KARVY | INVESTMENT BANKING

KISL/IB/NBVL/2019-20/027
May 31, 2019

National Stock Exchange of India Limited
Bandra Kurla Complex
Bandra East
Mumbai - 400 051

Dear Sir

Sub: Filing of Public Announcement for the Buy Back of equity shares by Nava Bharat Ventures Limited from Open Market through Stock Exchanges.

With reference to above, we are pleased to inform you that we have been appointed as Merchant Banker by **M/s Nava Bharat Ventures Limited**, for their proposed Buy Back Offer.

In this regard, please find enclosed herewith the following documents:

(1) Public Announcement dated May 30, 2019 published in all India editions of Financial Express (English) and Jansatta (Hindi) and Nava Telangana (Telugu) of Hyderabad edition on May 31, 2019 - **Annexure - I**

(2) Declaration of Solvency

(3) Copy of Company's Letter dated May 29, 2019 submitted to BSE and SEBI with regard to outcome of Board Meeting.

(4) A CD containing the soft copy of the Public Announcement of Nava Bharat Ventures Limited in PDF Format.

(5) Undertaking regarding the compliance of various requirements as per the SEBI Buy-Back regulations.

(6) Copies of Appointment Letters issued to Manager to the Buyback Offer (Karvy Investor Services Limited) and Broker to the Buyback Offer (Karvy Stock Broking Limited).

(7) Undertaking and Letter both dated May 30, 2019 issued by Karvy Stock Broking Limited as Broker to the Buyback Offer.

This is for your information and record please.

Thanking you,

Yours faithfully,
For **KARVY INVESTOR SERVICES LIMITED**

T R Prashanth Kumar
Whole Time Director & CEO

KARVY INVESTOR SERVICES LIMITED

Encl: as above

Karvy Investor Services Limited
Address for correspondence : Hyderabad : Plot No 31, 8th Floor, Karvy Millennium, Nanakramguda, Financial District Gachibowli, Hyderabad 500 032, Telangana. Tel:+91 40 2342 8774| 23312454 | Fax: +91 40 23374714
Mumbai : 701, Hallmark Business Plaza, Sant Dhyaneshwar Marg, Bandra (E), Mumbai - 400051 | Tel: +91 22 61491500 | Fax: +91 22 61491515
Registered Office: 'Karvy House', 46, Avenue 4, Street No 1, Banjara Hills, Hyderabad - 500 034
E-mail: cmg@karvy.com / igmbd@karvy.com | www.karvyinvestmentbanking.com
CIN No. : U67120TG1997PLC026253 | SEBI Registration No. MB/INM000008365

NAVA BHARAT VENTURES LIMITED

Corporate Identification Number (CIN):L27101TG1972PLC001549

Registered Office: 6-3-1109/1, Nava Bharat Chambers, Raj Bhavan Road, Hyderabad- 500 082, Telangana, India. **Tel.:**+91 40 23403501 / 23403540, **Fax:** +91 40 23403013 & 080 6688 6121, **Email:** investorservices@nbv.in; **Website:**www.nbventures.com
Company Secretary and Compliance Officer: Mr. VSN Raju

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF NAVA BHARAT VENTURES LIMITED FOR THE BUYBACK OF EQUITY SHARES FROM THE OPEN MARKET THROUGH STOCK EXCHANGES UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED.

This Public Announcement ("**Public Announcement**") is being made in relation to the Buyback (defined hereinafter) of Equity Shares (defined hereinafter) by Nava Bharat Ventures Limited (the "**Company**") from the open market through BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**" and together with the BSE, the "**Stock Exchanges**"), pursuant to the provisions of Regulation 16(iv)(b) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments thereto from time to time ("**Buyback Regulations**"), and contains the disclosures as specified in Schedule IV to the Buyback Regulations read with Schedule I of the Buyback Regulations.

OFFER FOR BUY-BACK OF EQUITY SHARES OF FACE VALUE OF ₹ 2 (RUPEES TWO) EACH FROM OPEN MARKET THROUGH STOCK EXCHANGES.

Part A - Disclosures in accordance with Schedule I of the Buyback Regulations

1. THE DETAILS OF BUYBACK OFFER AND OFFER PRICE

1.1 Pursuant to the provisions of Sections 68, 69, 70, and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Companies Act**" or "**Act**") and in accordance with the Companies (Share Capital and Debentures) Rules, 2014, as amended(the "Share Capital Rules") to the extent applicable, and the provisions of the Buyback Regulations, Article 17 of the Articles of Association of the Company, and pursuant to the resolutions passed by the Board of Directors of the Company (the "**Board**" or the "**Board of Directors**") at their meeting held on May 29, 2019 (the "**Board Meeting**") approved the buyback of the Company's fully paid-up equity shares of the face value of ₹ 2 (Two) each (the "**Equity Shares**") from its shareholders/beneficial owners, other than those who are the members of promoters, promoter group and persons in control of the Company (herein after collectively referred to as the "**Promoters**") from the open market through stock exchange mechanism i.e. using the electronic trading facilities of the Stock Exchanges for a total amount not exceeding ₹ 2500.00 lakhs (Rupees Two Thousand Five Hundred lakhs only) (the "**Maximum Buyback Size**"), and at a price not exceeding ₹160/- (Rupees One Hundred and Sixty only) per Equity Share ("**Maximum Buyback Price**"), payable in cash (the process being referred hereinafter as "**Buyback**"). The Maximum Buyback Size and Maximum Buyback Price do not include brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and service tax (if any), stamp duty and other transaction charges (collectively referred toas "**Transaction Costs**")

1.2 The Maximum Buyback Size represents 0.86% and 0.69% of the aggregate of total paid-up share capital and free reserves of the Company based on the audited standalone and consolidated financial statements of the Company respectively, as at March 31, 2019 (being the date of the last audited financial statements of the Company), for a price not exceeding ₹160 (Rupees One Hundred and Sixty only) per Equity Share ("**Maximum Buyback Price**")from all shareholders of the Company excluding promoters, promoter group and persons who are in control of the Company, as the terms are respectively defined in the SEBI Buyback Regulations ("**Promoters**") ("**Buyback**"). The Buyback period extends from May 29, 2019, i.e., the date of the Board approval to the date on which the final payment of consideration for the Equity Shares bought back by the Company is made ("**Buyback Period**").

1.3 At the Maximum Buyback Price and for Maximum Buyback Size, the indicative maximum number of Equity Shares to be bought back are 15,62,500 (Fifteen Lakh Sixty Two Thousand Five Hundred) Equity Shares ("**Maximum Buyback Shares**"), which is 0.87% of the total paid up equity share capital of the Company. If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size.

1.4 Further, in accordance with Buyback Regulations, the Company shall utilize at least 50% of the amount earmarked as the Maximum Buyback Size for the Buyback, i.e., ₹1250.00 Lakhs (Rupees One Thousand Two Hundred and Fifty lakhs only) ("**Minimum Buyback Size**") and based on the Minimum Buyback Size and the Maximum Buyback Price, the Company will purchase an indicative minimum of 7,81,250 (Seven Lakh Eighty one Thousand Two Hundred and Fifty) Equity Shares ("**Minimum Buyback Shares**") in the Buyback.

1.5 The Buyback will be implemented by the Company out of its securities premium account, free reserves, and/or such other sources as may be permitted under Section 68(1) of the Act and in accordance with Regulation 4(ix) of the Buyback Regulations and in accordance with Regulation 4(iv)(b)(ii) of the Buyback Regulations and shall be from the open market purchases through the Stock Exchanges, by the order matching mechanism except 'all or none' order matching system, as provided under the Buyback Regulations.

1.6 A copy of this Public Announcement is available on the Company's website (www.nbventures.com) and is expected to be available on the website of the Securities and Exchange Board of India ("**SEBI**"), (www.sebi.gov.in) and on the websites of Stock Exchanges, (i.e. www.bseindia.com and www.nseindia.com) during the period of the Buyback.

2. NECESSITY FOR THE BUY-BACK

2.1 In continuation of the Company's efforts to effectively utilize its resources, it is proposed to Buyback its own Equity Shares for an aggregate amount not exceeding the Maximum Buyback Size being 0.86% and 0.69%of the paid-up share capital

10 REPORT BY THE COMPANY'S AUDITORS

The text of the report dated May 29, 2019 received from M/s Walker Chandiok & Co LLP, the statutory auditor of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

UDIN No : 19207660AAAAAK2639

Independent Auditor's Report on proposed buy-back of equity shares pursuant to the requirements of clause (xi) of the Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018

To,
The Board of Directors
Nava Bharat Ventures Limited
Nava Bharat Chambers, Raj Bhavan Road , Hyderabad- 500 082, Telangana, India.

1. This report is issued in accordance with the terms of our engagement letter dated 27 May 2019 with Nava Bharat Ventures Limited (the 'Company').
2. The management of the Company has prepared the accompanying Annexure A- Statement of permissible capital payment as on 31 March 2019 ('the Statement') pursuant to the proposed buy-back of equity shares approved by the Board of Directors of the Company in their meeting held on 29 May 2019, in accordance with the provisions of sections 68, 69 and 70 of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ('the SEBI buy-back regulations). The Statement contains the computation of amount of permissible capital payment towards buy-back of equity shares in accordance with the requirements of section 68(2)(b)(i) of the Act and based on the latest audited consolidated and standalone financial statements for the year ended 31 March 2019. We have initialed the Statement for the identification purposes only.

Management's Responsibility for the Statement

3. The preparation of the Statement in accordance with the requirements of section 68(2)(b)(i) of the Act and ensuring compliance with the SEBI buy-back regulations, is the responsibility of the management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting at which the proposal for buy-back was approved; and will not be rendered insolvent within a period of one year from the date of the Board meeting at which the proposal for buy-back was approved by the Board of Directors of the Company, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016.

Auditor's Responsibility

5. Pursuant to the requirements of the SEBI buy-back regulations, it is our responsibility to provide reasonable assurance on whether:

a) we have inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended 31 March 2019;

b) the amount of permissible capital payment, as stated in the Statement, has been properly determined considering the audited consolidated and standalone financial statements for the year ended 31 March 2019 in accordance with section 68(2)(b)(i) of the Act;

c) the Board of Directors of the Company, in its meeting held on 29 May 2019, has formed the opinion as specified in clause (x) of Schedule I to the SEBI buy-back regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date.

6. The audited financial statements, referred to in paragraph 5 above, have been audited by us, on which we have issued unmodified audit opinion vide our report dated 29 May 2019. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the 'ICAI'). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
7. We conducted our examination of the Statement in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' ('Guidance Note'), issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.
9. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the

2.4. The Company proposes to implement the Buyback out of its securities premium account and other free reserves. The amount required by the Company for the Buyback(including Transaction Costs) will be funded from the internal accruals or cash balance available with the Company and/or from liquidation of financial instruments or any other sources available with the Company as permitted by the Buyback Regulations and on such terms and conditions as the Board may decide from time to time at its absolute discretion. In terms of Section 69 of the Act, the Company shall transfer from its free reserves and/or securities premium account a sum equal to the nominal value of the Equity Shares which are purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements.

3. PROPOSED TIMETABLE FOR BUY-BACK

Activity	Date
Date of Board Meeting approving the Buyback	Wednesday, 29th May 2019
Date of publication of the Public Announcement	Friday, 31st May 2019
Date of commencement of the Buyback	Monday, June 10, 2019
Acceptance of Equity Shares accepted in dematerialized mode Extinguishment of Shares	Upon the relevant pay-out by the Stock Exchanges. Equity Shares bought back are in dematerialized will be extinguished in the manner specified in the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended and the bye-laws framed thereunder.
Last Date for the Buyback	Earlier of: (a) December 09, 2019 [i.e., 6 months from the date of Opening of the Buyback]; or (b) when the Company completes the Buyback by deploying the amount equivalent to the Maximum Buyback Size; or (c) at such earlier date as may be determined by the Board, after giving notice of such earlier closure, subject to the Company having deployed an amount equivalent to the Minimum Buyback Size (even if the Maximum Buyback Size has not been reached or the Maximum Buyback Shares have not been bought back), however that all payment obligations relating to the Buyback shall be completed before the last date for the Buyback.

4. PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUYBACK

4.1 The Buyback is open to all beneficial owners holding Equity Shares in dematerialized form **("Demat Shares").** The Promoters, the Promoter Group and Persons who are in control of the company shall not participate in the Buyback.

4.2. Further, as required under the Companies Act and Buyback Regulations, the Company shall not purchase locked-in Equity Shares or non-transferable Equity Shares, in the Buyback, or until the pendency of the lock-in, or until the Equity Shares become transferable, as applicable. The Company has no partly paid shares or Equity Shares with call in arrears.

4.3. The Buyback will be implemented by the Company by way of open market purchases through the Stock Exchanges, through the order matching mechanism except "all or none" order matching system, as provided under the Buyback Regulations.

4.4. For the implementation of the Buyback, the Company has appointed Karvy Stock Broking Limited as the registered broker **("Company's Broker")** through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

Karvy Stock Broking Limited
Karvy Millennium, Plot No. 31, Financial District, Gachibowli, Hyderabad – 500 032, Telangana.
Tel No.1800 419 8283, **Fax No.**+91 40 23311968, **Email:** service@karvy.com, **Website:** www.karvyonline.com,
Contact Person: Mr G Suresh Kumar, **Contact Number**: +91 40 33216775.

4.5 The Equity Shares are traded in compulsory dematerialised mode under the trading code(s) 513023 at BSE and NBVENTURES at NSE. The ISIN of the Equity Shares of the Company is INE725A01022.

4.6 The Company, shall, commencing from June 10, 2019 (i.e., the date of opening of the Buyback), place "buy" orders on the BSE and/or NSE on the normal trading segment to Buyback the Equity Shares through the Company's Broker in such quantity and at such price, not exceeding the Maximum Buyback Price of ₹160 (Rupees One Hundred and Sixty only) per

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF NAVA BHARAT VENTURES LIMITED FOR THE BUYBACK OF EQUITY SHARES FROM THE OPEN MARKET THROUGH STOCK EXCHANGES UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED.

This Public Announcement ("**Public Announcement**") is being made in relation to the Buyback (defined hereinafter) of Equity Shares (defined hereinafter) by Nava Bharat Ventures Limited (the "**Company**") from the open market through BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**" and together with the BSE, the "**Stock Exchanges**"), pursuant to the provisions of Regulation 16(iv)(b) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments thereto from time to time ("**Buyback Regulations**"), and contains the disclosures as specified in Schedule IV to the Buyback Regulations read with Schedule I of the Buyback Regulations.

OFFER FOR BUY-BACK OF EQUITY SHARES OF FACE VALUE OF ₹ 2 (RUPEES TWO) EACH FROM OPEN MARKET THROUGH STOCK EXCHANGES.

Part A - Disclosures in accordance with Schedule I of the Buyback Regulations

1. THE DETAILS OF BUYBACK OFFER AND OFFER PRICE

1.1 Pursuant to the provisions of Sections 68, 69, 70, and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Companies Act**" or "**Act**") and in accordance with the Companies (Share Capital and Debentures) Rules, 2014, as amended(the "Share Capital Rules") to the extent applicable, and the provisions of the Buyback Regulations, Article 17 of the Articles of Association of the Company, and pursuant to the resolutions passed by the Board of Directors of the Company (the "**Board**" or the "**Board of Directors**") at their meeting held on May 29, 2019 (the "**Board Meeting**") approved the buyback of the Company's fully paid-up equity shares of the face value of ₹ 2 (Two) each (the "**Equity Shares**") from its shareholders/beneficial owners, other than those who are the members of promoters, promoter group and persons in control of the Company (herein after collectively referred to as the "**Promoters**") from the open market through stock exchange mechanism i.e. using the electronic trading facilities of the Stock Exchanges for a total amount not exceeding ₹ 2500.00 lakhs (Rupees Two Thousand Five Hundred lakhs only) (the "**Maximum Buyback Size**"), and at a price not exceeding ₹160/- (Rupees One Hundred and Sixty only) per Equity Share ("**Maximum Buyback Price**"), payable in cash (the process being referred hereinafter as **"Buyback"**). The Maximum Buyback Size and Maximum Buyback Price do not include brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and service tax (if any), stamp duty and other transaction charges (collectively referred toas **"Transaction Costs"**)

1.2 The Maximum Buyback Size represents 0.86% and 0.69% of the aggregate of total paid-up share capital and free reserves of the Company based on the audited standalone and consolidated financial statements of the Company respectively, as at March 31, 2019 (being the date of the last audited financial statements of the Company), for a price not exceeding ₹160 (Rupees One Hundred and Sixty only) per Equity Share (**"Maximum Buyback Price"**)from all shareholders of the Company excluding promoters, promoter group and persons who are in control of the Company, as the terms are respectively defined in the SEBI Buyback Regulations (**"Promoters"**) (**"Buyback"**). The Buyback period extends from May 29, 2019, i.e., the date of the Board approval to the date on which the final payment of consideration for the Equity Shares bought back by the Company is made (**"Buyback Period"**).

1.3 At the Maximum Buyback Price and for Maximum Buyback Size, the indicative maximum number of Equity Shares to be bought back are 15,62,500 (Fifteen Lakh Sixty Two Thousand Five Hundred) Equity Shares (**"Maximum Buyback Shares"**), which is 0.87% of the total paid up equity share capital of the Company. If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size.

1.4 Further, in accordance with Buyback Regulations, the Company shall utilize at least 50% of the amount earmarked as the Maximum Buyback Size for the Buyback, i.e., ₹1250.00 Lakhs (Rupees One Thousand Two Hundred and Fifty lakhs only) (**"Minimum Buyback Size"**) and based on the Minimum Buyback Size and the Maximum Buyback Price, the Company will purchase an indicative minimum of 7,81,250 (Seven Lakh Eighty one Thousand Two Hundred and Fifty) Equity Shares (**"Minimum Buyback Shares"**) in the Buyback.

1.5 The Buyback will be implemented by the Company out of its securities premium account, free reserves, and/or such other sources as may be permitted under Section 68(1) of the Act and in accordance with Regulation 4(ix) of the Buyback Regulations and in accordance with Regulation 4(iv)(b)(ii) of the Buyback Regulations and shall be from the open market purchases through the Stock Exchanges, by the order matching mechanism except 'all or none' order matching system, as provided under the Buyback Regulations.

1.6 A copy of this Public Announcement is available on the Company's website (www.nbventures.com) and is expected to be available on the website of the Securities and Exchange Board of India (**"SEBI"**), (www.sebi.gov.in) and on the websites of Stock Exchanges, (i.e. www.bseindia.com and www.nseindia.com) during the period of the Buyback.

2. NECESSITY FOR THE BUY-BACK

2.1 In continuation of the Company's efforts to effectively utilize its resources, it is proposed to Buyback its own Equity Shares for an aggregate amount not exceeding the Maximum Buyback Size being 0.86% and 0.69%of the paid-up share capital and free reserves based on the audited financial statements of the Company as at March 31, 2019 on standalone and consolidated basis respectively, from the open market through Stock Exchanges. The Buyback is expected to achieve to (a) Reduce the outstanding number of Equity Shares and consequently increase earnings per share (**"EPS"**) over a period of time;(b)Effectively utilize available cash; and(c) Improve key return ratios like return on equity capital. The Company believes that the Buyback will create long term value for continuing shareholders.

3. MAXIMUM AMOUNT, ITS PERCENTAGE OF THE TOTAL PAID-UP CAPITAL & SOURCES OF FUNDS FROM WHICH BUYBACK WOULD BE FINANCED

3.1 The Maximum Buyback Size i.e. ₹ 2500.00 lakhs (Rupees Two Thousand Five Hundred lakhs only) (excluding Transaction Costs), is 0.86% and 0.69% of the aggregate of the fully paid up equity share capital and free reserves as per the last audited standalone and consolidated financial statements of the Company, respectively, as at March 31, 2019

3.2 The Buyback (including the Transaction Costs) would be financed out of free reserves of the Company and/or such other sources as may be permitted by the Buyback Regulations and the Companies Act, and on such terms and conditions as the Board may deem fit. The Company shall transfer from its free reserves a sum equal to the face value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited financial statements.

4. BASIS FOR ARRIVING AT THE MAXIMUM BUY-BACK PRICE AND OTHER DETAILS

4.1 The Maximum Buyback Price of 160 (Rupees One Hundred and Sixty only) per Equity Share has been arrived at after considering various factors, including average of the weekly high and low of the closing share price of the Equity Shares of the Company on the Stock Exchanges, the net worth of the Company and the potential impact of the Buyback on the EPS of the Company. The Maximum Buyback Price excludes the Transaction Costs.

4.2 The Maximum Buyback Price represents: (i) a premium of 54.72% and 55.62% over the volume weighted average market

10 REPORT BY THE COMPANY'S AUDITORS

The text of the report dated May 29, 2019 received from M/s Walker Chandiok & Co LLP, the statutory auditor of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

UDIN No : 19207660AAAAAK2639

Independent Auditor's Report on proposed buy-back of equity shares pursuant to the requirements of clause (xi) of the Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018

To,
The Board of Directors
Nava Bharat Ventures Limited
Nava Bharat Chambers, Raj Bhavan Road , Hyderabad- 500 082, Telangana, India.

1. This report is issued in accordance with the terms of our engagement letter dated 27 May 2019 with Nava Bharat Ventures Limited (the 'Company').

2. The management of the Company has prepared the accompanying Annexure A- Statement of permissible capital payment as on 31 March 2019 ('the Statement') pursuant to the proposed buy-back of equity shares approved by the Board of Directors of the Company in their meeting held on 29 May 2019, in accordance with the provisions of sections 68, 69 and 70 of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ('the SEBI buy-back regulations). The Statement contains the computation of amount of permissible capital payment towards buy-back of equity shares in accordance with the requirements of section 68(2)(b)(i) of the Act and based on the latest audited consolidated and standalone financial statements for the year ended 31 March 2019. We have initialed the Statement for the identification purposes only.

Management's Responsibility for the Statement

3. The preparation of the Statement in accordance with the requirements of section 68(2)(b)(i) of the Act and ensuring compliance with the SEBI buy-back regulations, is the responsibility of the management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

4. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting at which the proposal for buy-back was approved; and will not be rendered insolvent within a period of one year from the date of the Board meeting at which the proposal for buy-back was approved by the Board of Directors of the Company, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016.

Auditor's Responsibility

5. Pursuant to the requirements of the SEBI buy-back regulations, it is our responsibility to provide reasonable assurance on whether:

a) we have inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended 31 March 2019;

b) the amount of permissible capital payment, as stated in the Statement, has been properly determined considering the audited consolidated and standalone financial statements for the year ended 31 March 2019 in accordance with section 68(2)(b)(i) of the Act;

c) the Board of Directors of the Company, in its meeting held on 29 May 2019, has formed the opinion as specified in clause (x) of Schedule I to the SEBI buy-back regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date.

6. The audited financial statements, referred to in paragraph 5 above, have been audited by us, on which we have issued unmodified audit opinion vide our report dated 29 May 2019. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the 'ICAI'). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.

7. We conducted our examination of the Statement in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' ('Guidance Note'), issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.

9. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matters mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the matters mentioned in paragraph 5 above. We have performed the following procedures in relation to the matters mentioned in paragraph 5 above:

a) Inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended 31 March 2019;

b) Examined authorization for buy back from the Articles of Association of the Company;

c) Agreed the balance of the Surplus in the Statement of Profit and Loss, Securities Premium and General Reserve as at 31 March 2019 as disclosed in the Statement with the audited financial statements;

d) Examined that the ratio of secured and unsecured debt owed by the Company, if any, is not more than twice the capital and its free reserves after such buy-back;

e) Examined that all the shares for buy-back are fully paid-up;

f) Examined that the amount of capital payment for the buy-back as detailed in the Statement is within the permissible limit computed in accordance with section 68(2)(b)(i) of the Act;

g) Inquired if the Board of Directors of the Company, in its meeting held on 29 May 2019 has formed the opinion as specified in Clause (x) of Schedule I to the SEBI buy-back regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date of the board meeting;

h) Examined minutes of the meetings of the Board of Directors;

i) Examined the Directors' declarations for the purpose of buy-back and solvency of the Company;

j) Verified the arithmetical accuracy of the Statement; and

k) Obtained appropriate representations from the management of the Company.

cash balance available with the Company and/or from liquidation of financial instruments or any other sources available with the Company as permitted by the Buyback Regulations and on such terms and conditions as the Board may decide from time to time at its absolute discretion. In terms of Section 69 of the Act, the Company shall transfer from its free reserves and/or securities premium account a sum equal to the nominal value of the Equity Shares which are purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements.

3. PROPOSED TIMETABLE FOR BUY-BACK

Activity	Date
Date of Board Meeting approving the Buyback	Wednesday, 29th May 2019
Date of publication of the Public Announcement	Friday, 31st May 2019
Date of commencement of the Buyback	Monday, June 10, 2019
Acceptance of Equity Shares accepted in dematerialized mode Extinguishment of Shares	Upon the relevant pay-out by the Stock Exchanges. Equity Shares bought back are in dematerialized will be extinguished in the manner specified in the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended and the bye-laws framed thereunder.
Last Date for the Buyback	Earlier of: (a) December 09, 2019 [i.e., 6 months from the date of Opening of the Buyback]; or (b) when the Company completes the Buyback by deploying the amount equivalent to the Maximum Buyback Size; or (c) at such earlier date as may be determined by the Board, after giving notice of such earlier closure, subject to the Company having deployed an amount equivalent to the Minimum Buyback Size (even if the Maximum Buyback Size has not been reached or the Maximum Buyback Shares have not been bought back), however that all payment obligations relating to the Buyback shall be completed before the last date for the Buyback.

4. PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUYBACK

4.1 The Buyback is open to all beneficial owners holding Equity Shares in dematerialized form **("Demat Shares")**. The Promoters, the Promoter Group and Persons who are in control of the company shall not participate in the Buyback.

4.2. Further, as required under the Companies Act and Buyback Regulations, the Company shall not purchase locked-in Equity Shares or non-transferable Equity Shares, in the Buyback, or until the pendency of the lock-in, or until the Equity Shares become transferable, as applicable. The Company has no partly paid shares or Equity Shares with call in arrears.

4.3. The Buyback will be implemented by the Company by way of open market purchases through the Stock Exchanges, through the order matching mechanism except "all or none" order matching system, as provided under the Buyback Regulations.

4.4. For the implementation of the Buyback, the Company has appointed Karvy Stock Broking Limited as the registered broker (**"Company's Broker"**) through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

Karvy Stock Broking Limited
Karvy Millennium, Plot No. 31, Financial District, Gachibowli, Hyderabad – 500 032, Telangana.
Tel No.1800 419 8283, **Fax No**.+91 40 23311968, **Email:** service@karvy.com, **Website:** www.karvyonline.com,
Contact Person: Mr G Suresh Kumar, **Contact Number**: +91 40 33216775.

4.5 The Equity Shares are traded in compulsory dematerialised mode under the trading code(s) 513023 at BSE and NBVENTURES at NSE. The ISIN of the Equity Shares of the Company is INE725A01022.

4.6 The Company, shall, commencing from June 10, 2019 (i.e., the date of opening of the Buyback), place "buy" orders on the BSE and/or NSE on the normal trading segment to Buyback the Equity Shares through the Company's Broker in such quantity and at such price, not exceeding the Maximum Buyback Price of ₹160 (Rupees One Hundred and Sixty only) per Equity Share, as it may deem fit, depending upon the prevailing market price of the Equity Shares on the Stock Exchanges. When the Company has placed an order for Buyback of Equity Shares, the identity of the Company as a purchaser would be available to the market participants of the Stock Exchanges.

4.7 Procedure for Buy-back of Demat Shares: Beneficial owners holding Demat Shares who desire to sell their Equity Shares in the Buyback, would have to do so through their stock broker, who is a registered member of either of the Stock Exchanges by indicating to their broker the details of the equity shares they intend to sell whenever the Company has placed a "buy" order for Buy-back of the equity shares. The Company shall place a "buy" order for Buyback of Demat Shares, by indicating to the Company's Broker, the number of Equity Shares it intends to buy along with a price for the same. The trade would be executed at the price at which the order matches the price tendered by the beneficial owners and that price would be the Buyback price for that beneficial owner. The execution of the order, issuance of contract note and delivery of the stock to the member and receipt of payment would be carried out by the Company's Broker, as applicable, in accordance with the requirements of the Stock Exchanges and SEBI. Orders for Equity Shares can be placed on thetrading days of the Stock Exchanges. The Company is under no obligation to place"buy" order on a daily basis. The orders for buying back the Equity Shares will be placedon normal trading segment of Stock Exchange at least once a week. .

4.8 It may be noted that a uniform price would not be paid to all the shareholders/beneficial owners pursuant to the Buyback and that the same would depend on the price at which the trade with that shareholder/beneficial owner was executed.

4.9 **Procedure for Buyback of Physical Shares:** As per the proviso to Regulation 40(1) ofthe Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018) read with SEBI notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 and the press release dated March 27, 2019 issued by SEBI, effective from April 1, 2019, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Hence, public shareholders of the Company desirous of

NAVA BHARAT VENTURES LIMITED

Corporate Identification Number (CIN):L27101TG1972PLC001549

Registered Office: 6-3-1109/1, Nava Bharat Chambers, Raj Bhavan Road, Hyderabad- 500 082, Telangana, India. **Tel.:**+91 40 23403501 / 23403540, **Fax:** +91 40 23403013 & 080 6688 6121, **Email:** investorservices@nbv.in; **Website:**www.nbventures.com
Company Secretary and Compliance Officer: Mr. VSN Raju

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF NAVA BHARAT VENTURES LIMITED FOR THE BUYBACK OF EQUITY SHARES FROM THE OPEN MARKET THROUGH STOCK EXCHANGES UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED.

This Public Announcement ("**Public Announcement**") is being made in relation to the Buyback (defined hereinafter) of Equity Shares (defined hereinafter) by Nava Bharat Ventures Limited (the "**Company**") from the open market through BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**" and together with the BSE, the "**Stock Exchanges**"), pursuant to the provisions of Regulation 16(iv)(b) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments thereto from time to time ("**Buyback Regulations**"), and contains the disclosures as specified in Schedule IV to the Buyback Regulations read with Schedule I of the Buyback Regulations.

OFFER FOR BUY-BACK OF EQUITY SHARES OF FACE VALUE OF ₹ 2 (RUPEES TWO) EACH FROM OPEN MARKET THROUGH STOCK EXCHANGES.

Part A - Disclosures in accordance with Schedule I of the Buyback Regulations

1. THE DETAILS OF BUYBACK OFFER AND OFFER PRICE

1.1 Pursuant to the provisions of Sections 68, 69, 70, and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Companies Act**" or "**Act**") and in accordance with the Companies (Share Capital and Debentures) Rules, 2014, as amended(the "Share Capital Rules") to the extent applicable, and the provisions of the Buyback Regulations, Article 17 of the Articles of Association of the Company, and pursuant to the resolutions passed by the Board of Directors of the Company (the "**Board**" or the "**Board of Directors**") at their meeting held on May 29, 2019 (the "**Board Meeting**") approved the buyback of the Company's fully paid-up equity shares of the face value of ₹ 2 (Two) each (the "**Equity Shares**") from its shareholders/beneficial owners, other than those who are the members of promoters, promoter group and persons in control of the Company (herein after collectively referred to as the "**Promoters**") from the open market through stock exchange mechanism i.e. using the electronic trading facilities of the Stock Exchanges for a total amount not exceeding ₹ 2500.00 lakhs (Rupees Two Thousand Five Hundred lakhs only) (the "**Maximum Buyback Size**"), and at a price not exceeding ₹160/- (Rupees One Hundred and Sixty only) per Equity Share ("**Maximum Buyback Price**"), payable in cash (the process being referred hereinafter as **"Buyback").** The Maximum Buyback Size and Maximum Buyback Price do not include brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and service tax (if any), stamp duty and other transaction charges (collectively referred toas **"Transaction Costs"**)

1.2 The Maximum Buyback Size represents 0.86% and 0.69% of the aggregate of total paid-up share capital and free reserves of the Company based on the audited standalone and consolidated financial statements of the Company respectively, as at March 31, 2019 (being the date of the last audited financial statements of the Company), for a price not exceeding ₹160 (Rupees One Hundred and Sixty only) per Equity Share ("**Maximum Buyback Price**")from all shareholders of the

10 REPORT BY THE COMPANY'S AUDITORS

The text of the report dated May 29, 2019 received from M/s Walker Chandiok & Co LLP, the statutory auditor of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

UDIN No : 19207660AAAAAK2639

Independent Auditor's Report on proposed buy-back of equity shares pursuant to the requirements of clause (xi) of the Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018

To,
The Board of Directors
Nava Bharat Ventures Limited
Nava Bharat Chambers, Raj Bhavan Road , Hyderabad- 500 082, Telangana, India.

1. This report is issued in accordance with the terms of our engagement letter dated 27 May 2019 with Nava Bharat Ventures Limited (the 'Company').
2. The management of the Company has prepared the accompanying Annexure A- Statement of permissible capital payment as on 31 March 2019 ('the Statement') pursuant to the proposed buy-back of equity shares approved by the Board of Directors of the Company in their meeting held on 29 May 2019, in accordance with the provisions of sections 68, 69 and 70 of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ('the SEBI buy-back regulations). The Statement contains the computation of amount of permissible capital payment towards buy-back of equity shares in accordance with the requirements of section 68(2)(b)(i) of the Act and based on the latest audited consolidated and standalone financial statements for the year ended 31 March 2019. We have initialed the Statement for the identification purposes only.

Management's Responsibility for the Statement

3. The preparation of the Statement in accordance with the requirements of section 68(2)(b)(i) of the Act and ensuring compliance with the SEBI buy-back regulations, is the responsibility of the management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting at which the proposal for buy-back was approved; and will not be rendered insolvent within a period of one year from the date of the Board meeting at which the proposal for buy-back was approved by the Board of Directors of the Company, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016.

Auditor's Responsibility

2.4. The Company proposes to implement the Buyback out of its securities premium account and other free reserves. The amount required by the Company for the Buyback(including Transaction Costs) will be funded from the internal accruals or cash balance available with the Company and/or from liquidation of financial instruments or any other sources available with the Company as permitted by the Buyback Regulations and on such terms and conditions as the Board may decide from time to time at its absolute discretion. In terms of Section 69 of the Act, the Company shall transfer from its free reserves and/or securities premium account a sum equal to the nominal value of the Equity Shares which are purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements.

3. PROPOSED TIMETABLE FOR BUY-BACK

Activity	Date
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Extinguishment of Shares	Equity Shares bought back are in dematerialized will be extinguished in the manner specified in the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended and the bye-laws framed thereunder.
Last Date for the Buyback	Earlier of: (a) December 09, 2019 [i.e., 6 months from the date of Opening of the Buyback]; or (b) when the Company completes the Buyback by deploying the amount equivalent to the Maximum Buyback Size; or (c) at such earlier date as may be determined by the Board, after giving notice of such earlier closure, subject to the Company having deployed an amount equivalent to the Minimum Buyback Size (even if the Maximum Buyback Size has not been reached or the Maximum Buyback Shares have not been bought back), however that all payment obligations relating to the Buyback shall be completed before the last date for the