

CORPORATE GOVERNANCE REPORT

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

1. Name of Listed Entity – Navkar Corporation Limited

2. Quarter ending – 31st December, 2015

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.	Jayesh Nemichand Mehta	DIN - 00510313	Executive	30 th September, 2014		One	One	None
Mr.	Dinesh Gautama	DIN - 02384688	Executive	8 th December, 2014		One	None	None
Mr.	Lalit Menghnani	DIN - 06614582	Independent – Non Executive	12 th September, 2014	5 years	Two	One	None

Mr.	Rameshchandra Meghraj Purohit	DIN - 02422493	Independent – Non Executive	12 th September, 2014	5 years	Two	Two	One
Ms.	Sudha Gupta	DIN - 01749008	Independent – Non Executive	12 th September, 2014	5 years	Two	One	One

⁵PAN 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. Rameshchandra Meghraj Purohit 3. Mr. Jayesh Nemichand Mehta	Chairperson (of Committee) - Independent - Non executive Independent - Non executive Independent - Non executive
2. Nomination & Remuneration Committee	1. Mr. Lalit Menghnani 2. Mr. Rameshchandra Meghraj Purohit 3. Ms. Sudha Gupta	Chairman (of Committee) Independent - Non executive Independent - Non executive Independent - Non executive
3. Stakeholders Relationship Committee	1. Mr. Rameshchandra Meghraj Purohit 2. Mr. Lalit Menghnani 3. Mr. Shantilal Jayavantraj Mehta	Chairman (of Committee) - Independent - Non executive Independent - Non executive 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)
04/07/2015 17/07/2015 10/08/2015 13/08/2015 19/08/2015 31/08/2015 04/09/2015	02/11/2015	58 days (gap between meetings on 04/09/2015 and 02/11/2015.)

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 02/11/2015	Yes (The Chairperson Ms. Sudha Gupta and the members Mr. Jayesh N Mehta and Mr. Rameshchandra Meghraj Purohit were present for the meeting).	Audit Committee 04/09/2015	58 days (gap between meetings on 04/09/2015 and 02/11/2015.)
*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	No
Whether shareholder approval obtained for material RPT	No
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.
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.

NOTE - The Company entered into two transactions for purchase of certain parcels of land, one from Mr. Nemichand Mehta, Chief Executive Officer of the Company and the other from Arihant Industries, a sole proprietorship firm of Mr. Nemichand Mehta, on November 26, 2015. Prior approval of the Audit Committee was not obtained for these transactions. The Audit Committee has, however, approved these transactions pursuant to a resolution dated January 15, 2016. The Board of Directors of the Company has, on recommendation from the Audit Committee, approved these transactions pursuant to a resolution dated January 15, 2016.

The transaction with Mr. Nemichand Mehta is a ‘material related party transaction’ of the Company in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Regulations”) and taken together with this transaction, the transaction with Arihant Industries is also a ‘material related party transaction’. The Company, pursuant to its initial public offer, was listed on the BSE Limited and on the National Stock Exchange of India Limited on September 9, 2015. The Regulations, as notified on September 2, 2015, came into force on December 1, 2015, except for Regulation 23(4), dealing with requirement of approval of shareholders for material related party transactions, which came into force on the date of notification of the Regulations. Due to an inadvertent error, such approval of the shareholders was not obtained at the time when these transactions were consummated. In light of the above and the Related Party Transaction Policy of the Company, the Board of Directors of the Company has, in its meeting held on January 15, 2016, approved a notice of postal ballot along with the explanatory statement to be sent to the members and sought approval and ratification of the members for the aforementioned transactions.

The Board has also received letters dated January 15, 2016 from Mr. Nemichand Mehta and Arihant Industries, stating that in the event that the approval of the shareholders is not obtained as set out herein, they will take all necessary steps to reverse these transactions and return the consideration paid to them at the applicable interest rates.

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: - **Please see "Note" of this Report on page 4**

Ekta Chuglani
Company Secretary and Compliance Officer