



Navigant

NAVIGANT CORPORATE ADVISORS LIMITED

ANNUAL REPORT

2015-2016

TABLE OF CONTENTS

PARTICULARS	PAGE NO.
Corporate Information	2
Letter to Shareholders	4
Notice of Annual General Meeting	5
Board of Director's Report	11
Annexures to the Board of Director's Report:	
Annexure A : Related Party Transaction (Form AOC - 2)	17
Annexure B : Extract of Annual Return (Form MGT - 9)	19
Annexure C : Secretarial Audit Report	28
Annexure D: Appointment and Remuneration of Managerial Personnel	31
CEO/CFO certification	33
Financials:	
Independent Auditor Report	34
Annexures to the Independent Auditor Report	36
Balance sheet as at 31st March, 2016	38
Profit & loss account for year ended at 31st March, 2016	39
Cash Flow Statement for year ended at 31st March, 2016	40
Notes forming part of Financial Statement	41
Proxy Form	54
Attendance Slip	56

CORPORATE INFORMATION

Board of Directors and Key Managerial Personnel:

Sarthak Vijlani (DIN: 05174824)	Chairman and Managing Director
Priyanka Vijlani (DIN: 05276328)	Woman Non-Executive Director
Amit Lahoti (DIN: 01149657)	Non-Executive Non Independent Director
Anita Lahoti (DIN: 01942542)	Non-Executive Non Independent Director
Bhwnesh Bansal (DIN: 02390656)	Independent Director
Pawan Kumar Tibrewal (DIN: 06458210)	Independent Director
Sarthak Vijlani	Chief Financial Officer
Khushbu Gupta	Company Secretary and Compliance Officer

Committees:

1. Audit Committee:	
Pawan Kumar Tibrewal	Chairman
Bhwnesh Bansal	Member
Sarthak Vijlani	Member
2. Nomination & Remuneration Committee	
Bhwnesh Bansal	Chairman
Amit Lahoti	Member
Anita Lahoti	Member
3. Stakeholders and Grievance Committee	
Pawan Kumar Tibrewal	Chairman
Priyanka Vijlani	Member
Bhwnesh Bansal	Member

OTHER INFORMATION

Registered Office:

Premises No. 4118,
Rustomjee Eaze-Zone, Laxmi Singh Complex,
Goregaon Mulund Link Road,
Malad (West),
Mumbai-400 064
Maharashtra, India.
Tel No.: +91-22-6560 5550
Web: www.navigantcorp.com

Corporate Office:

A-423, Bonanza,
Sahar Plaza Complex,
J B Nagar, Andheri-Kurla Road
Andheri (East),
Mumbai-400 059
Maharashtra, India.
Tel No.: +91-22-6560 5550
Mail id: navigant@navigantcorp.com

Banker:

HDFC Bank, Mumbai
ICICI Bank, Mumbai

Listing:

BSE Limited-SME Platform
PJ Towers, Dalal Street
Mumbai- 400001
(w.e.f., 18th December, 2015)

Statutory Auditors:

M/s M.S. Jhanwar & Co.
Chartered Accountants,
512, Goyal Trade Centre,
Shantivan,
Near National Park,
Borivali (East),
Mumbai- 400 066
Tel No.:+91-22-65720545
Email id: catirupatimurarka@gmail.com
Contact Person: CA Tirupati Murarka

Registrar & Transfer Agent:

Karvy Computershare Pvt. Ltd.
Karvy Selenium Tower B,
Plot 31-32, Gachibowli,
Financial District Nanakramguda,
Hyderabad
Telangana - 500032
Tel No.: +91 - 040 - 67162222
Fax No.: +91 - 040 - 23431551
www.karvycomputershare.com

Contact Details for Investors:

Compliance Officer (CS Khushbu Gupta)
A-423, Bonanza,
Sahar Plaza Complex,
J B Nagar, Andheri Kurla Road,
Andheri (East)
Mumbai-400059, Maharashtra
Tel No.: +91 -22-6560 5550
Mail id: cs@navigantcorp.com

LETTER TO SHAREHOLDERS

Dear Shareholders,

I Sarthak Vijlani (Managing Director), heartily welcome you all, having joined **NAVIGANT CORPORATE ADVISORS LIMITED** family with your participation in our maiden public offer. It is my desire and wish that this association of ours, will strengthen our hands in to reach glorious heights.

We are fortunate and humbled by the response received for the Initial Public Offering (IPO) of the shares of Navigant Corporate Advisors Limited, which was listed in the financial year 2015-16 on 18th December, 2015 on BSE SME Platform.

The support given to the IPO was very heartwarming and I would like to thank all our investors for showing confidence and trust in management capabilities of the **NAVIGANT**.



Navigant

NAVIGANT CORPORATE ADVISORS LIMITED

(CIN: U67190MH2012PLC231304)

Regd. Office: Premises No. 4118 Rustomjee Eaze-Zone, Laxmi Singh Complex,
Goregaon Mulund Link Road,
Malad (West) Mumbai-400064, Maharashtra
Phone: +91-22-6560 5550

E-mail: navigant@navigantcorp.com;

Website: www.navigantcorp.com

NOTICE

4th ANNUAL GENERAL MEETING

Notice is hereby given that 4th Annual General Meeting of the members of the company will be held on Friday, 30th September 2016 at 11:30 a.m. at the Landmark Restaurant, Landmark Building, Link Road, Mith Chowki, Malad (W), Mumbai-400 064 to transact the following business:-

ORDINARY BUSINESS

1. To consider and adopt the Financial Statement as at 31st March, 2016, together with the director's report and auditor's report thereon.
2. To appoint Ms. Priyanka Vijlani (DIN: 05276328), 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 approved by members at the 4th Annual General Meeting as Statutory Auditor of the Company to hold office until the conclusion of 5th Annual General Meeting, and to fix their remuneration for the financial year ending 31st March, 2017.

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. Amit Lahoti:**

“RESOLVED THAT, Mr. Amit Lahoti (DIN 01149657), who was appointed as an Additional Director with effect from May 21, 2016 on the Board of the Company in terms 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 a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company.”

5. **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, Ms. Anita Lahoti:**

“RESOLVED THAT Ms. Anita Lahoti (DIN 01942542), who was appointed as an Additional Director with effect from May 21, 2016 on the Board of the Company in terms 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 a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company.

6. **To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT, pursuant to the provisions of section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, read with Schedule IV to the Companies act, 2013, Mr. Pawan Kumar Tibrewal (DIN 06458210), Who was appointed as an additional Director of

the Company by the Board of Directors with effect from 21st May, 2016 and who hold office up to the date of this Annual General Meeting, in terms of section 161 of the Companies Act, 2013 but who is eligible for appointment and in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 203 from a member of the Company proposing his appointment as a Director of the company and who has consented, if appointed, to act as Director, be and is hereby appointed as an Director of the Company liable to retire by rotation.

Mumbai, 1st September, 2016

For Navigant Corporate Advisors Limited

**Sarthak Vijlani
Managing Director
(DIN: 05174824)**

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Item Nos. 4, 5, and 6 are annexed herewith (Annexure I). Relevant details in respect of Item No. 2 are annexed herewith (Annexure II).
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER.
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 record date for the purpose of determining the eligibility of the Members to attend the 04th Annual General Meeting of the Company is 23rd September, 2016.
5. The Company has notified closure of register of members and transfer books from Tuesday 27th September, 2016 to Friday 30th September, 2016(both days inclusive).
6. The notice of 04th Annual General Meeting of the Company and Annual Report 2015-16, circulated to the members, will be made available on the Company's website at www.navigantcorp.com
7. 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.
8. 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.
9. 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.
10. Non Resident Indian Members are requested to inform Registrar and Transfer Agent, immediately of:
11. Change in their residential status on return to India for permanent settlement.
12. 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.
13. Members are requested to intimate their Email IDs for correspondence and quicker response to their queries.
14. Electronic copy of the Annual Report will be sent to the members whose email IDs are registered with the Company/ Depository Participant. For members who have not registered their email addresses, physical copies of the Annual Report 2015-16 is being sent in the permitted mode. Members who have not registered their email addresses, so far, are requested to register their email addresses in respect of electronic holdings with the Depository Participants.
15. Share holders are requested to bring their copy of the Annual Report to the meeting as the practice of handling 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

Mr. Amit Lahoti was appointed as an Additional Director with effect from May 21, 2016 in accordance with the provision of section 161 of the Companies Act, 2013. Pursuant to section 161 of the Companies Act, 2013 the above Director holds office up to the date of ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the Company proposing Mr. Amit Lahoti candidature for appointment as Director of the Company in accordance with the provisions of the sections 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mr. Amit Lahoti on the Board is desirable and would be beneficial to the Company and hence recommend resolution No. 4 for adoption.

None of the Directors, except Mr. Amit Lahoti and Ms. Anita Lahoti (Wife of Mr. Amit Lahoti) and Key Managerial Personnel of the Company or their relatives are in way concerned or interested, financially or otherwise, in the Resolutions at Item No: 04.

The Board recommends the Resolution at Item No.: 04 for approval of the Members.

For Item no: 5

Ms. Anita Lahoti was appointed as an Additional Director with effect from May 21, 2016 in accordance with the provision of section 161 of the Companies Act, 2013. Pursuant to section 161 of the Companies Act, 2013 the above Director holds office up to the date of ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the Company proposing Ms. Anita Lahoti candidature for appointment as Director of the Company in accordance with the provisions of the sections 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Ms. Anita Lahoti on the Board is desirable and would be beneficial to the Company and hence recommend resolution No. 5 for adoption.

None of the Directors, except Ms. Anita Lahoti and Mr. Amit Lahoti (Husband of Ms. Anita Lahoti) and Key Managerial Personnel of the Company or their relatives are in way concerned or interested, financially or otherwise, in the Resolutions at Item No: 05.

The Board recommends the Resolution at Item No.: 05 for approval of the Members.

For Item no: 6

Mr. Pawan Kumar Tibrewal was appointed as an Additional Director with effect from May 21, 2016, pursuant to section 161 of the Companies Act, 2013, read with the article of Association of the Company.

Pursuant the provision of section 161 of the Companies Act, 2013, Mr. Pawan Kumar Tibrewal will hold office up to the date of ensuing Annual General Meeting. The Company has received notice in writing under the provision of section 160 of the Companies Act, 2013 from a member of the Company proposing the candidature of Mr. Pawan Kumar Tibrewal for the office of Independent Director, to be appointed as such under the provisions of section 149 of the Companies Act, 2013.

The Company has received from Mr. Pawan Kumar Tibrewal the following:

- i. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- ii. Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013; and
- iii. A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Pawan Kumar Tibrewal as an Independent Director of the Company up to May 20, 2021 pursuant to Section 149 and other applicable

provisions of the Companies Act, 2013 and the Rules made there under. He is not liable to retire by rotation. In the opinion of the Board, Mr. Pawan Kumar Tibrewal, the Independent Director proposed to be appointed, fulfills the conditions specified in the Act and the Rules made there under and he is independent of the Management.

None of the Directors, except Mr. Pawan Kumar Tibrewal and Key Managerial Personnel of the Company or their relatives are in way concerned or interested, financially or otherwise, in the Resolutions at Item No: 06.

The Board recommends the Resolution at Item No.: 06 for approval of the Members.

Mumbai, 1st September, 2016

For Navigant Corporate Advisors Limited

**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	Nil
Committee positions held in other Companies	Nil
No. of Equity Shares held in the Company as on 31.03.2016	2,15,215 Equity Shares

BOARD OF DIRECTOR'S REPORT

To
The Members
NAVIGANT CORPORATE ADVISORS LIMITED

The directors take pleasure in presenting the 4th Annual report together with the Audited financial accounts for the Year ended 31st March, 2016.

FINANCIAL RESULTS

The working results of the company for the year ended are as follows:

Sr. No.	Particulars	31.03.2016	31.03.2015
		(Rs.)	(Rs.)
1.	Net Total Income	74,73,107	83,84,794
2.	Less: Employees benefit expenses, Operating and Admin. Expenses	53,21,530	53,78,638
3.	Profit before depreciation and Taxes	21,51,578	30,06,156
4.	Less: Depreciation	2,93,432	48,287
5.	Add: Extraordinary/Exceptional Items	-	-
6.	Profit before interest and tax (PBIT)	18,58,146	29,57,86
7.	Less: Interest	57,903	-
8.	Profit before Tax (PBT)	18,00,243	29,57,869
9.	Less: Taxes (including deferred tax and fringe benefit tax)	5,61,815	9,19,672
10.	Profit after Tax (PAT)	12,38,428	20,38,197

FINANCIAL HIGHLIGHTS

Your directors report that for the year under review, your Company has been able to achieve net revenue of Rs. 74,73,107 as compared to Rs. 83,84,794 in the previous year. The revenue from operations for the year 2016 decreased by 10.87 %. PAT has decreased from Rs 20, 38,197 to Rs 12, 38,428 due to sluggishness in business operations.

Initial Public Offer of 1,19,00,000 (Rupees One Crore Nineteen Lacs only) divided into 8, 50,000 Equity shares of Rs 14 each (including premium of Rs 4 per share)

CAPITAL STRUCTURE

The Authorised Share Capital of the Company is Rs 3,25,00,000.00/- (Rupees Three Crore Twenty Five Lakh) divided into 32,50,000 (Thirty Two Lakh Fifty Thousand) Equity shares of Rs 10/-

During the Financial year, the paid up share capital of the Company is increased from Rs. 18, 65,000 (Rupees Eighteen Lakh Sixty Five Thousand) divided into 1, 86,500 (One lakhs Eighty Six Thousand Five Hundred) equity shares of Rs. 10 each to Rs 3, 15, 27,500 (Rupees Three Crore Fifteen Lakhs Twenty Seven Thousand Five Hundred) divided into 31, 52,750 (Thirty One Lakhs Fifty Two Thousand Seven Hundred and Fifty) equity shares of Rs 10 each. The same increase was due to bonus issue and preferential allotment to promoters.

DIVIDEND

No dividend is being recommended by the Directors for the year ending on 31st March, 2016. As the Board of Directors wants to plough back the profit in the business.

DEPOSIT

During the year under review your company has not accepted any deposits from the public and therefore no information is required to be furnished in respect of outstanding deposits.

CHANGES IN NATURE OF BUSINESS

There is no significant change made in the nature of the company during the financial year.

NAME OF THE COMPANIES, WHICH HAVE BECOME OR CEASED TO BE SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

At the end of the financial year under review none of the Company have become or ceased to be subsidiaries, joint ventures or associate companies.

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

The Company has established a well-defined process of risk management, wherein the identification, analysis and assessment of the various risks, measuring of the probable impact of such risks, formulation of risk mitigation strategy and implementation of the same takes place in a structured manner. Though the various risks associated with the business cannot be eliminated completely, all efforts are made to minimize the impact of such risks on the operations of the Company. The Company on various activities also puts necessary internal control systems in place across the board to ensure that business operations are directed towards attaining the stated organizational objectives with optimum utilization of the resources.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.

Particulars of contract or arrangements with related parties is annexed herewith in Form AOC 2 as "Annexure - A"

SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators/Courts, which would impact the going concern status of the Company and its future operations.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The company has not given any loans or guarantees or investments covered under the provisions of section 186 of the Companies Act, 2013 during the Financial Year 2015-16

TRANSFER TO RESERVES

The Company has transferred current year's profit of Rs. 12,38,428 to the Reserve & Surplus and the same is in compliance with the applicable provisions prescribed under the Companies Act, 2013.

DIRECTORS

Retire by Rotation- Priyanka Vijlani

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Ms. Priyanka Vijlani, Director (DIN: 05276328) of the company is liable to retire by rotation in the fourth coming Annual General Meeting and being eligible, she offer herself for re-appointment.

BOARD EVALUATION

In compliance with the provisions of the Companies Act, 2013 and other provisions, if any, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Nomination & Remuneration Committee and Shareholder's Grievance Committee. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

MEETING OF BOARD OF DIRECTORS

A) Number of Board Meetings in the year

During the year 9 meetings of the Board of Director's were held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

Sr. No.	Date on which board Meetings were held
1.	15 th May 2015
2.	26 th May 2015
3.	25 th June 2015
4.	29 th June 2015

Sr. No.	Date on which board Meetings were held
5.	14 th July 2015
6.	14 th August 2015
7.	24 th August 2015
8.	19 th Nov. 2015
9.	12 th Feb. 2016

B) Attendance of Directors at Board meetings held in the previous year are as follows:

Sr. No.	Name of Director	Category of Director	No. of Board Meetings attended	Attendance at the last AGM	No. of Committee Membership in which he/she is a Chair Person
1	Mr. Sarthak Vijlani (DIN: 05174824)	Managing Director & Chairman	9	Yes	Member in one Committee
2	Ms. Priyanka Vijlani (DIN : 05276328)	Woman Non-Executive Director	9	Yes	Member in one Committee
3	Mr. Amit Lahoti (DIN: 01149657)	Non-Executive Non Independent Director	NIL	Yes	Member in one Committee
4	Ms. Anita Lahoti (DIN: 01942542)	Non-Executive Non Independent Director	NIL	Yes	Member in one Committee
5	Mr. Bhunesh Bansal (DIN: 02390656)	Independent Director	9	Yes	Member in Three Committee
6	Mr. Pawan Kumar Tibrewal (DIN: 06458210)	Independent Director	NIL	Yes	Member in Two Committee
7	Mr. Monish Jain (DIN: 06425137)	Independent Director	9	Yes	None

COMMITTEES

There are three Committees constituted as per Companies Act, 2013. They are:

- A. Audit Committee
- B. Nomination & Remuneration Committee
- C. Shareholders & Investor's Grievance Committee

A. Audit Committee

During the year, One (1) Audit Committee meetings were held, on the following dates 12-02-2016.

Sr. No.	Name	Designation	Position in committee	No. of Meetings Attended
1	Mr. Pawan Kumar Tibrewal	Independent Director	Chairman	1
2	Mr. Bhunesh Bansal	Independent Director	Member	1
3	Mr. Sarthak Vijlani	Managing Director	Member	1

B. Nomination and Remuneration Committee

During the year One (1) Nomination & Remuneration Committee meetings were held on 12-02-2016.

Sr. No.	Name	Designation	Position in committee	No. of Meetings Attended
1	Mr. Bhuwadesh Bansal	Independent Director	Chairman	1
2	Mr. Amit Lahoti	Non-Executive Non Independent Director	Member	1
3	Mrs. Anita Lahoti	Non-Executive Non Independent Director	Member	1

C. Stakeholder's Relationship Committee

During the year One (1) Stakeholder's Relationship Committee meetings were held on 12-02-2016.

Sr. No.	Name	Designation	Position in committee	No. of Meetings Attended
1	Mr. Pawan Kumar Tibrewal	Independent Director	Chairman	1
2	Mrs. Priyanka Vijlani	Non-Executive Director	Member	1
3	Mr. Bhuwadesh Bansal	Independent Director	Member	1

D. Independent Director Meeting:

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

Independent Directors of the company met one time during the year on 31st March 2016, as per Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There are material changes and commitments affecting the financial position of the company have occurred between the end of the financial year of the company to which the financial statements relate and the date of this report as given below:

- Amit Lahoti, Anita Lahoti and Pawan Tibrewal has appointed as Additional Director of the Company w. e. f. 21st May, 2016.
- Mr. Monish Jain has resigned as Director of the Company w.e.f. 21st May, 2016
- Ms. Anchal Gupta has resigned as the Company Secretary of the Company w.e.f. 1st August, 2016 and Ms. Khushbu Gupta has appointed as the Company Secretary of the Company w.e.f. 9th August, 2016.
- The Company has opened a Corporate Office of the Company at 423, A Wing, Bonanza, Sahar Plaza Complex, J B Nagar, Andheri Kurla Road, Andheri (East), Mumbai - 400 059 w.e.f. 10th, June, 2016.
- The Company has opened Branch office at Diamond Prestige, 6th Floor, Room No 611, 41A, AJC Bose Road, Near Nonapukur Tram Depot, Kolkata 700 017 w.e.f. 21st May, 2106

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

As the Company is not covered in the list of industries required to furnish information in Form "A" relating to Conservation of Energy, the same is not given. Even though its operations are not energy-n intensive, significant measures are taken to reduce energy consumption by using energy- effect equipment. The Company regularly reviews power consumption and thereby achieves cost savings.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure - B".

DIRECTORS' RESPONSIBILITY STATEMENT

- (i) To the best of their knowledge and belief and according to the information and explanation obtained by them, your Directors make the following statements in terms of the Section 134(3)(c) of the Companies Act, 2013.
- (ii) That in the preparation of the annual financial statements for the year ended March 31, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (iii) That such accounting policies, as mentioned in the Financial Statements as 'Significant Accounting Policies' have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2016 and of the profit of the Company for the year ended on that date;
- (iv) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (v) That the annual financial statements have been prepared on a going concern basis;
- (vi) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- (vii) That proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

AUDITORS

(I) Statutory Auditors

M/s. M.S. Jhanwar & Co., Chartered Accountants, who are the Statutory Auditor of the Company, hold office until the Conclusion of the ensuing AGM to be held for the financial year ended 2017 and are eligible for re-appointment. As required by the provision of the Companies Act, 2013 their appointment should be ratified by members each year at the AGM.

(II) Secretarial Auditors

In terms of Section 204 of the Companies Act, 2013 and Rules made there under, M/s Urvashi Aggarwal & Co., Practicing Company Secretary, have been appointed as a Secretarial Auditors of the Company. The Secretarial Audit report of the Secretarial Auditor is enclosed as "Annexure-C to this Report"

DISCLOSURE OF EMPLOYEES REMUNERATION

The provisions of Rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 requiring particulars of the employees in receipt of remuneration in excess of Rs.60 Lacs per year to be disclosed in the Report of Board of Directors are not applicable to the Company as none of the employees was in receipt of remuneration in excess of Rs.60 Lacs during the financial year 2015-16.

Appointment & Remuneration of Managerial Personnel is annexed herewith as "Annexure-D"

CORPORATE GOVERNANCE

Company is listed on BSE-SME. Hence, Corporate Governance Report is not applicable to the company for financial year 2015-2016

SEXUAL HARASSMENT

There was no case filled during the year, under the sexual harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013. Further Company ensures that there is a healthy and safe atmosphere for every women employee at the workplace and made the necessary policies for safe and secure environment for women employee.

ACKNOWLEDGEMENT

The Board wishes to place on record their sincere appreciation and acknowledge with gratitude the effort put in and co-operation extended by bankers, shareholders, employees at all levels and all other associated persons, bodies or agencies for their continued support.

Mumbai, 1st September, 2016

For Navigant Corporate Advisors Limited

**Sarthak Vijlani
Managing Director
(DIN: 05174824)**

ANNEXURE TO DIRECTOR'S REPORT:

ANNEXURE A

FORM AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

Details of contracts or arrangements or transactions not at arm's length basis

1	Name(s) of the related party and nature of relationship	Nil
2	Nature of contracts/arrangements/transactions	Nil
3	Nature of contracts/arrangements/transactions	Nil
4	Salient terms of the contracts or arrangements or transactions including the value, if any-	Nil
5	Justification for entering into such contracts or arrangements or transactions	Nil
6	Date(s) of approval by the Board	Nil
7	Amount paid as advances, if any	Nil
9	Date on which the special resolution was passed in general meeting as required under first Proviso to section 188	Nil

Details of material contracts or arrangement or transactions at arm's length basis:

(a). Name(s) of the related party and nature of relationship

Name of the related party	Nature of Transaction	Nature of relationship
Sarthak Vijlani	Remuneration	Managing Director
Priyanka Vijlani	Remuneration	Director
Sarthak Vijlani	Asset Purchase	Managing Director
Sarthak Vijlani	Equity Contribution	Managing Director
Sarthak Vijlani	Advances received and repaid	Managing Director

(b). Nature of contracts/arrangements/transactions:

Purchase of asset was at arm's length price.

(c.) Duration of the contracts / arrangements/transactions:

Name of the related party	Nature of Transaction	Duration
Sarthak Vijlani	Remuneration	Two (2) Years from 15 th May, 2015
Priyanka Vijlani	Remuneration	Undecided
Sarthak Vijlani	Asset Purchase	Undecided
Sarthak Vijlani	Equity Contribution	Undecided
Sarthak Vijlani	Advances received and repaid	Undecided

(d). Salient terms of the contracts or arrangements or transactions including the value, if any:
All the aforesaid transactions were done at Market Price.

(e). Date(s) of approval by the Board (if any): 15th May, 2015

(f). Amount paid as advances, if any: - Nil

(g). Date on which the special resolution was passed in general meeting (if any): - NA

Mumbai, 1st September, 2016

For Navigant Corporate Advisors Limited

Sarthak Vijlani
Managing Director
(DIN: 05174824)

ANNEXURE B

FORM MGT- 9 EXTRACT OF ANNUAL RETURN

As on the financial year ended 31.03.2016 [Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	U67190MH2012PLC231304
ii.	Registration Date	21/05/2012
iii.	Name of the Company	NAVIGANT CORPORATE ADVISORS LIMITED
iv.	Category / Sub-Category of the Company	Company Limited by shares/Indian Non-Government Company
v.	Address of the Registered office and contact details	4118, Rustomjee Eaze-Zone, Laxmi Singh Complex, Goregaon-Mulund Link Road, Malad (West), Mumbai-400 064. Tel No.: +91-22-6560 5550
vi.	Whether listed company	YES (Listed on 18 th December 2015)
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy ComputerShare Pvt. Ltd. Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District Nanakramguda, Hyderabad-500032 Tel No.: + 91-40 -67162222 Contact Person: Mr. M Murali Krishna Website: www.Karisma.karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service*	% to total turnover of the company
1	Merchant Banking and Advisory Services	99712000	100%

* As per National Industrial Classification 2008 - Ministry of Statistics and Programme Implementation

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.	NA	NA	NA	NA	NA

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Dem at	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	-	1,86,500	1,86,500	100%	23,02,750		23,02,750	73.04%	(26.96)%
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp									
e) Banks / FI									
f) Any Other									
Sub-total(A)(1):-	-	1,86,500	1,86,500	100%	23,02,750		23,02,750	73.04%	(26.96)%
2) Foreign									
g) NRIs- Individuals									
h) Other- Individuals									
i) Bodies Corp.									
j) Banks / FI									
k) Any Other....									
Sub-total (A)(2):-									
Total Shareholding of promoter (A) = (A)(1)+(A)(2)	-	1,86,500	1,86,500	100%	23,02,750		23,02,750	73.04%	(26.96)%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance									

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Dem at	Physical	Total	% of Total Shares	
Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B)(1)									
2. Non Institutions									
a) Bodies Corp. (i) Indian (ii) Overseas	-	-	-	-	2,30,000 -	- -	2,30,000 -	7.3% -	7.3% -
b) Individuals (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh (ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	- - -	- - -	- - -	- - -	4,70,000 1,50,000	- -	4,70,000 1,50,000	14.91% 4.76%	14.91% 4.76%
c) Others (Specify)									
Sub-total (B)(2)	-	-	-	-	8,50,000	-	8,50,000	26.96%	26.96%
Total Public Shareholding (B)=(B)(1)+(B)(2)									
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	-	1,86,500	1,86,500	100%	31,52,750		31,52,750	100%	-

ii. Shareholding of Promoters and Promoters group

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
A. Individuals								
1.	Priyanka Vijlani	50,000	26.81	-	2,15,215	6.83	-	(19.98)
2.	Sarthak Vijlani	1,25,000	67.02	-	20,87,500	66.21	-	(0.81)
3.	Shatrughan Vijlani	1063	0.57	-	7	-	-	(0.57)
4.	Kalpana Vijlani	1063	0.57	-	7	-	-	(0.57)
5.	Prachi Vijlani	6125	3.28	-	7	-	-	(3.28)
6.	Nand Hemrajani	1125	0.60	-	7	-	-	(0.60)
7.	Neelam Hemrajani	1063	0.57	-	7	-	-	(0.57)
8.	Sandeep kumar	1061	0.57	-	-	-	-	(0.57)
B Body Corporate								
Nil								

iii. Change in Promoters' Shareholding

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	1,86,500	100	1,86,500	100.00
Bonus Issue on 25.06.2015	4,66,250	---	6,52,750	100.00
Preferential Allotment on 29.06.2015	25,00,000	---	31,52,750	100.00
Offer for Sale on 14.12.2015	(8,50,000)	---	23,02,750	73.04
At the End of the year	23,02,750	73.04	---	---

**iv. Shareholding of Top Ten Shareholders:
(other than Directors, Promoters, and Holders of ADRs and GDRs)**

Sr. No.	For Each of Top 10 Shareholders	Shareholding as on 01.04.2015		Cumulative Shareholding as on 31.03.2016	
		No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
1	Naysaa Securities Limited	-	-		
	Transactions / (Transfers) during financial year 2015-2016	1,30,000	4.12%		
	Closing Shares			1,30,000	4.12%
2.	Shyam Sunder Lahoti (HUF)	-	-		
	Transactions / (Transfers) during financial year 2015-2016	30,000	0.95%		
	Closing Shares			30,000	0.95%
3.	Vimal Kumar Lahoti (HUF)	-	-		
	Transactions / (Transfers) during financial year 2015-2016	30,000	0.95%		
	Closing Shares			30,000	0.95%
4.	Amit Kumar Lahoti	-	-		
	Transactions / (Transfers) during financial year 2015-2016	30,000	0.95%		
	Closing Shares			30,000	0.95%
5	Surendra Prasad Tibrewala	-	-		
	Transactions / (Transfers) during financial year 2015-2016	30,000	0.95%		
	Closing Shares			30,000	0.95%
6	Ashok Babulal Shah	-	-		
	Transactions / (Transfers) during financial year 2015-2016	30,000	0.95%		
	Closing Shares			30,000	0.95%
7	Shyam Sunder Lahoti	-	-		
	Transactions / (Transfers) during financial year 2015-2016	20,000	0.63%		
	Closing Shares			20,000	0.63%
8	Kamla Devi Lahoti	-	-		
	Transactions / (Transfers) during financial year 2015-2016	20,000	0.63%		

Sr. No.	For Each of Top 10 Shareholders	Shareholding as on 01.04.2015		Cumulative Shareholding as on 31.03.2016	
		No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
	Closing Shares			20,000	0.63%
9	Matalia Stock Broking Pvt. Ltd.	-	-		
	Transactions / (Transfers) during financial year 2015-2016	20,000	0.63%		
	Closing Shares			20,000	0.63%
10	Ritu Lahoti	-	-		
	Transactions / (Transfers) during financial year 2015-2016	20,000	0.63%		
	Closing Shares			20,000	0.63%

v. Shareholding of Directors and Key Managerial Personnel:

Sr. No. and Name of Shareholder	Particulars	Date	Reason	Shareholding		Cumulative Holding during the year	
				No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
1. Sarthak Vijlani	Opening	01.04.2015	---	125000	--	125000	---
	Changes During the year	25.06.2015	Bonus	312500	---	437500	---
		29.06.2015	Allotment	2500000	---	2937500	---
		14.12.2015	Offer for Sale	(850000)	---	2087500	66.21
2. Priyanka Vijlani	Opening	01.04.2015	---	50000	--	50000	---
	Changes During the year	23.06.2015	Acquisition	11490	---	61490	---
		25.06.2015	Bonus	153725	---	215215	6.83

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
- Addition	Rs. 7.25 Lacs	-	-	-
- Reduction	-	-	-	-
Net Change	Rs. 7.25 Lacs	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	Rs. 7.25 Lacs	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	Rs. 7.25 Lacs	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Sarthak Vijlani	Priyanka Vijlani	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,90,662	2,58,000	7,48,662
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- as % of profit	-	-	-
	- others, specify...	-	-	-

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
5.	Others, please specify	-	-	-
6.	Total (A)	4,90,662	2,58,000	7,48,662
	Ceiling as per the Act	Within Limits		

B. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary (Anchal Gupta)	CFO (Sarthak Vijlani)	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	2,62,000 - -	<u>NIL</u>	2,62,000
2.	Stock Option	-		
3.	Sweat Equity	-		
4.	Commission - as % of profit - others, specify...	-		
5.	Others, please specify	-		
6.	Total	2,62,000	<u>NIL</u>	2,62,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
A. Company					
Penalty			NIL		
Punishment					
Compounding					
B. Directors					
Penalty			NIL		
Punishment					
Compounding					
C. Other Officers In Default					
Penalty			NIL		
Punishment					
Compounding					

Mumbai, 1st September, 2016

For Navigant Corporate Advisors Limited

Sarthak Vijlani
 Managing Director
 (DIN: 05174824)

ANNEXURE C

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Navigant Corporate Advisors Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by NAVIGANT CORPORATE ADVISORS LIMITED (hereinafter called the Company). Secretarial Audit was conducted /statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by NAVIGANT CORPORATE ADVISORS LIMITED ("the Company") for the financial year ended on 31ST March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not Applicable**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective 15th May 2015);
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable**
 - The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
 - The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable**

- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable**
- The Securities and Exchange Board of India (Merchant Banking) Regulations, 1992;

As informed by the Management, there are no other laws that are applicable specifically to the company except the followings:

- Mumbai shop and establishment Act, 1948.

I have also examined compliance with the applicable clauses of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- The Listing Agreements entered into by the Company with Bombay Stock Exchange (SME Platform) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 made effective from 1st December, 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that based on the information provided and representation made by the Company, in my opinion, adequate systems and processes exist in the Company to monitor and ensure compliance with provisions of applicable general laws.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report, that the compliance by the company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by statutory auditors and other designated professionals.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has, except Public Issue of 8,50,000 Equity Shares, no specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. having a major bearing on the company's affairs.

Date: 1st September 2016
Place: Delhi

Urvashi Aggarwal
Urvashi Aggarwal & Co.
Company Secretaries
ACS 030990
CP No. 14261

Note: This report is to be read with our letter of even date which is annexed as Annexure C (i) and forms an integral part of this report.

ANNEXURE C (i)

To,
The Members,
NAVIGANT CORPORATE ADVISORS LIMITED

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date: 1stSeptember 2016
Place: Delhi

Urvashi Aggarwal
Urvashi Aggarwal & Co.
Company Secretaries
ACS 030990
CP No. 14261

ANNEXURE D

PARTICULARS PURSUANT TO x REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

- (i) The ratio of the remuneration of each director to the median employee's remuneration for the financial year and such other details as prescribed is as given below:

Name	Ratio
Sarthak Vijlani	4.91
Priyanka Vijlani	2.58
Bhuwnesh Bansal	-
Amit Kumar Lahoti	-
Pawan Kumar Tibrewal	-
Anita Lahoti	-

For this purpose, sitting fees paid to the directors has not been considered as remuneration.

- (ii) The percentage decrease in remuneration of each director, Chief Financial Officer, Chief Executive Officer, if any, in the financial year:

Name	Designation	%Decrease
Sarthak Vijlani	Managing Director and CFO	4.17

- (iii) The percentage increase in the median remuneration of employees in the financial year: 21.88%
- (iv) The number of permanent employees in the Company as on 31st March, 2016: 8
- (v) The explanation on the relationship between average increase in remuneration and Company performance: Company's PAT has grown from Rs. 20.38 Lacs to Rs. 12.38 Lacs showing decrease of 39.24% against which the average decrease in remuneration is 38.83%.
- (vi) Comparison of the remuneration of the Key Managerial Personnel (KMP) against the performance of the Company:

% Decrease (avg.) in remuneration of KMP	Company performance
38.83%	Company's PAT decreased by 39.24%

- (vii) Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer.

Closing of Financial Year	Issued Capital (Shares)	Closing Market Price per share	EPS	PE Ratio	Market Capitalization (Rs. Lacs)
31.03.2015	1,86,500	N.A.	3.37	N.A.	N.A.
31.03.2016	31, 52,750	7.25	0.49	14.80	2,28,57,438

- (viii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial

remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration: The average percentage decrease already made in the salary of the employees other than managerial personnel in the last financial year i.e. 2015-16 is 38.38% whereas Remuneration of key managerial personnel is decreased by 39.27%.

(ix) Comparison of the each remuneration of the KMP against the performance of the Company:

Name	Remuneration of KMP (Rs. Lacs)	Performance of the Company - PAT as on 31st March, 2016 (Rs. Lacs)
Sarthak Vijlani, Managing Director	4.91	12.38
Anchal Gupta, Company Secretary	2.62	
Sarthak Vijlani, Chief financial Officer	-	

(x) The key parameters for any variable component of remuneration availed by the directors:

(xi) There is no variable component in the remuneration of the Key Managerial Personnel.

(xii) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: Not Applicable

Mumbai, 1st September, 2016

For Navigant Corporate Advisors Limited

Sarthak Vijlani
 Managing Director
 (DIN: 05174824)

CEO/CFO CERTIFICATION

To,

The Board of Directors
Navigant Corporate Advisors Limited

I, Sarthak Vijlani, the Chief Financial Officer (CFO) of the Company do here by certify to the Board that:

1. We have reviewed financial statements and the cash flow statement for the year ending 31st March, 2016 and that to the best of their knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material factor contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit committee:
 - (i) Significant changes in internal control over financial reporting during the year;
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting;

Mumbai, 1st September, 2016

For Navigant Corporate Advisors Limited

Sarthak Vijlani
Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Navigant Corporate Advisors Limited

Report on the Financial Statements

We have audited the accompanying financial statement of **NAVIGANT CORPORATE ADVISORS LIMITED (the "Company")**, which comprise the Balance Sheet as at 31st March 2016 and the Statement of Profit and Loss for year ended 31st March 2016 and Cash Flow Statement for year ended 31st March 2016 and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statement that give a true and fair view of the financial position and financial performance of the Company in accordance with the sec.134(5) of the Companies Act, 2013, Accounting Standards Notify under Companies Act, 2013 read with General Circular 08/2014 dated 04-04-2014 issued by The Ministry of Corporate Affairs in respect of Section 133 of the Companies Act,2013 and in accordance with the accounting principle generally accepted in India. This responsibility includes the designs, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statement that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the standards on auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment to the risks of material misstatement of the financial statement, whether due to fraud or error. In making those risk assessments; the auditor considers internal control relevant to the company's preparation and fair presentation of financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's Internal Control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanation given to us, the financial statement give the information required by the act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

- a) In the case of the Balance Sheet, of the State of Affairs of the Company as at 31st March, 2016;
and
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended 31st March, 2016;
and

- c) In the case of the Cash Flow Statement, of the cash flows for the year ended 31st March, 2016;

Report on Other Legal and Regulatory Requirements

1. The Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of section 143(3) of the Companies Act 2013, is enclosed as Annexure to this report.
2. As required by section 143(3) of the Act, we report that:
 - a. We have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
 - c. The Balance Sheet and the Statement of Profit and Loss are in agreement with the books of account;
 - d. In our opinion, the Balance Sheet and Statement of Profit and Loss comply with the Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13-09-2013 of the Ministry of Corporate Affairs in respect of section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014;
 - e. On the basis of written representation received from the directors as on 31 March 2016, and taken on record by the board of directors none of the directors is disqualified as on 31st March 2016, from being appointed as a director in terms of section 164 of the Companies Act, 2013.

For M.S. Jhanwar & Co.
Chartered Accountants

Tirupati Murarka
Partner
Membership no. 143830

Place: Mumbai
Date: 21.05.2016

Annexure to Independent Auditor's Report

To
The Members,
Navigant Corporate Advisors Limited

We refer to our report on the financial statements of Navigant Corporate Advisors Limited (the Company) for the year ended March 31, 2016 issued on 21st May, 2016.

This may be treated as an Annexure to our aforesaid Report on financial statements for the year ended March 31, 2016.

- i. In respect of its fixed assets:
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - c) The company do not own any immovable property.
- ii. In respect of its inventories: The company being in to consultancy business hence do not have any inventories accordingly instant clause is not applicable in this case.
- iii. In respect of the loans, secured or unsecured, granted by the Company to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 The company has not granted any loans whether secured or unsecured to any of parties covered in the register maintained under Section 189 of the Companies Act, 2013 accordingly instant clause is not applicable in this case.
- iv. According to the information and explanations given to us, in respect of loans, investments, guarantees, and security provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- v. According to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of Clause (v) of CARO 2016 are not applicable to the Company.
- vi. The company is in to consultancy operations hence maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 is not applicable to company.
- vii. In respect of statutory dues:
 - a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues as applicable to company have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2016 for a period of more than six months from the date of becoming payable.
 - b) According to records of company, there are no dues of income tax or sales tax or wealth tax or

service tax or duty of customs or duty of excise or value added tax or cess have not been deposited on account of any dispute.

- viii. The company has not defaulted in repayment of loans or borrowings to a financial institution, bank, Government or dues to any debenture holder.
- ix. According to the information and explanations given to us, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year under review.
- x. According to the information and explanations given to us, no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year under review.
- xi. According to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- xii. Company is not a Nidhi Company.
- xiii. According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards;
- xiv. According to the information and explanations given to us, company has made private placement of shares during the year under review and the requirement of section 42 of the Companies Act, 2013 have been complied with and the amount raised have been used for the purposes for which the funds were raised.
- xv. According to the information and explanations given to us, company has not entered into any non-cash transactions with directors or persons connected with him.
- xvi. According to the information and explanations given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For M.S. Jhanwar & Co.
Chartered Accountants

Tirupati Murarka
Partner
Membership no. 143830

Place: Mumbai
Date: 21.05.2016

BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars		Notes No.	As at 31 March 2016	As at 31 March 2015
A.	<u>EQUITY AND LIABILITIES</u>			
1	<u>Shareholder's Funds</u>			
	(a) Share Capital	2	3,15,27,500	18,65,000
	(b) Reserves and Surplus	3	2,00,02,858	84,26,930
	(c) Money received against share warrants		-	-
2	<u>Share Application money pending allotment</u>		-	-
3	<u>Non-Current Liabilities</u>			
	(a) Long-Term Borrowings	4	7,25,844	-
	(b) Deferred Tax Liabilities (Net)	5	51,487	19,672
	(c) Other Long Term Liabilities	6	-	-
	(d) Long Term Provisions	7	-	-
4	<u>Current Liabilities</u>			
	(a) Short-Term Borrowings	8	-	-
	(b) Trade Payables	9	5,00,000	11,55,000
	(c) Other Current Liabilities	10	-	-
	(d) Short-Term Provisions	11	24,19,799	39,74,830
	Total		55227487	15441431
B.	<u>ASSETS</u>			
1	<u>Non-Current Assets</u>			
	(a) Fixed Assets	12		
	(i) Tangible Assets		23,78,460	11,71,452
	(ii) Intangible Assets		-	-
	(iii) Capital Work In Progress		-	-
	(iv) Intangible Assets under Development		-	-
	(v) Fixed Assets held for sale		-	-
	(b) Non-current investments	13	-	-
	(c) Deferred tax assets (net)			
	(d) Long term loans and advances	14	-	-
	(e) Other non-current assets	15	-	-
2	<u>Current Assets</u>			
	(a) Current investments	16	1,11,06,000	1,26,00,000
	(b) Inventories	17	-	-
	(c) Trade receivables	18	-	5,19,712
	(d) Cash and cash equivalents	19	12,60,394	2,89,780
	(e) Short-term loans and advances	20	4,04,82,633	8,60,487
	(f) Other current assets	21	-	-
	Total		55227487	15441431
<i>See accompanying notes forming integral part of Balance Sheet</i>				
<i>This is the Balance Sheet referred to in our Report of even date.</i>				

For M S Jhanwar & Co.
Chartered Accountants,

M/s. Navigant Corporate Advisors Limited

(Tirupati Murarka)
Partner
Membership No. 143830
Place: Mumbai
Dated: 21.05.2016

Sarthak Vijlani
(Managing Director)
DIN: 05174824

Priyanka Vijlani
(Director)
DIN: 05276328

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

Sr. No	Particulars	Notes No.	For the year ended 31 March 2016	For the year ended 31 March 2015
A.	CONTINUING OPERATIONS			
I	Revenue from operations (Gross)	22	62,25,640	70,09,280
II	Other Income	23	12,47,467	13,75,514
III	Total Revenue (I +II)		74,73,107	83,84,794
IV	Expenses:			
	(a) Cost of materials consumed	24	-	-
	(b) Purchase of Stock-in-Trade	25	-	-
	(c) Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	26	-	-
	(d) Employee Benefit Expenses	27	19,99,853	32,69,550
	(e) Financial Costs	28	57,903	-
	(f) Depreciation and Amortization Expense	29	2,93,432	48,287
	(g) Other Expenses	30	33,21,677	21,09,088
	Total Expenses (IV)		56,72,865	54,26,925
V	Profit/ (Loss) before exceptional and extraordinary items and tax	(III - IV)	18,00,243	29,57,869
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax (V - VI)		18,00,243	29,57,869
VIII	Extraordinary Items		-	-
IX	Profit before tax (VII - VIII)		18,00,243	29,57,869
X	Tax expense:			
	(a) Current tax expense for current year		5,30,000	9,00,000
	(b) (Less): MAT credit (where applicable)		-	-
	(c) Current tax expense relating to prior years		-	-
	(d) Net current tax expense		-	-
	(e) Deferred tax		31,815	19,672
XI	Profit(Loss) from the period from continuing operations	(IX-X)	12,38,428	20,38,197
B.	DISCONTINUING OPERATIONS			
XII	(a) Profit/(Loss) from discontinuing operations (before Tax)		-	-
	(b) Gain / (Loss) on disposal of assets / settlement of liabilities attributable to the discontinuing operations		-	-
	(c) Tax expense of discounting operations		-	-
	-On ordinary activities attributable to the discontinuing operations		-	-
	-On gain / (loss) on disposal of assets / settlement of liabilities		-	-
XIII	Profit/(Loss) from Discontinuing operations(XII(a)toXII(b))		-	-
C.	TOTAL OPERATIONS			
XIV	Profit/(Loss) for the period (XI + XIII)		12,38,428	20,38,197
XV	Earning per equity share:			
	(1) Basic & Diluted			
	(i) Continuing operations		0.49	3.37
	(ii) Total operations		0.49	3.37

For M S Jhanwar & Co.
Chartered Accountants,

(Tirupati Murarka)
Partner
Membership No. 143830
Place: Mumbai
Dated: 21.05.2016

M/s. Navigant Corporate Advisors Limited

Sarthak Vijlani
(Managing Director)
DIN: 05174824

Priyanka Vijlani
(Director)
DIN: 05276328

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

Sr. No	Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit before taxes	18,00,243	29,57,869
	Adjustments for		
	Add: Depreciation	2,93,432	48,287
	Add: Interest & Finance Charges	57,903	-
	operating Profit before Working capital changes	21,51,578	30,06,156
	Adjustments for:		
	Decrease (Increase) in Trade & Other Receivables	5,19,712	(5,19,712)
	Decrease (Increase) in Short Term Loans & Advances	(3,89,00,000)	(1,38,272)
	Increase (Decrease) in Trade Payables	(6,55,000)	11,55,000
	Increase (Decrease) in Other Current Liabilities	(20,85,031)	30,47,531
	Net Changes in Working Capital	(4,11,20,319)	35,44,547
	Cash Generated from Operations	(3,89,68,741)	65,50,703
	Taxes	(7,22,146)	(6,99,000)
	Net Cash Flow from Operating Activities (A)	(3,96,90,887)	58,51,703
B.	CASH FLOW FROM INVESTING ACTIVITIES		
	Sale / (Purchase) of Fixed Assets	(15,00,440)	(12,19,739)
	Decrease (Increase) in Investments	14,94,000	(51,00,000)
	Net Cash Flow from Investing Activities (B)	(6,440)	(63,19,739)
C.	CASH FLOW FROM FINANCING ACTIVITIES		
	Issue of share capital and Proceeds / (Refund) from Share Application Money	4,00,00,000	42,50,000
	Interest & Finance Charges	(57,903)	-
	Increase / (Repayment) of Long Term Borrowings	7,25,844	(43,00,000)
	Increase / (Repayment) of Short Term Borrowings	-	-
	Decrease (Increase) in Long Term Loans & Advances	-	-
	Net Cash Flow from Financing Activities (C)	4,06,67,942	(50,000)
	Net Increase / (Decrease) in Cash & Cash Equivalents	9,70,614	(5,18,036)
	Cash and cash equivalents at the beginning of the year / Period	2,89,780	8,07,816
	Cash and cash equivalents at the end of the year / Period	12,60,394	2,89,780

For M S Jhanwar & Co.
Chartered Accountants,

(Tirupati Murarka)
Partner
Membership No. 143830
Place: Mumbai
Dated: 21.05.2016

M/s. Navigant Corporate Advisors Limited

Sarthak Vijlani
(Managing Director)
DIN: 05174824

Priyanka Vijlani
(Director)
DIN: 05276328

Notes Forming Part of the Financial Statements for the year ended 31st March 2016

Note No. 1

A : CORPORATE INFORMATION

The Company has been incorporated as “S.P. Realtor Estate Private Limited” on 21st May, 2012. The name of company has been changed to “Navigant Corporate Advisors Private Limited” vide fresh certificate of incorporation dated 11th September, 2013. The constitution of the Company has been changed to a public limited company vide fresh certificate of incorporation dated 21st January, 2015

B : SIGNIFICANT ACCOUNTING POLICIES

1) Basis for Preparation of Financial Statements

The Financial statements have been prepared under the historical cost convention on the accrual basis in accordance with Generally Accepted Accounting Principles in India, and materially comply with the mandatory accounting standards issued by the Institute of Chartered Accountants of India (ICAI) and the provisions of the Companies Act, 2013. Accounting standards have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised accounting standards on an ongoing basis.

2) Use of Estimates

The preparation of Financial Statements in conformity with GAAP requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include the useful lives of fixed assets and intangible assets, provision for doubtful debts / advances, future obligations in respect of retirement benefit plans, etc. Actual results could differ from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized. Management believes that the estimates used in preparation of financial statements are prudent and reasonable.

3) Fixed Assets and Depreciation

- i. Fixed Assets are shown at historical cost net of recoverable taxes inclusive of incidental expenses less accumulated depreciation.
- ii. Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated depreciation.
- iii. Depreciation on fixed assets is provided on Straight Line Method at the rates prescribed under Companies Act, 2013.
- iv. Depreciation on fixed assets sold during the year, is provided on pro-rata basis with reference to the date of addition/deletion.

4) Revenue Recognition

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection.

Revenue from operations includes sale of services.

Dividend income is recognized when right to receive is established. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

5) Investments

Current investments are carried at lower of cost and quoted/fair value, computed category wise. Long Term Investments are stated at cost. Provision for diminution in the value of long-term

investments is made only if such a decline is other than temporary.

6) Impairment of Assets

As on Balance Sheet date, the Company reviews the carrying amount of Fixed Assets to determine whether there are any indications that those assets have suffered "Impairment Loss". Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from continuing use of an asset and from its disposal at the end of its useful life.

7) Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

8) Taxation

Tax expenses for the year comprise of current tax and deferred tax. Current tax is measured after taking into consideration the deductions and exemptions admissible under the provision of Income Tax Act, 1961 and in accordance with Accounting Standard 22 on "Accounting for Taxes on Income", issued by ICAI.

Deferred Tax assets or liabilities are recognized for further tax consequence attributable to timing difference between taxable income and accounting income that are measured at relevant enacted tax rates. At each Balance Sheet date the company reassesses unrecognized deferred tax assets, to the extent they become reasonably certain or virtually certain of realization, as the case may be.

9) Leases

Finance Lease

Leases which effectively transfer to the company all the risks and benefits incidental to ownership of the leased item, are classified as Finance Lease. Lease rentals are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly against income life of the assets at the following rates

Operating Lease

Lease where the lesser effectively retains substantially all risks and benefits of the asset are classified as Operating lease. Operating lease payments are recognized as an expense in the Profit & Loss account on a Straight Line Basis over the Lease term.

10) Preliminary Expenses

Preliminary expenses are amortized as per applicable income tax rules.

11) Earnings per Share

In determining the Earnings Per share, the company considers the net profit after tax includes any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

The number of shares used in computing Diluted earnings per share comprises the weighted average number of shares considered for computing Basic Earnings per share and also the weighted number of equity shares that would have been issued on conversion of all potentially dilutive shares.

In the event of issue of bonus shares, or share split the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the

event had occurred at the beginning of the earliest period reported.

12) Contingent Liabilities & Provisions

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.

Contingent Liability is disclosed for

- a) Possible obligation which will be confirmed only by future events not wholly within the control of the company or
- b) Present obligations arising from the past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.
- c) Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

C : NOTES ON FINANCIAL STATEMENTS

1) Contingent liabilities

There are no Contingent Liabilities during the reported period.

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2) Dues to Micro enterprises and Small enterprises:

Under the Micro, Small and Medium Enterprise Development Act, 2006 certain disclosure is required to be made related to micro, small and medium enterprise. The company has not received any information from its creditors identifying themselves as MSME.

3) Segment Reporting

The company operates only in one reportable business segment namely consultancy services. Hence there are no reportable segments under Accounting Standard -17. The conditions prevailing in India being uniform no separate geographical disclosures are considered necessary.

- 4) In the opinion of the Board, subject to the debts considered doubtful, Current Assets and Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

5) Related Party Transactions:

The details of Related Party Transactions as stated as below:

Disclosure of Related Parties and relationship between parties:-

Parties where control exists: Mr. Sarthak Vijlani

Other Related Parties:

Key Managerial Personnel:

- (i) Mr. Sarthak Vijlani
- (ii) Ms. Priyanka Vijlani
- (iii) Mr. Bhunesh Bansal
- (iv) Mr. Monish Jain

Associate / Group Entities: Nil

Firms in which Directors are interested: Nil

Details of transactions entered into with related parties during the year as required by Accounting

Standard (AS)-18 on "Related Party Disclosures" issued by ICAI.

Particulars	FY 2015-2016 (Rs.)
Remuneration	
Sarthak Vijlani	4,90,662
Priyanka Vijlani	2,58,000
Equity Contribution	
Sarthak Vijlani	4,00,00,000
Priyanka Vijlani	
Asset Purchase	
Sarthak Vijlani	3,50,000
Advances Received during the year	
Sarthak Vijlani	1,22,00,000
Advances Repaid during the year	
Sarthak Vijlani	1,22,00,000

Note: 2 SHARE CAPITAL

Sr. No	Particulars	As at 31 March 2016		As at 31 March 2015	
		Number of Shares	Amount	Number of Shares	Amount
1	AUTHORIZED CAPITAL				
	Equity Shares of Rs. 10/- each.	3250000	32500000	200000	2000000
2	ISSUED CAPITAL				
	Equity Shares of Rs. 10/- each, Fully Paid up	3152750	31527500	186500	1865000
3	SUBSCRIBED & FULLY PAID UP CAPITAL				
	Equity Shares of Rs. 10/- each, Fully Paid up	3152750	31527500	186500	1865000
4	SUBSCRIBED BUT NOT FULLY PAID UP CAPITAL				
	To the Subscribers of the Memorandum	-	-	-	-
	Total		31527500		1865000

NOTE: 3 RESERVE SURPLUS:

Sr. No	Particulars	As at 31 March 2016	As at 31 March 2015
(i)	Reserve and Surplus shall be classified as:		
a	Capital Reserve	-	-
b	Securities Premium Account	16482500	6145000
c	Revaluation Reserve	-	-
d	General Reserve	-	-
e	Other Reserves	-	-
f	Surplus/ (Deficit) in Profit & Loss Account		
	Opening Balance	2281930	243733
	Add: Profit & Loss for the year	1238428	2038197
	Less: Short Income tax refund (Short TDS)	-	-
	Total	20002858	8426930

NOTE: 4 LONG TERM BORROWINGS

Sr. No	Particulars	As at 31 March 2016	As at 31 March 2015
	Long Term Borrowings classified as:		
a	Term Loan		
	- Car Loan From Bank	725844	-
b	Loans From Directors or Others	-	-
c	Other Loans & Advances	-	-
	In case of continuing default as on the balance sheet date in repayment of loans and interest.		
	In case of continuing default as on the balance sheet date in repayment of loans and interest.		
	1. Period of Default	N.A.	N.A.
	2. Amount	N.A.	N.A.
	Total	725844	-

NOTE: 5 DEFERRED TAX LIABILITIES / ASSETS

Sr. No	Particulars	As at 31 March 2016	As at 31 March 2015
(a)	Deferred tax Liabilities	51487	19672
(b)	Deferred tax Assets	-	-
	Deferred Tax Liabilities / Assets (Net)	51487	19672

NOTE : 6 OTHER LONG TERM LIABILITIES

Sr. No	Particulars	As at 31 March 2016	As at 31 March 2015
	Other Long Term Liabilities classified as:		
(a)	Trade Payables:		
	(i) Acceptances	-	-
	(ii) Advance to debtors	-	-
(b)	Others:	-	-
	Total	-	-

NOTE: 7 LONG TERM PROVISIONS

Sr. No	Particulars	As at 31 March 2016	As at 31 March 2015
(a)	Provision for employee benefits:	-	-
(b)	Provision - Others:	-	-
	Total	-	-

NOTE: 8 SHORT TERM BORROWINGS

Sr. No	Particulars	As at 31 March 2016	As at 31 March 2015
(a)	Loan Repayable on Demand		
	From banks	-	-
	Secured	-	-
(b)	Other loans and advances		
	In case of continuing default as on the balance sheet date in repayment of loans and interest.		
1	Period of Default	N.A.	N.A.
2	Amount	N.A.	N.A.
	Total	-	-

NOTE : 9 TRADE PAYABLE

Sr. No	Particulars	As at 31 March 2016	As at 31 March 2015
(a)	Acceptances	500000	1155000
(b)	Other than Acceptances	-	-
	Total	500000	1155000

NOTE: 10 OTHER CURRENT LIABILITIES

Sr. No	Particulars	As at 31 March 2016	As at 31 March 2015
(a)	Current maturities of long-term debt	-	-
(b)	Interest accrued and due on borrowings	-	-
(f)	Other payables	-	-
	(i) Statutory remittances (Contributions to PF and ESIC, Withholding Taxes, Excise Duty, VAT, Service Tax, etc.) VAT & CST	-	-
	(ii) Interest accrued on trade payables	-	-
	(iii) Trade / security deposits received	-	-
	(iv) Advances from customers	-	-
	(v) Others - Wrongly Credited	-	-
	(vi) Others - Professional Tax	-	-
	Total	-	-

NOTE: 11 SHORT TERM PROVISIONS

Sr. No	Particulars	As at 31 March 2016	As at 31 March 2015
(a)	Provision for employee benefits:		
	(i) Provision for bonus	-	-
	(ii) Provision for compensated absences	-	-
(b)	Provision - Others:		
	(i) Provision for taxes		
	Services tax Payable	35528	-
	Income tax Payable	1430000	900000
	TDS	4900	24830
	(ii) Provision - others		
	Audit Fees Payable	20000	10000
	Outstanding exp payable	-	18000
	Director remuneration & Salaries Payable	929371	3022000
	Total	2419799	3974830

NOTE: 13 NON-CURRENT INVESTMENTS

Sr. No	Particulars	As at 31 March 2016			As at 31 March 2015		
		Quoted	Unquoted	Total	Quoted	Unquoted	Total
	Investments (At cost):	-	-	-	-	-	-
	Total (A)	-	-	-	-	-	-

NOTE: 14 LONG TERM LOANS AND ADVANCES

Sr. No	Particulars	As at 31 March 2016	As at 31 March 2015
(a)	Capital Advances	-	-
(b)	Security Deposit	-	-
(c)	Loans and advances to employees	-	-
(d)	Advance income tax - Unsecured, considered good	-	-
(e)	Other Loans & Advances	-	-
	Total	-	-

NOTE: 15 OTHER NON CURRENT ASSETS

Sr. No	Particulars	As at 31 March 2016	As at 31 March 2015
(a)	Long Term Trade Receivables	-	-
(b)	Others	-	-
	Total	-	-

NOTE: 16 CURRENT INVESTMENTS

Sr. No	Particulars	As at 31 March 2016			As at 31 March 2015		
		Quoted	Unquoted	Total	Quoted	Unquoted	Total
	Current portion of long-term investments (At cost)	-	-	-	-	-	-
	a) Investment in Mutual Fund	-	-	-	-	-	-
	b) Short Term Income Fund	-	-	-	-	-	-
	c) Fixed Deposit	-	-	11106000	-	-	12600000
	Total - Current investments	-	-	11106000	-	-	12600000

NOTE: 17 INVENTORIES

Sr. No	Particulars	As at 31 March 2016	As at 31 March 2015
1	Raw Material	-	-
2	Work-in-Progress	-	-
3	Finished Goods	-	-
4	Stock-in-Trade	-	-
5	Stores & Spares	-	-
6	Loose Tools	-	-
	Total in Rs.	-	-

NOTE: 18 TRADE RECEIVABLE

Sr. No	Particulars	As at 31 March 2016	As at 31 March 2015
1	Trade receivables outstanding for a period exceeding six months from the date they were due for payment	-	519712
	Secured, considered good	-	-
	Unsecured, considered good	-	-
	Doubtful	-	-
	Less: Provision for doubtful advances	-	-
2	Other trade receivables	-	-
	Secured, considered good	-	-
	Unsecured, considered good	-	-
	Doubtful	-	-
	Less: Provision for doubtful advances	-	-
	Total	-	519712

NOTE: 19 CASH AND CASH EQUIVALENT

Sr. No	Particulars	As at 31 March 2016	As at 31 March 2015
(a)	Cash on hand	261716	16328
(b)	Balances with banks	-	-
	(i) In current accounts	998678	273452
	(ii) In deposit accounts (falling in definition of Cash & Cash equivalents as per AS-3)	-	-
	(iii) In earmarked accounts	-	-
	Total	1260394	289780

NOTE: 20 SHORT TERMS LOANS AND ADVANCES

Sr. No	Particulars	As at 31 March 2016	As at 31 March 2015
(a)	Loans and advances to related parties	5000000	-
(b)	Loan and Advances to others	34051000	151000
(c)	Loans and advances to employees	-	-
(d)	Prepaid expenses	-	-
(e)	Balances with government authorities Unsecured, considered good		
	(i) CENVAT credit receivable	-	-
	(ii) VAT credit receivable	-	-
	(iii) Service Tax credit receivable	-	-
(f)	TDS Receivable	1356633	709487
(g)	Others	75000	-
	Total	40482633	860487

NOTE: 21 OTHER CURRENT ASSETS

Sr. No	Particulars	As at 31 March 2016	As at 31 March 2015
(a)	Unbilled revenue	-	-
(b)	Unamortised expenses	-	-
(c)	Recivable For branch	-	-
(d)	Others		
	(i) Insurance claims	-	-
	(ii) Receivables on sale of fixed assets	-	-
	(iii) Preliminary Expenses	-	-
	Total	-	-

NOTE: 22 REVENUE FROM OPERATIONS

Sr. No	Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
1	Sale of products	-	-
2	Consultacy fee receipts	6225640	7009280
		6225640	7009280

NOTE: 23 OTHER INCOME

Sr. No	Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
(a)	Commission	-	-
(b)	Dividend income: from current investments	-	-
(c)	Net gain on sale of: current investments	-	-
(d)	Net gain on foreign currency transactions and translation	-	-
(e)	Other non-operating income (net of expenses directly attributable to such income)	1247467	1375514
	Total	1247467	1375514

NOTE: 24 COST OF MATERIAL CONSUMED

Sr. No	Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
	Opening stock	-	-
	Add: Purchases	-	-
	Add: -Direct Expanses	-	-
	Less: Closing stock	-	-
	Total	-	-

NOTE: 25 PURCHASE OF TRADED GOODS

Sr. No	Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
	Traded good	-	-
	Other items	-	-
	Total	-	-

NOTE: 26 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN- PROGRESS AND STOCK-IN-TRADE

Sr. No	Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
	Inventories at the end of the year: (Transit)		
	Finished goods	-	-
	Work-in-progress	-	-
	Stock-in-trade	-	-
	Inventories at the beginning of the year: (Transit)		
	Finished goods	-	-
	Work-in-progress	-	-
	Stock-in-trade	-	-
	Net (increase) / decrease	-	-

NOTE: 27 EMPLOYMENT BENEFIT EXPENSES

Sr. No	Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
1	Salaries and wages	1999853	3269550
2	Contributions to provident and other funds	-	-
3	Director Remuneration	-	-
4	Staff welfare expenses	-	-
	Total	1999853	3269550

NOTE: 28 FINANCIAL COST

Sr. No	Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
(a)	Interest expense on:		
	(i) Borrowings	57903	-
	(ii) Trade payables	-	-
	(iii) Others(Bank Interest)	-	-
	- Interest on delayed / deferred payment of income tax	-	-
	- Others (give details)	-	-
(b)	Other borrowing costs - Loan Processing Charges	-	-
(c)	Net (gain) / loss on foreign currency transactions and translation (considered as finance cost)	-	-
	Total	57903	-

NOTE: 29 DEPRECIATION AND AMORTIZATION COST

Sr. No	Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
1	Depreciation	293432	48287
2	Preliminary Expenses W/O	-	-
	Total	293432	48287

NOTE: 30 OTHER EXPENSES

Sr. No	Particulars	For the year ended 31 March 2016	For the year ended 31 March 2015
1	Advertisement Expenses	200,000	-
2	Audit Fees	39288	10618
3	Bank Charges	3822	10802
4	Business Promotion Expences	84371	155095
5	Conveyance	61037	486274
6	Depository Charges	95494	-
7	Electricity Expenses	47213	-
8	Insurance Expenses	12032	-
9	Internet Charges	26332	-
10	Listing Fees	294000	-
11	Market Making Fees	120000	-
12	Medical Expenses	13796	-
13	Motor Car Exp	46965	29800
14	Office Exp	8125	295868
15	Other Expences	75285	57498
16	Postage	1200	50665
17	Printing & Stationary	3256	3398
18	Professional Fees	413653	345300
19	Rent	738000	106600
20	Repair & Maintenance	8610	161249
21	ROC Expenses	382100	-
22	SEBI Merchant Banking Registration Fees	450000	-
23	Telephone & Mobile Exp	74000	94878
24	Trademark registration charges	4000	-
25	Travlling Exp	105647	301043
26	Website Development Charges	13450	-
	Total	3321677	2109088

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: U67190MH2012PTC23130

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

- **E-mail:** navigant@navigantcorp.com
- **Phone:** 91-22-6560 5550 **Website:** www.navigantcorp.com

04th 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 04th Annual General Meeting of the company, to be held on the Friday, 30th September, 2016 at 11:30 am at the Landmark Restaurant, Landmark Building, Link Road, Mith Chowki, Malad (W), Mumbai-400 064 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, 2016 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		

Sr. No.	Resolution	Vote	
		For	Against
	Resolution)		
4.	Appointment of Mr. Amit Lahoti (DIN: 01149657) as Director of the Company. (Special Business- Ordinary Resolution)		
5.	Appointment of Ms. Anita Lahoti (DIN: 01942542) as Director of the Company. (Special Business- Ordinary Resolution)		
6.	Appointment of Mr. Pawan Kumar Tibrewal (DIN: 06458210) as Director of the Company. (Special Business- Ordinary Resolution)		

Signed this ___day of ___2016

Signature of Member

Signature of Proxy holder(s)

Affix revenue Stamp of not less than Rs. 1
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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 04th Annual General Meeting.

NAVIGANT CORPORATE ADVISORS LIMITED

CIN:U67190MH2012PTC23130

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

- **E-mail:** navigant@navigantcorp.com
- **Phone:** 91-22-6560 5550 **Website:** www.navigantcorp.com

ATTENDANCE SLIP

(To be presented at the entrance)

04th Annual General Meeting on Friday, 30th September, 2016

At 11:30 am at the Landmark Restaurant, Landmark Building, Link Road, Mith Chowki, Malad (W), Mumbai-400 064

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 **04th Annual General Meeting** of the Company being held on Friday, 30th September, 2016 at 11:30 am Landmark Restaurant, Landmark Building, Link Road, Mith Chowki, Malad (W), Mumbai-400 064.

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

