

NOTICE

Notice is hereby given that the Tenth Annual General Meeting (AGM) of the members of Navkar Corporation Limited (the Company) will be held on Wednesday, September 26, 2018 at 11.30 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

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Nemichand J. Mehta (DIN: 01131811), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To consider the appointment of Ms. Pooja H. Goyal (DIN: 07813296), as an Independent Director and in this regard, pass the following resolution with or without modifications as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Pooja H. Goyal (DIN: 07813296) who was appointed as an Additional Director by the Board on December 14, 2017 in accordance with the provision of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director be and is hereby appointed as a Director of the Company in the category of Independent Director, to hold office for a period of 5 (five) consecutive years with effect from December 14, 2017, subject to Ms. Pooja H. Goyal satisfying the criteria of independence in terms of the Companies Act, 2013, the Rules made there-under and the Listing Regulations and shall not be liable to retire by rotation.

4. To consider the appointment of Mr. Sandeep Kumar Singh (DIN: 02814440), as an Independent Director and in this regard, pass the following resolution with or without modifications as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory

modification(s) or re-enactment thereof for the time being in force), Mr. Sandeep Kumar Singh (DIN: 02814440), who was appointed as an Additional Director by the Board on August 23, 2018 in accordance with the provision of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company in the category of Independent Director, to hold office for a period of 5 (five) consecutive years with effect from August 23, 2018, subject to Mr. Sandeep Kumar Singh satisfying the criteria of independence in terms of the Companies Act, 2013, the Rules made there-under and the Listing Regulations and shall not be liable to retire by rotation.

By Order of the Board

Deepa Gehani

Company Secretary

Navi Mumbai, August 23, 2018

Registered Office:

205-206, J. K. Chambers,
Sector 17, Vashi,
Navi Mumbai – 400 705, India
CIN: L63000MH2008PLC187146
website: www.navkarcfs.com
E-mail: cs@navkarcfs.com

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to Special Business to be transacted at the AGM is annexed hereto.
2. **A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a Poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the Proxy should however, be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the Meeting.**
3. **A person can act as a proxy on behalf of members not more than fifty and holding in aggregate not more than 10% of the total share capital of the Company. A Member holding more than 10% 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 holder of proxy shall prove his identity at the time of attending the Meeting.**
4. Mr. Nemichand J. Mehta is interested in the Ordinary Resolution as set out in Item No. 2 of the notice with regard to his re-appointment. Mr. Shantilal J. Mehta, Chairman & Managing Director, being related to Mr. Nemichand J. Mehta may be deemed to be interested in said resolution. Save and except the above, none of other Directors / Key Managerial Personnel of the Company / their relatives are,

- in any way, concerned or interested, financially or otherwise, in the Ordinary Business as set out under Item No. 1 and 2 of the Notice.
5. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 11, 2014
 6. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
 7. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of Annual Report. 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 at the Meeting.
 8. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, September 20, 2018 to Wednesday, September 26, 2018 (both days inclusive).
 9. 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 (i.e. except Saturday, Sunday and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
 10. SEBI has decided that securities of listed Companies can be transferred only in dematerialized w.e.f. December 5, 2018. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
 11. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice.
 12. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Wednesday, September 19, 2018 (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.
 13. The e-voting period will commence at 9.00 a.m. Saturday, September 22, 2018 and will end at 5.00 p.m. on Tuesday, September 25, 2018. The Company has appointed Mr. Hemant Shetye, Partner of M/s. HS Associates, Practicing Company Secretaries, Mumbai, to act as the Scrutinizer for conducting the scrutiny of the votes cast.
 14. The facility for voting through polling paper shall be made available at the Meeting and the Members attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting.
 15. The members can attend the Meeting on Wednesday, September 26, 2018, at 11.30 a.m., in person or through proxy and vote on the resolutions set forth in the Notice, if they have not exercised 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 of the conclusion of the Meeting.
 16. Members are requested to carefully read the following instructions relating to e-voting before casting their vote.
 17. Members may note that the details of the Director seeking re-appointment as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard-2 issued by the Institute of Company Secretaries of India forms an integral part of the notice. Requisite declarations have been received from the Director for seeking his re-appointment.
 18. **The instructions for shareholders voting electronically are as under:**
 - (i) The voting period begins on 9.00 a.m. (IST) on Saturday, September 22, 2018 and ends on Tuesday, September 25, 2018 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 September 19, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The shareholders should log on to the e-voting website www.evotingindia.com.
 - (ii) Click on Shareholders / Members
 - (iii) 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.

- (iv) Next enter the Image Verification as displayed and Click on Login.

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.

- (v) 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) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Address Stickers indicated in the PAN field.
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. <ul style="list-style-type: none"> 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 (iv).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) 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.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (x) Click on the EVSN (Electronic Voting Sequence Number) for the Navkar Corporation Limited.

- (xi) 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.

- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiii) 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.

- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xvi) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xvii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

- (xviii) **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 linked in the login 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.

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 write an email to helpdesk.evoting@cdslindia.com.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.3

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and the rules made there under ('the Act') read with Articles of Association of the Company, Ms. Pooja H. Goyal (DIN: 07813296), was appointed as an Additional Director in the capacity of Independent Director of the Company w.e.f. December 14, 2017. Accordingly, Ms. Pooja H. Goyal will hold office upto the date of ensuing Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Act from a member of the Company, proposing the candidature of Ms. Pooja H. Goyal for the office of Director of the Company.

Ms. Pooja H. Goyal has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Ms. Pooja H. Goyal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and she has given her consent to act as Director.

A brief profile of Directors to be appointed, including nature of their expertise and other disclosure as required under Regulation 36(3) of the Listing Regulations, is provided at "Annexure A" of this Notice.

Terms and conditions of appointment of Ms. Pooja H. Goyal as Independent Director are open for inspection without any fee by any member at the registered office of the Company.

Except Ms. Pooja H. Goyal, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 03 of AGM notice.

The Board recommends the resolution at Item No. 03 in relation to the appointment of Ms. Pooja H. Goyal as Independent Director for the approval by the members of the Company by way of Ordinary Resolution.

Item No. 4

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and the rules made there under ('the Act') read with Articles of Association of the Company, Mr. Sandeep Kumar Singh (DIN: 02814440), was appointed as an Additional Director in the capacity of Independent Director of the Company w.e.f. August 23, 2018 Accordingly, Mr. Sandeep Kumar Singh will hold office upto the date of ensuing Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Act from a member of the Company, proposing the candidature of Mr. Sandeep Kumar Singh for the office of Director of the Company.

Mr. Sandeep Kumar Singh has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Sandeep Kumar Singh not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has given his consent to act as Director.

A brief profile of Directors to be appointed, including nature of their expertise and other disclosure as required under Regulation 36(3) of the Listing Regulations, is provided at "Annexure A" of this Notice.

Terms and conditions of appointment of Mr. Sandeep Kumar Singh as Independent Director are open for inspection without any fee by any member at the registered office of the Company.

Except Mr. Sandeep Kumar Singh, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 04 of AGM notice.

The Board recommends the resolution at Item No. 04 in relation to the appointment of Mr. Sandeep Kumar Singh, as Independent Director for the approval by the members of the Company by way of Ordinary Resolution.

By Order of the Board

Deepa Gehani
Company Secretary

Navi Mumbai, August 23, 2018

Registered Office:

205-206, J. K. Chambers,
Sector 17, Vashi,
Navi Mumbai – 400 705, India
CIN: L63000MH2008PLC187146
website: www.navkarcfs.com
E-mail: cs@navkarcfs.com

Annexure - A

Details of Directors Seeking Appointment/ Re-Appointment at the ensuing Annual General Meeting:

Name of Director	Mr. Nemichand J Mehta	Ms. Pooja H. Goyal	Mr. Sandeep Kumar Singh
DIN	01131811	07813296	02814440
Date of Birth and Age	April 28, 1963 55 Year Old	July 27, 1978 40 Year Old	July 1, 1971 47 years old
Date of Appointment on Board	September 01, 2016 (In current designation - Whole Time Director)	December 14, 2017	August 23, 2018
Qualifications	B.COM Bachelor's degree in commerce from Swaran Mukth Shiksha Peeth, Punjab	B.COM, L.L.M Bachelor's degree in commerce and a Master's degree in law, both from Jiwaji University, Gwalior, Madhya Pradesh	Post Graduate in Rural Development from Xavier Institute of Social Sciences, Ranchi. Has specialization in Media Planning (short term) from Mudra Institute of Communications, Ahmedabad & in General Business Management (Executive Education) from IIM, Bangalore.
Brief profile, experience and expertise	He is Promoter since Inception of the Company, has experience over a decade in the business of Container Freight Station (CFS) and Inland Container Depot (ICD).	She is practicing advocate since last five years, having vast experience in the legal field.	He has worked with ASSOCHAM, as Media Planner with RK Swamy/BBDO, and Hindustan Thomson & Associates (HTA), as Media Researcher with AC Nielsen and, ORG-MARG, and as Vice-President – Sales & Marketing with ETC. Network, SABe TV and Sahara News. He was instrumental in positioning SABe TV as a Comedy Channel. He was also instrumental in launch of Sahara Samay Bihar & Jharkhand, and Sahara Samay NCR.
Number of meetings of the Board attended during the year	05 (Five)	01 (One)	Nil
Directorships held in other Companies	Sidhartha Corporation Limited Bhagavati Commission Agents Private Limited Arihant Multisales Private Limited	H.G. Infra Engineering Limited	Bhageria Industries Limited, The Byke Hospitality Limited and Solid Containers Limited

Committee Positions held in other Companies	Nil	Name of Company - H.G. Infra Engineering Limited She is member in Nomination and Remuneration Committee.	Name of the Company	Name of the Committee	Category
			Solid Containers Limited	Audit Committee	Member
				Nomination and Remuneration Committee	Member
			The Byke Hospitality Limited	Audit Committee	Member
				Stakeholders Relationship Committee.	Member
			Bhageria Industries Limited	Audit Committee	Member
				Nomination and Remuneration Committee	Member
	Stakeholders Relationship Committee	Member			
	CSR Committee	Member			
Shareholding in Navkar Corporation Limited	19.20%	Nil	Nil		
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Brother of Mr. Shantilal J. Mehta, Chairman & Managing Director of the Company.	N.A.	N.A.		