

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 December, 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^a) | 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 | PAN - ACUPM2302F DIN – 00134162 | Chairman - Executive | 01 st October, 2017 | - | One | One | None |
| Mr. | Nemichand Jayavantraj Mehta | PAN – AMCPM6064C DIN – 01131811 | Executive | 1 st September, 2016 | - | One | One | None |
| Mr. | Lalit Menghnani | PAN - ACJPM2370C DIN – 06614582 | Non Executive - Independent | 12 th September, 2014 | 3 years 3 Months | Two | Two | None |

| | | | | | | | | |
|-----|--------------------|------------------------------------|-----------------------------|---------------------------------|------------------|-----|-------|------|
| Mr. | Ashok Kumar Thakur | PAN – ABHPT9653J DIN – 07573726 | Non Executive - Independent | 25 th January, 2017 | 11 months 7 days | Two | Three | Two |
| Ms. | Pooja Goyal | PAN- AIRPG0214F DIN-07813296 | Non Executive - Independent | 14 th December, 2017 | 18 Days | One | None | None |

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.

Note:- 1) Ms. Sudha Gupta Who was appointed as Independent director w.e.f 12-09-2014 has ceases to be a director w.e.f 06th October, 2017 due to resignation given by her.

2) Mr. Dinesh Gautama who was appointed as Whole-Time Director w.e.f 08-12-2014 has ceases to be a director w.e.f. 07-12-2017 due to resignation given by him.

| II. Composition of Committees | | |
|--|---|---|
| Name of Committee | Name of Committee Members | Category (Chairperson/ Executive/ Non-executive/ Independent/ Nominee ^{&}) |
| 1. Audit Committee | 1. Mr. Ashok Kumar Thakur 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. Pooja Goyal | 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) |
| 24/07/2017 | 14/11/2017 | 112 days (Gap between meetings on 24/07/2017and 14/11/2017 .) |

| 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 14/11/2017 | Yes (The Chairperson M. Ashok Kumar Thakur and the members Mr. Nemichand Mehta were present for the meeting). | Audit Committee 24/07/2017 | 112 days (Gap between meetings on 24/07/2017and 14/11/2017 .) |
| *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**



Deepa Gehani
Company Secretary and Compliance Officer

