

# Nouveau Global Ventures Limited

CIN: L01407MH1988PLC049645

Date: August 31, 2019

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

Sub: Intimation of Book Closure for 31<sup>st</sup> AGM & Notice

Ref.: Scrip ID: NOUVEAU

Scrip Code: 531465

Dear Sir/Ma'am,

We wish to inform that the **31<sup>st</sup> Annual General Meeting** of the Members of Nouveau Global Ventures Limited is scheduled to be held on **Monday, September 30, 2019 at 09:30 A.M.** at Aabhar Studio, 606 Aston Building, Sundarwan, above Mercedes Showroom, near Lokhandwala circle, Andheri (West), Mumbai -400053 in order to transact, the business as set out in the notice of the AGM. (Notice enclosed).

In terms with Regulation 42 of SEBI (LODR) Regulations, 2015, the Register of Members & Share Transfer Books of the Company will remain closed from **Monday, September 23, 2019 to Monday, September 30, 2019**, (both days inclusive) for the purpose of 31<sup>st</sup> Annual General Meeting of the Company.

Further, the e-voting facility has been made available to all the members of the Company. The details of e-voting are as follows:

a)	Day, Date and time of commencement of e-voting	Friday, 27 <sup>th</sup> September, 2019 (9:00 am) (IST)
b)	Day, Date and time of end of e-voting	Sunday, 29 <sup>th</sup> September, 2019 (05.00 pm. (IST)
c)	Cut-off date for determining the eligibility to vote	Monday, 23 <sup>rd</sup> September, 2019

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

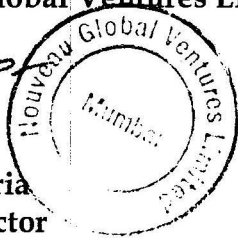
Kindly take the same on your records.

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 **31st Annual General Meeting** of the Members of Nouveau Global Ventures Limited will be held on **Monday, 30th September, 2019, at 09:30 A.M. at Aabhar Studio, 606 Aston Building, Sundarwan, above Mercedes Showroom, near Lokhandwala circle, Andheri (West), Mumbai -400053**, to transact the following business: -

**ORDINARY BUSINESS:****1. To receive, consider and adopt:**

- a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 including the Audited Balance Sheet as at March 31, 2019 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and
  - b. the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Auditors thereon; and
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 re-appoint Mr. Manoj Ganeshdas Bhatia (DIN: 01953191) 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, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Manoj Ganeshdas Bhatia (DIN: 01953191)**, who was appointed as an Independent Director and who holds office as an Independent Director up to the conclusion of the 31st Annual General Meeting of the Company in the year 2019, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e., from 30th September, 2019 up to 29th September, 2024.

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

**4. To re-appoint Mr. Narendra Ramkishor Gupta (DIN: 00418421) 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, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Narendra Ramkishor Gupta (DIN: 00418421)**, who was appointed as an Independent Director and who holds office as an Independent Director up to the conclusion of the 31st Annual General Meeting of the Company in the year 2019, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an

Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e., from 30th September, 2019 up to 29th September, 2024..

**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."

**5. To Ratify the Related Party Transaction.**

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

**"RESOLVED THAT** pursuant to 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, and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board & its Powers) Rules, 2014, as amended from time to time, the transaction entered into by the Company with Related Party as detailed in item no. 5 of explanatory statement, be and is hereby ratified and approved.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution and to do all such acts, deeds, things as may be necessary in its absolute discretion and to finalize any documents and writings related thereto."

**6. 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** 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 2019-20 onwards for each Financial Year up to the maximum amount per annum as per details provided hereunder :

**MAXIMUM VALUE OF CONTRACT / TRANSACTION**

<b>Name of the Related Parties</b>	<b>Name of interested Director(s)/ KMP(s)</b>	<b>Nature of relationship</b>	<b>Nature of Transaction</b>	<b>Estimated transaction value for the financial year ending 31st March, 2020 (Rs. Lakhs)</b>	<b>Any other information relevant or important for the members to take a decision on the proposed resolution</b>
<b>Mystic Electronics Limited-Group Company</b>	Mr. Krishan Khadaria and Mrs. Asha Khadaria	Director Mr. Krishan Khadaria and Mrs. Asha Khadaria is 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 6 of Explanatory Statement annexed to this Notice	500	None
<b>Mukta Agriculture Limited-Group Company</b>	Mr. Krishan Khadaria and Mrs. Asha Khadaria	Director Mr. Krishan Khadaria and Mrs. Asha Khadaria is 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 6 of Explanatory Statement annexed to this Notice	200	None
<b>Nouveau Shares and Securities Limited-(Wholly Owned Subsidiary Company)</b>	Mr. Krishan Khadaria	Director Mr. Krishan Khadaria is also Director in Wholly Owned Subsidiary Company	Forms part of item 6 of Explanatory Statement annexed to this Notice	150	None
<b>MT Organics LLP</b>	Mr. Krishan Khadaria and Mr. Mohit Khadaria	Director Mr. Krishan Khadaria and his relative Mr. Mohit Khadaria is Designated Partners in Related LLP.	Forms part of item 6 of Explanatory Statement annexed to this Notice	300	None
<b>3M Enterprises</b>	Mr. Mohit Khadaria	Mr. Mohit Khadaria, relative of Mr. Krishan Khadaria, is Partner in Related Partnership Firm. Mr. Krishan Khadaria is authorized Signatory of Partner Company, namely, Mukta Agriculture Limited.	Forms part of item 6 of Explanatory Statement annexed to this Notice	500	None
<b>Laxmi Investments</b>	Mr. Krishan Khadaria	Mr. Krishan Khadaria is partner in Related Partnership Firm	Forms part of item 6 of Explanatory Statement annexed to this Notice	100	None
<b>Global Enterprises</b>	Mr. Krishan Khadaria and Mrs. Asha Khadaria	Mr. Krishan Khadaria is authorized Signatory of partner Company, namely, M/s. Nouveau Global Ventures Limited, in Related Partnership Firm. Mrs. Asha Khadaria is partner in Related Partnership Firm.	Forms part of item 6 of Explanatory Statement annexed to this Notice	150	None
<b>Mystic Investments</b>	Mr. Krishan Khadaria and Mr. Mohit Khadaria	Mr. Krishan Khadaria is authorized Signatory of partner Company, namely, M/s. Mystic Electronics Limited, in Related Partnership Firm. Mr. Mohit Khadaria, son of Mr. Krishan Khadaria is a partner in Related Partnership Firm.	Forms part of item 6 of Explanatory Statement annexed to this Notice	200	None
<b>Forever Flourishing Finance &amp; Investment Pvt Ltd</b>	Mr. Krishan Khadaria and Mr. Mohit Khadaria	Director Mr. Krishan Khadaria and Mr. Mohit Khadaria is Director in related Company	Forms part of item 6 of Explanatory Statement annexed to this Notice	200	None

<b>Golden Medows Export Private Limited</b>	Mr. Krishan Khadaria and Mr. Mohit Khadaria	Director Mr. Krishan Khadaria and Mr. Mohit Khadaria is Director in related Company	Forms part of item 6 of Explanatory Statement annexed to this Notice	200	None
<b>Kasturi Overseas Private Limited</b>	Mr. Krishan Khadaria and Mr. Mohit Khadaria	Director Mr. Krishan Khadaria and Mr. Mohit Khadaria is Director in related Company	Forms part of item 6 of Explanatory Statement annexed to this Notice	100	None
<b>Mumbadevi Finance Investment Company Private Limited</b>	Mr. Krishan Khadaria	Director Mr. Krishan Khadaria is member in related Company	Forms part of item 6 of Explanatory Statement annexed to this Notice	100	None
<b>Navyug Telefilms Private Limited</b>	Mr. Krishan Khadaria	Director Mr. Krishan Khadaria is Director in related Company	Forms part of item 6 of Explanatory Statement annexed to this Notice	100	None
<b>Attribute shares and securities Private Limited</b>	Mr. Krishan Khadaria and Mr. Mohit Khadaria	Director Mr. Krishan Khadaria and Mr. Mohit Khadaria is Director in related Company	Forms part of item 6 of Explanatory Statement annexed to this Notice	200	None
<b>Kashish Multi Trade Private Limited</b>	Mr. Krishan Khadaria and Mr. Mohit Khadaria	Director Mr. Krishan Khadaria and Mr. Mohit Khadaria is Director in related Company	Forms part of item 6 of Explanatory Statement annexed to this Notice	200	None
<b>Slogan Infotech Private Limited</b>	Mr. Krishan Khadaria	Director Mr. Krishan Khadaria is Director in related Company	Forms part of item 6 of Explanatory Statement annexed to this Notice	100	None
<b>Mentonect Private Limited</b>	Mr. Mohit Khadaria	Mr. Mohit Khadaria, relative of Mr. Krishan Khadaria, is Director in Related Company	Forms part of item 6 of Explanatory Statement annexed to this Notice	20	None
<b>Laxmiramuna Investments Private Limited</b>	Mr. Krishan Khadaria and Mrs. Asha Khadaria	Director Mr. Krishan Khadaria and Mrs. Asha Khadaria is Director in related Company	Forms part of item 6 of Explanatory Statement annexed to this Notice	100	None
<b>Bhaskar Realty Private Limited</b>	Mr. Krishan Khadaria and Mr. Mohit Khadaria	Director Mr. Krishan Khadaria and Mr. Mohit Khadaria is Director in related Company	Forms part of item 6 of Explanatory Statement annexed to this Notice	50	None

**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

Sd/-

**Krishan Khadaria  
Managing Director  
DIN: 00219096**

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

**Date : August 31, 2019**

**Place : Mumbai**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HEREWITH AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF THE MEETING.**

**A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

2. The relevant Explanatory Statement pursuant to Section 102 of the Act and Secretarial Standard on General Meetings (SS-2), relating to the Special Business to be transacted at the Meeting is annexed hereto as **ANNEXURE A** to this Notice.
3. Information under Regulations 26 (4) and 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and as required under the Secretarial Standard 2 on General Meeting issued by the Institute of Company Secretaries of India relating to Directors proposed to be appointed / re-appointed is provided in the **ANNEXURE B** to this Notice.
4. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) shall send certified true copy of the Board Resolution/Authority letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company to attend the meeting.
5. The members are requested to kindly bring their copy of the annual report with them at the AGM, as no extra copy of annual report would be made available at the AGM. Members/proxies should also bring the attached attendance slip, duly filled and hand it over at the entrance to the venue.
6. Members / Proxy coming to attend the Annual General Meeting are requested to carry their original photo ID (passport/ driving license/ voter's card/PAN card) proof with them for the purpose of verification at the venue.
7. When a member appoints a proxy and both the member and proxy attend the meeting, the proxy stands automatically revoked.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
10. Documents open for inspection:
  - a) Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days' notice in writing of the intention so to inspect is given to the Company.



- b) Relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection by the members at the Registered Office of the Company between 11:00 A.M. to 1:00 P.M. on all days except Saturdays, Sundays and public holidays ,up to the date of the Meeting.
  - c) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the various Registers under the Companies Act, 2013, will be available for inspection by the members at the meeting.
11. The Register of Members and share transfer books of the Company shall remain closed from **Monday, September 23, 2019 to Monday, September 30, 2019**, (both days inclusive).
  12. Members are requested to notify immediately any change in their communication address to their Depository Participants (DPs) in respect of their electronic share accounts quoting Client ID Number and to **M/s. Bigshare Services Private Limited**, Company's Registrar & Share Transfer Agent, in respect of their holding in physical shares, quoting Folio No..
  13. Pursuant to section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in form no. SH-13, to the Registrar and Transfer Agent of the Company. Further, members desirous of cancelling/varying nomination pursuant to the rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in form no. SH-14, to the Registrar and Transfer Agent of the Company. These forms are available on the Company's website for download.
  14. Members, desiring any information relating to the accounts, are requested to write to the company at an early date for the management to keep the information ready.
  15. Pursuant to SEBI circular dated April 20, 2018 shareholders whose ledger folios do not have or having incomplete details with regard to Permanent Account Number (PAN) and Bank particulars are required to compulsorily furnish the same to the RTA or the Company for registration in the folio.

Shareholders holding shares in physical form are requested to notify the Company / RTA in writing, any change in their Bank Account details under the signature of sole / first joint holder. Beneficial owners of shares in electronic form are requested to send their instructions regarding change of name, change of address, bank details, nomination, power of attorney, etc. directly to their DP as the same are maintained by the DP.

SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to furnish their PAN details to their DP, if not already provided. Members holding shares in physical form are required to mandatorily submit the following to RTA:

- i) a copy of their PAN card; if not already provided; and
  - ii) a copy of the PAN card of the transferee(s), members, surviving joint holder(s) / legal heir(s) while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.
16. In accordance with the amendments to Regulation 40 of the Listing Regulations, made effective from 8th June, 2018, the Securities and Exchange Board of India (SEBI) has revised the provisions relating to transfer of listed securities and has decided that except in case of transmission or transposition of securities, requests for effecting the transfer of securities shall not be processed unless the securities are held in the dematerialized form with depository (National Securities Depository Limited and Central Depository Services (India) Limited). This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in demat form will improve ease, facilitate convenience and safety of transactions for investors.

**Members holding shares in physical form were advised to convert their holding(s) to dematerialized form, before 5th December, 2018**, so as to eliminate all risks associated with physical shares. **Those who have still not converted**

***their holding(s) to dematerialized form, are advised to convert the same at the earliest. Otherwise, requests for effecting the transfer of securities shall not be processed.*** For any clarification, assistance or information, relating to dematerialization of shares the Company's RTA may be contacted.

17. The annual report for the financial year 2018-19 has been sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/Depository Participant(s). The annual report is also available on company's website: [www.nouveauglobal.com](http://www.nouveauglobal.com). The physical copy of the annual report has been sent in the permitted mode to those members who have either opted for the same or have not registered their email addresses with the Company/Depository Participant(s).
18. To support the green initiatives of the Government, members who have not registered their e-mail address so far are requested to register their e-mail address, in respect of their electronic holdings with the Depository through their concerned Depository Participant(s) and members who hold shares in physical form are requested to register their e-mail address with the Registrar of the Company i.e. M/s. Bigshare Services Private Limited.
19. Shareholders are informed that by the operation of the Act, a notice may be sent through e-mail as a text or as an attachment to e-mail or as a notification providing electronic link or Uniform Resource Locator (URL) for accessing such notice. Shareholders are advised to update their e-mail IDs with their DPs. All future communication of the Company to shareholders who have registered their e-mail IDs with their DPs or Company will be sent only by way of e-mail. Shareholders are requested to check their e-mails at regular intervals.

Shareholders are also informed that under the Act, the company's obligation shall be satisfied when it transmits the e-mail and the company shall not be held responsible for a failure in transmission beyond its control. If a member entitled to receive notice fails to provide or update relevant e-mail address to the Company or to the DP as the case may be, the Company shall not be in default for not delivering notice via e-mail.

20. Pursuant to section 108 of the Companies Act, 2013, read with rules 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) the Company is pleased to provide remote e-voting facilities to its Members in respect of the business to be transacted at the 31st Annual General Meeting (AGM) of the Company. **The Company has engaged the services of National Securities Depository Ltd (NSDL)** as authorised agency to provide the facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM) ('remote e-voting'). The detailed instructions for e-voting are provided in this notice.
21. A **ROUTE MAP** giving directions of the venue of the meeting is annexed to the Notice. Members may also note that the Notice of the Meeting along with the route map will also be available on the website of the Company [www.nouveauglobal.com](http://www.nouveauglobal.com) and on the website of BSE viz. [www.bseindia.com](http://www.bseindia.com) for download.

#### **INSTRUCTION FOR E-VOTING:**

22. Pursuant to provisions of section 108 of the Companies Act, 2013, rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Listing Regulations, the company is pleased to provide remote e-voting facility to members to cast their vote on all resolutions set forth in the notice convening the 31st Annual General Meeting (AGM) to be held on Monday, September 30, 2019 at 09.30 AM.
23. The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or from the website of the Company [www.nouveauglobal.com](http://www.nouveauglobal.com).

24. **The remote e-voting period commences on 27th September, 2019 (9:00 am) and ends on 29th September, 2019 (5:00 pm) both days inclusive.** During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on **the cut-off date of Monday, September 23, 2019** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.
25. The voting rights of shareholders shall be in proportion to the shares held by them, of the paid up equity share capital of the company as on the cut-off date i.e. Monday, September 23, 2019
26. **Members holding shares in physical or in demat form as on Monday, September 23, 2019, shall only be eligible for e-voting.**

Please read the instructions printed below before exercising your vote.

#### STEPS FOR REMOTE E-VOTING:

**Step 1:** Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

**Step 2:** Cast your vote electronically on NSDL e-Voting system.

#### ➤ Step 1 – Details are mentioned below:

#### How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

➤ **Step 2 - Details are given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" (e-voting event number) in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [caarvindbaid@gmail.com](mailto:caarvindbaid@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- b) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Monday, September 23, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer / RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.
- c) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- d) The members who have cast their vote by remote e-voting prior to the AGM may attend and participate in the AGM but they shall not be entitled to change or cast their vote again at the meeting.
- e) The facility for voting through ballot paper shall be made available at the AGM venue and the members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM venue through ballot paper.
- f) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- g) **Mr. Arvind Dhanraj Baid, Practicing Chartered Accountants, Mumbai (Membership No. 155532)**, has been appointed by the Board of Directors **as the scrutinizer to scrutinize remote e-voting process** and the voting (Ballot Forms) at the Meeting venue in a fair and transparent manner.
- h) At the AGM, at the end of discussion on the resolutions on which voting is to be held, the chairman shall, with the assistance of scrutinizer, order voting through ballot paper for all those members who are present at the AGM but have not cast their votes electronically using the remote e-voting facility.
- i) The scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company. The scrutinizer shall prepare a consolidated scrutinizer's report of the total votes cast in favour or against, if any, not later than 48 hours after the conclusion of the AGM. This report shall be made to the chairman or any other person authorized by the chairman, who shall countersign the same and declare the result of the voting forthwith.

- j) The voting results declared along with the scrutinizer's report shall be placed on the company's website [www.nouveauglobal.com](http://www.nouveauglobal.com) and on the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) immediately after the declaration of the result by the chairman or a person authorized by the chairman. The results shall also be immediately forwarded to the BSE Limited.

**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

Sd/-

**Krishan Khadaria**  
**Managing Director**  
**DIN: 00219096**

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

**Date : August 31, 2019**

**Place : Mumbai**

**ANNEXURE A to the Notice****EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 sets out the material facts of following items of Special businesses mentioned in the accompanying notice dated August 31, 2019.

**ITEM NO.3**

At the Annual General Meeting held on 30th September, 2014, the members of the Company had appointed Mr. Manoj Ganeshdas Bhatia (DIN: 01953191), as an Independent Director of the Company, to hold office up to the conclusion of 31st Annual General Meeting of the Company in the year 2019. ("First term").

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Manoj Bhatia as an Independent Director, for a second term of 5 (five) consecutive years, on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Manoj Bhatia would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Manoj Bhatia as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company i.e, from 30th September, 2019 up to 29th September, 2024.

Mr. Manoj Bhatia is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as a director. The Company has also received declaration from Mr. Manoj Bhatia that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Manoj Bhatia fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Manoj Bhatia is independent of the management.

Details of Mr. Manoj Bhatia are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letter of appointment of Mr. Manoj Bhatia setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Manoj Bhatia is interested in the resolution set out at Item No. 3 of the Notice with regard to his re-appointment. Relatives of Mr. Manoj Bhatia may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board of Directors of the Company recommends the passing of the proposed resolutions stated in Item No. 3 as Special resolution.

**ITEM NO.4**

The members of the Company at the 26th Annual General Meeting held on 30th September, 2014, had approved the appointment of Mr. Narendra Ramkishor Gupta (DIN: 00418421) as an Independent Director for a period of 5 (Five) consecutive years from 30th September, 2014 up to the conclusion of 31st Annual General Meeting of the Company in the



year 2019. Accordingly, his first term is expiring in ensuing Annual General Meeting to be held on 30th September, 2019. In accordance with the provisions of Section 149 read with Schedule IV to the Act, re-appointment of Independent Directors requires approval of the members by passing Special Resolution. Mr. Narendra Gupta is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director.

The Company has also received declaration from Mr. Narendra Gupta that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Narendra Gupta fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Narendra Gupta is independent of the management and possesses appropriate skills, experience and knowledge. Details of Mr. Narendra Gupta are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letter of appointment of Mr. Narendra Gupta setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Narendra Gupta is interested in the resolution set out at Item No. 4 of the Notice with regard to his appointment. Relatives of Mr. Narendra Gupta may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. The Board of Directors of the Company recommends the passing of the proposed resolutions stated in Item No. 4 as Special resolution.

#### **ITEM NO.5**

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") read with Rules made thereunder and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR") shareholders' approval is required for material related party transactions. The Company has entered into the material related party transaction with the related party, namely, M/s. Mumbadevi Finance & Investment Company Private limited during the period of April 2019 to August, 2019 and which is in the ordinary course of business and on an Arm's Length Basis.

<b>Name of Related Party</b>	<b>Name of interested Director(s) / KMP(s)</b>	<b>Nature of Relationship</b>	<b>Nature of Transaction</b>	<b>Transaction value (Rs. Lakhs)</b>
Mumbadevi Finance & Investment Company Private limited	Mr. Krishan Khadaria	Mr. Krishan Khadaria is Member in Related Company	Loan taken from related party	13

The Board of Directors of the Company recommends the passing of the proposed resolutions stated in Item No. 5 as ordinary resolution.

#### **ITEM NO. 6**

The Companies Act, 2013 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR"), 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR"), 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR"), 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 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 a transaction with a related party shall be considered material if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.

Based on Regulation 23 of LODR and provisions of Section 188 of the Act applicable if any and the Rules made thereunder, 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 2019-2020 and onwards.

The particulars of the transactions are as under:

<b>A</b>	<b>Name of the Related Parties</b>	As mentioned in the table in the resolution
<b>B</b>	<b>Name of the Director or Key Managerial Personnel who is related</b>	Mr. Krishan Khadaria, Mrs. Asha Khadaria and Mr. Mohit Khadaria
<b>C</b>	<b>Nature of relationship</b>	<p>Mr. Krishan Khadaria, Promoter Director is a Promoter Director of M/s. Mukta Agriculture Limited.</p> <p>Mr. Krishan Khadaria, Mrs. Asha Khadaria and Mr. Mohit Khadaria being related with each other, hold more than 2% of its paid up share capital.</p> <p>Mr. Krishan Khadaria, Promoter Director is a Promoter Director of M/s. Mystic Electronics Limited</p> <p>Mr. Krishan Khadaria, Mrs. Asha Khadaria and Mr. Mohit Khadaria being related with each other, hold more than 2% of its paid up share capital.</p> <p>Mr. Krishan Khadaria is a Director in Nouveau Shares &amp; Securities Limited.</p> <p>Mr. Krishan Khadaria and his relative Mr. Mohit Khadaria is Designated Partners in MT Organics LLP.</p> <p>Mr. Mohit Khadaria, relative of Mr. Krishan Khadaria is Partner in Partnership Firm, M/s. 3M Enterprises. Mr. Krishan Khadaria is authorized Signatory of Partner Company, M/s. Mukta Agriculture Limited, of aforesaid firm.</p> <p>Mr. Krishan Khadaria is partner in Partnership Firm, M/s. Laxmi Investment, Related Firm.</p> <p>Mr. Krishan Khadaria is authorized Signatory of partner Company, M/s. Nouveau Global Ventures Limited, in Related Partnership Firm, M/s. Global Enterprises. Mrs. Asha Khadaria is partner in aforesaid Related Partnership Firm.</p> <p>Mr. Krishan Khadaria is authorized Signatory of partner Company, M/s. Mystic Electronics Limited, in Related Partnership Firm, M/s. Mystic Investments.</p> <p>Mr. Mohit Khadaria, son of Mr. Krishan Khadaria is a partner in aforesaid Related Partnership Firm.</p>

		<p>In M/s. Forever Flourishing Finance &amp; Investment Limited, M/s. Golden Medowa Export Private Limited, M/s. Kasturi Overseas Private Limited, M/s. Attribute shares and securities Private Limited, M/s. Kashish Multitrade Private Limited and M/s. Bhaskar Realty Private Limited Mr. Krishan Khadaria and his relative Mr. Mohit Khadaria is Director.</p> <p>In M/s. Mumbadevi Finance Investment Company Private Limited, M/s. Navyug Telefilms Private Limited and M/s. Slogan Infotech Private Limited Mr. Krishan Khadaria is Director.</p> <p>In M/s. Mentonect Private Limited Mr. Mohit Khadaria, relative of Mr. Krishan Khadaria is Director.</p> <p>In Iaxmiramuna Investments Private Limited Mr. Krishan Khadaria and Mrs. Asha Khadaria is Director.</p>
<b>D</b>	<b>Nature, material terms, monetary value and particulars of contract or arrangement</b>	<p>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.</p> <p>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.</p> <p>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.</p> <p>The Company may also enter into transaction for purchase / sale/lease of immovable properties including FSI and TDRs with the said entities.</p> <p>The company may enter in transaction of sale, purchase or supply of any goods or materials or availing or rendering of any services.</p> <p>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.</p>
<b>E</b>	<b>Monetary value</b>	As mentioned in the resolution.

The approval of the shareholders is being sought by an ordinary resolution in the event of any related party transaction exceeding the threshold limits set out in Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and by prior approval of members, if the limits specified in Rule 15 (3) of the Companies (Meetings of the Board and Its Powers) Rules, 2014, exceeds.

After the commencement of financial year 2019-2020, 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.

The Board recommends the said ordinary resolution as set out in Item No.6 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

Sd/-

**Krishan Khadaria  
Managing Director  
DIN: 00219096**

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

**Date : August 31, 2019**

**Place : Mumbai**

**Annexure B to the Notice**  
**PROFILE OF THE DIRECTORS BEING RE-APPOINTED**

The brief resume of each of the Director proposed to be re-appointed at the 31st Annual General Meeting of the Company is given below:-

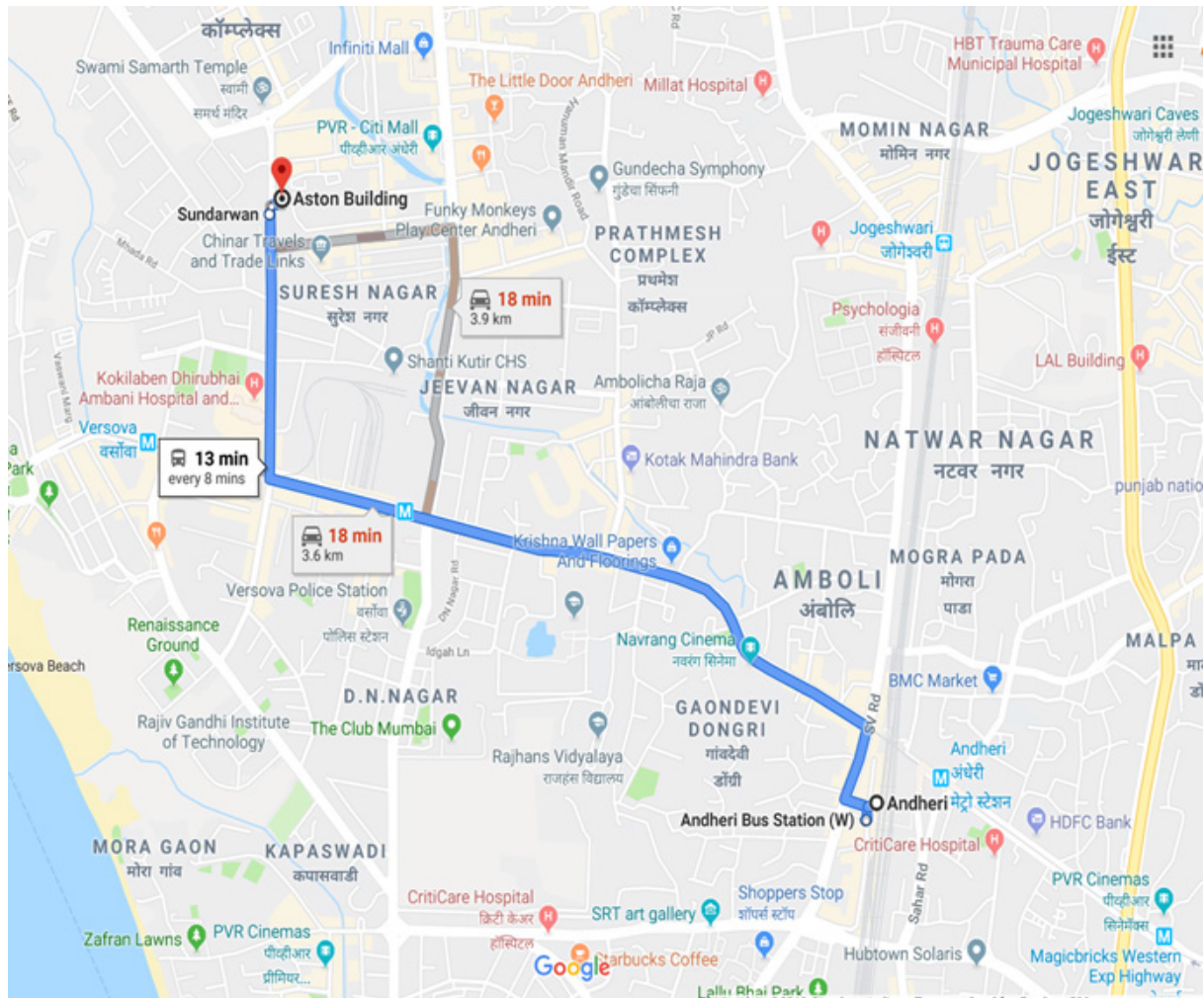
<b>Name of Director</b>	Mrs. Asha Khadaria
<b>DIN</b>	00219112
<b>Date of Birth</b>	11/07/1964
<b>Nationality</b>	Indian
<b>Date of appointment on Board</b>	30/03/2015
<b>Educational Qualification/ Expertise in specific functional area</b>	Mrs. Khadaria aged 54 years is a Bachelor of Arts. Always being 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.
<b>Memberships/Chairmanships of Committees of other Public Companies (includes only Audit Committees and Shareholders/Investors' Grievance Committee)</b>	None
<b>List of directorship held in other Companies</b>	1. Mukta Agriculture Limited 2. Mystic Electronics Limited 3. Laxmiramuna Investments Private Limited 4. Pearl Arcade Amusement Private Limited
<b>Relationship between directors inter-se</b>	Related to Mr. Krishan Khadaria, Managing Director of the Company.
<b>Shareholding in the Company</b>	7,28,580 Equity Shares

<b>Name of Director</b>	Mr. Manoj Bhatia	Mr. Narendra Gupta
<b>DIN</b>	01953191	00418421
<b>Date of Birth</b>	15/11/1968	19/12/1958
<b>Nationality</b>	Indian	Indian
<b>Date of appointment on Board</b>	30/09/2014	30/09/2014
<b>Educational Qualification/Expertise in specific functional area</b>	Mr. Manoj Bhatia is a Bachelor of Commerce and Inter Chartered Accountant. He has expertise in the area of Audit and Taxation.	Mr. Narendra Gupta is a Bachelor of Commerce. He has experience of around more than 2 decades in the field of finance and also in the field of Media and Entertainment.
<b>Memberships/Chairmanships of Committees of other Public Companies (includes only Audit Committees and Shareholders/Investors' Grievance Committee)</b>	1. Mukta Agriculture Limited 2. Mystic Electronics Limited	None
<b>List of directorship held in other Companies</b>	1. Mukta Agriculture Limited 2. Mystic Electronics Limited 3. Laxmiramuna Investments Private Limited 4. Built - Up Steel Private Limited 5. Ashadeep Multitrade Private Limited 6. Nouveau Shares & Securities Limited	1. Mukta Agriculture Limited 2. Metro Publishers Private Limited
<b>Relationship between directors inter-se</b>	Mr. Manoj Bhatia is not related to any Director of the Company	Mr. Narendra Gupta is not related to any Director of the Company
<b>Shareholding in the Company</b>	Nil	Nil

**ROUTE MAP OF THE VENUE**

**OF THE 31ST ANNUAL GENERAL MEETING OF THE COMPANY,  
TO BE HELD ON 30TH SEPTEMBER, 2019 at 09.30 AM AT**

**AABHAR STUDIO, 606 ASTON BUILDING, SUNDARWAN, ABOVE MERCEDES SHOWROOM, NEAR LOKHANDWALA CIRCLE, ANDHERI (WEST), MUMBAI -400053**



**Venue of the Meeting: Aabhar Studio, 606 Aston Building, Sundarwan, Above Mercedes Showroom, Near Lokhandwala Circle, Andheri (West), Mumbai -400053**  
**Prominent Landmark: Aston Building**

**ATTENDANCE SLIP**

Please fill attendance slip and hand it over at the entrance of the meeting hall Joint shareholders may obtain additional Slip at the venue of the meeting

D.P. Id*		Folio No.	
Client Id *		No. of Shares	

**NAME OF THE SHAREHOLDER / PROXYHOLDER:**\_\_\_\_\_

I hereby record my presence at the **31st Annual General Meeting** of the Company held on **Monday, 30th September, 2019**, at **09:30 am** at **AABHAR STUDIO, 606 ASTON BUILDING, SUNDARWAN, ABOVE MERCEDES SHOWROOM, NEAR LOKHANDWALA CIRCLE, ANDHERI (WEST), MUMBAI -400053**

\_\_\_\_\_  
**Signature of Shareholder/Proxy holder**

**NOTE: PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING & HANDOVER AT THE ENTRANCE DULY FILLED & SIGNED. MEMBERS ARE REQUESTED TO BRING THEIR COPIES OF ANNUAL REPORT TO THE MEETING. MEMBERS WHO HOLD SHARES IN DEMATERIALISED FORM ARE REQUESTED TO FURNISH THEIR CLIENT ID AND DPIN FOR EASY IDENTIFICATION OF ATTENDANCE AT THE MEETING. PROXIES ARE REQUESTED TO BRING THEIR IDENTITY PROOF FOR VERIFICATION AT THE ENTRANCE OF THE MEETING.**

**Form No. MGT-11****PROXY FORM**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Management and Administration) Rules, 2014]**

CIN : L01407MH1988PLC049645  
 Name of the Company : **Nouveau Global Ventures Limited**  
 Registered Office : 401/A, Pearl Arcade, Opp. P. K. Jewellers,  
 Daut Baug Lane, Off. J. P. Road, Andheri (W), Mumbai – 400058  
 Name of the member(s) : .....  
 Registered Address : .....  
 Email ID : .....  
 Folio No. /Client ID/DP ID : .....

I/We, being the member(s) of ..... shares of the above named Company, hereby appoint:

- 1) Name : ..... Address : .....  
 Email ID: ..... Signature : .....  
 or failing him
- 2) Name : ..... Address : .....  
 Email ID: ..... Signature : .....  
 or failing him
- 3) Name: ..... Address : .....  
 Email ID: ..... Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **31st Annual General Meeting** of the Company, to be held on **Monday, 30th September, 2019, at 09:30 am** at **AABHAR STUDIO, 606 ASTON BUILDING, SUNDARWAN, ABOVE MERCEDES SHOWROOM, NEAR LOKHANDWALA CIRCLE, ANDHERI (WEST), MUMBAI - 400053** and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Ordinary Business</b>		<b>For</b>	<b>Against</b>
1.	Adoption of the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 including the Audited Balance Sheet as at March 31, 2019 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and		
2.	Appointment of Mrs. Asha Khadaria (holding DIN: 00219112) who retires by rotation.		
<b>Special Business</b>			
3.	To re-appoint Mr. Manoj Ganeshdas Bhatia (DIN: 01953191) as an Independent Director of the Company.		
4.	To re-appoint Mr. Narendra Ramkishor Gupta (DIN: 00418421) as an Independent Director of the Company		

5.	To Ratify the Related Party Transaction.		
6.	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.		

Signed this ..... day of ..... 2019.

.....

Signature of shareholder

.....

Signature of Proxy holder(s)

Affix Re. 1/- Revenue Stamp
--------------------------------------

**Notes:**

- 1. If you wish to vote for a Resolution, place a tick in the corresponding box under the column marked "For". If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked "Against". If no direction is given, your Proxy may vote or abstain as he/she thinks fit.**
- 2. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.**



Serial No.

**BALLOT FORM**

1. Name and Registered Address :  
of the Sole/First named  
Shareholder:
2. Name(s) of the Joint holder(s), :  
if any
3. Registered Folio Number / :  
DP ID No. / Client ID No.
4. Number of Share(s) held :

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice dated 31st August, 2019 convening the **31<sup>st</sup> Annual General Meeting** of the Company to be held on Monday, **30<sup>th</sup> September, 2019, at 09:30 a.m.**, by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (√) mark at the appropriate box below:

Item No.	Description	Type of Resolution	No. of shares held by me	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	Adoption of the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 including the Audited Balance Sheet as at March 31, 2019 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon;	Ordinary Resolution			
2	Appointment of Mrs. Asha Khadaria (holding DIN: 00219112) who retires by rotation.	Ordinary Resolution			
3	To re-appoint Mr. Manoj Ganeshdas Bhatia (DIN: 01953191) as an Independent Director of the Company.	Special Resolution			
4	To re-appoint Mr. Narendra Ramkishor Gupta (DIN: 00418421) as an Independent Director of the Company.	Special Resolution			
5	To Ratify the Related Party Transaction.	Ordinary Resolution			
6	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.	Ordinary Resolution			

Place : \_\_\_\_\_

Date : \_\_\_\_\_

\_\_\_\_\_  
Signature of the shareholder

**NOTE:** Kindly read the instructions printed overleaf before filing the form. Valid Ballot Forms received by the Scrutinizer before the conclusion of AGM on **30<sup>th</sup> September, 2019** shall only be considered.

### E-VOTING

Members may obtain below mentioned login credentials for casting his / her vote by remote e-voting by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or by contacting NSDL at the toll free no.: 1800-222-990

EVEN (E Voting Event No.)	User ID	PASSWORD

Please follow steps for e-voting procedure as given in the Notice of AGM by logging on to [www.evoting.nsdl.com](http://www.evoting.nsdl.com) .

### INSTRUCTIONS

- I. The Ballot Form should be completed and signed by the sole/first named member. In case of joint holding, this Form should be completed and signed by the first named member and in his absence by the next named joint holder. The signature of the member on this Ballot Form should be as per the specimen signature registered with the Company or furnished by National Securities Depository Limited to the Company, in respect of shares held in the physical form or dematerialized form, respectively .
- II. In case of shares held by Companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authorization together with attached specimen signature(s) of the duly authorized signatories.
- III. Member holding shares in dematerialized form are advised, in their own interest, to get their signatures verified by their Banker/Depository Participant (DP). Signatures should be verified by the Manager of the concerned Bank/DP by affixing a rubber stamp/seal mentioning name and address of the Bank/DP and name, stamp and signature of the Manager.
- IV. Member are requested not to send any other paper along with the Ballot Form and any other paper found in the envelope, the same would not be considered and would be destroyed by the Scrutinizer.
- V. The votes should be cast in for or against the Resolution putting the tick mark (√) in the column for assent or dissent. Ballot form bearing (√) in both the column will render the form invalid. Incomplete, unsigned, incorrectly filled Ballots will be subject to rejection by the Scrutinizer.
- VI. There will be one Ballot Form for every Folio/Client ID irrespective of the number of the joint holders.
- VII. The Ballot shall not be exercised by a Proxy.
- VIII. Ballot Form – Votes will be considered invalid on the following grounds:
  - (i) If the member's signature does not tally.
  - (ii) If the member has marked all his shares both in favour and also against the resolutions
  - (iii) If the Ballot paper is unsigned.
  - (iv) If the Ballot paper filled in pencil or signed in pencil.

- (v) If the Ballot paper received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the above grounds.

IX. The Scrutinizer's decision on the validity of the Ballot will be final.

**Address of Scrutinizer: Mr. Arvind Baid -Scrutinizer, 802, Corporate Annexe, Sonawala Road, Near Udyog Bhawan, Goregaon (East), Mumbai - 400 063.**