



NOTICE

Notice is hereby given that the Seventh Annual General Meeting (the Meeting) of the members of Navkar Corporation Limited (the Company) will be held on Saturday, December 12, 2015 at 11 a.m. at Hotel The Regenza by Tunga, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai – 400 703, to transact the following businesses:

ORDINARY BUSINESS:

- To receive, consider and adopt:
 - the audited financial statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and
 - the audited consolidated financial statements of the Company for the financial year ended March 31, 2015 and the report of the Auditors thereon.
- To appoint a Director in place of Mr. Jayesh Nemichand Mehta (DIN: 00510313), who retires by rotation and being eligible offers himself for re-appointment.
- To appoint the Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of M/s. S. K. Patodia & Associates, Chartered Accountants, Mumbai (Firm Registration No. 112723W), as Statutory Auditors of the Company, approved in the Sixth Annual General Meeting held on 11th September, 2014 (hereinafter referred as said AGM) from the conclusion of the said AGM till the conclusion of Eleventh Annual General Meeting to be held in the year 2019, be and is hereby ratified and that they shall be paid such remuneration for the audit of the accounts for the financial year 2015-16 as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

- To appoint Capt. Dinesh Gautama (DIN 02384688) as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED that Capt. Dinesh Gautama (DIN 02384688) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 8th December, 2014 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts and take all such steps as

may be necessary, proper and expedient to give effect to this resolution.”

By Order of the Board

Navi Mumbai
November 02, 2015

Ekta Chuglani
Company Secretary

Registered Office:

205-206, J. K. Chambers,
Sector 17, Vashi,
Navi Mumbai – 400 703, India
CIN: U63000MH2008PLC187146
E-mail: cs@navkarcfs.com

Notes:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other Member. **The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting.**
- The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.** Instructions and other information relating to e-voting are given in Note No.13.
- Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- In terms of Section 152 of the Act, read with the provisions of the Articles of Association of the Company, Mr. Jayesh Nemichand Mehta (DIN: 00510313), Whole-time Director, retires by rotation at the Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company commends his re-appointment. Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the annexure to this Notice forming part of the Annual Report.



5. A Statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
9. The Register of Members and Share Transfer Books of the Company shall remain close from Monday, December 07, 2015 to Saturday, December 12, 2015 (both days inclusive) for the purpose of Annual General Meeting.
10. **Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
11. The shares of the Company are under compulsory Demat trading. Members holding shares in physical form are requested to convert their shares into dematerialized form in their own interest and convenience purpose.
12. The members can attend the Meeting on December 12, 2015, at 11:00 a.m., in person or through proxy to vote on the resolutions set forth in the notice, if they are not able to exercise their votes through e-voting. The Scrutinizer shall submit the report for both physical and e-voting to the Chairman which shall be published on the website of the Company within 48 hours.
13. **Voting through electronic means:**

Pursuant to Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means (e-voting) in respect of the resolutions contained in this Notice.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Saturday, 5th December 2015 (cut-off date) are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may also exercise their right to vote by electronic means.

The e-voting period will commence at 9.00 a.m. on Tuesday, December 08, 2015 and will end at 5.00 p.m. on Friday, December 11, 2015. The Company has appointed Mr. Hemant Shetye, Partner of M/s HS & Associates, Practicing Company Secretary, Mumbai, to act as the Scrutinizer for conducting the scrutiny of the votes cast.

The Company is providing e-voting facility to its members

to enable them to cast their votes electronically. The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting for AGM. Members are requested to carefully read the instructions for e-voting before casting their vote.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on December 08, 2015 at 9:00 a.m. and ends on December 11, 2015 at 5:00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of December 05, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.



Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Navkar Corporation Limited.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
- (xviii) If a Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) **In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or contact Mr. Wenceslaus Futado, Deputy Manager on Toll Free Telephone No. 18002005533 or write an email to helpdesk.evoting@cdslindia.com.**

14. Updated Information:

The Company made an initial public offering (“IPO”) of its equity shares of face value of ₹ 10 each in September 2015. Pursuant to the IPO, the Equity Shares were listed on Bombay Stock Exchange and National Stock Exchange on September 9, 2015. With a view to provide the members post listing information, the relevant information has been provided in the annexure to this Notice, included after the Directors’ Report.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Capt. Dinesh Gautama was appointed by the Board of Directors as an Additional Director of the Company with effect from December 08, 2014 and in terms of Section 161 of the Companies Act, 2013 (“Act”) holds office upto the date of this Annual General Meeting.

Capt. Dinesh Gautama is an Additional Executive Director of the Company. Prior to joining the Company, he sailed on the vessels of Shipping Corporation of India. His current responsibilities in the Company include making strategies towards the growth and expansion of the CFSS.

The Company has received a notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Capt. Dinesh Gautama for the office of Director of the Company.

The Board is of the opinion that the appointment of Capt. Dinesh Gautama would be in the best interest of the Company. The Board accordingly recommends the resolution at Item No. 4 of the Notice for approval by the members.

None of the Directors/Key Managerial Personnel of the Company other than Capt. Dinesh Gautama is concerned or interested in the resolution at Item No. 4 of the Notice.

By Order of the Board

Navi Mumbai
November 02, 2015

Ekta Chuglani
Company Secretary

Registered Office:
205-206, J. K. Chambers,
Sector 17, Vashi,
Navi Mumbai – 400 703, India
CIN: U63000MH2008PLC187146
E-mail: cs@navkarcfs.com



Navkar Corporation Ltd
Container Freight Stations & Rail Terminals

Registered Office: 205-206, J. K. Chambers, Sector 17, Vashi, Navi Mumbai – 400 703, India
CIN: U63000MH2008PLC187146, E-mail: cs@navkarcfs.com

ATTENDANCE SLIP

(To be presented at the entrance)

7TH ANNUAL GENERAL MEETING ON SATURDAY, DECEMBER 12, 2015 AT 11 A.M.
at Hotel The Regenza by Tunga, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai – 400 703

DP ID No		Folio No.	
Client ID No		No. of Shares	
Name of the Member		Signature	
Name of the Proxyholder		Signature	

1. Only Member/Proxyholder can attend the Meeting. 2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.



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Container Freight Stations & Rail Terminals

Registered Office: 205-206, J. K. Chambers, Sector 17, Vashi, Navi Mumbai – 400 703, India
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PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

I/We, _____,

being the member(s) holding _____ Shares of **Navkar Corporation Limited**, under DP ID No. / Client ID No./ Folio No. _____, hereby appoint:

- Name : E-mail ID :
Address :
or failing him
- Name : E-mail ID :
Address :
or failing him
- Name : E-mail ID :
Address :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 7th Annual General Meeting of the Company, to be held on Saturday, December 12, 2015 at 11 a.m. at Hotel The Regenza by Tunga, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai – 400 703, and at any adjournment thereof in respect of such resolutions as are indicated below:

	Ordinary Business	FOR	AGAINST
1.	Adoption of Audited Financial Statements for the year ended March 31, 2015.		
2.	Re-appointment of Director retiring by rotation.		
3.	Ratification of Appointment of Auditors.		
	Special Business		
4.	Appointment of Capt. Dinesh Gautama (DIN 02384688) as a Director of the Company.		

Signed this day of 2015

Signature of shareholder.....

Signature of Proxyholder(s).....

Affix
Revenue
Stamp

- Notes :**
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
 - Please complete all details including details of member(s) in above box before submission.

NAVKAR CORPORATION LIMITED

7TH ANNUAL GENERAL MEETING ON SATURDAY, DECEMBER 12, 2015 AT 11 A.M.
at Hotel The Regenza by Tunga, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai – 400 703

