NAVA BHARAT VENTURES LIMITED

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

NAVA BHARAT

NBV/SECTL/377/2014-15
June 24, 2014

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

Kind attn : Sri K.Hari, Vice President

Dear Sir,

Sub : Notice of Postal Ballot – Submission of six copies thereof.
Ref : Clause 31 of the Listing Agreement.

In continuation of our letter dated 30th May, 2014 with the outcome of the Board held on that date, we enclose herewith six copies of Postal Ballot Notice along with Explanatory Statement dated 30th May, 2014, Ballot Form, with instructions and procedure for e-voting, the mailing / dispatch of which was completed on 24th June, 2014 to all members.

The members' consent by way of Special Resolutions was sought through Postal Ballot including e-voting to transact the following Special Business:

- Creation of Security under Section 180(1) (a) of the Companies Act, 2013.
- Borrowing Powers under Section 180(1)(c) of the Companies Act, 2013.
- Loans and Guarantees to any Bodies Corporate and persons and investments in any Bodies Corporate in excess of the prescribed limits under Section 186 and other applicable provisions, if any, of the Companies Act, 2013.

We also enclose herewith a copy of the Advertisement relating to Postal Ballot being published in the newspapers on 25th June, 2014.

This is for your kind information and record, please.

Thanking you,

Yours faithfully,
for NAVA BHARAT VENTURES LTD

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

NAVA BHARAT

NAVA BHARAT VENTURES LIMITED

Regd.Office : 6-3-1109/1,'Nava Bharat Chambers', Raj Bhavan Road, Hyderabad – 500 082, Telangana
Tel : +91 40 23403501/40345999
Fax : +91 40 23403013 | E-mail : nbvl@nbv.in | Website: www.nbventures.com
CIN : L27101TG1972PLC001549

POSTAL BALLOT NOTICE

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, (Act) read with Rule 22 of Companies (Management and Administration) Rules, 2014, to transact the following Special Business by the Members of Nava Bharat Ventures Limited by passing the Special Resolutions through Postal Ballot.

The Members' consideration and approval is sought for the Special Resolutions annexed hereto. The Statement to be annexed to Notice under Section 102 (1) of the Act setting out the material facts and reasons for the Resolutions is also appended herewith and is being sent to the Members along with a Postal Ballot Form for consideration. Mrs.P.Renuka, Practising Company Secretary has been appointed by the Board of Directors of your Company as the Scrutinizer.

Members are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the completed Form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before the close of business hours on Thursday, the 24th July, 2014, the last date for receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

E-Voting Option

We are pleased to offer e-voting facility also as an alternate for our Members, which would enable them to cast votes electronically, instead of through physical postal ballot form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this notice.

The Scrutinizer will submit the report to the Chairman of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot will be announced on 26th July, 2014 at the Registered Office of the Company. 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 Bombay Stock Exchange Limited. The result of the postal ballot shall also be announced through newspaper advertisement.

Special Business:

1. **Creation of Security:**

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

   "RESOLVED THAT the consent of the Company be and is hereby granted, in terms of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), to the Board of Directors to mortgage and/or charge either as first charge or second or subsequent charge in addition to the mortgages/charges created/to be created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in the events of defaults, in favour of the Financial Institutions, Banks, other Lender(s), Agent(s) and Trustee(s), person(s), entities which give, provide or extend loans/facilities for securing the borrowings of the Company availed/to be availed, by way of Loan(s)/Working Capital facilities/Deferred Payment Guarantees or any other guarantees/Equipment Finance/Asset Credit Schemes (in foreign currency or rupee currency) and other securities comprising Convertible/Non-convertible Debentures/ Bonds, Foreign Currency Bonds (FCBs), Foreign Currency Convertible Bonds(FCCBs), External Commercial Borrowings, issue of Securities/Bonds/Warrants/any other debt instrument to the Qualified Institutional Buyers, Indian Financial Institutions, Mutual Funds or any Bodies Corporate/Lenders or other debt instruments issued/to be issued by the Company from time to time subject to an aggregate sum of ₹3,000 crores (Rupees Three Thousand Crores only) together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by

the Company in terms of the Loan Agreement(s)/Heads of Agreement(s), Debenture Trust Deed(s) or any other document, entered into/or may be entered into between the Company and the Financial Institutions, Banks, Other Lenders, Agent(s) and Trustee(s) in respect of the said loans, borrowings/debentures and containing such specific terms and conditions and covenants in respect of the enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Financial Institutions, Banks, Other Lenders, Agent(s)/Trustee(s)."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board/committee of Directors be and is hereby authorised and empowered to enter into, sign, seal and execute and deliver such arrangements, assignments, conveyances, covenants, contracts and to finalise, settle and execute such documents/deeds/writings/papers/other instruments/agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

2. **Borrowing Powers:**

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

"RESOLVED THAT in supersession of the ordinary resolution passed by the members on 08.08.2012 in this regard, the consent of the Company be and is hereby accorded to the Board of Directors of the Company in terms of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, to borrow periodically from time to time for the purpose of the business of the Company such sums of money, including without limitation, from any Banks and/or public financial institutions as defined under Section 2(72) of the Companies Act, 2013 and/or any foreign financial institution(s) or foreign banks and/or any entity/entities or authority/authorities and/or through suppliers credit, Securities including FCCBs, FCBs, ECB, instruments such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, long term loans, short term loans or any other instruments, etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution(s), either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board of Directors for an aggregate amount not exceeding ₹3,000 Crores (Rupees Three Thousand Crores only) notwithstanding that monies to be borrowed together with the monies already borrowed by the Company(apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board/committee of Directors be and is hereby authorised and empowered to enter into, sign, seal and execute and deliver such arrangements, assignments, conveyances, covenants, contracts and to finalise, settle and execute such documents/deeds/writings/papers/other instruments/agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to borrowing funds by creating any mortgage/charge as aforesaid without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

3. **Loans and Guarantees to any bodies corporate and persons and investments in any body corporate:**

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

"RESOLVED THAT the consent of the Company be and is hereby accorded to the Board of Directors in terms of the provisions of Section 186 of the Companies Act, 2013 and the Board including any Committee of Directors be and is hereby authorized, subject to the approval of the Reserve Bank of India, if any, and other applicable Rules, Regulations, Guidelines (including any statutory modifications or re-enactment thereof for the time being in force) and such conditions as may be prescribed by any of the concerned authorities, notwithstanding that the aggregate loans and guarantees to any bodies corporate and persons and investment in securities of any bodies corporate exceeds the limits specified under Section 186 of the Companies Act, 2013, read with the applicable rules, circulars or clarifications thereunder:

a) to invest/acquire from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments of one or more bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force), to the extent of the following limits:

Investments into Subsidiaries and other Bodies Corporate: ₹3,000/- Crores (Rupees Three Thousand Crores only).

b) to make/give from time to time any loan or loans to any body or bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company or to any persons as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of the following limits:

Loans to Subsidiaries, other Bodies Corporate or Persons: ₹3,000/- Crores (Rupees Three Thousand Crores only).

c) give from time to time any guarantee(s) and/or provide any security to any person(s), any Body Corporate, Bank, Financial Institutions or any other Institution in India or outside in respect of or against any loans to or to secure any financial arrangement of any nature by, any other person(s), any Body(ies) Corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company, as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of the following limits:

Guarantees against Loans/Financial arrangements in favour of Subsidiaries, other Bodies Corporate and Persons: ₹3,000 Crores (Rupees Three Thousand Crores only).

"RESOLVED FURTHER THAT the consent of the Company, be and is hereby accorded to the Board including any Committee of Directors, pursuant to Rule No.11 of the Companies (Meetings of Board and its powers) Rules, 2014 and Section 186 and other applicable provisions of the Companies Act, 2013, to give any loan to or guarantee or provide any security on behalf of, or acquire securities of, the Wholly Owned Subsidiaries of the Company, for such sums as may be decided by Board/Committee of Directors as permitted or subject to the provisions specified therein."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board/Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limits upto which such investments in securities/loans/ guarantees, that may be given or made, as may be determined by the Board or the Committee thereof, including with the power to transfer/dispose of the investments so made, from time to time, and the Board/Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

By order of the Board
For **Nava Bharat Ventures Limited**

Place : Hyderabad
Date : 30th May, 2014

M.Subrahmanyam
Company Secretary & Vice President

NOTES:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 (Act) and other applicable provisions of the Companies Act, 2013 and Companies Act, 1956 as amended, ("the Companies Act, 1956"), to the extent applicable in respect of the business specified above is annexed hereto.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, the business set out in the notice above is sought to be passed by postal ballot.
3. The Board appointed Mrs. P.Renuka, Practising Company Secretary, Hyderabad, as the Scrutinizer for conducting the postal ballot voting process in accordance with the law and in a fair and transparent manner.
4. The shareholders are requested to carefully read the instructions printed in the attached postal ballot form. The postal ballot form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 6.00 P.M. on 24.07.2014 or before. Any postal ballot form received after this date and time shall be treated as if the reply from the shareholders had not been received.
5. The shareholders are requested to exercise their voting rights by using the attached postal ballot form. Shareholders who do not receive the postal ballot form may apply to the Company/Registrars and Transfer Agents, M/s Karvy Computershare Private Limited, Plot No.17 to 24, Near Image Hospital, Vittalrao Nagar, Madhapur, Hyderabad - 500 081 and obtain a duplicate thereof.
6. The Special Resolutions mentioned above shall be declared as passed, if the number of votes cast in favour of the resolution is three times more than the votes, if any, cast against the said resolution.

7. The Scrutinizer will submit the report to the Chairman, Sri D.Ashok, after completion of the scrutiny and the results of the postal ballot will be announced by Sri D.Ashok, Chairman or any one of the Directors of the Company on 26.07.2014 at 6.00 P.M. at the Regd.Office of the Company at 6-3-1109/1, 'Nava Bharat Chambers', Raj Bhavan Road, Hyderabad - 500 082. The results along with the Report will be posted on the website of the Company: www.nbventures.com. The date of declaration of Postal Ballot results will be taken to be the date of passing the resolutions.

8. The results of the postal ballot will be published in one English Newspaper with nationwide circulation and in one Telugu Newspaper for the information of members, and will also be informed to National Stock Exchange of India Limited and Bombay Stock Exchange Limited.

9. In compliance with the provisions of Section 110 of the Companies Act 2013, read with Rule 22 of Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

10. The Notice is being sent electronically by e-mail, to those shareholders who have registered their e-mail addresses with the Depositories, Company or Registrars and Transfer Agents, M/s Karvy Computershare Private Limited, Plot No.17 to 24, Near Image Hospital, Vittalrao Nagar, Madhapur, Hyderabad - 500 081 and by post to all the remaining Shareholders, whose names appear in the Company's Register of Members as at the close of business hours on 13.06.2014.

11. A copy of the documents referred to in the Explanatory Statement are open for inspection at the Registered Office of the Company between 10.00 a.m. and 5.00 p.m. on any working day till the last date of voting i.e. 24.07.2014.

12. Please see the instructions for voting by postal ballot (including e-voting) which have been printed herein.

13. In case of e-voting on the website: www.evotingindia.com, voting will commence on and from 9.00 a.m. on 25.06.2014 and end at 6.00 p.m. on 24.07.2014.

14. The Notice is also placed on the website of the Company: www.nbventures.com and website of CDSL: helpdesk.evoting@cdslindia.com.

Instructions for Voting:

Voting through Physical Postal Ballot Form

1. A member desiring to exercise vote by Postal ballot shall complete the enclosed Postal ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Member will also be accepted. The envelopes may also be deposited personally at the address given thereon. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope so as to reach the Scrutinizer before the close of working hours on or before 24th July, 2014. Any Postal Ballot Form received after 30 days of despatch of this notice (after 6.00 P.M. on 24.07.2014) shall be treated as if the reply from the shareholders had not been received.

2. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.

   e-Voting Facility:

   In pursuance of Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an alternative, for its shareholders, to enable them to cast their vote electronically instead of dispatching Postal Ballot. The instructions for members for voting electronically are as under:-

   In case of members receiving e-mail:

   (i) Log on to the e-voting website www.evotingindia.com.

   (ii) Click on "Shareholders" tab to cast your votes.

   (iii) Now, select the Electronic Voting Sequence Number - "EVSN" along with "NAVA BHARAT VENTURES LIMITED" from the drop down menu and click on "SUBMIT"

   (iv) If you are holding shares in Demat form and have already voted earlier on www.evotingindia.com for a voting of any Company, then your existing login id and password are to be used. If you are a first time user, follow the steps given below:

(v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders).	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number NBVTL1234H in the PAN field.

Please enter the details in order to login. In case the details are not recorded with the depository, please enter the default DOB value 30/05/2014 in the DOB field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # $ % & *). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is also to be used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.

(viii) Click on the relevant EVSN on which you choose to vote.

(ix) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

In case of members receiving the physical copy of Notice [for members whose e-mail IDs are not registered with the Company/depository participant(s) or requesting physical copy]:

(A) Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.

(B) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorised to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.

(C) The voting period begins on 25.06.2014 at 9.00 a.m. and ends on 24.07.2014 at 6.00 p.m. During this period, shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (13.06.2014), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be able to change it subsequently.

(D) In case of having any queries or issues regarding e-voting, please refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

General

a) Voting by Postal Ballot, both in physical form and e-Voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorised person. It cannot be exercised by a proxy.

b) Voting rights shall be reckoned on the number of fully paid up equity shares registered in the name of the shareholders on the cutoff date fixed for the purpose i.e. 13.06.2014.

c) Voting period commences on and from 9.00 a.m. on 25.06.2014 and ends at 6.00 p.m. on 24.07.2014.

d) The date of declaration of results of the postal ballot (i.e. 26.07.2014) shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

Explanatory Statement under Section 102 of the Companies Act, 2013 in respect of Special Business set out in the Notice.

1. **Creation of Security:**

The Members of the Company accorded their consent to mortgaging and/or charging by the Board of Directors of the Company of all the movable and immovable properties of the Company and its undertakings in favour of Banks, Financial Institutions, other lenders, etc., for borrowing up to a sum of ₹3000 crores (Rupees Three Thousand Crores only) through Postal Ballot by way of Ordinary Resolution on 27.07.2006.

The existing, proposed present and future Loans/Deferred Payment Guarantee/Equipment Finance/Asset Credit Schemes/ External Commercial Borrowings/Foreign Currency Convertible Bonds/Global Deposit Receipts and other securities (comprising Convertible/Non-convertible Debentures/Bonds or other Debt Instruments) envisage or may envisage creation of security by mortgage/charge on the assets of the Company to the extent to be agreed between the Board of Directors of the Company and the Lenders.

Section 180 (1)(a) of the Companies Act, 2013, provides interalia, that the Board of Directors of the Company shall not, except with the consent of the Company through Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, the whole or substantially the whole of any such undertakings.

In view of the existing and fresh borrowings etc., and the increased long term fund requirements and Working Capital Limits which may be availed by the Company from Financial Institutions and Banks in India or outside, it is felt that it may be necessary to pass an enabling Special Resolution to mortgage and/or charge the properties of the Company present and future in favour of the Banks and Financial Institutions, Trustees etc., for securing the requisite finance upto a maximum of ₹3,000 crores (Rupees Three Thousand Crores only).

Since mortgaging by the Company of its immovable and moveable properties as aforesaid in favour of the Financial Institutions/Banks/Trustees may be regarded as disposal of the Company's properties/undertakings, it is necessary for the members to pass Special Resolution under Section 180 (1)(a) of the Companies Act, 2013 for a sum of not exceeding ₹3,000 crores (Rupees Three Thousand Crores only) in line with the borrowing powers envisaged, authorizing the Board of Directors for creation of the said mortgages/charges.

The Board recommends the passing of the resolution/s by the Members of the Company, as set out in Item No.1 of the Postal Ballot Notice, by casting their vote through the Postal Ballot Form/E-Voting as explained in the notes appended herewith.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested financial or otherwise in the said Special Resolution except to the extent of their shareholding in the Company.

2. **Borrowing Powers:**

The members at the Annual General Meeting held on 08.08.2012 empowered the Board to borrow up to a maximum of ₹10,000 Crores (Rupees Ten Thousand Crores only) by way of Ordinary Resolution. The new Companies Act, 2013 required the Companies to pass a Special Resolution instead of Ordinary Resolution to empower the Board to borrow beyond the prescribed limits i.e. aggregate of the paid up share capital and free reserves i.e. reserves not set aside for any specific purpose. Hence, it is proposed to place a motion before the members for passing a Special Resolution reducing the limits from ₹10,000 Crores (Rupees Ten Thousand Crores only) to ₹3,000 Crores (Rupees Three Thousand Crores only).

The Board recommends the passing of the resolution/s by the Members of the Company, as set out in Item No.2 of the Postal Ballot Notice, by casting their vote through the Postal Ballot Form/E-Voting as explained in the notes appended herewith.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested financial or otherwise in the said Special Resolution except to the extent of their shareholding in the Company.

3. Loans and Guarantees to any bodies corporate and persons and investments in any bodies corporate:

As per the provisions of Section 186 of the Companies Act, 2013 the Board of Directors of a Company cannot make any loan, investment or give guarantee or provide any security to any body corporate or person beyond the prescribed ceiling of sixty percent of the aggregate of the paid up capital and free reserves or hundred percent of its free reserves, whichever is more, unless a Special Resolution is passed by the shareholders of the lending/investing Company.

Rule 11(1) of Companies (Meetings of Board and its Powers) Rules, 2014 stipulates that where a loan or guarantee is given or where a security has been provided by a company to its wholly owned subsidiary company or a joint venture company, or acquisition is made by a holding company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company, the requirement of prior approval by means of a Special Resolution at a General Meeting shall not apply, subject to the provisions contained therein.

The Company has in the course of its business formed various subsidiaries and step down subsidiaries wherein, the Company is holding investment, either directly or through its subsidiaries. Such Subsidiaries require support from the Company from time to time in the form of infusion of funds into their business for the expansion activities as well as for operations. With a view to meet the fund requirements of some of the subsidiaries/step down subsidiaries/bodies corporate, the Company proposes to provide assistance in the form of direct loans or extension of guarantees or provision of security for loans from other parties or investment into the said companies as and when required.

The Company has at present, the following Subsidiaries:

Wholly Owned Subsidiaries:

S.No.	Name of the Wholly Owned Subsidiaries
1	Nava Bharat Projects Limited
2	Nava Bharat (Singapore) Pte.Limited
3	Nava Bharat Realty Limited
4	Nava Bharat Sugar and Bio Fuels Limited

Subsidiary:

S.No.	Name of the other Subsidiary
1.	Brahmani Infratech Private Limited

Step down Subsidiaries:

S.No.	Name of the Step down Subsidiaries
1.	Nava Bharat Energy India Limited
2.	Maamba Collieries Limited
3.	Nava Bharat Africa Resources Pvt. Limited
4.	Kobe Green Power Co. Limited
5.	PT Nava Bharat Indonesia
6.	PT Nava Bharat Sungai Cuka
7.	NB Tanagro Limited
8.	NB Rufiji Private Limited
9.	Nava Energy Pte. Limited
10.	Nava Bharat Lao Energy Pte. Limited
11.	Kariba Infrastructure Development Limited

The increasing business operations and future growth plans of the Company may necessitate making further investments into the Subsidiaries and Bodies Corporate or providing loans to, giving guarantees, providing security to or on behalf or for the benefit of the subsidiaries/other bodies corporate, any other persons/in favour of banks, Financial Institutions in India or outside over a period of time in future.

It is, therefore, necessary to authorise the Board for such purposes, namely to make any loan(s) to and/or to give any guarantee(s)/provide any security, in connection with loan(s) taken by, subsidiaries/bodies corporate and/or to acquire by way of subscription, purchase or otherwise the securities of subsidiaries/bodies corporate in India or outside upto the limits provided in the proposed Special Resolution.

The proposed Special Resolution as set out in Item No.3 of the Postal Ballot Notice is enabling in nature for any further loan/ investment/guarantee/security, to be made or given to subsidiaries/bodies corporate/to any Banks, Financial Institutions or any other person as per the provisions of the Companies Act, 2013.

Hence, prior approval of the Members of the Company is sought for exercising these powers by the Board.

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, consent of the Members of the Company is sought through postal ballot by way of Special Resolution.

The Board has unanimously approved the above proposal at its meeting held on 30th May, 2014.

The Board recommends the passing of the resolution/s by the Members of the Company, as set out in Item No.3 of the Postal Ballot Notice, by casting their vote through the Postal Ballot Form/E-Voting as explained in the notes appended herewith.

Nature of concern or interest of Directors/Key Managerial Personnel:

The Directors of the Company do not hold shares in the Subsidiaries except that some of the Directors hold only minimum number of shares in the Subsidiaries to fulfill the minimum number of members. The Directors of the Company hold directorships in the Subsidiaries as follows. Sri Ashwin Devineni, Managing Director, Nava Bharat (Singapore) Pte.Limited, Wholly Owned Subsidiary of the Company, is related to the Chairman of the Company.

Sl.No.	Name of the Director of the Company	Subsidiaries on which directorship is held	No. of Shares
1.	Sri D.Ashok	Nava Bharat (Singapore) Pte.Limited	Nil
		Maamba Collieries Limited	Nil
		Nava Bharat Africa Resources Pvt.Ltd	Nil
		NB Tanagro Limited	Nil
		NB Rufiji Private Limited	Nil
		Kariba Infrastructure Development Limited	Nil
		Nava Bharat Energy India Limited	Nil
		Nava Bharat Projects Limited	Nil
2.	Sri P.Trivikrama Prasad	NB Rufiji Private Limited	Nil
		Nava Bharat Energy India Limited	Nil
		Brahmani Infratech Pvt Ltd	1
		Nava Bharat Projects Limited	1
		Nava Bharat Realty Limited	1
		Nava Bharat Sugar and Bio Fuels Limited	1
3.	Sri G.R.K.Prasad	Maamba Collieries Limited	Nil
		NB Tanagro Limited	Nil
		Kariba Infrastructure Development Limited	Nil
		Nava Bharat Energy India Limited	Nil
		Brahmani Infratech Pvt Ltd	Nil
		Nava Bharat Projects Limited	1
4.	Dr.M.V.G.Rao	Nava Bharat Energy India Limited	Nil
		Brahmani Infratech Pvt Ltd	Nil
		Nava Bharat Sugar and Bio Fuels Limited	Nil
		Nava Bharat Projects Limited	Nil
5.	Sri K.Balarama Reddi	Nava Bharat Projects Limited	Nil
		Nava Bharat Realty Limited	Nil
		Brahmani Infratech Pvt.Ltd.	Nil
		Nava Bharat Energy India Limited	Nil
6.	Sri C. V. Durga Prasad	Nava Bharat (Singapore) Pte.Limited	Nil

None of the other Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested financial or otherwise in the said Special Resolution except to the extent of their shareholding in the Company.

By order of the Board
For **Nava Bharat Ventures Limited**

Place: Hyderabad
Date : 30th May, 2014

M. Subrahmanyam
Company Secretary & Vice President

Encl: 1. Postal Ballot Form
2. Self-addressed postage pre-paid envelope.

NAVA BHARAT

NAVA BHARAT VENTURES LIMITED

Regd.Office : 6-3-1109/1,`Nava Bharat Chambers', Raj Bhavan Road, Hyderabad – 500 082, Telangana
Tel : +91 40 23403501 / 40345999
Fax : +91 40 23403013; E-mail : nbvl@nbv.in; Website: www.nbventures.com
CIN : L27101TG1972PLC001549

POSTAL BALLOT FORM

Serial No. :

1. Name and Registered Address of the sole / first named Shareholder :

2. Name(s) of the Joint Holder(s), if any :

3. Registered Folio No. / DP ID No./ Client ID No.* (*Applicable to investors holding shares in dematerialized form) :

4. Number of Shares held :

I/We hereby exercise my/our votes in respect of the Special Resolution(s) set out in the Notice dated 30th May, 2014 enumerated below to be passed by means of Postal Ballot by conveying and recording my/our assent or dissent to the said resolution(s) by placing the tick (✓) mark at the appropriate box below (tick in both boxes will render the ballot invalid).

Resolution No.	Description	Type of Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Creation of Security under Section 180(1)(a) of the Companies Act, 2013.	Special			
2.	Borrowing Powers under Section 180(1)(c) of the Companies Act, 2013.	Special			
3.	Loans and Guarantees to any Bodies Corporate and persons and investments in any Bodies Corporate in excess of the prescribed limits under Section 186 and other applicable provisions, if any, of the Companies Act, 2013.	Special			

Place :_____
E-mail :_____
Mobile No. :_____
Date :_____

_____
Signature of the Member

Electronic Voting Particulars

EVSN (Electronic Voting Sequence Number)	USER ID	PAN*	DOB**

Note: Please read the instructions printed overleaf carefully before exercising your vote.

* **Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number NBVTL1234H in the PAN field.**

** **Please enter the DOB value 30/05/2014 in the DOB field.**

INSTRUCTIONS FOR VOTING

1. A Member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form (no other form or photo copy thereof) in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.

2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.

3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.

4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (1800 hrs) on 24th July 2014. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received.

5. The voting rights shall be reckoned in accordance with the number of shares registered in the name of the shareholder(s) of the Company as on 13th June, 2014.

6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/POA preferably with attested specimen signature(s) of the duly authorized person(s) giving requisite authority to the person voting on the Postal Ballot Form.

7. Members are requested not to send any paper (other than the resolution/POA as mentioned under item Nos. 3 & 6 above) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, it would be destroyed by the Scrutinizer.

8. The exercise of vote by Postal Ballot is not permitted through proxy.

9. There will be only one Postal Ballot Form for every folio/client ID irrespective of the number of Joint Holder(s).

10. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.

11. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.

12. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.

13. The result of the voting on the resolutions will be declared at the Registered Office of the Company on 26th July, 2014. The results will thereafter be informed to the stock exchanges, hosted on the Company's website:www.nbventures.com and published in newspapers.

14. The items of business covered by this Postal Ballot will not be transacted at any General Meeting even though Members who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the General Meeting.

15. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary, Nava Bharat Ventures Limited, 6-3-1109/1, 'Nava Bharat Chambers', Raj Bhavan Road, Hyderabad – 500 082.

16. Members have option to vote either through e-voting or through Postal Ballot Form. E-voting will commence on 25-06-2014 from 9:00 A.M. and end on 24-07-2014 at 6:00 P.M. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-a-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid.

E-Voting Facility:

In pursuance of Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an alternative, for its shareholders, to enable them to cast their vote electronically instead of dispatching Postal Ballot. The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

(i) Log on to the e-voting website www.evotingindia.com during the voting period.

(ii) Click on "Shareholders" tab.

(iii) Now, select the "NAVA BHARAT VENTURES LIMITED" from the drop down menu and click on "SUBMIT".

(iv) Now Enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in Demat form and have already voted earlier on www.evotingindia.com for a voting of any Company, then your existing password is to be used. If you are a first time user follow the steps given below.

(vii) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	**For Members holding shares in Physical Form**
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
DOB	Enter the Date of Birth as 30/05/2014	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number NBVTL1234H in the PAN field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the relevant EVSN on which you choose to vote.

(xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

(xvi) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporates. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy of Notice [for members whose e-mail IDs are not registered with the Company/ depository participant(s) or requesting physical copy]:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above, to cast vote.

(B) The voting period begins on 25.06.2014 at 9.00 a.m. and ends on 24.07.2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (13.06.2014), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be able to change it subsequently.

(C) In case of having any queries or issues regarding e-voting, please refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at https://www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

General

a) Voting by Postal Ballot, both in physical form and e-Voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorised person. It cannot be exercised by a proxy.

b) Voting rights shall be reckoned on the number of fully paid up equity shares registered in the name of the shareholders on the cutoff date fixed for the purpose i.e. 13.06.2014.

c) Voting period commences on and from 9.00 a.m. on 25.06.2014 and ends at 6.00 p.m. on 24.07.2014.

d) The date of declaration of results of the postal ballot (i.e. 26.07.2014) shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

NAVA BHARAT VENTURES LIMITED

Regd.Office : 6-3-1109/1,`Nava Bharat Chambers', Raj Bhavan Road, Hyderabad – 500 082, Telangana
Tel : +91 40 23403501 / 40345999
Fax : +91 40 23403013; E-mail : nbvl@nbv.in; Website: www.nbventures.com
CIN: L27101TG1972PLC001549

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NOTICE OF POSTAL BALLOT

Members of the Company are hereby informed that the Company has on 24th June, 2014 completed the dispatch of Notice under Section 110 of the Companies Act, 2013, read with Rule 22 of Companies (Management and Administration) Rules 2014 along with Explanatory Statement; postal ballot form and self-addressed postage pre paid envelope for seeking members' consent by way of Special Resolutions for matters set out in the Notice dated 30th May, 2014. The business is to be transacted by Postal Ballot which includes voting by electronic means.

The Board of Directors of the Company appointed Mrs.P.Renuka, Practising Company Secretary, as the Scrutinizer for conducting the Postal Ballot.

E-voting period commences on and from 25th June, 2014 at 9.00 a.m. and ends on 24th July, 2014 at 6.00 p.m. Members may please return the Ballot form duly completed in all respects in the self-addressed postage pre-paid envelope attached along with the Notice so as to reach the Scrutinizer on or before 24th July, 2014. Postal Ballot Forms received after that date will strictly be treated as if reply from such member has not been received. Voting whether by post or by electronic means shall not be allowed beyond the said date and time.

A member may exercise voting either by physical ballot or e-voting. For casting vote, the members are requested to read the instructions printed in the Postal Ballot Notice carefully.

The Scrutinizer will submit report to the Chairman of the Company and the result of the voting by postal ballot will be announced on 26th July, 2014. The Result will also be posted on the Company's website: www.nbventures.com.

Shareholders who do not receive the Postal Ballot Form may apply to the Company and obtain a duplicate thereof.

Any query in relation to the resolutions proposed to be passed by Postal Ballot or voting by Postal Ballot including voting by electronic means may be addressed to Company Secretary, Nava Bharat Ventures Limited, 6-3-1109/1, 'Nava Bharat Chambers', Raj Bhavan Road, Hyderabad – 500 082.

Contact details of the person responsible to address the grievances connected with the voting by postal ballot including voting by electronic means: Sri M.Subrahmanyam, Company Secretary & Vice President, Nava Bharat Ventures Limited, 6-3-1109/1, 'Nava Bharat Chambers', Raj Bhavan Road, Hyderabad, Telangana State.

By Order of the Board
For Nava Bharat Ventures Limited

M.Subrahmanyam
Company Secretary
& Vice President

Hyderabad, 24th June, 2014