

**CORPORATE GOVERNANCE REPORT**

**(Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

**ANNEXURE - I**

**1. Name of Listed Entity – Navkar Corporation Limited**

**2. Quarter ending – 30<sup>th</sup> September, 2017**

<b>I. Composition of Board of Directors</b>								
<b>Title Mr. / Ms.</b>	<b>Name of the Director</b>	<b>PAN<sup>s</sup> and DIN</b>	<b>Category (Chairperson/ Executive/ Non - Executive/ Independent/ Nominee<sup>&amp;</sup>)</b>	<b>Date of appointment in the current term / cessation</b>	<b>Tenure*</b>	<b>No. of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations )</b>	<b>No. of memberships in Audit / Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations</b>	<b>No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations</b>
Mr.	Shantilal Jayavantraj Mehta	DIN – 00134162	Chairman - Executive	30 <sup>th</sup> September, 2014	-	One	One	None
Mr.	Nemichand Jayavantraj Mehta	DIN – 01131811	Executive	1 <sup>st</sup> September, 2016	-	One	One	None
Mr.	Dinesh Gautama	DIN – 02384688	Executive	8 <sup>th</sup> December, 2014	-	One	One	None

Mr.	Lalit Menghnani	DIN – 06614582	Non Executive - Independent	12 <sup>th</sup> September, 2014	3 years	Two	Two	None
Mr.	Ashok Kumar Thakur	DIN – 07573726	Non Executive - Independent	25 <sup>th</sup> January, 2017	8 months 6 days	Two	Three	One
Ms.	Sudha Gupta	DIN – 01749008	Non Executive - Independent	12 <sup>th</sup> September, 2014	3 years	Two	Two	One

<sup>§</sup>PAN number of any director would not be displayed on the website of Stock Exchange.

<sup>&</sup>Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

\* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/ Executive/ Non-executive/ Independent/ Nominee <sup>&amp;</sup> )
1. Audit Committee	1. Ms. Sudha Gupta 2. Mr. Lalit Menghnani 3. Mr. Nemichand J Mehta	Chairperson (of Committee) - Non executive - Independent Non executive - Independent Executive
2. Nomination & Remuneration Committee	1. Mr. Lalit Menghnani 2. Mr. Ashok Kumar Thakur 3. Ms. Sudha Gupta	Chairman (of Committee) Non executive - Independent Non executive - Independent Non executive - Independent
3. Stakeholders Relationship Committee	1. Mr. Ashok Kumar Thakur 2. Mr. Lalit Menghnani 3. Mr. Shantilal Jayavantraj Mehta	Chairman (of Committee) – Non executive - Independent Non executive - Independent Chairman (of Company) - Executive
<sup>&amp;</sup> Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.		

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings( in number of days)
29/05/2017	24/07/2017	55 days (Gap between meetings on 29/05/2017 and 24/07/2017.)

IV. Meeting of Committees			
Date(s) of Meeting of the committee in the relevant quarter	Whether requirements of quorum met (details)	Date(s) of Meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings ( in number of days)
Audit Committee 24/07/2017	Yes (The Chairperson Ms. Sudha Gupta and the members Mr. Nemichand Mehta and Mr. Lalit Menghnani were present for the meeting).	Audit Committee 29/05/2017	55 days (Gap between meetings on 29/05/2017 and 24/07/2017.)
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			

V. Related Party Transactions	
Subject	Compliance status (Yes / No / NA) <small>refer note below</small>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<p><b>Note</b></p> <p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **YES**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **YES**
  - b. Nomination & remuneration committee - **YES**
  - c. Stakeholders relationship committee - **YES**
  - d. Risk management committee (applicable to the top 100 listed entities) – **N.A.**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **YES**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **YES**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: - **YES**

**Sd/-**

**Hitesh Kumar Jain**

**Company Secretary and Compliance Officer**

**COMPLIANCE REPORT FOR THE HALF YEAR ENDED ON SEPTEMBER 30, 2017**

**(Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

**ANNEXURE - III**

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
Copy of the annual report including balance sheet, profit and loss account, directors' report, corporate governance report, business responsibility report displayed on website.	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting.	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the Annual General Meeting.	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report.	34(3) read with Para C of Schedule V	Yes
<p><b>Note</b></p> <p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p align="center"><b>Sd/-</b>  <b>Hitesh Kumar Jain</b>  <b>Company Secretary and Compliance Officer</b></p>		