

**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

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### **NOTICE**

NOTICE is hereby given that the 44th Annual General Meeting of the Members of Nava Bharat Ventures Limited will be held on Wednesday, the 24th August, 2016 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, 2016 including audited Balance Sheet as at 31st March, 2016, 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, 2016.

##### **Item No.2:**

##### **Declaration of Dividend on the Equity Shares:**

To declare dividend of ₹ 3/- (Rupees Three only) per Equity Share of ₹ 2/- each for the Financial Year ended 31st March, 2016.

##### **Item No.3:**

##### **Re-appointment of Director:**

To appoint a Director in place of Sri C V Durga Prasad, who retires by rotation and, being eligible, offers himself for re-appointment.

##### **Item No.4:**

##### **Ratification of 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 2017 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:**

##### **Issue of Bonus Shares :**

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

“RESOLVED THAT, in accordance with the recommendation of Board of Directors of the Company, Section 63 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules, circulars and notifications thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Secretarial

Standards, the relevant provisions of the Memorandum and Articles of Association of the Company and subject to regulations/ guidelines issued by the Securities and Exchange Board of India (SEBI) (as amended from time to time), including SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Reserve Bank of India (RBI) in this behalf and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent and the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, including Committee thereof for capitalization of a sum of ₹ 17,85,75,482/- (Rupees Seventeen Crores Eighty Five Lakhs Seventy Five Thousand Four Hundred and eighty Two) standing to the credit of the Securities Premium/Free Reserves of the Company/ or any other permitted reserves/ surplus as per the Audited Financial Statements of the Company, as may be considered necessary by the Board for the purpose of issue of Bonus Shares of ₹ 2/- (Rupees Two only) each, credited as fully paid-up to the existing holders of the Equity Shares of the Company, whose names appear on the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the 'Record Date' as determined by the Board, in the proportion of 1:1, i.e. One Bonus Equity Share of ₹ 2/- (Rupees Two only) each, for every one existing fully paid-up Equity Share of ₹ 2/- (Rupees Two only) each held by them and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member and shall rank paripassu with the existing fully paid up equity shares of the company in all respects.

RESOLVED FURTHER THAT, no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold Equity Shares or opt to receive the Equity Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members, held with their respective Depository Participants and in the case of Members who hold Equity Shares in physical certificate form, the Share Certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT, the issue and allotment of the Bonus Shares to Non-Resident Indians, Foreign Portfolio Investors (FPI), Foreign Institutional Investors (FIIs) & other foreign investors, shall be subject to the approval of the Reserve Bank of India and such other Regulatory authorities, as may be necessary or required.

RESOLVED FURTHER THAT, the Board or Committee thereof be and is hereby authorized to take necessary steps for listing of such Equity Shares on the Stock Exchanges where the securities of the Company are listed, with the concerned Stock Exchanges as per the applicable Guidelines, Rules and Regulations.

RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board or its Committee, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board/Committee in its absolute discretion may deem necessary or desirable, without requiring the Board/Committee to secure any further consent or approval of Members, and its decision shall be final and binding."

#### **Item No.6:**

#### **Re-appointment of and remuneration payable to Sri P.Trivikrama Prasad as Managing Director:**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder(including any statutory modifications or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act 2013, and further subject to such other approvals and consents as may be required, the consent and approval of the Company be and is hereby accorded to the re-appointment of Sri P. Trivikrama Prasad (DIN: 00006887) as Managing Director, not liable to retire by rotation, with effect from 19th March, 2017 for a further period of 5 years on the remuneration, commission, perquisites and other allowances payable to him as mentioned below:

- A. Salary : ₹ 7,00,000 per month
- B. Commission : @ 2% on the net profits of the Company for each/every financial year; and
- C. Perquisites : In addition to the Salary and Commission, he shall also be entitled to the allowances and other perquisites as set out below:
  - a) Housing:
    - i) Where accommodation in the company owned house is provided, he shall pay to the Company, by way of rent 10% of the salary;
    - ii) Where hired accommodation is provided, the expenditure incurred by the Company on hiring furnished accommodation for 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 medical 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; and
- l) Any other perquisites that may be allowed as per the guidelines issued by the Central Government from time to time."

"RESOLVED FURTHER THAT notwithstanding anything herein stated above, where in any financial year closing on or after 31st March, 2017, during the tenure of Sri P. Trivikrama Prasad, as Managing Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Sri P Trivikrama Prasad the above remuneration by way of salary, perquisites and other allowances as minimum remuneration subject to the requisite approvals or subject to 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, be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013."

**Item No.7:**

**Approval of Related Party Transactions:**

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 186, 188 and other applicable provisions of Companies Act 2013 and Rule 15 of the Companies (Meetings of Board and Its Powers) Rules 2014, and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) and other applicable regulations, rules, guidelines, contracts, agreements and arrangements whether statutory / regulatory or otherwise (including any statutory modification(s) or re-enactment thereof for the time being in force) and in furtherance of and without prejudice to the approvals granted under the Special Resolutions passed by the Members in the 42nd AGM held on 8th August, 2014 and through Postal Ballot held in July 2014, approval of members be and is hereby granted for providing Project Support Services and other services incidental to the implementation of integrated Coal Mine Rehabilitation and Coal Fired Power Project by Maamba Collieries Ltd., ((MCL)- (Step-down subsidiary)) at Maamba in the Southern Province of the Republic of Zambia (MCL Project), a related party as defined under Section 2 (76) of the Companies Act, 2013 and Regulation 2(zb) of SEBI LODR pursuant to the Project Support Agreement dated 10th July, 2015 entered into by the Company with MCL for any amendment thereof for a sum currently estimated to be USD 2 mn per annum or such amounts as may be mutually agreed between parties, the terms and conditions of which be and are hereby approved (the brief terms and conditions are provided in the explanatory statement hereof)."

"RESOLVED FURTHER THAT pursuant to the resolution passed by the shareholders in their meeting held on 8th August, 2014 the approval of the members be and is hereby accorded for provision of performance guarantees for Operations and Maintenance (O&M) Services with a view to enable the Company's step down subsidiary, Maamba Collieries Limited, procure financial arrangements / loans from Banks / Financial Institutions on the security provided by the Company and do charge a commission on the guarantee(s) provided at a mutually agreed rate."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 186, 188 and other applicable provisions of Companies Act 2013 and Rule 15 of the Companies (Meetings of Board and Its Powers) Rules 2014, and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) and other applicable regulations, rules, guidelines, contracts, agreements and arrangements whether statutory / regulatory or otherwise (including any statutory modification(s) or re-enactment thereof for the time being in force) and in furtherance of and without prejudice to the approvals granted under the Special Resolutions passed by the Members in the 42nd AGM held on 8th August, 2014 and through Postal Ballot held in July 2014, approval of members be and is hereby granted for the following agreements executed by the Company and for the Corporate Guarantees / Indemnities / Letters of Support and Comfort provided on behalf of Maamba Collieries Limited (MCL) (the Project Company), Nava Bharat (Singapore) Pte Limited (NBS), Wholly owned

Subsidiary of the Company and the principal owner of MCL and Nava Energy Pte. Limited (NEPL) subsidiary of the Company and the O& M operator of MCL to banks / financial institutions / bodies corporate / others in connection with implementation and operation of integrated Coal Mine Rehabilitation and 300 MW Coal Fired Power Project by MCL, a related party as defined under Section 2 (76) of the Companies Act, 2013 and Regulation 2(zb) of SEBI LODR, pursuant to:

- 1) Sponsor Support Agreement dated 16th July, 2015;
- 2) Guarantee and Indemnity Agreement dated 13th July, 2015; and
- 3) Liabilities Indemnity Agreement dated 16th July, 2015;

entered into by the Company with NBS, NEPL and MCL as parties among others, the terms and conditions of which be and are hereby approved (the brief terms and conditions are provided in the explanatory statement hereof)."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, make such changes to the terms and conditions as may be considered necessary, expedient or desirable and execute such addendum agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution as may be deemed necessary in the best interest of the Company."

**Item No.: 8**

**Ratification of appointment and remuneration of Cost Auditors for the Financial Year 2016-17:**

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 2016-17 at an aggregate fee of ₹ 7,00,000/- plus out of pocket expenses for the visits to the Factories/Units and service tax thereon, be and is hereby approved and ratified."

By Order of the Board

For **NAVA BHARAT VENTURES LIMITED**

**VSN Raju**  
Company Secretary &  
Vice President

Place : Hyderabad  
Date : 22nd July, 2016

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 : nbvl@nbv.in  
Website : www.nbventures.com

**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 27th July, 2016 to 31st July, 2016 (both days inclusive) in connection with the Annual General Meeting and Dividend.
8. The dividend for the year ended 31st March, 2016 as recommended by the Board, i.e. ₹ 3/- (Rupees Three 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 26th July, 2016. 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 26th July, 2016 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 2nd September, 2016.
9. The unclaimed equity dividend for the year ended 31st March, 2009 will be transferred on 31st August, 2016 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.
10. 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, 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 Share 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 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 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 20th May, 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 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 2015-16 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. 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 2015-16 are being sent by a permitted mode.
16. Members may also please note that the Notice of the 44th Annual General Meeting and the Annual Report 2015-16 will be available on the Company's website: [www.nbventures.com](http://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](mailto: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 44th Annual General Meeting of the Company.

17. Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting is furnished in Annexure I and II 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 C.V. 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 Sri C.V. Durga Prasad 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 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 18th August, 2016 (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 18th August, 2016, 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:**

**A. For members who receive notice of annual general meeting through e-mail:**

- (i) Use the following URL for e-voting: <https://evoting.karvy.com>
- (ii) Enter the login credentials, i.e., user id and password mentioned in your email. 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 votes.
- (iii) After entering the details appropriately, click on LOGIN.
- (iv) You will reach the 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.). It is strongly recommended not to share your password with any other person and 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, the number of shares (which represents the number of votes) as held by the member as on the cutoff 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.
- (viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- (ix) Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- (x) Corporate/Institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutiniser through e-mail:

prenunkaacs@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'Corporate Name\_EVENT No.'

- (xi) Remote e-voting facility where members can cast their vote online shall be open from: Saturday, 20th August 2016 (9.00 a.m.) till Tuesday, 23rd August 2016 (5.00 p.m.) and at the end of Remote e-voting period, the facility shall forthwith be blocked.
- (xii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call Karvy Computershare Pvt. Ltd. on 1800 345 4001 (toll free).
- (xiii) The voting rights of the shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on Thursday, the 18th August, 2016 ('cut-off date'). Any person who acquires shares of the Company after dispatch of this Notice and holds shares as on the cut-off date i.e., as on 18th August, 2016, may obtain login ID and password by sending a request to [evoting@karvy.com](mailto:evoting@karvy.com) with a copy to [secretarial@nbv.in](mailto:secretarial@nbv.in) by mentioning her / his folio number or DP ID and Client ID.
- (xiv) The Members who have not cast their vote by remote e-voting can exercise their voting rights at the Annual General Meeting. The Company will make arrangements for voting by ballot / poll at the venue of the Annual General Meeting. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.
- (xv) Mrs. P Renuka, Company Secretary in Practice, has been appointed as Scrutiniser for scrutinising the e-voting process in a fair and transparent manner. The Scrutiniser shall, within a period not exceeding two working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutiniser's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or to any other person authorised by the Chairman in this regard.
- (xvi) The results of e-voting and voting at the meeting, if any, on resolutions shall be aggregated and declared on or after the Annual General Meeting of the Company and, the resolutions will be deemed to be passed on the Annual General Meeting date, subject to receipt of the requisite numbers of votes in favour of the resolutions.
- (xvii) The results declared, along with the Scrutiniser's Report, shall be placed on the Company's website, [www.nbventures.com](http://www.nbventures.com) and on the website of Karvy Computershare Pvt. Ltd. <https://evoting.karvy.com> within two working days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the Stock Exchanges where the shares of the Company are listed – the National Stock Exchange of India Ltd. and BSE Ltd.

**B. For members who receive the notice of annual general meeting in physical form:**

- (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 e-voting facility, for which the User Id and Initial password is provided on the attendance slip. Please follow steps from Sr. No. (i) to (xii) under heading A above to vote through e-voting platform.

**C. 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.**

- (i) Members may alternatively opt for e-voting, for which the USER ID and initial password are provided at the bottom of the Attendance Slip. Please follow steps from Sl. No.(i) to (xii) under heading (A) above, to vote through e-voting platform.
- (ii) The Company has appointed Mrs. P Renuka as the Scrutinizer to scrutinise the e-voting process in a fair and transparent manner.
- (iii) 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.
- (iv) 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.

- (v) 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.
- (vi) 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.
- (vii) The results declared along with the report of the scrutinizer shall be placed on the website of the Company, [www.nbventures.com](http://www.nbventures.com) and on the website of Karvy, [www.evoting.karvy.com](http://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.
- (viii) Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 44th Annual General Meeting of the Company scheduled to be held on Wednesday, the 24th August, 2016. 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.
- (ix) A resolution proposed to be considered through voting by electronic means shall not be withdrawn.

The route map of the venue of the Annual General Meeting at Hotel Mari Gold is appended to this Notice.

**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:**

**Issue of Bonus Shares :**

The members are aware that the operations of the Company have grown significantly. In order to improve the liquidity of the Company's shares in the stock market and to make it affordable to the small investors, the Board of Directors of the Company in their meeting held on 22nd July, 2016 have recommended for the consent and approval of the Members, for the issue of Bonus Shares to the existing holders of Equity Share/s of the Company in the ratio of 1:1 (i.e., One Bonus Equity Share of ₹ 2/- each fully paid up, for every One existing fully paid up Equity Share of ₹ 2/- each held) by increasing the existing Issued, Subscribed and Paid-up Share Capital of the Company.

The Authorized Capital of the Company as reflected in the Memorandum of Association of the Company is ₹ 50,00,00,000/- (Rupees Fifty Crores) divided into 25,00,00,000 (Twenty Five Crore) Equity Shares of ₹ 2/- (Rupees Two only) each. The Paid up Equity Share Capital of the Company comprised of 8,92,87,741 (Eight Crore Ninety Two Lakhs Eighty Seven Thousand Seven Hundred and Forty One) Equity Shares of ₹ 2/- each aggregating ₹ 17,85,75,482/- (Rupees Seventeen Crores Eighty Five Lakhs Seventy Five Thousand Four Hundred and eighty Two). The Free Reserves stood at ₹ 259,755.80 Lakhs as per the Standalone Audited Balance Sheet as at 31st March, 2016.

The existing Issued, Subscribed and Paid-up Share Capital of the Company shall be increased after capitalization of such sum as may be required from the Securities Premium/Free Reserves of the Company/ or any other permitted reserves/ surplus as per the Audited Financial Statements of the Company. After Bonus Issue, the Paid up capital would be ₹ 35,71,50,964/-.

The fully paid-up Bonus Shares shall be distributed to the Members of your Company, whose names appear on its Register of Members on the Record Date as determined by the Board of Directors (or Committee thereof) of your Company. The Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date.

The Bonus shares so issued shall not be eligible for dividend for FY 2015-16.

The proposed Resolution is an enabling Resolution conferring authority on the Board of Directors or Administrative Committee thereof, to cover all present and future contingencies.

As per the provisions of the Companies Act, 2013 and the Articles of Association of the Company, capitalization of such sum standing to the credit of the Securities Premium/Free Reserves /any other permitted reserves/ surplus as per the Audited Financial Statements of the Company, as may be considered necessary by the Board for the purpose of issue of Bonus Shares requires consent and approval of Members of the Company and accordingly, this Resolution is proposed to obtain such consent and approval.

The Board considers this Bonus issue a fitting reward to the shareholders for their unstinted support to the Company's growth plans.



The Promoters, Directors, Key Managerial Personnel of your Company and their relatives are interested in this Resolution to the extent of their respective shareholdings in the Company.

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

**Item No.6:**

**Re-appointment of and remuneration payable to Sri P.Trivikrama Prasad as Managing Director:**

Sri P.Trivikrama Prasad was re-appointed as Managing Director, by the members with effect from 19th March, 2012 for a period of 5 years at the Annual General Meeting held on 28th July, 2011 and his tenure is upto 18th March, 2017. The Salary, commission and perquisites/allowances payable to him were approved and revised by the General Body in its 41st AGM held on 16th August, 2013 with effect from 01/04/2013 for remainder of his tenure.

Sri P. Trivikrama Prasad is an M.B.A. from U.S.A, joined the Company in 1981 and was appointed as Executive Director in 1992 and as Managing Director by the members with effect from 29th January, 2009. He has vast experience of about 34 years holding responsible positions. He is incharge of all the disciplines and functional aspects of the Company and monitors the operations of all the Plants.

Sri P.Trivikrama Prasad being experienced professional, has substantially contributed to the development of the Company by his rich experience and expertise and the Company has derived considerable benefits and achieved enormous growth in terms of diversification, turnover and profitability during his tenure.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on 22nd July, 2016 and subject to approval of Shareholders, re-appointed Sri P.Trivikrama Prasad as Managing Director for a period of 5 years from 19th March, 2017 on the remuneration, commission, perquisites and allowances as enumerated in the resolution placed before you for approval. The remuneration proposed is same as approved by the Shareholders in the 41st AGM held on 16th August, 2013.

The Nomination and Remuneration Committee in its meeting held on 22nd July, 2016 while approving the remuneration, and based on performance evaluation, took into account, financial position of the company, trend in the industry, appointee's qualification, experience, past performance, past remuneration, and also took into account the factor of bringing about objectivity in determining the remuneration package while striking a balance between the interest of the company and the shareholders.

He holds Directorships in the following Companies/Trusteeship in the Trust and membership on the Stakeholders Relationship Committee of the Company:

1. Nava Bharat Projects Limited
2. Nava Bharat Energy India Limited
3. Brahmani Infratech Private Limited
4. Nava Bharat Realty Limited
5. Nava Bharat Sugar and Bio Fuels Limited
6. AV Dwellings Private Limited
7. V9 Avenues Private Limited
8. V9 Infra Ventures Private Limited
9. Kinnera Power Company Private Limited
10. NB Rufiji Pvt. Ltd.
11. Dr. Devineni Subbarao Trust
12. G.S.R. Trust

As per Sec. 196(2)of the Companies Act, 2013, no company shall appoint or re-appoint any person as its managing director, whole-time director or manager for a term exceeding five years at a time:

Provided that no re-appointment shall be made earlier than one year before the expiry of his term.

No legal proceedings are pending against Sri P Trivikrama Prasad except those that had arisen out of the matters pertaining to erstwhile JV Company, Brahmani Thermotech Pvt Ltd. (formerly known as Navabharat Power Pvt Ltd.) which are sub-judice and for which the disclosures were already made from time to time.

Except Sri P.Trivikrama Prasad, Managing Director and Sri D. Ashok, Chairman, being related but not within the meaning of Sec.2(76) of the Companies Act 2013, no other Director is deemed to be interested or concerned in the Resolution.

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

**Item No.7:**

**Approval of Related Party Transactions:**

Maamba Collieries Limited (MCL), a Zambian step-down subsidiary, is implementing an integrated Coal Mine Rehabilitation and 300 MW Coal Fired Power Project at Maamba in the Southern Province of the Republic of Zambia. Nava Bharat (Singapore) Pte. Ltd. (NBS) and (Company's wholly owned subsidiary) holds 64.69% shareholding in the MCL and the balance 35% is held by ZCCM Investment Holdings Plc and others (0.31%) a government of Republic of Zambia company. The latest peak funding of the MCL project is about USD 843 million which comprises of power plant capital expenditure of about USD 738 million and the coal mine capital expenditure including mine establishment expenditure of about USD 105 million. The project is being funded on a debt equity ratio of 70:30. Equity of USD 253 million has been contributed by Sponsors, while Debt of total USD 590 million has been raised from a consortium of lenders comprising development financial institutions and large international commercial banks on a limited recourse project finance basis. The Project is scheduled for commissioning by 31st July, 2016.

In this context, the Members accorded their approval through the Postal Ballot conducted on 26th July, 2014, to the Board of Directors to give any guarantees and / or provide any security to any body corporate, financial institutions in respect of any loans or to secure any financial arrangement of any nature by any body corporate which may or may not be a Subsidiary of the Company as the Board may think fit to the extent of the following limits:

Guarantees against Loans / Financial arrangements in favour of Subsidiaries, other Bodies Corporate and Persons: ₹3,000 crores (Rupees Three Thousand Crores only).

The consent of the members was also accorded to the Board to give any loan to or guarantee or provide any security on behalf of or acquire securities of the Wholly Owned Subsidiary of the Company for such sums as may be decided by the Board as permitted or subject to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013.

The members at the 42nd Annual General Meeting held on 8th August, 2014 approved vide Item No.13B – Transactions with Related Parties under Section 188 of the Companies Act, 2013 for provision of Corporate Guarantees to MCL under the overall ceiling as above, along approval for receipt of Project Support Services fee and Guarantee Commission from MCL.

While concluding the Long Term Project Financing of MCL and as required by the international Lenders, the Company inter alia entered into various transactions pursuant to 1) Project Support Agreement dated 15th July, 2015 (PSA); 2) Sponsor Support Agreement dated 16th July 2015 (SSA); 3) Guarantee and Indemnity Agreement dated 13th July, 2015 (GIA) and 4) Liabilities Indemnity Agreement dated 16th July, 2015 (LIA) setting out certain commitments and obligations for the Company and the order of income and fee that the Company is entitled thereunder which encompass the earlier resolution of the members. All the Agreements, Guarantees and Transactions with MCL, NEPL, NBS and others have been considered and approved by the Board of Directors and Audit Committee of the Company.

The following table summarizes the related party transactions, as deemed under SEBI (LODR) Regulations, 2015 read with the provisions of the Companies Act, 2013.

**Specified details under Rule 15 (3) of the Companies (Meetings of Board and Its Powers) Rules, 2014**

The brief terms and conditions of the agreements referred hereinabove along with other information, are as follows:

Particulars	PSA	SSA	GIA	LIA
Rationale	Company has vast technical and management expertise in Power generation and maintenance of Power Plants. Having had such a niche in the Integrated Coal fired power project, and with a view to leveraging its expertise, it was commercially found prudent and advantageous to extend the support services at commercial terms fixed on arm's length basis.	Being the holding Company, the Sponsor and the ultimate major beneficiary of the successful implementation of the MCL project, the SSA is required. It inter-alia sets out equity commitments and Sponsor Bridge Loan which has since been repaid.	Being the holding Company and Sponsor, NBVL is required to provide Performance Guarantee under the O&M contract. Nava Energy Pte Limited (NEPL) is a Singapore based company incorporated to carry on the business of Operations and maintenance services of Power Plants (O&M) and wholly owned subsidiary to NBS, NEPL is the O&M Contractor for the MCL Project. It was a requirement of MCL Project Finance Lenders that NEPL being a newly incorporated company, it should be backed by the Company as a performance guarantor under the O&M Contract between MCL and NEPL. The total guaranteed/ committed obligations of NBVL under the Guarantee and Indemnity Agreement are as hereinafter described.	Being the holding Company and Sponsor, NBVL is required to provide back stop support to NBS to meet its objections under LIA.

Nature & Material terms of the Contracts /arrangements / transactions	The Project Support Services include technical, financial, insurance, etc., in connection with the execution of Power Plant in MCL.	Provision of Guarantees on behalf of NBS by way of (i) Additional base equity; (ii) Completion equity and (iii) MCL Project Contingency shortfall guarantee to Standard Chartered Bank, London.  Corporate Guarantee to MCL on behalf of NBS	Provision of Corporate guarantees under the O&M contract to MCL, guaranteeing all the Obligations of NEPL under O&M Contract.	MCL has been in existence for more than four decades and therefore, lenders are concerned about the historical liabilities prior to financial closure. Most of these litigations are considered infructuous.  The Indemnity Agreement sets forth the various terms and conditions in relation to indemnifying the lenders for the liabilities prior to financial closure.
Monetary Value/ Consideration/ obligation	Income to the Company presently estimated at USD 2 mn per annum within the limit of ₹18 crores as approved by the members in AGM held on 8th August, 2014.	(i) Additional base equity – USD 8 mn; (ii) Completion equity – USD 17 mn and (iii) MCL Project Contingency shortfall guarantee – USD 11.99 mn	(i) Performance Guarantee being equivalent to one and half year O&M Fee – USD 33 mn; (ii) Corporate Guarantee towards Liquidated Damages – USD 3.3 mn; (iii) Advance Bank Guarantee for O&M Service – USD 2.2 mn; (iv) Performance Bank Guarantee – USD 2.2 mn; and (v) Advance Payment Guarantee towards interim services – USD 0.35 mn.	Lenders wanted the Sponsors to undertake to discharge any liabilities arising out of these litigations and claims so as not to impact the balance implementation of the Project.  For the purposes of this agreement Indemnified Liabilities would include any present or future liabilities or obligations, both actual and contingent and both known and unknown, of MCL incurred prior to financial close or arising from acts or omissions which took place prior to financial close.
Present total obligation	Not applicable	No Change	No Change	Estimated at USD 0.5 mn as per the claims under dispute in the aggregate.

Any other information relevant or important for the members to take a decision on the proposed resolution.	This Agreement enables the Company to leverage its rich project management, financing and insurance services experience to obtain reasonable fee on an arm's length basis.	The obligations under the SSA relate only to provision of project equity and contingency shortfall guarantees which are fairly common in any project financing transaction. They are further limited to the proportionate equity commitment to the MCL Project which has obtained limited recourse project finance, i.e. the long term project loans of MCL have no recourse to the Company or NBS. The Company is entitled to an agreed fee for the letter of credit or corporate guarantee which is being recovered from NBS being the sponsor of the project.  The guarantee commission earned by the Company during the year 2015-16 is about USD 1 million.	The Company has rich experience in Operation and Maintenance of coal fired power plants, especially with CFBC technology. The international lenders had evaluated the Company's competency and entrusted the contract for the O&M operations of MCL on an arm's length basis. Accordingly the O&M Fee and performance obligations and bank guarantees are prescribed under the GIA. The Company considers this as a distinct revenue stream by leveraging its three decade old power experience.  NEPL is entitled for a fee of USD 22 million per annum under O & M contract from the commencement of operations and your Company is inturn entitled to get a share of that O & M fee under the Long-term Technical Support Agreement.	The obligations under LIA relate to legacy litigations of MCL and are to be first addressed by MCL itself. It is project financing requirement of MCL and considering the small quantum of less than one million USD in the aggregate, the Company is confident that MCL is adequately provided for and no liability will arise to the Company.
Are the transactions in the ordinary course of business	Yes	Yes	Yes	Yes
Are the transactions on an arm's length basis	Yes	Yes	Yes	Yes
Name of the Related party(ies)	MCL	NBS, NEPL and MCL	NBS, NEPL and MCL	NBS, NEPL and MCL
Name of the Director or KMP who is related, if any.	Sri D. Ashok and Sri GRK Prasad	Sri D. Ashok and Sri C.V. Durga Prasad	Sri D. Ashok and Sri C.V. Durga Prasad	Sri D. Ashok and Sri C.V. Durga Prasad
Nature of relationship	Directors of the Company are also Directors of Related Party	Directors of the Company are also Directors of Related Party	Directors of the Company are also Directors of Related Party	Directors of the Company are also Directors of Related Party

Except Sri D.Ashok, Sri G.R.K.Prasad, no other Directors and Key Managerial Personnel of the Company or their relatives, are concerned or interested financial or otherwise in the Resolution. Sri D Ashok and Sri G R K Prasad are Directors without any shareholding in MCL and may be deemed to be interested in the resolution only being 'Related Parties' within the meaning of Sec. 2(76) of the Companies Act, 2013 since MCL is a Subsidiary of the Company.

All the Agreements are open to inspection by any Member at the Registered Office of the Company during office hours.

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



**Item No. 8 :**

**Ratification of appointment and remuneration of Cost Auditors for the Financial Year 2016-17:**

The Board, on the recommendation 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 31st March, 2017 as per the following details:

<b>S. No.</b>	<b>Product</b>	<b>Fee for 2016-17 (₹)</b>
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
<b>TOTAL</b>		<b>7,00,000</b>

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 31st March, 2017.

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. 8 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.8 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 : 22nd July, 2016

**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 : nbvl@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, Sri C V Durga Prasad, Director, who is proposed to be re-appointed is given below:

<b>a Name</b>	<b>Sri C.V.Durga Prasad</b>
b Brief Resume:	
i) Age	65 Years
ii) Qualification	B.Com.
iii) Experience in Specific Functional area	43 Years
iv) Date of appointment on the Board of the Company (Nava Bharat Ventures Ltd.)	28.06.2003
c Nature of expertise in specific functional areas	Commercial functions like raw material procurement, sales, Marketing and business development.
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
e Name(s) of other Companies in which Directorships / Trusteeships held (as per Section 165 of the Companies Act, 2013)	1. Nava Bharat (Singapore) Pte. Limited (Unlisted) (Wholly Owned Subsidiary of the Company) 2. The Indian Ferro Alloy Producers Association (Unlisted).
f Name(s) of companies in which Committee Membership(s) / Chairmanship(s) held	Nil
g No. of shares of ₹ 2/- each held by :	
the Director	70,915
his relatives	<u>61,350</u>
Total	<u>1,32,265</u>
h No. of ESOPs granted on 05.01.2007 and converted into equity.	43,700

**ANNEXURE II****Details of Directors seeking appointment / re-appointment at the Annual General Meeting (Pursuant to Reg.36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

As required under this regulation, the particulars of Sri P Trivikrama Prasad who is proposed to be appointed / re-appointed, are given below:

<b>a</b>	<b>Name</b>	<b>Sri P Trivikrama Prasad</b>
b	Brief Resume:	
	i) Age	62 Years
	ii) Qualification	M.B.A. from U.S.A.
	iii) Experience in Specific Functional area	34 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	As Managing Director since 29.01.2009, he is in the wholetime employment of the Company exercising substantial control over the affairs of the Company. He has vast experience of 34 years holding responsible positions. He is in charge of all the disciplines and functional aspects of the Company and closely monitors the operations of all Plants of the Company. He exercises control over all facets of management of the Company with special emphasis on Finance and Accounting of all the Units of the Company with expertise.
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)	Related to Sri D Ashok (Wife's Brother), not falling under section 2(77) of the Companies Act, 2013.
e	Name(s) of other Companies in which Directorships/Trusteeships held (as per Section 165 of the Companies Act, 2013)	1. Nava Bharat Projects Limited 2. Nava Bharat Energy India Limited 3. Brahmani Infratech Private Limited 4. Nava Bharat Realty Limited 5. Nava Bharat Sugar and Bio Fuels Limited 6. AV Dwellings Private Limited 7. V9 Avenues Private Limited 8. V9 Infra Ventures Private Limited 9. Kinnera Power Company Private Limited 10. NB Rufiji Pvt. Ltd. 11. Dr. Devineni Subbarao Trust 12. G.S.R. Trust
f	Name(s) of companies in which Committee Membership(s)/ Chairmanship(s) held	Chairman-CSR Committee – Brahmani Infratech Pvt Ltd
g	No. of shares of ₹ 2/- each held by :	
	the Director	18,13,836
	HUF	3,51,315
	his relatives	<u>36,30,186</u>
	Total	<u>57,95,337</u>
h	No. of ESOPs granted on 05.01.2007 and converted into equity.	Nil



**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 **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 44th Annual General Meeting of the Company, to be held on Wednesday, the 24th August, 2016 at 10.00 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.	Ratification of appointment of Auditors.

Resolution No.	[Special Business]:
5.	Issue of Bonus Shares
6.	Re-appointment of and remuneration payable to Sri P. Trivikrama Prasad as Managing Director
7.	Approval of Related Party Transactions
8.	Ratification of appointment and remuneration of Cost Auditors for the FY 2016-17.

Signed this ..... day of ....., 2016

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

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

**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 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.







## 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 – 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) : .....

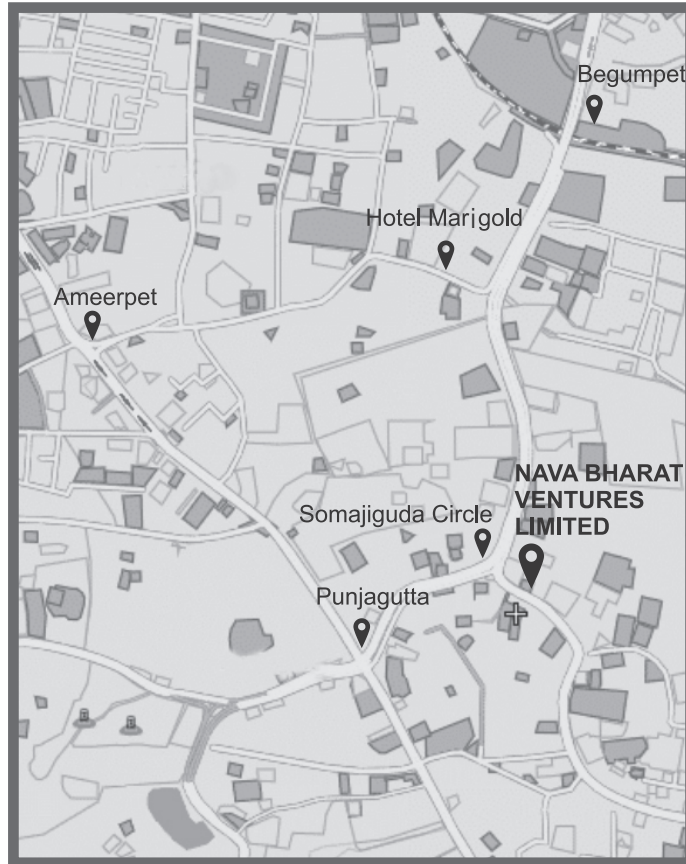
I hereby exercise my vote in respect of Ordinary/Special Resolution enumerated below by recording my assent or dissent to the said Resolution in the following manner:

Sl. No.	Item	No. of Shares held by me	I assent to the Resolution	I dissent from the Resolution
<b>Ordinary Business</b>				
1	Adoption of Financial Statements			
2	Declaration of Dividend on the Equity Shares			
3	Re-appointment of Director			
4	Ratification of appointment of Auditors			
<b>Special Business</b>				
5	Issue of Bonus Shares			
6	Re-appointment of and remuneration payable to Sri P. Trivikrama Prasad as Managing Director			
7	Approval of Related Party Transactions			
8	Ratification of appointment and remuneration of Cost Auditors for FY 2016-17			

Place :

Date :

(Signature of the Shareholder)



**Route Map to reach the AGM Venue**

**Marigold Hotel  
by and beside Green Park Hotel  
7-1-25, Greenlands, Begumpet  
Hyderabad - 500 016**