



Navigant

## NAVIGANT CORPORATE ADVISORS LIMITED

**Regd Office:** 4118, Rustomjee Eaze Zone, Laxmi Singh Complex, Goregaon Mulund Link Road, Malad West, Mumbai-400 064, Tel: +91 22 2871 0553

**Corporate Office:** 423, A Wing, Bonanza, Sahar Plaza Complex, J B Nagar, Andheri- Kurla Road, Andheri (East) Mumbai-400 059; Tel: +91-22- 4120 4837 / +91 22 4973 5078

**Email:** [navigant@navigantcorp.com](mailto:navigant@navigantcorp.com); **Website:** [www.navigantcorp.com](http://www.navigantcorp.com)  
(CIN: L67190MH2012PLC231304)

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September 09, 2021

To  
Manager (CRD)  
Bombay Stock Exchange Ltd. (BSE)  
P.J. Towers, Dalal Street,  
Mumbai 400 001

Ref: Script Code- 539521

Sub.: Submission of Notice of Extra Ordinary General Meeting

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With respect to the captioned subject, please find attached herewith the following documents:

1. Notice of Extra Ordinary General Meeting which is scheduled to be held on Monday 04<sup>th</sup> October, 2021, at 04:00 P.M., at Ruby Hall 2, Hotel Kohinoor Continental, Andheri Kurla Road, Opposite J B Nagar, Andheri (E), Mumbai, Maharashtra 400059.

This is for your information and records.

Thanking you,

Yours faithfully,

For Navigant Corporate Advisors Limited



Sarthak Vijlani  
Managing Director  
DIN: 05174824



Navigant

## NAVIGANT CORPORATE ADVISORS LIMITED

**Regd Office:** 4118, Rustomjee Eaze Zone, Laxmi Singh Complex, Goregaon Mulund Link Road, Malad West, Mumbai-400 064, Tel: +91 22 2871 0553

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**(CIN: L67190MH2012PLC231304)**

**NOTICE** is hereby given that the Extra-ordinary General Meeting (EGM) of the members of **Navigant Corporate Advisors Limited** will be held on Monday 04<sup>th</sup> October, 2021, at 04:00 P.M., at Ruby Hall 2, Hotel Kohinoor Continental, Andheri Kurla Road, Opposite J B Nagar, Andheri (E), Mumbai, Maharashtra 400059 to transact the following special businesses:

### ITEM: 1: REVISION IN REMUNERATION OF MANAGING DIRECTOR

**To consider and if thought fit, to pass with or without modification, the following Resolution as a SPECIAL RESOLUTION:**

**“RESOLVED THAT** in terms of provisions contained in Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and in furtherance of the ordinary resolution passed in the 5<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2017 (“5<sup>th</sup> AGM”) and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded for revision in payment of remuneration to Mr. Sarthak Vijlani (DIN 05174824), Managing Director, as set out in the Explanatory Statement, w.e.f. 1<sup>st</sup> April, 2021 to 14<sup>th</sup> May, 2022, notwithstanding that such remuneration may exceed 5% (five percent) being the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Managing Director.”

**“RESOLVED FURTHER THAT** save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Mr. Sarthak Vijlani passed at the 5<sup>th</sup> AGM shall continue to remain in full force and effect.”

**“RESOLVED FURTHER THAT** the Board (which will include its committee thereof) be and is hereby authorised to vary the remuneration of Mr. Sarthak Vijlani within limits set out in the Explanatory Statement and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.”

### ITEM: 2: RE-APPOINTMENT OF MANAGING DIRECTOR

**To consider and if thought fit, to pass with or without modification, the following Resolution as a SPECIAL RESOLUTION:**

**“RESOLVED THAT** in terms of provisions contained in Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company approval of the members of the Company be and is hereby accorded for

the re-appointment of Mr. Sarthak Vijlani (DIN : 05174824) as the Managing Director of the Company, whose tenure is liable to expire on 14<sup>th</sup> May, 2022 for a period of three years with effect from 15<sup>th</sup> May, 2022 to 14<sup>th</sup> May, 2025 on the terms and conditions including remuneration which is set out in the explanatory statement annexed to the notice convening this extra ordinary general meeting”

**“RESOLVED FURTHER THAT** the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits arising, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Managing Director.”

**“RESOLVED FURTHER THAT** the Board (which will include its committee thereof) be and is hereby authorised to vary the remuneration of Mr. Sarthak Vijlani within limits set out in the Explanatory Statement and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.”

### **ITEM: 3: RE-APPOINTMENT OF INDEPENDENT DIRECTOR**

**To consider and if thought fit, to pass with or without modification, the following Resolution as a SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Monish Hukamchand Jain (DIN: 06425137), who holds office of Independent Director up to 2<sup>nd</sup> May, 2022 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Monish Hukamchand Jain’s candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 2<sup>nd</sup> May, 2022 to 1<sup>st</sup> May, 2027.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to aforesaid resolution.”

**By order of the Board of Directors**

**Place: Mumbai**  
**Date: September 09, 2021**

**Sd/-**  
**Sarthak Vijlani**  
**Managing Director**  
**DIN: - 05174824**

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

**Notes:-**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING (“the Meeting”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON SHALL ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.

2. If a Person is appointed as Proxy for more than 50 Members, he shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.

3. A proxy shall not have a right to speak at the EOGM and shall not be entitled to vote except on poll.

4. Proxy holder shall prove his identity at the time of attending the Meeting. A Proxy Form which does not state the name of the Proxy shall be considered invalid.

5. Members who hold shares in electronic form are requested to write their Client ID and DP ID number and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of membership at the EOGM.

6. Corporate members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of Companies Act, 2013 (“the Act”) are requested to send to the Company a certified copy of the Board resolution authorising their representatives to attend and vote on their behalf at the Meeting.

7. Proxy Form(s) and certified copy of Board resolution(s) authorising representative(s) to attend and vote at the Meeting shall be sent to the registered office of the Company and addressed to the “Secretarial Department”.

8. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DP ID number, as the case may be.

9. a) Members are requested to notify immediately any change of address:

- i.to their Depository Participants (“DPs”) in respect of the shares held in electronic form, and
- ii.to the Company or its RTA, in respect of the shares held in physical form together with a proof of address viz. Electricity Bill, Telephone Bill, Ration Card, Voter ID Card, Passport etc.

b) In case the mailing address mentioned on this Notice is without the PIN CODE, Members are requested to kindly inform the same immediately.

10. Non-resident Indian Members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately:

- a. the change in the residential status on return to India for permanent settlement.
- b. the particulars of the NRE Account with a Bank in India, if not furnished earlier.

11. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or its RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the Members after making requisite changes thereon.

12. The Notice of the EOGM, along with the Attendance slip and Proxy form are being sent by electronic mode to all the members whose email address are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same, is available on the Company's website viz. [www.navigantcorp.com](http://www.navigantcorp.com) For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by permitted mode.

13. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & public holidays between 11.00 a.m. and 1.00 p.m. up to the date of Extra Ordinary General Meeting.

14. For convenience of members, an attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'.

15. IF THE MEMBERS HAVE ANY QUERIES, THE SAME SHOULD BE FORWARDED TO THE COMPANY IN WRITING AT ITS REGISTERED OFFICE AT LEAST 10 DAYS BEFORE THE MEETING SO THAT THE SAME CAN BE REPLIED AT THE TIME OF EOGM TO THE MEMBERS' SATISFACTION.

16. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut off date i.e. September 03, 2021.

17. In order to exercise strict control over the transfer documents, members are requested to send the transfer documents/ correspondence, if any, directly to:

**KFIN TECHNOLOGIES PRIVATE LIMITED**  
Registrar & Share Transfer Agent  
**Address:** Selenium Tower-B, Plot 31 & 32,  
Gachibowli, Financial District, Nanakramguda,  
Serilingampally, Hyderabad - 500 032, Telangana  
**Tel No.** +91 40 6716 2222  
**Website:** [www.kfintech.com](http://www.kfintech.com)

## EXPLANATORY STATEMENT

### Pursuant to Section 102(1) of the Companies Act, 2013

#### ITEM: 1: REMUNERATION OF MANAGING DIRECTOR

The Members of the Company at the 5<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2017 ("5<sup>th</sup> AGM") had appointed Mr. Sarthak Vijlani as the Managing Director of the Company effective from 15<sup>th</sup> May, 2017 for a period of five years up to 14<sup>th</sup> May, 2022.

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

During fiscal 2022 and later on, the profits of the Company may not be adequate and therefore the remuneration payable to the Managing Director would exceed the limits prescribed under the relevant provisions of the Companies Act, 2013.

The details of remuneration payable to Mr. Sarthak Vijlani, Managing Director w.e.f. 1<sup>st</sup> April, 2021 to 14<sup>th</sup> May, 2022 despite inadequacy or absence of profits is as under:

|   |  |   |
|---|--|---|
| 1 | Basic Salary                                       | Up to Rs. 25,00,000 per month as may be determined by the Board of Directors of the Company from time to time as per the Rules of the Company               |
| 2 | Personal Allowance                                 | Up to Rs. 10,00,000 per month as may be determined by the Board of Directors of the Company from time to time as per the Rules of the Company               |
| 3 | <b>Perquisites:</b>                                |   |
|   | Telephone/Internet Expenses / Electricity Expenses | Expenditure incurred on telephone calls, internet and electricity expenses at his residence shall be reimbursed at actuals as per the Rules of the Company. |
|   | Medical reimbursement                              | Expenditure incurred by Mr. Sarthak Vijlani and his family at actuals.  |

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013, Mr. Sarthak Vijlani shall be entitled to a minimum remuneration comprising salary, perquisites and benefits as detailed above subject to such revisions as may be approved by the Board from time to time during the period 1<sup>st</sup> April, 2021 to 14<sup>th</sup> May, 2022.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No.1 is annexed hereto.

Mr. Sarthak Vijlani, Managing Director and Mrs Priyanka Vijlani, Non-Executive Non-Independent, Director are related to each other and are concerned or interested in the resolution as set out in item no. 1 of this notice with regard to reappointment and payment of remuneration to Mr. Sarthak Vijlani, Managing Director.

None of the other directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 1 of this notice.

Pursuant to the recommendations of Nomination and Remuneration Committee, Audit Committee, your Directors recommend the Resolution set out in Item No.1 as a Special Resolution for your approval.

Statement containing additional information as required in Schedule V of the Companies Act, 2013 - Mr. Sarthak Vijlani (Item No.1 of Notice)

**I: General Information**

|   |   |  |
|---|---|--|
| 1 | Nature of Industry  | Engaged in to business of merchant banking as governed by Securities & Exchange Board of India             |
| 2 | Date or expected date of commencement of commercial services  | Existing Company operational since 2012  |
| 3 | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable   |
| 4 | Financial performance based on given indicators   | In fiscal 2020-21, Company has reported revenue of Rs. 274.38 Lacs and Profits after tax of Rs. 38.09 Lacs |
| 5 | Foreign Investments or collaborations, if any   | Not Applicable   |

**II: Information about the appointee**

|   |  |  |
|---|--|--|
| 1 | Background details   | Mr. Sarthak Vijlani is a qualified Chartered Accountant by profession, having an experience of over 15 years in financial services, debt syndication, issue management, buy-back, delisting, open offers, mergers and acquisitions.  |
| 2 | Past remuneration  | Up to Rs. 24 Lacs Per Annum  |
| 3 | Recognition or awards  | None   |
| 4 | Job profile and his suitability  | He leads our Company in overall planning, general business, generating strategies and identifying opportunities. His experience allows him to leverage his cross functional skills in Merchant Banking, Strategy & Networking and is the guiding force of Navigant.  |
| 5 | Remuneration proposed  | As stated in the Explanatory Statement at Item No.1 of this Notice.  |
| 6 | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person   | The profile and position of Mr. Sarthak Vijlani is explained in Point 1 and Point 3 above, The remuneration proposed may be higher comparable to that drawn in the similar capacity in the industry however Company is in initial decade of operations and highly dependent on services of its Managing Director to outgrow further. |
| 7 | Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any | Mr. Sarthak Vijlani is husband of Mrs. Priyanka Vijlani, who is non-executive non-independent director of the company. Except the same Mr. Sarthak Vijlani is not related to any of the Directors and Key Managerial Personnel of the Company  |

**III: Other Information**

|   |                                       |   |
|---|---------------------------------------|---|
| 1 | Reasons of loss or inadequate profits | Company is into first decade of operations and growing its services under merchant banking segment, however due to stiff competition from peer group and recent covid impact the profits of the Company may not be adequate and therefore the remuneration payable to the |
|---|---------------------------------------|---|

|   |  |   |
|---|--|---|
|   |  | Managing Director would exceed the limits prescribed. Hence this proposal under applicable provisions of Schedule V |
| 2 | Steps taken or proposed to be taken for improvement              | The Company is taking steps to expand the base of its services and geographical presence.                           |
| 3 | Expected increase in productivity and profits in measurable term | During 2021-2022, it is expected to show progressive growth in revenue.   |

## ITEM: 2: RE-APPOINTMENT OF MANAGING DIRECTOR

The members of the Company at the 5<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2017 approved the reappointment of Mr. Sarthak Vijlani as Managing Director of the Company for a period of 5 years from 15<sup>th</sup> May, 2017 to 14<sup>th</sup> May, 2022. The present tenure will expire on 14<sup>th</sup> May, 2022. Under the able leadership of Mr. Sarthak Vijlani the Company crossed various milestones and also been awarded as Top Performing Merchant Banker in SME segment by NSE in the year 2019.

Taking into consideration, the valuable contributions made by Mr. Sarthak Vijlani and the need for his strategic directions for the future growth of the Company, the Nomination and Remuneration Committee recommended his re-appointment on the terms and conditions including remuneration as set out hereunder. As recommended by the Nomination and Remuneration Committee, the Board of Directors at its meeting held on September 09, 2021, unanimously approved the re-appointment of Mr. Sarthak Vijlani as the Managing Director of the Company for a further period of three years i.e with effect from 15<sup>th</sup> May, 2022 to 14<sup>th</sup> May, 2025, pursuant to the provisions of the Companies Act, 2013, subject to the approval of the members of the Company.

The approval of the members by way of special resolution is sought for Mr. Sarthak Vijlani's reappointment as Managing Director and for payment of remuneration to him for a period of 3 years from 15<sup>th</sup> May, 2022 to 14<sup>th</sup> May, 2025.

The broad particulars of the terms and conditions of appointment including remuneration payable to Mr. Sarthak Vijlani are as follows:

|   |  |   |
|---|--|---|
| 1 | Basic Salary                                       | Up to Rs. 25,00,000 per month as may be determined by the Board of Directors of the Company from time to time as per the Rules of the Company               |
| 2 | Personal Allowance                                 | Up to Rs. 10,00,000 per month as may be determined by the Board of Directors of the Company from time to time as per the Rules of the Company               |
| 3 | <b>Perquisites:</b>                                |   |
|   | Telephone/Internet Expenses / Electricity Expenses | Expenditure incurred on telephone calls, internet and electricity expenses at his residence shall be reimbursed at actuals as per the Rules of the Company. |
|   | Medical reimbursement                              | Expenditure incurred by Mr. Sarthak Vijlani and his family at actuals.  |

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 Mr. Sarthak Vijlani shall be entitled to a minimum remuneration comprising salary, perquisites and benefits as detailed above subject to such revisions as may be approved by the Board from time to time during the period 15<sup>th</sup> May, 2022 to 14<sup>th</sup> May, 2025.



Mr. Sarthak Vijlani, Managing Director and Mrs Priyanka Vijlani, Non-Executive Non-Independent, Director are related to each other and are concerned or interested in the resolution as set out in item no. 2 of this notice with regard to reappointment and payment of remuneration to Mr. Sarthak Vijlani, Managing Director.

None of the other directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 2 of this notice.

Pursuant to the recommendations of Nomination and Remuneration Committee, Audit Committee, your Directors recommend the Resolution set out in Item No.2 as a Special Resolution for your approval.

Statement containing additional information as required in Schedule V of the Companies Act, 2013 - Mr. Sarthak Vijlani (Item No.2 of Notice)

#### I: General Information

|   |   |  |
|---|---|--|
| 1 | Nature of Industry  | Engaged in to business of merchant banking as governed by Securities & Exchange Board of India             |
| 2 | Date or expected date of commencement of commercial services  | Existing Company operational since 2012  |
| 3 | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable   |
| 4 | Financial performance based on given indicators   | In fiscal 2020-21, Company has reported revenue of Rs. 274.38 Lacs and Profits after tax of Rs. 38.09 Lacs |
| 5 | Foreign Investments or collaborations, if any   | Not Applicable   |

#### II: Information about the appointee

|   |  |  |
|---|--|--|
| 1 | Background details   | Mr. Sarthak Vijlani is a qualified Chartered Accountant by profession, having an experience of over 15 years in financial services, debt syndication, issue management, buy-back, delisting, open offers, mergers and acquisitions.  |
| 2 | Past remuneration  | Up to Rs. 24 Lacs Per Annum  |
| 3 | Recognition or awards  | None   |
| 4 | Job profile and his suitability  | He leads our Company in overall planning, general business, generating strategies and identifying opportunities. His experience allows him to leverage his cross functional skills in Merchant Banking, Strategy & Networking and is the guiding force of Navigant.  |
| 5 | Remuneration proposed  | As stated in the Explanatory Statement at Item No. 2 of this Notice.   |
| 6 | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person   | The profile and position of Mr. Sarthak Vijlani is explained in Point 1 and Point 3 above, The remuneration proposed may be higher comparable to that drawn in the similar capacity in the industry however Company is in initial decade of operations and highly dependent on services of its Managing Director to outgrow further. |
| 7 | Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any | Mr. Sarthak Vijlani is husband of Mrs. Priyanka Vijlani, who is non-executive non-independent director of the company. Except the same Mr.   |

|  |  |  |
|--|--|--|
|  |  | Sarthak Vijlani is not related to any of the Directors and Key Managerial Personnel of the Company |
|--|--|--|

### III: Other Information

|   |  |   |
|---|--|---|
| 1 | Reasons of loss or inadequate profits                            | Company is into first decade of operations and growing its services under merchant banking segment, however due to stiff competition from peer group and recent covid impact the profits of the Company may not be adequate and therefore the remuneration payable to the Managing Director would exceed the limits prescribed. Hence this proposal under applicable provisions of Schedule V |
| 2 | Steps taken or proposed to be taken for improvement              | The Company is taking steps to expand the base of its services and geographical presence.   |
| 3 | Expected increase in productivity and profits in measurable term | During coming financial years, it is expected to show progressive growth in revenue.  |

The other details including the shareholding of Mr. Sarthak Vijlani, whose appointment is proposed at item no. 2 of the accompanying Notice, as mentioned below:

|   |   |
|---|---|
| <b>Name of Director</b>   | Sarthak Vijlani   |
| <b>DIN</b>  | 05174824  |
| <b>Date of Birth</b>  | 17/09/1983  |
| <b>Nationality</b>  | Indian  |
| <b>Date of first Appointment</b>  | 21/05/2012  |
| <b>Qualification</b>  | Chartered Accountant  |
| <b>Expertise in specific functional areas and experience</b>  | Mr. Sarthak Vijlani is a qualified Chartered Accountant by profession, having an experience of over 15 years in financial services, debt syndication, issue management, buy-back, delisting, open offers, mergers and acquisitions.           |
| <b>Directorships in other listed entities and membership of committees of the board</b>                 | Nil   |
| <b>Directorships in other unlisted entities and membership/ chairmanship of committees of the board</b> | Navigant IR Services Private Limited<br>Navigant Business Solutions LLP   |
| <b>Number of Meetings of the Board attended during financial year 2020-2021 and 2021-2022</b>           | 6 (Six) Board Meetings<br>3 (Three) Board Meetings  |
| <b>Relationship between Directors inter se, Manager and other Key Managerial Personnel.</b>             | Mr. Sarthak Vijlani is husband of Mrs. Priyanka Vijlani, who is non-executive non-independent director of the company. Except the same Mr. Sarthak Vijlani is not related to any of the Directors and Key Managerial Personnel of the Company |
| <b>Terms and conditions of appointment/ re-appointment</b>  | Appointed for a term of 3 years.  |
| <b>Remuneration last drawn</b>  | Up to Rs. 24 Lacs Per Annum   |
| <b>Remuneration proposed to be paid</b>   | As stated in the Explanatory Statement at Item No. 2 of this Notice.  |
| <b>Category of directorship &amp; designation</b>   | Managing Director   |
| <b>No. of Equity Shares held in the Company</b>   | 10,02,500 Equity Shares   |

### ITEM: 3: RE-APPOINTMENT OF INDEPENDENT DIRECTOR

Mr. Monish Hukamchand Jain was appointed as Independent Directors of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Annual General Meeting held on 29<sup>th</sup> September, 2017 to hold office for period of 5 years ("first term" as per the explanation to Section 149(10) and 149(11) of the Act.).

The Board has recommended the re-appointment of Mr. Monish Hukamchand Jain as Independent Director on the Board of the Company, to hold office for the second term of five consecutive years commencing from May 02, 2022 to May 01, 2027 and not liable to retire by rotation.

Mr. Monish Hukamchand Jain has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mr. Monish Hukamchand Jain fulfils the conditions specified in the Act for his appointment as an Independent Director.

The terms and conditions of re- appointment of above Director shall be open for the inspection by the Members at the registered office of the company on any working day during business hours of the company upto the date of Extra Ordinary General Meeting.

Except Mr. Monish Hukamchand Jain being appointee, None of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested in the Resolutions at item no.3.

Pursuant to the recommendations of Nomination and Remuneration Committee, Audit Committee, your Directors recommend the Resolution set out in Item No. 3 as a Special Resolution for your approval.

The other details including the shareholding of Mr. Monish Hukamchand Jain, whose appointment is proposed at item no. 3 of the accompanying Notice, as mentioned below:

|   |  |
|---|--|
| <b>Name of Director</b>   | Monish Hukamchand Jain   |
| <b>DIN</b>  | 06425137   |
| <b>Date of Birth</b>  | 13/05/1989   |
| <b>Nationality</b>  | Indian   |
| <b>Date of first Appointment</b>  | 02/05/2017   |
| <b>Qualification</b>  | Bachelor of Commerce "(B.Com)"   |
| <b>Expertise in specific functional areas and experience</b>  | Mr. Monish Hukamchand Jain, possess experience of more than 5 years in various fields of finance, equity research, consultancy and taxation. |
| <b>Directorships in other listed entities and membership of committees of the board</b>                 | Nil  |
| <b>Directorships in other unlisted entities and membership/ chairmanship of committees of the board</b> | Nil  |
| <b>Number of Meetings of the Board attended during financial year 2020-2021 and 2021-2022</b>           | 3 (Three) Board Meetings<br>1 (One) Board Meeting  |
| <b>Relationship between Directors inter se, Manager and other Key Managerial Personnel.</b>             | None   |
| <b>Terms and conditions of appointment/ re-appointment</b>  | Appointed for a term of 5 years.   |
| <b>Remuneration last drawn</b>  | Not Applicable   |

|  |   |
|--|---|
| Remuneration proposed to be paid         | Sitting fee for attending Board and Committee meetings as may be decided by the Board from time to time but not exceeding the limits specified under the Companies Act, 2013. |
| Category of directorship & designation   | Independent Director  |
| No. of Equity Shares held in the Company | Nil   |

By order of the Board of Directors

Place: Mumbai  
Date: September 09, 2021

Sd/-  
Sarathak Vijlani  
Managing Director  
DIN: - 05174824

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

**Attendance Slip**  
Extra-ordinary General Meeting  
**NAVIGANT CORPORATE ADVISORS LIMITED**  
[CIN: L67190MH2012PLC231304]

**Registered office:** 4118, Rustomjee Eaze-Zone, Laxmi Singh Complex,  
Goregaon-Mulund Link Road, Malad (West), Mumbai-400 064

**Phone:** +91-22-41204837 /49735078

**E-mail:** [navigant@navigantcorp.com](mailto:navigant@navigantcorp.com); Website: [www.navigantcorp.com](http://www.navigantcorp.com)

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

| Date             | Venue   | Time       |
|------------------|---|------------|
| October 04, 2021 | Ruby Hall 2, Hotel Kohinoor Continental, Andheri Kurla Road,<br>Opposite J B Nagar, Andheri (E), Mumbai, Maharashtra 400059 | 04:00 P.M. |

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

Folio No. \_\_\_\_\_ \*DP ID No. \_\_\_\_\_ \*Client ID No. \_\_\_\_\_

Name of the Member Mr./Mrs. \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxyholder Mr./Mrs. \_\_\_\_\_ Signature \_\_\_\_\_

*\* Applicable for investors holding shares in electronic form.*

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the Extra-ordinary General Meeting of the Company held on \_\_\_\_\_ day,  
\_\_\_\_\_, at \_\_\_\_\_ (IST), at \_\_\_\_\_.

\_\_\_\_\_  
**Signature of the Member/ Proxy**

*Note: Electronic copy of the Notice of the Extra-ordinary General Meeting with the Attendance slip and Proxy form is being sent to all the members whose email id is registered with the Company/ Depository Participant unless any meeting has been requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Extra-ordinary General Meeting can print copy of this Attendance Slip.*

*Physical copy of the Notice of the Extra-ordinary General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email Id is not registered or has requested for hard copy.*

Extra-ordinary General Meeting  
**NAVIGANT CORPORATE ADVISORS LIMITED**  
[CIN: L67190MH2012PLC231304]

**Registered office:** 4118, Rustomjee Eaze-Zone, Laxmi Singh Complex,  
Goregaon-Mulund Link Road, Malad (West), Mumbai-400 064

**Phone:** +91-22-41204837 /49735078

**E-mail:** [navigant@navigantcorp.com](mailto:navigant@navigantcorp.com); Website: [www.navigantcorp.com](http://www.navigantcorp.com)

**Form No. MGT-11**

**FORM OF PROXY**

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

|                      |               |
|----------------------|---------------|
| Name of Member(s) :  | Email Id :    |
| Registered Address : | Folio No. :   |
| :                    | *DP Id. :     |
| No. of Shares held : | *Client Id. : |

*\* Applicable for investors holding shares in electronic form.*

I/We, being a member(s) of \_\_\_\_\_ shares of **Navigant Corporate Advisors Limited** hereby appoint:

|                   |                  |
|-------------------|------------------|
| 1. Mr./Mrs. _____ | Email Id: _____  |
| Address : _____   |                  |
| _____             | Signature: _____ |

|                   |                  |
|-------------------|------------------|
| 2. Mr./Mrs. _____ | Email Id: _____  |
| Address : _____   |                  |
| _____             | Signature: _____ |

|                   |                  |
|-------------------|------------------|
| 3. Mr./Mrs. _____ | Email Id: _____  |
| Address : _____   |                  |
| _____             | Signature: _____ |

as my/our proxy to attend and vote (*on a poll*) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company held on Monday 04<sup>th</sup> October, 2021, at 04:00 P.M. (IST), at Ruby Hall 2, Hotel Kohinoor Continental, Andheri Kurla Road, Opposite J B Nagar, Andheri (E), Mumbai, Maharashtra 400059. and at any adjournment thereof in respect of such resolutions as are indicated below:

**\*\* I wish my above Proxy to vote in the manner as indicated in the box below:**

| Sl. No.            | Resolutions                            | Number of Shares held | For | Against |
|--------------------|--|-----------------------|-----|---------|
| Special Resolution |  |                       |     |         |
| 1.                 | Remuneration of Managing Director      |                       |     |         |
| 2.                 | Re-Appointment of Managing Director    |                       |     |         |
| 3.                 | Re-Appointment of Independent Director |                       |     |         |

**\*\* This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all of the Resolutions, the proxy will be entitled to vote in the manner he/ she thinks appropriate. If a member wishes to abstain from voting on particular resolution, he/she should write "Abstain" across the boxes against the Resolution.**

Signature(s) of the Member(s)

1. \_\_\_\_\_  
2. \_\_\_\_\_  
3. \_\_\_\_\_

Signed this \_\_\_\_ day of \_\_\_\_\_, 2021

**Notes:**

1. *The Proxy to be effective should be deposited at the registered office of the company not less than Forty Eight (48) Hours before commencement of the meeting.*
2. *A proxy need not be a member of the company.*
3. *In the case of the Joint holders, the vote of the senior who tenders vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of the Members.*
4. *The form of proxy confers authority to demand or join in demanding a poll.*
5. *The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.*
6. *In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.*

## EGM VENUE MAP:

