

NAVA BHARAT VENTURES LIMITED

NAVA BHARAT CHAMBERS, RAJ BHAVAN ROAD, HYDERABAD-500082, TELANGANA, INDIA

NAVA BHARAT

NBV/SECTL/123 /2022-23
June 9, 2022

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No.C/1, G Block
Bandra Kurla Complex, Bandra (E)
MUMBAI – 400 051
NSE Symbol : 'NBVENTURES'

Dept.of Corp.Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
MUMBAI – 400 001

Scrip Code: '513023'/'NBVENTURES'

Dear Sir,

Sub: Submission of postal ballot notice.

-o0o-

Pursuant to regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), we enclose herewith a copy of the postal ballot notice of Nava Bharat Ventures Limited ("the Company") dated June 4, 2022, along with the explanatory statement pursuant to the applicable provisions of the Companies Act, 2013 read with the Listing Regulations ("Notice") for seeking approval of the members of the Company on the resolutions forming part of the notice.

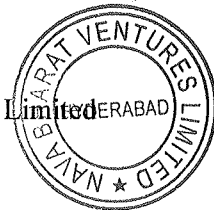
In compliance with the provisions of the General Circular No. 3/2022 dated May 5, 2022 (in continuation to circulars issued earlier in this regard) issued by the Ministry of Corporate Affairs ("MCA Circulars"), this notice is being sent only through electronic mode to those members whose names are recorded in the Register of members/list of beneficial owners maintained by the Depositories as on Friday, June 3, 2022 ('Cut-off date') and whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the notice along with postal ballot form and pre-paid business reply envelope are not sent to the members for this postal ballot.

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its members. The remote e-voting period commences on Friday, June 10, 2022 at 9.00 a.m. (IST) and ends on Saturday, July 09, 2022 at 5.00 p.m. (IST). The e-voting module shall be disabled by NSDL thereafter. Voting rights of the members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. Please note that communication of assent or dissent of the members would only take place through the remote e-voting system. The instructions for remote e-voting are provided in the notice. The notice is also available on the website of the Company at <https://www.nbventures.com/stock-exchange-communications/> and on the website of NSDL at www.evoting.nsdl.com

Kindly take the same on record and acknowledge the receipt.

Thanking you,
Yours faithfully,
for Nava Bharat Ventures Limited

VSN Raju
Company Secretary & Vice President
Membership No. A11071



Encl : as above.



NAVA BHARAT VENTURES LIMITED

Regd. Office: 6-3-1109/1, 'Nava Bharat Chambers', Raj Bhavan Road, Hyderabad-500082, Telangana.
CIN: L27101TG1972PLC001549 Tel : 040 23403501/40345999
e-Fax: 080 6688 6121; investorservices@nbv.in; www.nbventures.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

| VOTING STARTS ON | VOTING ENDS ON |
|--|---|
| Friday, June 10, 2022 at 9:00 a.m. (IST) | Saturday, July 9, 2022 at 5:00 p.m. (IST) |

Dear Members,

NOTICE is hereby given, pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and Secretarial Standard on General Meetings/ Postal Ballot issued by the Institute of Company Secretaries of India ("SS-2") (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the requirements prescribed and circulars issued by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through remote e-voting, to transact the following Special Business by the members of NAVA BHARAT VENTURES LIMITED ("the Company") by passing Special Resolutions through Postal Ballot only by way of remote e-voting process.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice ("Notice") for your consideration. On account of the threat posed by COVID-19 and in terms of the requirements specified in the MCA Circulars, the Company is sending this notice in electronic form only to those members whose name appear in the Register of members/list of beneficial owners provided by National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") / Registrar and Transfer Agent - Kfin Technologies Limited as on June 3, 2022 ("cut-off date") and whose e-mail addresses are registered with the Company/ Depositories. Accordingly, physical copy of the notice along with postal ballot form and pre-paid business reply envelope are not being sent to the members for this postal ballot. The communication of the assent or dissent of the members would only take place through the remote e-voting process.

E-Voting Option

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its members, to enable them to cast their votes electronically instead of submitting the postal ballot form physically. The Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this notice. The notice is also available on the website of the Company at <https://www.nbventures.com/stock-exchange-communications/>. Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions mentioned in this notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the notes forming part of the notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Saturday, July 9, 2022. The remote e-voting facility will be disabled by NSDL immediately thereafter.

The Board of Directors has appointed Mrs. D. Renuka, Practicing Company Secretary as the 'Scrutinizer' to scrutinize the remote e-voting process of this postal ballot in a fair and transparent manner. The Scrutinizer will submit her report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the postal ballot on or before Tuesday, July 12, 2022. The Scrutinizer's decision on the validity of votes cast will be final. The result of the postal ballot will be posted on the Company's website: www.nbventures.com besides communicating the same to the National Stock Exchange of India Limited and BSE Limited.

SPECIAL BUSINESS:

Special Business:

Item No.1: Change in name of the Company from “NAVA BHARAT VENTURES LIMITED” to “NAVA LIMITED”:

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 13, 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 29 of the Companies (Incorporation) Rules, 2014, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of the Central Government and other statutory/regulatory authorities, as may be applicable/required, the approval of the Company be and is hereby accorded to change name of the Company from “NAVA BHARAT VENTURES LIMITED” to “NAVA LIMITED”.

RESOLVED FURTHER THAT the name clause (Clause I) of the Memorandum of Association (MoA) of the Company be altered accordingly and substituted by the following clause:

- I. The Name of the Company is “NAVA LIMITED”

RESOLVED FURTHER THAT the Board of directors be and is hereby authorised to take all such steps and actions for the purpose of making applications, filings and registrations as may be required in relation to the aforesaid change of name of the Company and further do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient and to settle & finalise all matters that may arise in this regard in order to give effect to the aforesaid resolution and to authorise any of the directors and/ or key managerial personnel and/or officers of the Company to take necessary action on behalf of the Company in that regard.”

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation consequent upon change of name, the name “NAVA BHARAT VENTURES LIMITED” as appearing in the name clause and other places in the Memorandum of Association (MoA) and Articles of Association (AoA) of the Company and other documents including agreements and contracts entered into by the Company and at all other places wherever appearing be substituted with the new name “NAVA LIMITED”.

Item No.2: Re-appointment of and remuneration payable to Mr. P. Trivikrama Prasad as Managing Director of the Company:

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), other applicable rules, regulations and pursuant to recommendation of Nomination and Remuneration Committee and prior approval of Audit Committee, the approval of the Company be and is hereby accorded to the re-appointment of Mr. P. Trivikrama Prasad (DIN: 00006887) as Managing Director, not liable to retire by rotation, for a further period of three (3) years with effect from March 19, 2022 on the remuneration, perquisites, benefits and other allowances to him as mentioned below:

| | | |
|----|----------------------------|---|
| A. | Salary | Salary in the range of Rs. 8,00,000/- to Rs. 14,00,000/- per month, as may be decided by the Board from time to time; |
| B. | Commission | @ 2% on the net profits of the Company for each/every financial year |
| C. | Allowances and Perquisites | In addition to the Salary and Commission, he shall also be entitled to the allowances and other perquisites as set out below, which shall be computed on the enhanced salary from time to time. |

a) Housing

- i) Where accommodation in the company owned house is provided, he will pay 10% of his salary towards house rent.
- ii) Where hired accommodation is provided, the expenditure incurred by the Company on hiring furnished accommodation to him will be subject to a ceiling of 60% of salary.
- iii) In case, the Company does not provide accommodation, house rent allowance shall be paid @ 60% of the salary.
- iv) The expenditure incurred by the Company on gas, electricity, water and furnishing will be subject to a ceiling of 10% of the salary.

b) Medical Reimbursement/Allowance for self and family: Reimbursement of expenses actually incurred for self and family or allowance, the total cost of which to the Company shall not exceed one month's salary in a year or three months' salary over a period of three years.

c) Leave Travel Concession or Allowance: For self and family, once in a year either in India or abroad in accordance with the rules of the Company.

- d) Club fees: Fees of clubs, subject to a maximum of two clubs.
- e) Personal accident insurance: As per the rules of the Company.
- f) Car: Free use of Company's car with driver.
- g) Contribution to Provident Fund, Superannuation Fund or Annuity Fund, as per the rules of the Company.
- h) Gratuity payable shall not exceed half a month's salary for each completed year of service.
- i) Communication Facilities: Free communication facilities like Telephones / Internet / Mobiles / Fax at residence.
- j) Leave on full pay and allowances as applicable to other employees of the Company but not exceeding one month for every 11 months' service.
- k) He shall also be entitled to reimbursement of expenses actually and properly incurred for the business of the Company.
- l) Any other perquisites that may be allowed as per the guidelines issued by the Central Government from time to time."

"RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and other applicable provisions of the Companies Act, 2013, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration committee and prior approval of the Audit Committee, the approval of the Company be and is hereby accorded for the payment of remuneration to Mr. P. Trivikrama Prasad, who is belonging to promoter group of the Company, as Managing Director of the Company, notwithstanding that the aggregate annual remuneration payable to all Executive directors who are / is either promoter or belong(s) to promoter group, exceeds limits as prescribed in the above said regulation with effect from his re-appointment i.e., from March 19, 2022 till the expiry of his term subject to permissible limits under the applicable provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT notwithstanding anything herein stated above, where in any financial year during the tenure of Mr. P. Trivikrama Prasad as Managing Director of the Company, the Company has no profits or its profits are inadequate, the Company shall pay to him the above remuneration by way of salary, perquisites and other allowances as minimum remuneration subject to the requisite approvals or the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration."

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

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

Place: Hyderabad
Date: June 04, 2022

VSN Raju
Company Secretary
& Vice President
Membership no. A11701

NOTES

1. Explanatory Statement and reasons for the proposed special business pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
2. In view of the threat posed by COVID-19 and in terms of the requirements provided vide the MCA Circulars, the Company is sending this notice only in electronic form to those members, whose names appear in the Register of members/list of beneficial owners as received from the Depositories/Kfin Technologies Limited, the Company's Registrar and Transfer Agent ('RTA') as on cut-off date and whose e-mail addresses are registered with the Company/RTA/Depositories/ Depository Participants. Voting rights will be reckoned on the paid-up value of shares registered in the name of the members as on cut-off date.
3. Only those members whose names are appearing in the Register of members / list of beneficial Owners as on the cut-off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a member on the cut-off date should treat this notice for information purposes only.
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in this notice.

5. The remote e-voting shall commence on Friday, June 10, 2022 at 9.00 a.m. (IST) and shall end on Saturday, July 9, 2022 at 5.00 p.m. (IST). During this period, members of the Company holding shares in physical or electronic form as on the cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
6. The Board of directors has appointed Mrs. D. Renuka (Membership no. ACS 11963, CP No. 3460) Practicing Company Secretary, as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner.
7. The Scrutinizer will submit her report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the postal ballot on or before Tuesday, July 12, 2022. The Scrutinizer's decision on the validity of votes cast will be final.
8. The results in respect of the resolutions as set out in the notice, so declared by the Chairman or any other person authorized by him, along with the Scrutinizer's Report, shall be placed on the Company's website www.nbventures.com immediately and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the registered office of the Company.
9. The resolution, if passed by the requisite majority through postal ballot, will be deemed to have been passed on the last date specified for e-voting i.e. Saturday, July 09, 2022.
10. **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for remote e-voting for the resolutions set out in this notice:**
 - a. In case shares are held in physical mode please provide Folio no., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhar Card) by email to investorservices@nbv.in
 - b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to investorservices@nbv.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
 - c. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for obtaining user id and password for e-voting by providing above mentioned documents.
 - d. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access remote e-voting/ e-voting facility.

PROCESS TO CAST VOTES THROUGH REMOTE E-VOTING

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:




Step 1: Access to NSDL e-voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on 'e-voting facility provided by Listed Companies', e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on " Access to e-voting " under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period. |

| | |
|--|--|
| | <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nSDL.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43 |

Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to prenukaacs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in

Explanatory Statement pursuant to Section 102(1) of the Companies Act 2013, read with Rule 15(3) of the Companies (Meetings of Board and Its Powers) Rules, 2014.

Item No.1: Change in name of the Company from “NAVA BHARAT VENTURES LIMITED” to “NAVA LIMITED”:

The Company was incorporated in the year 1972 under the Name and Style “Nava Bharat Ferro Alloys Limited” for setting up a manufacturing facility of ferro alloys at Paloncha, Telangana, India. The Company has evolved over a period of time and diversified into Energy (both for captive use and merchant sale), Sugar and Allied products. Subsequently, the Board felt the need to rename the Company to reflect the true position of diversified segments in its name and changed its name from “NAVA BHARAT FERRO ALLOYS LIMITED” to “NAVA BHARAT VENTURES LIMITED” in the year 2006.

Thereafter, the Company continued its journey and expanded its operations within and outside India. Thus, the Company, which started as a ferro alloys producer in India, extended its business and ventured into new segments such as mining, healthcare-enabled services and commercial agriculture with footprints in Singapore, Malaysia and Zambia and has now become a truly international player.

Against this backdrop and while the Company celebrates its Golden Jubilee year of operations, the Board of directors reviewed the brand position of the Company based on the factors such as (i) industry landscape & competitive environment; (ii) feedback received from various key stakeholders; (iii) need to ideally signify current/future business operations and geographical presence of the Company, and most of the overseas subsidiaries already carry the word “NAVA” as prefix to their names and as such, the name “NAVA” has already gained familiarity in our operating markets and resolved to change the name of the Company from “NAVA BHARAT VENTURES LIMITED” to “NAVA LIMITED”.

The Board believes that the new name will help represent group’s activities and will be in the best interest of the Company’s operations and all stakeholders,

The proposed change in name would be subject to the necessary approvals in terms of sections 4, 13 and 14 of the Act and requires approval of the members of the Company by way of a special resolution.

This decision upon your approval, will see all your Company’s business segments to be referred by the new name “Nava”. This business decision to change the name of the Company is part of our branding strategy for the Group. This does not, in any way, mean change in constitution/control/management/objects of the Company.

The Company has complied with the requirements of Regulation 45 of the Listing Regulations and has obtained a certificate for the same from a practicing Chartered Accountant, which is annexed to this Notice as **Annexure-A**.

None of the directors or key managerial personnel of the Company and their respective relatives are in any way deemed to be interested or concerned in this Resolution. The Board, accordingly, recommends the special resolution set out in item no. 1 for approval of the members.

Item no. 2: Re-appointment of and remuneration payable to Mr. P. Trivikrama Prasad as Managing Director of the Company:

The Board, upon the recommendation of the Nomination and Remuneration Committee and prior approval of Audit Committee, considered and approved the re-appointment of Mr. P. Trivikrama Prasad, Managing Director, for a further period of three (3) years w.e.f March 19, 2022 on the remuneration, commission, perquisites and other allowances as enumerated in the resolution, subject to the approval of members by way of a special resolution pursuant to Section 196 read with Schedule V to the Act, 2013, as he will cross 70 years of age during his tenure and Regulation 17 (6)(e) of the Listing Regulations.

Mr. 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 January 29, 2009. He has vast experience of about 40 years holding responsible positions. He has been in-charge of all the disciplines and functional aspects of the Company besides providing strategic guidance to Group's operations. Mr. Prasad has rich experience in the sectors in which the Company operates and has substantially contributed to the development of the Company. He has been part of the strategic leadership team and the Company registered enormous growth in terms of turnover and profitability under his leadership.

Mr. P. Trivikrama Prasad was last appointed as Managing Director of the Company by the members at the AGM held on August 24, 2016, for a term of 5 years with effect from March 19, 2017 and he has been mentoring the team and grooming next level leaders to succeed him and take up the mantle. However, due to the challenges posed by the Pandemic, the process has been delayed. Further, the Company is poised for next level of growth and given his rich experience, the Board felt that it would be in the best interest of the Company to reappoint Mr. P. Trivikrama Prasad for another term of 3 years to ensure proper and smooth transition. Mr. P. Trivikrama Prasad is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Managing Director of the Company.

The Profile of Mr. P. Trivikrama Prasad along with details as required under Regulation 36 of the Listing Regulations and pursuant to Secretarial Standards on general meetings is furnished in **Annexure - B** to this notice.

Except Mr. P. Trivikrama Prasad and Mr. D. Ashok, Chairman being related but not within the meaning of Section 2(77) of the Companies Act 2013, no other director is deemed to be interested or concerned in the Resolution. The Board, accordingly, recommends the special resolution set out in item no. 2 for approval of the members.

Place: Hyderabad
Date: June 04, 2022

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

VSN Raju
Company Secretary &
Vice President
Membership no. A11701

ANNEXURE – A

TO WHOMSOEVER IT MAY CONCERN

1. This certificate is issued at the request of NAVA BHARAT VENTURES LIMITED (CIN: L27101TG1972PLC001549) (“the Company”).
2. The Company is required to submit Chartered Accountant’s certificate certifying the compliance with the conditions prescribed in sub-regulation (1) of Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for change of name of the Company from “NAVA BHARAT VENTURES LIMITED” to “NAVA LIMITED”.

Management’s Responsibility:

3. The management of the Company is responsible for ensuring the compliances with the applicable notifications, circulars and other rules and regulations of the applicable statutory and regulatory laws and rules framed there under and other relevant regulatory compliances.

Our Responsibility:

4. Pursuant to this requirement, our responsibility is to provide reasonable assurance in the form of an opinion based on our review of the relevant records produced by the company for certifying the change of name of the company.
5. We conducted our examination in accordance with the ‘Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)’ issued by the Institute of Chartered Accountants of India (“the Guidance Note”). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Based on our examination and according to the information and explanations provided to us, pursuant to Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby certify that:

| Sr. No. | Particulars | Our opinion |
|----------------|---|---|
| 1 | The time period of one year has elapsed from the last name change that was occurred in the year | The Company has not changed its name since 2006. |
| 2 | At least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name | Not Applicable (As there is no change of activities of the Company) |
| 3 | The amount invested in the new activity/project is at least fifty percent of the assets of the listed entity | Not applicable (As there is no change in the objects and business activities of the Company) |

This certificate is issued at the request of the Company pursuant to the requirement of Regulation 45 (3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

For Athota & Co.
Chartered Accountants
Firm Registration No. 004828S

Place: Hyderabad
Date: June 04, 2022

Chennaiah Athota
Partner
Membership no.029461
UDIN:22029461AKGYGD3019

ANNEXURE-B**Details of Director seeking re-appointment (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standards on general meetings.**

The particulars of Mr. P. Trivikrama Prasad, Managing Director, who is proposed to be re-appointed, are given below:

| | | |
|----------|--|---|
| A | Name | Mr. P. Trivikrama Prasad |
| B | Brief Resume | |
| i) | Age | 69 Years |
| ii) | Qualification | M.B.A. from U.S.A. |
| iii) | Experience | 40 years |
| iv) | Date of appointment on the Board of the Company (Nava Bharat Ventures Ltd.) | March 19, 1992 |
| C | Nature of his/her expertise in specific functional areas | Top management experience as Managing Director of Nava Bharat Ventures Ltd. All the disciplines and functional aspects of the Company with focus on Finance besides providing strategic guidance to Group's operations. |
| D | Terms and Conditions along with details of remuneration sought to be paid | As mentioned in the Resolution |
| E | Relationship between Directors inter se [(As per Section 2(77) of the Companies Act, 2013 and Rule 4 of Companies (Specification of Definition Rules, 2014)] | Related to Mr. D Ashok not falling under section 2(77) of the Companies Act, 2013. |
| F | Name(s) of other companies in which directorships held | 1. Nava Bharat Projects Limited 2. Nava Bharat Energy India Limited 3. AV Dwellings Private Limited 4. V9 Avenues Private Limited 5. Sree Padmavathi Venkateswara Foundation |
| G | Name(s) of other companies in which Committee Membership(s) / Chairmanship(s) held | Nil |
| H | Listed entities from which resigned in the past three years | Nil |
| I | No. of shares of Rs. 2/- each held by the Director his relatives Total | 34,53,218 76,97,656 1,11,50,874 |
| J | Last Remuneration drawn | Rs. 13.99 crores (Total Remuneration [including Commission to be paid] drawn in FY 2021-22) |
| K | No. of Board Meetings attended during the year | 6 |