



M/s Navkar Corporation Ltd
Container Freight Stations & Rail Terminals

POLICY ON BOARD DIVERSITY

PURPOSE

In accordance with the Regulation 19(4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Navkar Corporation Limited("Company") has framed a formal policy on Board diversity which sets out a framework to promote diversity on Company's Board of directors (the 'Board').

POLICY STATEMENT:

Navkar Corporation Limited believes that a diverse Board will enhance the quality of the decisions made by the Board by utilizing the different skills, qualification, professional experience, gender, knowledge etc. of the members of the Board, necessary for achieving sustainable and balanced growth of the Company. The Company recognizes and embraces the importance of a Diverse Board in its success. Navkar Corporation Limited believes that a diverse Board will contribute to the achievement of its strategic and commercial objectives.

The Nominations and Remuneration Committee ('Committee') is responsible for reviewing and assessing the composition and performance of the Board, as well as identifying appropriately qualified persons to occupy board positions. At the time of making appointments to the Board, the Committee will consider the benefit of Diversity in identifying and recommending persons for the Board membership, as well as in evaluating the Board and its individual members.

Accordingly, the Committee shall:

- Assess the appropriate mix of diversity, skills, qualification, professional experience, etc. and assess the extent to which the required skills are represented on the board.
- Make recommendation to the Board in relation to the appointments and maintain an appropriate mix of diversity, skills, experience and expertise on the board.
- The Board of Directors of the Company shall have an optimum combination of executive and non-executive directors with at least one woman director and the composition of the Board shall be in accordance with requirements of the Articles of Association of the Company, the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the statutory, regulatory and contractual obligations of the Navkar Corporation Limited.

ROLE OF NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee ('NRC') of the Company shall review and assess Board composition on behalf of the Board and shall recommend to the Board,

the appointment of new directors based on their experience, qualification, positive attributes, industry or related experience and independence.

Candidates that bring diversity of background and opinion from amongst those candidates with appropriate background and industry or related expertise and experience and having the ability to devote sufficient time to the affairs of the Company should be considered for appointment to the Board.

In reviewing Board composition, NRC will consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to enable it to discharge its duties and responsibilities effectively.

REVIEW OF THE POLICY

The NRC will review the policy annually, which will include an assessment of the effectiveness of the policy. The NRC will discuss any revision that may be required and recommend any such revisions to the Board for approval.