



Navigant Corporate Advisors Ltd.

(CIN : L67190MH2012PLC231304)

423, A Wing, Bonanza, Sahar Plaza Complex, J. B. Nagar,
Andheri-Kurla Road, Andheri (East), Mumbai - 400 059.

• Tel. : +91-22-6560 5550 / +91-22-6565 4402 • Email : navigant@navigantcorp.com • Website : www.navigantcorp.com

September 12, 2017

To,
Manager(CRD)
BSE Limited (BSE)
P.J. Towers, Dalal Street,
Mumbai – 400 001,

Ref : Script Code – 539521 i.e. Navigant Corporate Advisors Limited
Sub : Intimation regarding notice of 5th Annual General Meeting


Dear Sir/Madam,

With Reference to the above subject we would like to state that AGM of our company will be held on Friday, 29th September 2017 at 10:00 A.M. at the A-423, Bonanza, Sahar Plaza Complex, J B Nagar, Andheri-Kurla Road, Andheri (East), Mumbai-400 059.

With this regard, we have uploaded the notice on 5th September, 2017. We would like to inform that due to administration errors, the correct file could not be uploaded, and hence we enclose herewith the revised notice for uploading.

Thanking You,

For Navigant Corporate Advisors Limited


Sarthak Vilani
Managing Director
Encl. As Above





Navigant

NAVIGANT CORPORATE ADVISORS LIMITED

(CIN: L67190MH2012PLC231304)

Regd. Office: Premises No. 4118 Rustomjee Eaze-Zone, Laxmi Singh Complex,
Goregaon Mulund Link Road,

Malad (West) Mumbai-400064, Maharashtra

Phone: +91022-65605550 / 65654402 / 2871 0553

E-mail: navigant@navigantcorp.com;

Website: www.navigantcorp.com

NOTICE

5th ANNUAL GENERAL MEETING

Notice is hereby given that 5th Annual General Meeting of the members of the company will be held on Friday, 29th September 2017 at 10:00 A.M. at the A-423, Bonanza, Sahar Plaza Complex, J B Nagar, Andheri-Kurla Road, Andheri (East), Mumbai-400 059 to transact the following business:-

ORDINARY BUSINESS

1. To consider and adopt the Financial Statement as at 31st March, 2017, together with the director's report and auditor's report thereon.
2. To appoint Mrs. Priyanka Vijlani (DIN:05376328), who retires by rotation and being eligible offers himself for re-appointment.
3. Appointment of Statutory Auditor:

To ratify the appointment of M/s. M.S. Jhanwar & Co., Chartered Accountants, Mumbai (Firm Registration No: 130701W) as Statutory Auditor of the Company to hold office until the conclusion of 6th Annual General Meeting, and to fix their remuneration for the financial year ending 31st March, 2018.

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution for Regularization of Additional Director, Mr. Monish Hukamchand Jain:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Monish Hukamchand Jain (DIN 06425137), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective May 02, 2017 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Monish Hukamchand Jain (DIN 06425137) as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from May 02, 2017 and the term shall not be subject to retirement by rotation.”

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution for re-appointment of Mr. Sarthak Vijlani as Managing Director

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 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) consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Sarthak Vijlani (DIN: 05174824) as the Managing Director of the Company, for the period of 5 years with effect from May 15, 2017 , as well as the payment of Salary, Commission , perquisites (hereinafter referred to as 0 remuneration0) upon the terms and conditions as detailed in the explanatory Statement attached hereto, with liberty to the

Board of Directors to alter and vary the terms and the conditions of the said re-appointment and/or remuneration as may be acceptable to Mr. Sarthak Vijlani , subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.0

Mumbai, 5th September, 2017

For Navigant Corporate Advisors Limited

Sd/-

Sarthak Vijlani

Managing Director

(DIN: 05174824)

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Item No. 4 and Item No. 5 is annexed herewith (Annexure I). Relevant details in respect of Item No. 2 and Item No. 5 are annexed herewith (Annexure II).
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. Proxy form, in order to be effective, must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
4. The Company has notified closure of register of members and transfer books from Tuesday 26th September, 2017 to Friday 29th September, 2017(both days inclusive).
5. The notice of 5th Annual General Meeting of the Company and Annual Report 2016-17, circulated to the members, will be made available on the Company's website at www.navigantcorp.com.
6. Members/Proxy holders are requested to bring their copy of Annual Report and Attendance slip sent herewith duly filled-in for attending the Annual General Meeting.
7. Members who wish to obtain information of the Company may send their queries at least 10 days before the Annual General Meeting to the Company Secretary at the Corporate Office of the Company.
8. The Shareholders are requested to notify changes of their address immediately to the Registrars & Transfer Agent Karvy Computer Share Pvt. Ltd. The Company or its registrar will not act on any request received directly from the shareholder holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant by the Shareholders.
9. Non Resident Indian Members are requested to inform Registrar and Transfer Agent, immediately of:
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their Bank Account maintained in India with complete name, branch, account, type, account number and address of the bank with pin code number, if not furnished earlier.
10. Members are requested to intimate their Email IDs for correspondence and quicker response to their queries.
11. Annual Report 2016-17 are being sent by permitted mode to all members of the Company. Member may please note that the Annual Report 2016-17 is also available on the Website of the Company viz www.navigantcorp.com .
12. Share holders are requested to bring their copy of the Annual Report to the meeting as the practice of handing out copies of the Annual Report at the Annual General Meeting has been discontinued in view of the high cost of paper and printing.

ANNEXURE TO NOTICE

ANNEXURE (I) TO THE NOTICE-

Explanatory statement pursuant to section 102 of the companies act, 2013

For Item no: 4

The Board of Directors in their meeting held on May 02, 2017 appointed Mr. Monish Hukamchand Jain as Additional Director of the Company in the capacity of Independent Director with effect from May 02, 2017 pursuant to Section 161 of the Act read with the provision of Articles of Association of the Company. In terms of section 160 of the Companies Act, 2013, the Company has received notice in writing from member along with a deposit of Rs. 1.00 Lakh proposing the candidature of Mr. Monish Hukamchand Jain for appointment as Independent Director as per the provisions of sections 149 and 152 of the Act.

Mr. Monish Hukamchand Jain has given declaration to the Board of Directors of the Company that he met the criteria of Independence as required under Section 149 of the Companies Act, 2013. In the opinion of the Board of Directors, he fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as Independent Director of the Company and he is independent of the management. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from member along with a deposit of Rs. 1.00 Lakh proposing the candidature of Mr. Monish Hukamchand Jain to be appointed as Independent Director as per the provisions of the Companies Act, 2013.

Except Mr. Monish Hukamchand Jain, being appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 4. The Board of Directors recommend the resolution at Item No. 4 for approval of the Members.

For Item no: 5

The Board of Directors of the Company at its meeting held on May 2, 2017 has, subject to the approval of members, re-appointed Mr. Sarthak Vijlani as the Managing Director of the Company for a further period of 5 (five) years from the expiry of his present term, at the remuneration recommended by the Nomination and Remuneration Committee and approved by the Board.

It is proposed to seek the approval of members for the re-appointment and remuneration payable to Mr. Sarthak Vijlani, in terms of applicable provisions of the Companies Act, 2013.

1. **TENURE :-** from 15th May, 2017 to 14th May, 2022
2. **NATURE OF DUTIES :-** The Managing Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and such powers as may be assigned to him subject to superintendence, control and directions of the Board in connection with and in nTf 6nio6810.0905281 .0905281 .4

4. PERQUISITES:

In addition to the above salary, the following perquisites shall also be granted:

- a) Bonus: Payable at such intervals as may be decided by the Board of Directors.
- b) Performance Bonus/ Variable payout: Payable at such intervals as may be decided by the Board of Directors.
- c) Long-term bonus plan: Entitled to long-term bonus payment, as may be decided by the Board of Directors.
- d) Allowances:
 - (i) Medical reimbursement/allowance: as per the rules of the Company;
 - (ii) Provision for driver/ driver's salary allowance : as per the rules of the Company;
 - (iii) Personal accident insurance: As per the rules of the Company.
- e) Others:
 - (i) Earned/ privilege leave: As per the rules of the Company.
 - (ii) Encashment of leave: As per the rules of the Company.

General :

(i) The Managing Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and direction given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.

(ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to duties of directors.

(iii) The Managing Directors shall adhere to the Company's code of conduct.

Mr. Sarthak Vijlani satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified for being appointed as Director in terms of Section 164 of the Act.

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 aforementioned resolution. The Board of Directors recommend the resolution at Item No. 5 for approval of the Members.

Date: 5th September, 2017
Place: Mumbai

For Navigant Corporate Advisors Limited
Sd/-
Sarthak Vijlani
Managing Director
(DIN: 05174824)

ANNEXURE (II) TO THE NOTICE**Details of the Directors seeking appointment/re-appointment at the forth coming Annual General Meeting****Annexure of Item No: 02**

| | |
|--|--|
| Name of Director | Priyanka Vijlani |
| DIN | 05376328 |
| Date of Birth | 20/05/1986 |
| Date of first Appointment | 21/05/2012 |
| Qualification | Chartered Accountant |
| Expertise in specific functional areas and experience | Ms. Priyanka Vijlani, Director, Chartered Accountant by qualification with over 3 years of experience in finance, debt syndication, tax management activities, project financing, succession planning. |
| Directorship held in other Companies | Navigant Properties Private Limited |
| Committee positions held in other Companies | Nil |
| No. of Equity Shares held in the Company as on 31.03.2017 | 250 Equity Shares |

Annexure of Item No: 05

| | |
|--|--|
| Name of Director | Sarthak Vijlani |
| DIN | 05174824 |
| Date of Birth | 17/07/1983 |
| Date of first Appointment | 21/05/2012 |
| Qualification | Chartered Accountant |
| Expertise in specific functional areas and experience | Ms. Sarthak Vijlani, Director, Chartered Accountant by qualification |

Proxy Form

(Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014-Form No. MGT-11)

NAVIGANT CORPORATE ADVISORS LIMITED

CIN: L67190MH2012PTC23130

Regd. Office: 4118, Rustomjee Eaze-Zone, Laxmi Singh Complex, Goregaon-Mulund Link Road, Malad (West), Mumbai-400 064

Phone: +91-22-65605550 / 65654402 / 28710553

E-mail: navigant@navigantcorp.com; Website: www.navigantcorp.com

5th Annual General Meeting

| |
|------------------------|
| Name of the Member(s)- |
| Registered Address- |
| E-mail ID - |
| Folio No/Client ID- |
| DP ID- |

I/We, being the member(s) of _____ shares of the above named Company. Hereby appoint

| | |
|------------|------------|
| Name: | E-mail Id: |
| Address: | |
| Signature: | |

Or failing him/her

| | |
|------------|------------|
| Name: | E-mail Id: |
| Address: | |
| Signature: | |

Or failing him/her

| | |
|------------|------------|
| Name: | E-mail Id: |
| Address: | |
| Signature: | |

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 5th Annual General Meeting of the company, to be held on the Friday, 29th September 2017 at 10:00 a.m. at the A-423, Bonanza, Sahar Plaza Complex, J B Nagar, Andheri-Kurla Road, Andheri (East), Mumbai-400 059 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sr. No. | Resolution | Vote | |
|---------|--|------|---------|
| | | For | Against |
| 1. | Adoption of Balance sheet as at 31 st March, 2017 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon (Ordinary Resolution) | | |
| 2. | Appointment of Priyanka Vijlani as a Director liable to retire by rotation. (Ordinary Resolution) | | |
| 3. | To ratify the appointment of M/s. M.S. Jhanwar & Co., as Statutory Auditors of the Company. (Ordinary Resolution) | | |
| 4. | To ratify the appointment of Mr. Monish Hukamchand Jain (DIN: 06425137) as Director of the Company. (Special Business-Ordinary Resolution) | | |

| Sr. No. | Resolution | Vote | |
|------------|---|------|---------|
| | | For | Against |
| 5. | To re-appointment of Mr. Sarthak Vijlani (DIN: 05174824) as Managing Director of the Company. (Special Business- Ordinary Resolution) | | |

Signed this ____ day of ____ 2017

Signature of Member

Signature of Proxy holder(s)

Affix revenue
Stamp of not
less than Rs. 1

Note:

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. A proxy need not be a member of the Company.
3. For, the resolutions statement setting out material facts concerning items of special business, please refer the Notice Convening 5th Annual General Meeting.

NAVIGANT CORPORATE ADVISORS LIMITED
CIN: L67190MH2012PTC23130

Regd. Office: 4118, Rustomjee Eaze-Zone, Laxmi Singh Complex, Goregaon-Mulund Link Road,
Malad (West), Mumbai-400 064

Phone: +91-22-65605550 / 65654402 / 28710553

E-mail:navigant@navigantcorp.com; **Website:**www.navigantcorp.com

ATTENDANCE SLIP

(To be presented at the entrance)

05th Annual General Meeting on Friday, 29th September, 2017

Friday, 29th September 2017 at 10:00 a.m. at the A-423, Bonanza, Sahar Plaza Complex, J B Nagar,
Andheri-Kurla Road, Andheri (East), Mumbai-400 059

Folio No. _____ DP ID: _____ Client ID No. _____

Name of the Member: _____ Signature: _____

Name of the Proxy holder: _____ Signature : _____

I/We hereby record my/our presence at the 5th Annual General Meeting of the Company being held
on Friday, 29th September 2017 at 10:00 a.m. at the A-423, Bonanza, Sahar Plaza Complex, J B
Nagar, Andheri-Kurla Road, Andheri (East), Mumbai-400 059.

Note: Members are requested to bring their copies of Annual Report to the Meeting.