



NAVA BHARAT VENTURES LIMITED

Regd. Office : 6-3-1109/1, 'Nava Bharat Chambers', Raj Bhavan Road, Hyderabad – 500 082, Telangana
Tel : +91 40 23403501/40345999
Fax : +91 40 23403013 | E-mail : nbvl@nbv.in | Website : www.nbventures.com
CIN : L27101TG1972PLC001549

NOTICE

NOTICE is hereby given that the 43rd Annual General Meeting of the Members of Nava Bharat Ventures Limited will be held on Thursday, the 27th August, 2015 at 10.00 a.m. at Marigold Hotel, by and beside Green Park Hotel, 7-1-25, Greenlands, Begumpet, Hyderabad – 500 016 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 31st March, 2015 including audited Balance Sheet as at 31st March, 2015, 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 31st March, 2015.

Item No.2:

Declaration of Dividend on the Equity Shares:

To declare dividend of ₹ 5/- (Rupees Five only) per Equity Share of ₹ 2/- each for the financial year ended 31st March, 2015.

Item No.3:

Re-appointment of Director:

To appoint a Director in place of Sri D.Ashok, who retires by rotation and, being eligible, offers himself for re-appointment.

Item No.4:

Appointment of Auditors:

To ratify the appointment of Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of Section 139 and Section 142 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendation of the audit committee of the Board, and pursuant to the resolution passed by the Members at the Annual General Meeting held on 8th August 2014, the appointment of M/s.Brahmayya & Co., Chartered Accountants (Regn. No. 000513S) as the auditors of Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting to be held in the calendar year 2016 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the auditors.”

Special Business:

Item No.5:

Commission payable to Non-Executive Directors and Independent Directors:

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 197 and other applicable provisions, if any, of the Companies Act 2013, the Company be and is hereby authorized to pay to its Non-Executive Directors including Independent Directors (other than Executive Chairman, Managing Director and Directors in the whole time employment of the Company) for each year for a period of five years commencing from 1st April, 2016 such Commission as the Board may from time to time determine not exceeding 1% of the Net Profits of the Company in any financial year (to be computed in the manner provided in Section 198 of the Companies Act, 2013) subject to an overall ceiling of ₹ 25 lakhs per year to be paid and distributed equally amongst all the Non-Executive Directors including Independent Directors of the Company for each financial year for a period of five years commencing from 1st April, 2016.”

“RESOLVED FURTHER THAT each Non-Executive Director/Independent Director, in addition to the commission payable in the above manner, shall also be paid such sitting fee for every meeting of the Board or Committee not exceeding the limits specified in the Companies Act, 2013 and the Rules made thereunder, and with effect from such date, as may be determined by the Board of Directors of the Company from time to time.”

Item No.6:

Ratification of appointment of Cost Auditors for the Financial Year 2015-16:

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, the appointment of M/s.Narasimha Murthy & Co., Cost Accountants, 3-6-365, 104, Pavani Estate, Y.V.Rao Mansion, Himayat Nagar, Hyderabad – 500 029 made by the Board, as Cost Auditors to conduct the audit of the cost records maintained by the Company in respect of Company's Products in all the Units or Plants relating to Electricity; Steel (Ferro Alloys); Sugar; & Industrial Alcohol for the Financial Year 2015-16 at an aggregate fee of ₹ 6,60,000/- plus out of pocket expenses for the visits to the Factory and service tax thereon, be and is hereby approved and ratified.”

Item No.7:

Alteration of Articles of Association (AoA) of the Company in terms of Section 14 of the Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the Articles of Association (AoA) of the Company be and are hereby altered by replacing all the existing Articles 1 to 162 with the new Articles 1 to 152, a copy of which is annexed to the Explanatory Statement, and new set of Articles be adopted as new Regulations of the Articles of Association of the Company.”

“RESOLVED FURTHER THAT Sri P. Trivikrama Prasad, Managing Director and Sri G R K Prasad, Executive Director of the Company be and are hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the aforementioned resolution, including but not limited to the filing of the necessary forms with the Registrar of Companies and to comply with all other requirements in this regard.”

Item No.8:

Nava Bharat Ventures General Employee Benefits Scheme, 2015:

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

“RESOLVED THAT subject to and in compliance with the applicable provisions of the Companies Act, 2013 (which deems to include the provisions the Companies Act, 1956 applicable, if any, for the time being in force) and the rules made thereunder (“the Act”), in accordance with Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“the Regulations”) and other applicable laws, consent of the Members of the Company, be and is hereby accorded to the adoption of the ‘Nava Bharat Ventures General Employee Benefits Scheme, 2015’ (the “Scheme”) being a general employee benefits scheme, formulated under Part D of the Regulations, to provide welfare benefits such as medical, housing and education related assistance, to employees as detailed in the Scheme (“Welfare Benefits”);

RESOLVED FURTHER THAT pursuant to the provisions of the Regulations and in accordance with Memorandum and Articles of Association of the Company, the Act and other applicable laws, consent of the Members of the Company be and is hereby accorded to the Board (including the Nomination and Remuneration Committee or any other Committee which the Board has constituted to be the Compensation Committee as required under the Regulations) to administer and supervise the Scheme and implementation thereof in accordance with the Regulations;

RESOLVED FURTHER THAT the Compensation Committee/Employee Welfare Committee shall at its absolute discretion delegate such powers of administration and/or supervision of the Scheme to Barclays Wealth Trustees (India) Private Limited in its capacity as trustee of the Trust (“Trustees”) settled by the Company called Nava Bharat Ventures Employee Welfare Trust (“Trust”) vide an indenture dated 25th January, 2012 as amended by the Deed of Amendment;

RESOLVED FURTHER THAT pursuant to the provisions of the Regulations and in accordance with the Memorandum and Articles of Association of the Company, the Act and other applicable laws, consent of the Members is hereby accorded to the Company to provide all or any of the Welfare Benefits to the eligible employees as determined under the Scheme;

RESOLVED FURTHER THAT in accordance with the provisions of the Regulations, the Memorandum and Articles of Association of the Company, the Act and other applicable laws, consent of the Members is hereby accorded to the Compensation Committee/Employee Welfare Committee to give such directions to the Trust in relation to the utilization of assets, income and Trust Property held by the Trust for the purposes of the Scheme in a manner so as to effectively provide the Welfare Benefits to the eligible employees as determined under the Scheme;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies as described under Regulation 15 of the Regulations;

RESOLVED FURTHER THAT the Board be and is hereby authorised to make modifications in the Scheme, as it may deem fit, from time to time in its absolute discretion to bring it in conformity with the provisions of the Regulations, the Memorandum of Association and Articles of Association of the Company, the Act and any other applicable laws, as amended from time to time;

RESOLVED FURTHER THAT for the purpose of giving effect to the Scheme, the Board be and is hereby authorised, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to sign any documents, deeds, settle any issues, questions, difficulties or doubts that may arise in this regard;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any Director or a Committee of Directors, with power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc., as may be necessary in this regard.”

Item No.9:

Compliance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014:

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

“RESOLVED THAT subject to and in compliance with the applicable provisions of the Companies Act, 2013 (which deems to include the provisions of the Companies Act, 1956 applicable, if any, for the time being in force) and the rules made thereunder (“the Act”), in accordance with the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“the Regulations”) and other applicable laws, consent of the Members of the Company is hereby accorded to the Board to take such actions as are in consonance with the Regulations within the timeline mentioned therein, after taking into consideration the circumstances and situations with respect to its employees for the purpose of ensuring that the Shares held by the trustee on behalf of the Trust, comply with the thresholds as provided under the Regulations as amended from time to time.”

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

Hyderabad
May 29, 2015

M.Subrahmanyam
Company Secretary & Vice President

Registered Office:

6-3-1109/1
‘Nava Bharat Chambers’
Raj Bhavan Road
HYDERABAD – 500 082
Ph.No.040-23403501; Fax No.040-23403013
E-mail : nbvl@nbv.in
Website : www.nbventures.com
CIN : L27101TG1972PLC001549

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 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
6. 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.
7. The Register of Members and Share Transfer Books will remain closed from 22nd August, 2015 to 27th August, 2015 (both days inclusive) in connection with the Annual General Meeting and Dividend.
8. The dividend for the year ended 31st March, 2015 as recommended by the Board, i.e. ₹ 5/- (Rupees Five) 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 21st August, 2015. 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 21st August, 2015 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 on 3rd September, 2015.
9. The unclaimed equity dividend for the year ended 31st March, 2008 will be transferred on 25th August, 2015 to the 'Investor Education and Protection Fund' on expiry of 7 years from the date of transfer to the Unpaid Dividend Account, pursuant to Sec.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 Transfer Agents for issue of fresh demand drafts.
10. The unclaimed physical share certificates with the Registrars & 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, M/s. Karvy Computershare Private Limited 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.
11. 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 Transfer Agents, M/s. Karvy Computershare Private Limited, Karvy 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.
12. 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.

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

Securities and Exchange Board of India, 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 circular, all share transfer requests are therefore to be accompanied with PAN details.

15. 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 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 2014-15 are being sent under electronic mode only, to all the Members whose e-mail addresses are registered with the Registrars and Transfer Agents of the Company i.e. M/s Karvy Computershare Private Limited / Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report 2014-15 are being sent by a permitted mode.

16. Members may also please note that the Notice of the 43rd Annual General Meeting and the Annual Report 2014-15 will be available on the Company's website: www.nbventures.com. The physical copies of the aforesaid documents will also be 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: secretarial@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 43rd Annual General Meeting of the Company.

17. Additional information pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment /re-appointment at the Annual General Meeting is furnished and forms part of the Notice. The Directors have furnished the requisite consent / declaration for their appointment / re-appointment.

18. Retirement of Directors by Rotation:

Sri D.Ashok, Director 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 Sri D.Ashok as a Director, liable to retire by rotation.

19. 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 Clause 35B of the Listing Agreement, 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 21st August, 2015 (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 M/s.Karvy Computershare Pvt. Ltd. (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 dematerialised form) as on 21st August, 2015, the "Cut-off date" shall be entitled to avail the facility of remote e-voting as well as voting in the General Meeting.

A. Procedure and instructions for e-voting

I. The Company has engaged the services of M/s. Karvy Computershare Private Limited (Karvy) for facilitating remote e-voting for Annual General Meeting. The instructions for remote e-voting are as under:

- (a) In case of Members receiving an e-mail from Karvy:
 - (i) Initial password is provided in the body of the e-mail.
 - (ii) Launch an internet browser and open <https://evoting.karvy.com>
 - (iii) Enter the login credentials (i.e. User ID and password). The Event No.+Folio No. or DP ID- Client ID will be your User ID.
 - (iv) After entering the above details Click on - Login.
 - (v) Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.) The system will also prompt you to 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. You need to login again with the new credentials.
 - (vi) On successful login, the system will prompt you to select the E-Voting Event.
 - (vii) Select the EVENT of Nava Bharat Ventures Limited and click on - Submit.
 - (viii) Now you are ready for e-voting as 'Cast Vote' page opens.
 - (ix) On the voting page, the number of shares (which represents the number of votes) as held by the Member as on the cut-off date will appear. If you desire to cast all the votes assenting / dissenting to the resolution, then enter all shares and click "FOR" / "AGAINST" as the case may be or partially in "FOR" and partially in "AGAINST" but the total number in "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - (x) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
 - (xi) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
 - (xii) Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - (xiii) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xiv) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at preunukaacs@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

- (b) In case of Shareholders receiving physical copy of the Notice of Annual General Meeting and Attendance Slip, Initial password is provided as follows, at the bottom of the Attendance Slip.

EVEN (E-Voting Event Number)	User Id	Password
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Please follow all steps from Sr. No. (i) to Sr. No. (xi) above to cast vote.

- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of Karvy's e-voting website <https://evoting.karvy.com>.
- III. If you are already registered with Karvy for e-voting, then you can use your existing User ID and Password for casting vote.
- IV. The voting rights shall be as per the number of equity shares held by the Member(s) as on 21st August, 2015. Members are eligible to cast vote electronically even if they are holding shares as on that date.
- V. The Companies (Management and Administration) Amendment Rules, 2015 provides that the electronic voting period shall close at 5.00 p.m. on the date preceding the date of Annual General Meeting. Accordingly, the voting period shall commence at 9.00 a.m. on Sunday, the 23rd August, 2015 and will end at 5.00 p.m. on Wednesday, the 26th August, 2015. The e-voting module shall be disabled by Karvy at 5.00 p.m. on 26th August, 2015.
- VI. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
- VII. The Members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
- VIII. Members who have acquired shares after the despatch of the Annual Report and before the Cut-off date viz., 21st August, 2015, may obtain the user ID, approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.
 - a. If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS : MYEPWD <space> Event number+Folio No. or DP ID Client ID to 9212993399
 Example for NSDL : MYEPWD <SPACE> IN12345612345678
 Example for CDSL : MYEPWD <SPACE> 1402345612345678
 Example for Physical : MYEPWD <SPACE> XXX1234567
 - b. If e-mail or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c. Member may call Karvy's toll free number 1-800-3454-001.
 - d. Member may send an e-mail request to evoting@karvy.com.
- IX. The results shall be declared on or after the Annual General Meeting. The results along with the Scrutinizer's Report shall also be placed on the website of the Company.

B. Process and manner for Members opting for voting through Ballot:

Members who do not have access to e-voting facility may fill in the Ballot form enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and submit the same in a sealed envelope to the Scrutiniser, Mrs. P Renuka, C/o M/s. Karvy Computershare Pvt Ltd, Unit: Nava Bharat Ventures Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, so as to reach by 5.00 p.m. on 26th August, 2015. Ballot Forms received after this date will be treated as invalid.

Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutiniser on the validity of the forms will be final.

The facility for voting, through ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

C. General Instructions:

- (i) Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using the Ballot Form enclosed to this Notice.
- (ii) Members may alternatively opt for e-voting, for which the USER ID and initial password are provided at the bottom of the Ballot Form. Please follow steps from Sl. No.(i) to (xiv) under heading (A) above, to vote through e-voting platform.
- (iii) In the event, a Member casts his votes through both the processes i.e. e-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
- (iv) The Company has appointed Mrs. P Renuka as the Scrutinizer to scrutinise the e-voting process in a fair and transparent manner.
- (v) The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, 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 make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same, provided that the Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.

It is hereby clarified that the manner in which Members have cast their votes, that is, affirming or negating the resolution, shall remain secret and not available to the Chairman, Scrutinizer or any other person till the votes are cast in the meeting.

- (vi) For the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again at the General Meeting, the scrutinizer shall have access, after the closure of period for remote e-voting and before the start of General Meeting, to details relating to Members, such as their names, folios, number of shares held and such other information that the scrutinizer may require, who have cast votes through remote e-voting but not the manner in which they have cast their votes.
- (vii) The scrutinizer shall maintain a register either manually or electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the Members, number of shares held by them, nominal value of such shares and whether the shares have differential voting rights.
- (viii) The register and all other papers relating to voting by electronic means shall remain in the safe custody of the scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the scrutinizer shall hand over the register and other related papers to the Company.
- (ix) The results declared along with the report of the scrutinizer shall be placed on the website of the Company, www.nbventures.com and on the website of Karvy, www.evoting.karvy.com, immediately after the result is declared by the Chairman. The Company shall, simultaneously, forward the results to the concerned Stock Exchanges for placing the results on their websites.
- (x) Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 43rd Annual General Meeting of the Company scheduled to be held on Thursday, the 27th August, 2015.

The requisite number of votes shall be the votes required to pass the resolution as 'ordinary resolution' or 'special resolution', as the case may be, under Section 114 of the Act.

- (xi) A resolution proposed to be considered through voting by electronic means shall not be withdrawn.

Statement pursuant to Section 102 (1) of the Companies Act, 2013

Item No.5:

Commission payable to Non-Executive Directors and Independent Directors:

The Members at their Annual General Meeting held on 16th August 2010, by way of a Special Resolution, approved to pay the Non Executive Directors' remuneration for each financial year from 1st April, 2011 to 31st March, 2016, an amount not exceeding 1% of the net profits of the Company subject to an overall ceiling of ₹ 20 lakhs (Rupees Twenty lakhs only) for each financial year to be divided equally amongst the Non-Executive Directors in such manner, as the Board may from time to time determine, which shall be in addition to the sitting fee for each meeting of the Board/Committee.

The Company, at present, is paying sitting fee @ ₹ 7,500/- per meeting of the Board/Committee to each Non-Executive Director.

Section 197 of the Companies Act, 2013, permits payment of remuneration to the Non-Executive Directors including Independent Directors by way of commission not exceeding 1% of the net profits of the Company, if the Company authorizes such payment by a Resolution at the General Meeting of the Company.

Section 197(7) of the Companies Act, 2013, further states that an Independent Director shall not be entitled to any stock option and may receive remuneration by way of sitting fee, reimbursement of expenses for participation in the Board and other meetings and profit related commission as may be approved by the Members.

Further, the remuneration payable to Directors who are neither Managing Director nor Whole-time Directors shall not exceed 1% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Act, exclusive of sitting fee.

As per Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a Company may pay sitting fee to a Director for attending meetings of the Board or Committees thereof, such sum as may be decided by the Board of Directors subject to the limits specified therein.

With the growth in the size, scale and complexity of the Company's operations and the level of involvement of the Non-Executive Directors and Independent Directors in the supervision and control of the Company and their guidance for the growth of the Company as Members of the Board and also as Chairman/Members of the relevant Committees of the Board, the role of Non-Executive/ Independent Directors on the Board has undergone significant qualitative change and is expanding.

Your Board approved and recommended to the Members to sanction the remuneration by way of commission payable to the Non-Executive Directors including Independent Directors for every year for a period of five years commencing from 1st April, 2016 as proposed in the Resolution apart from the sitting fee for attending Board/Committee meetings not exceeding the limits specified by the Act, as may be decided by the Board from time to time, so that it is commensurate with their enhanced role and involvement in the Governance of the Company.

Board of Directors approved to enhance the Commission to ₹ 25 lakhs per annum to be divided amongst all the Non-Executive Directors including Independent Directors and the sitting fee payable to the Non-Executive Directors and Independent Directors from ₹ 7,500/- per meeting to ₹ 15,000/- each per each meeting of the Board/Committee with effect from such date as may be determined by the Board.

Except Sri K Balarama Reddi, Dr. M V G Rao, Dr E.R.C. Shekar, Dr. D Nageswara Rao and Dr. C.V. Madhavi, being Independent Directors, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in any way, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the Members.

Item No. 6:**Ratification of appointment of Cost Auditors for the Financial Year 2015-16:**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors, M/s. Narasimha Murthy & Co., Cost Accountants, 3-6-365, 104, Pavani Estate, Y. V. Rao Mansion, Himayat Nagar, Hyderabad – 500 029, to conduct the audit of the cost records of the Company across various segments, for the financial year ending March 31, 2016 as per the following details:

S. No.	Product	Fee for 2015-16(₹)
1.	Electricity (Eight Units)	3,60,000
2.	Ferro Alloys (Steel) (Two Units)	1,20,000
3.	Sugar	1,20,000
4.	Industrial Alcohol	60,000
TOTAL		6,60,000

In accordance with the provisions of Section 148 of the Act read with 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, has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

Item No.7:**Alteration of Articles of Association (AoA) of the Company in terms of Section 14 of the Companies Act, 2013:**

The existing Articles of Association (AoA) are based on the Companies Act, 1956. In order to bring the Article of Association in line with the provisions of Companies Act, 2013 and Rules made thereunder, it is proposed to alter the Articles of Association of the Company (AoA) thereby replacing Article no(s) 1 to 162 with the new Articles no(s) 1 to 152 as detailed below:

- i. References to Old Act were substituted with references to New Act;
- ii. Wherever Sections under Old Act were referred to, they were replaced with corresponding Sections under the New Act;
- iii. Some of the Articles were deleted since they have become redundant, contrary to the provisions of the New Act and Rules;
- iv. Some of the Articles have been added to provide for changes that have been brought about by the New Act;
- v. The Articles which are in conformity with the provisions of the new Act, have been retained and the Articles which do not need substantial changes have been streamlined and aligned with the provisions of the new Act; and
- vi. Wherever required, the existing Articles so retained without alterations or without replacement have been renumbered.

A complete set of Articles as altered is attached to this Notice and is also available for inspection of Members and other stakeholders on the Website www.nbventures.com and also in the registered office of the Company during business hours.

As per the provision of Section 14 of the Companies Act, 2013 any alteration so made shall require Shareholders approval by way of special resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

Item No. 8:

Nava Bharat Ventures General Employee Benefits Scheme, 2015:

Welfare benefits are an effective instrument to motivate employees to perform better and thereby their interests chime with those of a Company. This also helps the Company to attract and retain the best available talent in a competitive environment.

The Company believes in rewarding its employees for their continuous hard work, dedication and support, which has led the Company on the growth path. To this effect, the Company proposes to implement a general employee benefits scheme. The main objective of the scheme is to give employees certain welfare benefits such as medical, housing and education related assistance, and as detailed under the Scheme, thereby acting as a retention tool and to attract the best talent available in the market.

The Board of Directors ("Board") of the Company at its meeting held on 29th May, 2015 approved formulation of the Nava Bharat Ventures General Employee Benefits Scheme, 2015 ("Scheme") for the benefit of the Eligible Employees (as identified by the Nomination and Remuneration Committee from time to time in accordance with the eligibility criteria provided in the Scheme), subject to approval of the Members and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time ("Regulations") and authorised the Nomination and Remuneration Committee designated as the Employee Welfare Committee ("EWC") in the Scheme to formulate the detailed terms and conditions of the Scheme and to administer and implement the Scheme in accordance with the Companies Act, 2013 and the Regulations.

The Board has approved the EWC to be designated as the Compensation Committee for the administration and superintendence of the Scheme in accordance with the Regulations. Approval of the Members is being sought for providing the Welfare Benefits to the Eligible Employees (as described in the Scheme).

The following explanatory statement sets out the pertinent terms forming part of the Scheme.

All capitalised terms not defined herein shall have the meaning ascribed in the Scheme.

1. Benefits to be granted:
 - (i) Medical assistance including but not limited to hospitalisation expenses of eligible Employees, their spouse and dependent children, specifically for chronic illnesses, disablement and accidents;
 - (ii) Providing scholarship, grant or any other form of assistance to eligible Employees for their higher education in India or abroad or for education including but not limited to education fees for the higher education for the children of the eligible Employees in India or abroad;
 - (iii) Providing incentive to performing eligible Employees, providing housing facilities to the eligible Employees;
 - (iv) Marriage expenses of dependent daughter(s) above 21 years of age of eligible Employees;
 - (v) Conducting in-house training programmes for the eligible Employees; and
 - (vi) Such other activities which help in overall welfare of the Employees.
2. Eligible Employees entitled to participate in the Scheme:

A permanent Employee of the Company selected by the EWC under the Scheme, is eligible for Welfare Benefits.
3. Appraisal process for determining the eligibility of employees under the Scheme:

The Employee Welfare Committee will determine the eligibility of employees having regard, inter alia, to the position, experience and other criteria as it may determine from time to time.

4. Maximum quantum of Benefits to be issued:

The EWC shall determine the maximum quantum of Benefits that an eligible Employee can be entitled to under the Scheme. However, such quantum of Benefits under the Scheme shall not exceed 3 months of salary of the eligible employee or ₹ 5,00,000/- (Indian Rupees Five Lacs Only), whichever is lower.

5. Manner of implementation of Scheme:

The Scheme shall be implemented by the EWC in accordance with the provisions of the Scheme and the Regulations and administered through the Nava Bharat Ventures Employee Welfare Trust settled by the Company vide indenture dated 25th January, 2012 ("Trust").

6. Assets for implementation of the Scheme:

The assets/Trust property including the shares of the Company ("Shares") (secondary acquisition) held by the Trustee on behalf of the Trust as on date on which the Scheme is approved by the Shareholders, shall be utilized and applied for the purposes of the Scheme and for meeting the expenditure of implementing the Scheme in such proportion and manner as may be directed / instructed by EWC.

Neither the Company shall be extending any fresh loans to the Trust nor shall the Trust be making any new secondary acquisition of the Shares post adoption of this Scheme by the Company for the purposes of implementing it.

7. Accounting Method:

The Company shall comply with the disclosures, conform to the accounting policies as specified under Regulation 15 of the Regulations, 2014 and other requirements as may be prescribed under the Regulations and other applicable laws from time to time.

The EWC shall have all the powers to take necessary decisions for effective implementation of the Scheme. In terms of the provisions of the Regulations, Scheme is required to be approved by the Members by passing of a special resolution.

A copy of the draft Scheme will be available for inspection on all working days between 10.00 a.m. and 5.00 p.m. at the registered office of the Company.

Except the Whole-time Directors (other than promoter Directors), the Chief Financial Officer and the Company Secretary, to the extent that they may be allowed/granted welfare benefits under the Scheme any time in future, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in any way, financially or otherwise, in the resolution(s) set out at Item No.8 of the Notice.

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

Item No. 9:

Compliance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014:

The Company settled a trust called the Nava Bharat Ventures Employee Welfare Trust ("Trust"), under an indenture of trust dated 25th January, 2012 ("Trust Deed"). The Trust through Barclays Wealth Trustees (India) Private Limited acting in the capacity of trustee ("Trustee"), holds Trust Property comprising the Shares of the Company ("Shares") purchased from the secondary market, out of the Loan funds made available by the Company, which was authorised vide a special resolution of the Members dated 8th August, 2012 apart from mutual funds and cash at bank. At the time of obtaining the earlier resolution of 8th August, 2012, there were no legal provisions or regulations governing the holding of assets by an Employee Welfare Trust ("EWT") of a listed Company. However, on 28th October, 2014, Securities and Exchange Board of India ("SEBI") notified the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("Regulations"). Regulations provide certain thresholds, 'do's and don'ts' in relation to implementation of employee benefits schemes by Indian listed companies. The Regulations provide that the listed companies which have already implemented schemes either directly or through EWT are required to align their schemes with the Regulations within one year from the date of notification of the Regulations, except that in the cases of companies with existing EWT holding shares of the companies acquired from the secondary market for the purposes of general employee benefits scheme, the companies would have a period of five years for the following purposes:

To bring down the holding in shares of the Company by the EWT if its holding in the shares of the Company is beyond the permissible threshold limits;

To bring down the holding in shares by EWT implementing General Employee Benefits Scheme ("GEBS") and Retirement Benefit Schemes ("RBS") if the investment by such EWT in the shares of the Company or its holding Company, earmarked for GEBS /RBS exceed 10% of the total assets of the EWT held for such GEBS/RBS; and

To report shareholding of EWT in the Company as "non-public; non-promoter".

The Trust was settled to carry on various welfare activities for the employees of the Company ("Employees") under schemes which were approved by a Committee of the Board. Under the current Regulations, the activities of the Trust would fall under Part D of the Regulations, which is General Employee Benefit Schemes ("GEBS"). As per the Regulations, apart from the trustee being an independent person of the trust implementing the scheme, the following requirement will have to be observed by the EWT:

- (i) The shareholding of the EWT in the Company's shares as acquired from the secondary market should not exceed 2% of the total paid up share capital of the Company as at the end of the financial year immediately prior to the year in which the shareholder approval was obtained for the secondary market acquisition by the EWT (Regulation 3(11)); and
- (ii) Ensure that the shares held by the EWT for implementing the GEBS do not exceed in value, 10% of the total assets held by it for the purposes of GEBS (Regulation 26(2)).

Presently, the Trust holds 1.57% of the total paid up share capital of the Company as on 31st March, 2012. Thus, condition (i) is fulfilled. However, with respect to condition no.(ii), Shares constitute 92% of the total assets held by the EWT for GEBS. Therefore, the Company and the Trust shall have to comply with this aspect of the Regulations over the prescribed time period of five years.

The Board of Directors ("Board") decided to implement a new GEBS called Nava Bharat Ventures General Employee Benefits Scheme, 2015 ("Scheme") and use the assets including such number of Shares held by the Trust for the purposes of Scheme which are in compliance and accordance with the Regulations. The Shares held by the Trust in excess of the threshold limits will be disposed of and the sale proceeds thereof shall be utilized for the repayment of the existing loan.

As regards any Shares, held by the trustee on behalf of the Trust and in excess of what has been assigned to implement the Scheme, the Board of Directors ("Board") of the Company at its meeting held on 29th May, 2015 passed a resolution to the effect that Company shall ensure that the shareholding of the Trust is in conformity with the thresholds mentioned in the Regulations and thereby approve to undertake such steps and actions as to enable the Company and the Trust to conform with the Regulations in their entirety within the period provided in the Regulations.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board commends the Special Resolution set out at Item No. 9 of the Notice for approval by the Members.

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

Hyderabad
May 29, 2015

M.Subrahmanyam
Company Secretary & Vice President

Registered Office:

6-3-1109/1
'Nava Bharat Chambers'
Raj Bhavan Road
HYDERABAD – 500 082
Ph.No.040-23403501; Fax No.040-23403013
E-mail : nbvl@nbv.in
Website : www.nbventures.com
CIN : L27101TG1972PLC001549

ANNEXURE

Details of Directors seeking appointment / re-appointment at the Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)

As required under the Listing Agreement, the particulars of Director, Sri D Ashok who is proposed to be reappointed are given below:

a	Name	Sri D Ashok
b	Brief Resume:	
	i) Age	58 Years
	ii) Qualification	M.B.A. from U.S.A.
	iii) Experience in Specific Functional area	33 Years
	iv) Date of appointment on the Board of the Company (Nava Bharat Ventures Ltd.)	19.03.1992
c	Nature of 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.
d	Name(s) of other Companies in which Directorships held (as per Sections 165 of the Companies Act, 2013)	1. M/s. Maamba Collieries Limited 2. M/s. Nava Bharat (Singapore) Pte. Limited 3. M/s. Chapter One-Books Pte. Limited 4. M/s. Kariba Infrastructure Development Ltd. 5. M/s. NB Tanagro Limited 6. NB Rufiji Pvt Ltd. 7. M/s. Nava Bharat Projects Ltd. 8. M/s. Nava Bharat Energy India Limited 9. M/s. A9 Homes Pvt.Ltd. 10. AV Dwellings Pvt Ltd. 11. Dr. Devineni Subbarao Trust, Managing Trustee 12. G. S. R. Trust, Managing Trustee 13. Usha Mullapudi Cardiac Centre, Trustee
e	Name(s) of companies in which Committee Membership(s)/ Chairmanship(s) held	NIL

f	No. of shares of ₹ 2/- each held by :	
	the Director	1113000
	his relatives	<u>8570349</u>
	TOTAL	<u>9683349</u>
g	No. of ESOPs granted on 05.01.2007 and converted into equity.	NIL
h	Relationship between Directors inter se (As per Section 2(77) of the Companies Act, 2013 and Rule 4 of Companies (Specification of Definition Rules, 2014)	Related to Sri P. Trivikrama Prasad (Sister's husband)

NAVA BHARAT VENTURES LIMITED

CIN: L27101TG1972PLC001549

Regd. Office: 6-3-1109/1, 'Nava Bharat Chambers', Raj Bhavan Road, Hyderabad – 500 082, Telangana, India
Tel : + 91 40 23403501/40345999; Fax : + 91 40 23403013; E-mail: nbvl@nbv.in; Website: www.nbventures.com

ATTENDANCE SLIP

Folio No. DP ID No. Client ID No.

Name of the Member(s) : Signature.

Name of the Proxy holder : Signature.

1. Only Member / Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

NAVA BHARAT VENTURES LIMITED

CIN: L27101TG1972PLC001549

Regd. Office: 6-3-1109/1, 'Nava Bharat Chambers', Raj Bhavan Road, Hyderabad – 500 082, Telangana, India
Tel : + 91 40 23403501/40345999; Fax : + 91 40 23403013; E-mail: nbvl@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 Shares of the above named company, hereby appoint

1. Name : E-mail id :
Address :
Signature : or failing him
2. Name : E-mail id :
Address :
Signature : or failing him
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 43rd Annual General Meeting of the Company, to be held on Thursday, the 27th August, 2015 at 10 a.m. 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.
4.	Appointment of Auditors.
Resolution No.	[Special Business]:
5.	Commission payable to Non-Executive Directors and Independent Directors.
6.	Ratification of appointment of Cost Auditors for the FY 2015-16.
7.	Alteration of Articles of Association (AoA) of the Company in terms of Section 14 of the Companies Act, 2013.
8.	Nava Bharat Ventures General Employee Benefits Scheme, 2015.
9.	Compliance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

Signed thisday of, 2015

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

Please affix ₹1/-
Revenue stamp
and sign across

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.



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
Somajiguda, Hyderabad
Telangana – 500082, India

BALLOT PAPER

Sl. No	Particulars	Details
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	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.			
4	Appointment of Auditors.			
Special Business				
5	Commission payable to Non-Executive Directors and Independent Directors.			
6	Ratification of appointment of Cost Auditors for the FY 2015-16.			
7	Alteration of Articles of Association (AoA) of the Company in terms of Section 14 of the Companies Act, 2013.			
8	Nava Bharat Ventures General Employee Benefits Scheme, 2015.			
9	Compliance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.			

Place:

Date:

(Signature of the Shareholder)