



NAVA BHARAT

# NAVA BHARAT VENTURES LIMITED

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

NBV/SECTL/ 654 /2015-16

October 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> September, 2015.

\* \* \*

We enclose herewith the Quarterly Compliance Report on Corporate Governance for the Quarter ended 30<sup>th</sup> September, 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

ISO 9001 ISO 14001

**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> September, 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 (VIII A)                 | YES                      | Note - 6 |
| (B) Disclosure of Accounting Treatment                      | 49 (VIII B)                 | YES                      |          |
| (C) Remuneration of Directors                               | 49 (VIII C)                 | YES                      |          |
| (D) Management  | 49 (VIII D)                 | YES                      |          |
| (E) Shareholders  | 49 (VIII E)                 | YES                      |          |
| (F) Proceeds from public, rights, preferential issues, etc. | 49 (VIII F)                 | 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 Q2 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 in 2014-15 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 were 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 were formulated by the Nomination and Remuneration Committee and the same were 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 30.09.2015

| 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. (NBS) | Wholly Owned Subsidiary of the Company | Sri D. Ashok, and Sri C V Durga Prasad  |                     |
|         | Date                                    | Nature of Transactions                 | Quantity in MT  | Amounts (₹) (Lakhs) |
|         | 20.07.2015                              | Sale of Silico Manganese               | 63  | 27.67               |
|         | 27.07.2015                              | Sale of Silico Manganese               | 504   | 265.16              |
|         | 10.08.2015                              | Sale of Silico Manganese               | 504   | 263.96              |
|         | 14.08.2015                              | Sale of Silico Manganese               | 504   | 289.93              |
|         | 17.08.2015                              | Sale of Silico Manganese               | 504   | 265.00              |
|         | 07.09.2015                              | Sale of Silico Manganese               | 504   | 276.15              |
|         | 14.09.2015                              | Sale of Silico Manganese               | 252   | 132.88              |
|         | 18.09.2015                              | Sale of Silico Manganese               | 1008  | 559.35              |
|         | 21.09.2015                              | Sale of Silico Manganese               | 504   | 271.61              |
|         | 10.07.2015                              | Sale of Ferro Chrome                   | 216   | 124.52              |
|         | 23.07.2015                              | Sale of Ferro Chrome                   | 168   | 112.86              |
|         | 31.07.2015                              | Sale of Ferro Chrome                   | 476   | 295.83              |
|         | Total:                                  |  | 5,207   | 2884.92             |

|  |                        |                   |
|--|------------------------|-------------------|
|  | Loan to NBS            | USD 2.50 Million  |
|  | Guarantee given to NBS | USD 15.00 Million |

|            |                             |        |        |
|------------|-----------------------------|--------|--------|
| 30.09.2015 | Guarantee Commission earned | 0.875% | 271.80 |
| 30.09.2015 | Interest earned on loan     | 5.00%  | 181.75 |
| TOTAL      |                             |        | 453.55 |

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) |
|         | 30.09.2015                | Project Support Services            | USD 50 to 80 per man hour depending on experience                             | 372.49              |

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.



T. H. Reddy

| 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<br>Sri P. Trivikrama Prasad<br>Sri G R K Prasad<br>Sri K Balarama Reddi and<br>Dr.M.V.G.Rao |
|  | Date                             | Nature of Transactions  | Amounts (₹) (Lakhs)  |
|  | 30.09.2015                       | Lease Rent  | 0.46   |
|  | 30.09.2015                       | Utility Charges   | 170.70   |
|  | Total:                           |   | 171.16   |
| 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

*T. Suresh Babu,*

Chief Financial Officer

For NAVA BHARAT VENTURES LTD.

*S. Subrahmanyam*

Company Secretary  
& Vice President