

# NAVA BHARAT VENTURES LIMITED

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

NAVA BHARAT

NBV/SECTL/ 06 /2017-18

April 03, 2017

Listing Department  
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'**

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

**Scrip Code : '513023' / 'NBVENTURE'**

Dear Sirs,

Sub : Compliance Report on Corporate Governance under Regulation 27(2)(a) of SEBI (LODR) Regulations, 2015 for the quarter ended March 31, 2017 together with Annexure-II for the whole financial year.

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Please find enclosed the Compliance Report on Corporate Governance under Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended March 31, 2017 together with Annexure-II for the whole financial year.

Kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours faithfully,  
For Nava Bharat Ventures Ltd.

VSN Raju  
Company Secretary  
& Vice President

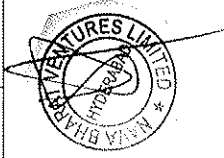
Encl: as above

**Quarterly Compliance Report on Corporate Governance for Q4 ended on 31.03.2017**

1.	Name of Listed Entity	Nava Bharat Ventures Limited
2.	Quarter ending	31 <sup>st</sup> March, 2017

**I. Composition of Board of Directors**

Title (Mr./ Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/ Non- Executive/ independent/ Nominee)&	Date of Appointment in the current term/ cessation	Tenure*	No. of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)**
Mr.	Devineni Ashok	ABVPD5737F DIN-00006903	Chairperson - Executive	14.08.2014	NA	1	--	--
Mr.	P. Trivikrama Prasad	AENPP0497F DIN-00006887	Managing Director - Executive	19.03.2017	NA	1	1	--
Mr.	Dr. E R C Shekar	AKPPS5177F DIN-00013670	Independent Director - Non- Executive	08.08.2014	32 Months	2	--	2



**I. Composition of Board of Directors – Contd.**

Title (Mr./Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) &	Date of Appointment in the current term/ cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)**
Mr.	Dr. M. V. G. Rao	ADZPM1864A DIN-00012704	Independent Director - Non- Executive	08.08.2014	32 Months	1	2	3
Mr.	K. Balarama Reddi	ABWPK5493J DIN-00012884	Independent Director - Non- Executive	08.08.2014	32 Months	2	6	4
Mr.	Dr. D. Nageswara Rao	ACNPD2263M DIN-02009886	Independent Director - Non - Executive	08.08.2014	32 Months	1	1	--
Mrs.	Dr. C. V. Madhavi	ABJPC7641P DIN-06472632	Independent Director & Non - Executive	08.08.2014	32 Months	1	--	--



**I. Composition of Board of Directors – Contd.**

Title (Mr./ Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/ Non- Executive/ independent/ Nominee) &	Date of Appointment in the current term/ cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)**
Mr.	C. V. Durga Prasad	AASPC7969C DIN-00006670	Director (Business Development) & Executive	28.06.2013	NA	1	--	--
Mr.	G. R. K. Prasad	ACAPG2272L DIN-00006852	Executive Director & Executive	28.06.2013	NA	1	1	--

\$ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

\* All Independent Directors have been appointed on 08/08/2014 for a period of 5 years.

\*\* Pursuant to Regulation 26(1)(a), the membership and chairpersonship of Committees in Public Companies & Subsidiaries of Public Companies are also included



II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$
1. Audit Committee	Sri K. Balarama Reddi - Chairperson Dr. M. Venu Gopala Rao - Member Dr. D. Nageswara Rao - Member	Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent
2. Nomination & Remuneration Committee	Sri K. Balarama Reddi - Chairperson Dr. M. Venu Gopala Rao - Member Dr. D. Nageswara Rao - Member	Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent
3. Risk Management Committee (if applicable)	N.A	N.A
4. Stakeholders Relationship Committee	Sri K. Balarama Reddi - Chairperson Sri P. Trivikrama Prasad - Member Dr. M. Venu Gopala Rao - Member	Non-Executive - Independent Executive Non-Executive - Independent
5. Corporate Social Responsibility Committee	Sri D. Ashok - Chairperson Dr. D. Nageswara Rao - Member Dr. C. V. Madhavi - Member	Executive Non-Executive - Independent Non-Executive - Independent
\$Category of directors means executive/non-executive/independent/Nominee. if a director fits in to more than one category write all categories separating them with hyphen		
III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter (Q3)	Date(s) of Meeting (if any) in the relevant Quarter (Q4)	Maximum gap between any two consecutive (in number of days)
17.11.2016	30.01.2017	73 days
	10.03.2017	38 days
IV. Meeting of Committees – Audit Committee Meeting		
Date(s) of meeting of the committee in the relevant quarter (Q4)	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter (Q3)
30.01.2017	Yes all the Directors present	16.11.2016
09.03.2017	Yes all the Directors present	
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.		



<b>V. Related Party Transactions</b>		<b>Compliance status (Yes/No/NA) refer note below</b>
<b>Subject</b>		
Whether prior approval of audit committee obtained		YES
Whether shareholder approval obtained for material RPT		YES
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		YES
<b>There were no Material Transactions during the Quarter to be reported</b>		

**Note**

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : **YES**
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : **YES**
  - Audit Committee : Yes
  - Nomination & remuneration committee : Yes
  - Stakeholders relationship committee : Yes
  - Risk management committee (applicable to the top 100 listed entities) : **NA**
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : **YES**
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : **YES**
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments / observations / advice of Board of Directors may be mentioned here: : **YES**

(VSN Raju)  
**Company Secretary  
 & Vice President**

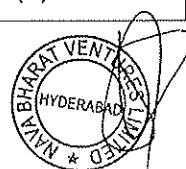


**Note:** Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

**Format to be submitted by listed entity at the end of the financial year**

**(for the whole of financial year) [2016-17]**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their Associates	N.A	
New name and the old name of the listed entity	N.A	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for Appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes



Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management Committee	21(1),(2),(3),(4)	N.A
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	N.A
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Yes

**Name & Designation**

VSN Raju

Company Secretary & Vice President

