

NAVA BHARAT
Nava Bharat Ventures Limited

Registered Office: 6-3-1109/1, 'Nava Bharat Chambers', Raj Bhavan Road
Hyderabad – 500 082

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 41st Annual General Meeting of the Members of Nava Bharat Ventures Limited will be held on Friday, the 16th August, 2013 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 Accounts:

To receive, consider, approve and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2013 and the Balance Sheet as at that date and the Reports of the Board of Directors and Auditors thereon.

Item No.2 – Declaration of Dividend on the Equity Shares:

To declare dividend for the financial year ended 31st March, 2013.

Item No.3 – Re-appointment of Sri C V Durga Prasad:

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 – Re-appointment of Dr.E.R.C.Shekar:

To appoint a Director in place of Dr. E.R.C.Shekar, who retires by rotation and, being eligible, offers himself for re-appointment.

Item No.5 – Appointment of Auditors:

To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

Special Business:

Item No.6 – Appointment of Dr.C.V.Madhavi, Additional Director, as Director (Independent Director):

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

“RESOLVED THAT Dr. C.V.Madhavi, whose term of office as an Additional Director of the Company expires at the Annual General Meeting and in respect of whom the Company received a notice under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, whose period of office will be liable to determination by retirement by rotation.”

Item No.7 - Re-appointment of and remuneration payable to Sri G.R.K.Prasad, Executive Director:

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 198, 269, 309, 310, 311, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to such other approvals/consents as may be required, the approval and consent of the Company be and is hereby accorded to the re-appointment of Sri G.R.K.Prasad, as Executive Director, for a further period of five years with effect from 28th June, 2013 on the remuneration, incentive, perquisites and other allowances as mentioned below:

- A. Salary : Salary in the range of ₹ 700,000/- to ₹ 1,200,000/- per month, as may be decided by the Board from time to time and ₹ 700,000/- per month with effect from 28th June, 2013.
- B. Perquisites : In addition to the salary, 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.
- C. Incentive : In addition to the salary and perquisites/allowances, an incentive of ₹ 6,000,000/- per annum, be allowed and paid to Sri G.R.K.Prasad during the tenure of his re-appointment.
- 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 the 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 the remuneration aforesaid including the perquisites, other allowances and incentive shall be allowed and paid to Sri G.R.K. Prasad, Executive Director, as minimum remuneration during the currency of his tenure, in the event of loss or inadequacy of profits in any financial year for a period not exceeding three years."

Item No.8 - Re-appointment of and remuneration payable to Sri C.V.Durga Prasad, Director (Business Development):

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 198, 269, 309, 310, 311, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to such other approvals/consents as may be required, the approval and consent of the Company, be and is hereby accorded to the re-appointment of Sri C.V.Durga Prasad, as Director (Business Development), for a further period of five years with effect from 28th June, 2013 on the remuneration, perquisites and other allowances as mentioned below:

- A. Salary : Salary in the range of ₹ 700,000/- to ₹ 1,200,000/- per month, as may be decided by the Board from time to time and ₹ 700,000/- per month with effect from 28th June, 2013.
- B. Perquisites : In addition to the salary, 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 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 the 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 the remuneration aforesaid including the perquisites and other allowances shall be allowed and paid to Sri C.V.Durga Prasad, Director (Business Development), as minimum remuneration during the currency of his tenure, in the event of loss or inadequacy of profits in any financial year for a period not exceeding three years.”

Item No.9 - Revision of remuneration payable to Sri D. Ashok, Chairman:

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 198, 269, 309, 310, 311, 314, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to such other approvals/consents, as may be required, the remuneration, commission, perquisites and other allowances payable to Sri D. Ashok, Chairman, be revised and enhanced with effect from 1st April, 2013 for the remainder of his tenure, as follows:

- A. Salary : ₹ 700,000/- 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 the 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 the remuneration aforesaid including the perquisites and other allowances shall be paid and allowed to Sri. D. Ashok, Chairman, as minimum remuneration during the remaining period of his tenure, in the event of loss or inadequacy of profits in any financial year."

Item No.10 - Revision of remuneration payable to Sri P. Trivikrama Prasad, Managing Director:

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 198, 269, 309, 310, 311, 314, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to such other approvals/consents, as may be required, the remuneration, commission, perquisites and other allowances payable to Sri P. Trivikrama Prasad, Managing Director, be revised and enhanced with effect from 1st April, 2013 for the remainder of his tenure, as follows:

- A. Salary : ₹ 700,000/- 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 the 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 the remuneration aforesaid including the perquisites and other allowances shall be paid and allowed to Sri P. Trivikrama Prasad, Managing Director, as minimum remuneration during the remaining period of his tenure, in the event of loss or inadequacy of profits in any financial year for a period not exceeding 3 years."

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

Hyderabad
23rd May, 2013

M. Subrahmanyam
Company Secretary & Vice President

Registered Office:

6-3-1109/1
'Nava Bharat Chambers'
Raj Bhavan Road
HYDERABAD – 500 082

NOTES

1. The Explanatory Statement in respect of the special business in the Notice, pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote on a poll only 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.
4. Members/Proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting.
5. The Register of Directors' Shareholding maintained under Section 307 of the Companies Act, 1956, will be available for inspection by the Members at the Annual General Meeting.
6. The Register of Members and Share Transfer Books will remain closed from 8th August, 2013 to 16th August, 2013 (both days inclusive) in connection with the Annual General Meeting and Dividend.
7. The dividend for the year ended 31st March, 2013 as recommended by the Board, i.e. ₹ 5/-per Equity Share of ₹ 2/- each (250%), 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 7th August, 2013. 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 7th August, 2013 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 23rd August, 2013.

8. The unclaimed equity dividend for the year ended 31st March, 2006 will be transferred on 28th August, 2013 to the 'Investor Education and Protection Fund' on expiry of 7 years from the date of transfer to the Unpaid Dividend Account, pursuant to Section 205C of the Companies Act, 1956. It may be noted that after the expiry of the said period of 7 years on 28th August, 2013, no claim shall lie in respect of unclaimed dividend. Members who have not encashed their Dividend Warrants for the said financial year or subsequent year(s) are requested to send the same for issue of fresh demand drafts.
9. The unclaimed physical share certificates with the Registrars & Transfer Agents of the Company, subsequent to the issue of various reminders, were transferred to unclaimed suspense account and dematerialised 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.
10. Members are requested to furnish details of their bank accounts viz., name of bank, full address of the branch, account number with 9 digit MICR Code No. and folio number forwarding photo copy of PAN Card and a cancelled cheque leaf for incorporation on the dividend warrant, to the Company's Registrars and Transfer Agents, M/s Karvy Computershare Private Limited, Plot No.17 to 24, Near Image Hospital, Vittalrao Nagar, Madhapur, Hyderabad - 500 081. 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.
11. 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.
12. Members holding shares in identical order of names in more than one folio are requested to write to the Company's Registrars and Transfer Agents enclosing their share certificates to enable consolidation of their shareholdings in one folio.
13. 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.

14. Registration of e-mail addresses for sending Annual Reports, communications, etc:
Members are requested to register their e-mail addresses and changes therein from time to time with the Registrars and Transfer Agents (in case of physical shares) or with the concerned Depository Participant (in case of electronic holdings) so that the Company will use the same for sending Notices, Annual Reports and other communications.
15. 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.

His term as a Whole-time Director was upto 27th June, 2013 as approved by the General Body earlier. The Board of Directors on 23rd May, 2013 re-appointed him as Director(Business Development) for a further period of 5 years i.e., upto 27th June, 2018, subject to your consent by Special Resolution.

The proposed re-appointment on retirement by rotation, if made, does not constitute any break in service.

Sri C.V.Durga Prasad is a Graduate in Commerce with Industrial experience spanning over 40 years in a wide spectrum of commercial functions comprising global marketing of Ferro Alloys, production parameters, sourcing of vital raw materials from indigenous and international suppliers, development and nurturing markets in India & abroad.

The Board of Directors commend the re-appointment of Sri C.V.Durga Prasad, as a Director, liable to retire by rotation.

Dr. E.R.C. Shekar, Director of the Company, retires by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment.

Dr.E.R.C.Shekar is a Ph.D. from Moscow Institute of Metallurgy, Russia, with over 40 years of experience in Iron and Steel Industry out of which over 20 years in the Chief Executive Cadre holding top management positions including as Managing Director of Bhilai Steel Plant and Vice Chairman of Steel Authority of India Limited.

The Board of Directors commend the re-appointment of Dr. E.R.C. Shekar, as a Director, liable to retire by rotation.

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

As required under the Listing Agreement, the particulars of Directors, Sri C.V.Durga Prasad, Dr.E.R.C.Shekar, Dr.C.V.Madhavi and Sri G.R.K.Prasad, who are proposed to be appointed/re-appointed, are given below:

a	Name	Sri C.V.Durga Prasad	Dr. E.R.C. Shekar	Dr.C.V. Madhavi	Sri G.R.K. Prasad
b	Brief Resume:				
	i) Age	62 years	81 years	43 years	55 years
	ii) Qualification	B. Com	B.Sc (Hons) PG Diploma in Metallurgy, Ph.D from Moscow Institute of Metallurgy, RUSSIA	PhD in Business Management, M.A., M.Phil in Sociology	B.Sc., FCA, FCS
	iii) Experience in Specific Functional area	40 years	56 years	20 years	32 years
	iv) Date of appointment on the Board of the Company (Nava Bharat Ventures Ltd.)	28th June, 2003	25th Sept., 1997	31st Jan., 2013	28th June, 2003
c	Nature of expertise in specific functional areas	Commercial functions like raw material procurement, sales, marketing and business development	Specialised skill in iron and steel industry	Experience in research and consultancy in Organisation Development and Change	Experience in all facets of finance, Corporate Affairs and Overseas Operations

	Name	Sri C.V.Durga Prasad	Dr. E.R.C. Shekar	Dr.C.V. Madhavi	Sri G.R.K. Prasad
d	Name(s) of other Companies in which Directorships/ Commissionerships held (as per Sections 275 and 278 of the Companies Act, 1956)	M/s.Nava Bharat (Singapore) Pte. Limited M/s.JCG Resources Private Limited M/s.The Indian Ferro Alloy Producers Association	M/s. Sunflag Iron & Steel Company Limited M/s.Sunflag Special Steels Limited M/s.Sunflag Power Limited M/s. SPA Computers (P) Limited M/s. Hazira Plate Limited M/s.Khappa Coal Company Private Limited M/s. Synchronsys Technologies Private Limited	Trustee Member of Indian Society for Training and Development	M/s.Maamba Collieries Limited M/s.Nava Bharat Projects Limited M/s.Nava Bharat Energy India Limited M/s.Brahmani Infratech Private Limited M/s.PT Nava Bharat Walalindo M/s.PT Nava Bharat Sungai Cuka M/s.Kariba Infrastructure Development Limited
e	Name(s) of Companies in which Committee Membership(s)/ Chairmanship(s) held	NIL	Chairman of Remuneration Committee, Audit Committee and Shareholders/ Investors Grievance Committee of M/s.Sunflag Iron & Steel Company Ltd.	NIL	Chairman of Audit Committee of M/s.Nava Bharat Energy India Limited Member of Audit Committee of M/s.Nava Bharat Projects Limited
f	No. of shares of ₹ 2/- each held by:				
	the Director	70,915	Nil	Nil	32,586
	his relatives	61,350	Nil	Nil	108,000
	Total	132,265	Nil	Nil	140,586
g	No. of ESOPs granted on 05.01.2007 and converted into equity	43,700	Nil	Nil	39,600
h	Relationship between Directors inter se (As per Section 6 and Schedule 1A of the Companies Act, 1956)	Nil	Nil	Nil	Nil

17. Members are requested to bring their copies of the Annual Report to the Meeting.

Explanatory Statement under Section 173 (2) of the Companies Act, 1956

Item No.6:

Appointment of Dr.C.V.Madhavi, Additional Director, as Director:

Dr.C.V.Madhavi was appointed as Additional Director under Section 260 of the Companies Act, 1956 and she would hold office upto the date of Annual General Meeting.

The Company had received notice with necessary deposit proposing that Dr.C.V.Madhavi, be appointed as Director, liable to retire by rotation pursuant to the provisions of Companies Act, 1956.

Dr.C.V.Madhavi holds a Ph.D. in Business Management and M.Phil in Sociology. She possesses about two decades of experience in research, training and consultancy in Organisation Development and Change Management. She worked at the Centre for Organisation Development, Hyderabad and provided training and consultancy inputs to major organisations like SAIL, BEL, NMDC, SCCL, CGL etc. She is an expert in facilitating executive development programmes in the field of organisation development. She is a visiting faculty at the NISG, the NATFM and the NACEN and an author of a book and several research papers presented at national and international conferences.

Dr.C.V.Madhavi is an Independent Director fulfilling the specified conditions. She is totally independent of the management and has no relationship with any of the Directors and Senior Management Personnel. With her induction into the Board, there would be appropriate balance of skills, experience and knowledge in the Board so as to enable it to discharge its functions and duties effectively.

The Board commends the Ordinary Resolution for members' approval.

Except Dr. C.V.Madhavi, no other Director is deemed to be interested or concerned in the Resolution.

Item No.7:

Re-appointment of and remuneration payable to Sri G.R.K.Prasad, Executive Director:

Sri G. R. K. Prasad is a Fellow Member of The Institute of Chartered Accountants of India and The Institute of Company Secretaries of India and has 32 years of varied professional experience and has been in charge of Finance & Accounts of the Company since August, 1995 and additionally Corporate Affairs as Director (Finance & Corporate Affairs) with effect from 28th June, 2003.

Sri G.R.K. Prasad was appointed as Director (Finance & Corporate Affairs) by the members with effect from 28th June, 2003 and re-appointed as Director (Finance & Corporate Affairs) with effect from 28th June, 2008 for a period of 5 years at the AGM held on 25th July, 2008. Sri G.R.K.Prasad was appointed as Executive Director with effect from 29th October, 2010 as approved by the General Body on 28th July, 2011.

The General Body at the AGM held on 28th July, 2011 approved the revision of remuneration payable to him in the range of ₹ 550,000/- to ₹ 1,000,000/- per month, as may be decided by the Board from time to time and ₹ 550,000/- per month with effect from 1st April, 2011 apart from the allowances and perquisites thereon together with an incentive of ₹ 6,000,000/- per annum with effect from 1st April, 2011.

Pursuant to the recommendations of the Remuneration Committee, the Board of Directors at its meeting held on 23rd May, 2013 reviewed and revised the salary payable to Sri G.R.K.Prasad, Executive Director to ₹ 700,000/- per month with effect from 1st April, 2013. The Perquisites would be computed on the enhanced salary and the incentive will remain the same.

He holds Directorships/Commissionerships in the following Companies:

S.No. Name of the Company

1. M/s.Maamba Collieries Limited
2. M/s.Nava Bharat Projects Limited
3. M/s.Nava Bharat Energy India Limited
4. M/s.Brahmani Infratech Private Limited
5. M/s.PT Nava Bharat Walalindo
6. M/s.PT Nava Bharat Sungai Cuka
7. M/s.Kariba Infrastructure Development Limited

The Board, on the recommendations of the Remuneration Committee at its meeting held on 23rd May, 2013, considered and approved the re-appointment and the remuneration payable to the Executive Director in appreciation of his contribution, for a further period of 5 years from 28th June, 2013 as set out in the Resolution apart from the incentive, allowances and perquisites thereon, subject to the approval of members at the ensuing Annual General Meeting.

The resolution as set out at Item No.7 together with this Explanatory Statement constitute the abstract of terms of the appointment and remuneration payable to the Executive Director and Memorandum of Interest of Sri G.R.K.Prasad under Section 302 of the Companies Act, 1956.

The Board commends the Special Resolution for members' approval.

Except Sri G. R. K. Prasad, no other Director is deemed to be interested or concerned in the Resolution.

Item No.8

Re-appointment of and remuneration payable to Sri C.V.Durga Prasad, Director (Business Development):

Sri C.V.Durga Prasad is a Graduate in Commerce with Industrial experience spanning over 40 years in a wide spectrum of commercial functions comprising global marketing of Ferro Alloys, production parameters, sourcing of vital raw materials from indigenous and international suppliers, development and nurturing markets in India & abroad.

Sri C.V. Durga Prasad was appointed by the Members as Director (Business Development) with effect from 28th June, 2003 for a period of 5 years at the AGM held on 30th August, 2003 and was re-appointed with effect from 28th June, 2008 as approved by the General Body on 25th July, 2008.

He holds Directorships in the following Companies:

S.No. Name of the Company

1. M/s. Nava Bharat (Singapore) Pte. Limited
2. M/s. JCG Resources Private Limited
3. M/s. The Indian Ferro Alloy Producers Association

The General Body at the AGM held on 28th July, 2011 approved the revision of remuneration payable to him in the range of ₹ 550,000/- to ₹ 1,000,000/- per month as may be decided by the Board from time to time and ₹ 550,000/- per month with effect from 1st April, 2011 apart from the allowances and perquisites thereon.

Pursuant to the recommendations of the Remuneration Committee, the Board of Directors at its meeting held on 23rd May,

2013 reviewed and revised the salary payable to Sri C.V.Durga Prasad, Director (Business Development) to ₹ 700,000/- per month with effect from 1st April, 2013. The Perquisites would be computed on the enhanced salary.

The Board, on the recommendations of the Remuneration Committee at its meeting held on 23rd May, 2013, considered and approved the re-appointment and remuneration payable to the Director (Business Development) in appreciation of his contribution, for a further period of 5 years from 28th June, 2013 as set out in the Resolution apart from the allowances and perquisites thereon, subject to the approval of members at the ensuing Annual General Meeting.

The resolution as set out at Item No.8 together with this explanatory statement constitute abstract of terms of the re-appointment and remuneration payable to the Director (Business Development) and the Memorandum of Interest of Sri C.V.Durga Prasad under Section 302 of the Companies Act, 1956.

The Board commends the Special Resolution for members' approval.

Except Sri C.V. Durga Prasad, no other Director is deemed to be interested or concerned in the Resolution.

Item No. 9:

Revision of remuneration payable to Sri D. Ashok, Chairman:

Sri D. Ashok was re-appointed as Chairman, by the members with effect from 14th August, 2009 for a period of 5 years at the Annual General Meeting held on 31st July, 2009. Sri D.Ashok, Chairman, is paid a salary of ₹ 500,000/- per month with effect from 1st April, 2008 apart from the commission of 2% on the net profits for every financial year and other perquisites as approved by the General Body at its meeting held on 25th July, 2008.

The Board, on the recommendations of the Remuneration Committee, took up the review of the remuneration being paid to the Chairman at its meeting held on 23rd May, 2013. After taking into account the substantial growth and improvement in the operations and financial position of the Company and the prevailing remuneration packages in other Companies, the Board decided that a revision was called for and accordingly approved the revised remuneration as set out in the Resolution with effect from 1st April, 2013 for the remainder of his tenure i.e. upto 13th August, 2014.

Sri D.Ashok has been holding senior positions in the Company since 1981. He took over as the Executive Director in 1992, Managing Director in 1999 and Chairman in 2009.

Sri D.Ashok is an MBA from USA with 30 years of top management experience in all facets of project management and manufacturing. He oversaw the growth of the Company into a diversified conglomerate with business interests in power generation, ferro alloys, mining and sugar and operations in India, South East Asia and Africa.

He holds Directorships/Commissionerships/Trusteeships in the following Companies/Trusts and does not hold any Committee Chairmanship/Membership:

S.No. Name of the Company/Trust

- 1 M/s. Maamba Collieries Limited
- 2 M/s. Nava Bharat (Singapore) Pte.Limited
- 3 M/s. Chapter One-Books PTE.Limited
- 4 M/s. NB Tanagro Private Limited
- 5 M/s. NB Rufiji Pvt. Limited
- 6 M/s. Kariba Infrastructure Development Limited

- 7 M/s. Brahmani Infratech Private Limited
- 8 M/s. Nav Developers Limited
- 9 M/s. A9 Homes Private Limited
- 10 M/s. AV Dwellings Private Limited
- 11 M/s. V9 Avenues Private Limited
- 12 M/s. Nava Bharat Projects Limited
- 13 M/s. Nava Bharat Energy India Limited
- 14 M/s. PT Nava Bharat Walalindo
- 15 M/s. PT Nava Bharat Sungai Cuka
- 16 M/s. G.S.R.Trust
- 17 M/s. Usha Mullapudi Cardiac Centre
- 18 Dr. Devineni Subbarao Trust

The resolution set out at Item No.9 together with this Explanatory Statement constitute abstract of terms of the remuneration and the Memorandum of Interest of the Chairman and also Managing Director under Section 302 of the Companies Act.

The Board commends the Special Resolution for members' approval.

Except Sri.D.Ashok, Chairman and Sri.P.Trivikrama Prasad, Managing Director, being related, no other Director is deemed to be interested or concerned in the Resolution.

Item No. 10:

Revision of remuneration payable to Sri P. Trivikrama Prasad, 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. Sri P. Trivikrama Prasad, Managing Director, is paid a salary of ₹ 500,000/- per month with effect from 1st April, 2008 apart from the commission of 2% on the net profits for every financial year and other perquisites as approved by the General Body at its meeting held on 25th July, 2008.

The Board, on the recommendations of the Remuneration Committee, took up the review of the remuneration being paid to the Managing Director at its meeting held on 23rd May, 2013. After taking into account the substantial growth and improvement in the operations and financial position of the Company and the prevailing remuneration packages in other Companies, the Board decided that a revision was called for and accordingly approved the revised remuneration as set out in the Resolution with effect from 1st April, 2013 for the remainder of his tenure i.e. upto 18th March, 2017.

Sri P. Trivikrama Prasad joined the Company in 1981 and was appointed as Executive Director in 1992 and Managing Director in 2009.

Sri P.Trivikrama Prasad is an MBA from USA with 30 years of top management experience in industry in policy formulation, corporate planning and overall management control with special emphasis on Financial Management. He steers the funding of Company's expansion schemes and ongoing operations through optimal mix of financial instruments.

He holds Directorships in the following Companies/Trusteeship in the Trusts and membership on the Shareholders'/Investors' Grievances Committee of the Company:

S.No. Name of the Company/Trust

- 1 M/s. Nava Bharat (Singapore) Pte. Limited
- 2 M/s. Nava Bharat Africa Resources Pvt.Limited
- 3 M/s. NB Tanagro Private Limited
- 4 M/s. NB Rufiji Pvt. Limited
- 5 M/s. Brahmani Infratech Private Limited
- 6 M/s. Kinnera Power Company Private Limited
- 7 M/s. Nav Developers Limited
- 8 M/s. A9 Homes Private Limited
- 9 M/s. AV Dwellings Private Limited
- 10 M/s. V9 Avenues Private Limited
- 11 M/s. Nava Bharat Projects Limited
- 12 M/s. Nava Bharat Energy India Limited
- 13 M/s. Nava Bharat Sugar and Bio Fuels Limited
- 14 M/s. Nava Bharat Natural Resources India Limited
- 15 M/s. Nava Bharat Realty Limited
- 16 M/s. V9 Infra Ventures Private Limited
- 17 Dr. Devineni Subbarao Trust
- 18 M/s. G.S.R.Trust

The resolution as set out at Item No.10 together with this Explanatory Statement constitute abstract of terms of the remuneration and the Memorandum of Interest of the Managing Director and also Chairman under Section 302 of the Companies Act.

The Board commends the Special Resolution for members' approval.

Except Sri P. Trivikrama Prasad, Managing Director and Sri D. Ashok, Chairman, being related, no other Director is deemed to be interested or concerned in the Resolution.

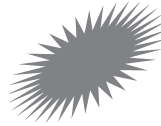
By order of the Board
For **NAVA BHARAT VENTURES LIMITED**

Hyderabad
23rd May, 2013

M. Subrahmanyam
Company Secretary & Vice President

Registered Office:

6-3-1109/1
'Nava Bharat Chambers'
Raj Bhavan Road
HYDERABAD – 500 082



NAVA BHARAT

Nava Bharat Ventures Limited

Registered Office:6-3-1109/1, 'Nava Bharat Chambers', Raj Bhavan Road, Hyderabad – 500 082
Telephone Nos.(040) 23403501, 23403540; Fax No.(040) 23403013; E-mail: nbvl@nbv.in; Website: www.nbventures.com

ATTENDANCE SLIP

Annual General Meeting on 16th August, 2013 at 10.00 a.m. at Marigold Hotel, By and Beside Green Park Hotel, 7-1-25, Greenlands, Begumpet, Hyderabad – 500 016

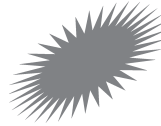
Name of the Shareholder

Folio No./Client I.D.No.
No. of Shares :

- A member/proxy wishing to attend the meeting must complete this Attendance Slip and hand it over at the entrance.
- If you intend to appoint a proxy, please complete the Proxy Form below and deposit it at the Company's Registered Office 48 hours before the time fixed for commencement of the meeting. Please ensure that the proxy brings this Attendance Slip for the meeting. I hereby record my presence at the 41st Annual General Meeting of the Company, on 16th August, 2013.

Name of the Proxy (if any) in Block Letters

Signature of the Member / Proxy



NAVA BHARAT

Nava Bharat Ventures Limited

Registered Office:6-3-1109/1, 'Nava Bharat Chambers', Raj Bhavan Road, Hyderabad – 500 082
Telephone Nos.(040) 23403501, 23403540; Fax No.(040) 23403013; E-mail: nbvl@nbv.in; Website: www.nbventures.com

PROXY FORM

Folio No./Client I.D.No.
No. of Shares :

I/We.....ofin the district of
..... being a member/members of NAVA BHARAT VENTURES LIMITED, hereby
appoint.....of..... in the district of.....or failing
him.....of in the district of.....as my / our proxy to attend
and vote for me/us on my/our behalf at the 41st Annual General Meeting of the Company to be held on 16th August, 2013 and at any
adjournment thereof.

Signed this.....day of2013 Signature:

Affix ₹ 1/- Revenue Stamp

Note: The Proxy Form duly completed, must be deposited at the Regd. Office of the Company at 6-3-1109/1, 'Nava Bharat Chambers', Raj Bhavan Road, Hyderabad – 500 082 not less than 48 hours before the time fixed for commencement of the Meeting.