for members whose email IDs are not registered with the Depository Participant(s)]:
 - (i) User ID and initial password as provided above.
 - (ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
2. In case a person has become the member of the company after the dispatch of AGM Notice but on or before the cut-off date i.e., August 2, 2019, may write to the Karvy on the email Id evoting@karvy.com or to Mr. Mohd. Mohsin Uddin, Senior Manager, Contact No. 040-67162222, Ext No: 1562 at Karvy Fintech Private Limited, [Unit: Nava Bharat Ventures Limited]



- Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast the vote.
- The remote e-voting period commences on August 4, 2019 at 9:00 a.m. (IST) and ends on August 7, 2019 at 5:00 p.m. (IST). During this period, the members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being August 2, 2019 may cast their vote by electronic means in the manner and procedure set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote at the AGM.
 - In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com> (Karvy's website) or any grievances or queries of the Members of the Company connected with the electronic voting can be addressed to the Company's Registrar & Share Transfer Agents, Karvy Fintech Pvt Ltd.,(Unit: Nava Bharat Ventures Limited), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, to Contact Person: Mr. Mohd Mohsin Uddin, Senior Manager, Telephone No. 040-67162222 –Ext No: 1562
 - The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company, subject to the provisions of the Companies Act, 2013 and the Rules made thereunder, as amended, as on the cut-off date, being August 2, 2019.
 - The Board of directors has appointed Mrs. D. Renuka, Company Secretary as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - The members who are entitled to vote but have not exercised their right to vote through remote e-voting may vote at the AGM through Ballot Paper annexed to the AGM Notice, for all businesses specified in the accompanying Notice.
 - The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting through Ballot Paper thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours from the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who will countersign the same. The Chairman or a person authorised by him in writing will declare the result of voting forthwith.
 - The Results on resolutions shall be declared not later than 48 hours from the conclusion of the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
 - The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.nbventures.com) and on Service Provider's website (<https://evoting.karvy.com>) and communication of the same to the BSE Limited and the National Stock Exchange of India Limited within 48 hours from the conclusion of the AGM.
- Explanatory Statement pursuant to Section 102(1) of the Companies Act 2013, read with Rule 15(3) of the Companies (Meetings of Board and Its Powers) Rules, 2014.**
- Item No. 4:**
- Appointment of Mr. K. Durga Prasad as an Independent director of the Company:**
- Mr. K. Durga Prasad was appointed by the Board on the recommendation of the Nomination and Remuneration Committee at its meeting held on August 6, 2018 as Additional Director (Non-executive and Independent) under Section 161 of the Companies Act, 2013 w.e.f August 6, 2018 and to hold office upto the date of AGM and thereafter subject to the approval of members at the ensuing AGM.
- The Company received a notice from one of the shareholders under Section 160 of the Companies Act, 2013 proposing that Mr. K. Durga Prasad be appointed as an Independent Director, not liable to retire by rotation.
- Mr. K. Durga Prasad is a Commerce Graduate, who joined Indian Police Service in 1981 in the undivided Andhra Pradesh Cadre. Later, on the division of the State in 2014, he was allotted to Telangana Cadre. He served with distinction in various fields, such as Law and Order, Training, Provisioning, Anti-naxal operations, Vigilance in Energy Sector, Intelligence in the State Police and in VIP Protection and Para Military Forces in the Central Government.
- He is an Indian police service officer (Retd.). He served in several government departments including Law and Order, State



Intelligence, Anti-naxal operations, Training and Administration, Vigilance, State Electricity Transmission Corporation in Andhra Pradesh and in Special Protection Group and Central Reserve Police Force at the Centre. Presently he is serving as Advisor-Home, Government of Andhra Pradesh for laying roads in interior-Naxal affected agency.

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

Mr. K. Durga Prasad is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. 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 Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, Mr. K. Durga Prasad fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations as amended.

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

The Board recommends the Ordinary Resolution for members' approval.

Except himself, no other Directors and 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:

Appointment of Mr. GP Kundargi as an Independent director of the Company:

Mr. GP Kundargi was appointed by the Board on the recommendation of the Nomination and Remuneration Committee at its meeting held on August 6, 2018 as Additional Director under Section 161 of the Companies Act, 2013 w.e.f August 6, 2018 and to hold office upto the date of AGM and thereafter subject to the approval of members at the ensuing AGM.

The Company received a notice from one of the shareholders under Section 160 of the Companies Act, 2013 proposing that Mr. GP Kundargi be appointed as an Independent Director, not liable to retire by rotation.

Mr. GP Kundargi is a Master 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. GP Kundargi is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. 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 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.

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

The Board recommends the Ordinary Resolution for members' approval.

Except himself, no other Directors 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. 6:

Appointment of Mr. A. Indra Kumar as an Independent director of the Company:

Mr. A. Indra Kumar was appointed by the Board on the recommendation of the Nomination and Remuneration Committee at its meeting held on February 7, 2019 as Additional Director under Section 161 of the Companies Act, 2013 w.e.f February 7, 2019 and to hold office upto the date of AGM and thereafter subject to the approval of members at the ensuing AGM.

The Company received a notice from one of the shareholders under Section 160 of the Companies Act, 2013 proposing that Mr. A. Indra Kumar be appointed as an Independent Director, not liable to retire by rotation.

Mr. A. Indra Kumar is Bachelor of Engineer in Chemical Engineering from University of Bangalore. He is the Chairman and Managing Director of Avanti Feeds Limited, a leading manufacturer of Prawn and Fish Feeds and Shrimp Processor and Exporter from India. He is instrumental in development of shrimp culture and processing by bringing in latest technology in feed manufacture and also



development of value added shrimp products for exports, earning valuable foreign exchange to the country.

He has vast experience in foreign trade by virtue of his past and present involvement in import & export business. He has developed new customers in USA, Europe and South Africa for value added Indian marine products. He has created Brand image for 'AVANTI' brand shrimps. He is also instrumental in implementing traceability system effectively, which is assuming most important factor for sustaining / developing export market.

Mr. A. Indra Kumar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. 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 Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, Mr. A. Indra Kumar fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations as amended.

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

The Board recommends the Ordinary Resolution for members' approval.

Except himself, no other Directors 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. 7:

Appointment of Mr. CV Durga Prasad as Director (Business Development):

Mr. CV Durga Prasad was appointed by the Members as Director (Business Development) with effect from June 28, 2003 for a period of 5 years at the AGM held on August 30, 2003 and was re-appointed with effect from June 28, 2008 for a further period of 5 years as approved by the General Body on July 25, 2008.

The members at the AGM held on August 16, 2013 approved the re-appointment of and remuneration payable to him apart from the allowances and perquisites thereon with effect from June 28, 2013 and thereafter the General Body at the AGM held on August 6, 2018 approved the re-appointment of and remuneration payable to him apart from the allowances and perquisites thereon for a period of one year with effect from June 28, 2018.

Mr. CV Durga Prasad is a Graduate in Commerce with Industrial experience spanning over 45 years in a wide spectrum of commercial functions comprising global marketing of Ferro Alloys, production parameters, sourcing of vital raw materials from indigenous and international suppliers, development and nurturing markets in India & abroad.

Mr. CV Durga Prasad is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director (Business Development) of the Company.

The Board, on the recommendation of the Nomination and Remuneration Committee and prior approval of Audit Committee, at its meeting held on May 29, 2019, considered and approved the re-appointment and remuneration payable to the Director (Business Development) in appreciation of his contribution, for a further period from June 28, 2019 to March 31, 2021 as set out in the Resolution apart from the allowances and perquisites thereon, subject to the approval of members at the ensuing annual general meeting.

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

The Board recommends the Ordinary Resolution for members' approval.

Except himself, no other Directors 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. 8:

Re-appointment of Dr. D. Nageswara Rao as an Independent Director:

Dr. D. Nageswara Rao is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on July 25, 2008. He has been appointed as an Independent Director by the members of the Company at their meeting held on August 8, 2014 for a period of five (5) consecutive years w.e.f August 8, 2014. He is the Chairman of Audit Committee and Nomination & Remuneration Committee and a member of Corporate Social Responsibility Committee. Pursuant to provision of Section 149 of the Companies Act, 2013 an Independent Director is eligible for reappointment for further term of five (5) consecutive years on passing of a special resolution by the Company and he is not liable to retire by rotation.

The Company received a notice from one of the shareholders under Section 160 of the Companies Act, 2013 proposing that Dr. D. Nageswara Rao be appointed as an Independent Director, not liable to retire by rotation.

Dr. D. Nageswara Rao is a Post Graduate in Electronic Engineering and a Doctorate from University of Strathclyde, U.K. Promoted Duke Arnics which gained global recognition in Electricity Metering, Monitoring and Management Systems. He is a patron of educational and research institutions and a visiting faculty member at Engineering Staff College of India and Rural Electricity Institute.

Dr. D. Nageswara Rao is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. 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 Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, Dr. D. Nageswara Rao fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations as amended. The performance evaluation of Dr. D. Nageswara Rao was done by the Board at its meeting held on February 7, 2019 as a part of annual evaluation of performance of Directors. The Board while evaluating his performance, based on the contribution made by him since his appointment and considering his vast experience and expertise, formed an opinion that his re-appointment as an Independent Director would be immensely beneficial to the Company.

The Board considered that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director for further term of two (2) years effective from August 08, 2019. Accordingly, the Board, on the recommendation of the Nomination and Remuneration Committee and prior approval of Audit Committee, at its meeting held on May 29, 2019, recommended the special resolution in relation to re-appointment of Dr. D. Nageswara Rao as an Independent Director, for the approval of the members of the Company.

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

The Board recommends the Special Resolution for members' approval.

Except himself no other Directors 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:

Re-appointment of and remuneration payable to Mr. D. Ashok as Chairman of the Company:

Mr. D. Ashok was reappointed as Chairman on August 14, 2014, by the members for a term of 5 years in the AGM held on August 8, 2014.

Mr. D. Ashok holds MBA from University of Wisconsin, USA with 37 years of top management experience in all facets of project management and manufacturing. Oversaw the growth of the Company into a diversified conglomerate with business interests in power generation, mining, ferro alloys and agri-business in India and Africa.

He has been holding senior positions in the Company since 1981. He took over as the Executive Director in 1992, as the Managing Director in 1999 and as Chairman of the Company in 2009.

He has taken the lead role in policy formulation, geographical diversification in India and abroad to make the Company an Indian Multinational in its own right with substantial accretion of operational assets in India and Zambia. He also provides the thought leadership to all the functional heads at various units of the Company and its subsidiaries. Being focused on the cost benefit aspects of project execution, helped the Company to achieve the pre-eminent position of an Indian multinational having successfully executed a US\$ 900 Million Project within the budgeted resources. He takes active interest in all the CSR activities of the Group to make a qualitative difference and currently chairs the CSR Committee of the Board.

On the operational side, he plays a mentor role in guiding strategy for all facets and verticals of the Company and its subsidiaries. The Company received several accolades in the areas of CSR, exports, productivity, quality, industrial safety, environmental protection etc., under his leadership.

Mr. D. Ashok is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Chairman and Director in the whole-time employment in the Company. The Board, pursuant to the recommendation of the Nomination and Remuneration Committee and prior approval of Audit Committee, at its meeting held on May 29, 2019, re-appointed Mr. D. Ashok as Chairman for a further period of two (2) years w.e.f August 14, 2019, to facilitate transition of executive management,



on the remuneration as set out in the resolution placed before you for approval.

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

The Board recommends the Ordinary Resolution for members' approval.

Except himself and Mr. Ashwin Devineni, no other Directors 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:

Remuneration payable to executive directors who are promoters or members of the promoter group:

Pursuant to Regulation 17(6)(e) of the Listing Regulations any remuneration payable to the Executive Directors who are promoters or members of the promoter group in excess of higher of Rupees 5 crore or 2.5 per cent of the net profits to one such director or 5% of net profits in aggregate to all such directors will require the approval of the members of the Company by way of a special resolution.

The remuneration payable to all the Executive Directors who are promoters or members of the promoter group are reviewed and approved, from time to time, by the members of the Company within the permissible limits as prescribed under the provisions of Section 197 of the Companies Act, 2013 read with Schedule V thereof.

The aggregate remuneration payable to Executive Directors who are promoters or members of the promoter group is exceeding the limits prescribed in aforesaid regulation. Hence, it is proposed to seek the approval of the members in the form of Special Resolution as per the above said Listing Regulations and the Board, pursuant to the recommendation of the Nomination and Remuneration Committee and prior approval of Audit Committee, at its meeting held on May 29, 2019 approved the remuneration payable to Executive Directors who are promoters or members of the promoter group in excess of limits specified in the above said regulation and placed before you for approval.

The Board recommends the Special Resolution for members' approval.

Except D. Ashok, Mr. P. Trivikrama Prasad and Mr. Ashwin Devineni, no other 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. 11:

Re-appointment and revision of remuneration payable to Mr. Ashwin Devineni, Managing Director, Nava Bharat (Singapore) Pte. Limited:

Mr. Ashwin Devineni is a Director on the Board of Nava Bharat (Singapore) Pte. Limited with effect from April 7, 2008. Thereafter he has been appointed as Chief Executive Officer of Nava Bharat (Singapore) Pte. Limited with effect from October 1, 2008.

The General Body of the Company on July 28, 2011 approved the remuneration of USD 450,000 per annum with an annual increment not exceeding 30% of the prevailing salary with effect from April 1, 2011 to Mr. Ashwin Devineni as CEO of Nava Bharat (Singapore) Pte. Limited. Further, he was re-designated as Managing Director of Nava Bharat (Singapore) Pte. Limited with effect from August 1, 2012 and is discharging responsibilities in various projects in Zambia, and Malaysia aside from trading of ferro alloys in Singapore.

He was re-appointed as such w.e.f April 1, 2014 with the remuneration of USD 875,000 per annum (inclusive of all allowances) with an Annual Increment not exceeding 25% of the prevailing salary as may be decided by the Board of Directors of the Company by the members on their meeting held on August 8, 2014.

Mr. Ashwin Devineni is a graduate in Industrial Engineering from University of Washington, USA with senior management experience in business development. Played crucial roles in corporate acquisitions across North America, Europe, Middle East, Africa and Asia. Responsible for developing and managing Nava Bharat's international ventures in coal mining, power and agriculture as well as healthcare enabled services in Asia and Africa. He is a Resident Director of Maamba Collieries Ltd., a subsidiary operating the largest coal mine and the first Coal Fired Power Plant of Zambia.

He occupied the position of Director, Business Development (Asia Pacific) in Hewlett Packard Software prior to joining the Company's Subsidiary, Nava Bharat (Singapore) Pte. Limited, managing teams across Asia Pacific and was in charge of Business Development and Operations. He had experience in various Organizations including Opsware, iConclude, Thriva LLC in different positions.

The Board, pursuant to the recommendation of the Nomination and Remuneration Committee and prior approval of Audit Committee, at its meeting held on May 29, 2019 approved to continue his appointment to hold office or place of profit as Managing Director

in the Company's Subsidiary, Nava Bharat (Singapore) Pte. Limited on the remuneration as set out in the resolution with effect from April 1, 2019, subject to your consent as mentioned in the resolution in terms of Section 188(1)(f) of the Companies Act, 2013 for holding office or place of profit by a relative of the Director in the subsidiary of the Company.

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

| | |
|--|--|
| a Name of the related party | Mr. Ashwin Devineni, Managing Director of Nava Bharat (Singapore) Pte. Limited |
| b Name of the director or key managerial personnel who is related, if any | Mr. D. Ashok, Chairman of Nava Bharat Ventures Limited. |
| c Nature of relationship | Son of Mr. D. Ashok. |
| d Nature, material terms, monetary value and particulars of the contract or arrangement | Continue as Managing Director of Nava Bharat (Singapore) Pte. Limited on a remuneration of USD 1,596,732 (inclusive of all allowances) per annum. The terms of employment and remuneration of Mr. Ashwin Devineni may be varied from time to time by the Company based on his performance evaluation, and in accordance with the Company's Remuneration Policy and other applicable/ relevant policies and not exceeding such limits as may be prescribed in such policies. |
| e Any other information relevant or important for the members to take a decision on the proposed resolution | Mr. Ashwin Devineni has been in the employment of Nava Bharat (Singapore) Pte. Limited as Managing Director and the present appointment is continuing in nature with effect from April 1, 2019. The approval is sought in view of Section 188 of the Companies Act, 2013 in respect of related party transactions. The remuneration proposed is reasonable, sufficient to motivate and retain the required quality to run the Company successfully. The proposed remuneration is relatively comparable to the prevailing remuneration in similarly placed bodies corporate. The proposal is recommended by the Nomination & Remuneration Committee and approved by Audit Committee of the Board and then further approved by the Board, subject to the consent of members. |

The Board recommends the Ordinary Resolution for members' approval.

Except Mr. D. Ashok and Mr. Ashwin Devineni, none of the other 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. 12:

Appointment of Mr. Ashwin Devineni, as Chief Executive Officer (CEO) of the Company.

Mr. Ashwin Devineni was appointed as Director (non-executive and non-independent) on the Board of the Company with effect from August 18, 2017 and his appointment was approved by the members in the AGM held on August 6, 2018.

Currently, the Board of directors is composed of four executive

directors, five non-executive & independent directors and one non-executive director. The Board of directors in its meeting held on May 29, 2019, on the recommendation of Nomination and Remuneration Committee, reviewed the structure of the executive directors with the focus on the succession planing and re-composition and approved the appointment of Mr. Ashwin Devineni as Whole Time Director designated as "Chief Executive Officer" (CEO), of the Company for a period of five years, i.e., from May 29, 2019 to May 28, 2024, on such terms as set out in the resolution.

Mr. Ashwin Devineni is a graduate in Industrial Engineering from University of Washington, USA with senior management experience in business development. Played crucial roles in



corporate acquisitions across North America, Europe, Middle East, Africa and Asia. He occupied the position of Director, Business Development (Asia Pacific) in Hewlett Packard Software prior to joining the Company's Subsidiary, Nava Bharat (Singapore) Pte. Limited, managing teams across Asia Pacific and was incharge of Business Development and Operations. He had experience in various Organizations including Opsware, iConclude, Thriva LLC in different positions.

Mr. Ashwin has been with the Company for over a decade and has been spearheading Company's international operations in coal mining, power and agriculture as well as healthcare enabled services in Africa and Asia Pacific. He has been Managing Director of Nava Bharat (Singapore) Pte. Limited (Company' wholly owned subsidiary) and Resident Director of Maamba Collieries Ltd., a subsidiary operating the largest coal mine and the first Coal Fired Power Plant of Zambia. The Board of directors is of the view that he has built acquaintance with the business operations of the Company and as such his appointment as CEO would ensure smooth and proper transition for executive management of the Company.

Mr. Ashwin Devineni is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Whole Time Director designated as "Chief Executive Officer" (CEO) of the Company.

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

The Board recommends the Ordinary Resolution for members' approval.

Except himself and Mr. D. Ashok, none of the other 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. 13:

Ratification of appointment and remuneration of Cost Auditors for the financial year 2019-20:

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, situated at 3-6-365, 104, Pavani Estate, Y.V. Rao Mansion, Himayatnagar, Hyderabad– 500029, to conduct the audit of the cost records of the

Company across various segments, for the financial year ending March 31, 2020 as per the following details:

| S. No. | Product | Fee for 2019-20 (₹) |
|--------------|----------------------------------|---------------------|
| 1 | Electricity (Eight Units) | 5,20,000 |
| 2 | Ferro Alloys (Steel) (Two Units) | 1,80,000 |
| 3 | Sugar | 1,25,000 |
| 4 | Industrial Alcohol | 75,000 |
| TOTAL | | 9,00,000 |

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, needs 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 ending March 31, 2020.

The Board recommends the Ordinary Resolution for members' approval.

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

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

Place: Hyderabad

Date: May 29, 2019

VSN Raju
Company Secretary & Vice President

Registered Office:

6-3-1109/1`Nava Bharat Chambers'

Raj Bhavan Road

Hyderabad – 500 082

CIN : L27101TG1972PLC001549

Ph.No.040-23403501; e-Fax: +91 080 6688 6121

E-mail : investorservices@nbv.in; Website : www.nbventures.com

ANNEXURE I

Details of Directors seeking appointment / re-appointment at the annual general meeting (pursuant to Regulation 36(3) of the Listing Regulations and as per Secretarial Standards on general meetings.

As required under this regulation, the particulars of Directors Mr. D. Ashok, Chairman of the Company, Mr. Ashwin Devineni, Chief Executive Officer, Mr. CV Durga Prasad, Director (Business Development), Dr. D. Nageswara Rao, Independent Director, Mr. K. Durga Prasad, Independent Director, Mr. GP Kundargi, Independent Director and Mr. A. Indra Kumar, Independent Director who are proposed to be appointed / reappointed, are given below:

| a | Name | Mr. D.Ashok | Mr. Ashwin Devineni | Mr. CV Durga Prasad |
|------|--|---|---|---|
| b | Brief Resume | | | |
| i) | Age | 62 Years | 36 Years | 68 Years |
| ii) | Qualification | M.B.A. from U.S.A. | Graduate in Industrial Engineering from the University of Washington | B.Com |
| iii) | Experience | 37 years | Over 11 years | 46 years |
| iv) | Date of appointment on the Board of the Company (Nava Bharat Ventures Ltd.) | March 19, 1992 | August 18, 2017 | June 28, 2003 |
| c | Nature of his expertise in specific functional areas | Top management experience as Chairman (Executive) of Nava Bharat Ventures Ltd, in planning and execution, project management and diversification. Expertise in managing and monitoring international operations. | Experience in business development in the power, mining, agriculture, and enterprise software sectors. Played crucial roles in corporate acquisitions across North America, Europe, Middle East Africa and Asia | Commercial functions like raw material procurement, sales, marketing and business development |
| d | Terms and Conditions along with details of remuneration sought to be paid | As mentioned in the Resolution | 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)] | Mr. D. Ashok is father of Mr. Ashwin Devineni, Director (Non-executive and Non-Independent) of the Company. | Mr. Ashwin Devineni is Son of Mr. D. Ashok, Chairman of the Company. | Nil |
| f | Name(s) of other Companies in which Directorships held | Nava Bharat Projects Limited Nava Bharat Energy India Limited AV Dwellings Private Limited A9 Homes Private Limited | Nil | The Indian Ferro Alloy Producers Association |
| g | Name(s) of other companies in which Committee Membership(s) / Chairmanship(s) held | Chairman - Corporate Social Responsibility Committees of Nava Bharat Ventures Limited Nava Bharat Projects Limited Nava Bharat Energy India Limited Member -Nomination and Remuneration Committee of 'Nava Bharat Energy India Limited' | Nil | Nil |
| h | No. of shares of Rs. 2/- each held by the Director his relatives | 22,26,000 2,43,68,528 | 35,65,212 53,14,860 | 1,41,830 1,22,700 |
| | Total | 2,65,94,528 | 88,80,072 | 2,64,530 |
| i | Last Remuneration drawn | Rs. 780.65 lakhs (Total Remuneration [including Commission] drawn in FY 2018-19) | Nil | ₹250.93 lakhs (Total Remuneration drawn in FY 2018-19) |
| j | No. of Board Meetings attended during the year | 5 | 3 | 5 |



| a | Name | Dr. D. Nageswara Rao | Mr. K. Durga Prasad |
|----------|--|--|--|
| b | Brief Resume | | |
| i) | Age | 72 Years | 62 Years |
| ii) | Qualification | M.E., Ph.D | Commerce Graduate and Indian Police Service officer of 1981 batch |
| iii) | Experience | 44 years | 35 years |
| iv) | Date of appointment on the Board of the Company (Nava Bharat Ventures Ltd.) | 25.07.2008 | He was appointed as an Additional Director in the Board meeting of the Company held on August 6, 2018. |
| c | Nature of his expertise in specific functional areas | Expertise in Electronic Engineering, Science and Technology, Electricity Equipment, monitoring and management systems and power plant operations | 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. He is presently serving as Advisor-Home, Government of Andhra Pradesh for laying roads in interior Naxal affected agency areas and heading a committee for advising Government on Inland Waterways in Andhra Pradesh. |
| 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 | X_Design Ventures Private Limited Jayem Automotives Pvt. Limited Drive Lozics Private Limited Magellan Life Sciences Private Limited JT Special Vehicles Private Limited Vignana Jyothi Foundation For Entrepreneurial Excellence | CCL Products (India) Limited |
| g | Name(s) of other companies in which Committee Membership(s) / Chairmanship(s) held | Nil | Member –Audit, Nomination and Remuneration, Corporate Social Responsibility and Risk Management Committees of CCL Products (India) Limited |
| h | No. of shares of ₹2/- each held by the Director his relatives | Nil 400 | 2,700 5,875 |
| | Total | 400 | 8,575 |
| i | Last Remuneration drawn | ₹5,00,000 (Total Remuneration drawn in FY 2018-19 excluding sitting fee) | Nil |
| j | No. of Board Meetings attended during the year | 4 | 2 |

| a | Name | Mr. GP Kundargi | Mr. A. Indra Kumar |
|----------|--|--|--|
| b | Brief Resume | | |
| i) | Age | 62 Years | 57 Years |
| ii) | Qualification | Master Degree holder in Mineral Processing (M.Tech.) | Bachelor of Engineer in Chemical Engineering |
| iii) | Experience | 36 Years | 24 years |
| iv) | Date of appointment on the Board of the Company (Nava Bharat Ventures Ltd.) | 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 February 7, 2019 |
| c | Nature of his expertise in specific functional areas | <p>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.</p> <p>He is specialized in the areas of Metal Mining (both opencast and underground), Mineral Processing, Research and Technical Operations, Mining Lease matters, etc.</p> | He has vast experience in foreign trade by virtue of his past and present involvement in import & export business. He has developed new customers in USA, Europe and South Africa for value added Indian marine products. He has created brand image for 'AVANTI' brand shrimps. He is also instrumental in implementing traceability system effectively, which is assuming most important factor for sustaining / developing export market. |
| 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 | Sandur Manganese & Iron Ores Limited | Avanti Feeds Limited Sanjeev Agro-Vet Private Limited Avanti Frozen Foods Private Limited Srinivasa Cystine Private Limited SVIMSAN Exports and Imports Pvt Ltd. Patikari Power Private Limited Srivathsa Power Projects Private Limited Maximus Arc Limited Sri Sai Srinivasa Agro Farms and Developers Pvt Ltd. SCL Trading Private Limited Sea Food Exporters Association of India |
| g | Name(s) of other companies in which Committee Membership(s) / Chairmanship(s) held | Member: Audit, Nomination and Remuneration and Stakeholders Relationship Committees of Sandur Manganese & Iron Ores Limited | Chairman - Corporate Social Responsibility Committees of Avanti Feeds Limited Avanti Frozen Foods Private Limited Srinivasa Cystine Private Limited Member – Nomination and Remuneration Committees of Avanti Feeds Limited Avanti Frozen Foods Private Limited Maximus Arc Limited Member – Corporate Social Responsibility Committee of Maximus Arc Limited |
| h | No. of shares of Rs. 2/- each held by the Director his relatives Total | Nil | 2,62,480 (HUF) Nil 2,62,480 |
| i | Last Remuneration drawn | Nil | Nil |
| j | No. of Board Meetings attended during the year | 2 | Nil |





THIS PAGE IS INTENTIONALLY LEFT BLANK





NAVA BHARAT VENTURES LIMITED

Regd. Office: 6-3-1109/1, 'Nava Bharat Chambers', Raj Bhavan Road, Hyderabad – 500 082, Telangana.
 CIN: L27101TG1972PLC001549 Tel : +91 40 23403501/40345999
 e-Fax: +91 080 6688 6121; E-mail: investorservices@nbv.in; Website: www.nbventures.com

**Form No. MGT-11
 PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :

Registered address :

E-mail id :

Folio No./Client ID No. : DP ID No. :

I/We, being the member(s) of NAVA BHARAT VENTURES LIMITED having _____ Shares of the Company, hereby appoint

1. Name E-mail id :
 Address
 Signature or failing him / her
2. Name E-mail id :
 Address
 Signature or failing him / her
3. Name E-mail id :
 Address
 Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 47th annual general meeting of the Company, to be held on August 8, 2019 at 10:30 a.m. (IST) at Marigold Hotel, by and beside Green Park Hotel, 7-1-25, Greenlands, Begumpet, Hyderabad – 500 016 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | [Ordinary Business]: |
|----------------|---|
| 1. | Adoption of financial statements. |
| 2. | Declaration of dividend on the equity shares. |
| 3. | Re-appointment of Director. |
| Resolution No. | [Special Business]: |
| 4. | Appointment of Mr. K. Durga Prasad as an Independent director of the Company |
| 5. | Appointment of Mr. GP Kundargi as an Independent director of the Company |
| 6. | Appointment of Mr. A. Indra Kumar as an Independent director of the Company |
| 7. | Re-appointment of and remuneration payable to Mr. CV Durga Prasad, Director (Business Development) |
| 8. | Re- appointment of Dr. D. Nageswara Rao as an Independent Director |
| 9. | Re-appointment of and remuneration payable to Mr. D. Ashok as Chairman of the Company |
| 10. | Remuneration payable to executive directors who are promoters or members of the promoter group |
| 11. | Re-appointment and revision of remuneration payable to Mr. Ashwin Devineni, Managing Director, Nava Bharat (Singapore) Pte. Limited |
| 12. | Appointment of Mr. Ashwin Devineni as Chief Executive Officer (CEO) of the Company |
| 13. | Ratification of appointment and remuneration of Cost Auditors for the financial year 2019-20 |

Signed thisday of 2019

Signature of Shareholder(s) :Signature of Proxyholder(s).....

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. In line with Secretarial Standards on general meetings, no gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the Meeting.

Please
 affix Re.
 1/- Revenue
 Stamp and
 Sign across.





**Form No. MGT-12
POLLING PAPER**

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

CIN : L27101TG1972PLC001549
 Name of the Company : NAVA BHARAT VENTURES LIMITED
 Registered Office : 6-3-1109/1, Nava Bharat Chambers, Raj Bhavan Road, Hyderabad -500 082, Telangana, India

BALLOT PAPER

S. No Particulars

1. Name of the First Named Shareholder (in block letters)
2. Postal address:
3. Registered Folio No./*Client ID No. :
 (*Applicable to investors holding shares in dematerialized form)
4. Class of Share(s)

I hereby exercise my vote in respect of Ordinary/Special Resolution enumerated below by recording my assent or dissent to the said Resolution in the following manner:

| Sl. No | Item | No. of Shares held by me | I assent to the Resolution | I dissent from the Resolution |
|--------------------------|---|--------------------------|----------------------------|-------------------------------|
| Ordinary Business | | | | |
| 1 | Adoption of financial statements | | | |
| 2 | Declaration of Dividend on the equity shares | | | |
| 3 | Re-appointment of Director | | | |
| Special Business | | | | |
| 4 | Appointment of Mr. K. Durga Prasad as an Independent director of the Company | | | |
| 5 | Appointment of Mr. GP Kundargi as an Independent director of the Company | | | |
| 6 | Appointment of Mr. A. Indra Kumar as an Independent director of the Company | | | |
| 7 | Re-appointment of and remuneration payable to Mr. CV Durga Prasad, Director (Business Development) | | | |
| 8 | Reappointment of Dr. D. Nageswara Rao as an Independent Director | | | |
| 9 | Reappointment of and remuneration payable to Mr. D. Ashok as Chairman of the Company | | | |
| 10 | Remuneration payable to executive directors who are promoters or members of the promoter group | | | |
| 11 | Re-appointment and revision of remuneration payable to Mr. Ashwin Devineni, Managing Director, Nava Bharat (Singapore) Pte. Limited | | | |
| 12 | Appointment of Mr. Ashwin Devineni, Director as Chief Executive Officer (CEO) of the Company | | | |
| 13 | Ratification of appointment and remuneration of Cost Auditors for the financial year 2019-20 | | | |

Place:

Date:

(Signature of the Shareholder)





NAVA BHARAT

NAVA BHARAT VENTURES LIMITED

Regd. Office: 6-3-1109/1, 'Nava Bharat Chambers', Raj Bhavan Road, Hyderabad – 500 082, Telangana.
 CIN: L27101TG1972PLC001549 Tel : +91 40 23403501/40345999
 e-Fax: +91 080 6688 6121; E-mail: investorservices@nbv.in; Website: www.nbventures.com

ATTENDANCE SLIP

Sr.No. :

Registered Folio No. / DP & Client ID No.

Name of the Sole / First named Member

Registered Address

Name(s) of the joint Member(s), if any

No. of Shares held

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/We hereby record my/our presence at the 47th annual general meeting of the Company on August 8, 2019 at 10:30 a.m. (IST) at Marigold Hotel, by and beside Green Park Hotel, 7-1-25, Greenlands, Begumpet, Hyderabad – 500016.

Signature of First holder/Proxy/Authorised Representative

Signature of Joint holder(s)

Place:

Date:

Notes:

1. Please sign this attendance slip and hand it over at the meeting venue.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting

E-VOTING

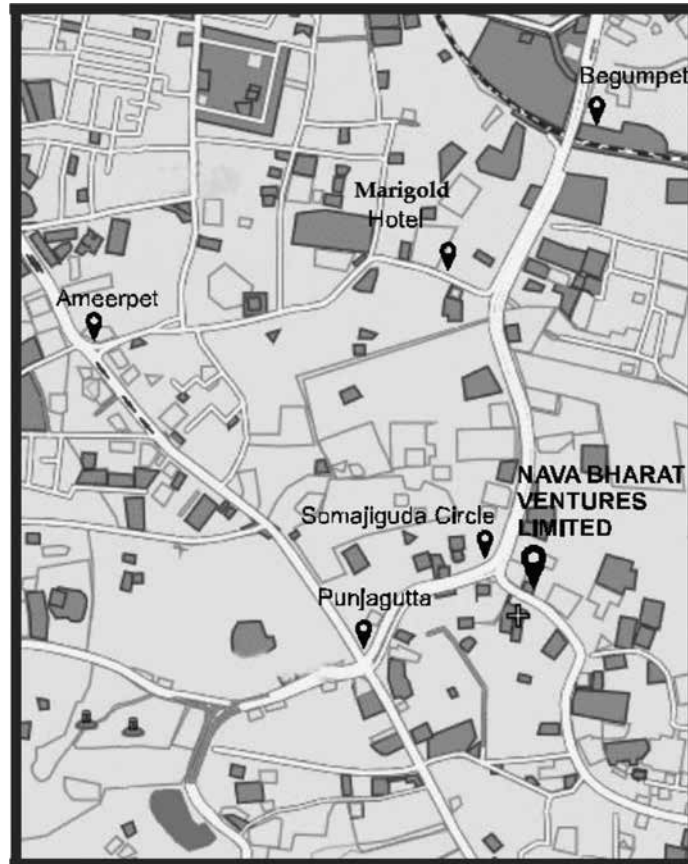
Users who wish to opt for e-voting may use the following login credentials:

| EVENT (E-VOTING EVENT NO.) | USED ID | PASSWORD/PIN |
|----------------------------|---------|--------------|
| | | |

Please follow steps for remote e-voting procedure as given in the Notice of AGM by logging on to - <https://evoting.karvy.com> and the same is available on the Company's website: www.nbventures.com

"No gifts, gift coupons, or cash in lieu of gifts shall be distributed to members at or in connection with the meeting."





Route Map to reach the AGM Venue

**Marigold Hotel by and beside Green Park Hotel 7-1-25,
Greenlands, Begumpet, Hyderabad - 500016**



NAVA BHARAT VENTURES LIMITED

(CIN: L27101TG1972PLC001549)

Regd. Office: 6-3-1109/1, Nava Bharat Chambers, Raj Bhavan Road, Hyderabad – 500 082, Telangana

Tel : +91 40 23403501/40345999; e-Fax: +91 080 6688 6121;

E-mail : investorservices@nbv.in; Website : www.nbventures.com

ATTENDANCE SLIP

| | |
|---|----------|
| Registered Folio No. / DP & Client ID No. : | Sr.No. : |
| Name of the Sole / First named Member : | |
| Registered Address : | |
| Name(s) of the joint Member(s), if any : | |
| No. of Shares held : | |

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/We hereby record my/our presence at the 47th Annual General Meeting of the Company on Thursday, the 8th August, 2019 at 10:30 a.m. (IST) at Marigold Hotel, by and beside Green Park Hotel, 7-1-25, Greenlands, Begumpet, Hyderabad - 500 016.

Signature of First holder/Proxy/Authorized Representative

Place:

Date:

Notes:

Signature of Joint holder(s)

1. Please sign this attendance slip and hand it over at the meeting venue.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting

E-VOTING

Users who wish to opt for e-voting may use the following login credentials:

| EVEN (E-VOTING EVENT NO.) | USER ID | PASSWORD / PIN |
|--------------------------------------|----------------|-----------------------|
| | | |

Please follow steps for remote e-voting procedure as given in the Notice of AGM by logging on to <https://evoting.karvy.com> and the same is available on the Company's website www.nbventures.com

"No gifts, gift coupons or cash in lieu of gifts shall be distributed to members at or in connection with the meeting"