



***M/s Navkar Corporation Ltd***  
*Container Freight Stations & Rail Terminals*

**CODE OF CONDUCT FOR BOARD OF DIRECTORS AND  
SENIOR MANAGEMENT PERSONNEL**

**Introduction:** This Code of Conduct has been framed and adopted by Navkar Corporation Limited (“the Company”) in compliance with the provisions of Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with applicable provisions of the Companies Act, 2013.

Regulation 46(2) (d) of the Listing Regulations requires every listed company to publish a code of conduct for its Board of Directors and Senior Management Personnel on its website.

This code of conduct (“Code”) has been prepared in accordance with the Listing Regulations. This Code may be amended by the Board of Directors of the Company from time to time provided that such revised Code complies with the Listing Regulations.

The Code is in alignment with the Company’s objectives, and corporate governance policy and aims at enhancing an ethical transparent process in managing the affairs of the Company.

**Applicability:** This Code applies to all members of Board of Directors (the “Board”) and Senior Management Personnel of the Company.

The independent directors of the Company are subject to certain additional duties as laid down by the Companies Act, 2013. The Code has been formulated and approved by the Board and is to be strictly observed by the Directors and Senior Management of the Company for the governance of good corporate practices. Any issue relating to the interpretation of the Code will be handled by the Board. The Company Secretary of the Company is appointed as the Compliance Officer under the Code and will be available to answer any questions, provide clarification and to help in ensuring compliance with the Code.

All Directors and employees must act within the bounds of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interests of the Company and its shareholders /stakeholders. With a view to maintaining the high standards that the Company requires, the following Rules/ Code of conduct should be observed in all activities of the Board members and Senior Management of the Company.

**OBJECTIVES:** The Directors/Senior Management personnel shall discharge their duties in good faith and integrity in business judgment and in the best interests of the Company and its stakeholders. They are expected to use their best endeavors and organize the resources for advancing the Company’s objectives. They shall act ethically, honestly, diligently and in good faith to protect the Company’s properties, brand equity and image.

They shall act in good faith, responsibly, with due care, competence and diligence and without allowing their independent judgment to be subordinated. They shall act in the best interests of the Company and fulfill their fiduciary obligations.

## **DEFINITIONS:**

In this Code, unless the context otherwise requires:

- a. “**Act**” shall mean the Companies Act 2013 and the rules made thereunder, including any modifications, amendments or re-enactment thereof;
- b. “**Applicable Laws**” shall mean the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
- c. “**Board or Board of Directors**” shall mean all the members of the Board of Directors of the Company;
- d. “**Code**” shall mean this Code of Conduct for Board of Directors and Senior Management Personnel of the Company;
- e. “**Company or Navkar**” shall mean Navkar Corporation Limited;
- f. “**Insider Trading Regulations**” mean Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- g. “**Listing Regulations**” shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the circulars issued thereunder, including any modifications, amendments or re-enactment thereof;
- h. “**Senior Management Personnel**” or SMP shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.]

## **HONEST AND ETHICAL CONDUCT**

The Company expects all Board Members and SMP to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, whenever the Company’s business is being conducted or at any place where such Board Members and SMP are representing the Company. The Company considers honest conduct that is free from fraud or deception. The Company considers ethical conduct conforming to the accepted professional standards of conduct. Ethical conduct includes ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

## **CODE:**

The Code of Conduct for Board of Directors & Senior Management Personal includes but is not limited to the following:

- To act in accordance with the highest standard of personal and professional integrity, honesty and ethical conduct in the discharge of duties and promote professionalism in the Company.
- To make reasonable efforts to attend Board meetings, meetings of the Committees of the Board where the Director is a member and general meetings of shareholders regularly.
- To exercise independent judgment on issues of strategy, performance, policy matters, etc.
- To avoid and disclose actual and apparent conflicts of personal interest with the interest of the Company and to disclose all contractual interest, whether directly or indirectly, with the Company.
- To inform the Company immediately about the emergence of any situation that may disqualify him / her from Directorship.
- To maintain confidentiality of the Company's business.
- To observe the "Code of Conduct for dealing in Equity Shares and other Securities of the Company" framed under the Insider Trading Regulations, as amended from time to time.
- Not to accept any offer, payment or anything of value from customers, vendors, consultants, etc. that is perceived as intended, directly or indirectly, to influence any business decision.
- Not to hold any office or place of profit in the Company by himself or by his / her relatives without full disclosure of information in connection therewith.
- Not to divert to his / her own advantage any business opportunity that the Company is in pursuit.
- Not to compete, whether directly or indirectly, with the Company.
- Not to charge personal expenses to the Company.
- If the Director discloses his interest (including investments entitling to more than 2% of the voting power), direct or indirect, in other companies or entities (either as Director, Shareholder or Otherwise) under section 184 of Companies Act, 2013, that will be deemed to be sufficient compliance with this Code.
- To use reasonable care & skill in the discharge of duties and responsibilities and exercise of powers for the benefit & prosperity of the Company.
- Not to make an investment in any customer, supplier or competitor of the Company such that it may compromise his / her responsibilities to the Company and any such investment would be with prior and full disclosure of the Company.

### **The Senior Management have additional responsibilities under the Code. They are:**

- Promote compliance and ethics by example – in other words, show with their behaviour what it means to act with integrity.
- Make sure that those who report to them understand the Code's requirements and have the resources to meet them.
- Monitor compliance and ethics of the people they supervise.
- Use reasonable care to monitor third parties to ensure that they work in a manner consistent with the Code.
- Enforce the Code; and
- Support employees who, in good faith, raise questions or concerns.

All breaches or potential breaches of the Company's compliance and ethics commitment of which one becomes aware of – whether these relate to him /her direct reports or others, should be reported.

## **CONFLICT OF INTEREST**

(a). The Company expects that the Directors or SMP of the Company shall not engage in any business relationship or activity which might conflict with the interest of the Company.

A “Conflict of interest” occurs when a person’s private interest interferes in any way, or even appears to interfere, with the interest of the Company.

Although it would not be possible to describe every situation in which a conflict of interest may arise, the following are examples of situation, which may constitute a conflict of interest.

When a Director or a SMP engages in a business relationship or activity which is or is perceived to be in conflict with the interest of the Company with anyone who is party to a transaction with the Company.

When a Director or SMP or their relative receives personal benefits by making or influencing decision relating to any transaction.

When Director and SMP is having a significant ownership interest in any supplier, customer, business associate or competitor of the Company.

(b). In case it is likely that a conflict of interest might exist, the concerned Director or SMP must at the earliest opportunity make full disclosure of all facts and circumstances that reasonably could be expected to give rise to any violations of this Code of Conduct. A Director shall make such disclosure to the Board of Directors at the earliest opportunity and the Board shall ensure that Company’s interests are protected. A SMP other than a Director shall make such disclosure to the Head of the Department. The Head of the Department and/or the Unit Head shall look into the merits of the transaction and ensure that the Company’s interests are protected.

## **ACCOUNTING & FINANCIAL REPORTING**

The Management shall ensure that all business transactions shall be recorded in true, fair and timely fashion in accordance with the accounting and financial reporting standards, as applicable to the Company. They will ensure the reliability and accuracy of its accounts, records and reports.

All Working Directors and SMPs shall ensure that the Company’s information furnished to the government departments/authorities, financial institutions and banks are authentic and accurate.

## **HEALTH, SAFETY, SECURITY AND THE ENVIRONMENT**

The Directors and SMPs have a responsibility to take reasonable steps to ensure that there are no accidents, no harm to people and no damage to the environment. All are committed to the protection of the natural environment, to the safety of the communities in which they operate, and to the health, safety and security of our people.

## **CONFIDENTIALITY**

The Directors and SMPs shall strive to protect confidential information acquired, generated or which otherwise comes into their possession during the course of business. All such information should be maintained in strict confidence except when disclosure is expressly authorized by the Company or required by the law.

Confidential information includes all non-public information, intellectual property rights such as trade secrets, business research, new products, new projects and plans, business strategies, customer, employee and suppliers list and any unpublished financial or price sensitive information.

Unauthorized use or distribution of proprietary and confidential information that violates any Company policy could be illegal. Anyone found to be guilty of such unauthorized use may be liable for potential legal & disciplinary action. The obligation to protect the Company's proprietary and confidential information continues even after Directors and SMPs leave the Company.

The Directors and SMPs must return all proprietary information in their possession upon leaving the Company. The Directors and SMPs should respect the rights of other competitors and their confidential information. They should not attempt to obtain a competitor's confidential information by improper means.

## **COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

The Directors and SMPs shall keep themselves updated in relation to laws/ statutory compliances applicable to their scope of work. The Directors and SMPs of the Company shall comply with all laws, rules and regulations as may be applicable to their scope of work and shall not commit any illegal or unethical act. Appropriate measures are put in place to assist in complying with applicable laws and regulations in the business. If anyone gets to know of any non-compliance of any of the laws in her or his colleague's area of operation in the Company, the same should be brought to her/his immediate notice as well to the notice of her/his Head of Department.

## **OTHER DIRECTORSHIPS**

Serving on the Boards of Directors of other companies may raise substantial concerns about potential conflict of interest; therefore, all directors must report/ disclose such relationships to the Board on annual basis. It is well accepted that service on the Board of Directors' of the competitor is not in the interest of the Company.

## **FAIR COMPETITION**

The Company is committed to respect the principles and rules of fair competition prohibiting anticompetitive behavior and abuse of a dominant market position.

## **BRIBERY AND CORRUPTION**

The Directors and SMPs shall not be involved in bribery and corruption while conducting the Company's business. They are prohibited from offering or providing any undue pecuniary or other advantage for the purpose of obtaining, retaining, directing or securing any improper business advantage or for personal gain.

## **INSIDER TRADING**

The Directors and SMPs shall not derive benefit or assist others to derive benefit by giving price sensitive information likely to result in movements in the price of the shares or any other financial instruments. Directors and SMPs shall not use or proliferate information which is not available to the general public and which therefore constitute insider information.

## **CUSTOMERS, SUPPLIERS AND STAKEHOLDERS**

The Company is committed to create value for each of its stakeholders. The Directors and SMPs shall treat the Company's customers, suppliers and stakeholders with respect and dignity. There should not be any coercive measures used while dealing with any of the stakeholders.

## **CORPORATE OPPORTUNITIES**

The Directors and SMPs are prohibited from taking for themselves business opportunities that arise through the use of corporate property, information or position. They shall not use corporate property, information or position for personal gain, or to compete with the Company. Competing with the Company may involve engaging in the same or a similar line of business as the Company, or any situation where the employee or Director takes away from the Company, the opportunities for sale or purchase of property, products, services or interests.

## **EXPENSE CLAIMS**

The Directors and SMPs are prohibited from claiming the expenses that are incurred for personal purpose. The expenses incurred in the course of employment and relating to the business are to be claimed as per the authorization policy of the Company.

## **GIFTS, HOSPITALITY AND DONATIONS**

The Company will not utilize bribery and corruption in conducting business. The Directors and SMPs are prohibited from receiving, soliciting or offering any illegal or undue pecuniary or other advantage, (e.g. payments, remuneration, gifts, donations, hospitality of any kind or comparable benefits) which are intended to obtain any improper business advantage. Directors and SMPs, however, may honour, accept, and offer nominal gifts which are customarily given and are of a commemorative nature, for special events.

## **PROTECTION AND PROPER USE OF COMPANY'S ASSETS**

The Company's assets and services are for the conduct of Company's business only. No assets shall be used for any personal or unauthorized use. The Directors and SMPs shall endeavour to protect the Company's assets against loss, theft or other misuse and are responsible for the careful use. Any suspected loss, misuse or theft should be reported to the line manager. The Directors and SMPs shall return the Company's assets entrusted to them while in office, when they are leaving the service or office of the Company.

## **CORPORATE SOCIAL RESPONSIBILITY, HEALTH AND SAFETY**

The Company recognizes its social responsibility and aim to improve the quality of life of its workforce, their families and the communities around its operations. The Company pursues a clear policy dealing with employment practices, occupational health and safety, community involvement

as well as customer and supplier relations. The Working Directors and SMPs shall adhere to the policy.

### **EQUAL OPPORTUNITIES TO EMPLOYEES**

The Company provides equal opportunities to all its employees, without regard to their caste, religion, color, marital status and sex. The policies and practices shall be administered in a manner that ensures equal opportunity to the eligible candidates and the decisions are merit based.

### **POLICY AGAINST SEXUAL HARASSMENT**

The Directors and SMPs of the Company shall strive to maintain a work environment free from sexual harassment, whether physical, verbal or psychological. Stringent Disciplinary action including but not limited to removal/ suspension/ dismissal etc. shall be taken against any person found in breach of such rule. The above action by the Company shall not preclude civil or criminal prosecution before the competent Court of Law.

### **EMAIL AND INTERNET**

The Company's email and Internet facilities are provided only for the purpose of the business of the Company. Posting and disseminating Company's information and data on internet or voice mail or private network except for business exigencies are prohibited. The Company prohibits the use of internet facilities for accessing unauthorized, illegal or immoral web sites from the computers provided by the Company at their workplace.

### **WAIVER**

As a general practice, the Board of Directors of the Company will not grant waiver to this Code of Conduct. However, in extraordinary situation and for reasons recorded in writing, the Board of Directors of the Company may grant waiver to a member of the Company's Board of Directors or SMP from any one or more of the provisions of this Code of Conduct.

### **RESPONSIBILITY TOWARDS SHAREHOLDERS**

The Board shall be committed to enhance shareholders' value and comply with all applicable laws that govern shareholder's rights. The Board of Directors shall inform the shareholders about all relevant aspects of the Company's business, and disclose such information in accordance with the respective regulations and agreements.

### **DUTIES OF INDEPENDENT DIRECTORS AS PER COMPANIES ACT, 2013**

The Independent Directors shall abide with the duties of directors and duties of Independent Directors as laid down by the Companies Act, 2013, the Schedules and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force). The duties of Directors as per Section 166 and the duties of Independent Directors in accordance with Schedule IV of the Companies Act, 2013 are appended and marked as Annexure I.

### **OUTSIDER'S RECOURSE**

No outsiders will have any right or recourse to any action or claim of whatsoever nature against any of the Directors or employees for the non-compliance of this Code of Conduct.



## **CONSEQUENCES OF NON- COMPLIANCE OF THIS CODE**

Every Director and member of the SMP has to himself ensure compliance with this Code. In case of breach of this Code, the same shall be immediately reported to the Board through the Compliance Officer for initiating appropriate action, as deemed necessary.

## **REVIEW, AMENDMENT AND MODIFICATION**

This Code of Conduct may be reviewed, amended or modified by the Company's Board of Directors as and when required or deemed necessary.

## **ACKNOWLEDGMENT**

I have received and read the Company's Code of Conduct and Ethics for Board of Directors and Senior Management Personnel (SMP). I understand and agree to comply with the standards and policies contained in the above-mentioned Code of Conduct and understand that there may be additional policies or laws specific to my job.

Name of the Director / SMP	
Employee Code	
Designation	
Location	
Reporting to	
Signature	
Date	

Please sign and return this form to the Head of the Human Resources function of the Company.

## ANNEXURE - I

### **DUTIES OF DIRECTORS UNDER SECTION 166 OF THE COMPANIES ACT, 2013, REGULATION 4(2)(F) OF THE LISTING REGULATIONS AND CODE FOR INDEPENDENT DIRECTORS UNDER SCHEDULE IV OF THE COMPANIES ACT, 2013**

#### **Duties of directors under Section 166 of the Companies Act, 2013:**

- 1) subject to the provisions of this Act, a director of a company shall act in accordance with the articles of the company.
- 2) a director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
- 3) a director of a company shall exercise his/her duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- 4) a director of a company shall not involve in a situation in which he/she may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- 5) a director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself/herself or to his/her relatives, partners, or associates and if such director is found guilty of making any undue gain, he/she shall be liable to pay an amount equal to that gain to the company.
- 6) a director of a company shall not assign his/her office and any assignment so made shall be void.

#### **Duties of directors under Regulations 4(2)(f) of the Listing Regulations:**

##### **1) Disclosure of information:**

- a. members of board of directors and key managerial personnel shall disclose to the board of directors whether they, directly, indirectly, or on behalf of third parties, have a material interest in any transaction or matter directly affecting the listed entity.
- b. the board of directors and senior management shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making.

##### **2) Key functions of the board of directors:**

- a. reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, and overseeing major capital expenditures, acquisitions and divestments.
- b. monitoring the effectiveness of the listed entity's governance practices and making changes as needed.
- c. selecting, compensating, monitoring and, when necessary, replacing key managerial personnel and overseeing succession planning.
- d. aligning key managerial personnel and remuneration of board of directors with the longer term interests of the listed entity and its shareholders.

e. ensuring a transparent nomination process to the board of directors with the diversity of thought, experience, knowledge, perspective and gender in the board of directors.

f. monitoring and managing potential conflicts of interest of management, members of the board of directors and shareholders, including misuse of corporate assets and abuse in related party transactions.

g. ensuring the integrity of the listed entity's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.

h. overseeing the process of disclosure and communications. i. monitoring and reviewing board of director's evaluation framework.

### **3) Other responsibilities:**

a. the board of directors shall provide strategic guidance to the listed entity, ensure effective monitoring of the management and shall be accountable to the listed entity and the shareholders.

b. the board of directors shall set a corporate culture and the values by which executives throughout a group shall behave.

c. members of the board of directors shall act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the listed entity and the shareholders.

d. the board of directors shall encourage continuing directors training to ensure that the members of board of directors are kept up to date.

e. where decisions of the board of directors may affect different shareholder groups differently, the board of directors shall treat all shareholders fairly.

f. the board of directors shall maintain high ethical standards and shall take into account the interests of stakeholders.

g. the board of directors shall exercise objective independent judgement on corporate affairs.

h. the board of directors shall consider assigning a sufficient number of non-executive members of the board of directors capable of exercising independent judgement to tasks where there is a potential for conflict of interest.

i. the board of directors shall ensure that, while rightly encouraging positive thinking, these do not result in over-optimism that either leads to significant risks not being recognized or exposes the listed entity to excessive risk.

j. the board of directors shall have ability to 'step back' to assist executive management by challenging the assumptions underlying: strategy, strategic initiatives (such as acquisitions), risk appetite, exposures and the key areas of the listed entity's focus.

k. when committees of the board of directors are established, their mandate, composition and working procedures shall be well defined and disclosed by the board of directors.

l. members of the board of directors shall be able to commit themselves effectively to their responsibilities.

m. in order to fulfil their responsibilities, members of the board of directors shall have access to accurate, relevant and timely information.

n. the board of directors and senior management shall facilitate the independent directors to perform their role effectively as a member of the board of directors and also a member of a committee of board of directors.

**Duties of independent directors under Schedule IV of the Companies Act, 2013:**

The independent directors shall—

- 1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- 2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- 3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- 4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- 5) strive to attend the general meetings of the company;
- 6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- 7) keep themselves well informed about the company and the external environment in which it operates;
- 8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- 10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- 11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- 12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- 13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

In addition to the aforesaid duties, the Independent Directors are also subject to the 'Duties of Directors' as provided under Section 166 of the Companies Act, 2013, other applicable provisions of the Companies Act, 2013 and Listing Regulations.

**ANNEXURE-II**

To,  
The Compliance Officer,  
Navkar Corporation Limited,  
205-206, J. K. Chambers, Sector - 17,  
Vashi, Navi Mumbai – 400703.

Dear Sir / Madam,

**Sub.: Acknowledgement pursuant to code of conduct for directors and senior management personnel**

I, ....., being a member of the Board of Directors / Senior Management of Navkar Corporation Limited “the Company” hereby acknowledge and affirm that:

- i. I have received, read and understood the Code of Conduct and Ethics for Directors and Senior Management Personnel of the Company (the Code);
- ii. I am bound by the Code to the extent applicable to my functions as a member of the Board of Directors /Senior Management Personal of the Company;
- iii. During the Financial Year ....., I have complied with the provision of the Code
- iv. To the best of my knowledge, there was no instance of any non-compliance with the Code.

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

Place:

Date: