



Date: 05/09/2022

To,
Department of Corporate Services
BSE Limited
P. J. Towers, Dalal Street,
Mumbai-400 001, Maharashtra.

Sub: Notice of 12th Annual General Meeting of the Company.
Scrip Code: 543522

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, we are pleased to enclose herewith the Notice of 12th Annual General Meeting of the Company scheduled to be held on Thursday, 29th September, 2022 at 12.30 p.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

The same is available on the website of the Company at www.nventures.co.in.

Kindly take the same on your record and oblige.

Thanking you.

Yours faithfully,
For NANAVATI VENTURES LIMITED

PANKAJ PANDAV
Company Secretary & Compliance Officer
ACS No.: 62216

Encl.: As above

12TH ANNUAL REPORT F.Y. 2021-22

COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Shreykumar Hasmukhbhai Sheth	- Chairman & Managing Director
Ms. Vaishnavi Hemantkumar Nanavati	- Non-executive Director
Mr. Hardikbhai Rajubhai Patel	- Independent Director
Ms. Bhavisha Divyesh Daliya	- Independent Director

CHIEF FINANCIAL OFFICER

Mr. Yashkumar Sarjubhai Trivedi

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Pankaj Valjibhai Pandav

BANKERS

South Indian Bank
HDFC Bank

STATUTORY AUDITORS

M/s. Kansariwala & Chevli
Chartered Accountants,
2/1447, "UTKARSH" 1st Floor,
Opp. Sanghvi Hospital, Behind Center Point,
Sagrampura, Surat-395002, Gujarat.

INTERNAL AUDITORS

M/s. Abhishek R. Shah & Co.
Chartered Accountants,
1/102, Laxmi Vilas Apt.,
Nagtalavdi, Ashanagar,
Navsari - 396445, Gujarat.

REGISTRAR & SHARE TRANSFER AGENT

KFin Technologies Limited
Selenium Tower - B, Plot 31-32, Financial District,
Nanakramguda, Serilingampally,
Hyderabad - 500032, Telangana
Email: einward.ris@kfintech.com
Website: www.kfintech.com
Tel: +91 40 6716 2222
Fax: +91 40 2343 1551

REGISTERED OFFICE

Nanavati Ventures Limited
S-414, OM Plaza, Adarsh App. Co. Op. Ho. Soc.,
Village: Vijalpor, Taluka: Jalalpore,
Navsari-396445, Gujarat
Contact: +91 9316691337
Email: info@nventures.co.in
Website: www.nventures.co.in

NOTICE

NOTICE is hereby given that the 12th Annual General Meeting of **NANAVATI VENTURES LIMITED** will be held on Thursday, the 29th September, 2022 at 12:30 p.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2022 together with the Report of the Board of Directors and the Auditors thereon.

2. Appointment of Ms. Vaishnavi Nanavati (DIN: 08472582) as a Director liable to retire by rotation:

To appoint a Director in place of Ms. Vaishnavi Nanavati (DIN: 08472582) who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Re-appointment of Mr. Shreykumar Hasmukhbhai Sheth (DIN: 08734002) as a Chairman and Managing Director:

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the recommendation of Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, consent of Members be and is hereby accorded for the re-appointment of Mr. Shreykumar Hasmukhbhai Sheth (DIN: 08734002) as a Chairman and Managing Director of the Company, for a period of 3 (Three) years w.e.f. 1st July, 2023 to 30th June, 2026 with a remuneration of Rs. 35,000/- (Thirty Five Thousand) per month with an annual increment up to 25% in the Basic Salary as may be decided by the Nomination & Remuneration Committee and the Board of Directors of the Company from time to time, which shall not exceed the overall ceiling laid down in Section 197 of the Act read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT notwithstanding the above, in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Mr. Shreykumar Hasmukhbhai Sheth (DIN: 08734002) as a Chairman and Managing Director of the Company, remuneration payable to him shall be within the limits of Schedule V to the Companies Act, 2013, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary in the interest of the Company to give effect to this resolution.”

By Order of the Board of Directors
NANAVATI VENTURES LIMITED

Place: Navsari
Date: 29/08/2022

PANKAJ PANDAV
Company Secretary and Compliance Officer
ACS: 62216

REGISTERED OFFICE

S-414, OM Plaza, Adarsh App. Co. Op. Ho. Soc., Village: Vijalpor,
Taluka: Jalalpore, Navsari-396445, Gujarat

NOTES:

- (a) In view of the continuing threat of COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 2/2022 read with General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 21/2021 dated 14th December, 2021, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 (collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA and SEBI Circulars, the AGM of the Company will be held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
- (b) Since this AGM is being held through VC / OAVM, pursuant to MCA Circulars and SEBI Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
- (c) In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report will also be available on the Company’s website www.nventures.co.in, website of stock exchanges i.e. BSE Limited at www.bseindia.com and on the website of Company’s Registrar and Transfer Agent, KFin Technologies Limited at <https://evoting.kfintech.com/>.
- (d) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (e) Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard -2 of the General Meetings, the particulars of Directors seeking appointment and re-appointment at the meeting are annexed.
- (f) Relevant documents referred to in the accompanying Notice and the explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during working hours upto the date of the AGM. Members are requested to write to the Company on info@nventures.co.in for inspection of said documents.
- (g) 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.
- (h) The register of members and share transfer books of the Company will remain closed from 23rd September, 2022 to 29th September, 2022 (both days inclusive).
- (i) Members are requested to intimate to the Company’s Registrar & Share Transfer Agent M/s. KFin Technologies Limited, Selenium Tower - B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, Telangana and their Depository Participant (“DP”), changes, if any, in their registered addresses and their E-mail ID at an early date.
- (j)
 - a) Members holding shares in electronic form should notify any changes in their residential address or bank details directly to their respective Depository Participants.
 - b) Members holding shares in physical form are advised to submit details of PAN and bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent “KFin Technologies Limited”.

- (k) Non-Resident Indian Shareholders are requested to inform the Registrar & Share Transfer Agent/ Company/respective Depository Participant:
 - a) Particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not already intimated.
 - b) Change, if any, in their Residential status.
- (l) As per the provisions of Section 72 of the Act, the facility for making nomination 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 and 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, to the Company's Share Transfer Agent, KFin Technologies Limited, Selenium Tower - B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, Telangana.
- (m) Pursuant to SEBI Circular dated 3rd November, 2021 and 14th December, 2021, the Physical Securities holders has mandated to provide PAN, KYC details and Nomination Forms through Form ISR-1, Form ISR-2 and ISR-3 (as applicable). The Company has sent individual Mails/letters to all members holding shares in physical form for furnishing their PAN, KYC details and Nomination. Members holding shares in physical form are requested to submit PAN, KYC details and Nomination to the Company's Share Transfer Agent, KFin Technologies Limited, Selenium Tower - B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, Telangana.
- (n) The Company has appointed Mr. Manish R. Patel, Practising Company Secretary, Surat, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Scrutinizer shall not later than 48 hours of conclusion of the AGM, submit his report of the votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing, and the result of the same will be disclosed forthwith.
- (o) M/s. KFin Technologies Limited (KFintech) will be providing facility for voting through remote e-voting, for participation in AGM through VC/OAVM and e-voting during the AGM.
- (p) Members may join the AGM through VC/OAVM by following the procedure which shall be kept open for the Members 15 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM 15 minutes after the scheduled time to start the AGM. The detailed instructions for participating in the 12th AGM through VC/OAVM are given as a separate attachment to this Notice.
- (q) The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING

1. 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, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e- Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
2. However, in pursuant to SEBI circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process.

3. The remote e-voting period commences on Monday, 26th September, 2022 (9:00 am) and ends on Wednesday, 28th September, 2022 (5:00 pm). During this period, members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date of Thursday, 22nd September, 2022, may cast their vote by remote e-voting. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
4. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
5. 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.
6. Any person holding shares in physical form and non-individual shareholders, 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 evoting@Kfintech.com. However, if he/she is already registered with KFinTech for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.
7. In case of Individual Shareholders holding securities in demat mode and 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 follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings (e-AGM) of the Company on KFin system to participate in e-AGM and vote at the AGM.

DETAILS ON STEP 1 ARE MENTIONED BELOW:

1) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <p>I. Visit URL: https://eservices.nsdl.com</p> <p>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name or e-Voting service provider and you will be redirected to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsdl.com</p> <p>II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1.</p>

	<p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL : https://www.evoting.nsdl.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi/Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e-Voting is in progress.</p>
Individual Shareholder login through their demat accounts/ Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL/ CDSL for e-Voting facility.</p> <p>II. Once logged-in, 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.</p> <p>III. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication</p>

Important note:

Members who are unable to retrieve User ID/Password are advised to use Forgot user ID and Forgot Password option available at respective websites. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please 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
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

DETAILS ON STEP 2 ARE MENTIONED BELOW:

2) Login Method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL : <https://emeetings.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Nanavati Ventures Limited-AGM' and click on "Submit".
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF/JPG Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id csmanishpatel@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name Even No.”

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
- ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

DETAILS ON STEP 3 ARE MENTIONED BELOW:

3) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. 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 above.
- ii. Facility for joining AGM through VC/OAVM shall be open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members 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.
- v. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance mentioning their name, demat account number/folio number, email id, mobile number at www.nventures.co.in Questions/queries received by the Company till 25th September, 2022 shall only be considered and responded during the AGM.

- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Institutional Members are encouraged to attend and vote at the AGM through VC/OAVM.

OTHER INSTRUCTIONS

1. Speaker Registration:

The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select 'Speaker Registration' which will be opened from 9.00 A.M. on 25th September, 2022 to 5.00 P.M. on 27th September, 2022. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

2. Post your Question:

The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFintech. On successful login, select 'Post Your Question' option which will be opened from 9.00 A.M. on 25th September, 2022 to 5.00 P.M. on 27th September, 2022.

- 3. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or write at evoting@kfintech.com or inward.ris@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- 4. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on the close of Thursday, 22nd September, 2022, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- 5. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 - a. Example for NSDL: MYEPWD <SPACE> IN12345612345678
 - b. Example for CDSL: MYEPWD <SPACE> 1402345612345678
 - c. Example for Physical: MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- 6. The results of the electronic voting shall be declared to the Stock Exchanges, not later than 48 hours of conclusion of the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

ANNEXURES TO THE NOTICE

(I) EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 3:

The present term of Mr. Shreykumar Hasmukhbhai Sheth (DIN: 08734002) as a Chairman and Managing Director of the Company expires on 30th June, 2023. Pursuant to Section 196 of the Companies Act, 2013 read with applicable rules made thereunder, no re-appointment of Managerial Personnel shall be made earlier than one year before the expiry of his term. Accordingly, on the recommendation of Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, in its meeting held on 29th August, 2022, has decided to re-appoint Mr. Shreykumar Hasmukhbhai Sheth (DIN: 08734002) as a Chairman and Managing Director of the Company for further period of 3 (three) years commencing from 1st July, 2023 to 30th June, 2026 with a remuneration of Rs. 35,000/- (Thirty Five Thousand) per month with an annual increment up to 25% in the Basic Salary as may be decided by the Nomination & Remuneration Committee and the Board of Directors of the Company from time to time, which shall not exceed the overall ceiling laid down in Section 197 of the Act read with Schedule V of the Companies Act, 2013.

Statement containing required information as per the Part II of Section II of Schedule V of the Companies Act, 2013 for Item No. 3.

I. General Information:

1) Nature of Industry:

The Company is engaged in wholesale trading of Precious Metals, Stones & Jewellery. Company's operations include sourcing of Diamonds from primary and secondary source suppliers in the domestic market and sale of diamond to the wholesale and retail operations in India.

2) Date or expected date of commencement of commercial production:

The Company was incorporated in the year 2010 and started its business since then.

3) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable

4) Financial performance based on given indicators:

(Rs. In Thousand)

Particulars	2020-21	2021-22
Net Income	1,13,170	1,88,138
Profit before tax	1,576	201
Profit after tax	1,191	134

5) Foreign investments or collaborations, if any:

Not applicable

II. Information about the appointee:

1) Background details:

Mr. Shreykumar Hasmukhbhai Sheth was the Chief Financial Officer of StarlinePS Enterprises Limited, a publically listed Company, immediately before joining Nanavati Ventures Limited as a Chairman and Managing Director. Mr. Shreykumar Hasmukhbhai Sheth has completed Bachelor of Commerce in the year 2013 from Veer Narmad South Gujarat University, Surat and he is currently pursuing Company Secretary Course. He has 8 years of experience in field of Diamond & Jewellery Industry and is very much instrumental in Accounting, Secretarial & Financial Management.

- 2) **Past remuneration:**
Rs. 26,000/- (Rupees Twenty Six Thousand) per month.
- 3) **Recognition or awards:**
Nil
- 4) **Job profile and his suitability:**
Mr. Shreykumar Hasmukhbhai Sheth is Chairman and Managing Director of the Company. He has 8 years of experience in field of Diamond & Jewellery Industry and is very much instrumental in Accounting, Secretarial & Financial Management. He is responsible for all the major policy decisions and also looking after day to day operations of the Company. He is suitable for this position.
- 5) **Remuneration proposed:**
The remuneration of Rs. 35,000/- (Thirty Five Thousand) per month with an annual increment up to 25% in the Basic Salary as may be decided by the Nomination & Remuneration Committee and the Board of Directors of the Company from time to time.
- 6) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**
Considering the size of the Company, the profile of Mr. Shreykumar Hasmukhbhai Sheth, the responsibilities entrusted upon him in his capacity as a Chairman & Managing Director, and also considering the industrial benchmarks, the remuneration proposed is commensurate with the remuneration packages paid to similar appointees in other companies.
- 7) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**
Mr. Shreykumar Hasmukhbhai Sheth has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his remuneration in the capacity of a Chairman & Managing Director. As on the date, he does not hold any Equity Shares of the Company.

III. Other information:

- 1) **Reasons of loss or inadequate profits:**
Company is in growing phase which requires Substantive Working Capital which has direct impact on the Profit of the Company.
- 2) **Steps taken or proposed to be taken for improvement:**
 - To launch new product relating to diamonds, precious stones and jewellery product in the market;
 - Reduce extra cost;
 - Enhance performance ethics;
 - To fulfill the use of end users according to market Demand;
- 3) **Expected increase in productivity and profits in measurable terms:**
The aforesaid steps taken by the Company are expected to improve the Company's sales and profitability in near future.

IV. Disclosures:

The information and disclosures of the remuneration package of Director(s) has been provided in the Corporate Governance Report, forming part of the Annual Report for the year ended 31st March, 2022.

A copy of necessary documents relating to re-appointment of Mr. Shreykumar Hasmukhbhai Sheth, as a Chairman and Managing Director is available for inspection by members at the Registered Office of the Company during the business hours on all working days, between 10.00 a.m. to 5.00 p.m. till the date of 12th Annual General Meeting of the company.

Accordingly, your Directors recommend the Special Resolution mentioned in item no. 3 for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Shreykumar Hasmukhbhai Sheth is considered to be interested or concerned in the above resolution.

(II) DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT 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”:

A.

Name of the Director	Mr. Shreykumar Hasmukhbhai Sheth (DIN: 08734002)
Designation/Category	Chairman and Managing Director/Promoter
Date of Birth	26/03/1993
Age	29 Years
Nationality	Indian
Qualification	B.Com.
Date of first appointment on the Board of the Company	01/07/2020
No. of Board Meetings attended during the Year 2021-22	7 (Seven)
Expertise in specific functional area	Diamond and Jewellery Industry
Brief Profile	Mr. Shreykumar Sheth, aged about 29 years, has completed Bachelor of Commerce in the year 2013 from Veer Narmad South Gujarat University, Surat, Gujarat and he is currently pursuing Company Secretary Course. He has 8 years of experience in field of Diamond & Jewellery Industry and is very much instrumental in Accounting, Secretarial & Financial Management.
Terms and conditions of appointment or re-appointment	He will be liable to retire by rotation.
Remuneration Last drawn	Rs. 26,000/- per month
Shareholding in the Company	Nil
Directorship in the other Entities	Nil
Membership/Chairmanship in Committees (Other than Nanavati Ventures Limited)	Nil
Relationship with other Director(s), Manager and KMP	Not related to other Director(s), Manager and KMP

B.

Name of the Director	Ms. Vaishnavi Hemantkumar Nanavati (DIN: 08472582)
Designation/Category	Non-Executive Director/Promoter
Date of Birth	18/01/1997
Age	25 Years
Nationality	Indian
Qualification	B.Com
Date of first appointment on the Board of the Company	26/08/2019
No. of Board Meetings attended during the Year 2021-22	7 (Seven)
Expertise in specific functional area	Diamond and Jewellery Industry
Brief Profile	Ms. Vaishnavi Hemantkumar Nanavati, aged 25 years, has completed Bachelor of Commerce from Veer Narmad South Gujarat University, Surat, Gujarat and she has dynamic personality and experience in fund management and taxation matters. She has 5 years of experience in the field of Diamond and Jewellery Industry. She has good quality background in Diamond and Jewellery Trading.
Terms and conditions of appointment or re-appointment	She will be liable to retire by rotation.
Remuneration Last drawn	Nil
Shareholding in the Company	Nil
Directorship in the other Entities	Nil
Membership/Chairmanship in Committees (Other than Nanavati Ventures Limited)	Nil
Relationship with other Director(s), Manager and KMP	Not related to other Director(s), Manager and KMP

By Order of the Board of Directors
NANAVATI VENTURES LIMITED

Place: Navsari
Date: 29/08/2022

PANKAJ PANDAV
Company Secretary and Compliance Officer
ACS: 62216

REGISTERED OFFICE

S-414, OM Plaza, Adarsh App. Co. Op. Ho. Soc.,
Village: Vijalpor, Taluka: Jalalpor,
Navsari-396445, Gujarat