

# NAVA BHARAT VENTURES LIMITED

NAVA BHARAT CHAMBERS, RAJ BHAVAN ROAD, HYDERABAD-500 082, TELANGANA, INDIA

NAVA BHARAT

NBV/SECTL/401 /2015-16  
July 13, 2015

Addressed to:

✓ Sri K.Hari, Vice President  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No.C/1, G Block  
Bandra Kurla Complex, Bandra (E)  
MUMBAI – 400 051  
NSE Symbol : 'NBVENTURES'

Sri K.Gopalkrishnan, GM – Corp.Services  
Dept. of Corporate Services  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers, Dalal Street  
MUMBAI – 400 001

Scrip Code : '513023' / 'NBVENTURE'

Dear Sirs,

Sub : Compliance under Clause 49 of the Listing Agreement - Corporate Governance for the quarter ended 30<sup>th</sup> June, 2015.

\* \* \*

We enclose herewith the Quarterly Compliance Report on Corporate Governance for the Quarter ended 30<sup>th</sup> June, 2015 together with details of all material transactions with related parties pursuant to Clause 49 of the Listing Agreement, for your kind information and record.

Thanking you,

Yours faithfully,  
For NAVA BHARAT VENTURES LIMITED

Company Secretary  
& Vice President

Encl: as above

Telephone : (040) 23403501, 23403540 Fax : (040) 23403013  
E-mail : nbvl@nbv.in Website : www.nbventures.com  
Corporate Identity No. : L27101TG1972PLC001549



**Quarterly Compliance Report on Corporate Governance  
(Pursuant to Clause 49 - Annexure XI of the Listing Agreement)**

Name of the Company : M/s.NAVA BHARAT VENTURES LIMITED

Quarter ending on : 30<sup>th</sup> June, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	YES	
(B) Independent Directors	49 (IIB)	YES	Note - 1
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	YES	
(D) Other provisions as to Board and Committees	49 (IID)	YES	
(E) Code of Conduct	49 (IIE)	YES	
(F) Whistle Blower Policy	49 (IIF)	YES	Note - 2
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	
(B) Meeting of Audit Committee	49 (IIIB)	YES	
(C) Powers of Audit Committee	49 (IIIC)	YES	
(D) Role of Audit Committee	49 (IIID)	YES	
(E) Review of Information by Audit Committee	49 (IIIE)	YES	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	YES	Note - 3
<b>V. Subsidiary Companies</b>	49 (V)	YES	Note - 4
<b>VI. Risk Management</b>	49 (VI)	YES	Note - 5
<b>VII. Related Party Transactions</b>	49 (VII)	YES	
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIIIA)	YES	Note - 6
(B) Disclosure of Accounting Treatment	49 (VIIIB)	YES	
(C) Remuneration of Directors	49 (VIIIC)	YES	
(D) Management	49 (VIIID)	YES	
(E) Shareholders	49 (VIIIE)	YES	
(F) Proceeds from public, rights, preferential issues, etc.	49 (VIIIF)	N.A.	
<b>IX. CEO/CFO Certification</b>	49 (IX)	YES	
<b>X. Report on Corporate Governance</b>	49 (X)	YES	
<b>XI. Compliance</b>	49 (XI)	YES	

Encl : A statement of material related party transactions during the Q1 annexed.

For NAVA BHARAT VENTURES LTD.

  
Company Secretary  
& Vice President

**Note - 1:** The evaluation criteria for performance evaluation of Independent Directors was laid down by Nomination and Remuneration Committee and the same was disclosed in the **Annual Report for 2014-15** (As per Clause II(B)(5)(b)).

Further, the Company conducted familiarization programmes for the Independent Directors and the details thereto were disclosed on the Company's Website and a web link thereto was given in the **Annual Report for 2014-15** (As per Clause II (B) (7) (b)).

**Note - 2:** The Whistle Blower Policy was disclosed on the website. The details of the Policy was disclosed in the Board's Report in the **Annual Report for 2014-15** (As per Clause II (F) (3)).

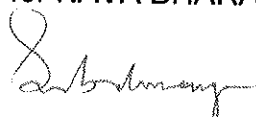
**Note - 3:** The Remuneration Policy and evaluation criteria was formulated by the Nomination and Remuneration Committee and the same was disclosed in the **Annual Report for 2014-15** (As per Clause IV (B) (4)).

**Note - 4:** Policy for determining the material subsidiaries was disclosed on the Company's website and a web link thereto was provided in the **Annual Report for 2014-15** (As per Clause V (D)).

**Note - 5:** Clause VI (C), (D) & (E) are not applicable to the Company as it does not form part of top **100 listed companies**.

**Note - 6:** The policy on dealing with Related Party Transactions was disclosed on the website and a web link thereto was provided in the **Annual Report for 2014-15** (As per Clause VIII (A) (2)).

for NAVA BHARAT VENTURES LIMITED



Company Secretary  
& Vice President

Statement of Material Related Party Transactions during Quarter ended on 30.06.2015

Sl. No.	Name of the Related Party	Relationship	Names of the Directors of the Company who are also on the Board of Subsidiary	
1.	Nava Bharat (Singapore) Pte. Ltd.	Wholly Owned Subsidiary of the Company	Sri D. Ashok, and Sri C V Durga Prasad	
	Date	Nature of Transactions	Quantity in MT	Amounts (₹) (Lakhs)
	23.04.2015	Sale of Silico Manganese	504	306.37
	13.05.2015	Sale of Silico Manganese	504	309.66
	13.05.2015	Sale of Silico Manganese	200	110.46
	18.05.2015	Sale of Silico Manganese	504	263.30
	28.05.2015	Sale of Silico Manganese	105	52.92
	01.06.2015	Sale of Silico Manganese	504	260.06
	08.06.2015	Sale of Silico Manganese	504	264.83
	19.06.2015	Sale of Silico Manganese	504	313.89
	<b>Total:</b>		<b>3,329</b>	<b>1,881.49</b>

	Equity provided to NBS	USD 2.00 Million
	Loan to NBS	USD 14.50 Million
	Corporate Guarantee to Standard Chartered Bank	USD 11.00 Million
	Standby Letter of Credit to SBI	USD 25 Million

30.06.2015	Guarantee Commission earned	0.875%	53.60
30.06.2015	Interest earned on loan	5.00%	97.05
TOTAL			150.65

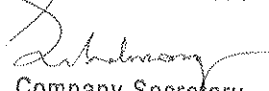
Note: The Annual General Meeting on 8<sup>th</sup> August, 2014 passed Special Resolution for the export of Finished Goods to Nava Bharat (Singapore) Pte. Limited.

Sl. No.	Name of the Related Party	Relationship	Names of the Directors of the Company who are also on the Board of Subsidiary	
2.	Maamba Collieries Ltd.	Step down Subsidiary of the Company	Sri D. Ashok and Sri G R K Prasad	
	Date	Nature of Transactions	Rate	Amounts (₹) (Lakhs)
	30.06.2015	Project Support Services	USD 50 to 80 per man hour depending on experience	286.97

Note: The Annual General Meeting on 8<sup>th</sup> August, 2014 passed Special Resolution for provision of Project Support Services to Maamba Collieries Limited.

Contd...2..

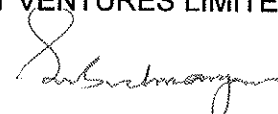
For NAVA BHARAT VENTURES LTD.

  
Company Secretary  
& Vice President

Sl. No.	Name of the Related Party	Relationship	Names of the Directors of the Company who are also on the Board of Subsidiary
3.	Nava Bharat Energy India Limited	Wholly Owned Subsidiary of the Company (26% owned by Nava Bharat Ventures Limited and 74% by Nava Bharat Projects Ltd. [Wholly Owned Subsidiary of Nava Bharat Ventures Limited])	Sri D. Ashok Sri P. Trivikrama Prasad Sri G R K Prasad Sri K Balarama Reddi and Dr.M.V.G.Rao
	Date	Nature of Transactions	Amounts (₹) (Lakhs)
	30.06.2015	Lease Rent	0.45
	30.06.2015	Utility Charges	94.29
	Total:		

Note: The Annual General Meeting on 8<sup>th</sup> August, 2014 passed a Special Resolution for provision of facilities or utilities to Nava Bharat Energy India Limited.

for NAVA BHARAT VENTURES LIMITED



Company Secretary  
& Vice President