

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 Fax: +91 40 23403013 | E-mail: secretarial@nbv.in | Website: www.nbventures.com

NOTICE

NOTICE is hereby given that the 45th annual general meeting of the members of Nava Bharat Ventures Limited (the Company) will be held on Wednesday, the 9th day of August, 2017 at 10:00 a.m. 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, 2017 including balance sheet as at March 31, 2017, 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, 2017.

Item no.2:

Declaration of dividend on the equity shares:

To declare dividend at the rate of 50% i.e. Re. 1/- per equity share of ₹ 2/- each for the financial year ended March 31, 2017.

Item no.3:

Re-appointment of director:

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

Item no.4:

Appointment of auditors:

To appoint the auditors and to fix their remuneration by passing the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Walker Chandiok & Co. LLP, Chartered Accountants (Regn. No. 001076N/N500013), be and is hereby appointed as the auditors of Company in place of the retiring

auditors, M/s.Brahmayya & Co., Chartered Accountants (Firm Registration No.000513S0), to hold office from the conclusion of this annual general meeting ("AGM") till the conclusion of the 50th AGM to be held in the year 2022 (subject to ratification of their appointment at every AGM if so required under the Act), at such remuneration, as may be mutually agreed between the Board of directors of the Company and the auditors."

Special business:

Item no.5:

Ratification of appointment and remuneration of cost auditors for the financial year 2017-18:

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 2017-18 at an aggregate fee of ₹7 (seven) lakhs plus out of pocket expenses and applicable taxes be and is hereby approved and ratified."

> By order of the Board For NAVA BHARAT VENTURES LIMITED

Place: Hyderabad Date: May 27, 2017 **VSN** Raiu

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; Fax No.040-23403013

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



NOTES

- The explanatory statement in respect of the special business in the Notice, pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
- 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.
- 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 is enclosed.
- Members/Proxies should bring the duly filled attendance slip attached herewith to attend the meeting.
- 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.
- The register of members and share transfer books will remain closed from August 4, 2017 to August 9, 2017 (both days inclusive) in connection with the annual general meeting and dividend.
- The dividend for the year ended March 31, 2017 as recommended by the Board, i.e. Re.1/- (One Rupee 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 3, 2017. 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 3, 2017 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 meetina.
- The unclaimed equity dividend for the year ended March 31, 2010 will be transferred on September 16, 2017 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 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 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.
- 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) Amendment 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
- 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 Share Transfer Agents, Karvy Computershare Private Limited. Karvy Selenium Tower B, 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 gueries to the Company, at least one week before the date of the meeting. Replies will be provided in respect of such written gueries 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 Share 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 PAN either at the time of opening of the account or subsequently. In case they have not furnished the Income Tax PAN 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 directions contained in the said circular, all share transfer requests are therefore to be accompanied with PAN details.
- 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 2016-17 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 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 2016-17 are being sent by a permitted mode.

Members may also please note that the notice of the 45th AGM and the annual report 2016-17 is available on the Company's website: www.nbventures.com. The physical copies of the aforesaid documents are also be available at the Company's regd. office for inspection during normal business hours on working 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 45th AGM of the Company.

- 17. Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director(s) seeking appointment/re-appointment at the annual general meeting is enclosed as **Annexure - I** and forms part of the notice. The Director has furnished the requisite consent/declaration for his appointment/ reappointment.
- Retirement of directors by rotation:

Mr. GRK Prasad, Executive Director of the Company, retires by rotation at the ensuing annual general meeting and, being eligible, offered himself for reappointment.

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

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 3, 2017 (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 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 Thursday, August 3, 2017 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)]:
 - 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".
- 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 3, 2017. 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 45th 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)]:
 - User ID and initial password as provided above.
 - (ii) Please follow all steps from Sr.No. (i) to (xi) 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 3, 2017, 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 Computershare 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 (xi) as mentioned in (A) above, to cast the vote.

NOTICE

- The remote e-voting period commences on Saturday, August 5, 2017 at 10:00 A.M. and ends on Tuesday, August 8, 2017 at 5:00 P.M. During this period, the members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Thursday, August 3, 2017, may cast their vote by electronic means in the manner and process 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 gueries of the members of the Company connected with the electronic voting can be addressed to the Company's Registrars & Share Transfer Agents, Karvy Computershare Private Limited (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 Nos. 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 rules made thereunder, as amended, as on the cut-off date, being Thursday, August 3, 2017.
- The Board of directors has appointed Mrs. D. Renuka, Practicing 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 explained in 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 Sec.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.5:

Ratification of appointment and remuneration of cost auditors for the financial year 2017-18:

The Board, on the recommendations of the Audit committee, 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, 2018 as per the following details:

S. No.	Product	Fee for 2017-18 (₹)
1	Electricity (Eight Units)	4,00,000
2	Ferro Alloys (Steel) (Two Units)	1,20,000
3	Sugar	1,20,000
4	Industrial Alcohol	60,000
	TOTAL	7,00,000

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, 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, 2018.



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. 5 of the notice.

The Board commends the ordinary resolution set out at Item no.5 of the notice for approval by the members.

By order of the Board For NAVA BHARAT VENTURES LIMITED

VSN Raju

Company Secretary & Vice President

Place: Hyderabad Date: May 27, 2017

Registered Office: 6-3-1109/1

'Nava Bharat Chambers'

Raj Bhavan Road, HYDERABAD – 500 082

CIN: L27101TG1972PLC001549

Ph.No.040-23403501; Fax No.040-23403013

E-mail: secretarial@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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As required under this regulation, the particulars of director, Mr.GRK Prasad, director, who is proposed to be re-appointed, is given below:

is giv	/en below:		
а	Name	Mr. GRK Prasad	
b	Brief Resume		
i)	Age	59 Years	
ii)	Qualification	B.Sc., FCA, FCS	
iii)	Experience in specific functional area	36 years	
iv)	Date of appointment on the Board of the Company (Nava Bharat Ventures Ltd.)	•	
С	Nature of expertise in specific functional areas	Experience in all facets of finance, Corporate Affairs and Overseas Operations. Expertise in project financing and financial management.	
d	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	
е	Name(s) of other Companies in which directorships / trusteeships held (as per Section 165 of the Companies Act,2013)	 Maamba Collieries Limited, Zambia Kawambwa Sugar Limited, Zambia (formerly Kariba Sugar Limited) Nava Agro Pte.Limited, Singapore NB Tanagro Limited, Tanzania Nava Bharat Energy India Limited Nava Bharat Projects Limited Brahmani Infratech Private Limited 	
f	Name(s) of companies in which committee membership(s)/chairmanship(s) held	Member – Nomination and Remuneration Committee & Audit Committee of Brahmani Infratech Private Limited	
g	No. of shares of ₹ 2/- each held by		
	the Director	65,172	
	his relatives	2,20,000	
	Total	2,85,172	

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: secretarial@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]

Nam	ne of the Mem	ber(s):				
Regi	istered address	j:				
E-ma	ail id :					
Folio	No./Client ID	No.:	DP ID	No.:		
I/We	, being the me	ember(s) of NAVA BHARAT	VENTURES LIMITED havingS	Shares of the Company, hereby appoint		
1.	Name	·	E-mail id	:		
	Address	:				
	Signature	·	or failing h	nim / her		
2.	Name	·	E-mail id	:		
	Address	·				
	Signature	<u>:</u>	or failing h	nim / her		
3.	Name	·	E-mail id	:		
	Address	·				
	Signature	<u>:</u>				
ther		of such resolutions as are in		5, Greenlands, Begumpet, Hyderabad – 500 016 and at any	' aujournment	
1.			Adoption of financial statements.			
2.			Declaration of dividend on the equity s	hares.		
3.			Re-appointment of director.			
4.			Appointment of auditors.			
Re	solution No.		[Special business]:			
5.			Ratification of appointment and remur	neration of cost auditors for the financial year 2017-18.		
Sign	ned this		day of	, 2017	Please affix Re.	
				holder(s) :	1/- Revenue Stamp and Sign accross.	

Note:

- 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.
- 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 2 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.
- 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.
- 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.



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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

Item

Registered Office : 6-3-1109/1, 'Nava Bharat Chambers', Raj Bhavan Road, Hyderabad – 500082, 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:

No. of shares held

I assent to the

31. 140	item	by me	resolution	resolution
Ordin	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	Ratification of appointment and remuneration of cost auditors for the financial year 2017-18			

Place:

SI No

Date:

(Signature of the Shareholder)

I dissent from the

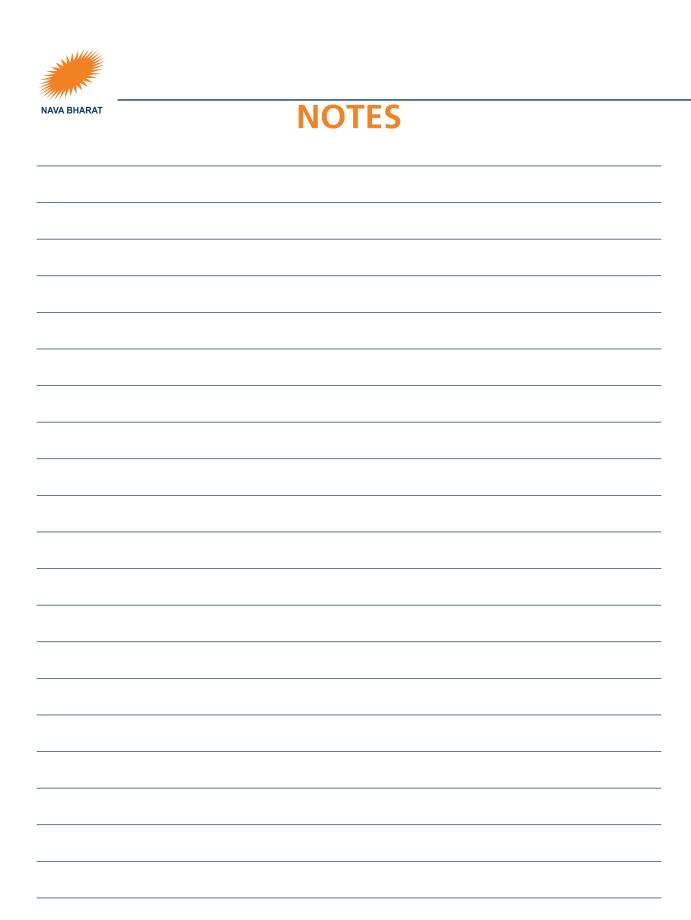




Route Map to reach the AGM Venue

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

NOTES







www.nbventures.com