

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 – 31st March, 2017

I. Composition of Board of Directors								
Title Mr. / Ms.	Name of the Director	PAN ^s and DIN	Category (Chairperson / Executive/ Non-Executive/ Independent / Nominee ^{&})	Date of appointment in the current term / cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No. of memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Shantilal Jayavantraj Mehta	DIN - 00134162	Chairman - Executive	30 th September, 2014		One	One	None
Mr.	Nemichand Jayavantraj Mehta	DIN - 01131811	Executive	1 st September, 2016		One	One	None
Mr.	Dinesh Gautama	DIN - 02384688	Executive	8 th December, 2014		One	One	None
Mr.	Lalit Menghnani	DIN - 06614582	Non Executive - Independent	12 th September, 2014	2 years 6 months	Two	Two	None
Mr.	Ashok Kumar Thakur	DIN - 07573726	Non Executive - Independent	25 th January, 2017	2 months 7 days	Two	Three	One

Ms.	Sudha Gupta	DIN - 01749008	Non Executive - Independent	12 th September, 2014	2 years 6 months	Two	Two	One
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[§]PAN number of any director would not be displayed on the website of Stock Exchange.

[&]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 ^{&})
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
^{&} 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)
25/11/2016	08/02/2017	74 days (Gap between the meetings on 25/11/2016 and 08/02/2017)
	30/03/2017	49 days

		(Gap between the meetings on 08/02/2017 and 30/03/2017)
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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 08/02/2017	Yes (The Chairperson Ms. Sudha Gupta and the members Mr. Nemichand J Mehta and Mr. Lalit Menghnani were present for the meeting).	Audit Committee 25/11/2016	74 days (Gap between the meetings on 25/11/2016 and 08/02/2017)
30/03/2017	Yes (The Chairperson Ms. Sudha Gupta and the members Mr. Nemichand J Mehta and Mr. Lalit Menghnani were present for the meeting).		49 days (Gap between the meetings on 08/02/2017 and 30/03/2017)
*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
Note	
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.

2. If status is "No" details of non-compliance may be given here.

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 YEAR ENDED MARCH 31, 2017

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

ANNEXURE - II

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA)^{refer note below}
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A.
New name and the old name of the listed entity	N.A.

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes

Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

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.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Yes

Name & Designation

Sd/-

Hitesh Kumar Jain

Company Secretary and Compliance Officer / ~~Managing Director / CEO~~