

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, 2019

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 Jayvantraj Mehta	PAN – ACUPM2302F DIN – 00134162	Chairman – Executive	01 st October, 2017	-	One	One	None
Mr.	Nemichand Jayvantraj Mehta	PAN – AMCPM6064C DIN –01131811	Executive	1 st September, 2016	-	One	One	None
Mr.	Dinesh Gautama	PAN – ABUPG6587B DIN –02384688	Executive	30 th March, 2019	-	One	None	None
Mr.	Ashok Kumar Thakur	PAN – ABHPT9653J DIN – 07573726	Non Executive – Independent	25 th January, 2017	27 Months	Three	Four	Three
Ms.	Pooja Goyal	PAN-AIRPG0214F DIN-07813296	Non Executive – Independent	14 th December, 2017	16 Months	Two	Two	None
Mr.	Sandeep Kumar Singh	PAN- AHEPS8974L DIN- 02814440	Non Executive – Independent	23 rd August, 2018	8 Months	Four	Five	None

[&]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.

Note- 1) Captain Dinesh Gautama appointed as a Whole-Time Director w.e.f 30th of March, 2019. (He is also serving as a Chief Executive Officer of the Company.)



II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/ Executive/ Non-executive/ Independent/ Nominee ^a)
1. Audit Committee	1. Mr. Ashok Kumar Thakur 2. Ms. Pooja Goyal 3. Mr. Nemichand J Mehta	Chairperson (of Committee) - Non executive - Independent Member (of Committee) - Non executive - Independent Member (of Committee) - Executive Director
2. Nomination & Remuneration Committee	1. Ms. Pooja Goyal 2. Mr. Ashok Kumar Thakur 3. Mr. Sandeep Kumar Singh	Chairperson (of Committee) - Non executive - Independent Member (of Committee) - Non executive - Independent Member (of Committee) - Non executive - Independent
3. Stakeholders Relationship Committee	1. Mr. Ashok Kumar Thakur 2. Ms. Pooja Goyal 3. Mr. Shantilal Jayavantraj Mehta	Chairperson (of Committee) - Non executive - Independent Member (of Committee) Non executive - Independent Member (of Committee) - Executive Director
4. Corporate Social Responsibility Committee	1. Ms. Pooja Goyal 2. Mr. Shantilal J Mehta 3. Mr. Nemichand J Mehta	Chairperson (of Committee) - Non executive - Independent Member (of Committee) - Executive Director Member (of Committee) - Executive Director
^a 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)
30 th October, 2018	2 nd February, 2019 30 th March, 2019	94 Days

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 2 nd February, 2019	Yes, All the members were present Mr. Ashok Kumar Thakur - Chairman Ms. Pooja Goyal - Member Mr. Nemichand Mehta - Member	Audit Committee 30 th October, 2018	94 Days

*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**




Deepa Gehani
Company Secretary and Compliance Officer

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations	
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>
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	NA
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

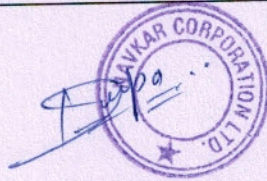
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
I Annual Affirmations		
Item	Compliance status (Yes/No/NA)	
The Composition of Board of Directors in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes	
The Composition of following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes	
The Composition of following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 b. Nomination and Remuneration Committee	Yes	
The Composition of following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 c. Stakeholders Relationship Committee	Yes	
The Composition of following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 d. Risk Management Committee (applicable to top 100 companies)	NA	
The committee members have been made aware of their powers, roles , responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes	
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	
This report and /or the report submitted in the previous quarter has been placed before Board of Directors.	Yes	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
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)	NA
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)	NA
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)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
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

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. - Not Applicable



Name : Deepa Gehani
Designation : Company Secretary & Compliance Office