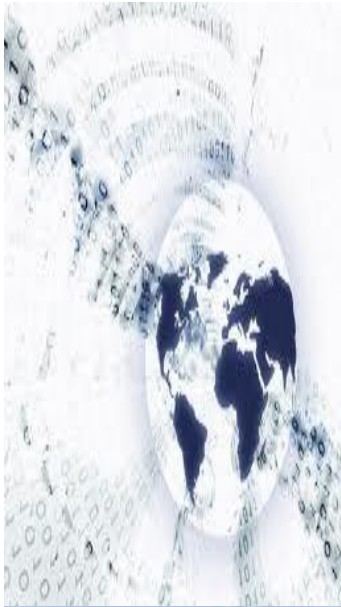


# ***NOUVEAU GLOBAL VENTURES LIMITED***



## ***ANNUAL REPORT 2012-13***

**401/A, PEARL ARCADE,  
OPP. P.K. JEWELLERS,  
DAWOOD BAUG LANE,  
OFF J.P.ROAD, ANDHERI (W),  
MUMBAI-400058**

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## Company Information

### Board of Directors

**Mr. Krishan Khadaria - Managing Director**  
**Mr. Mohit Khadaria**  
**Mr. Narendra Gupta**  
**Mr. Manoj Bhatia**

### Company Secretary

**Ms. Garima Kukkar**

### Auditors

**M/s. CPM & Associates**  
**Chartered Accountants, Mumbai**

### Bankers

**Axis Bank Ltd.**

### Registered Office

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

### Registrar & Transfer Agent

**Bigshare Services Pvt. Ltd.**  
**E-2, Ansa Industrial Estate,**  
**Saki Vihar Road, Saki Naka,**  
**Andheri(East), Mumbai–**  
**400072**

### Audit Committee

<b>Mr. Manoj Bhatia</b>	<b>Chairman</b>
<b>Mr. Krishan Khadaria</b>	<b>Member</b>
<b>Mr. Narendra Gupta</b>	<b>Member</b>

### Shareholders' / Investors' Grievance Committee

<b>Mr. Manoj Bhatia</b>	<b>Chairman</b>
<b>Mr. Mohit Khadaria</b>	<b>Member</b>
<b>Mr. Narendra Gupta</b>	<b>Member</b>

### Remuneration Committee

<b>Mr. Manoj Bhatia</b>	<b>Chairman</b>
<b>Mr. Narendra Gupta</b>	<b>Member</b>
<b>Mr. Mohit Khadaria</b>	<b>Member</b>

### Management Committee

<b>Mr. Krishan Khadaria</b>	<b>Chairman</b>
<b>Mr. Mohit Khadaria</b>	<b>Member</b>
<b>Mr. Manoj Bhatia</b>	<b>Member</b>

# Nouveau Global Ventures Limited

401/A, Pearl Arcade, Daut Baug Lane, Off J. P. Road, Opp. P. K. Jewellers, Andheri (West), Mumbai - 400 058  
Tel.: 26778155 / 26797750 / 32459097. Fax: 26781187. Email: [nouveauglobal@gmail.com](mailto:nouveauglobal@gmail.com)

## NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Members of Nouveau Global Ventures Limited will be held on Monday, 30<sup>th</sup> September, 2013 at 10:00 a.m. at Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai - 400 053 to transact the following business: -

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2013 and the Balance Sheet as at that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Mr. Manoj Bhatia, who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appoint M/s.CPM & Associates, Chartered Accountants, Mumbai, Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

“**RESOLVED THAT** the retiring Statutory Auditors, M/s. CPM & Associates, (Firm Regn.No.114923W), who being eligible, have offered themselves for re-appointment, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration to be mutually agreed between the Board of Directors of the Company and the Statutory Auditors, in addition to reimbursement of out-of-pocket expenses, in connection with the audit of the Company.”

### NOTES

1. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. Proxies, in order to be effective, must be received at the Company's Registered office not less than **48 hours before the meeting**.
2. The Register of Members and the share transfer books of the Company will remain closed from 21<sup>st</sup> September, 2013 (Saturday) to 28<sup>th</sup> September, 2013 (Saturday), both days inclusive.
3. Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors, subject to the provisions of SEBI Circular No. 21/99 dated July 8, 1999. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience.

4. Members holding shares in physical form are requested to immediately notify change in their address, to the Registrar and Transfer Agent of the Company, Bigshare Services Private Limited quoting their Folio Number (s).
5. The annual report of the company circulated to the members of the Company, will be made available on the Company's website at [www.nouveauglobal.com](http://www.nouveauglobal.com).
6. The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011 stating that the companies can now dispatch their documents to the shareholders through electronic mode. As a result, the Companies are now permitted to send various notices/ documents to the shareholders on their registered e-mail address and will be deemed for serving notices/documents including those covered under Section 219 of the Companies Act, 1956(the Act) read with Section 53 of the Act.

In view of the above circular, we propose to send in future all documents including the Annual Report, which inter alia, includes notice convening Annual General Meeting, Auditors' Report, Directors' Report and Financial Statements, in electronic form to the email address registered by you and made available to us by the Depositories.

The members of the Company holding shares in physical form are requested to send their e-mail ids to the Company's Registrar & Transfer Agent (e-mail address mentioned in the Annual report under Corporate Governance), for future correspondences by the Company to the members through this mode. Further, in case of members holding shares in electronic form who wish to change their registered e-mail address, they are requested to inform the respective Depository Participants accordingly.

The company is sure that the members would welcome the "Green Initiative" taken by MCA and the Company's desire to participate in the same going forward, as it will ensure prompt receipt of communication and avoid loss in postal transit.

7. Additional information on Directors recommended for re-appointment under clause 49 of the listing agreement:

<b>Name</b>	Mr. Manoj Bhatia
<b>Designation</b>	Non-Executive Independent Director
<b>Date of Birth</b>	15/11/1968
<b>Qualification</b>	B.Com, CA Inter
<b>Director in Company since</b>	27/03/2003

## OTHER DIRECTORSHIPS

<b>Name of the Company</b>	<b>Committee Directorship</b>	<b>Status</b>
Sukaniya Properties Pvt. Ltd.	NIL	Director
Nouveau Global Ventures Limited	Chairman & Member	Director
Ashadeep Multitrade Private Limited	NIL	Director
Automagical Software Pvt. Ltd.	NIL	Director
Perfect Square Pvt. Ltd.	NIL	Director
Omni Strategic Management Consultants Pvt. Ltd.	NIL	Director
Pearl Arcade Trading Private Limited	NIL	Director
Pearl Electronics Limited	Chairman	Director
Pearl Agriculture Limited	Chairman	Director
Nouveau Shares & Securities Limited	NIL	Director

By and on behalf of the Board  
*for* **Nouveau Global Ventures Limited**

**Krishan Khadaria**  
**Managing Director**

**Registered Office:**

A/401, Pearl Arcade,  
Opp. P. K. Jewellers,  
Daut Baug Lane, Off J. P. Road,  
Andheri (West), Mumbai-400058

**Place: Mumbai**

**Date: 29<sup>th</sup> May, 2013**

# Nouveau Global Ventures Limited

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

Tel.: 26778155 / 26797750 / 32459097. Fax: 26781187. Email: [nouveauglobal@gmail.com](mailto:nouveauglobal@gmail.com)

## DIRECTOR'S REPORT

To,  
The Shareholders

The Board of Directors are pleased to present the Twenty Fifth Annual Report of the Company together with the Audited Statement of Accounts, Auditors' Report and the report on business and operations of the Company for the financial year ended 31<sup>st</sup> March, 2013.

### FINANCIAL HIGHLIGHTS

(Amt. in Lacs)

Particulars	31 <sup>st</sup> March 2013	31 <sup>st</sup> March 2012
Profit before interest, depreciation, tax and Extra Ordinary Items	44.54	95.61
Depreciation/amortization	7.81	5.13
Profit before interest, tax and Extra Ordinary Items	36.73	90.48
Finance Costs	3.99	14.31
Profit before tax and Extra Ordinary Items	32.74	76.17
Less: Provision for taxes on income		
--Current tax	9.25	24.50
--Deferred tax liability / (asset)	0.79	(0.81)
Profit before Extra Ordinary Items	22.70	52.48
Extra Ordinary Items (Net of Tax)	-	-
Profit for the year	22.70	52.48

### PERFORMANCE AND FUTURE PROSPECTS

During the financial year 2012-13, the global economic environment was on a slow path. The Company made a Profit amounting to Rs. 22.70 Lacs after tax from the operations of the Company in this fiscal as compared to Rs. 52.48 Lacs last year. The Company has four reportable business segments i.e. Multimedia, Financial & Consultancy, Dealing in Shares & Securities, and Textile Division. During the period under review, the Agriculture & Electronics division of the Company was transferred to Pearl Agriculture Limited & Pearl Electronics Limited respectively consequent to the approval of Demerger by Hon'ble High Court of Bombay dated 08th October, 2012.

### DEMERGER

The Scheme of Demerger between Nouveau Global Ventures Limited and Pearl Agriculture Limited and Pearl Electronics Limited was approved by the Hon'ble

High Court of Bombay dated 08th October, 2012. Subsequent to the approval of the Scheme of Demerger, all the assets & Liabilities of Agriculture Division & Electronics Division were transferred to Pearl Agriculture Limited & Pearl Electronics Limited respectively with effect from appointed date i.e. 1st October, 2011.

The shares of the resulting companies Pearl Agriculture Limited & Pearl Electronics Limited were listed with Bombay Stock Exchange Limited dated 18<sup>th</sup> March, 2013.

### **SHARE CAPITAL**

Subsequent to the approval of Scheme of Demerger, the existing equity capital of the company was divided into equity shares of Re. 1 each was consolidated into equity shares of Rs. 10 each. Consequently Ten Equity shares of Re. 1 each was converted to one equity of Rs. 10 each w.e.f 18<sup>th</sup> May, 2012.

The demerger of the two division of the company i.e. Agriculture division into Pearl Agriculture Ltd and Electronics division into Pearl Electronics Ltd. The Shareholders of the company for 100 equity shares of Rs. 10 each held by them will be allotted 55.89 equity shares of Rs. 10 each of Pearl Agriculture Ltd and 56.79 equity shares of Rs. 10 each of Pearl Electronics Ltd.

### **SUBSIDIARIES**

The Statement pursuant to Section 212 of the Companies Act, 1956 relating to subsidiary companies forms part of the financial statement. As required under Clause 32 of the Listing Agreement with the BSE, the financial statements of the Company have been consolidated with the Nouveau Shares and Securities Ltd. being the subsidiary of the Company.

### **NOUVEAU GLOBAL VENTURES FZE**

The 100% subsidiary Company of the company, Nouveau Global Ventures FZE established in Rak Al Khaimah Free Trade Zone, Dubai has started its business activities.

### **DIVIDEND**

For conservation of resources your Directors do not recommend any dividend for the year 2012-2013.

### **LISTING WITH THE STOCK EXCHANGES**

The Equity Shares of the Company continue to remain listed with Bombay Stock Exchange Ltd. (BSE). The listing fees payable to the stock exchange for the year 2013-2014 have been paid.



## DIRECTORS

Mr. Manoj Bhatia who retires from the Board by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. His brief profile is furnished in the explanatory statement to the notice of the ensuing Annual General Meeting.

## COMPANY SECRETARY

During the year under review, Ms. Neha Malpani resigned from the post of Company Secretary and Ms. Garima Kukkar was appointed as Company Secretary consequently with effect from 10<sup>th</sup> November, 2012.

## DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, your Directors hereby confirm:

- i. that in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with the proper explanation relating to material departures ;
- ii. that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period ;
- iii. that the Directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act ,1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. that the Directors had prepared the Annual Accounts on a going concern basis.

## AUDITOR'S REPORT

Your Directors confirm that the observations made by the Auditors in their Report have been duly clarified in the Notes to the accounts forming part of the Balance sheet and the Statement of Profit & Loss, which are self-explanatory.

## AUDITORS

M/s. CPM & Associates., Chartered Accountants appointed as the Auditors of the Company, who retire at the conclusion of this Annual General Meeting and being eligible, offer themselves for re-appointment. The Board recommends their re-appointment.

A certificate has been received from the Auditors to the effect that their appointment,

is made, would be within the limits prescribed under section 224 (1B) of the Companies Act, 1956. The Auditors have advised that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

As per Clause 49 of the Listing Agreements entered into with the Stock Exchanges, a Management Discussion and Analysis Report is attached and form part of this report.

## **PARTICULARS OF EMPLOYEES**

During the year under review there were no employees who were in receipt of the remuneration beyond the limits prescribed under Section 217 (2A) of the Companies Act, 1956. Therefore, the details as required by the provisions of the aforesaid Section of the Companies Act, 1956, read with the Companies (Particulars of Employees) (Amendment) Rules, 2002 are not applicable.

## **CORPORATE GOVERNANCE**

The Company complies with Clause 49 of the Listing Agreement, as amended from time to time. The Board of Directors of the Company has adopted a Corporate Governance Policy meant to ensure fair and transparent practices and a Code of Conduct for its Directors and senior management. For fiscal 2013, the compliance report is provided in the corporate governance report section of the Annual Report. The Auditors' certificate on compliance with the mandatory recommendations of the committee is provided in the annexure to the directors report section.

## **CONSERVATION OF ENERGY, TECHNOLOGICAL ABSORPTION**

The Company is not engaged in any manufacturing activity and therefore there are no particulars to be disclosed under the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988.

Considering the nature of activities of the Company, the provisions of Section 217(1)(e) of the Companies Act, 1956 relating to conservation of energy and technology absorption do not apply to the company. The company is, however, constantly pursuing its goal of technological up gradation in a cost-effective manner for better business management.

## **FOREIGN EXCHANGE EARNINGS AND OUTGO**

There has been no foreign exchange out flow/inflow during the year.

## ACKNOWLEDGEMENT

We thank our customers, investors and Bankers for their continued support during the year. We place on record our appreciation of the contribution made by our employees at all levels. Our consistent growth was made possible by their hard work, solidarity, cooperation and support.

By and on behalf of the Board  
*for* **Nouveau Global Ventures Limited**

**Place: Mumbai**

**Date: 29<sup>th</sup> May 2013**

**Krishan Khadaria**  
**Managing Director**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### ECONOMY AND INDUSTRY OVERVIEW

After tough 2012, India's media and entertainment (M&E) sector is expected to grow 11.8% this year to Rs.91,700 crore from the Rs. 82,000-crore mark last year, said a joint report released by the Federation of Indian Chambers of Commerce and Industry (FICCI) and KPMG on Tuesday, According to the report of Media, showbiz sector to grow 12% in 2013: FICCI in HT Correspondent, Hindustan Times, Mumbai dated March 12, 2013

The main growth drivers for the M&E sector will be digitisation, growing regional media and the upcoming elections, the report said.

This was released during FICCI-Frames, an annual three-day get-together of the media and entertainment sector including its various arms such as films, broadcast (TV & Radio), digital entertainment, animation, gaming, visual effects, etc.

This industry is an economic enterprise and is capable of creating employment and wealth much faster than most other sectors. According to the report, advertising expenditure in the media space grew 9% to Rs. 32,740 crore in 2012. Print accounted for 46% of this.

### BUSINESS:

The successful management and sound financial backing of exemplary visions has helped develop Nouveau Global Ventures into a diverse array of industries with a truly global identity. Our services range has applications for diverse markets in India, viz. Film Production (Bhojpuri and Bengali), Film Telecast Rights, Publications – two Film Trade Magazine “**Bhojpuri city**” for Bhojpuri Cinema and “**Maza Cinema**” for Marathi Cinema. The company is also planning New Magazine in Fashion/Cinema a fusion, Events & Celebrity.

During the period under review, the scheme of Demerger was approved by Hon'ble High Court of Bombay of its Agriculture business in a newly incorporated Company named 'Pearl Agriculture Limited' and Software and Hardware business into 'Pearl Electronics Limited'. Upon coming into effect of this Scheme and in consideration of the Demerger of the Agriculture Division of Nouveau Global Ventures Limited into Pearl Agriculture Ltd. (PAL). PAL issued and allotted equity shares, credited as fully paid up, in the following manner:

55.89 fully paid up equity shares of Rs. 10/- each of PAL were issued and allotted for every 100 fully paid equity shares of Rs. 10/- each held in NGVL. Similarly, PEL issued and allotted equity shares, credited as fully paid up, in the following manner:

56.79 fully paid up equity shares of Rs. 10/- each of PEL were issued and allotted for every 100 fully paid equity shares of Rs. 10/- each held in NGVL.

## OPPORTUNITIES AND THREATS

Bollywood, as the Hindi film industry is popularly known, is the largest contributor to the industry's revenue, followed by the South Indian movie industry and other language cinema industries such as Bengali, Bhojpuri, Marathi and Gujarati. Although the country's filmed entertainment industry is the largest in the world in terms of the number of films it produces (around 900) and its theatrical admissions (around 3 billion), it continues to be small in size in terms of revenue, mainly due to low ticket realization and occupancy levels. Moreover, lack of quality content and rising competition from Hollywood films continue to affect it.

## SEGMENT WISE / PRODUCT WISE PERFORMANCE

The Segment wise Performance of the Company is disclosed **in Point No. 14** of the Notes to Accounts annexed to the Balance Sheet. The Company has performed well in divisions likewise Software & Hardware, Trading in Electronic Goods, Agriculture Products and Multimedia activities. . During the financial under review the software business has proved most profitable to the Company. The major output generated during the year is from the dealing in Software and Hardware. The segment of financing and dealing in Share Market has declined to a greater extent and very small portion of profit forms part of the same.

## OUTLOOK

All divisions are diverse in nature and require special expertise for its effective functioning. It is not possible to pull the common resources to function the said divisions. The new segment of software and hardware dealing started by the Company has proved profitable to the Company and is forming a major portion of profitability of the Company. Therefore to focus the operations of each division it was decided to demerged the two divisions viz. Electronic Divisions and Agriculture Division.

The demerger of the undertakings has benefits of more focused operations and the resulting companies will be at better position to access the new capital and further growth. This will also make the resulting companies more competitive in respect of better business opportunities.

The Scheme aims to achieve independent decisions regarding use of cash flows, capital expenditure etc.

The public shareholders of the Demerged Company would, upon implementation of the Scheme, apart from continuing to be shareholders of the Demerged Company also be the shareholders of the Resulting Companies thereby providing them with an opportunity to participate in the management, operations, decision making process and profits of both the Demerged Company and the Resulting Companies.

Demerger of the two divisions will also provide flexibility to shareholders who want to invest only in one or more divisions and thus create value for such shareholders.

The proposed demerger is in the interest of all the parties to this Scheme and their respective shareholders and creditors, and will in long-term be in the interest and welfare of employees.

Company is also having a partnership firm under the name "GLOBAL ENTERPRISES" with Mrs. Asha Khadaria as a partner. The object of the Partnership business is that to act as dealers, distributors, commission agents, traders and other allied business and or to make investment in shares and securities of the Companies etc.

## **RISKS AND CONCERNS**

Change in viewer's tastes and preferences are some of the concerns for success of the film. Lack of screening facilities in the Country, lack of adequate infrastructure for film production is also the major concerns. Piracy continues to be a major concern for the film industry. In the Finance segment the market volatility is major concern. Uncertain political policies and monsoons have their repercussions on the markets.

The sources of risk in agriculture are numerous and diverse, ranging from events related to climate and weather conditions to animal diseases; from changes in agriculture commodities prices to changes in fertilizer and other input prices; and from financial uncertainties to policy and regulatory risks.

## **INTERNAL CONTROL SYSTEMS AND ADEQUACY**

All key functions and divisions of the Company are independently responsible to monitor risks associated within their respective areas of operations such as production, supply chain, marketing and others.

Your Company's internal control systems have been well designed given the nature of its business and the size and complexity of its operations. These internal control systems provide for well documented policies/guidelines, authorisations and approval procedures. The Company through its own Corporate Internal Audit Department carries out periodic audits to cover all the offices and key areas of business segments based on the plans approved by the Audit Committee, consequently bringing out any deviation to internal control procedures. The observations arising out of audit are periodically reviewed and compliance is ensured. The summary of the Internal Audit observations and status of implementation is submitted to the Audit Committee of the Board of Directors. The status of implementation of the recommendations is reviewed by the Committee on a regular basis and concerns, if any, are reported to the Board.

## **FINANCIAL PERFORMANCE**

The Company's financial performance has been consistent. The Company's financial performance is discussed in detail under the head "Performance and Future prospects" in Directors Report to the Members.

## HUMAN RESOURCES STRATEGY

The human resources strategy enabled the company to attract, integrate, develop and retain the best talent required for driving business growth. The Company has created a performance driven environment where innovation is encouraged, performance is recognized and employees are motivated to realize their potential.

Employee engagement continued to be the thread to bring together all employees in the organization. Regular internal communications, meetings and events have enhanced the engagement of the employees. Cordial and harmonious relations with employees continued to prevail throughout the year under review

## CORPORATE SOCIAL RESPONSIBILITY

Company is been approached by the Rajasthan Vidhyarthi Grah which is a renowned Institution who provides residential accommodation to the C.A. students (who are pursuing Chartered Accountant Course). Institute wanted our support to provide the accommodation facility to the female students coming from outside Mumbai and pursuing the course.

Company has entered into a leave & license agreement with Rajasthan Vidhyarthi Griha (RVG), for establishing a Hostel in the name of RVG Girls Hostel for Girls pursuing preferably the course of Chartered Accountancy. For the social cause Company has provided its Flat No. 701 & 702 of Adivasi Society. This will be a Non Profit making activity and only the cost will be recovered from the students.

## COMPLIANCE

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department of the Company is continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis. New Instructions/guidelines issued by the regulatory authorities were disseminated across the Company to ensure that the business and functional units operate within the boundaries set by regulators and that compliance risks are suitably monitored and mitigated in course of their activities and processes. New products and process launched during the year were subjected to scrutiny from the Compliance Standpoint and proposals of financial services were screened from risk control prospective.

The Company has complied with all requirements of regulatory authorities. No penalties/strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital market during the last three years.

## CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis, describing the Company's objectives, projections and estimates may be forward-looking statements within the meaning of applicable securities laws and regulations. Actual results may vary from those expressed or implied, depending upon conditions, Government policies and other incidental / related factors.

By and on behalf of the Board  
*for* **Nouveau Global Ventures Limited**

**Sd/-**  
**Krishan Khadaria**  
**Managing Director**

**Place: Mumbai**

**Date:**



## REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance.

Its governance framework enjoins the highest standards of ethical and responsible conduct of business to create value for all stakeholders.

### THE COMPANY'S GOVERNANCE PHILOSOPHY

Effective corporate governance practices constitute the strong foundations on which successful enterprises are built to last. The company's philosophy on Corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulations, employees, investors and the society at large.

Nouveau believes that transparent accounting policies, appropriate disclosure norms, best in class board practices and consistently high standards of corporate conduct towards its stakeholders are essential for sustained corporate growth.

### BOARD OF DIRECTORS

In terms of the Company's Corporate Governance Policy, all statutory and other significant and material information are placed before the Board to enable it to discharge its responsibility of strategic supervision of the Company as trustees of the Shareholders.

#### **Composition**

The Nouveau Board is a balanced Board, comprising Executive and Non-Executive Directors. The Non-Executive Directors include independent professionals. Executive Directors, including the Chairman, do not generally exceed one-third of the total strength of the Board.

#### **Brief Profile of the Directors of the Company**

- **Mr. Krishan Kumar Khadaria** is the Chairman and Managing Director of our Company. He is a Chartered Accountant as well as a Bachelor of Law, Mr. Khadaria started his career at the age of 23 as a practicing partner of M/s. Saraogi & Associates Chartered Accountants. His early career was spent promoting Nouveau as a financial consultants firm and build invaluable relationships in varied industries through his many clients. He is also on the board of directors for ATN International Limited, a company running successful television channels in India and abroad. His love for media and film made him undertake production of a few movies in the regional industry of Bhojpuri. Also, a sense of giving back to the local culture caused him to release two trade magazines; One on the Bhojpuri film industry and another one on the Marathi film industry. Firmly rooted in his Rajasthani background as well, he is on the board of the trustees of Kanoria PG Mahila Mahavidyalaya Charitable trust. Recently he donated prime property in Mumbai for operation and management of a Non-Profit Chartered Accountancy Students Hostel for a period of three years in order to provide a safe and suitable learning environment for students who cannot afford expensive alternatives to come and study in the financial capital of India.

- **Mr. Manoj Bhatia** is the Independent director of our Company. He is a Bachelor of Commerce and CA- Inter. He advises the company in the field of finance, taxation and audit which has helped the company in making critical financial decisions. He is the chairman of the Audit Committee, Remuneration Committee and Shareholders Investor Grievances Committee and also member of Management Committee.
- **Mr. Narendra Gupta** is the Independent director of the company. He is a Bachelor of Commerce. He has an experience in marketing and business development. He is having experience in media activities and also having experience in print media of film and related magazines as he has been editor and publisher of various magazines such as King Star, Film city Magazine and Bhojpuri City. He has also been treasurer of Federation of Film Society of India. He is the member of Audit Committee, Remuneration Committee and Shareholders Investor Grievance Committee of the Company.
- **Mr. Mohit Khadaria** is the Promoter director of the Company. He is a graduate of the Pennsylvania State University, USA, holds a Masters degree in Electrical Engineering through the combined degree program offered by the Schreyers Honor's College in PSU. After seven years in the United States, Mohit has returned to India to see his passion grow and develop amongst the boundless potential the Indian market has to offer. As an automation market, India is still maturing but, the willingness of builders and designers incorporating such technologies is what drives Mr. Mohit to take this step. He is extremely passionate about technology and its applications to enhancement of human day-to-day life. His experience with Lutron Electronics ([www.lutron.com](http://www.lutron.com)) as an Embedded Software Engineer has allowed him to pursue that passion in creating cutting edge products in Residential and Commercial Lighting Automation. He is the member of Remuneration Committee, Shareholders Investor Grievance Committee and Management Committee.

#### **Details of Board Meetings during the financial year:**

During the financial year April 01, 2012 to March 31, 2013, Thirteen Meetings of the Board were held on April 02, 2012, April 21, 2012, May 14, 2013, May 18, 2012, July 31, 2012, 14 August, 2012, September 01, 2012, November 11, 2012, November 30, 2012, January 07, 2013, February 7, 2013 and February 11, 2013 .

The Companies Act, 1956 and the Listing Agreement with the Stock Exchanges where the shares of the Company are listed govern the composition of the Board of Directors of the Company. The Board has 4 Directors as on March 31, 2013, of whom 2 Directors are Non-Executive and Independent. The composition of the Board and detail of number of memberships held by Directors on the Board and committees of various companies as on March 31, 2012.

As required under Clause 49 of the Listing Agreement, no Director on the Board is a member of more than 10 committees and Chairman of more than 5 committees across all the companies in which he or she is a Director. All the directors have made necessary disclosures regarding committee positions occupied by them in other companies.

Sr. No.	Name of the Director	Category of Directorship	*No. of other Directorships as on 31.03.2013	#Committee Member	
				Chairman	Member
1	Mr. Krishan Khadaria (Managing Director)	Executive and Promoter Director	27	1	1
2	Mr. Mohit Khadaria	Additional and Promoter	1	-	1
3	Mr. Manoj Bhatia	Non-executive and Independent	9	3	3
4	Mr. Narendra Gupta	Non-executive and Independent	1	-	1

*\*Including Directorships of Private Limited Companies*

*#Represents Memberships / Chairmanships of Audit Committee and Shareholders' / Investors' Grievance Committee.*

### **Meetings of the Board**

The meetings of the Board of Directors are normally held at the Company's Registered Office in Mumbai. Meetings are generally scheduled well in advance and the notice of each Board Meeting is given in writing to each Director. The Board meets at least once in every quarter to review the quarterly performance and the financial results of the Company. The Board is provided with the relevant information as stipulated in Clause 49 of the listing Agreement. The Meetings are governed by a structured agenda. The Board papers, agenda and other explanatory notes are circulated to the Directors well in advance.

Sr. No.	Name	Category	No. of Meeting Attended	Whether attended last AGM
1	Mr. Krishan Khadaria	Executive and Promoter Director	11/13	Yes
2	Mr. Manoj Bhatia	Non-Executive, Independent	11/13	Yes
3	Mr. Narendra Gupta	Non-Executive, Independent	2/13	Yes
4	Mr. Mohit Khadaria	Executive, Promoter	11/13	Yes

The time gap between any two meetings was not more than 4 calendar months. The following table gives details of Directors, their attendance at Board meetings and at the last annual general meeting.

### **COMMITTEES OF THE BOARD**

With a view to enable more focused and timely attention on the affairs of the Company, the Board has constituted the following committees with delegation in particular areas.

#### **1) AUDIT COMMITTEE**

The Audit Committee has been constituted in line with the provisions of Clause 49 of the Listing Agreement entered into with the Stock Exchanges read with Section 292A of the Companies Act, 1956 ("Act").

The terms of reference of the Audit Committee are broadly as under:

i. Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.

ii. Recommending the appointment and removal of External auditors, fixation of audit fee.

iii. Discussion with the external auditors before the audit commences, of the nature and scope of audit as well the matters thereafter.

iv. Review of information by Audit Committee:

The Audit Committee reviews the following information:

- Management discussion and analysis of financial condition and results of operations.
- Statement of significant related party transactions (as defined by the Audit Committee) submitted by Management.
- Management letters / letters of internal control weaknesses issued by the Statutory Auditors.
- Internal audit reports relating to internal control weaknesses.
- The appointment and removal of the Internal Auditor.

v. Reviewing the company's financial and risk management policies.

vi. Reviewing with the management, external and internal auditors, the adequacy of internal control systems.

During 2012-13 the audit committee met 4 times:

May 30, 2011, August 12, 2011, November 14, 2011 and February 14, 2012. The meetings were scheduled well in advance. The company secretary acted as the secretary to the audit committee. The composition of the Audit Committee and the attendance record of members for 2012-13

<b>Name of Member</b>	<b>Status</b>	<b>Category of Directors</b>	<b>No. of Committee meetings attended</b>
Mr. Manoj Bhatia	Chairman	Non Executive and Independent	4/4
Mr. Krishan Khadaria	Member	Executive and Promoter	4/4
Mr. Narendra Gupta	Member	Non Executive and Independent	3/4
Ms. Neha Malpani*	Secretary	Company Secretary	2/4
Ms. Garima Kukkar	Secretary	Company Secretary	2/4

- Ms. Neha Malpani resigned from the post of Company Secretary w.e.f 10<sup>th</sup> November, 2012.

## 2) REMUNERATION COMMITTEE:

- The Company has a Remuneration Committee of Directors.
- The board terms of reference of the Remuneration Committee are as under
  - To approve the annual remuneration plan of the company;
  - To approve the remuneration and commission/incentive payable to the Managing Director for each financial year;
  - Such other matters as the Board may from time to time request the Remuneration Committee to examine and recommend/approve.
- The Composition of the Remuneration Committee and the details of meeting attended by its members are given below:

Name of Member	Status	Category of Directors	No. of Committee meetings attended
Mr. Manoj Bhatia	Chairman	Non Executive and Independent	1
Mr. Narendra Gupta	Member	Non Executive Independent	1
Mr. Mohit Khadaria	Member	Additional and Promoter	1

- One meeting of the Remuneration committee was held during the year on **December 9, 2012.**

### v. Remuneration Policy:

The Company's remuneration policy is driven by the success and performance of the individual employee and the company. Through its compensation programme, the company endeavors to attract, retain, develop and motivate a high performance workforce.

Details of remuneration of the Directors for the financial year ended 31st March 2013.

Name	Salary (per annum)	Perquisites & Allowance
Mr. Krishan Khadaria	Rs. 9,60,000/- Rs. 80000 * 12 = 9,60,000/-	-

### Non Executive Directors:

The Non Executive directors are paid Rs. 500/- per Board Meeting and Audit Committee Meeting as sitting fees. The total Amount of Sitting fees paid to Non Executive Directors during the year was **Rs. 19,000.**

### 3) SHAREHOLDERS / INVESTOR GRIEVANCES COMMITTEE:

i. The company has a Shareholders/Investors Grievance Committee of Directors to look into the redressal of complaints of investors as transfer or credit of shares, non-receipt of dividend/notices/annual reports.

ii. The committee meetings were held on July 14, 2011, November 21, 2011 and March 03, 2012.

iii. The composition and the attendance of Directors at these meeting are as follows:

Name of Member	Status	Category of Directors	No. of Committee meetings attended
Mr. Manoj Bhatia	Chairman	Non Executive Independent	3/3
Mr. Narendra Gupta	Member	Non Executive Independent	3/3
Mr. Mohit Khadaria	Member	Executive Promoter	1/1

iv. The Company has always valued its customer relationships. Accordance with Clause 49(IV)(G)(iv) of Listing Agreement with the Stock Exchanges, the Board has authorised Ms. Garima Kukkar , Company Secretary as Compliance Officer to approve share transfers / transmissions, in addition to the powers with the members of the Shareholders' / Investors' Grievance Committee. Share Transfer formalities are regularly attended to and atleast once a fortnight.

v. Name, designation and address of the Compliance Officer:

Ms. Garima Kukkar  
Company Secretary  
Nouveau Global Ventures Limited  
401/A, Pearl Arcade, Opp P.K. Jewellers,  
Dawood Baugh Lane, Off J.P. Road,  
Andheri (West), Mumbai -400058  
Telephone: 022 -26778155  
Fax: 022- 267811878

#### Investor Grievance Redressal:

The Committee specifically looks into the shareholders redressal and investor complaints on matters relating to refund orders, transfer of shares, dematerialization / rematerialization, sub-division, consolidation of share certificates, issue of duplicate share certificates, non-receipt of annual report etc. in addition, the Committee advises on matters which can facilitate better investor services. As per the certificate issued by our Registrar and Share Transfer Agents (RTA), Bigshare Services Pvt. Ltd. during the year under review, 1 complaint was received from shareholders / investors which were replied / resolved to the satisfaction of the shareholders / investors. The break-up of 6 complaints is as under:

Types of Complaints	Number of Complaints
Non - receipt of Bonus Shares	0
Non - receipt of Demat Credit	0
Non - receipt of Demat Rejection Documents	0
Non - receipt of Exchange Share Certificates	0
Non - receipt of Share Certificate After Transfer	0
Non - receipt of Power of Attorney	0
Non Receipt of Dividend Warrant	1
SEBI	0
<b>Total</b>	<b>1</b>

There was no complaint remained unresolved as on 31<sup>st</sup> March, 2013.

#### 4) MANAGEMENT COMMITTEE:

The Management Committee of the Board of Directors delegated with the power to review and recommend on expansion of existing business and venturing into a new segments of business to widen the areas of business and increase the profitability of the Company.

The committee has met 6 times during the year ended May 30, 2011, August 12, 2011, September 30, 2011, November 30, 2011, February 08, 2012, and March 30, 2012.

The composition and the attendance of Directors at these meeting are as follows:

Name of Member	Status	Category of Directors	Number of meetings
Mr. Krishan Khadaria	Chairman	Executive Promoter	6/6
Mr. Manoj Bhatia	Member	Non Executive Independent	6/6
Mr. Mohit Khadaria	Member	Promoter	2/6

Management Committee has constantly reviewed the business operations of the Company. The Committee has been looking for the new eras of business activities and ventures.

#### 5) ANNUAL GENERAL MEETING (AGMS):

The particulars of Annual General Meeting held during the last three years are as follows:

Year	Date	Time	Venue
31 <sup>st</sup> March 2010	30 <sup>th</sup> September 2010	11:00 a.m.	Axis Bank, Springfields, Lokhandwala Complex, Andheri West, Mumbai 400053
31 <sup>st</sup> March 2011	15 <sup>th</sup> September 2011		
31 <sup>st</sup> March 2012	27 <sup>th</sup> September 2012		



Special/ Ordinary Resolutions passed during previous year :

- The members passed the Ordinary Resolution at the Extra-Ordinary General Meeting held on 18<sup>th</sup> May, 2012 that the existing equity capital of the divided into equity shares of Re. 1 each be consolidated into equity shares of Rs. 10 each. Consequently Ten Equity shares of Re. 1 each was converted to one equity of Rs. 10 each.
- No special resolution was put through postal ballot during the year ended 31<sup>st</sup> March 2013.
- No Special Resolution was passed during the year ended 31<sup>st</sup> March 2013.

### **CODE OF CONDUCT**

All the Directors and Senior Management Personnel have affirmed Compliance with the Code of Conduct.

Declaration by the Managing Director under Clause 49 of the Listing Agreement regarding adherence to Code of Conduct:

In accordance with Clause 49 (1) (D) of the listing agreement all the Directors and Senior Management personnel have affirmed compliance with the code of conduct for the year ended on 31<sup>st</sup> March 2013.

### **SUBSIDIARY COMPANY**

The Audit Committee reviews the consolidated financial statements of the Company and the investments made by its unlisted subsidiary companies. The subsidiary companies are :

1. Nouveau Shares and Securities Limited
2. Nouveau Global Ventures FZE, RAK , Dubai

### **DISCLOSURES**

1. The Board has received disclosures from key managerial personnel relating to material, financial and commercial transactions where they and/or their relatives have personal interest. There are no materially significant related party transactions which have potential conflict with the interest of the Company at large.
2. Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchanges or the Securities and Exchange Board of India or any statutory authority, on any matter related to capital markets, during the last three years 2010-2011, 2011-12 and 2012-13 respectively : NIL
3. All mandatory requirements as per Clause 49 of the Listing Agreement has been complied with by the Company.



4. The Company has fulfilled the following non-mandatory requirements as prescribed in Annexure I D to the Clause 49 of the Listing Agreements entered into with the Stock Exchanges:
  - (a) The Company has set up a Remuneration Committee, details of which have been given earlier in this report.
  - (b) The Statutory financial statements of the Company are unqualified.
  - (c) The Company has adopted a Whistle Blower Policy and has established the necessary mechanism for employees to report concerns about unethical behavior.
5. The Company follows Accounting Standards issued by The Institute of Chartered Accountants of India and there are no statutory audit qualifications in this regard.
6. In terms of Clause 49(V) of the Listing Agreements, the Managing Director and the Executive Director (Finance) made a certification to the Board of Directors in the prescribed format for the year under review, which has been reviewed by the Audit Committee and taken on record by the Board.

### **COMMUNICATION TO SHAREHOLDERS**

The quarterly, half-yearly and annual results of the Company are published in leading newspapers in India which include Free Press Journal national and Navshakti, regional daily newspapers & same are intimated to the Stock Exchanges as required under the Listing Agreements.

The main source of the information to the Shareholder is the Annual Reports, which include, interalia, the Director's report, the report of Board of Directors on Corporate Governance, Management Discussion and Analysis Report and the Auditor's Report. .

### **Website**

Comprehensive information about the Company, its business and operations and Investor information can be viewed at the Company's website [www.nouveauglobal.com](http://www.nouveauglobal.com) The 'Investor Relations' section serves to inform the investors by providing key and timely information like Financial Results, Annual Reports, shareholding pattern, etc. Members also have the facility of raising their queries/complaints on share related matters through a facility provided.

### **SHAREHOLDERS INFORMATION:**

Annual General Meeting	July 27, 2013, Saturday Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai - 400 053 Time - 10:00 a.m.
Financial Year	April 1, 2012 - March 31, 2013
Date of Book Closure	(Saturday) 06 <sup>th</sup> July, 2013 - 13 <sup>th</sup> July, 2013 (Saturday)
Dividend payment date	N.A.

Financial Results Calendar	Results for the Quarter ended June 30 <sup>th</sup> , 2013 – By August 14 <sup>th</sup> , 2013
	Results for the Quarter ended September 30 <sup>th</sup> , 2013 – By November 14 <sup>th</sup> , 2013
	Results for the Quarter ended December 31 <sup>st</sup> 2013 – By February 14 <sup>th</sup> , 2014
	Results for the Quarter ended March 31 <sup>st</sup> March, 2013 – By May 15 <sup>th</sup> , 2014
Listing on Stock Exchanges	Bombay Stock Exchange Limited, Mumbai (Code – 531465)
International Securities Identification Number (ISIN)	INE317B01034
Corporate Identification Number (CIN)	L01407MH1988PLC049645

### **Dematerialization of Shares as on March 31, 2012:**

<b>Form</b>	<b>No. of Shares</b>	<b>% of Total</b>
Held in dematerialized form in CDSL	100768186	54.31%
Held in dematerialized form in NSDL	81635714	44.00%
Physical	3126100	1.69%
<b>Total</b>	<b>185530000</b>	<b>100%</b>

### **Warrants:**

Company has converted its 3125000 warrants into Equity Shares of face value of Rs. 1/- each on 30<sup>th</sup> September, 2011.

### **Stock Market Price on BSE**

<b>Month</b>	<b>Amt. (₹)</b>	
	<b>Low</b>	<b>High</b>
April 2011	17.10	206.90
May 2011	8.75	19.20
June 2011	7.00	10.41
July 2011	6.06	7.90
August 2011	5.40	6.70
September 2011	5.71	8.17
October 2011	5.20	6.40
November 2010	2.66	5.60
December 2011	2.36	3.74
January 2012	2.30	4.41
February 2012	3.92	6.17
March 2012	4.95	6.45

### **Registrar & Transfer Agent**

Bigshare Services Pvt. Ltd.

E-2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East),

Mumbai - 400 072

### **Share Transfer System**

With a view to provide prompt and efficient services to the investors the Company has entered into an agreement with Bigshare Services Limited, Registrar & Transfer Agents registered with SEBI.

To supplement to the prompt services given by the Registrar & Transfer Agent the Shareholders and Investors Grievance Committee meets as and when there are transfers/transmission of shares for the approvals of periodical transfers, issue of share certificates, splitting of shares etc. All requests for dematerialization of shares are processed and confirmation thereof is sent to the shareholders within 7 to 15 days of the receipt thereof.

### **Distribution schedule of the Shareholding as on 31st March 2013**

Range (In Rs.)	Total Holders	% of Total Holders	Total Holding in Rupees	% of Total Capital
Up to 5000	1329	76.78	1836910	0.99
5001 - 10000	95	5.49	767380	0.41
10001 - 20000	65	3.75	1008900	0.54
20001 - 30000	36	2.08	957000	0.52
30001 - 40000	16	0.92	610950	0.33
40001 - 50000	26	1.50	1258530	0.68
50001 - 100000	27	1.56	2059770	1.11
100001 and above	137	7.91	177030560	95.42
<b>TOTAL</b>	<b>1731</b>	<b>100.00</b>	<b>185530000</b>	<b>100.00</b>

### **Shareholding Pattern as on 31st March 2013**

	CATEGORY	Nos. of Equity Shares	TOTAL %age
<b>A</b>	<b>Promoters Holding</b>		
<b>1</b>	<b>Indian Promoters</b>	6802799	36.67
<b>2</b>	<b>Foreign Promoters</b>	00	00.00
	<b>SUB TOTAL</b>	<b>6802799</b>	<b>36.67</b>
<b>B.</b>	<b>Public Shareholding</b>		
<b>1.</b>	<b>Institutional Investors</b>	00.00	00.00
<b>2.</b>	<b>Non-Institutional Investors</b>		
	Bodies Corporate	7118872	38.37
	Individuals		
	Having Nominal Share Capital up to Rs. 1 Lakh.	666183	3.59
	Having Nominal Share Capital in excess of Rs. 1 Lakh.	3942806	21.25
	Others	0.00	0.00

	NRI's	21281	0.11
	Clearing Member	1059	0.006
	<b>SUBTOTAL</b>	<b>11750201</b>	<b>63.33</b>
	<b>TOTAL</b>	<b>18553000</b>	<b>100.00</b>

***Shareholding of Non-Executive Directors***

<b>Name of the Directors</b>	<b>No. of Shares</b>	<b>No. of Convertible Instruments</b>
Mr. Narendra Gupta	Nil	Nil
Mr. Manoj Bhatia	Nil	Nil

***Address for correspondence***

A/401, Pearl Arcade,  
Opp. P. K. Jewellers,  
Daut Baug Lane, Off J. P. Road,  
Andheri (West), Mumbai-400058

By and on behalf of the Board  
*for* **Nouveau Global Ventures Limited**

Sd/-  
**Krishan Khadaria**  
**Managing Director**

**Date:**  
**Place:**

**Declaration of compliance with the Code of conduct as provided in Clause 49 of the Listing Agreement with the Exchanges**

The Company has obtained from all the members of the Board and Senior Management affirmation that they have complied with the Code of Business conduct and Ethics for Directors and Senior Management in respect of the financial year 2012-2013.

By and on behalf of the Board  
*for* **Nouveau Global Ventures Limited**

Sd/-  
**Krishan Khadaria**  
**Managing Director**

**Date:**  
**Place: Mumbai**

**Chief Executive Officer CEO and Chief Financial Officer CFO Certification**

**To the Board of Directors of Nouveau Global Ventures Limited**

Dear Sirs,

**Sub: CEO/CFO Certificate**  
**(Issue in accordance with provisions of Clause 49 of the Listing Agreement)**

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief, we state that:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee:
- (i) significant changes in internal control over financial reporting during the year.
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements: and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Yours Sincerely,

**Krishan Kumar Khadaria**  
Managing Director

**Rajesh Agrawal**  
Finance (VP)

**Place: Mumbai**

**Date: ..... August, 2013**

**Nouveau Global Ventures Limited**

**Registered Office:** A/401, Pearl Arcade, Opp. P. K. Jewellers, Daut Baug Lane, Off J. P. Road, Andheri (W), Mumbai – 400 058  
Fax: 26781187 Website: [www.ngvl.in](http://www.ngvl.in)

**ATTENDANCE SLIP**

Please complete this Attendance Slip and hand it over at the entrance of the meeting hall

<b>Ledger Folio/DP &amp; Client ID No.:</b>	<b>No. of Shares held:</b>
<b>Name:</b>	
<b>Address:</b>	

I hereby record my presence at the **25<sup>th</sup> Annual General Meeting** of the Company held on 27<sup>th</sup> day of July, 2013 at 10.00 a.m. Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai – 400 053

<b>Signature of Shareholder/Proxy:</b>
--

..... ✂ ..... ✂ ..... ✂ .....

**Nouveau Global Ventures Limited**

**Registered Office:** A/401, Pearl Arcade, Opp. P. K. Jewellers, Daut Baug Lane, Off J. P. Road, Andheri (W), Mumbai – 400 058  
Fax: 26781187 Website: [www.ngvl.in](http://www.ngvl.in)

**PROXY FORM**

I/We ..... of ..... being a member of Nouveau Global Ventures Limited, hereby appoint ..... of ..... or failing him ..... of ..... as my/our proxy, to attend and vote for me/us and on my/our behalf at the **25<sup>th</sup> Annual General Meeting** of the Company to be held on 27<sup>th</sup> day of September, 2013 at 10.00 a.m. at Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai – 400 053 and/or at any adjournment thereof.

Signed this ..... day of July, 2013

Affix  
Revenue  
Stamp

Signature

<b>Ledger Folio/DP &amp; Client ID No.:</b>	<b>No. of Shares held:</b>
<b>Name:</b>	
<b>Address:</b>	

**NOTE:**

- a) The Proxy in order to be effective must be deposited at the Registered Office of the Company duly stamped and signed, at least 48 hours before the time for holding of meeting. The Proxy need not be a member of the Company.
- b) The Proxy form should be signed across the stamp as per specimen signature registered with the Registrar & Share Transfer Agent/Depository.

**Nouveau Global Ventures Limited**

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies vide its circular no. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 after considering certain provisions of the Information Technology Act, 2000, permitted the companies to send the notices / annual reports etc. through email to its members. To support this green initiative of the MCA whole heartedly, members who have not yet registered their email address, are requested to register their e-mail address with the Depository through their concerned Depository Participant and members who hold shares in physical mode are requested to intimate their e-mail address at which they would like to receive the above documents electronically, either to the company or to its Registrar and Share Transfer Agent. Shareholders are requested to fill the consent form below and send it to the Registrar and Share Transfer Agent, Bigshare Services Private Limited or to the company.

**CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC MODE**  
**(Pursuant to circulars no. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011)**

To,

.....

.....

Dear Sir,

I/We shareholder (s) of Divine Multimedia (India) Limited, agree to receive all notices and documents including the Annual Report, Notice for General Meetings and other Shareholders Communication in electronic mode (through email).

I/We request you to kindly register my / our below mentioned email id in the Company's records for sending such communication through email.

Folio No...../DP ID No.\*.....and Client ID

\*.....

\*Applicable for members holding shares in electronic form.

Name of the Sole / First Shareholder :

\_\_\_\_\_

Name of the Joint Shareholders (if any) :

\_\_\_\_\_

\_\_\_\_\_

No. of Shares held : \_\_\_\_\_

E-mail id for receipt of documents in Electronic mode :

\_\_\_\_\_

Date :

Place:

Signature:\_\_\_\_\_

(Sole / First Shareholder)

Note:

1. Shareholders are requested to inform the Company's Registrar and Share Transfer Agents as and when there is change in their registered email-id.
2. for shares held in demat form, shareholders are also requested to inform /update their email-ids to their respective Depository Participants.

**BOOK POST**

**Name & Complete Postal Address**

**If Undelivered please return to:  
Nouveau Global Ventures Limited  
401/A, Pearl Arcade, Opp. P.K. Jewellers,  
Daut Baug, Off J.P. Road, Andheri (W),  
Mumbai-400058**

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