

Ref: NCL/CS/2021-22/28

Date: September 15, 2021

To,
The Manager
Listing Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001
Script Code: 539332

To,
The Manager
Listing Department
National Stock Exchange of India Limited,
Plot No. C-1, G – Block,
Bandra Kurla Complex,
Mumbai – 400051
Script Code: NAVKARCORP

Dear Sirs,

Subject : Summary of the Proceedings of the 13th Annual General Meeting of the Navkar Corporation Limited held on September 15, 2021 at 11.00 A.M.

Reference : Regulation 30 (6) read with 'Part A' of Schedule III and other applicable regulation(s), if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In connection with reference and subject matter quoted above, please find enclosed herewith proceedings of the 13th Annual General Meeting of the Navkar Corporation Limited held on Wednesday, September 15, 2021 at 11.00 a.m. through Video Conferencing Facility (“VC”) or Other Audio Visual Means (“OAVM”).

This is for your information and records.

Thanking you,

Yours faithfully,
For Navkar Corporation Limited



Deepa Gehani
Company Secretary & Compliance Officer



Encl: As above

Regd. Office: 205, 2nd Floor, J.K. Chambers, Sector-17, Vashi, Navi Mumbai-400 703

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● Tel.: 022 3800 6500 ● Fax.: 022 3800 6509 ● www.navkarcfs.com ● CIN: L63000MH2008PLC187146

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SUMMARY OF PROCEEDINGS OF THE 13TH ANNUAL GENERAL MEETING OF NAVKAR CORPORATION LIMITED (“the Company”)

The 13th Annual General Meeting (AGM) of the members of the Company was held today i.e. Wednesday, September 15, 2021 at 11.00 a.m. through Video Conferencing Facility (“VC”) or Other Audio Visual Means (“OAVM”). The proceedings of the AGM were deemed to be conducted at the Registered Office of the Company which was the deemed venue of the Meeting.

The number of shareholders as on record date i.e. September 08, 2021 were 60385.

The details of number of shareholders present at the meeting are as follows:

Category	Promoter and Promoter Group	Public	Total
In Person	N.A.	N.A.	N.A.
Through Proxy / Authorised Representative	N.A.	N.A.	N.A.
Video Conference	10	82	92
Total	10	82	92

Director’s Present:

Sr. No.	Name of the Director and DIN	Designation	Place of Participation
1.	Mr. Shantilal Jayavantraj Mehta (DIN:00134162)	Chairman and Managing Director	Navi Mumbai
2.	Mr. Nemichand Jayavantraj Mehta (DIN:01131811)	Whole - Time Director	Navi Mumbai
3.	Mr. Ashok Kumar Thakur (DIN: 07573726)	Independent Director, Chairman of the Audit Committee and Stakeholders Relationship Committee	Pune
4.	Mrs. Pooja Hemant Goyal (DIN: 07813296)	Independent Director, Chairperson of the Nomination and Remuneration Committee	Mumbai
5.	Mr. Sandeep Kumar Singh (DIN: 02814440)	Independent Director	Uttar Pradesh
6.	Mr. Jayesh Nemichand Mehta (DIN: 00510313)	Non-Executive-Non Independent Director	Navi Mumbai

In Attendance:

Ms. Deepa Gehani, Company Secretary & Compliance Officer

Invitees:

Mr. Dinesh Mohanlal Jain	Chief Executive Officer
Mr. Anish Sewaram Maheshwari	Chief Financial Officer
Mr. Ajay Singh Chauhan	Representative on behalf of M/s Uttam Abuwala, Ghosh & Associates, Statutory Auditor
Mr. Atul Mehta	Secretarial Auditor, Practicing Company Secretary and Partner, Mehta & Mehta, Company Secretaries
Ms. Ashwini Inamdar	Scrutinizer, Practicing Company Secretary and Partner, Mehta & Mehta, Company Secretaries

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- i. Ms. Deepa Gehani, Company Secretary and Compliance Officer of the Company welcomed the shareholders at the Annual General Meeting. The members were informed that in view of the challenges and risk faced due to the ongoing coronavirus pandemic and keeping in mind the safety of the Shareholders and employees of the Company the Meeting was held through VC in compliance with the provisions of the Companies Act, 2013 read with rules framed thereunder, the circulars issued by the Ministry of Corporate Affairs ("MCA"), Government of India and the Securities and Exchange Board of India ("SEBI") and the Secretarial Standards issued by the Institute of Companies Secretaries of India. She further informed that the requisite quorum being present the proceedings of the meeting can be commenced. The Company Secretary then introduced the Directors, Key Managerial Personnel, Auditors present at the AGM.
- ii. The Members were then provided with the instructions for participating in the AGM through video conference.
- iii. The members were informed that the facility for appointment of proxies by the Members was not applicable as the AGM was held through video conference and hence the proxy register was not available for inspection, the documents / Statutory registers as per the regulatory requirement were available for inspection at the website of the Company till the conclusion of the AGM.
- iv. Mr. Shantilal J. Mehta, Chairman and Managing Director of the Company, chaired the Meeting. He welcomed the shareholders on behalf of the Company. He then addressed the shareholders and informed them about the performance of the Company during the financial year 2020-21.
- v. The Members were also informed that pursuant to the provisions of the Companies Act, 2013, the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had extended the remote e-voting facility to the Members of the Company in respect of the resolutions to be passed at the Meeting. The remote e-voting commenced at Saturday, September 11, 2021 (9.00 a.m. IST) and closed on Tuesday, September 14, 2021 (5.00 p.m. IST) also the facility for voting through e-voting system was made available during the Meeting for Members who had not cast their vote prior to the Meeting.
- vi. With the consent of all the Members present, the Notice convening the 13th AGM, Independent Auditors' Report on Audited Financial Statements, Directors Report along with Secretarial Audit Report and various annexures and Reports thereto, for the financial year ended March 31, 2021 which had already been circulated to all the Members, were taken as read.
- vii. The members were also informed that Ms. Ashwini Inamdar, Partner of Mehta & Mehta, Practicing Company Secretaries has been appointed as the Scrutinizer for conducting the remote e-voting in a fair and transparent manner. The Voting Results along with the Scrutinizer's Report shall also be available on the website of the Company i.e. www.navkarcs.com.
- viii. Business transacted at the meeting:

The following item of business as laid down in the Notice of the 13th AGM dated August 05, 2021, was transacted at the AGM.

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.
2. To appoint Mr. Jayesh Nemichand Mehta (DIN: 00510313), who retires by rotation as a Director.
3. To review, consider and approve the revise remuneration of the Statutory Auditors, Uttam Abuwala Ghosh & Associates (FRN 111184W) Chartered Accountants.

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SPECIAL BUSINESS:

4. To re-appoint Mr. Nemichand Jayavantraj Mehta (DIN 01131811), as a Whole Time Director of the company.
5. To re-appoint Mr. Ashok Kumar Thakur (DIN 07573726), as an Independent Director of the company.
6. Alteration in the object clause of the Memorandum of Association of the Company. Brief particulars of amendment to Memorandum of Association as required under Schedule III Part A (14) of SEBI (LODR) Regulations, 2015 is given under Annexure I.
7. Alteration of Articles of Association with respect to removal of common seal clause. Brief particulars of amendment to Memorandum of Association as required under Schedule III Part A (14) of SEBI (LODR) Regulations, 2015 is given under Annexure II.
- ix. The members were further informed that the Results of the voting along with the Report of the scrutinizer shall be declared within forty-eight hours from the conclusion of this Meeting and shall be intimated to the BSE Limited, National Stock Exchange of India Limited and also be placed on the website of the Company.
- x. The Company Secretary then initiated the question and answer session whereby members who had registered themselves as speakers expressed their views and sought clarification on accounts and businesses of the Company. Suggestions by the speakers were duly noted. Mr. Anish Maheshwari, Chief financial Officer of the Company responded to the queries of the Members satisfactorily.
- xi. Thereafter, the Meeting was concluded with a vote of thanks. The Meeting concluded at 12.00 PM. The Company Secretary informed the members that E-Voting process will continue for the next 15 minutes from the time of closure of the meeting and thereafter it will be disabled automatically by CDSL.

Thanking You,

Yours Faithfully,
For Navkar Corporation Limited



Deepa Gehani
Company Secretary & Compliance Officer



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Annexure I

Amendment of MOA

Insertion of 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"

Annexure II

1) Amendment of following clauses of AOA with respect to removal of common seal clause:

Sr. 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	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-


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<p>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.</p>	<p>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.</p>
<p>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;</p>	<p>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;</p>
<p>4. The Seal, its custody and use</p> <p>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.</p>	<p>To be deleted</p> 

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<p>(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.</p>	
<p>5. Existing clauses from Article 189 to Article 221 be renumbered as Article 188 to Article 220 respectively.</p>	



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