

NAVKAR CORPORATION LIMITED

CIN: L63000MH2008PLC187146

Regd. Office: 205-206, J.K. Chambers, Sector 17, Vashi, Navi Mumbai – 400705, Maharashtra, India

Email Id: cs@navkarcfs.com Website: www.navkarcfs.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 13th (Thirteenth) Annual General Meeting (“AGM”) of the Members of Navkar Corporation Limited (“the Company”) will be held on Wednesday September 15, 2021 at 11:00 a.m. through video conferencing (“VC”) or other audio visual means (“OAVM”) to transact the following businesses. The venue of the meeting deemed to be the registered office of the Company situated at 205-206 J K Chambers, Sector 17, Vashi Navi Mumbai – 400705, Maharashtra, India:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with the reports of the Board of Directors and auditors thereon.**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2021, together with the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”

2. **To appoint Mr. Jayesh Nemichand Mehta (DIN: 00510313), who retires by rotation as a Director.**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** Mr. Jayesh Nemichand Mehta (DIN: 00510313), who retires by rotation and being eligible offers himself for reappointment, be and is hereby re-appointed as a Director of the Company .”

3. **To review, consider and approve the revise remuneration of the Statutory Auditors, Uttam Abuwala Ghosh & Associates (FRN 111184W) Chartered Accountants.**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 142 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder, including any amendments, modifications, variations or re-enactments thereof, approval of the members of the Company be and is hereby accorded to the Board of Directors for the payment of remuneration of ₹ 33,50,000 (Rupees Thirty Three Lakhs Fifty Thousand Only) to, Uttam Abuwala Ghosh & Associates (FRN 111184W) Chartered Accountants, Statutory Auditors of the Company for the Financial year 2021-2022 and subject to increment of up to 10% in every subsequent year as may be mutually agreed between the Company and the said Statutory Auditors and as may be further approved by the Board from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board (including the

Audit Committee of the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary to give full effect to the foregoing resolution.”

SPECIAL BUSINESS:

4. **To re-appoint Mr. Nemichand Jayavantraj Mehta (DIN 01131811), as a Whole Time Director of the company.**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V thereof, Articles of Association of the Company and based on the recommendation of Nomination & Remuneration Committee to Board of Directors, approval of the members be and is hereby accorded to re-appoint Mr. Nemichand Jayavantraj Mehta (DIN 01131811) as a Whole-time Director of the Company, for a period of 3 (Three) years commencing from September 01, 2021 to August 31, 2024, on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT in the event of absence or inadequacy of net profits in any financial year, during the tenure of Mr. Nemichand Jayavantraj Mehta, the remuneration payable to him by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Act or any modifications thereof with liberty to the Board / Committee of Board to decide the breakup of the remuneration from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deems fit at its absolute discretion and to take all such steps as may be required in this connection including to seek all necessary approvals to give effect to this Resolution, to sign and execute all deeds, applications, documents, papers, forms to do all such act salter and vary the remuneration, terms and conditions, to the extent approved by members and recommended by the Nomination and Remuneration Committee, from time to time to the extent the Board may consider appropriate, subject to the overall limits specified in the Act.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

5. To re-appoint Mr. Ashok Kumar Thakur (DIN 07573726), as an Independent Director of the company.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and pursuant to the recommendation of Nomination & Remuneration Committee to the Board and the Board of Directors of the Company to the Members, Mr. Ashok Kumar Thakur (DIN 07573726), who was appointed by members at their Annual General Meeting held on August 24, 2017 as an Independent Director of the Company for a first term of five consecutive years commencing from January 25, 2017 and who holds office of the Independent Director up to January 24, 2022 and who is eligible for being re-appointed as an Independent Director 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, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years commencing from January 25, 2022 to January 24, 2027 (both days inclusive), not liable to retire by rotation and on such terms as stated in the explanatory statement hereto.”

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

6. Alteration in the object clause of the Memorandum of Association of the Company.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, and rules framed thereunder (including any statutory amendments, modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and subject to such other requisite approval(s), consent(s), permission(s), sanction(s) as may be required in this regard from the appropriate authorities, including the Registrar of Companies, and the terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities and agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute

to exercise its powers including the powers conferred by this Resolution), the consent of the Members of the Company be and is hereby accorded for alteration in the Object Clause of the Memorandum of Association of the Company (“MOA”) by inserting following clause after the existing clause III (A) 1 of the MOA.

2. “To carry on the business of industrial logistics parks, industrial park(s), multi modal logistics park(s), and such other related or similar logistic facilities in India or abroad and for that purpose, to enter into transactions to buy, develop, acquire, purchase, lease, cut to size handover or deal in any other form and types of assets including lands, buildings, properties and to develop, construct, build, alter, acquire, source convert, improve, design, erect, establish, equip, provide, participate, file bids, and participate in auctions, reconstruct, renovate, remodel, rebuild, undertake, contribute, assist etc., and to act or provide services relating to logistics business management, multimodal logistics operator, storage, transportation and such other related or similar logistics support”

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may in its sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the change of object clause as aforesaid or any other matter incidental or consequential thereto.”

7. Alteration of Articles of Association with respect to removal of common seal clause.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of the Section 14 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 read with the relevant rules, consent of the shareholders of the Company be and is hereby accorded to amend the Articles of Association of the Company as under:

(a) Delete the definition of “Seal” which is reproduced below:

“Seal” – means the common seal for the time being of the Company

(b) Existing Article 23(a) shall be substituted by the following amended Article 23(a):

Every member shall be entitled, without payment, to receive one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every share certificate shall specify the

number and the distinctive number(s) of the shares in respect of which it was issued and the amount paid up thereon and shall be in such form as the directors may prescribe. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in case of issues against letters of acceptance or of renunciation or in case of issue of bonus shares. **PROVIDED THAT** if the letter of allotment is lost or destroyed the Board may impose such reasonable terms, if any, as it thinks fit, as to evidence and indemnity and the payment of out-of-pocket expenses incurred by the Company in investigating the evidence. The certificate shall be signed in conformity with the provisions of the Companies (Share Capital and Debenture) Rules, 2014 or any statutory modification or re-enactment thereof for the time being in force. Printing of blank forms to be used for issue of Share Certificates and maintenance of books and documents relating to issue of Share Certificates shall be in accordance with the provisions of aforesaid rules. Such certificates of title to shares shall be completed and kept ready for delivery within such time frame as may be prescribed in this regard after the allotment.

(c) Existing Article 179 (21) shall be substituted by the following amended Article 179 (21):

At any time and from time to time by Power of Attorney, to appoint any person or persons to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorized by the Board the power to make loans and borrow monies) and for such period and subject to such conditions as the Board may from time to time think fit, and any such appointments may (if the Board thinks fit) be made in favour of the members or any of the members of any local board established as aforesaid or in favour of any company, or the shareholders, Directors, nominees or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of Attorney may contain such powers for the protection or convenience of persons dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them;

(d) Delete the Article 188 which is reproduced below: The Seal, its custody and use

188. (1) The Board of Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, under such regulations as the Board may prescribe.

(2) the Seal shall not be affixed to any instrument except by the authority of the Board of Directors or a Committee of the Board previously given and in the presence of any two officials of the Company or such other person, the Board may appoint in that behalf who shall sign every instrument to which the Seal is affixed. Provided that the certificates of shares or debentures shall be sealed in the manner and in conformity with the provisions of the Companies (Share Capital and Debenture) Rules, 2014, and their statutory modifications for the time being in force.

RESOLVED FURTHER THAT, the existing Articles from Article 189 to Article 221 be renumbered as Article 188 to Article 220 respectively

“RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may in its sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to Alteration of Articles of Association as aforesaid or any other matter incidental or consequential thereto.”

**For and on behalf of the Board of Directors
Navkar Corporation Limited**

**Deepa Gehani
Company Secretary
Membership No. 42579**

Place: Navi Mumbai

Date: August 05, 2021

Registered Office: 205-206 J K Chambers, Sector 17,
Vashi Navi Mumbai – 400705, Maharashtra, India

NOTES

1. In view of Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No.20/2020 dated May 5, 2020 and General Circular No.02/2021 dated January 13, 2021 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) has vide circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as “SEBI Circulars”) permitted companies to conduct Annual General Meeting (“AGM”) through Video Conference (VC) or Other Audio Visual Means (OAVM), subject to compliance of conditions mentioned therein. In compliance with the MCA Circulars and SEBI Circulars, the 13th AGM of the members of the Company is being conducted through VC / OAVM. The deemed venue for the 13th AGM shall be the Registered Office of the Company.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Meeting is annexed hereto. Additional Information, pursuant to Para 1.2.5 of SS-2 (“Secretarial Standard on General Meetings”) issued by the Institute of Company Secretaries of India and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) is also annexed hereto.

3. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2020-2021 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Further, in terms of the applicable provisions of the Act, Listing Regulations read with the said Circulars issued by MCA and said SEBI Circular, the Annual Report including Notice of the 13th AGM of the Company will also be available on the website of the Company at www.navkarcs.com. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com , National Stock Exchange of India Limited at www.nseindia.com respectively and on the website of CDSL i.e. www.evotingindia.com
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM 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. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the proxy form and attendance slip are not annexed to this Notice.
5. Institutional/Corporate Shareholders (i.e., other than Individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body Resolution/Authorization, etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company at cs@navkarcs.com.
6. Pursuant to Section 108 of the Act and the Rules made thereunder, Regulation 44 of the Listing Regulations, and the MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a Member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
7. The members can join the 13th AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 13th AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose to reckon the quorum under Section 103 of the Act.
9. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from, 1st April, 2019, except in case of request received for transmission or transposition of securities. Given this and to eliminate all risks associated with physical shares, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA, Link In time India Private Limited for the same.
10. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are, therefore requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in the physical form should submit their PAN to the Company's RTA, Link In time India Private Limited.
11. Since the AGM will be held through VC/OAVM, the Route Map of the AGM is not annexed in this Notice.
12. The Registers as required under the act will be available electronically for inspection by the Members on the website of the Company at www.navkarcs.com.
13. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request in advance atleast 7 (Seven) days prior to Meeting mentioning their name, demat account number/folio number, e-mail id, mobile number at cs@navkarcs.com. The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 (Seven) days prior to Meeting mentioning their name, demat account number/folio number, e-mail id, mobile number at cs@navkarcs.com. These queries will be replied to by the Company suitably.
14. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
15. The Company has appointed Ms. Ashwini Inamdar, Partner of Mehta & Mehta, Practicing Company Secretaries, or failing her, Mr. Atul Mehta, Partner of Mehta & Mehta, Practicing Company Secretaries, as the Scrutiniser to scrutinise the e-voting in a fair and transparent manner.
16. The register of members shall be closed from Thursday, September 09, 2021 to Wednesday, September 15, 2021 (Both days inclusive).
17. **Instructions for e-voting and using VC/OAVM**
THE INTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:
 - (i) The voting period begins on Saturday, September 11, 2021 at 9:00 a.m. (IST) and ends on Tuesday September 14, 2021 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 08, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The Shareholders who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote on such Resolution again.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its Shareholders, in respect of all Shareholders' Resolutions. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail id in their demat accounts in order to access e-voting facility.

Pursuant to above said SEBI Circular, Login method for e-voting and joining virtual Meetings for Individual Shareholders holding securities in Demat mode is given below: Login Method for Individual Shareholders holding securities in Demat mode with CDSL

- 1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing userid and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
- 2) After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual Meeting and voting during the Meeting. Additionally, there is also links provided to access the system of all evoting service providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly.
- 3) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

- 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.

Login Method for Individual Shareholders holding securities in Demat mode with NSDL

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a personal computer or on a mobile. Once the home page of e-services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to evoting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual Meeting and voting during the Meeting. If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>
- 2) Select "Register Online for IDeAS "Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e- Voting period or joining virtual meeting & voting during the meeting.

Login Method for Individual Shareholders (holding securities in demat mode) login through their Depository Participants

- 1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for e-voting and joining virtual Meeting for Shareholders other than individual Shareholders holding in Demat form and physical Shareholders.

The shareholders should log on to the e-voting website www.evotingindia.com.

- 1) Click on “Shareholders” module.
- 2) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 3) 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 e-voting of any company, then your existing password is to be used.
- 4) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual 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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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 (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the Navkar Corporation Limited.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@navkarcofs.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/ RTA email id**.
If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you

can write an email to helpdesk.evoting@cdslindia.com or contact at 022.230.58738 and 022.230.58542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022.230.58542/43.

18. The voting rights of Shareholders shall be in proportion to their share of the paid-up capital of the Company as of the cut-off date i.e. September 08, 2021. Any person who becomes a Member of the Company after dispatch of the Notice of the AGM and holding shares as on the cut-off date i.e. September 08, 2021 and wishing to participate in the e-voting may obtain User ID and password by sending a letter or e-mail to the Company's RTA at evoting.investors@linkintime.co.in providing details such as the name of the Member, DP ID/Client ID no. and name of the Company. User ID and password will be provided through e-mail or SMS or letter as per details of the Member provided by the Depositories or available with the Notice RTA. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
19. The Scrutinizer shall after scrutinizing the votes cast through remote e-voting not later than 48 (forty-eight) hours from the conclusion of the AGM shall submit the Scrutinizer's Report to the Chairman or any person authorized by the Board, who shall counter sign the same. The results declared along with the Scrutinizer's report shall be placed on the website of the Company at www.navkarcs.com and of CDSL at www.evotingindia.com. The results shall also simultaneously be disseminated to the Stock Exchanges at www.bseindia.com and www.nseindia.com. Subject to the receipt of the requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e., September 15, 2021.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 3

The members of the Company, on September 27, 2019 had passed an ordinary resolution for the appointment and approval of fees payable to Uttam Abuwala Ghosh & Associates (FRN 111184W) Chartered Accountants as Statutory Auditors of the Company to hold office for a period of 5 (five) consecutive years commencing from the conclusion of 11th AGM till the conclusion of the 16th AGM of the Company to be held in the year 2024 at remuneration of ₹ 30 lakhs Per Annum (Exclusive of all applicable taxes).

The Board of Directors at their meeting held on August 05, 2021, based on recommendation received from Audit Committee recommend for the approval of the members the revision in remuneration paid to Statutory Auditors of the Company.

Accordingly resolution in Item Nos. 3 is being proposed for approval of fees payable to Statutory Auditors for the Financial year 2021-2022 amount of ₹ 33,50,000. (Rupees Thirty Three Lakhs Fifty Thousand Only) to Uttam Abuwala Ghosh & Associates (FRN 111184W) Chartered Accountants, Statutory

Auditors of the Company, for the purpose of audit of the Company's Accounts in and subject to increment of up to 10% in every subsequent year as may be mutually agreed between the Company and the said Statutory Auditors and as may be further approved by the Board from time to time, with power to the Board, including relevant committee(s) thereof, to alter and vary the terms and conditions of appointment etc., None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the passing of this resolution.

Item No. 4

Mr. Nemichand Jayavantraj Mehta is associated with the Company since incorporation. He has played a crucial role in the growth of the Company.

The present term of appointment of Mr. Nemichand Jayavantraj Mehta, as Whole Time Director expires on August 31, 2021. After considering his immense experience of more than two decade in the business of Container Freight Station (CFS), Inland Container Depot (ICD), Rail Terminals and allied works considering his knowledge of various aspects relating to the Company's affairs and long term business experience, expansion, based on performance evaluation during his tenure and on the recommendation of Nomination & Remuneration Committee, Board of Directors at its meeting held on August 05, 2021, re-appointed Mr. Nemichand Jayavantraj Mehta as Whole Time Director of the Company for the period of 03 (Three) Consecutive years i.e. from September 01 2021 to August 31, 2024.

BROAD PARTICULARS OF THE TERMS OF REAPPOINTMENT AND REMUNERATION PAYABLE TO MR. NEMICHAND JAYAVANTRAJ MEHTA ARE AS UNDER

- a) Basic Salary: The Basic Salary of Mr. Nemichand Jayavantraj Mehta shall be Rs. 2,25,000/- per month with the authority to the Board of Directors to increase the Basic Salary within the range of ₹ 2,25,000/- to ₹ 3,37,500/- per month.
- b) Perquisites & Allowances: In addition to the Basic Salary payable, Mr. Nemichand Jayavantraj Mehta shall be entitled to perquisites and allowances like:
- House Rent Allowance in lieu thereof subject to a maximum of 50% of Basic Salary;
 - Other Allowances of ₹ 1,60,417/- per month with authority to the Board of Directors to increase the Other Allowances within the range of ₹ 1,60,417/- to ₹ 2,40,417/- per month;

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites

and allowances shall be evaluated at actual cost

- Contribution to provident fund, superannuation, leave encashment, as per the rules of the Company, shall be in addition to the remuneration under (a and b) above.
- c) Increment in salary /Annual performance bonus/ incentive etc.: Increment in salary / Annual performance bonus / performance linked incentive etc, payable to Mr. Nemichand Jayavantraj Mehta, as may be determined by the Board and / or the NRC Committee of the Board, shall be subject to above prescribed limit.
- d) Medical reimbursements, Leave Travel Allowance (subject to 20% of Basic Salary in a year), club fees, personnel accident & medical insurance, use of chauffeur driven company car, telecommunication facilities at residence and such other perquisites and allowances in accordance with rules of the Company;
- (e) Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year during the tenure of services of Whole Time Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013.

The information as required under Part II of Schedule V of Companies Act 2013 are mentioned below

I. GENERAL INFORMATION

1	Nature of Industry	The company operates into Container Freight Stations, Inland Container Depot, Rail Terminals and related services	
2	Date or expected date of commencement of commercial production	Not applicable, since the Company has already commenced its business.	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable	
4	Financial performance based on given indicators	(₹ in Lakhs)	
	Particulars	F.Y. 2020-21	F.Y. 2019-20
	Total Revenue	67,390.19	56,793.23
	Total Expenses	64,120.74	49,051.95
	Profit Before Tax	3269.45	7,741.28
	Profit After Tax	1592.93	4,531.27
5	Foreign investments or collaborations, if any.	Nil	

II. INFORMATION ABOUT THE APPOINTEE.

Background details	Mr. Nemichand Jayavantraj Mehta is associated with the Company since incorporation, He holds a bachelor's degree in commerce. He has experience of more than two decades in the business of Container Freight Station (CFS) and Inland Container Depot (ICD), Rail Terminals and allied works. He is involved in policy planning, vision and strategy and long term development activities of the Company and played a crucial role in the business growth of the Company.
Past remuneration	₹ 80,00,000/- per annum
Recognition or Awards	Under the dynamic leadership of Mr. Nemichand Jayavantraj Mehta, the Company has been winning awards year on year. The notable awards won recently are: 1. CFS of the Year 2019 – Awarded CFS of the Year Award at the 4th Edition of the India Maritime Awards organized by Daily Shipping Times at Mumbai on Friday June 21, 2019. This is awarded for integrated performance by a Container Freight Station serving a major port. It was held by Daily Shipping Times each year. 2. Hall of Fame Award 2019 – Company was awarded the “Hall of Fame Award of the Year” for having successfully won “CFS of the Year Award” for past 8 years at the 10th Edition of MALA AWARDS (Maritime and Logistics Awards) 2018 held on Friday, 20th Sept 2019 in Mumbai. 3. Warehouse Operator of the Year 2019– This was awarded on 13th Dec 2019 (on Angriya Cruise Ship) at the SEVENTH SAMUDRA MANTHAN AWARDS 2019. This is organized by Bhandarkar Publications.
Job profile and his suitability	Mr. Nemichand Jayavantraj Mehta is responsible for overall growth and development of the Company with the special focus on day to day business operations/growth of the Company. The Company has made enormous progress under the stewardship of Mr. Nemichand Jayavantraj Mehta and his vision is to take the Company from being amongst the most respected Container Freight Stations and Inland Container Depot. As Whole Time Director of the Company he is responsible for motivating the team of professionals to implement management policies
Remuneration proposed	As set out in Item No. 4 of the explanatory statement above
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration as proposed of Mr. Nemichand Jayavantraj Mehta is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its businesses. Moreover, in his position as Whole Time Director, Mr. Nemichand Jayavantraj Mehta devotes his substantial time in overseeing the operations of the Company.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Apart from receipt of remuneration from the Company, Mr. Nemichand Jayavantraj Mehta does not have any other pecuniary relationship directly or indirectly with the Company. Mr. Nemichand Jayavantraj Mehta is a Promoter of the Company and is a relative of Mr. Shantilal Jayavantraj Mehta (Chairman and Managing Director) and Mr. Jayesh Nemichand Mehta (Non-Executive-Non Independent Director) of the Company.”

III. OTHER INFORMATION:

1	Reasons of loss or inadequate profits	Not applicable, as the Company has not incurred any loss or have adequate profit to pay remuneration to its Directors. The resolution which is ought to be passed to comply with the applicable provisions and Schedule – V of the Companies Act, 2013, if Company have inadequate profit or loss in future.
2	Steps taken or proposed to be taken for improvement	The Company is on a growth path and is expected to make profits in future
3	Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to maintain its leadership, improve performance and business growth. It has been aggressively pursuing and implementing its strategies to improve performance.

Mr. Nemichand Jayavantraj Mehta has given a declaration to the Board that he is not disqualified from becoming a director under the Companies Act, 2013 and has also consented to the proposed appointment as Whole Time Director. The Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Nemichand Jayavantraj Mehta for the office of Whole Time Director of the Company.

Mr. Nemichand Jayavantraj Mehta, being appointee and Mr. Shantilal Jayavantraj Mehta and Mr. Jayesh Nemichand Mehta, relative of appointee, may be deemed to be concerned or interested in the aforesaid resolution to the extent of the remuneration that may be received by Mr. Nemichand Jayavantraj Mehta. None of the other 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.

Brief profile of Mr. Nemichand Jayavantraj Mehta and other requisite details, pursuant to Listing Regulations Secretarial Standard 2 issued by the Institute of Company Secretaries of India are provided as annexure I to this Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for the approval by the Members.

Item No. 5

Mr. Ashok Kumar Thakur was appointed as an Independent Director on the Board of Directors of your Company ("the Board") effective from January 25, 2017 for a first term of five consecutive years pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 by the Members at their Annual General Meeting held on August 24, 2017. He hold office as an Independent Director of the Company up to January 24, 2022 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

In terms of Section 149(10) read with Section 152 of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a Special Resolution by the company and disclosure of such appointment in the Board's Report. In compliance thereof, the approval of the Members for re-appointment of the said Independent Directors through Special Resolution is being sought at this Annual General Meeting prior to expiry of his respective first term.

The Board on the recommendation of Nomination and Remuneration Committee of the Board of Directors approved the re-appointment of Mr. Ashok Kumar Thakur from January 25, 2022 to January 24, 2027.

The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Ashok Kumar Thakur for the office of Director of the Company.

The Company has received declaration from Mr. Ashok Kumar Thakur confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations").

Mr. Ashok Kumar Thakur is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as a director. He is not debarred from holding the office of a Director pursuant to any order of SEBI or any other such authority. He do not holds any equity shares by himself or on beneficial basis for any other person in the Company as on date of this Notice.

In accordance with the provisions of Section 150 of the Act read with the applicable rules made thereunder, Mr. Ashok Kumar Thakur has confirmed that he has registered himself with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA"). He has also passed the online proficiency self-assessment test conducted by IICA.

The Nomination and Remuneration Committee ("NRC") and the Board at their respective Meetings held on August 05, 2021 taking into account the declarations and consent received, the external business environment, the business knowledge, acumen, experience including proficiency, skills and the substantial contributions made by Mr. Ashok Kumar Thakur during his respective tenure, formed an opinion that he confirms to the criteria of independence prescribed under the Act and the SEBI Listing Regulations, is a persons of integrity

and possess relevant expertise, proficiency and experience to continue as Independent Directors of the Company.

Further the performance evaluation of Mr. Ashok Kumar Thakur was carried out by the Board and the NRC based on various criteria, inter-alia, including attendance at Board and Committee Meetings and his advice, inputs and contribution therein, skills possessed, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry, etc. Given the high performance ratings received by the him in his performance evaluation, the Board, basis the recommendation of NRC, is of the view that continued association of Mr. Ashok Kumar Thakur as Independent Director of the Company would be of immense benefit and value to the Company.

Mr. Ashok Kumar Thakur would continue to be entitled to receive sitting fees for attending the Meetings of the Board of Directors and Committees thereof, re-imbursement for expenses incurred in connection with attending Board/Committee meetings and as may be approved by the NRC and the Board within the limits approved by the Board of the Company from time to time, as permitted by law with requisite approvals.

Details of Mr. Ashok Kumar Thakur are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letter of appointment of Mr. Ashok Kumar Thakur setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6

The Company provides logistics solutions and offers specialized logistics services across container freight station/ inland container depot operations, rail terminals, warehousing, transportation and other related activities thereto. The quality standards, standardized processes and operation excellence, infrastructure across all the services and facilities, have enabled the Company to emerge as the strong player in logistics sector.

The Company aims to leverage its existing experience, deployment of execution capabilities to provide effective logistics solutions to various stakeholders and to create technologically advanced business models. Accordingly, in order to meet the enhanced expectations of the stakeholders, it is proposed to provide integrated logistics services as a part of its growth strategy and to participate in the infrastructure growth potential in logistics sector including offering of industrial parks, multimodal logistics parks and other industrial logistics solutions to its stakeholders.

In view of above, the Company is proposing to amend and expand its existing main object to include the following clause after the existing clause III(A)1 of the MoA, to authorize and provide services in relation to logistics business management, multimodal logistics parks and other industrial logistics solutions:

2. "To carry on the business of industrial logistics parks, industrial park(s), multi modal logistics park(s), and

such other related or similar logistic facilities in India or abroad and for that purpose, to enter into transactions to buy, develop, acquire, purchase, lease, cut to size handover or deal in any other form and types of assets including lands, buildings, properties and to develop, construct, build, alter, acquire, source convert, improve, design, erect, establish, equip, provide, participate, file bids, and participate in auctions, reconstruct, renovate, remodel, rebuild, undertake, contribute, assist etc., and to act or provide services relating to logistics business management, multimodal logistics operator, storage, transportation and such other related or similar logistics support”

The Board at its meeting held on August 05, 2021 has approved the said proposal and recommended the amendment in the Object Clause of the Memorandum of Association of the Company subject to approval of the Members. In terms of Sections 4 and 13 of the Companies Act, 2013 and rules framed thereunder, the consent of the Members by way of Special Resolution is required for amending the Object Clause of the Memorandum of Association of the Company.

The Board recommends the Special Resolution set out at Item No.6 of the Notice for approval by the members.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days up to the date of the Meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

Item No. 7

With the enactment of the Companies (Amendment) Act, 2015, the use of Common Seal has been made optional. In order to facilitate administrative convenience for execution of documents on behalf of the Company hence, it is proposed to alter the existing Articles of Association (“AOA”) of the Company by removing/amending the following clauses in the Articles of Association of the Company pertaining to the common seal.

S r . No.	Existing Clause	Amended Clause
1.	Seal" - means the Common Seal for the time being of the seal Company.	To be Deleted
2.	23 (a) Every member shall be entitled, without payment, to receive one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of Its shares as the case may be. Every share certificate shall be under the Seal of the Company and shall specify the number and the distinctive number(s) of the shares In respect of which it was issued and the amount paid up thereon and shall be in such form as the directors may prescribe. Such certificate shall be Issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in case of issues against letters of acceptance or of renunciation or in case of issue of bonus shares. PROVIDED THAT if the letter of allotment is lost or destroyed the Board may impose such reasonable terms, if any, as it thinks fit, as to evidence and indemnity and the payment of out-of-pocket expenses incurred by the Company in investigating the evidence. The certificate shall be signed in conformity with the provisions of the Companies (Share Capital and Debenture) Rules, 2014 or any statutory modification or re-enactment thereof for the time being In force. Printing of blank forms to be used for issue of Share Certificates and maintenance of books and documents relating to issue of Share Certificates shall be In accordance with the provisions of aforesaid rules. Such certificates of title to shares shall be completed and kept ready for delivery within such time frame as may be prescribed In this regard after the allotment.	Every member shall be entitled, without payment, to receive one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of Its shares as the case may be. Every share certificate shall specify the number and the distinctive number(s) of the shares in respect of which it was issued and the amount paid up thereon and shall be in such form as the directors may prescribe. Such certificate shall be Issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in case of issues against letters of acceptance or of renunciation or in case of issue of bonus shares. PROVIDED THAT if the letter of allotment is lost or destroyed the Board may impose such reasonable terms, if any, as it thinks fit, as to evidence and indemnity and the payment of out-of-pocket expenses incurred by the Company in investigating the evidence. The certificate shall be signed in conformity with the provisions of the Companies (Share Capital and Debenture) Rules, 2014 or any statutory modification or re-enactment thereof for the time being In force. Printing of blank forms to be used for issue of Share Certificates and maintenance of books and documents relating to issue of Share Certificates shall be in accordance with the provisions of aforesaid rules. Such certificates of title to shares shall be completed and kept ready for delivery within such time frame as may be prescribed in this regard after the allotment.

3.	179 (21) At any time and from time to time by Power of Attorney under the Seal of the Company, to appoint any person or persons to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the 'Board under these presents and excluding the power to make calls and excluding also except in their limits authorized by the Board the power to make loans and borrow monies) and for such period and subject to such conditions as the Board may from time to time think fit, and any such appointments may (if the Board thinks fit) be made in favour of the members or any of the members of. any local board established as aforesaid or in favour of any company, or the shareholders, Directors, nominees or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of Attorney may contain such powers for the protection or convenience of persons dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them;	179 (21) At any time and from time to time by Power of Attorney, to appoint any person or persons to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the 'Board under these presents and excluding the power to make calls and excluding also except in their limits authorized by the Board the power to make loans and borrow monies) and for such period and subject to such conditions as the Board may from time to time think fit, and any such appointments may (if the Board thinks fit) be made in favour of the members or any of the members of. any local board established as aforesaid or in favour of any company, or the shareholders, Directors, nominees or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of Attorney may contain such powers for the protection or convenience of persons dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them;
4.	The Seal, its custody and use 188. (1) The Board of Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, under such regulations as the Board may prescribe. (2) the Seal shall not be affixed to any instrument except by the authority of the Board of Directors or a Committee of the Board previously given and in the presence of any two officials of the Company or such other person, the Board may appoint in that behalf who shall sign every instrument to which the Seal is affixed. Provided that the certificates of shares or debentures shall be sealed in the manner and in conformity with the provisions of the Companies (Share Capital and Debenture) Rules, 2014, and their statutory modifications for the time being in force.	To be deleted
5.	Existing clauses from Article 189 to Article 221 be renumbered as Article 188 to Article 220 respectively.	

Pursuant to Section 14 of the Companies Act, 2013, the said alteration can be effected only with the approval of Shareholders by passing a special resolution. The Board accordingly recommends the passing of the said resolution as contained in the Notice for approval by the Members as a special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item except as members.

All the material documents pertaining to the above resolution shall be available for inspection by the Members at the Registered Office of the Company.

For and on behalf of the Board of Directors
Navkar Corporation Limited

Place: Navi Mumbai
Date: August 05, 2021

Registered Office: 205-206 J K Chambers, Sector 17
Vashi Navi Mumbai – 400705, Maharashtra, India

Deepa Gehani
Company Secretary
Membership No. 42579

ANNEXURE I

PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED:

Name of Director	Mr. Jayesh Nemichand Mehta	Mr. Nemichand Jayavantraj Mehta	Mr. Ashok Kumar Thakur
Director Identification Number	00510313	01131811	07573726
Category	Non-Executive and Non-Independent Director	Executive, Whole Time Director	Non-Executive Independent Director
Date of Birth	January 02, 1987	April 28, 1963	August 10, 1954
Age	34 Years	58 Years	68 years
Nationality	Indian	Indian	Indian
Date of First Appointment on the Board	September 02, 2020	September 01, 2016 (In current designation - Whole Time Director)	January 25, 2017
Relationship with Directors and KMPs	Son of Mr. Nemichand Jayavantraj Mehta, Whole Time Director of the Company	Brother of Mr. Shantilal Mehta, Chairman & Managing Director of the Company	None
Qualifications	Bachelor's degree in commerce from University of Mumbai	Bachelor's degree in commerce from Swaran Mukth Shiksha Peeth, Punjab	Master's degree in commerce from Lucknow University
Expertise in specific functional area	Mr. Jayesh N. Mehta has decade of experience in the Logistics business. He holds a Bachelor's degree in commerce from University of Mumbai. During his overall work experience of over decade he has handled a wide spectrum of projects related to Container Freight Station and Inland Container Depot.	Mr. Nemichand Jayavantraj Mehta is associated with the Company since incorporation. He holds a bachelor's degree in commerce. He has experience of more than two decades in the business of Container Freight Station (CFS) and Inland Container Depot (ICD) and allied works. He is involved in policy planning, vision and strategy and long term development activities of the Company and played a crucial role in the business growth of the Company.	Mr. Ashok Kumar Thakur was appointed as an Independent Director on the Board of the Company effective from January 25, 2017. He holds master's degree in commerce from Lucknow University, and has over more than 40 years of experience in the banking and financial industry. Prior to this, he has held various positions at Union Bank of India, including general manager (HR) at Corporate Office, general manager (Kolkata zone) and deputy general manager (regional head) at Kolkata and Chandigarh. He has also been chairman at the Rewa Siddhi Gramin Bank.
Details of Board Meetings attended by the Directors during the year	1 (One)	04 (Four)	04 (Four)
Terms and Conditions of Appointment or reappointment along with remuneration	In terms of Section 152(6) of the Companies Act, 2013, Mr. Jayesh Nemichand Mehta who was appointed as a Non-Executive Non Independent Director at the Annual General Meeting held on September 28, 2020, is liable to retire by rotation and he shall be eligible for sitting fees for attending meetings.	As set out in explanatory statement item no. 4	As set out in explanatory statement item no. 5
Membership of Committees of Navkar Corporation Limited	Nil	Audit Committee – Member Corporate Social Responsibility Committee - Member	Audit Committee – Chairman Stakeholders Relationship Committee – Chairman Nomination and Remuneration Committee Independent Directors Committee – Member

With reference to Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulation,	Sidhartha Corporation Private Limited Bhagavati Commission Agents Private Limited	Sidhartha Corporation Private Limited Bhagavati Commission Agents Private Limited Padmamba Enterprises Private Limited PrabhuMahaveer Exports Private Limited	H.G. Infra Engineering Limited Choice International Limited Choice Equity Broking Private Limited																
Membership/ Chairmanship of Committees across other Public Companies	Nil	Nil	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name of the Company</th> <th>Type of Committee</th> </tr> </thead> <tbody> <tr> <td rowspan="3">1</td> <td rowspan="3">Choice International Limited</td> <td>Audit Committee</td> </tr> <tr> <td>Nomination & Remuneration Committee</td> </tr> <tr> <td>Investment Committee</td> </tr> <tr> <td rowspan="3">2</td> <td rowspan="3">H.G. Infra Engineering Limited</td> <td>Audit Committee</td> </tr> <tr> <td>Nomination & Remuneration Committee</td> </tr> <tr> <td>Risk Management Committee</td> </tr> <tr> <td>3</td> <td>Choice Equity Broking Private Limited</td> <td>Nil</td> </tr> </tbody> </table>	Sr. No.	Name of the Company	Type of Committee	1	Choice International Limited	Audit Committee	Nomination & Remuneration Committee	Investment Committee	2	H.G. Infra Engineering Limited	Audit Committee	Nomination & Remuneration Committee	Risk Management Committee	3	Choice Equity Broking Private Limited	Nil
Sr. No.	Name of the Company	Type of Committee																	
1	Choice International Limited	Audit Committee																	
		Nomination & Remuneration Committee																	
		Investment Committee																	
2	H.G. Infra Engineering Limited	Audit Committee																	
		Nomination & Remuneration Committee																	
		Risk Management Committee																	
3	Choice Equity Broking Private Limited	Nil																	
Shareholding in Navkar Corporation Limited	0.02%	19.20%	Nil																