

07th September, 2023

To,
The Manager
Department of Corporate Services,
BSE Limited,
Phirozee Jeejeeboy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Sub: Notice of 35th Annual General Meeting of the Company
Reg: Intimation under Regulation 30 and 34 of SEBI (LODR) Regulations, 2015
Ref.: Scrip ID: NOUVEAU
Scrip Code: 531465

Dear Sir/Ma' am,

This is to inform that in compliance with the Regulation 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 35th Annual General Meeting of the members of the Company scheduled to be held on Friday, 29th September, 2023 at 01:00 PM IST through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

The said Notice, a forming part of Annual Report is made available on the Company's website at www.nouveauglobal.com

Newspaper advertisement of Notice of 35th Annual General Meeting including book closure intimation, dispatch of Annual Report and e-voting disclosure along with other required details is being published tomorrow in the newspapers for shareholders, in compliance with the provision of Companies Act, 2013 and pursuant to Regulation 47 of SEBI (LODR), Regulations, 2015.

The above is for your information and dissemination to the public at large.

Kindly take the same on your records.

Thanking you,
Yours faithfully,

For Nouveau Global Ventures Limited

Krishan Khadaria
Managing Director
DIN: 00219096

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **35th Annual General Meeting ('AGM')** of the Members of Nouveau Global Ventures Limited will be held on **Friday, 29th September, 2023, at 1:00 P.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")** to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 including the Audited Balance Sheet as at 31st March, 2023 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mrs. Asha Khadaria (holding DIN: 00219112) who retires by rotation and being eligible offers herself for re-appointment;

SPECIAL BUSINESS:

3. **To approve, confirm and ratify the appointment of Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation:**

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

"RESOLVED THAT pursuant to the provisions of section 139(8), 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) and based on the recommendation of Audit Committee and approval of the Board of Directors, M/s. Ashok Shetty & Co, Chartered Accountants (FRN: 117134W), be and is hereby appointed, confirmed and ratified as the Statutory Auditors of the Company for the financial year 2023-24, to fill the casual vacancy caused due to the resignation of M/s. R. A. Kuvadia & Co., Chartered Accountants, (FRN.: 105487W), to hold office from August 29, 2023 till the conclusion of the 35th Annual General Meeting, on such remuneration plus applicable taxes. and out of pocket expenses. as may be recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

4. **To appoint the Statutory Auditors of the Company for the term of 5 consecutive years:**

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Ashok Shetty & Co, Chartered Accountants (FRN: 117134W), be and are hereby appointed as the Statutory Auditors of the Company, for the term of 5 years from the conclusion of this 35th Annual General Meeting until the conclusion of the 40th Annual General Meeting to be held in the year 2028 on such remuneration plus applicable taxes, and out of pocket expenses, as may be recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. To Appoint Mr. Nikhil Kumar Rungta (DIN: 08789354) as an Independent Director of the Company:

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

RESOLVED THAT Mr. Nikhil Kumar Rungta (DIN: 08789354), who was appointed as an Additional Director of the Company with effect from August 10, 2023 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Articles of Association of the Company, and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the appointment of Mr. Nikhil Kumar Rungta, that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five years, i.e., from August 10, 2023 to August 09, 2028 (both days inclusive) and who would not be liable to retire by rotation, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To re-appoint Mrs. Niraali Santosh Thingalaya (DIN: 08125213) as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors), Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, and the Articles of Association of the Company, as well as based on the recommendation of the Nomination and Remuneration Committee, Mrs. Niraali Santosh Thingalaya (DIN: 08125213), who was appointed as an Independent Director of the Company at the 30th Annual General Meeting of the Company for a period of five years, i.e., from 29th September, 2018 up to 28th September, 2023, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second consecutive term of five years, i.e., from September 29, 2023 to September 28, 2028 (both days inclusive).”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To approve transactions with related parties under section 188 of the companies act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

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

“RESOLVED THAT in supersession of resolution no. 4, passed in 34th Annual General Meeting of the Company, pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (the 'Rules'), Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any subsequent modifications, amendments or clarifications thereon, and pursuant to the approval of the Audit Committee and the Board of Directors, consent of the Company be and is hereby accorded to authorize the management of the Company to enter into Related Party Transactions, Contracts or Arrangements including Material Related Party Transactions, Contracts or Arrangements as may be appropriate with related parties as defined under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, from the Financial Year 2023-24 onwards for each Financial Year up to the maximum amount per annum as per details provided hereunder:

MAXIMUM VALUE OF CONTRACT / TRANSACTION

Name of the Related Parties	Name of interested Director(s)/ KMP(s)	Nature of Relationship	Nature of Transaction	Estimated transaction value for the financial year ending 31st March, 2023 (Rs. Crores)	Any other information relevant or important for the members to take a decision on the proposed resolution

Mystic Electronics Limited-Group Company	Mr. Krishan Khadaria, Mrs. Asha Khadaria and Mr. Mohit Khadaria	Director Mr. Krishan Khadaria, Mrs. Asha Khadaria and Mr. Mohit Khadaria are also a Director in Related Company and holds along with his relatives more than 2% of its paid-up share capital.	Forms part of item 7 of Explanatory Statement annexed to this Notice	50	None
Mukta Agriculture Limited-Group Company	Mr. Krishan Khadaria, Mrs. Asha Khadaria and Mr. Mohit Khadaria	Director Mr. Krishan Khadaria, Mrs. Asha Khadaria and Mr. Mohit Khadaria are also a Director in Related Company and holds along with his relatives more than 2% of its paid-up share capital.	Forms part of item 7 of Explanatory Statement annexed to this Notice	50	None
3M Enterprises	Mr. Mohit Khadaria	Mr. Mohit Khadaria, Additional Director is Partner in Related Partnership Firm. Mr. Krishan Khadaria is authorized Signatory of Partner Company, namely, Mukta Agriculture Limited	Forms part of item 7 of Explanatory Statement annexed to this Notice	50	None
Forever Flourishing Finance & Investment Pvt Ltd	Mr. Krishan Khadaria and Mr. Mohit Khadaria	Director Mr. Krishan Khadaria and Mr. Mohit Khadaria are Director in related Company	Forms part of item 7 of Explanatory Statement annexed to this Notice	20	None
Golden Medows Export Private Limited	Mr. Krishan Khadaria and Mr. Mohit Khadaria	Director Mr. Krishan Khadaria and Mr. Mohit Khadaria are Director in related Company	Forms part of item 7 of Explanatory Statement annexed to this Notice	20	None
Kasturi Overseas Private Limited	Mr. Krishan Khadaria and Mr. Mohit Khadaria	Director Mr. Krishan Khadaria and Mr. Mohit Khadaria are Director in related Company	Forms part of item 7 of Explanatory Statement annexed to this Notice	10	None

Mumbadevi Finance Investment Company Private Limited	Mr. Krishan Khadaria	Director Mr. Krishan Khadaria is member in related Company	Forms part of item 7 of Explanatory Statement annexed to this Notice	10	None
Attribute shares and securities Private Limited	Mr. Krishan Khadaria and Mr. Mohit Khadaria	Director Mr. Krishan Khadaria and Mr. Mohit Khadaria are Director in related Company	Forms part of item 7 of Explanatory Statement annexed to this Notice	20	None
Kashish Multi Trade Private Limited	Mr. Krishan Khadaria and Mr. Mohit Khadaria	Director Mr. Krishan Khadaria and Mr. Mohit Khadaria are Director in related Company	Forms part of item 7 of Explanatory Statement annexed to this Notice	20	None
Slogan Infotech Private Limited	Mr. Krishan Khadaria	Director Mr. Krishan Khadaria is Director in related Company	Forms part of item 7 of Explanatory Statement annexed to this Notice	25	None
Laxmiramuna Investments Private Limited	Mr. Krishan Khadaria and Mrs. Asha Khadaria	Director Mr. Krishan Khadaria and Mrs. Asha Khadaria are Director in related Company	Forms part of item 7 of Explanatory Statement annexed to this Notice	10	None
Anutham Property Developers Pvt. Ltd.	Mr. Krishan Khadaria, Mr. Mohit Khadaria and Mrs. Asha Khadaria	Director Mr. Krishan Khadaria and Mr. Mohit Khadaria are Director in related Company and Director Mrs. Asha Khadaria is a member in related Company	Forms part of item 7 of Explanatory Statement annexed to this Notice	10	None
Mitesh Polypack Pvt. Ltd.	Mr. Krishan Khadaria and Mr. Mohit Khadaria	Director Mr. Krishan Khadaria and Mr. Mohit Khadaria are Director in related Company	Forms part of item 7 of Explanatory Statement annexed to this Notice	05	None
Pearl Arcade Consultant Pvt. Ltd.	Mr. Krishan Khadaria	Director Mr. Krishan Khadaria is a Director in related Company	Forms part of item 7 of Explanatory Statement annexed to this Notice	05	None

Rajat Commercial Enterprises Pvt. Ltd.	Mr. Krishan Khadaria and Mr. Mohit Khadaria	Director Mr. Krishan Khadaria and Mr. Mohit Khadaria are Director in related Company	Forms part of item 7 of Explanatory Statement annexed to this Notice	05	None
Pearl Arcade Trading Pvt. Ltd.	Mr. Krishan Khadaria and Mrs. Asha Khadaria	Director Mr. Krishan Khadaria and Mrs. Asha Khadaria are a member in related Company	Forms part of item 7 of Explanatory Statement annexed to this Notice	05	None
Vibhuti Properties Private Limited	Mr. Krishan Khadaria and Mrs. Asha Khadaria	Director Mr. Krishan Khadaria and Mrs. Asha Khadaria are Director in related Company	Forms part of item 7 of Explanatory Statement annexed to this Notice	05	None
Sprect Private Limited	Mr. Mohit Khadaria	Director Mr. Mohit Khadaria is a Director in related Company	Forms part of item 7 of Explanatory Statement annexed to this Notice	05	None
Ona Farms Private Limited	Mr. Krishan Khadaria	Director Mr. Krishan Khadaria is member in related Company	Forms part of item 7 of Explanatory Statement annexed to this Notice	05	None
Subhkam Multimedia Private Limited	Mr. Krishan Khadaria and Mrs. Asha Khadaria	Director Mr. Krishan Khadaria and Mrs. Asha Khadaria are a member in related Company	Forms part of item 7 of Explanatory Statement annexed to this Notice	05	None
Thai Malai Golf Resort & Spa LLP	Mr. Krishan Khadaria	Director Mr. Krishan Khadaria is Partners in Related LLP	Forms part of item 7 of Explanatory Statement annexed to this Notice	05	None
Coronation Polymers Private Limited	Mrs. Asha Khadaria	Director Mrs. Asha Khadaria is a member in related Company	Forms part of item 7 of Explanatory Statement annexed to this Notice	05	None

AD-HASH Technolabs Private Limited	Mr. Mohit Khadaria	Director Mr. Mohit Khadaria is a member in related Company	Forms part of item 7 of Explanatory Statement annexed to this Notice	05	None
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RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution) be and is hereby authorised to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit and the Board is also hereby authorised to resolve and settle all questions, difficulties or doubts that may arise with regard to the said transactions and to finalize and execute all such agreements, deeds, documents and writings and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or any other officer(s) of the Company as it may consider appropriate in order to give effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in respect of the aforesaid resolution be and are hereby approved, ratified and confirmed in all respect."

By and on behalf of the Board
For Nouveau Global Ventures Limited

Registered Office:

401/A, Pearl Arcade,
Opp. P. K. Jewellers,
Daut Baug Lane, Off J. P. Road,
Andheri (West), Mumbai – 400 058

Krishan Khadaria
Managing Director
DIN: 00219096

Add: B/11, 1102/2, Oberoi Sky Garden,
3rd Cross Lane Lokhandwala Complex,
Andheri (West), Mumbai 400053

Date: 29th August, 2023

Place: Mumbai

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated April 8, 2020, April 13, 2020, May 5, 2020, and subsequent circulars issued in this regard and the latest being dated December 28, 2022 (collectively referred to as “MCA Circulars”) and Securities & Exchange Board of India (SEBI) vide its circular dated May 12, 2020, January 15, 2021, May 13, 2022 and latest being January 5, 2023, permitted for holding the Annual General Meeting (‘AGM’) through Video Conferencing/Other Audio Visual Means (VC/OAVM) facility, without the physical presence of the Members at a common venue. Hence, in compliance with the provisions of the Companies Act, 2013 (‘the Act’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and the relevant MCA & SEBI Circulars, the AGM of the Company this year as well is being conducted through VC/OAVM. The proceedings of the 35th AGM shall be deemed to be conducted at the Registered Office of the Company at 401/A, Pearl Arcade, Opp. P.K. Jewellers, Dawood Baug Lane, Off J. P. Road, Andheri (West), Mumbai- 400 058.

ALTHOUGH, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/ HERSELF, BUT SINCE THIS MEETING IS BEING HELD THROUGH VC/OAVM UNDER THE FRAMEWORK OF MCA AND SEBI, WHERE PHYSICAL PRESENCE OF MEMBERS HAS BEEN DISPENSED WITH, THE FACILITY OF APPOINTMENT OF PROXY WILL NOT BE AVAILABLE. HENCE, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.

2. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) attending the meeting through VC/ OAVM are required to send a scanned copy of its Board or governing body Resolution/ Authorisation etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting.
3. The presence of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the business to be transacted at Item No. 3,4,5,6 & 7 of this Notice is annexed herewith and the same should be taken as part of this Notice.
5. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 23rd September, 2023 to Friday, 29th September, 2023 (both days inclusive)** in connection with the AGM.
6. Members may note that the details of the Director seeking re-appointment as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) forms an integral part of the notice. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
7. Applicable statutory records and all the documents referred to in the accompanying Notice of the 35th AGM and the Explanatory Statement shall be available for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting. Such documents will also be available electronically for inspection by the members from the date of circulation of this notice upto the date of AGM and during the AGM. Members seeking to inspect such documents can send an email to nouveauglobal@gmail.com
8. Members are requested to notify immediately any change in their address, bank account details and / or e-mail id to their respective Depository Participant (DP) in respect of their electronic shares / demat accounts and in respect of physical shareholding, to the Registrar and Transfer Agent (RTA) of the Company in Form

ISR-1, at M/s. Bigshare Services Private Limited, Office No. S6-2 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (E) Mumbai – 400093. Board No: 022 – 62638200; Fax No: 022 – 62638299 | M: +7045454392; Email id.: info@bigshareonline.com.

9. **SHAREHOLDER AWARENESS:**

- a. Non-resident Indian Shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be:
- the change in the residential status on return to India for permanent settlement, and
 - the particulars of the NRE account with a Bank in India, if not furnished earlier.
- b. Mandatory update of PAN, KYC and Nomination details and linking of PAN and Aadhaar by holders of physical shares: SEBI vide its Circular dated November 3, 2021 read with December 14, 2021 has made it mandatory for the Shareholders holding shares in physical form to furnish PAN, KYC details and Nomination in the prescribed forms to the RTA of the Company.

Further, SEBI vide its Circular dated March 16, 2023, mandated all physical Shareholders to update their KYC i.e. PAN, Address with PIN code, Mobile Number, Bank Account details, Specimen Signature and nomination before September 30, 2023.

Non – updation of KYC: Folios wherein any one of the cited details/documents, (i.e. PAN, Bank Details, Address with PIN code, Mobile Number, Bank Account details, Specimen Signature and Nomination) are not available on or after October 01, 2023, shall be frozen as per SEBI Circular.

The securities in the frozen folios shall be eligible:

- To lodge any grievance or avail of any service, only after furnishing the complete documents / details as mentioned above;
- To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH13 and the said SEBI circular are available on our website at www.nouveauglobal.com

- c. In compliance with the above stated SEBI Circular, the Company has sent individual communication to its Shareholders holding shares in the physical form requesting them to update their PAN, KYC details and Nomination. In order to avoid freezing of folios, such Members are requested to furnish details in the prescribed form as mentioned in the aforesaid SEBI Circular along with the supporting documents, wherever required, to our RTA, Bigshare Services Pvt. Ltd. at info@bigshareonline.com for immediate action. A copy of such forms can be downloaded from the website of the Company at <https://www.nouveauglobal.com/investors.html> or from the website of our RTA at <https://www.bigshareonline.com/Resources.aspx>. In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest.
- d. Pursuant to the MCA's Circular, the Company shall publish a newspaper advertisement urging its Members (who have not registered their email IDs) to register their email IDs at the earliest. However, Members who have still not registered their email IDs, are requested to do so at the earliest, in the following manner:
- i. Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by submitting duly filled and signed Form ISR-1 with the RTA, Bigshare Services Pvt. Ltd. at info@bigshareonline.com. In case of any queries/difficulties in registering the e-mail address, Members may write to nouveauglobal@gmail.com.

- ii. Members holding shares in dematerialised mode are requested to register /update their e-mail address with the relevant Depository Participant. f. The Company has entered into necessary arrangement with NSDL and CDSL to enable the Shareholders to dematerialize their shareholding in the Company for which they may contact the Depository Participant of either of the above Depositories.
- e. Members are requested to contact the Company's RTA for reply to their queries/ redressal of complaints, if any at info@bigshareonline.com or contact Mr. Rajesh Agarwal, CFO at nouveauglobal@gmail.com.
- f. In terms of Regulation 40(1) of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. Members may please note that SEBI, vide its Circular dated January 25, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/ consolidation of share certificates, etc. In view of this as also to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to demat mode. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the weblink at <https://www.nouveauglobal.com/investors.html> .
- g. As per the provisions of Section 72 of the Act, the facility for making nominations is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in form ISR-3 or form SH-14, as the case may be. The said forms can be downloaded from the Company's website under the weblink at <https://www.nouveauglobal.com/investors.html> Members are requested to submit the said form to their respective DPs in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.
10. Equity Shares of the Company are traded under the compulsory demat mode on the Stock Exchange. Considering the advantages of scrip less / demat trading, shareholders are advised to get their shares dematerialized to avail the benefits of scrip less trading. b
11. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
12. Members who would like to express their views / ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at nouveauglobal@gmail.com between Monday, 18th September, 2023 (9.00 a.m. IST) and Monday, 25th September, 2023 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
13. Members desirous for any information or queries on accounts / financial statements or relating thereto are requested to send their queries at least ten days in advance of the AGM date to the Company at nouveauglobal@gmail.com. to enable the Company to collect the relevant information and answer them in the meeting.
14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.

15. **COMMUNICATION THROUGH E-MAIL:**

The situation of global warming demands preservation and protection of environment, which can be attained and / or sustained by preserving and growing more trees on the earth. In order to protect the environment, we as a responsible citizen can contribute in every possible manner. Considering this object in mind, members are requested to register his / her e-mail id to receive all communication electronically from the Company. This would also be in conformity with the legal provisions.

Members may note that the Company would communicate important and relevant information, notices, intimation, circulars, annual reports, financial statements, any event-based documents etc. in electronic form to the e-mail address of the respective members. Further, as per the statutory requirement, the above stated documents are also disseminated on the Company's website www.nouveauglobal.com.

Members are requested to support green initiative by registering their e-mail id (a) in case of electronic / demat holding with their respective Depository Participant and (b) in case of physical holding either with the RTA by sending e-mail to info@bigshareonline.com or with the Company by sending e-mail to nouveauglobal@gmail.com by quoting name and folio number.

This initiative would enable the members to receive communication promptly besides paving way for reduction in paper consumption and wastage. You would appreciate this initiative taken by the Ministry of Corporate Affairs and your Company's desire to participate in the initiative. If there is any change in e-mail id, shareholder can update his / her e-mail id in same manner as mentioned above.

Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 35th AGM and the Annual Report for the financial year 2022-23, are being sent only by email to the Members. Members may note that this Notice and Annual Report 2022-23 will be available on the Company's website www.nouveauglobal.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and website of Bigshare Services Private Limited, RTA (agency for providing the Remote e-Voting facility) i.e. <https://ivote.bigshareonline.com>.

16. **VOTING THROUGH ELECTRONICS MEANS:**

- a. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Bigshare i-vote, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below in this Notice.
- b. The Members can join the 35th AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein below in the Notice. The facility of participation at the 35th AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- c. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- d. The remote e-voting period commences on **Tuesday, September 26, 2023 (9:00 a.m. IST) and ends on Thursday, September 28, 2023 (5:00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, September 22, 2023 i.e. cut-off date, may cast their

vote electronically. The e-voting module shall be disabled by Bigshare i-vote for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

- e. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- f. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at ivote@bigshareonline.com or call us at: 1800 22 54 22. However, if he/she is already registered then he/she can use his/her existing User ID and password for casting the vote.
- g. The Board of Directors has appointed Mr. Mukesh Saraswat (Mem. No. 9992) proprietor of M/s. M K Saraswat & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- h. The Results of remote e-Voting and e-Voting at the Meeting shall be declared by the Chairman or by any other director duly authorised in this regard. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website at www.nouveauglobal.com and on the website of Bigshare at <https://ivote.bigshareonline.com> immediately after the results are declared and simultaneously communicated to the Stock Exchanges in compliance with Regulation 44(3) of the SEBI Listing Regulations.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on **Tuesday, September 26, 2023 (9:00 a.m. IST)** and ends on **Thursday, September 28, 2023 (5:00 p.m. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, September 22, 2023 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon

	<p>“Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

1. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.

- Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
- Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on **'LOGIN'** under **'INVESTOR LOGIN'** tab and then Click on **'Forgot your password?'**
- Enter **"User ID"** and **"Registered email ID"** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **'Reset'**.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on **"VIEW EVENT DETAILS (CURRENT)"** under **'EVENTS'** option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option **"IN FAVOUR"**, **"NOT IN FAVOUR"** or **"ABSTAIN"** and click on **"SUBMIT VOTE"**. A confirmation box will be displayed. Click **"OK"** to confirm, else **"CANCEL"** to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can **"CHANGE PASSWORD"** or **"VIEW/UPDATE PROFILE"** under **"PROFILE"** option on investor portal.

2. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on **"REGISTER"** under **"CUSTODIAN LOGIN"**, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.
NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on **'LOGIN'** under **'CUSTODIAN LOGIN'** tab and further Click on **'Forgot your password?'**
- Enter **"User ID"** and **"Registered email ID"** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **'RESET'**.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

3. Procedure for joining the AGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM under the dropdown option.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.

- Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM are as under:

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the Bigshare e-Voting system. Members may access by following the steps mentioned above for **Access to Bigshare e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at nouveauglobal@gmail.com. The same will be replied by the Company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting

By and on behalf of the Board

For **Nouveau Global Ventures Limited**

Registered Office:

401/A, Pearl Arcade,
Opp. P. K. Jewellers,
Daut Baug Lane, Off J. P. Road,
Andheri (West), Mumbai – 400 058

Krishan Khadaria
Managing Director
DIN: 00219096

Add: B/11, 1102/2, Oberoi Sky Garden,
3rd Cross Lane Lokhandwala Complex,
Andheri (West), Mumbai 400053

Date: 29th August, 2023

Place: Mumbai

**STATEMENT ANNEXED TO THE NOTICE SETTING OUT THE MATERIAL FACTS CONCERNING EACH
ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

ITEM NO.3

The Members of the Company at its 34th AGM held on Friday, September 30, 2022 had appointed M/s. R. A. Kuvadia & Co., Chartered Accountants, (Firm Registration No: 105487W) as Statutory Auditors of the Company to hold office from the conclusion of 34th AGM till the conclusion of 39th AGM subject to ratification of the appointment by the Members at every AGM held after the 31st AGM of the Company.

M/s. R. A. Kuvadia & Co., Chartered Accountants, (Firm Registration No: 105487W) vide letter dated August 10, 2023 have resigned from the position of Statutory Auditors of the Company, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on August 29, 2023, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act 2013, have appointed M/s. Ashok Shetty & Co., Chartered Accountants, (Firm Registration No. 117134W), to hold office as the Statutory Auditors of the Company till the conclusion of 35th AGM and to fill the casual vacancy caused by the resignation of M/s. R. A. Kuvadia & Co., Chartered Accountants, (Firm Registration No: 105487W) subject to the approval of the members in the forthcoming general meeting of the Company, on such remuneration including out of pocket and other expenses as may be decided by the shareholders of the Company as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/s. Ashok Shetty & Co., Chartered Accountants, (Firm Registration No. 117134W), to act as Statutory Auditors of the Company in place of M/s. R. A. Kuvadia & Co., Chartered Accountants, (Firm Registration No: 105487W) along with a confirmation that their appointment if made, would be within the limits prescribed under the Companies Act 2013.

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 are as under:

a) Proposed fees payable to the statutory auditor(s):

The Board of Directors of the Company, on recommendation of the Audit Committee, and subject to approval of the members of the Company at the AGM, have approved to pay a fee of Rs. 20,000/- p.a. plus applicable taxes and reimbursement of the out of pocket expenses, outlays and taxes, as may be incurred by the Auditors during the course of Audit/Limited Review for the financial year ended March 31, 2024. The Board of Directors and the audit committee shall approve revisions to the remuneration of the statutory auditors for the remaining part of the tenure.

The Board of Directors of the Company (including the Audit Committee of the Board or any officer of the Company authorised by the Board) in consultation with the Statutory Auditors, are authorised to alter and vary the terms and conditions including remuneration of the Statutory Auditors arising out of increase in scope of work, amendments to Accounting Standards or Listing Regulations and such other requirements resulting in the change in scope of work, etc.

b) Terms of appointment:

The appointment of the Statutory Auditors shall be from August 29, 2023 till the conclusion of the 35th AGM. The Letter of appointment specifying the detailed terms of appointment shall be finalized by the Audit Committee of the Board or any officer of the Company pursuant to the authority given by the Board of Directors of the Company.

c) Basis of recommendation for appointment:

Pursuant to the provisions of Section 139(8) of the Companies Act, 2013, the company has to appoint the statutory auditor to fill the casual vacancy caused due to resignation of the statutory auditor and accordingly the Board of Directors and Audit Committee, at their meeting held on August 29, 2023 considered appointment of M/s. Ashok Shetty & Co., as Statutory Auditors on the basis of size and requirements of the Company and approved and recommended the same unanimously for consideration of the members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

The Board recommends an Ordinary Resolution set out in the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the accompanying Notice.

ITEM NO.4

The Board of Directors at its meeting held on August 29, 2023, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s. Ashok Shetty & Co., Chartered Accountants, (Firm Registration No. 117134W), as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 35th AGM, till the conclusion of the 40th AGM of the Company to be held in the year 2028 at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/s. Ashok Shetty & Co., Chartered Accountants, (Firm Registration No. 117134W), to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Brief profile/credentials of M/s. Ashok Shetty & Co.:

M/s. Ashok Shetty & Co., Chartered Accountants, (Firm Registration No. 117134W), established in 1997 is an Indian Partnership firm registered with the Institute of Chartered Accountants of India (ICAI). M/s. Ashok Shetty & Co., offers a range of Assurance services, led by industry experts with deep knowledge pockets and driven by a commitment, to deliver high -quality services to all clients. The firm has over 2 Partners and over 20 staff and provides range of services inter alia under Audit & Assurance including Tax audit and Internal Financial Controls Audit.

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

A. Proposed fees payable to the Statutory Auditor(s):

The Board of Directors of the Company (including the Audit Committee of the Board or any officer of the Company authorised by the Board) in consultation with the Statutory Auditors, are authorised to alter and vary the terms and conditions including remuneration of the Statutory Auditors arising out of increase in scope of work, amendments to Accounting Standards or Listing Regulations and such other requirements resulting in the change in scope of work, etc.

B. Terms of appointment:

The appointment of the Statutory Auditors shall be from the conclusion of 35th AGM till the conclusion of the 40th AGM. The Letter of appointment specifying the detailed terms of appointment shall be finalized by the Audit Committee of the Board or any officer of the Company pursuant to the authority given by the Board of Directors of the Company.

C. In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:

The remuneration proposed for the new Statutory Auditors for the financial year 2023-24 is lesser than what has been paid to the outgoing Statutory Auditors for the financial year 2022-23. Due to ongoing fragile financial condition of the Company, it has reduced the remuneration of proposed auditor as compared to the fees paid to the outgoing Auditors. Except this, there is no other material change in the remuneration proposed to be paid to Auditors for the financial year 2023-24 and the remuneration paid to the outgoing Auditors for the financial year 2022-23.

D. Basis of recommendation for appointment:

Pursuant to the provisions of Section 139 of the Companies Act, 2013, the company shall require to appoint the statutory auditor to fill for the term of five years and accordingly the Board of Directors and Audit Committee, at their meeting held on August 29, 2023, considered appointment of M/s. Ashok Shetty & Co., Chartered Accountants, (Firm Registration No. 117134W), as Statutory Auditors for the term of five years from the conclusion of this 35th AGM till the conclusion of 40th AGM on the basis of size and requirements of the Company and recommended the same unanimously for approval of the members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

The Board recommends an Ordinary Resolution set out in the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the accompanying Notice.

ITEM NO.5

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board appointed Mr. Nikhil Kumar Rungta (DIN: 08789354) as an Additional Director of the Company and also an Independent Director not liable to retire by rotation, for a term of five years, i.e., from August 10, 2023 upto August 09, 2028 (both days inclusive), subject to approval by the Members.

Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Mr. Nikhil Kumar Rungta shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Nikhil Kumar Rungta are provided as Annexure to this Notice.

Mr. Nikhil Kumar Rungta has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Nikhil Kumar Rungta is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an

Independent Director and he is independent of the management.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Nikhil Kumar Rungta on the Board of the Company and accordingly the Board recommends the appointment of Mr. Nikhil Kumar Rungta as an Independent Director as proposed in the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members.

Except for Mr. Nikhil Kumar Rungta and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 5 of the Notice.

ITEM NO.6

Based on recommendation of the NRC, the Board re-appointed Mrs. Niraali Santosh Thingalaya (DIN: 08125213) as an Independent Director, not liable to retire by rotation, for the second consecutive term of five years, i.e., from September 29, 2023 to September 28, 2028 (both days inclusive), subject to approval of the Members.

Mrs. Niraali Santosh Thingalaya has given her declaration to the Board, inter alia, that (i) she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given her consent to act as a Director.

In the opinion of the Board, Mrs. Niraali Santosh Thingalaya is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for re-appointment as an Independent Director and she is independent of the management. The profile and specific areas of expertise of Mrs. Niraali Santosh Thingalaya is provided as Annexure to this Notice.

Given her experience, the Board considers it desirable and in the interest of the Company to have Mrs. Niraali Santosh Thingalaya on the Board of the Company and accordingly the Board recommends the appointment of Mrs. Niraali Santosh Thingalaya as an Independent Director as proposed in the Special Resolution set out at Item No. 6 for approval by the Members.

Except for Mrs. Niraali Santosh Thingalaya and/or her relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 6 of the Notice.

ITEM NO.7

The Securities and Exchange Board of India ('SEBI'), vide its notification dated 9th November, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ('Amendments') introducing amendments to the provisions pertaining to the Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). Accordingly, the resolution given under item no. 7 is passed in supersession of resolution no. 4, passed in 34th Annual General Meeting of the Company.

The Companies Act, 2013 and Regulation 23 of Listing Regulations, aim to ensure transparency in the transactions and dealings between the Company and its related parties. Section 188 of the Act read with Rule 15 (3) of the Companies (Meetings of the Board and its Powers) Rules, 2014 (the 'Rules') and Regulation 23 of Listing Regulations', as amended, provides that for entering into any contract or arrangement with a related party, in case such contract or arrangement is in the ordinary course of business of the Company and is on an arm's length basis, prior approval of the Audit Committee shall be obtained.

Further, if the proposed contract or arrangement is not in the ordinary course of business or not on an arm's length basis and the amount thereof exceeds the threshold limits specified under Rule 15 (3) of the Rules, then prior approval of the shareholders by an ordinary resolution shall also be required to be obtained in addition to the approvals of the Audit Committee and the Board of Directors.

Regulation 23 of Listing Regulations, as amended, provides that all material related party transactions whether they are in the ordinary course of business or on an arm's length basis, shall require prior approval of the shareholders by a resolution and all the related parties shall abstain from voting on such resolutions.

Explanation to Regulation 23(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR"), states that transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Based on Regulation 23 of LODR and provisions of Section 188 of the Act applicable if any and the Rules made thereunder and considering the regular need of entering in to related party transaction, the Audit Committee and the Board of Directors (the Board) of the Company have approved the proposed transactions along with the annual limits, that the Company may enter into with its Related Parties (as defined in Section 2 (76) of the Act). The maximum value of the transactions as mentioned in the table below is for each financial year commencing from 2023-2024 and onwards.

The particulars of the transactions are as under:

A	Name of the Related Parties	As mentioned in the table in the resolution
B	Name of the Director or Key Managerial Personnel who is related	Mr. Krishan Khadaria, Mrs. Asha Khadaria and Mr. Mohit Khadaria
C	Nature of relationship	Provided in Ordinary Resolution no.7 of this Notice.
D	Nature, material terms, monetary value and particulars of contract or arrangement	The Company may be required to grant business advance / loan and/or make investment in the securities and/or capital contribution in the entities mentioned in the resolution as a part of strategic business decision, to the extent necessary to support the business operations of the said entities or vice versa. Additionally, the Company may also be required to provide security by way of mortgage / hypothecation /pledge of securities held and/or charge on any of its movable/immovable properties to the extent of the loan that may be availed by the said entities from term lenders or vice versa. The Company may also be required to provide corporate guarantee as collateral security to the extent of the loan that may be availed by the said entities from term lenders. The corporate guarantee shall be provided for the entire duration of the loan or vice versa.

		The Company may also enter into transaction for purchase / sale/lease of immovable properties including FSI and TDRs with the said entities. The company may enter in transaction of sale, purchase or supply of any goods or materials or availing or rendering of any services. The Company may enter in any other transaction which may be considered as material as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended from time to time.
E	Monetary value	As mentioned in the resolution.

If any of the above stated transaction limit exceeds from the limit specified above, prior approval of members shall be required.

As per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, all entities falling within the definition of related parties shall abstain from voting on this resolution and accordingly, the promoters and the promoter group entities shall not vote on this resolution.

Except the Promoter Directors and their relatives (to the extent of their shareholding in the Company), no other Director or the relatives of the Directors is concerned or interested, financially or otherwise in the said resolution.

In supersession of the ordinary resolution no.4 passed at 34th AGM of the Company held at 30th September, 2022, the Board recommends the ordinary resolution as set out in Item No.7 of the accompanying Notice for the approval of the members in terms of Section 188 (3) of the Act and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

By and on behalf of the Board
For Nouveau Global Ventures Limited

Registered Office:

401/A, Pearl Arcade, Opp. P. K. Jewellers,
Daut Baug Lane, Off J. P. Road,
Andheri (West), Mumbai – 400 058

Krishan Khadaria
Managing Director
DIN: 00219096

Add: B/11, 1102/2, Oberoi Sky Garden,
3rd Cross Lane Lokhandwala Complex,
Andheri (West), Mumbai 400053

Date: 29th August, 2023

Place: Mumbai

Details of Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting:

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meeting)

Name of Director	Mrs. Asha Khadaria
DIN	00219112
Date of Birth & Age	11/07/1964 & 58 Years
Nationality	Indian
Date of appointment on Board	30/03/2015
Educational Qualification/ Expertise in specific functional area	Mrs. Khadaria aged 57 years is a Bachelor of Arts. Always being artistic and into the humanities she thought to undertake a Bachelor of Arts degree. She also possesses strong analytical and investment evaluation skills and with her outstanding networking and relationship management ability she has attained significant experience in the field of Investment activities.
*Memberships/Chairmanships of Committees of other Public Companies including listed companies	Nouveau Global Ventures Limited - Stakeholder Relationship Committee (Member) Nouveau Global Ventures Limited - Nomination and Remuneration Committee (Member) *Note: (Ceased to be a Member of above-mentioned Committees w.e.f. 03 rd July, 2023)
Terms & Conditions of appointment or Re-appointment	As per the Ordinary Resolution set forth at Item No. 2 of this Notice
Details of Remuneration last drawn and sought to be paid	Nil
List of listed entities in which the person also holds the directorship along with listed entities from which the person has resigned in the past three years	1. Mystic Electronics Limited 2. Nouveau Global Ventures Limited 3. Mukta Agriculture Limited Mrs. Asha Khadaria has not resigned from any listed company in past three years.
List of directorships held in other Companies	1. Laxmiramuna Investments Private Limited 2. Vibhuti Properties Private Limited
Relationship between directors inter-se	Related to Mr. Krishan Khadaria, Managing Director and Mr. Mohit Khadaria, Non-executive Director of the Company.
Shareholding including shareholding as a beneficial owner in the Company	7,28,580 Equity shares. He doesn't hold any beneficial shareholding.
No. of Board Meetings attended during the F.Y. 2022-23	8 of 8

Name of Director	Mr. Nikhil Kumar Rungta
DIN	08789354
Date of Birth & Age	10/09/1988 & 34 Years
Nationality	Indian
Date of appointment on Board	10/08/2023
Educational Qualification/ Expertise in specific functional area	Mr. Nikhil Kumar Rungta aged 34 years is BLS LLB by qualification having experience of more than ten years in Corporate Laws, Indirect Taxes, general commercial litigation and arbitration and practicing as a Lawyer in Bombay High Court in the field of Indirect taxes.
Memberships/Chairmanships of Committees of other Public Companies including listed companies	-
Terms & Conditions of appointment/Re-appointment	As per the Ordinary Resolution set forth at Item No. 5 of this Notice
Details of Remuneration last drawn and sought to be paid	Nil
List of listed entities in which the person also holds the directorship along with listed entities from which the person has resigned in the past three years	1. Nouveau Global Ventures Limited Mr. Nikhil Kumar Rungta has not resigned from any listed company in past three years.
List of directorships held in other Companies	NA
Relationship between directors inter-se	Not related to any Director / Key Managerial Personnel of the Company
Shareholding including shareholding as a beneficial owner in the Company	NIL
No. of Board Meetings attended during the F.Y. 2022-23	0 of 0

Name of Director	Mrs. Niraali Santosh Thingalaya
DIN	08125213
Date of Birth & Age	13/08/1978 & 45 Years
Nationality	Indian
Date of appointment on Board	29/09/2018
Educational Qualification/ Expertise in specific functional area	Mrs. Niraali, aged 40 years is Masters in Commerce and has experience of approximately 10 Years in the Film & Media Industry as well as in the field of finance and Accounts. She also served for 5 years as an Assistant Editor in a Regional Magazine at Maharashtra.
*Memberships/Chairmanships of Committees of other Public Companies including listed companies	Mystic Electronics Ltd - Stakeholder Relationship Committee (Member) Mystic Electronics Ltd - Nomination and Remuneration Committee (Chairperson) Mystic Electronics Ltd - Audit Committee (Member) Mukta Agriculture Ltd - Stakeholder Relationship Committee (Member) Mukta Agriculture Ltd - Nomination and Remuneration Committee (Chairperson) Mukta Agriculture Ltd - Audit Committee (Member) Nouveau Global Ventures Ltd - Stakeholder Relationship Committee (Chairperson) Nouveau Global Ventures Ltd - Nomination and Remuneration Committee (Chairperson) Nouveau Global Ventures Ltd - Audit Committee (Member) *Note: (Appointed as a Member or Chairperson in the Company Mukta Agriculture Ltd w.e.f. 02 nd June, 2023 and in the Company Nouveau Global Ventures Ltd w.e.f. 03 rd July, 2023)
Terms & Conditions of appointment/Re-appointment	As per the Special Resolution set forth at Item No. 6 of this Notice
Details of Remuneration last drawn and sought to be paid	Nil
List of listed entities in which the person also holds the directorship along with listed entities from which the person has resigned in the past three years	1. Mystic Electronics Limited 2. Nouveau Global Ventures Limited 3. Mukta Agriculture Limited Mrs. Niraali Santosh Thingalaya has not resigned from any listed company in past three years.
List of directorships held in other Companies	NA
Relationship between directors inter-se	Not related to any Director / Key Managerial Personnel of the Company
Shareholding including shareholding as a beneficial owner in the Company	NIL
No. of Board Meetings attended during the F.Y. 2022-23	7 of 8