Ref No.: NCL/CS/2017-18/22 **August 1, 2017**

The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Script Code: 539332

The Manager
Listing Department
National Stock Exchange of India Limited
"Exchange Plaza", C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051
Script Code: NAVKARCORP

Dear Sirs,

Sub. : Navkar Corporation Limited – Annual General Meeting Update

Further to our letter dated July 29, 2017, this is to inform to the Exchanges that the Annual Report 2016-17 along with the Notice of Annual General Meeting has been sent to all the members by permitted modes. The dispatch of Notice along with Annual Report (both physical and electronic) was completed on August 1, 2017.

We enclose herewith, Notice of the 9th Annual General Meeting of the Company.

This is for your information and record please.

Yours faithfully,

For **Navkar Corporation Limited**

Hitesh Kumar Jain
Company Secretary

Place: Navi Mumbai

NAVKAR CORPORATION LTD.

NOTICE

Notice is hereby given that the Ninth Annual General Meeting (the Meeting) of the members of Navkar Corporation Limited (the Company) will be held on Thursday, August 24, 2017 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 (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2017 and the report of the Auditors thereon and in this regard, pass the following resolution(s) as an **Ordinary Resolution(s):**

   a) **"RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before the Meeting, be and are hereby considered and adopted."

   b) **"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2017 and the report of the Auditors thereon laid before the Meeting, be and are hereby considered and adopted."

2. To appoint a Director in place of Capt. Dinesh Gautama (DIN: 02384688), who retires by rotation and being eligible has offered himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and applicable provisions of the Articles of Association of the Company, Capt. Dinesh Gautama (DIN: 02384688), who retires by rotation at the Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed and that the terms and conditions of his appointment as Whole-time Director of the Company as approved by the members in their meeting held on January 20, 2015 and his appointment as Chief Executive Officer of the Company as approved by the Board of Directors in its meeting held on September 01, 2016 shall remain unchanged."

3. To ratify the appointment of the Auditors and fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of M/s. S. K. Patodia & Associates, Chartered Accountants, Mumbai (Firm Registration No. 112723W), who were appointed as Statutory Auditors of the Company, at Annual General Meeting held on September 11, 2014 (hereinafter referred to as said AGM) to hold office from the conclusion of the said AGM till the conclusion of Eleventh Annual General Meeting to be held in the year 2019, be and is hereby ratified and that they shall be paid such remuneration for the audit of the accounts for the financial year 2017-18 as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

4. To consider appointment of Mr. Ashok Kumar Thakur (DIN: 07573726), as an Independent Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 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 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Ashok Kumar Thakur (DIN: 07573726) who was appointed as an Additional Director on January 25, 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 his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years with effect from January 25, 2017, subject to Mr. Ashok Kumar Thakur satisfying the criteria of independence in terms of the Companies Act, 2013, the Rules made thereunder and the Listing Regulations and shall not be liable to retire by rotation.

5. To consider reappointment of Mr. Shantilal Mehta (DIN: 00134162) as Chairman and Managing Director of the Company and in this regard, pass the following resolution as a **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 2(94), 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013; the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013; and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members be and is hereby accorded to appoint Mr. Shantilal Mehta (DIN: 00134162) as Chairman and Managing Director of the Company for a period of three years from October 01, 2017 until September 30, 2020, on the remuneration and on such terms and conditions as set out below with liberty

and authority to the Board of Directors to any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mr. Shantilal Mehta:

Tenure: The appointment of Mr. Shantilal Mehta as the Chairman and Managing Director shall be for a period of 3 years from October 01, 2017.

Remuneration:

a) **Basic Salary:** The Basic Salary of Mr. Shantilal Mehta shall be ₹ 2,25,000/- per month with 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. Shantilal Mehta shall be entitled to perquisites and allowances like:

i) Company maintained accommodation or House Rent Allowance in lieu thereof subject to a maximum of 50% of Basic Salary;

ii) Other Allowances of ₹ 1,61,250/- per month with authority to the Board of Directors to increase the Other Allowances within the range of ₹ 1,61,250/- to ₹ 2,41,875/- per month;

iii) Personnel allowance subject to a ceiling of 20% of Basic Salary;

iv) Medical reimbursements, Leave Travel Allowance (subject to 10% 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;

v) Company's contribution to provident fund, gratuity and leave encashment as per the rules of the Company; and

vi) Other Allowances including Annual performance bonus/incentive, if any, based on the performance criteria as laid down by or approved by the Board subject to a ceiling of 20% of Basic Salary.

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost.

c) **Overall Remuneration:** The aggregate of salary, perquisites and allowances in any one financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act for the time being in force.

d) **Minimum Remuneration:** In the event of loss or inadequacy of profits in any financial year during the tenure of services of the Chairman and Managing Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

6. To consider further issue of Securities and in this regard, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c),71 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder including any amendments thereto or re-enactment thereof, for the time being in force and applicable provisions, if any of the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Companies Act, 2013 together with the Companies Act, 2013, the "Companies Act"), the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the listing agreements entered into with the stock exchanges and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations"), the provisions of the issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 or the Depository Receipt Scheme, 2014, the provisions of the Foreign Exchange Management Act, 1999, ("FEMA"), the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry and rules and regulations framed thereunder as amended from time to time and subject to other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Government of India ("GoI"), the stock exchanges where the Company's equity shares are listed ("Stock Exchanges") and / or any other competent governmental or regulatory authorities from time to time to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, RBI, GoI and any other governmental or regulatory authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any duly constituted Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part

of issue and for such categories of persons as may be permitted), with or without green shoe option, such number of equity shares of the Company of face value ₹10 each ("Equity Shares"), Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs"), fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments convertible into Equity Shares (with/ without warrants attached to them in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in one or more foreign markets and/ or domestic market, by way of one or more public and/ or private offerings, and/or on preferential allotment basis including Qualified Institutions Placement ("QIP") or any combination thereof, through issue of prospectus and/or placement document and/or other permissible/ requisite offer document to any eligible person, including Qualified Institutional Buyers ("QIBs") as defined under the SEBI ICDR Regulations in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/ resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, systemically important non-banking financial company, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of Equity Shares or not (collectively called the "Investors") as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding ₹ 500 Crores (Rupees Five Hundred Crores) or equivalent thereof, in one or more tranches, denominated in foreign currency and/or Indian rupees, inclusive of such premium as may be fixed on such Securities by offering the Securities through public offer(s) or private placement(s) or a combination thereof at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest, etc., as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and/or to be appointed by the Company (the "Issue").

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

(a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

(b) the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects; and

(c) Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate re-organisation or restructuring.

RESOLVED FURTHER THAT if any issue of Equity Shares is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the allotment of the Equity Shares shall be completed within 12 (twelve) months from the date of approval of the shareholders of the Company by way of a special resolution for approving the QIP or such other time as may be allowed under the SEBI ICDR Regulations, at a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations, provided that the Board may, in accordance with applicable law, offer a discount of not more than 5% (five per cent.) or such percentage as permitted under applicable law, on the floor price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations. The Equity Shares shall be allotted as fully paid-up and the aggregate of all QIPs made by the Company in the same financial year shall not exceed five times the net worth of the Company as per the audited balance sheet of the previous financial year.

RESOLVED FURTHER THAT the "relevant date" for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be determined in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993, or the Depository Receipt Scheme, 2014, as the case may be (including any amendments thereto or re-enactment thereof, for the time being in force) or as may be permitted under applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities or equity shares on conversion of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or equity shares as the case may be, on one or more Stock Exchanges.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, debenture trustees and all such agencies as are or may be required to be appointed, involved or concerned in the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue, including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, finalization of the dates and timing of the Issue, identification and class of the investors to whom the Securities are to be offered, determining the issue price, face value, premium amount on issue/ conversion of the Securities, if any, rate of interest and all other terms and conditions of the Securities, offer and allotment of Securities, execution of various transaction documents, signing of declarations, creation of mortgage/ charge, utilization of the issue proceeds, and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of directors or any director(s) of the Company in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue."

7. To consider increase of Authorised Share Capital of the Company and in this regard, pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 61 read with Section 13 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, the Authorised Share Capital of the Company be and is hereby increased from ₹ 160,00,00,000 (Rupees One Hundred and Sixty Crore only) comprising 15,50,00,000 Equity Shares of face value of ₹ 10 each and 50,00,000 0% Cumulative Redeemable Preference Shares of face value of ₹10 each to ₹ 170,00,00,000 (Rupees One Hundred and Seventy Crore only) comprising 16,50,00,000 Equity Shares of face value of ₹ 10 each and 50,00,000 0% Cumulative Redeemable Preference Shares of face value of ₹10 each AND THAT the existing Clause V of the Memorandum of Association of the Company be deleted and in place thereof the following new Clause be substituted -

V. The Authorised Share Capital of the Company is ₹170,00,00,000 (Rupees One Hundred and Seventy Crore only) comprising 16,50,00,000 Equity Shares of face value of ₹10 each and 50,00,000 0% Cumulative Redeemable Preference Shares of face value of ₹ 10 each."

By Order of the Board

Hitesh Kumar Jain
Company Secretary

Navi Mumbai, May 29, 2017

Registered Office:
205-206, J. K. Chambers,
Sector 17, Vashi,
Navi Mumbai – 400 703, India
CIN: L63000MH2008PLC187146
website: www.navkarcfs.com
E-mail: cs@navkarcfs.com

Notes:

1. **A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. A person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than 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 instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the Meeting.**
2. 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.
3. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. Members, Proxies and Authorised Representatives are requested to bring to the Meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No. 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.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, August 18, 2017 to Thursday, August 24, 2017 (both days inclusive).
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business with respect

to Item Nos. 4 to 7 of the Notice to be transacted at the Meeting is annexed hereto and forms part of the Notice.

6. 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 Saturdays, Sundays 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.

7. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, 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.

8. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, August 18, 2017 (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.

9. The e-voting period will commence at 9.00 a.m. on Monday, August 21, 2017 and will end at 5.00 p.m. on Wednesday, August 23, 2017. 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.

10. The facility for voting, either through electronic voting system or polling paper shall also 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.

11. The members can attend the Meeting on Thursday, August 24, 2017, 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.

12. Members are requested to carefully read the following instructions relating to e-voting before casting their vote.

    The instructions for shareholders voting electronically are as under:

    (i) The voting period begins at 9.00 a.m. (IST) on Monday, August 21, 2017 and ends on Wednesday, August 23, 2017 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 i.e. Friday, August 18, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

    (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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

    (iv) Click on Shareholders.

    (v) Now Enter your User ID

        a. For CDSL: 16 digits beneficiary ID

        b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID

        c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

    (vi) Next enter the Image Verification as displayed and click on Login.

    (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

    (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on address sticker 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. If both the details are not recorded with the depository or company please enter the member id /folio number in the Dividend Bank details field as mentioned in instruction (v).

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

    (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.

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

utmost care to keep your password confidential.

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

(xii) Click on the EVSN for Navkar Corporation Limited.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

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

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.

(xviii) If a Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

(xix) 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.

(xx) 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.

(xxi) 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.4

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and the rules made thereunder ('the Act') read with Articles of Association of the Company, Mr. Ashok Kumar Thakur (DIN: 07573726) was appointed as Additional Director in the capacity of Independent Director of the Company w.e.f. January 25, 2017. Accordingly, Mr. Ashok Kumar Thakur 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, alongwith required deposit proposing the candidature of Mr. Ashok Kumar Thakur for the office of Director of the Company.

Mr. Ashok Kumar Thakur 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 ("Listing Regulations").

In the opinion of the Board, Mr. Ashok Kumar Thakur fulfils the conditions specified in the Act and the rules made thereunder and the Listing Regulations for his appointment as Independent Director of the Company and he is independent of the management. Mr. Ashok Kumar Thakur is 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. Ashok Kumar Thakur as Independent Director are open for inspection without any fee by any member at the registered office of the Company as per the details mentioned in note 6.

Except Mr. Ashok Kumar Thakur, 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.

The Board recommends the resolution at Item No. 04 in relation to the appointment of Mr. Ashok Kumar Thakur as Independent Director for the approval by the shareholders of the Company by way of Ordinary Resolution.

Item No.5

Mr. Shantilal Mehta was appointed as Chairman and Managing Director by the Members of the Company in Extraordinary General Meeting held on September 30, 2014 for a period of three years with effect from October 1, 2014 in terms of the applicable provisions of the Companies Act, 2013. The present term of Mr. Shantilal Mehta is expiring on September 30, 2017.

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee, in its meeting

held on May 29, 2017, subject to approval of the Members, has reappointed Mr. Shantilal Mehta as Chairman and Managing Director of the Company for a period of three years from October 1, 2017.

While recommending the re-appointment of Mr. Shantilal Mehta as Chairman and Managing Director of the Company, the Nomination and Remuneration Committee evaluated the performance of Mr. Shantilal Mehta on various parameters including his participation in the board and committee meetings, domain knowledge, business and economic acumen, accessibility to board members and employees, objectivity in his decision making, his leadership style and leading the organisation towards compliance culture and corporate governance policies/ principles. Upon satisfactory performance evaluation, the Nomination and Remuneration Committee recommended to the Board re-appointment of Mr. Shantilal Mehta as Chairman and Managing Director of the Company.

Mr. Shantilal 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 Chairman and Managing Director. The Company has received a notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Shantilal Mehta for the office of Chairman and Managing Director of the Company.

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 & conditions of appointment of Mr. Shantilal Mehta as Chairman and Managing Director are open for inspection without any fee by any member at the registered office of the Company as per the details mentioned in note 6.

Mr. Shantilal Mehta, being appointee and Mr. 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. Shantilal 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. 05.

The Board recommends the resolution at Item No. 05 in relation to the appointment of Mr. Shantilal Mehta as Chairman and Managing Director for the approval by the shareholders of the Company by way of Special Resolution.

Item No.6

The special resolution contained at Item No.6 of the Notice relates to a resolution by the Company enabling the Board to create, issue, offer and allot securities including, any or all of Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds, Convertible or Non-convertible Debentures and such other securities as stated in the resolution (the "Securities"), including by way of a qualified institutions placement of Equity Shares in accordance with Chapter VIII of the SEBI ICDR Regulations, in one or more tranches, at such price and on such terms and conditions as may be deemed appropriate by the Board (which term shall be deemed to include any committee thereof which the Board may have constituted) at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment of Securities shall be made subject to receipt of applicable governmental/ regulatory approvals, market conditions and other factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the Issue.

This special resolution enables the Board to issue Securities for an aggregate amount not exceeding ₹ 500 Crores or its equivalent in any foreign currency. The Board shall issue Securities pursuant to this special resolution and utilize the proceeds, at its absolute discretion, for business purposes, including but not limited to, any of meeting capital expenditure and working capital requirements of the Company, repayment of debt, exploring acquisition opportunities and general corporate purposes, or any combination thereof.

The special resolution seeks to empower the Board to issue by way of one or more public and/or private offerings, and/or on preferential allotment basis including Qualified Institutions Placement ("QIP") of Equity Shares or any combination thereof, through issue of permissible/requisite offer document to any eligible person whether they be holders of equity shares of the Company or not (collectively called the "Investors") as may be decided by the Board. The pricing of the Securities to be issued shall be determined by the Board in accordance with the applicable provisions of the SEBI ICDR Regulations. If any issue of Equity Shares is made by way of a QIP to Qualified Institutional Buyers pursuant to Chapter VIII of the SEBI ICDR Regulations, the Board may offer a discount of not more than 5% (five per cent.) or such percentage as permitted under applicable law on the floor price determined pursuant to the SEBI ICDR Regulations. The "Relevant Date" for this purpose will be the date when the Board decides to open the issue

The detailed terms and conditions for the offer will be determined by the Board in consultation with the lead manager(s) and other advisors appointed in relation to the proposed Issue and such other authorities as may be required, taking into consideration market conditions and in accordance with applicable law. The Equity Shares allotted or arising out of conversion of any Securities will be listed and traded on the stock exchanges where Equity Shares of the Company are currently listed ("Stock Exchanges"), subject to obtaining necessary approvals. The offer/ issue/ allotment/ conversion of Securities would be subject to obtaining regulatory approvals, if any by the Company. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any provisions of the listing agreements entered into with the Stock Exchanges.

All the documents referred in the Notice are available for inspection at the Registered Office of the Company.

The Board accordingly recommends the resolution of the accompanying Notice for your approval.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

Item No.7

The present Authorised Share Capital of the Company is ₹160 crore consisting of 15,50,00,000 Equity Shares of face value of ₹10 each and 50,00,000 0% Cumulative Redeemable Preference Shares of face value of ₹10 each. The present paid-up share capital is ₹144.91 crore consisting of 14,26,08,023 Equity Shares of face value of ₹10 each and 23,00,000 0% Cumulative Redeemable Preference Shares of face value of ₹10 each.

The Board of Directors of the Company is of the view that in line of the special resolution for raising funds by issue of equity shares and/or other securities convertible into equity shares submitted for approval of the shareholders at Item No. 6 of the Notice, it would be appropriate to increase the Authorised Share Capital of the Company from ₹160 crore to ₹170 crore consisting of 16,50,00,000 Equity Shares of face value of ₹10 each and 50,00,000 0% Cumulative Redeemable Preference Shares of face value of ₹10 each.

The proposed increase in the Authorised Share Capital of the Company to ₹170 crore and the corresponding changes in the Memorandum of Association, require the approval of the Members of the Company.

The Board accordingly recommends the resolution of the accompanying Notice for your approval.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution at Item No.7.

By Order of the Board

Hitesh Kumar Jain
Company Secretary

Navi Mumbai, May 29, 2017

Registered Office:
205-206, J. K. Chambers,
Sector 17, Vashi,
Navi Mumbai – 400 703, India
CIN: L63000MH2008PLC187146
website: www.navkarcfs.com
E-mail: cs@navkarcfs.com

ANNEXURE - A

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING:

Name of Director	Mr. Shantilal Mehta	Capt. Dinesh Gautama	Mr. Ashok Kumar Thakur
DIN	00134162	02384688	07573726
Date of birth and age	03/09/1952; 64 years	06/05/1954; 63 years	10/08/1954; 62 years
Date of appointment on the Board	29/09/2008	08/12/2014	25/01/2017
Qualifications	Bachelor's Degree in Arts and a Bachelor's Degree in Law, both from Karnataka University.	Fellow of Shri Narottam Morarjee Institute of Shipping, the Institute of Insurance Surveyors and Adjusters and the Bombay Insurance Institute. Bachelor's Degree in Law from Siddharth College of Law, University of Mumbai, Master's Degree in Science in Ecology and Environment from Sikkim Manipal University of Health, Medical and Technological Sciences, a Master's Degree in Arts in Sociology from Annamalai University, a Master's Degree in Legal Theory and International Law from University of Mumbai, Master's Degree in Arts from University of Mumbai; M. Phil in English from Alagappa University, Tamil Nadu; Diploma in Educational Management from Center for Social Welfare Development, Chennai.	Masters in Commerce from the University of Lucknow; CAIIB Part I.
Brief profile, experience and expertise	Mr. Mehta has rich experience of over a decade in the business of Container Freight Stations (CFS). He has been on the Board of the Company, since its incorporation in the year 2008. Mr. Mehta is responsible for the overall administration of the CFS operations. He has been looking after the affairs and operations of the Company under the expert supervision and control of the Board of Directors. He is involved in policy planning, vision and strategy and long term development activities of the Company.	Capt. Gautama has over 20 years of experience in the maritime industry. He is a member of the Indian Adult Education Association, the Institute of Rail Transport, India, the Insurance Institute of India, the Institution of Marine Technologists, Indian Society for Training and Development, the Indian Council of Arbitration, the Bar Council of Maharashtra and Goa, the All India Management Association, the Company of Master Mariners of India and the Chartered Institute of Transport, London. Prior to joining the Company, he sailed on the vessels of Shipping Corporation of India.	Mr. Thakur is working as Vice President – Finance with Nirmal Lifestyle Limited. Prior to this Mr. Thakur has worked at various levels with the Union Bank of India (UBI). Some of the key positions occupied by him in Union Bank were General Manager (P and HR) with UBI, Mumbai; Field General Manager (Kolkata Zone) with UBI, Kolkata; Deputy General Manager (Regional Head) with UBI, Kolkata; Deputy General Manager (Regional Head) with UBI, Chandigarh. Mr. Thakur has also worked with Rewa Siddhi Gramin Bank as Chairman. During his career spanning forty years, he has won several accolades and awards for his valuable contribution to each of the organization in which he has worked.
Number of meetings of the Board attended during the year	5 out of 5	5 out of 5	2 out of 2

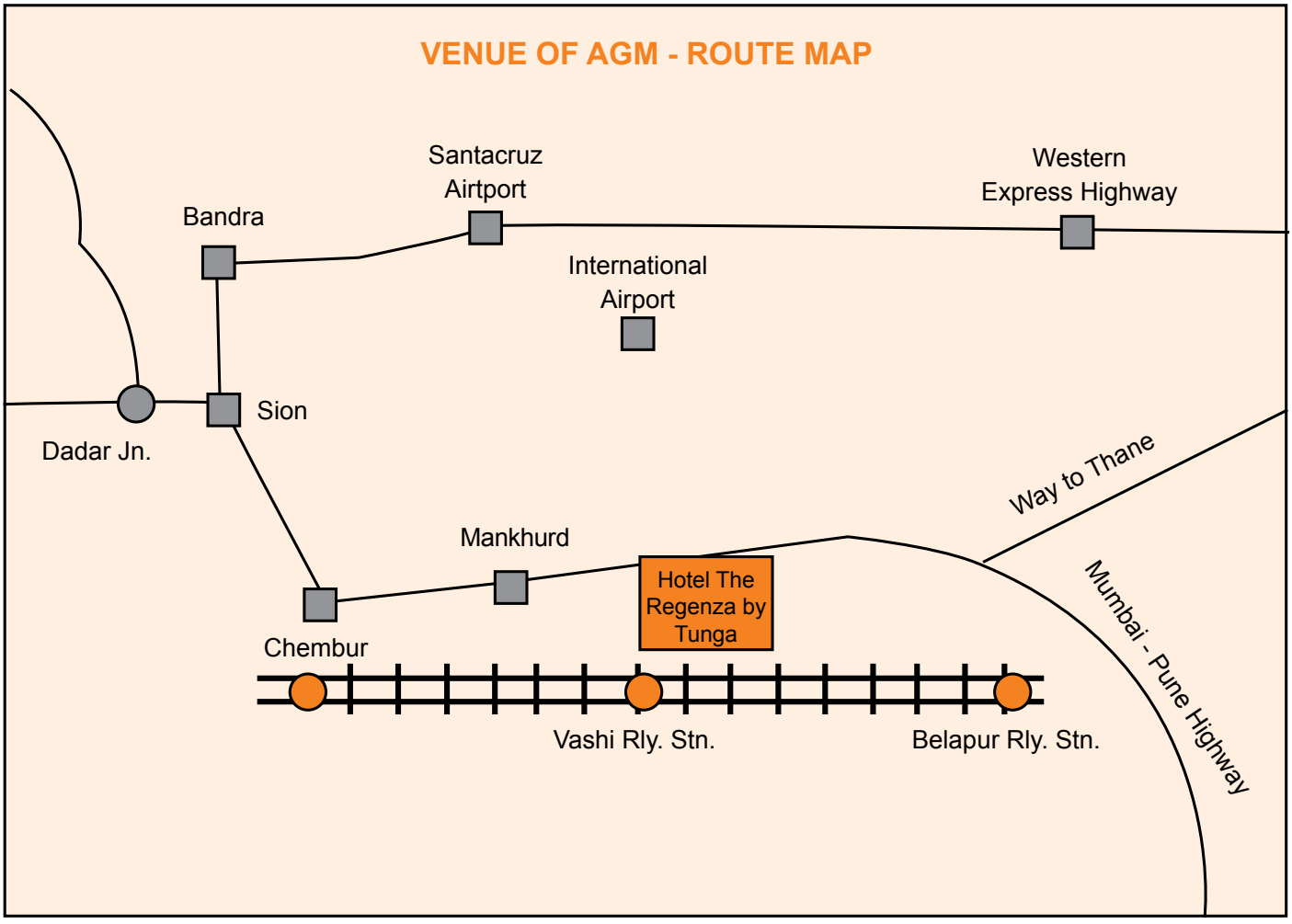
Name of Director	Mr. Shantilal Mehta	Capt. Dinesh Gautama	Mr. Ashok Kumar Thakur
List of Directorship Membership/ Chairmanship of Committees of other Board	Arihant Multisales Private Limited None	Navkar Terminals Limited Meadows Shipping Private Limited Navkar Terminals Limited: Audit Committee – Member Nomination and Remuneration Committee - Member	Navkar Terminals limited Choice International Limited Choice Equity Broking Private Limited Navkar Terminals Limited: Audit Committee – Member Nomination and Remuneration Committee – Member Choice International Limited Audit Committee - Member
Shareholding in Navkar Corporation Limited	4,50,75,000 Equity Shares 10,86,980 Preference Shares	Nil	Nil
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Brother of Mr. Nemichand Mehta, Promoter and Whole-time Director of the Company.	None	None
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	As Chairman and Managing Director for a period of three years with effect from October 01, 2017 on terms and conditions as provided in the Special Resolution proposed at Item No.5.	Capt. Dinesh Gautama retires by rotation in accordance with applicable provision of the Articles of Association of the Company in compliance with the provisions of the Companies Act, 2013 applicable to retirement of directors by rotation. He being eligible has offered himself for re-appointment. On re-appointment, Capt. Dinesh Gautama shall continue to be Whole-time Director and Chief Executive Officer of the Company and sale receive remuneration as approved by the members in their meeting held on January 20, 2015 for his balance tenure.	As an Independent Director for a period of five years with effect from January 25, 2017. He is entitled to receive Sitting Fee for attending meetings of the Board and Board Committees.
Justification for choosing the appointees for appointment as Independent Directors	N.A.	N.A.	Over 40 years of experience in banking and financial services with expertise in human resources management, financial and general corporate matters.

NAVKAR CORPORATION LIMITED

9TH ANNUAL GENERAL MEETING ON THURSDAY, AUGUST 24, 2017, AT 11.30 A.M.

At Hotel The Regenza by Tunga, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai - 400703

VENUE OF AGM - ROUTE MAP



Navkar Corporation Ltd
Container Freight Stations & Rail Terminals

Registered Office: 205 – 206, J.K. Chambers, Sector 17, Vashi, Navi Mumbai – 400703
CIN: L63000MH2008PLC187146, Phone: +91-22-22-3800 6500
E-mail: cs@navkarcfs.com website:www.navkarcfs.com

ATTENDANCE SLIP

(To be presented at the entrance)

9TH ANNUAL GENERAL MEETING ON THURSDAY, AUGUST 24, 2017, AT 11.30 A.M.
At Hotel The Regenza by Tunga, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai - 400703

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

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

Navkar Corporation Ltd
Container Freight Stations & Rail Terminals

Registered Office: 205 – 206, J.K. Chambers, Sector 17, Vashi, Navi Mumbai – 400703
CIN: L63000MH2008PLC187146, Phone: +91-22-22-3800 6500
E-mail: cs@navkarcfs.com website:www.navkarcfs.com

PROXY FORM

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

Name of the Member (s):			
Registered Address:			
Email-Id:			
Folio No./Client ID:		DP ID:	

I/We, being the member (s) holding _____ shares of the Navkar Corporation Limited, hereby appoint:

1. Name: .....
   Address: .....
   E-mail Id: .....
   Signature: ....., or failing him
2. Name: .....
   Address: .....
   E-mail Id: .....
   Signature: ..... or failing him
3. Name: .....
   Address: .....
   E-mail Id: .....
   Signature: .....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting of Navkar Corporation Limited, to be held on Thursday, the 24th day of August, 2017 at 11.30 a.m. at "Hotel The Regenza By Tunga, Plot no. 37, Sector 30-A, Vashi, Navi Mumbai – 400703 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
Ordinary Business	
1 (a)	Adoption of Audited Standalone Financial Statements for the Financial Year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.
1(b)	Adoption of Audited Consolidated Financial Statements for the Financial Year ended March 31, 2017 and the Report of the Auditors thereon.
2	Re-appointment of Capt. Dinesh Gautama who retires by rotation.
3	Ratification of appointment of Auditors and fixing their remuneration.
Special Business	
4	Appointment of Mr. Ashok Kumar Thakur as an Independent Director.
5	Appointment of Mr. Shantilal Mehta as Chairman and Managing Director.
6	Approval of Further Issue of securities.
7	Approval for Increase of Authorised Share Capital.

Signed this ..... day of ..... 2017.

Affix Revenue Stamp

Signature of shareholder..... Signature of Proxyholder(s).....

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