

**DRAFT PROSPECTUS****Fixed Price Offer**

Please read Section 26 &amp; 32 of the Companies Act, 2013

Dated 24<sup>th</sup> August, 2015**NAVIGANT CORPORATE ADVISORS LIMITED**

(CIN: U67190MH2012PLC231304)

Our Company was originally incorporated at Mumbai as "S.P. Realtor Estate Private Limited" on 21<sup>st</sup> May, 2012 under the provisions of the Companies Act, 1956. The name of our Company was changed to "Navigant Corporate Advisors Private Limited" vide fresh certificate of incorporation dated 11<sup>th</sup> September, 2013. Our Company was converted in to a Public Limited Company and consequently the name was changed to "Navigant Corporate Advisors Limited" vide fresh certificate of incorporation dated 21<sup>st</sup> January, 2015 issued by the Registrar of Companies, Mumbai, Maharashtra. For further details in relation to the changes to the name of our Company, please refer to the section titled "Our History and Corporate Structure" beginning on page 77 of this Draft Prospectus.

**Registered Office:** Office No. 6, Ground Floor, Bandukwala Building, British Hotel Lane, Off. Bombay Samachar Marg, Fort, Mumbai - 400 001;

**Tel:**+91-22- 6560 5550; **Email:** info@navigantcorp.com; **Website:** www.navigantcorp.com

**Contact Person & Compliance Officer:** Ms. Anchal Gupta, Company Secretary & Compliance Officer;

**PROMOTER OF THE COMPANY: MR. SARTHAK VIJLANI**

**PUBLIC OFFER OF 8,50,000 EQUITY SHARES OF RS. 10/- EACH ("EQUITY SHARES") OF NAVIGANT CORPORATE ADVISORS LIMITED ("NAVIGANT" OR THE "NCAL" OR THE "COMPANY") FOR CASH AT A PRICE OF RS. 10/- PER SHARE (THE "OFFER PRICE") THROUGH AN OFFER FOR SALE BY MR. SARTHAK VIJLANI (THE "SELLING SHAREHOLDER") AGGREGATING TO RS. 85.00 LACS ("THE OFFER"), OF WHICH, 50,000 EQUITY SHARES OF RS. 10 EACH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKERS TO THE OFFER (THE "MARKET MAKER RESERVATION PORTION"). THE OFFER LESS THE MARKET MAKER RESERVATION PORTION I.E. OFFER OF 8,00,000 EQUITY SHARES OF RS. 10 EACH IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE 26.96% AND 25.37%, RESPECTIVELY OF THE POST OFFER PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.**

**THIS OFFER IS BEING IN TERMS OF CHAPTER X-B OF THE SEBI (ICDR) REGULATIONS, 2009 AS AMENDED FROM TIME TO TIME.**

*For Further Details See "Offer Related Information" Beginning On Page 133 of this Draft Prospectus.*

All potential investors may participate in the Offer through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Offer Procedure" on page 142 of this Draft Prospectus. In case of delay, if any in refund, our Company shall pay interest on the application money at the rate of 15% per annum for the period of delay.

**THE FACE VALUE OF THE EQUITY SHARES IS RS. 10/- EACH AND THE OFFER PRICE IS 1 (ONE) TIME OR AT PAR OF THE FACE VALUE.**

**RISK IN RELATION TO THE FIRST OFFER**

This being the first offer of our Company, there has been no formal market for the securities of the Company. The face value of the Equity Shares is Rs. 10/- and the offer price is at One (1) time or at par of face value. The Offer price (as determined by our Company in consultation with the Lead Manager and as stated in the chapter titled on "Basis For Offer Price" beginning on page 48 of this Draft Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the shares of the Company or regarding the price at which the equity shares will be traded after listing.

**GENERAL RISKS**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares offered in the Offer have not been recommended or approved by the BSE SME Platform nor does BSE SME Platform guarantee the accuracy or adequacy of this Draft Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 10 of this Draft Prospectus.

**COMPANY AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY**

Our Company having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and this Offer, which is material in the context of this Offer, that the information contained in this Draft Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, the Selling Shareholder accepts responsibility that this Draft Prospectus contains all information about it as Selling Shareholder in the context of the Offer and further assumes responsibility for statements in relation to it included in this Draft Prospectus.

**LISTING**

The Equity Shares offered through Prospectus are proposed to be listed on the BSE SME Platform. In terms of the Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, we are not required to obtain an in-principal listing approval for the shares being offered in this offer. However, our company has received an approval letter dated [●] from BSE for using its name in this offer document for listing of our shares on the SME Platform of BSE. For the purpose of this Offer, the designated Stock Exchange will be the BSE Limited ("BSE").

**LEAD MANAGER TO THE OFFER****REGISTRAR TO THE OFFER**

**KARVY** 

**FIRST OVERSEAS CAPITAL LIMITED**

1-2 Bhupen Chambers, Ground Floor,  
Dalal Street, Mumbai - 400 001

**Tel No.** +91 22 4050 9999

**Fax No.** +91 22 4050 9900

**Email id:** rushabh@focl.in

**Investor Grievance Email:** investorcomplaints@focl.in

**Website:** www.focl.in

**SEBI Registration No:** INM000003671

**Contact person:** Mr. Rushabh Shorff

**KARVY COMPUTERSHARE PRIVATE LIMITED**

Karvy Selenium Tower B,  
Plot 31-32, Gachibowli, Financial District,  
Nanakramguda, Hyderabad - 500 032

**Tel :** +91 40 6716 2222

**Fax :** + 91 40 2343 1551

**Website:** www.karisma.karvy.com

**Email:** navigant.ipo@karvy.com

**Contact Person :** Mr. M Murali Krishna

**SEBI Registration :** INR000000221

**OFFER PROGRAMME;**

**OFFER OPENS ON:** [●]

**OFFER CLOSES ON:** [●]

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## SECTION I: GENERAL

## DEFINITIONS AND ABBREVIATIONS

## DEFINITIONS

TERMS	DESCRIPTION
"Our Company", "the Company", "NCAL", "Navigant" "we", "us" or "Navigant Corporate Advisors Limited"	Navigant Corporate Advisors Limited, a Company incorporated under the Companies Act, 1956
"you", "your" or "yours"	Prospective Investor in this Offer

## CONVENTIONAL/GENERAL TERMS

TERMS	DESCRIPTION
AOA/Articles/ Articles of Association	Articles of Association of Navigant Corporate Advisors Limited
Banker to the Offer	[●]
Board of Directors / Board/Director(s)	The Board of Directors of Navigant Corporate Advisors Limited
BSE	BSE Limited (the Designated Stock Exchange)
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 (to the extent notified) and / or Provisions of the Companies Act, 1956 w.r.t. to the sections which have not yet been replaced by the Companies Act, 2013 through any official notification.
Depositories Act	The Depositories Act, 1996 as amended from time to time
CIN	Company Identification Number
DIN	Directors Identification Number
Depositories	NSDL and CDSL
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended from time to time.
Director(s)	Director(s) of Navigant Corporate Advisors Limited, unless otherwise specified
Equity Shares / Shares	Equity Shares of our Company of face value of Rs. 10 each unless otherwise specified in the context thereof
EPS	Earnings Per Share
GIR Number	General Index Registry Number
Gol/ Government	Government of India
Statutory Auditor / Auditor	M/s. M.S. Jhanwar & Co., Chartered Accountants, the Statutory Auditors of our Company.
Promoters	Promoters of the Company being Mr. Sarthak Vijlani
Promoter Group Companies /Group Companies / Group Enterprises	Unless the context otherwise specifies, refers to those entities mentioned in the section titled "Our Promoter Group / Group Companies / Entities" on page 92 of this Draft Prospectus.
Peer Review Auditors	M/s. Ramanand & Associates, Chartered Accountants, the Peer View Auditors of our Company.
HUF	Hindu Undivided Family
Indian GAAP	Generally Accepted Accounting Principles in India
IPO	Initial Public Offerings
Key Managerial Personnel / Key Managerial Employees	The officers vested with executive powers and the officers at the level immediately below the Board of Directors as described in the section titled "Our Management"

TERMS	DESCRIPTION
	on page 88 of this Draft Prospectus.
MOA/ Memorandum/ Memorandum of Association	Memorandum of Association of Navigant Corporate Advisors Limited
Non Resident	A person resident outside India, as defined under FEMA
Non-Resident Indian/ NRI	A person resident outside India, who is a citizen of India or a Person of Indian Origin as defined under FEMA Regulations
Overseas Corporate Body / OCB	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000. <b>OCBs are not allowed to invest in this Offer.</b>
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Registered office of our Company	Office No. 6, Ground Floor, Bandukwala Building, British Hotel Lane, Off. Bombay Samachar Marg, Fort, Mumbai-400 001
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI Regulation/ SEBI (ICDR) Regulations	The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
Selling Shareholder	Mr. Sarthak Vijlani
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
SME Platform of BSE/Stock Exchange	The SME platform of BSE for listing of Equity Shares offered under Chapter X-B of the SEBI (ICDR) Regulations
SWOT	Analysis of strengths, weaknesses, opportunities and threats
RoC	Registrar of Companies, Mumbai, Maharashtra

**OFFER RELATED TERMS**

TERMS	DESCRIPTION
Allotment/Allot	Unless the context otherwise requires, the allocation and transfer of Equity Shares pursuant to the Offer to successful Applicants
Allottee	The successful applicant to whom the Equity Shares are being / have been issued
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Draft Prospectus
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of the Company by transfer from Selling Shareholder
Application Supported by Blocked Amount (ASBA)	Means an application for subscribing to Offer containing an authorization to block the application money in a bank account
ASBA Account	Account maintained with SCSBs which will be blocked by such SCSBs to the extent of the appropriate application Amount of the ASBA applicant, as specified in the ASBA Application Form
ASBA Applicant(s)	Prospective investors in this Offer who apply through the ASBA process. Pursuant to SEBI circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011, non- retail Investors i.e. QIBs and Non-Institutional Investors participating in this Offer are required to mandatorily use the ASBA facility to submit their Applications.

TERMS	DESCRIPTION
ASBA Location(s)/Specified Cities	Location(s) at which ASBA Application can be uploaded by the Brokers, namely Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bangalore, Hyderabad, Pune, Baroda and Surat
ASBA Public Offer Account	An Account of the Selling Shareholder, where the funds shall be transferred by the SCSBs from the bank accounts of the ASBA Investors
Basis of Allotment	The basis on which Equity Shares will be allotted to the Investors under the Offer and which is described in "Offer Procedure-Basis of Allotment" on page 159 of the Draft Prospectus
Designated Market Maker	Naysaa Securities Limited
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein
Offer/Offer for Sale	The Offer for Sale of 8,50,000 Equity Shares of Rs. 10/- each ("Equity Shares") of Navigant Corporate Advisors Limited ("Navigant" or the "Company") for cash at a price of Rs. 10/- per share by Mr. Sarthak Vijlani i.e. Selling Shareholder aggregating to Rs. 85.00 Lacs
Offer Opening date	The date on which the Offer opens for subscription
Offer Closing date	The date on which the Offer closes for subscription
Offer Period	The period between the Offer Opening Date and the Offer Closing Date inclusive of both days and during which prospective Applicants may submit their application
Lead Manager/LM	Lead Manager to the Offer being First Overseas Capital Limited
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the SME Platform of BSE.
Market Maker Reservation Portion	The Reserved portion of 50,000 Equity Shares of Rs. 10/- per Equity Share aggregating to Rs 50.00 Lacs for Designated Market Maker in the Offer for Sale by Navigant Corporate Advisors Limited
Net Offer	The Offer for Sale (excluding the Market Maker Reservation Portion) of 8,00,000 Equity Shares of Rs. 10/- per Equity Share aggregating to Rs. 80.00 Lacs
Business Day	Any day on which commercial banks in Mumbai are open for the business
FOCL	First Overseas Capital Limited
Depository Act	The Depositories Act, 1996
Depository	A Depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Escrow Account	Account opened/to be opened with the Escrow Collection Bank(s) and in whose favour the Applicant (excluding the ASBA Applicant) will issue cheques or drafts in respect of the Application Amount when submitting an Application
Escrow Agreement	Agreement entered / to be entered into amongst the Company, Selling Shareholder Lead Manager, the Registrar, the Escrow Collection Bank(s) for collection of the Application Amounts and for remitting refunds (if any) of the amounts collected to the Applicants (excluding the ASBA Applicants) on the terms and condition thereof
Escrow Bankers to the Offer / Escrow Collection Bank (s)	【•】
Escrow Collection Bank(s)	The banks, which are clearing members and registered with SEBI as Bankers to the Offer at which bank the Escrow Account of our Company, will be opened
Offer Price	The price at which the Equity Shares are being allotted being Rs. 10/-
Mutual Funds	A Mutual Fund registered with SEBI under SEBI (Mutual Funds) Regulations, 1996
Memorandum of Understanding	The arrangement entered into on 17 <sup>th</sup> August, 2015 between our Company, Selling Shareholder and Lead Manager pursuant to which certain arrangements are agreed in relation to the Offer

TERMS	DESCRIPTION
Non - resident	A person resident outside India, as defined under FEMA including eligible NRIs and FIIs
Prospectus	The Prospectus, filed with the RoC containing, inter alia, the Offer opening and closing dates and other information.
Offer Account / Public Offer Account	Account opened with Bankers to this Offer for the purpose of transfer of monies from the Escrow Account on or after the Offer Opening Date
Qualified Institutional Buyers or QIBs	The term "Qualified Institutional Buyers" or "QIBs" shall have the meaning ascribed to such term under the SEBI ICDR Regulations and shall mean and include (i) a Mutual Fund, VCF and FVCI registered with SEBI; (ii) an FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual), registered with SEBI; (iii) a public financial institution as defined in Section 4A of the Companies Act; (iv) a scheduled commercial bank; (v) a multilateral and bilateral development financial institution; (vi) a state industrial development corporation; (vii) an insurance company registered with the Insurance Regulatory and Development Authority; (viii) a provident fund with minimum corpus of Rs. 250 million; (ix) a pension fund with minimum corpus of Rs. 250 million; (x) National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India; (xi) insurance funds set up and managed by army, navy or air force of the Union of India; and (xii) insurance funds set up and managed by the Department of Posts, India eligible for applying in this Offer.
Registrar/Registrar to the Offer	Registrar to the Offer being Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032
Retail Individual Investor(s)	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than Rs. 2,00,000
Refund Account	The account opened / to be opened with Escrow Collection Bank(s), from which refunds, if any, of the whole or part of application Amount (excluding to the ASBA Applicants) shall be made.
Refund bank	[•]
Refunds through electronic transfer of funds	Refunds through ECS, Direct Credit, RTGS or the ASBA process, as applicable
Self Certified Syndicate Banks or SCSBs	The banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an issue) Regulations, 1994 and offer services in relation to ASBA, including blocking of an ASBA Account in accordance with the SEBI Regulations and a list of which is available on <a href="http://www.sebi.gov.in/pmd/scsb.pdf">www.sebi.gov.in/pmd/scsb.pdf</a> or at such other website as may be prescribed by SEBI from time to time.
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI Regulation/ SEBI (ICDR) Regulations	The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended
Underwriters	First Overseas Capital Limited & Naysaa Securities Limited
Underwriting Agreement	The Agreement among the Underwriters, Selling Shareholder and our Company
Working Days	All days on which banks in Mumbai are open for business except Sunday and public holiday, provided however during the Application period a working day means all days on which banks in Mumbai are open for business and shall not include a Saturday, Sunday or a public holiday
Market Maker	A market maker is a company, or an individual, that quotes both a buy and a sell price in a financial instrument or commodity held in inventory, hoping to make a

TERMS	DESCRIPTION
	profit on the bid-offer spread, or turn. Market makers are net sellers of an option to be adversely selected at a premium proportional to the trading range at which they are willing to provide liquidity.

**COMPANY/INDUSTRY RELATED TERMS/TECHNICAL TERMS**

TERM	DESCRIPTION
FII	Foreign Institutional Investor
DRP	Data Recovery Plan
HNI	High Net worth Individual
GDP	Gross Domestic Production
II	Institutional Investors
MB	Merchant Banking
IB	Investment Banking
IIP	Index for Industrial Production
IMF	International Monetary Fund
IP	Intellectual Property
IPO	Initial Public Offer
M&A	Merger & acquisition
MBD	Merchant Banking Division
VCF	Venture Capital Fund
QIP	Qualified Institutional Placement

**ABBREVIATIONS**

ABBREVIATION	FULL FORM
ACS	Associate Company Secretary
AGM	Annual General Meeting
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
A.Y.	Assessment Year
B.A	Bachelor in Arts
B.Com	Bachelor of Commerce
BG/LC	Bank Guarantee / Letter of Credit
CAGR	Compounded Annual Growth Rate
C. A.	Chartered Accountant
CAIIB	Certified Associate of the Indian Institute of Bankers
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
C.S.	Company Secretary
DP	Depository Participant
DNB	Diplomat of National Board
ECS	Electronic Clearing System
EGM / EOGM	Extra Ordinary General Meeting of the shareholders
EPS	Earnings per Equity Share
ESOP	Employee Stock Option Plan
FCNR Account	Foreign Currency Non Resident Account
FCS	Fellow Company Secretary
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time and the regulations issued there under.

<b>ABBREVIATION</b>	<b>FULL FORM</b>
FII	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India.
FIs	Financial Institutions.
FIPB	Foreign Investment Promotion Board, Department of Economic Affairs, Ministry of Finance, Government of India
FY / Fiscal	Financial Year
FVCI	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
Gol/ Government	Government of India
HUF	Hindu Undivided Family
MBA	Masters in Business Administration
INR / Rs./ Rupees	Indian Rupees, the legal currency of the Republic of India
SME	Small And Medium Enterprises
NAV	Net Asset Value
No.	Number
NR	Non Resident
NSDL	National Securities Depository Limited
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
RoC/Registrar of Companies	The Registrar of Companies, Mumbai, Maharashtra
RONW	Return on Net Worth
USD/ \$/ US\$	The United States Dollar, the legal currency of the United States of America





## **PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA**

### **FINANCIAL DATA**

Unless stated otherwise, the financial data in this Draft Prospectus is extracted from the financial statements of our Company for the fiscal years 2015, 2014, 2013 and period ended 30<sup>th</sup> June, 2015 the restated financial statements of our Company for Fiscal Years 2015, 2014, 2013 and period ended 30<sup>th</sup> June, 2015 prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, 2009, as stated in the report of our Auditors and the SEBI Regulations and set out in the section titled – Financial Information on page 96. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI Regulations. Our fiscal years commence on April 1 and end on March 31. In this Draft Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All decimals have been rounded off to two decimal points.

There are significant differences between Indian GAAP, US GAAP and IFRS. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein and we urge you to consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian Accounting Practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Prospectus should accordingly be limited.

### **CURRENCY OF PRESENTATION**

All references to "Rupees" or "Rs." or "INR" are to Indian Rupees, the official currency of the Republic of India. All references to "\$", "US\$", "USD", "U.S.\$" or "U.S. Dollar(s)" are to United States Dollars, if any, the official currency of the United States of America. This Draft Prospectus contains translations of certain U.S. Dollar and other currency amounts into Indian Rupees (and certain Indian Rupee amounts into U.S. Dollars and other currency amounts). These have been presented solely to comply with the requirements of the SEBI Regulations. These translations should not be construed as a representation that such Indian Rupee or U.S. Dollar or other amounts could have been, or could be, converted into Indian Rupees, at any particular rate, or at all.

In this Draft Prospectus, throughout all figures have been expressed in Lacs, except as otherwise stated. The word "Lacs", "Lac", "Lakhs" or "Lakh" means "One Hundred Thousand".

Any percentage amounts, as set forth in "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Conditions and Results of Operation" and elsewhere in this Draft Prospectus, unless otherwise indicated, have been calculated based on our restated financial statement prepared in accordance with Indian GAAP.

### **INDUSTRY & MARKET DATA**

Unless otherwise stated, Industry & Market data used throughout this Draft Prospectus has been obtained from Internal Company Reports and Industry Publications and the Information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that industry data used in this Draft Prospectus is reliable, it has not been independently verified. Similarly, internal Company reports, while believed by us to be reliable, have not been verified by any independent sources.

The extent to which the market and industry data used in this Draft Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data.

For additional definitions, please refer the section titled "Definitions and Abbreviations" on page 1 of this Draft Prospectus.

## FORWARD LOOKING STATEMENTS

Our Company has included statements in this Prospectus, that contain words or phrases such as "will", "aim", "will likely result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "project", "shall", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "will continue", "will pursue" and similar expressions or variations of such expressions that are "forward-looking statements". However, these words are not the exclusive means of identifying forward-looking statements. All statements regarding our Company objectives, plans or goals, expected financial condition and results of operations, business plans and prospects are also forward-looking statements.

These forward-looking statements include statements as to business strategy, revenue and profitability, planned projects and other matters discussed in this Prospectus regarding matters that are not historical fact. These forward-looking statements contained in this Prospectus (whether made by us or any third party) involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

Further the actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the financial and capital market segment in India and overseas in which we have our businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and overseas which have an impact on our business activities or investments, the monetary and fiscal policies of India and other jurisdictions in which we operate, inflation, deflation, unanticipated volatility in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence. Other important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- General economic and business conditions in India and in the markets in which we operate and in the local, regional and national economies;
- Changes in laws and regulations relating to the Sectors in which we operate;
- Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices
- Occurrence of natural disasters or calamities affecting the areas in which we have operations;
- Our inability to manage our growth effectively;
- Our inability to retain the services of our senior management, key managerial personnel and capable employees / faculties;
- Our inability to renew rents/ arrangements for our Properties used for business activities or conduct new rent arrangements on commercially acceptable terms;
- Failure to successfully upgrade our services, from time to time;
- Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
- Conflicts of Interest with Affiliated Companies, the Group Entities and Other Related Parties;
- Other factors beyond our control;
- Our ability to manage risks that arise from these factors.

For further discussion of factors that could cause our actual results to differ, see the Section titled "Risk Factors" , "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 10, 68 & 111 respectively of this Draft Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.



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**NAVIGANT CORPORATE ADVISORS LIMITED**

Neither our Company, our Directors, our Officers, the Selling Shareholder, Lead Manager and Underwriter nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company, Selling Shareholder and the Lead Manager will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange for the Equity Shares allotted pursuant to this Offer.

## SECTION II

## RISK FACTORS

*An investment in Equity Shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Draft Prospectus, particularly the “Restated Financial Statements” and the related notes, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operation” on page 96, 68 and 111 respectively of this Draft Prospectus and the risks and uncertainties described below, before making a decision to invest in Equity Shares of our Company.*

*Any of the following risks, individually or together, could adversely affect our business, financial condition, results of operations or prospects, which could result in a decline in the value of our Equity Shares and the loss of all or part of your investment in our Equity Shares. While we have described the risks and uncertainties that our management believes are material, these risks and uncertainties may not be the only risks and uncertainties we face. Additional risks and uncertainties, including those we currently are not aware of or deem immaterial, may also have an adverse effect on our business, results of operations, financial condition and prospects.*

*This Draft Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Prospectus.*

*The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effect of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Offer, including the merits and the risks involved.*

*You should not invest in this Offer unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.*

*Unless otherwise stated, the financial information of our Company used in this section is derived from our audited financial statements under Indian GAAP, as restated.*

**Materiality**

The Risk Factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality.

- Some events may not be material individually but may be found material when considered collectively.
- Some events may have material impact qualitatively instead of quantitatively.
- Some events may not be material at present but may be having material impact in the future.

**INTERNAL RISK FACTORS**

1. **We are dependent on our management team for success whose loss could seriously impair the ability to continue to manage and expand business efficiently.**

Our success largely depends on the continued services and performance of our management and other key personnel. The loss of service of the Promoters and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. Further, the loss of any of the senior

management or other key personnel may adversely affect the operations, finances and profitability of our Company. Any failure or inability of our Company to efficiently retain and manage its human resources would adversely affect our ability to implement new projects and expand our business.

**2. Our operations are significantly located in the Mumbai region and failure to expand our operations may restrict our growth and adversely affect our business.**

Currently, registered office is situated in Mumbai and we are carrying our business mainly from our Mumbai Office. In the event that demand for our services in general reduces or stops by any reason including political discord or instability or change in policies of State, then our financial condition and operating results may be materially and adversely affected. Geographical and functional expansion of our business domain requires establishment of adequate network. As we seek to diversify our regional focus we may face the risk that our competitors may be better known in other markets, enjoy better relationships with customers. Our lack of exposure in geographical boundaries outside our operating region could impact our future revenues.

**3. Our inability to manage growth could disrupt our business and reduce our profitability.**

We propose to expand our business activities in coming financial years. We expect our future growth to place significant demands on both our management and our resources. This will require us to continuously evolve and improve our operational, financial and internal controls across the organisation. In particular, continued expansion increases the challenges we face in:

- Our ability to acquire and retain clients for our services;
- Services, products or pricing policies introduced by our competitors;
- Capital expenditure and other costs relating to our operations;
- The timing and nature of, and expenses incurred in, our marketing efforts;
- Recruiting, training and retaining sufficient skilled technical and management personnel;
- Adhering to our high quality and process execution standards;
- Maintaining high levels of customer satisfaction;
- Developing and improving our internal administrative infrastructure, particularly our financial, operational, communications, and other internal systems.

You should not rely on yearly comparisons of our results of operations as indicators of future performance. It is possible that in some future periods our results of operations may be below the expectations of public, market analysts and investors. If we are unable to manage our growth it could have an adverse effect on our business, results of operations and financial condition.

**4. Major fraud, lapses of internal control or system failures could adversely impact the company's business.**

Our Company is vulnerable to risk arising from the failure of employees to adhere to approved procedures, system controls, fraud, system failures, information system disruptions, communication systems failure and interception during transmission through external communication channels or networks. Failure to protect fraud or breach in security may adversely affect our Company's operations and financial performance. Our reputation could also be adversely affected by significant fraud committed by our employees, agents, customers or third parties.

**5. We do not own the Registered Office of our Company.**

We operate from our registered office situated at Office No. 6, Ground Floor, Bandukwala Building, British Hotel Lane, Off. Bombay Samachar Marg, Fort, Mumbai-400 001, which is a rented premises. Any

discontinuance of rent agreement / facility will lead us to locate any other premises. Our inability to identify the new premises may adversely affect the operations, finances and profitability of our Company.

**6. We have reported negative cash flows.**

The detailed break up of cash flows is summarized in below mentioned table and our Company has reported negative cash flow in certain financial years and which could affect our business and growth:

(Rs. In Lacs)

Particulars	30.06.15	31.03.15	31.03.14	31.03.13
Net Cash flow from Operating activities	(386.38)	58.51	33.94	(31.46)
Net Cash Flow from Investing activities	(7.69)	(63.19)	(75.00)	-
Net Cash Flow from Financing activities	400.00	(0.50)	48.85	31.75
<b>Net Cash Flow for the Year</b>	<b>5.93</b>	<b>(5.18)</b>	<b>7.79</b>	<b>0.29</b>

**7. We have limited operating history and investors may not be able to analyse our past performances or future prospects.**

Our company was incorporated on 21st May, 2012 with Registrar of Companies, Maharashtra, Mumbai. Initially, we have commenced our operations in real estate and subsequently diversified into advisory and consultancy business in September, 2013. With our limited operating history, potential investors may not be able to analyse our past performances or future prospects. For further details of our financial position and information please refer to section titled " Financial Information of the Company" on page 96 of this Draft Prospectus.

**8. We have applied to Securities & Exchange Board of India for registration of our Company as Category I Merchant Bankers. Failure to obtain the registration may affect future prospectus and strategy of Company.**

As a part of our Business Plan, we have applied to SEBI for registration of our Company as Category I Merchant Bankers in terms of SEBI (Merchant Bankers Regulations) 1992 as amended. Failure to obtain the registration as Category I Merchant Banker will adversely affect our business plan and future growth.

**9. The Company may not be able to obtain adequate funding required to carry out its future plans for growth.**

Disruptions in global credit and financial markets and the resulting governmental actions around the world could have a material adverse impact on the Company's ability to meet its funding needs. The Company, in order to carry out its operations requires continuous access to large quantities of capital.

**10. Our Promoters and members of the Promoter Group will continue jointly to retain majority control over our Company after the Offer, which will allow them to determine the outcome of matters submitted to shareholders for approval.**

Post this Offer, our Promoters and Promoter Group will collectively own substantial portion of our Equity Share Capital. As a result, our Promoters, together with the members of the Promoter Group, will continue to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act and our Articles of Association. Such a concentration of ownership may have the effect of delaying, preventing or deterring a change in control of our Company.

In addition, our Promoters will continue to have the ability to cause us to take actions that may not in, or may conflict with, our interests or the interests of some or all of our creditors or other shareholders, and


we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.


**11. We have entered into certain related party transactions and may continue to do so.**

We have entered into related party transactions with our Promoters and Directors. While we believe that all such transactions have been conducted on the arms length basis, however it is difficult to ascertain whether more favorable terms would have been achieved had such transactions been entered with unrelated parties. Furthermore, it is likely that we will enter into related party transactions in the future. For details of these transactions, please refer to section titled “Related Party Transactions” at page 94 of this Draft Prospectus.

**12. We will not receive any proceeds from the Offer.**

This Offer comprises of an Offer for Sale of 8,50,000 Equity Shares by one of our Promoter, Mr. Sarthak Vijlani. The entire proceeds from this Offer will be paid to her and our Company will not receive any proceeds from this Offer.

**13. Our Company does not own the trademark . The same is used as our Trademark and which is under process of registration in the name of our Company. We are unable to assure that the future viability or value of any of our intellectual property or that the steps taken by us to protect the proprietary rights of our Company will be adequate.**

We have made application for registration of trademark , and the registration for the said trademark is important to retain our brand equity. If the application for registration is not accepted or if the oppositions filed against our trademark application if any, are successful, we may lose the statutory protection available to us under the Trade Marks Act, 1999 for such trademark. We are unable to assure that the future viability or value of any of our intellectual property or that the steps taken by us to protect the proprietary rights of our Company will be adequate.

**14. We face intense competition in our businesses, which may limit our growth and prospects.**

Our Company faces significant competition from other financial advisors. We compete on the basis of a number of factors, including execution, depth of product and service offerings, innovation, reputation and price. Our competitors may have advantages over us, including, but not limited to:

- Substantially greater financial resources;
- Longer operating history than in certain of our businesses;
- Greater brand recognition among consumers;
- Larger customer bases in and outside India; or
- More diversified operations which allow profits from certain operations to support others with lower profitability.

These competitive pressures may affect our business, and our growth will largely depend on our ability to respond in an effective and timely manner to these competitive pressures.

**15. Downturns or disruptions in the financial markets could reduce transaction volumes, and could cause a decline in the business and impact our profitability.**

As a financial advisory company, our business is materially affected by conditions in the domestic and global financial markets and economic conditions in India and throughout the world. Our operational revenues are derived from fees from advisory services and consultancy income. Our revenue, level of

operations and, consequently, our profitability are largely dependent on favourable market conditions and political environment, investor sentiment, price levels of shares and securities and other factors that affect the financial markets in India. Capital markets are exposed to additional risks, including liquidity, interest rate and foreign exchange related risks. Any downturn or disruption in the markets specifically would have a material adverse effect on our results of operations. Even in the absence of a market downturn, we are exposed to substantial risk of loss due to market volatility. A market downturn would likely lead to a decline in the volume of transactions that we execute for our customers as well as a decrease in prices. Any decline in transactions would lead to a decline in our revenues received from fees.

- 16. Our Company has not taken any insurance cover at present. Hence we will not be able to protect us from all losses and may inturn adversely affect our financial condition.**

Our Company has not taken any insurance cover at present. Hence we don't have any coverage to cover any damage or loss suffered by us. To the extent that we suffer loss or damage that is not covered by insurance our results of operations or cash flow may be affected.

## **EXTERNAL RISK FACTORS**

- 17. Political, economic and social changes in India could adversely affect our business.**

Our business, and the market price and liquidity of our Company's shares, may be affected by changes in Government policies, including taxation, social, political, economic or other developments in or affecting India could also adversely affect our business. Since 1991, successive governments have pursued policies of economic liberalization and financial sector reforms including significantly relaxing restrictions on the private sector. In addition, any political instability in India may adversely affect the Indian economy and the Indian securities markets in general, which could also affect the trading price of our Equity Shares.

- 18. Our business is subject to a significant number of tax regimes and changes in legislation governing the rules implementing them or the regulator enforcing them in any one of those jurisdictions could negatively and adversely affect our results of operations.**

The revenues recorded and income earned is taxed on differing bases, including net income actually earned, net income deemed earned and revenue-based tax withholding. The final determination of the tax liabilities involves the interpretation of local tax laws as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred. Changes in the operating environment, including changes in tax laws, could impact the determination of the tax liabilities of our Company for any year.

- 19. Natural calamities and force majeure events may have an adverse impact on our business.**

Natural disasters may cause significant interruption to our operations, and damage to the environment that could have a material adverse impact on us. The extent and severity of these natural disasters determines their impact on the Indian economy. Prolonged spells of deficient or abnormal rainfall and other natural calamities could have an adverse impact on the Indian economy, which could adversely affect our business and results of operations.

- 20. Any downgrading of India's debt rating by a domestic or international rating agency could negatively impact our business.**

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have



an adverse effect on our financial results and business prospects, ability to obtain financing for capital expenditures and the price of our Equity Shares.

**21. A slowdown in economic growth in India could cause our business to suffer.**

Our performance and growth is directly related to the performance of the Indian economy. The performance of the Indian Economy is dependent among other things on the interest rate, political and regulatory actions, liberalization policies, commodity and energy prices etc. A change in any of the factors would affect the growth prospects of the Indian economy, which may in turn adversely influence our results of operations, and consequently the price of our Equity Shares.

**22. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.**

Terrorist attacks and other acts of violence or war may adversely affect the Indian markets on which our Equity Shares will trade. These acts may result in a loss of business confidence, make travel and other services more difficult and have other consequences that could have an adverse effect on our business. In addition, any deterioration in international relations, especially between India and its neighboring countries, may result in investor concern regarding regional stability, which could adversely affect the price of our Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse impact on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the market price of our Equity Shares.

**23. Third party statistical and financial data in this Draft Prospectus may be incomplete or unreliable.**

We have not independently verified any of the data from industry publications and other sources referenced in this Draft Prospectus and therefore cannot assure you that they are complete or reliable. Discussions of matters relating to India, its economies or the industries in which we operate in this Draft Prospectus are subject to the caveat that the statistical and other data upon which such discussions are based may be incomplete or unreliable.

**RISKS RELATING TO THE EQUITY SHARES**

**24. Any future issue of Equity Shares may dilute your shareholding and sales of our Equity Shares by our Promoters or other major shareholders may adversely affect the trading price of the Equity Shares.**

Any future equity issues by us, including in a primary offering, may lead to the dilution of investors' shareholdings in us. Any future equity issuances by us or sales of its Equity Shares by the Promoters may adversely affect the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

**25. Our ability to pay any dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.**

The amount of our future dividend payments, if any, will depend upon our Company's future earnings, financial condition, cash flows, working capital requirements, capital expenditures, applicable Indian legal restrictions and other factors. There can be no assurance that our Company will be able to pay dividends.

- 26. The price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Offer Price, or at all.**

Prior to the offer, there has been no public market for our Equity Shares, and an active trading market on the SME Platform of BSE. The Offer Price of the Equity Shares may bear no relationship to the market price of the Equity Shares after the Offer. The market price of the Equity Shares after the Offer may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the fire fighting industry, crushing industry, developments relating to India and volatility in the Exchange and securities markets elsewhere in the world. However, the LM will arrange for compulsory market making for a period of 3 years from the date of listing as per the regulations applicable to the SME Platforms under SEBI (ICDR) Regulations, 2009.

- 27. There is no guarantee that the Equity Shares offered pursuant to the Offer will be listed on the SME Platform of BSE in a timely manner, or at all.**

In terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, we are not required to obtain any in-principle approval for listing of shares offered. We have only applied to BSE Limited to use its name as the Stock Exchange in this offer document for listing our shares on the SME Platform of BSE. In accordance with Indian law and practice, permission for listing and trading of the Equity Shares offered pursuant to the Offer will not be granted until after the Equity Shares have been offered and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the SME Platform of BSE. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

- 28. The price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not develop.**

Prior to this Offer, there has been no public market for our Equity Shares. Naysaa Securities Limited is acting as Designated Market Maker for the Equity Shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Offer due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could materially affect the price of our Equity Shares. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Offer, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Offer. For further details of the obligations and limitations of Market Makers please refer to the section titled "*General Information - Details of the Market Making Arrangement for this Offer*" on page 31 of this Draft Prospectus.

**PROMINENT NOTES:**

- 1) This is a Public Offer of 8,50,000 Equity Shares of face value of Rs. 10.00 each of Navigant Corporate Advisors Limited (Our Company) for cash at a price of Rs. 10.00 per Equity Share (Offer Price) through an Offer for Sale by the Selling Shareholder aggregating to Rs. 85.00 Lacs (the Offer), of which 50,000 Equity Shares of face value of Rs. 10/- each, aggregating to Rs. 5.00 Lacs will be reserved for subscription by Market Maker (Market Maker Reservation Portion). The Offer less the Market Maker Reservation portion i.e. Offer of 8,00,000 Equity Shares of face value of Rs. 10/- each at an Offer Price of Rs. 10/- per Equity Share aggregating to Rs. 80.00 Lacs (is hereinafter referred to as the Net Offer). The Offer and the Net Offer will constitute 26.96% and 25.37%, respectively of the post Offer paid up equity share capital of our Company.
- 2) In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the –SCRR) the Offer is being made for at least 25% of the post-Offer paid-up Equity Share capital of our Company. Further, this Offer is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, since our is a fixed price Offer the allocation is the Net Offer to the public category shall be made as follows:
  - Minimum fifty percent to retail individual investors; and
  - Remaining to Individual applicants other than retail individual investors; and other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
  - The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

If the retail individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.

- 3) The average cost of acquisition of Equity Shares by the Promoters:

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Sarthak Vijlani	29,37,500	15.40

*\*The average cost of acquisition of our Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire, by way of fresh issuance or transfer, the Equity Shares, including the issue of bonus shares to them. The average cost of acquisition of our Equity Shares by our Promoters has been reduced due to the issuance of bonus shares to them, if any. For more information, please refer to the section titled “Capital Structure” on page 34.*

- 4) Our Net worth as 30<sup>th</sup> June, 2015 is Rs. 510.52 Lacs as per Restated Financial Statements.
- 5) The Book - Value per share as on 30<sup>th</sup> June, 2015 is Rs. 16.19 as per Restated Financial Statements.
- 6) Changes in the name of the Company at any time during last three years immediately preceding the date of filing of this offer document is as below:

Date of Change	Name of Company prior to change	Name of Company post changes
11 <sup>th</sup> September, 2013	S.P. Realtor Estate Private Limited	Navigant Corporate Advisors Private Limited
21 <sup>st</sup> January, 2015	Navigant Corporate Advisors Private Limited	Navigant Corporate Advisors Limited

- 7) Investors may please note that in the event of over subscription, allotment shall be made on proportionate basis in consultation with the BSE Limited, the Designated Stock Exchange. For more information, please refer to "*Basis of Allotment*" on 140 of the Draft Prospectus. The Registrar to the Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner as set out therein.
- 8) Investors are advised to refer to the paragraph on "*Basis for Offer Price*" on page 48 of this Draft Prospectus before making an investment in this Offer.
- 9) Investors may contact the Lead Manager or the Compliance Officer for any complaint/clarifications/information pertaining to the Offer. For contact details of the Lead Manager and the Compliance Officer, refer the front cover page.
- 10) Other than as stated in the section titled "*Capital Structure*" beginning on page 34 of this Draft Prospectus, our Company has not issued any Equity Shares for consideration other than cash.
- 11) Except as mentioned in the sections titled "*Capital Structure*" beginning on page 34 of this Draft Prospectus, we have not issued any Equity Shares in the last twelve months.
- 12) Except as disclosed in the sections titled "*Our Promoters*" or "*Our Management*" beginning on pages 90 and 80 respectively of this Draft Prospectus, none of our Promoters, our Directors and our Key Managerial Employees have any interest in our Company except to the extent of remuneration and reimbursement of expenses and to the extent of the Equity Shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as directors, member, partner and/or trustee and to the extent of the benefits arising out of such shareholding.
- 13) Any clarification or information relating to the Offer shall be made available by the LM and our Company to the investors at large and no selective or additional information would be available for a section of investors in any manner whatsoever. Investors may contact the LM for any complaints pertaining to the Offer. Investors are free to contact the LM for any clarification or information relating to the Offer who will be obliged to provide the same to the investor.
- 14) For transactions in Equity Shares of our Company by the Promoter Group and Directors of our Company in the last six (6) months, please refer to paragraph under the section titled "*Capital Structure*" on page 34 of this Draft Prospectus.
- 15) There are no contingent liabilities as on 30<sup>th</sup> June, 2015.
- 16) For details of any hypothecation, mortgage or other encumbrances on the movable and immovable properties of our Company please refer to the section titled "*Financial Information*" on page 96 of this Draft Prospectus.
- 17) Except as disclosed in the section titled "*Our Promoter Group / Group Companies / Entities*" on page 90, none of our Group Companies have business interest in our Company.
- 18) For interest of Promoters/Directors, please refer to the section titled "*Our Promoters*" beginning on page 90 of this Draft Prospectus.
- 19) The details of transactions with the related parties are disclosed as Annexure 15 of restated financial statement under the section titled "*Financial Information*" on page 110 of the Draft Prospectus.

## SECTION III: INTRODUCTION

### SUMMARY

*This is only the summary and does not contain all information that you shall consider before investing in Equity Shares. You should read the entire Draft Prospectus, including the information on “Risk Factors” and related notes on page 10 of this Draft Prospectus before deciding to invest in Equity Shares.*

### INDUSTRY OVERVIEW

#### OVERVIEW OF FINANCIAL SERVICES INDUSTRY IN INDIA

India has a diversified financial sector, which is undergoing rapid expansion. The sector comprises commercial banks, insurance companies, non-banking financial companies, co-operatives, pension funds, mutual funds and other smaller financial entities. The financial sector in India is predominantly a banking sector with commercial banks accounting for more than 60 per cent of the total assets held by the financial system.

India's services sector has always served the country's economy well, accounting for about 57 per cent of the gross domestic product (GDP). In this regard, the financial services sector has been an important contributor.

The Government of India has introduced reforms to liberalise, regulate and enhance this industry. At present, India is undoubtedly one of the world's most vibrant capital markets. Challenges remain, but the future of the sector looks good. The advent of technology has also aided the growth of the industry. About 75 per cent of the insurance policies sold by 2020 would, in one way or another, be influenced by digital channels during the pre-purchase, purchase or renewal stages, as per a report by Boston Consulting Group (BCG) and Google India.

#### Capital Markets

The year 2013-14 reaped accomplishments for Indian securities markets with benchmark indices, BSE Sensex and NSE Nifty registering all-time highs in the wake of high volatility observed throughout the year due to global headwinds.

Indian stock markets extended their record breaking spree with the Sensex hitting a new peak and closing 22,386 on March 31, 2014, breaching the 20,000 mark touched during 2012-13. Nifty, too, crossed the 6,000 mark of 2012-13 and logged to a new lifetime high by closing at 6,704 on March 31, 2014. While Sensex observed a growth of 18.8 percent, Nifty recorded a growth of 18.0 percent.

The market capitalisation of BSE stood at Rs. 74,15,296 crore as on last trading day of March 2014 as against Rs. 63,87,887 crore at end-March 2013 while its ratio to GDP stood at 65.3 percent for 2013-14. The market capitalisation of NSE was Rs. 72,77,720 crore at end-March 2014 compared to Rs. 62,39,035 crore as of end-March 2013 while its ratio to GDP stood at 64.1 percent for 2013-14. The third national level stock exchange, MCX-SX, recorded a market captilisation of Rs. 72,39,670 crore in 2013-14 and its ratio to GDP at 64.0 percent. The demat statistics at depositories, NSDL and CDSL exhibited an accelerating trend in terms of number of demat accounts and demat quantity. The number of demat accounts at CDSL and NSDL witnessed a growth of 5.4 percent and 2.9 percent respectively over the previous year. Moreover, the number of listed companies at NSE and BSE continued to rise. **Source: SEBI Annual Report 2013-2014**

No. of Listed Companies:

Year	No. of Companies Listed		
	NSE	BSE	MCX-SX
2011-12	1,646	5,133	NA
2012-13	1,666	5,211	0

2013-14	1,688	5,336	12
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Source: NSE, BSE and MCX-SX

### Primary Securities Market

In 2013-14, primary markets rebounded with enhanced figures in resource mobilisation. The upbeat sentiment is consistent with the encouraging global cues and improving macroeconomic factors back at home. A host of factors like economic recovery, containment of twin deficits, adjustment of rupee exchange rate, fall in interest rates have all been influential in shaping the markets. While the first half of the financial year grappled with volatility emanating from international headwinds and domestic uncertainty, the second half saw a growth in external demand on the back of currency appreciation. Policy actions in India have strengthened the buffers and prevented Indian economy from the possible spillovers of the US Fed tapering and the Ukraine crisis. Investor confidence and optimism restored during the year mainly on account of performance of financial markets and facilitative policy actions by SEBI. Listing without an Initial Public Offer and trading of specified securities of small and medium enterprises (SMEs) including start-up companies on Institutional Trading Platform (ITP) in SME Exchanges, modifications in the formats for disclosures under regulation 29 (1), 29 (2) and 31 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to ensure adequate disclosures are made to help investors were some measures aimed at bolstering the primary market activities. **Source: SEBI Annual Report 2013-2014**

### Secondary Securities Market

Secondary market witnessed volatility amidst global and domestic factors, but stock indices, Sensex and Nifty scaled new heights in 2013-14 as robust FII inflows and upbeat domestic market sentiment helped to overcome concerns over slowing economic growth and high inflation. Secondary markets, which serve as a barometer of the financial health of an Indian economy, entail continuous technological advancements accompanied by review of existing guidelines so as to maintain a competitive edge.

### Growth of Turnover in Various Segments of Indian Stock Market

Year	Turnover (Rs. In Crore)			
	Cash Segment	Equity Derivatives	Currency Derivatives	Interest Rate Derivatives
2011-12	34,78,391	3,21,58,208	98,96,413	0
2012-13	32,57,087	3,87,04,572	87,10,504	0
2013-14	33,41,338	4,75,75,571	69,80,855	39,944

Note: Cash segment of MCX-SX commenced its operations from February 11, 2013

Source: BSE, NSE, MCX-SX and USE

Source: SEBI Annual Report 2013-2014

### BUSINESS OVERVIEW

Our Company was originally incorporated in Mumbai as “S. P. Realtor Estate Limited” as on 21<sup>st</sup> May, 2012 as a private limited company under the provisions of Companies Act, 1956. It is registered in ROC Maharashtra. Our Company was incorporated with the intent to venture into real estate operations. However, later on, the company diversified its operations to corporate advisory and merchant banking allied activities by obtaining the approval of its members in their extra ordinary general meeting on 26<sup>th</sup> August, 2013 and correspondingly the name of the company was changed to “Navigant Corporate Advisors Private Limited” and a fresh certificate of incorporation dated 11<sup>th</sup> September, 2013 was issued. Our Company was converted in to a Public Limited Company and consequently the name was changed to “Navigant Corporate Advisors Limited ” vide fresh certificate of incorporation dated 22<sup>nd</sup> January, 2015 issued by the Registrar of Companies, Maharashtra.



## **NAVIGANT CORPORATE ADVISORS LIMITED**

We are a boutique advisory firm based in Mumbai. We also register our presence across India through several well-established associate relations.

In a short span of time, we have progressed and holds a reputed position today. We have been able to usher our clients with our modern regime of advisory and financial services. We have wide associations with intermediaries of Capital & Debt Market in India.

We represent the spectrum of knowledge and experience as a one - stop financial and management advisory concern providing the whole gamut of corporate advisory services. Our focus is on integrated capital market advisory and financial services to Corporate as well as HNI Clients.

We, as a corporate advisor, strives to achieve excellence across a range of financial services like: Advisory in IPO, Merger & Acquisitions, Debt Syndications, Takeovers, Valuations, Strategic & General Corporate Advice and Business Modeling, etc. We are primarily focused on small and mid sizes enterprises (SMEs).

We are a professionally managed and growing organization which aims at strengthening and establishing itself as the foremost provider of financial services, in Mumbai. We also aim at achieving greater and long-term growth.

We aim to provide solutions to our clients with a vision to maximize their growth by placing the highest importance on quality, professionalism, integrity and confidentiality with management team of the highest caliber.

In order to grow further, We have applied to SEBI for registration of our Company as Category I Merchant Bankers in terms of SEBI (Merchant Bankers Regulations) 1992 as amended.

### **OUR SERVICES AND PROCESSES**

#### **I. FINANCIAL ADVISORY AND CONSULTANCY SERVICES**

Our Financial Advisory and Consultancy Services are broadly categorized in three verticals as below:

1. Capital Market Services
2. Corporate Finance Services
3. Investment Advisory Services

#### **II. INVESTMENT AND TREASURY OPERATIONS**

1. Investment Activities
2. Short Term Funding

**SUMMARY OF FINANCIAL DATA**
**STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED**

(Rs. In Lacs)

Particulars	30.06.15	31.03.15	31.03.14	31.03.13
<b>Equity &amp; Liabilities</b>				
<b>Shareholders' Funds</b>				
Share Capital	315.28	18.65	10.15	1.00
Reserve & Surplus	195.24	84.27	29.89	(0.01)
<b>Total (A)</b>	<b>510.52</b>	<b>102.92</b>	<b>40.04</b>	<b>0.99</b>
<b>Non Current Liabilities</b>				
Share Application Money	-	-	-	-
Long Term Borrowings	-	-	43.00	30.75
Deferred Tax Liabilities (Net)	0.23	0.20	-	-
<b>Total (B)</b>	<b>0.23</b>	<b>0.20</b>	<b>43.00</b>	<b>30.75</b>
<b>Current Liabilities</b>				
Short Term Borrowings	-	-	-	-
Trade Payables	10.20	11.55	-	-
Other Current Liabilities	31.62	30.74	0.27	0.05
Short Term Provisions	12.25	9.00	1.09	-
<b>Total (C)</b>	<b>54.07</b>	<b>51.29</b>	<b>1.36</b>	<b>0.05</b>
<b>Total (D=A+B+C)</b>	<b>564.82</b>	<b>154.41</b>	<b>84.40</b>	<b>31.79</b>
<b>Assets</b>				
<b>Fixed Assets:</b>				
Tangible Assets	11.46	11.71	-	-
Intangible Assets	-	-	-	-
Long Term Loans & Advances	-	-	-	-
Non Current Investments	-	-	-	-
Other Non Current Assets	-	-	-	-
<b>Total (E)</b>	<b>11.46</b>	<b>11.71</b>	<b>-</b>	<b>-</b>
<b>Current Assets</b>				
Current Investments	133.50	126.00	75.00	-
Inventories	-	-	-	-
Trade Receivables	-	5.20	-	-
Cash & Bank Balances	8.83	2.90	8.08	0.29
Short Term Loans & Advances	401.51	1.51	0.13	31.50
Other Current Assets (TDS & Advance Taxes)	9.52	7.09	1.19	-
<b>Total (F)</b>	<b>553.36</b>	<b>142.70</b>	<b>84.40</b>	<b>31.79</b>
<b>Total (G=E+F)</b>	<b>564.82</b>	<b>154.41</b>	<b>84.40</b>	<b>31.79</b>



**STATEMENT OF PROFIT AND LOSS, AS RESTATED**
**(Rs. In Lacs)**

<b>Particulars</b>	<b>30.06.15</b>	<b>31.03.15</b>	<b>31.03.14</b>	<b>31.03.13</b>
<b>Income</b>				
Revenue from Operations	20.41	70.09	11.50	8.31
Other Income	3.43	13.75	1.46	-
<b>Total</b>	<b>23.84</b>	<b>83.84</b>	<b>12.96</b>	<b>8.31</b>
<b>Expenditure</b>				
Employees Costs	5.43	32.69	6.16	3.58
Administrative & Selling Expenses	7.09	21.09	3.26	4.74
<b>Total</b>	<b>12.52</b>	<b>53.78</b>	<b>9.42</b>	<b>8.32</b>
<b>Profit before Depreciation, Interest and Tax</b>	<b>11.32</b>	<b>30.06</b>	<b>3.54</b>	<b>(0.01)</b>
Depreciation	0.44	0.48	-	-
<b>Profit before Interest &amp; Tax</b>	<b>10.88</b>	<b>29.58</b>	<b>3.54</b>	<b>(0.01)</b>
Interest & Finance Charges	-	-	-	-
<b>Net Profit before Tax</b>	<b>10.88</b>	<b>29.58</b>	<b>3.54</b>	<b>(0.01)</b>
<b>Less: Provision for Taxes:</b>				
Current Tax	3.25	9.00	1.09	-
Deferred Tax	0.03	0.20	-	-
<b>Net Profit After Tax &amp; Before Extraordinary Items</b>	<b>7.60</b>	<b>20.38</b>	<b>2.45</b>	<b>(0.01)</b>
Extra Ordinary Items (Net of Tax)	-	-	-	-
<b>Net Profit</b>	<b>7.60</b>	<b>20.38</b>	<b>2.45</b>	<b>(0.01)</b>

## STATEMENT OF CASH FLOW, AS RESTATED

(Rs. In Lacs)

Particulars	30.06.15	31.03.15	31.03.14	31.03.13
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net profit before taxes	10.88	29.58	3.54	(0.01)
Adjustment for:				
Add: Depreciation	0.44	0.48	-	-
Add: Interest & Finance Charges	-	-	-	-
Operating Profit before Working capital changes	<b>11.32</b>	<b>30.06</b>	<b>3.54</b>	<b>(0.01)</b>
Adjustments for:				
Decrease (Increase) in Trade & Other Receivables	5.20	(5.20)	-	-
Decrease (Increase) in Short Term Loans & Advances	(400.00)	(1.38)	31.37	(31.50)
Increase (Decrease) in Trade Payables	(1.35)	11.55	-	-
Increase (Decrease) in Other Current Liabilities	0.88	30.47	0.22	0.05
Net Changes in Working Capital	<b>(395.27)</b>	<b>35.44</b>	<b>31.59</b>	<b>(31.45)</b>
Cash Generated from Operations	(383.95)	65.50	35.13	(31.46)
Taxes	(2.43)	(6.99)	(1.19)	-
<b>Net Cash Flow from Operating Activities (A)</b>	<b>(386.38)</b>	<b>58.51</b>	<b>33.94</b>	<b>(31.46)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
Sale / (Purchase) of Fixed Assets	(0.19)	(12.19)	-	-
Decrease (Increase) in Investments	(7.50)	(51.00)	(75.00)	-
<b>Net Cash Flow from Investing Activities (B)</b>	<b>(7.69)</b>	<b>(63.19)</b>	<b>(75.00)</b>	<b>-</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
Issue of share capital and Proceeds / (Refund) from Share Application Money	400.00	42.50	36.60	1.00
Interest & Finance Charges	-	-	-	-
Increase / (Repayment) of Long Term Borrowings	-	(43.00)	12.25	30.75
Increase / (Repayment) of Short Term Borrowings	-	-	-	-
Decrease (Increase) in Long Term Loans & Advances			-	-
<b>Net Cash Flow from Financing Activities (C)</b>	<b>400.00</b>	<b>(0.50)</b>	<b>48.85</b>	<b>31.75</b>
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents</b>	<b>5.93</b>	<b>(5.18)</b>	<b>7.79</b>	<b>0.29</b>
Cash and cash equivalents at the beginning of the year / Period	2.90	8.08	0.29	-
Cash and cash equivalents at the end of the year/ Period	8.83	2.90	8.08	0.29

## THE OFFER

## PRESENT OFFER IN TERMS OF THIS DRAFT PROSPECTUS

<b>Equity Shares Offered:</b>	8,50,000 Equity Shares of Rs. 10 each at a price of Rs. 10 per Equity Share aggregating Rs. 85.00 Lacs.
<b>Of Which:</b>	
<b>Offer for Sale by Mr. Sarthak Vijlani (Selling Shareholder)</b>	8,50,000 Equity Shares of Rs. 10 each at a price of Rs. 10 per Equity Share aggregating Rs. 85.00 Lacs.
<b>Offer Reserved for the Market Makers</b>	50,000 Equity Shares of Rs. 10 each at a price of Rs. 10 per Equity Share aggregating Rs. 5.00 Lacs.
<b>Net Offer to the Public</b>	8,00,000 Equity Shares of Rs. 10 each at a price of Rs. 10 per Equity Share aggregating Rs. 80.00 Lacs.
<b>Equity Shares outstanding prior to the Offer</b>	31,52,750 Equity Shares of face value of Rs. 10 each
<b>Equity Shares outstanding after the Offer</b>	31,52,750 Equity Shares of face value of Rs. 10 each
<b>Objects of the Offer</b>	Please refer section titled “ <i>Objects of the Offer</i> ” on page 46 of this Prospectus.

This Offer is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details please refer to “*Offer Structure*” on page 139 of this Draft Prospectus.



**NAVIGANT CORPORATE ADVISORS LIMITED**

## GENERAL INFORMATION

### NAVIGANT CORPORATE ADVISORS LIMITED (CIN: U67190MH2012PLC231304)

Our Company was originally incorporated at Mumbai as “S.P. Realtor Estate Private Limited” on 21<sup>st</sup> May, 2012 under the provisions of the Companies Act, 1956. The name of our Company was changed to “Navigant Corporate Advisors Private Limited” vide fresh certificate of incorporation dated 11<sup>th</sup> September, 2013. Our Company was converted in to a Public Limited Company and consequently the name was changed to “Navigant Corporate Advisors Limited ” vide fresh certificate of incorporation dated 21<sup>st</sup> January, 2015 issued by the Registrar of Companies, Mumbai, Maharashtra. For further details in relation to the changes to the name of our Company, please refer to the section titled “Our History and Corporate Structure” beginning on page 77 of this Draft Prospectus.

#### REGISTERED OFFICE:

Office No. 6, Ground Floor,  
Bandukwala Building, British Hotel Lane,  
Off. Bombay Samachar Marg,  
Fort, Mumbai-400 001;  
Tel: +91-22- 6560 5550  
Email: [info@navigantcorp.com](mailto:info@navigantcorp.com) ;  
Website: [www.navigantcorp.com](http://www.navigantcorp.com)

COMPANY REGISTRATION NUMBER: 231304

COMPANY IDENTIFICATION NUMBER: U67190MH2012PLC231304

#### ADDRESS OF REGISTRAR OF COMPANIES

Registrar of Companies, Mumbai, Maharashtra  
100, Everest, Marine Drive,  
Mumbai - 400 002  
Tel: +91-22-2284 6955, 2281 2627, 2281 2645  
Fax: +91-22-22811977  
Email: [roc.mumbai@mca.gov.in](mailto:roc.mumbai@mca.gov.in)  
Website: [www.mca.gov.in](http://www.mca.gov.in)

DESIGNATED STOCK EXCHANGE: BSE Limited

LISTING OF SHARES OFFERED IN THIS OFFER: SME platform of BSE

For details in relation to the changes to the name of our Company, please refer to the section titled “Our *History and Corporate Structure*” beginning on page 77 of this Draft Prospectus.

**CONTACT PERSON:** Ms. Anchal Gupta, Company Secretary & Compliance Officer; Office No. 6, Ground Floor, Bandukwala Building, British Hotel Lane, Off. Bombay Samachar Marg, Fort, Mumbai-400 001; Tel: +91-22- 6560 5550; Email: [info@navigantcorp.com](mailto:info@navigantcorp.com);

**BOARD OF DIRECTORS:**

Our Board of Directors comprise of the following members:

NAME	DESIGNATION	DIN	ADDRESS
Mr. Sarthak Vijlani	Managing director	05174824	A-104, Gautam Apartments, Raheja Township, Malad (East), Mumbai-400 097, Maharashtra, India
Ms. Priyanka Vijlani	Non Executive Non Independent Director	05276328	A-104, Gautam Apartments, Raheja Township, Malad (East), Mumbai-400 097, Maharashtra, India
Mr. Bhuwadesh Bansal	Independent director	02390656	Flat No. 202, C Wing, Dreamland Park CHS Ltd., Gokuldharm Road, Near Vijay Park, Mira Road (East), Thane-401 107, Maharashtra, India
Mr. Monish H Jain	Independent director	06425137	401-B, Pratigya CHS Ltd., Opp. Rajesh Hotel, Station Road, Bhayender West, Thane-401 101, Maharashtra, India

For further details of Management of our Company, please refer to section titled "Our Management" on page 80 of this Draft Prospectus.

**COMPANY SECRETARY & COMPLIANCE OFFICER**

Ms. Anchal Gupta,  
 Company Secretary & Compliance Officer;  
 Office No. 6, Ground Floor,  
 Bandukwala Building, British Hotel Lane,  
 Off. Bombay Samachar Marg,  
 Fort, Mumbai-400 001;  
 Tel: +91-22- 6560 5550  
 Email: [info@navigantcorp.com](mailto:info@navigantcorp.com) ;  
 Website: [www.navigantcorp.com](http://www.navigantcorp.com)

Investors can contact our Compliance Officer in case of any Pre-Offer or Post-Offer related matters such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary account, refund orders etc.

**CHIEF FINANCIAL OFFICER**

**Mr. Sarthak Vijlani**  
 Chief Financial Officer,  
 Office No. 6, Ground Floor,  
 Bandukwala Building, British Hotel Lane,  
 Off. Bombay Samachar Marg,  
 Fort, Mumbai-400 001;  
 Tel: +91-22- 6560 5550  
 Email: [info@navigantcorp.com](mailto:info@navigantcorp.com) ;  
 Website: [www.navigantcorp.com](http://www.navigantcorp.com)



#### **STATUTORY AUDITORS**

**M/S. M.S. JHANWAR & CO.,**  
Chartered Accountants  
B-108, Mangal Aarambh, Kora Kendra Hall,  
Off S.V. Raod, Borivali (West)  
Mumbai-400 092  
Tel : +91-22-6572 0545  
Email: [catirupatimurarka@gmail.com](mailto:catirupatimurarka@gmail.com)  
Website: [www.basil.co.in](http://www.basil.co.in)  
Contact Person: Mr. Tirupati Murarka

#### **PEER REVIEW AUDITORS**

**RAMANAND & ASSOCIATES**  
Chartered Accountants  
6/C, Ostwal Park, Building No. 4 CHSL,  
Near Jesal Park, Jain Temple,  
Bhayander (East), Thane - 401105  
Tel: +91-22-28171199  
Telefax: +91-22-28171199  
E-mail: [rg@ramanandassociate.com](mailto:rg@ramanandassociate.com)  
Contact Person: Mr. Ramanand Gupta  
Firm Registration No.-117776W

#### **LEAD MANAGER**

**FIRST OVERSEAS CAPITAL LIMITED**  
1-2 Bhupen Chambers, Ground Floor,  
Dalal Street, Mumbai-400-001  
Tel No. +91 22 4050 9999  
Fax No. +91 22 4050 9900  
Email id: [rushabh@focl.in](mailto:rushabh@focl.in)  
Investor Grievance Email: [investorcomplaints@focl.in](mailto:investorcomplaints@focl.in)  
Website:[www.focl.in](http://www.focl.in)  
SEBI Registration No: INM000003671  
Contact person: Mr. Rushabh Shorff

#### **LEGAL ADVISORS TO THE OFFER**

**SUNIL SHUKLA**  
4, Shanti Sadan,  
Opp. Haweli Poddar Road,  
Malad (E),  
Mumbai - 400 097

#### **REGISTRAR TO THE OFFER**

**KARVY COMPUTERSHARE PRIVATE LIMITED**  
Karvy Selenium Tower B,  
Plot 31-32, Gachibowli, Financial District,  
Nanakramguda, Hyderabad 500 032

Tel : +91 40 6716 2222  
Fax : + 91 40 2343 1551  
Website: [www.karisma.karvy.com](http://www.karisma.karvy.com)  
E-mail: [navigant.ipo@karvy.com](mailto:navigant.ipo@karvy.com)  
Contact Person : Mr. M Murali Krishna  
SEBI Registration : INR000000221

#### **ESCROW COLLECTION BANK / BANKER TO THE OFFER AND REFUND BANKER**

[•]

#### **SELF CERTIFIED SYNDICATE BANKS**

The list of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (“ASBA”) Process are provided on <http://www.sebi.gov.in/pmd/scsb.pdf>. For details on designated branches of SCSBs collecting the ASBA Application Form, please refer to the above-mentioned SEBI link.

#### **CREDIT RATING**

As the Offer is of Equity shares, credit rating is not mandatory.

#### **TRUSTEES**

As the Offer is of Equity Shares, the appointment of Trustees is not mandatory.

#### **IPO GRADING**

Since the Offer is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, there is no requirement of appointing an IPO Grading agency.

#### **BROKERS TO THE OFFER**

All members of the recognized stock exchanges would be eligible to act as Brokers to the Offer.

#### **APPRAISAL AND MONITORING AGENCY**

The Offer being an offer for sale, our Company will not receive any proceeds from the Offer and is not required to appoint a monitoring agency for the Offer.

#### **APPRAISING AGENCY**

This being an Offer for Sale the requirement of Appraisal Agency is not applicable.

**INTER-SE ALLOCATION OF RESPONSIBILITIES**

Since First Overseas Capital Limited is the sole Lead Manager to this Offer, a statement of inter se allocation responsibilities among Lead Manager's is not required.

**EXPERT OPINION**

Except the report of the Statutory Auditor of our Company on the financial statements and statement of tax benefits included in the Draft Prospectus, our Company has not obtained any other expert opinion.

**WITHDRAWAL OF THE OFFER**

Our Company and/ or the Selling Shareholder, in consultation with the LM, reserve the right not to proceed with the Offer at any time before the Offer Opening Date without assigning any reason thereof.

If our Company and/ or the Selling Shareholder withdraws the Offer anytime after the Offer Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Offer Closing Date, providing reasons for not proceeding with the Offer shall be issued by our Company and/or the Selling Shareholder. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared and the Stock Exchange will also be informed promptly. The LM, through the Registrar to the Offer, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction.

If our Company and/or the Selling Shareholder withdraws the Offer after the Offer Closing Date and subsequently decides to proceed with an Issue/offer for sale of the Equity Shares, our Company and/or the Selling Shareholder will file a fresh Draft Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Offer is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares offered through this Draft Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

**UNDERWRITING**

This Offer is 100% Underwritten. The Underwriting Agreement is dated 17<sup>th</sup> August, 2015. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Offer:

Name and Address of the Underwriters	Number of Equity shares Underwritten	Amount Underwritten (Rupees In Lacs)
<b>FIRST OVERSEAS CAPITAL LIMITED</b> 1-2 Bhupen Chambers, Ground Floor, Dalal Street, Mumbai-400-001 Tel No. +91 22 4050 9999 Fax No. +91 22 4050 9900 Email id: <a href="mailto:rushabh@focl.in">rushabh@focl.in</a> Investor Grievance Email: <a href="mailto:investorcomplaints@focl.in">investorcomplaints@focl.in</a> Website: <a href="http://www.focl.in">www.focl.in</a> SEBI Registration No: INM000003671 Contact person: Mr. Rushabh Shorff	1,50,000	15.00



Name and Address of the Underwriters	Number of Equity shares Underwritten	Amount Underwritten (Rupees In Lacs)
<b>NAYSAA SECURITIES LIMITED</b> 102/104, Shivam Chambers, S.V. Road, Goregaon (W), Mumbai - 400062 Tel: +91-22-26760404 Fax: +91-22-26760202 Email: <a href="mailto:naysaa@naysaasecurities.com">naysaa@naysaasecurities.com</a> Website: <a href="http://www.naysaasecurities.com">www.naysaasecurities.com</a>	7,00,000	70.00
<b>TOTAL</b>	<b>8,50,000</b>	<b>85.00</b>

#### DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS OFFER

Our Company has entered into an agreement dated 17<sup>th</sup> August, 2015 with the Lead Manager and Market Maker to fulfill the obligations of Market Making.

#### NAME AND ADDRESS OF THE MARKET MAKER

**NAYSAA SECURITIES LIMITED**  
 102/104, Shivam Chambers,  
 S.V. Road, Goregaon (W),  
 Mumbai - 400062  
 Tel: +91-22-26760404  
 Fax: +91-22-26760202  
 Email: [naysaa@naysaasecurities.com](mailto:naysaa@naysaasecurities.com)  
 Website: [www.naysaasecurities.com](http://www.naysaasecurities.com)  
 SEBI Registartion No.: INB011412534

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the BSE, and SEBI regarding this matter from time to time.

Following is a summary of the key details pertaining to the Market Making arrangement:

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
2. The minimum depth of the quote shall be Rs. 1,00,000/-. However, the investors with holdings of value less than Rs.1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25 %. (Including the 5% of Offer Size of Equity Shares out to be allotted under this Offer.) Any Equity Shares allotted to Market Maker under this Offer over and above 5% of Offer Size of Equity Shares Equity Shares would not be taken in to

consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.

4. There shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification
5. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
6. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
7. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
8. The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
9. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market - for instance due to system problems or any other problems. All controllable reasons require prior approval from the Exchange, while *force-majeure* will be applicable for non controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
10. The Market Maker(s) shall have the right to terminate said arrangement by giving a six months notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s).  
In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI (ICDR) Regulations, 2009. Further the Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our Registered Office from 11.00 a.m. to 5.00 p.m. on working days.
11. **Risk containment measures and monitoring for Market Makers:** BSE SME Exchange will have all margins which are applicable on the BSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
12. **Punitive Action in case of default by Market Makers:** BSE SME Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

13. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue / offer size up to Rs. 250 crores, the applicable price bands for the first day shall be:
- i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
  - ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the offer price.
  - iii. Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the BSE SME Exchange/ Platform.

Sr. No.	Market Price Slab (in Rs.)	Proposed spread (in % to sale price)
1	Up to 50	9
2	50 to 75	8
3	75 to 100	6
4	Above 100	5

**CAPITAL STRUCTURE**

The Share Capital of the Company as at the date of this Draft Prospectus, before and after the Offer, is set forth below.

(Rs. in Lacs, except share data)

Sr. No	Particulars	Aggregate value at face value	Aggregate value at Offer Price
<b>A.</b>	<b>Authorized Share Capital</b>		
	32,50,000 Equity Shares of face value of Rs.10 each	325.00	---
<b>B.</b>	<b>Issued, subscribed and paid-up Equity Share Capital before the Offer</b>		
	31,52,750 Equity Shares of face value of Rs. 10 each	315.275	---
<b>C.</b>	<b>Present Offer in terms of the Draft Prospectus</b>		
	Offer for Sale of 8,50,000 Equity Shares of Rs. 10/- each at a price of Rs. 10 per Equity Share.	85.00	85.00
	<b>Which comprises</b>		
	50,000 Equity Shares of Rs. 10/- each at a price of Rs. 10/- per Equity Share reserved as Market Maker Portion	5.00	5.00
	Net Offer to Public of 8,00,000 Equity Shares of Rs. 10/- each at a price of Rs. 10/- per Equity Share to the Public	80.00	80.00
	<b>Of which</b>		
	4,00,000 Equity Shares of Rs.10/- each at a price of Rs. 10/- per Equity Share will be available for allocation for Investors of up to Rs. 2.00 Lacs	40.00	40.00
	4,00,000 Equity Shares of Rs.10/- each at a price of Rs. 10/- per Equity Share will be available for allocation for Investors of above Rs. 2.00 Lacs	40.00	40.00
<b>D.</b>	<b>Equity capital after the Offer</b>		
	31,52,750 Equity Shares of face value of Rs. 10 each	315.275	---
<b>E.</b>	<b>Securities Premium Account</b>		
	Before the Offer	164.82	
	After the Offer	164.82	

*The Offer has been authorized by Mr. Sarthak Vijlani (Selling Shareholder) by her letter dated 14<sup>th</sup> July, 2015.*

*The Offer has been authorized by the Board of Directors of our Company vide a resolution passed at its meeting held on 14<sup>th</sup> July, 2015.*

*Our Company has no outstanding convertible instruments as on the date of the Draft Prospectus.*

**CLASSES OF SHARES**

Our Company has only one class of share capital i.e. Equity Shares of Rs. 10/- each only.

**CHANGES IN THE AUTHORIZED SHARE CAPITAL OF OUR COMPANY:**

Sr. No.	Particulars of Change		Date of Shareholders' Meeting	Meeting AGM/EGM
	From	To		
1	-	10,000 Equity Shares of Rs. 10 each	-	Incorporation
2	10,000 Equity Shares of Rs. 100 each	2,00,000 Equity Shares of Rs. 10 each	24 <sup>th</sup> March, 2014	EGM
3	2,00,000 Equity Shares of Rs. 10 each	32,50,000 Equity Shares of Rs. 10 each	22 <sup>nd</sup> June, 2015	AGM

**NOTES FORMING PART OF CAPITAL STRUCTURE**
**1. Equity Share Capital history of our Company**

Date of/ issue allotment of Shares	No. of Equity Shares Issued	Face value (Rs)	Issue price (Rs.)	Consideration (cash, bonus, consideration other than cash)	Nature of allotment (Bonus, swap etc.)	Cumulative no. of Equity Shares	Cumulative paid-up share capital (Rs.)	Cumulative share premium (Rs.)
Incorporation	10,000	10	10	Cash	Subscription to MOA	10,000	1,00,000	NIL
31/03/2014	91,500	10	40	Cash	Further Allotment	1,01,500	10,15,000	27,45,000
22/10/2014	85,000	10	50	Cash	Further Allotment	1,86,500	18,65,000	61,45,000
25/06/2015	4,66,250	10	Nil	Other than Cash	Bonus Issue in the ratio of 5:2	6,52,750	65,27,500	14,82,500
29/06/2015	25,00,000	10	16	Cash	Further Allotment	31,52,750	3,15,27,500	1,64,82,500

- We have not issued any Equity Shares for consideration other than cash except Bonus issue on 25<sup>th</sup> June, 2015 to existing shareholders in the ratio of 5:2 (Five Equity Shares on every Two Equity Shares) by utilizing the credit of securities premium of Company amounting Rs. 46,62,500.
- We have not issued any Equity Shares out of revaluation reserves or in terms of any scheme approved under Sections 391- 394 of the Companies Act, 1956 or Sections 230- 233 of the Companies Act, 2013.
- The subscribers to the Memorandum of Association of our Company were:

Name	Relationship with the Promoters
Mr. Sarthak Vijlani	5,000
Ms. Priyanka Vijlani	5,000

5. Allotment of 91,500 Equity Shares on 31<sup>st</sup> March, 2014 to:

Name	Relationship with the Promoters
Mr. Sarthak Vijlani	80,000
Ms. Priyanka Vijlani	5,000
Ms. Prachi Vijlani	1,125
Mr. Nand Hemrajani	1,125
Mr. Shatrughan Vijlani	1,063
Mr. Kalpana Vijlani	1,063
Mr. Neelam Hemrajani	1,063
Mr. Sandeep Kumar	1,061

6. Allotment of 85,000 Equity Shares on 22<sup>nd</sup> October, 2014 to:

Name	Relationship with the Promoters
Mr. Sarthak Vijlani	40,000
Ms. Priyanka Vijlani	40,000
Ms. Prachi Vijlani	5,000

7. Bonus Issue of 4,66,250 Equity Shares on 25<sup>th</sup> June, 2015 in the ratio of 5:2 to:

Name	Relationship with the Promoters
Mr. Sarthak Vijlani	3,12,500
Ms. Priyanka Vijlani	1,53,725
Ms. Prachi Vijlani	5
Mr. Nand Hemrajani	5
Mr. Shatrughan Vijlani	5
Mr. Kalpana Vijlani	5
Mr. Neelam Hemrajani	5

8. Allotment of 25,00,000 Equity Shares on 29<sup>th</sup> June, 2015 to:

Name	Relationship with the Promoters
Mr. Sarthak Vijlani	25,00,000

9. Issue of Equity Shares in Except as stated below, we have not issued any Equity Shares in the preceding one year and some of these Equity Shares may have been issued at a price lower than the Issue Price:

Date of Allotment	Number of Equity Shares	Name of the Allottees	Relationship with the Promoters	Reasons for the Allotment	Face Value (in Rs.)	Issue Price (in Rs.)
22/10/2014	85,000	Sarthak Vijlani (40,000), Priyanka Vijlani (40,000) & Prachi Vijlani (5,000)	Promoter & Promoter Group	Allotment to infuse funds to Company	10	50
25/06/2015	4,66,250	Sarthak Vijlani (3,12,500), Priyanka Vijlani (1,53,725), Prachi Vijlani (5), Nand Hemrajani (5), Shatrughan Vijlani (5), Kalpana Vijlani (5) & Neelam Hemrajani (5)	Promoter & Promoter Group	Bonus Issue in the ratio of 5:2	10	Nil
29/06/2015	25,00,000	Sarthak Vijlani (25,00,000)	Promoter	Allotment to infuse funds to Company	10	16

10. Shareholding of our Promoter / Selling Shareholder:

Set forth below is the details of the build-up of shareholding of our Promoters

1. MR. SARTHAK VIJLANI							
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition/Transfer price (Rs.)	Nature of Transactions	Pre- Offer shareholding %	Post- Offer shareholding %
21.05.2012	Cash	5,000	10	10	Subscriber to MOA		
31.03.2014	Cash	80,000	10	Nil	Allotment		
22.10.2014	Cash	40,000	10	10	Allotment		
25.06.2015	Cash	3,12,500	10	10	Bonus Issue in the ratio of 5:2		
29.06.2015	Cash	25,00,000	10	10	Allotment		
<b>Total</b>		<b>29,37,500</b>				<b>93.17</b>	<b>66.21</b>

11. Details of Pre and Post Offer Shareholding of our Promoter and Promoter Group are as below:

Sr. No.	Name of the Shareholders	Pre-Offer		Post-Offer	
		No. of Equity Shares	As a % of Issued Share Capital	No. of Equity Shares	As a % of Issued Share Capital
<b>A</b>	<b>Promoters</b>				
1	Mr. Sarthak Vijlani	29,37,500*	93.17	20,87,500*	66.21
	<b>Total (A)</b>				
2	Ms. Priyanka Vijlani	2,15,215	6.83	2,15,215	6.83

Sr. No	Name of the Shareholders	Pre-Offer		Post-Offer	
		No. of Equity Shares	As a % of Issued Share Capital	No. of Equity Shares	As a % of Issued Share Capital
3	Ms. Prachi Vijlani	7	-	7	-
4	Mr. Nand Hemrajani	7	-	7	-
5	Mr. Shatrughan Vijlani	7	-	7	-
6	Mr. Kalpana Vijlani	7	-	7	-
7	Ms. Neelam Hemrajani	7	-	7	-
<b>TOTAL (A+B)</b>		<b>31,52,750</b>	<b>100.00</b>	<b>23,02,750</b>	<b>73.04</b>

\* Out of the above Mr. Sarthak Vijlani is offering 8,50,000 equity shares as Offer for Sale through this Draft Prospectus. Accordingly, the Post Offer number of equity shares held by Mr. Sarthak Vijlani would be 20,87,500 equity shares.

## 12. Details of Promoters' contribution locked in for three years:

Pursuant to Regulation 32 and 36 of SEBI (ICDR) Regulations aggregate of 20% of the post-Offer capital held by our Promoters shall be considered as promoters' contribution ("Promoters Contribution") and locked-in for a period of three years from the date of Allotment in Offer. The lock-in of the Promoters Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

Our Promoters have granted consent to include such number of Equity Shares held by them as may constitute 20% of the Post-Offer Equity Share capital of our Company as Promoters Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution from the date of filing of this Draft Prospectus until the commencement of the lock-in period specified above.

Name of Promoter	No. of shares locked in	Date of Allotment/ Acquisition/Transfer	Offer Price / Purchase Price /Transfer Price(Rs. per share)	% of Pre-Offer Paid up Equity capital	% of Post Offer Paid up Equity capital
Mr. Sarthak Vijani	6,35,000	29.06.2015	16	20.14%	20.14%

We further confirm that the minimum Promoter Contribution of 20% which is subject to lock-in for three years does not consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources.
- Equity Shares acquired by the Promoters during the preceding one year, at a price lower than the price at which Equity Shares are being offered to public in the Offer.



- Private placement made by solicitation of subscription from unrelated persons either directly or through any intermediary.
- The Equity Shares held by the Promoters and offered for minimum 20% Promoters' Contribution are not subject to any pledge.
- Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoters' Contribution subject to lock-in.
- Equity shares issued to our Promoters on conversion of partnership firms into limited companies.

Specific written consent has been obtained from the Promoters for inclusion of the Equity Shares for ensuring lock-in of three years to the extent of minimum 20% of post -Offer paid-up Equity Share Capital from the date of allotment in the proposed public Offer. Promoters' Contribution does not consist of any private placement made by solicitation of subscription from unrelated persons either directly or through any intermediary.

The minimum Promoters' Contribution has been brought to the extent of not less than the specified minimum lot and from the persons defined as Promoters under the SEBI (ICDR) Regulations, 2009. The Promoters' Contribution constituting 20% of the post-Offer capital shall be locked-in for a period of three years from the date of Allotment of the Equity Shares in the Offer.

All Equity Shares, which are to be locked-in, are eligible for computation of Promoters' Contribution, in accordance with the SEBI (ICDR) Regulations, 2009. Accordingly we confirm that the Equity Shares proposed to be included as part of the Promoters' Contribution:

- a) have not been subject to pledge or any other form of encumbrance; or
- b) have not been acquired, during preceding three years, for consideration other than cash and revaluation of assets or capitalization of intangible assets is not involved in such transaction;
- c) is not resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the Issuer or from bonus issue against Equity Shares which are ineligible for minimum Promoters' Contribution;
- d) have not been acquired by the Promoters during the period of one year immediately preceding the date of filing of this Draft Prospectus at a price lower than the Offer Price.

The Promoters' Contribution can be pledged only with a scheduled commercial bank or public financial institution as collateral security for loans granted by such banks or financial institutions, in the event the pledge of the Equity Shares is one of the terms of the sanction of the loan. The Promoters' Contribution may be pledged only if in addition to the above stated, the loan has been granted by such banks or financial institutions for the purpose of financing one or more of the objects of this Offer.

The Equity Shares held by our Promoters may be transferred to and among the Promoter Group or to new promoters or persons in control of our Company, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Code, as applicable.

### **13. Details of share capital locked in for one year:**

In addition to 20% of the post-Offer shareholding of our Company held by the Promoters (locked in for three years as specified above), in accordance with regulation 36 of SEBI (ICDR) Regulations, 2009, the entire pre-Offer share capital of our Company (including the Equity Shares held by our Promoters) shall be locked in for a period of one year from the date of Allotment in this Offer.

The Equity Shares held by persons other than our Promoters and locked-in for a period of one year from the date of Allotment, in accordance with regulation 37 of SEBI (ICDR) Regulations, 2009, in the Offer may be transferred to any other person holding Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of transferees for the remaining period and compliance with the Takeover Code.

#### 14. Shareholding Pattern of our Company:

A: The following table presents the shareholding pattern of Our Company

Category of Shareholder	No. of Shareholders	Pre-Offer		Post-Offer		Shares Pledged or otherwise encumbered	
		No. of Equity Shares	As a % of Issued Equity	No. of Equity Shares	As a % of Issued Equity	Number of shares	As a %
<b>Shareholding of Promoters and Promoter group</b>							
<b>INDIAN</b>							
Individuals/HUFs Directors/Relatives	7	31,52,750	100.00	23,02,750	73.04	---	---
Central Govt. / State Govts.						---	---
Bodies Corporate	-	-	-	-	-	---	---
Financial Institutions/Banks						---	---
<b>Sub Total A (1)</b>	<b>7</b>	<b>31,52,750</b>	<b>100.00</b>	<b>23,02,750</b>	<b>73.04</b>	<b>---</b>	<b>---</b>
<b>FOREIGN</b>							
Bodies Corporate	-	---	---	---	---	---	---
Individual	-	---	---	---	---	---	---
Institutions	-	---	---	---	---	---	---
Any others (specify)	-	---	---	---	---	---	---
<b>Sub Total A (2)</b>	<b>-</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>---</b>
<b>Total Shareholding of Promoter group A (1) + A (2)</b>	<b>7</b>	<b>31,52,750</b>	<b>100.00</b>	<b>23,02,750</b>	<b>73.04</b>	<b>---</b>	<b>---</b>
<b>PUBLIC SHAREHOLDING</b>							
Institutions							
Central Govt./ State Govts.	-	---	---	[•]	[•]	---	---
Financial Institutions/Banks	-	---	---	[•]	[•]	---	---
Mutual Funds/UTI	-	---	---	[•]	[•]	---	---
Venture Capital Funds	-	---	---	[•]	[•]	---	---
Insurance Companies	-	---	---	[•]	[•]	---	---
Foreign Institutions Investors	-	---	---	[•]	[•]	---	---
Foreign Venture Capital Investors	-	---	---	[•]	[•]	---	---
Any Others (Specify)	-	---	---	[•]	[•]	---	---
<b>Sub Total B (1)</b>	<b>-</b>	<b>---</b>	<b>---</b>	<b>[•]</b>	<b>[•]</b>	<b>---</b>	<b>---</b>
Non Institutions	-	---	---				
Bodies Corporate				[•]	[•]	---	---

Category of Shareholder	No. of Shareholders	Pre-Offer		Post-Offer		Shares Pledged or otherwise encumbered	
		No. of Equity Shares	As a % of Issued Equity	No. of Equity Shares	As a % of Issued Equity	Number of shares	As a %
Individuals-shareholders holding normal share capital up to Rs. 1 Lac	-	---	---	[•]	[•]	---	---
Individuals-shareholders holding normal Share capital in excess of Rs.1 Lac	-	-	-	[•]	[•]	---	---
Trust				[•]	[•]	---	---
Any Other (i) Clearing Member				[•]	[•]	---	---
Directors/Relatives				[•]	[•]	---	---
Employees				[•]	[•]	---	---
Foreign Nationals				[•]	[•]	---	---
NRIs				[•]	[•]	---	---
OCB'S				[•]	[•]	---	---
Person Acting in Concert				[•]	[•]	---	---
<b>Sub Total B(2)</b>	-	---	---	[•]	[•]	---	---
<b>Total Public Shareholding B(1) + B(2)</b>	-	---	---	8,00,000	25.37	---	---
<b>Total A+B</b>	-	---	---	<b>8,00,000</b>	<b>25.37</b>	---	---
Shares held by Custodians and against which Depository receipts have been issued (C)	-	-	-			---	---
Shares held by Market Makers (D)	-	-	-	50,000	1.59	---	---
<b>Grand Total A+B+C+D</b>	<b>7</b>	<b>31,52,750</b>	<b>100.00</b>	<b>31,52,750</b>	<b>100.00</b>	---	---

**[B] Shareholding of our Promoters and Promoter Group**

The table below presents the current shareholding pattern of our Promoters and Promoter Group (Individuals and Companies) as per clause 37 of the SME Listing Agreement.

Sr. No.	Name of the Shareholders	Pre-Offer		Post-Offer		Shares pledged or otherwise encumbered		
		No. of Equity Shares	As a % of Issued Share Capital	No. of Equity Shares	As a % of Issued Share Capital	Number	As a percentage	As a % of grand Total (a)+(b)+(c) of Sub-clause (i)(a)
<b>A</b>	<b>Promoters</b>							
1	Mr. Sarthak Vijlani	29,37,500*	93.17	20,87,500*	66.21	-	-	-
<b>B</b>	<b>Promoter Group</b>							
2	Ms. Priyanka Vijlani	2,15,215	6.83	2,15,215	6.83	-	-	-
3	Ms. Prachi Vijlani	7	-	7	-	-	-	-
4	Mr. Nand Hemrajani	7	-	7	-	-	-	-
5	Mr. Shatrughan Vijlani	7	-	7	-	-	-	-
6	Mr. Kalpana Vijlani	7	-	7	-	-	-	-
7	Ms. Neelam Hemrajani	7	-	7	-	-	-	-
	<b>TOTAL (A+B)</b>	<b>31,52,750</b>	<b>100.00</b>	<b>23,02,750</b>	<b>73.04</b>	-	-	-

\* Out of the above Mr. Sarthak Vijlani is offering 8,50,000 equity shares as Offer for Sale through this Draft Prospectus. Accordingly, the Post Offer number of equity shares held by Mr. Sarthak Vijlani would be 20,87,500 equity shares.

**[C] Shareholding of persons belonging to the category 'Public' and holding more than 1% of our Equity Shares**

Sr. No.	Name of the Shareholders	Pre-Offer		Post-Offer	
		No. of Shares	Shares as % of total no. of shares	No. of Shares	Shares as % of total no. of shares
NIL					

15. The average cost of acquisition of or subscription to Equity Shares by our Promoters is set forth in the table below:

Name of the Promoters	No. of Shares held	Average cost of Acquisition (in Rs.)
Sarthak Vijlani	29,37,500	15.40

16. None of our Directors or Key Managerial Personnel hold Equity Shares in our Company, other than as follows:

Name of the Shareholders	No. of Equity Shares	Pre-Offer percentage Shareholding
Mr. Sarthak Vijlani	29,37,500	93.17%
Ms. Priyanka Vijlani	2,15,215	6.83%

### 17. Equity Shares held by top ten shareholders

(a) Our top ten shareholders and the number of Equity Shares held by them as on date of the Draft Prospectus are as under:

Sr. No.	Name of the Shareholders	No. of Shares	% age of Pre-Offer Capital
1	Mr. Sarthak Vijani	29,37,500	93.17%
2	Ms. Priyanka Vijlani	2,15,215	6.83%
3	Ms. Prachi Vijlani	7	-
4	Mr. Nand Hemrajani	7	-
5	Mr. Shatrughan Vijlani	7	-
6	Mr. Kalpana Vijlani	7	-
7	Ms. Neelam Hemrajani	7	-

(b) Our top ten shareholders and the number of Equity Shares held by them ten days prior to the date of the Draft Prospectus are as under:

Sr. No.	Name of the Shareholders	No. of Shares	% age of Pre-Offer Capital
1	Mr. Sarthak Vijani	29,37,500	93.17%
2	Ms. Priyanka Vijlani	2,15,215	6.83%
3	Ms. Prachi Vijlani	7	-
4	Mr. Nand Hemrajani	7	-
5	Mr. Shatrughan Vijlani	7	-
6	Mr. Kalpana Vijlani	7	-
7	Ms. Neelam Hemrajani	7	-

(c) Our top ten shareholders and the number of Equity Shares held by them two years prior to date of the Draft Prospectus are as under:

Sr. No.	Name of the Shareholders	No. of Shares	% age of then Pre-Offer Capital
1	Mr. Sarthak Vijani	5000	50.00%
2	Ms. Priyanka Vijlani	5000	50.00%

18. There is no "Buyback", "Standby", or similar arrangement for the purchase of Equity Shares by our Company/Promoters/Directors/Lead Manager for purchase of Equity Shares offered through the Draft Prospectus.

19. There have been no purchase or sell of Equity Shares by the Promoters, Promoter Group and the Directors during a period of six months preceding the date on which the Draft Prospectus is filed with BSE excepts as detailed below:

Date of Transfer	Nature of Transactions	No. of Equity Shares	Face value per Share (Rs.)	Acquisition/Transfer price (Rs.)
23.06.2015	Transfer by Shatrughan Vijlani to Ms. Priyanka Vijlani	1061	10	Nil
23.06.2015	Transfer by Kalpana Vijlani to Ms. Priyanka Vijlani	1061	10	Nil
23.06.2015	Transfer by Prachi Vijlani to Ms. Priyanka Vijlani	6123	10	Nil
23.06.2015	Transfer by Nand Hemrajani to Ms. Priyanka Vijlani	1123	10	Nil
23.06.2015	Transfer by Neelam Hemrajani to Ms. Priyanka Vijlani	1061	10	Nil
23.06.2015	Transfer by Sandeep Kumar to Ms. Priyanka Vijlani	1061	10	Nil

20. Our Company has not raised any bridge loans against the proceeds of this Offer.
21. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed in paragraph on "Basis of Allotment" on page 159 of this Draft Prospectus.
22. An over-subscription to the extent of 10% of the Offer can be retained for the purpose of rounding off while finalizing the basis of allotment to the nearest integer during finalizing the allotment, subject to minimum allotment lot.
- Consequently, the actual allotment may go up by a maximum of 10% of the Offer, as a result of which, the post Offer paid up capital after the Offer would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased to ensure that 20% of the post Offer paid-up capital is locked-in.
23. As on date of filing of this Draft Prospectus, the entire issued share capital of our Company is fully paid-up. The Equity Shares offered through this Offer will be fully paid up.
24. On the date of filing the Draft Prospectus, there are no outstanding financial instruments or any other rights that would entitle the existing Promoters or shareholders or any other person any option to receive Equity Shares after the Offer.
25. Our Company has not issued any Equity Shares out of revaluation reserves and not issued any bonus shares out of capitalization of revaluation reserves.
26. Lead Manager to the Offer viz. First Overseas Capital Limited does not hold any Equity Shares of our Company.
27. Our Company has not revalued its assets since incorporation.
28. Our Company has not made any public issue since incorporation.

29. There will be only one denomination of the Equity Shares of our Company unless otherwise permitted by law, our Company shall comply with such disclosure, and accounting norms as may be specified by SEBI from time to time.
30. There will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, and rights issue or in any other manner during the period commencing from submission of this Draft Prospectus until the Equity Shares to be issued pursuant to the Offer have been listed.
31. Except as disclosed in the Draft Prospectus, our Company presently does not have any intention or proposal to alter its capital structure for a period of six (6) months from the date of opening of the Offer, by way of spilt/consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise. However, during such period or a later date, it may issue Equity Shares or securities linked to Equity Shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.
32. Our Company does not have any ESOS/ESPS scheme for our employees and we do not intend to allot any shares to our employees under ESOS/ESPS scheme from the proposed Offer. As and when, options are granted to our employees under the ESOP scheme, our Company shall comply with the SEBI (Employee Stock Option Scheme and Employees Stock Purchase Plan) Guidelines 1999.
33. An investor cannot make an application for more than the number of Equity Shares offered in this Offer, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
34. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Offer.
35. Our Company has Seven (7) members as on the date of filing of this Draft Prospectus.

### OBJECTS OF THE OFFER

The Objects of the Offer are to achieve the benefits of listing the Equity Shares on the Stock Exchanges and to carry out the sale of 8,50,000 Equity shares by the Selling Shareholder. We believe that the Listing of our Equity Shares will enhance our visibility and brand name and provide liquidity to the existing shareholders. The other objects of the Offer also include creating a public trading market for the Equity shares of our company by listing them on BSE.

Our Company will not receive any Proceeds from the Offer.

We confirm that the activities which we have been carrying out till date are in accordance with the object clause of our Memorandum of Association.

#### Offer Expenses

The estimated Offer related expenses includes Lead Manager Fee, Underwriting and Selling Commissions, Printing and Distribution Expenses, Legal Fee, Advertisement Expenses, Registrar's Fees, Depository Fee and Listing Fee and all other incidental and miscellaneous expenses for listing the Equity shares on the Stock Exchange. All expenses with respect to the offer will be paid by the Selling Shareholder. Payments, if any, made by our Company in relation to the offer shall be on behalf of the Selling Shareholder and such payments will be reimbursed by the Selling Shareholder to our company. However, expenditure with respect to listing fees and market making charges will be paid by our Company. The break-up for the Offer expenses is as follows:

(Rs. In lacs)

Particulars	Amount (Rs. in Lacs)	% of Total Offer Expenses	% of Total Offer Size
Offer management fees including fees and reimbursements of Market Making fees, selling commissions, brokerages, and payment to other intermediaries such as Legal Advisors, Registrars and other out of pocket expenses.	12.00	60.00	14.12
Printing & Stationery, Distribution, Postage, etc	2.00	10.00	2.35
Advertisement & Marketing Expenses	1.50	7.50	1.76
Regulatory & other expenses	3.00	15.00	3.53
Miscellaneous Expenses	1.50	7.50	1.76
<b>Total</b>	<b>20.00</b>	<b>100.00</b>	<b>23.53</b>

#### Monitoring of Offer proceeds

Since this is an Offer for Sale and our company will not receive any proceeds from the Offer, our Company is not required to appoint a monitoring agency for the Offer.



**BASIC TERMS OF THE OFFER**

The Equity Shares, now being offered for Sale, are subject to the terms and conditions of this Draft Prospectus, Application form, Confirmation of Allocation Note (CAN), the Memorandum and Articles of Association of our Company, the guidelines for listing of securities issued by the Government of India and SEBI (ICDR) Regulations, 2009, the Depositories Act, Stock Exchanges, RBI, ROC and/or other authorities as in force on the date of the Offer and to the extent applicable. In addition, the Equity Shares shall also be subject to such other conditions as may be incorporated in the Share Certificates, as per the SEBI (ICDR) Regulations, 2009 notifications and other regulations for the issue of capital and listing of securities laid down from time to time by the Government of India and/or other authorities and other documents that may be executed in respect of the Equity Shares.

The present Offer has been authorized pursuant to a resolution of our Board dated 14<sup>th</sup> July, 2015.

Face Value	Each Equity Share shall have the face value of Rs.10/- each.
Offer Price	Each Equity Share is being offered at a price of Rs. 10/- each and is at par or one (1) time of the Face Value.
Market and Trading Lot	The Market lot and Trading lot for the Equity Share is 10,000 (Ten Thousand) and the multiple of 10,000 subject to a minimum allotment of 10,000 Equity Shares to the successful applicants.
Terms of Payment	100% of the Offer price of Rs. 10/- shall be payable on Application. For more details please refer to Offer Procedure page 152 of this Draft Prospectus.
Ranking of the Equity Shares	The Equity Shares shall be subject to the Memorandum and Articles of Association of our Company and shall rank pari passu in all respects including dividends with the existing Equity Shares of our Company.

**MINIMUM SUBSCRIPTION**

In terms of the SEBI ICDR Regulations the requirement for minimum subscription is not applicable to an Offer for sale subject to condition that the Company allots Equity Shares constituting at least 25% of the post-Offer capital to the public. However in accordance with Regulation 106P(1) of SEBI ICDR Regulations, the Offer being made is 100% underwritten and the details have been disclosed on page 30 of this Draft Prospectus.

If the Company does not receive the subscription of 100% of the Offer through this offer document including devolvement of Underwriters within sixty days from the date of closure of the Offer, the Company and the Selling Shareholder shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days from the date on which our Company and the Selling Shareholder becomes liable to pay the amount, our Company and the Selling Shareholder shall pay interest as prescribed under Section 39 of the Companies Act, 2013.

Any expense incurred by our Company on behalf of the Selling Shareholder with regard to refunds, interest for delays etc., for the Equity Shares being offered in the Offer, will be reimbursed by the Selling Shareholder to our Company.

## BASIS FOR OFFER PRICE

Investors should read the following summary with the section titled “Risk Factors”, the details about our Company under the section titled “Our Business” and its financial statements under the section titled “Financial Information” beginning on page 10, 68 and 96 respectively of this Draft Prospectus. The trading price of the Equity Shares of our Company could decline due to these risks and the investor may lose all or part of his investment.

The Offer Price has been determined by our Company and Selling Shareholder in consultation with the LM on the basis of on the basis of assessment of market demand and on the basis of the following qualitative and quantitative factors for the Equity Shares offered. The face value of the Equity Shares is Rs.10.00 each and the Offer Price is Rs. 10.00 which is 1 (one) time or at par of the face value.

### QUALITATIVE FACTORS

Some of the qualitative factors, which form the basis for computing the Offer Price, are:

#### ***Established operations and proven track record***

We have established operations and in the past we have been successfully served varied range of clientele.

#### ***Strong and stable management team with proven ability***

We have experienced management team with established processes. We believe that our management team has a long-term vision and has proven its ability to achieve long-term growth of the Company. Our Promoters have sufficient experience in financial sector. We believe that the strength of our management team and their understanding will enable us to continue to take advantage of current and future market opportunities.

#### ***Strong professional and execution team allows the Company to develop a strong business***

Our Company has a team of able and experienced professionals with ability to actively manage funding operations. This coupled with proven promoter track record allows the Company to rapidly grow its client portfolio and business.

#### ***Bouquet of financial products and services:***

Our Company offer various financial services and products ranging from providing financial advisory & consultancy services, providing funding solutions through debt and equity to cater to the specific needs of our clients. We believe that our presence in diverse lines of business enables us to reduce risks arising from service and client concentration.

#### ***Cordial relations with our clients***

Our record has helped us to build strong relationships with our clients for efficient and timely execution of assignments.

## QUANTITATIVE FACTORS

Information presented in this section is derived from our restated financial statements certified by the Statutory Auditors of the Company.

### 1. Basic Earning Per Equity Share (EPS) (on Face value of Rs. 10 per share)

Year	Earnings per Share (Rs.)	Weight
FY 2012-13	(0.10)	1
FY 2013-14	0.79	2
FY 2014-15	3.37	3
<b>Weighted Average</b>	<b>1.93</b>	
Audited Period ended 30.06.2015	<b>1.12</b>	

- EPS Calculations have been done in accordance with Accounting Standard 20-“Earning per Share” issued by the Institute of Chartered Accountants of India.
- Basic earnings per share are calculated by dividing the net profit after tax by the weighted average number of Equity Shares outstanding during the period. Weighted Average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year/period adjusted by the number of Equity Shares issued during year/period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.
- For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares except where the results are anti-dilutive.

### 2. Price / Earnings Ratio (P/E) in relation to the Offer Price Rs. 10.00

- Based on fiscal year as on 31<sup>st</sup> March, 2015; at EPS of Rs. 3.37 as per Restated Financial Statements, the P/E ratio is 2.97.
- Based on weighted average EPS of Rs. 1.93 as per Restated Financial Statements, the P/E ratio is 5.18.
- Industry PE:

Industry- Finance & Investments	P/E
Highest	241.9
Lowest	2.2
Industry Composite	22.1

\*Source: Capital Market Volume XXX/13 Aug 17-30, 2015;

### 3. Return on Net Worth

Year	RONW (%)	Weight
FY 2012-13	(1.01)	1
FY 2013-14	6.12	2
FY 2014-15	19.80	3
<b>Weighted Average</b>	<b>11.77</b>	
Audited Period ended 30.06.2015	<b>1.49</b>	

**4. Net Asset Value per Equity Share**

Sr. No.	Particulars	(Rs.)
a)	As on 30 <sup>th</sup> June, 2015	16.19
b)	After Offer	16.19*
c)	Offer Price	10.00

\*There is no change in the NAV after the Offer as the Offer is by way of offer for sale by the Selling Shareholder.

**5. Peer Group Comparison of Accounting Ratios**

Name of Company	Face Value (Rs.)	EPS (Rs.)	P/E Ratio	NAV (Rs.)	RONW (%)
Navigant Corporate Advisors Limited	10	3.37	2.97	16.19	19.80
GCM Capital Advisors Limited*	10	0.01	7390	20.26	0.07
Sangam Advisors Limited*	10	0.08	193.75	10.07	0.81

\* Source: BSE Limited and Research

6. The face value of our shares is Rs.10/- per share and the Offer Price is of Rs. 10 per share is 1.00 (One) time or at par of the face value.
7. The Company in consultation with the Lead Manager believes that the Offer Price of Rs. 10.00 per share for the Offer is justified in view of the above parameters. The investors may also want to peruse the risk factors and financials of the company including important profitability and return ratios, as set out in the Auditors' Report in the offer Document to have more informed view about the investment proposition.



**STATEMENT OF TAX BENEFITS**

To,  
Board of Directors,  
Navigant Corporate Advisors Limited  
Office No. 6, Ground Floor,  
Bnadukwala Building, British Hotel Lane,  
Fort, Mumbai-400 001

Dear Sirs,

**Sub: Statement of Possible Tax Benefits Available to the Company and its shareholders**

We hereby report that the enclosed statement provides the possible tax benefits available to the Company and to the shareholders of the Company under the Income tax Act, 1961(Provisions of Finance Act, 2015), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company faces in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed statement are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax-advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

We do not express any opinion or provide any assurance as to whether:

- i. Company or its shareholders will continue to obtain these benefits in future; or
- ii. The conditions prescribed for availing the benefits has been/ would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

No assurance is given that the revenue authorities will concur with the views expressed herein.

For **M.S. Jhanwar & Co.**  
**Chartered Accountants**

Sd/-

**Tirupati Murarka**  
**Partner**  
**M. No. 143830**

Date: 07.08.2015  
Place: Mumbai

THE FOLLOWING KEY TAX BENEFITS ARE AVAILABLE TO NAVIGANT CORPORATE ADVISORS LIMITED AND THE SHAREHOLDERS UNDER THE CURRENT DIRECT TAX LAWS IN INDIA.

**A) SPECIAL TAX BENEFITS AVAILABLE TO OUR COMPANY AND ITS SHAREHOLDERS**

- I. **Special Benefits available to the Company:** There are no special tax benefits available to the Company.
- II. **Special Benefits available to the Shareholders of Company:** There are no special tax benefits available to the Equity

**B) OTHER GENERAL TAX BENEFITS TO THE COMPANY AND ITS SHAREHOLDERS**

The following tax benefits shall be available to the Company and its Shareholders under Direct tax law

Under the Income-Tax Act, 1961 (“the Act”):

**I. Benefits available to the Company**

1. **Depreciation:** As per the provisions of Section 32 of the Act, the Company is eligible to claim depreciation on tangible and specified intangible assets (held if any) as explained in the said section and the relevant Income Tax rules there under.
2. **Dividend Income :** Dividend income, if any, received by the Company from its investment in shares of another domestic Company will be exempt from tax under Section 10(34) read with Section 115-O of the Income Tax Act, 1961.
3. **Income from Mutual Funds / Units:** As per section 10(35) of the Act, the following income shall be exempt in the hands of the Company:
  - ✓ Income received in respect of the units of a Mutual Fund specified under clause (23D) of section 10; or
  - ✓ Income received in respect of units from the Administrator of the specified undertaking; or
  - ✓ Income received in respect of units from the specified company.

However, this exemption does not apply to any income arising from transfer of units of the Administrator of the specified undertaking or of the specified company or of a mutual fund, as the case may be.

For this purpose (i) –Administrator means the Administrator as referred to in section 2(a) of the Unit Trust of India (Transfer of Undertaking and Repeal) Act, 2002 and (ii) –Specified Company means a company as referred to in section 2(h) of the said Act.

4. **Income from Long Term Capital Gain:** As per section 10(38) of the Act, long term capital gains arising to the Company from the transfer of a long-term capital asset, being an equity share in a company or a unit of an equity oriented fund where such transaction is chargeable to securities transaction tax would not be liable to tax in the hands of the Company.

For this purpose, –Equity Oriented Fund means a fund -

- a) Where the investible funds are invested by way of equity shares in domestic companies to the extent of more than sixty five percent of the total proceeds of such funds; and
  - b) Which has been set up under a scheme of a Mutual Fund specified under section 10(23D) of the Act.
5. As per section 115JB, the Company will not be able to reduce the income to which the provisions of section 10(38) of the Act apply while calculating –book profits under the provisions of section 115JB of the Act and will be required to pay.

Minimum Alternative Tax as follows-

Book Profit	AY 2016-2017		
	Tax	Surcharge	Cess
If book profit is less than or equal to Rs. 1 Crore	18.5%	-	3%
If book profit is more than 1 crore but does not exceed Rs. 10 crore	18.5%	5%	3%
If book profit is more than Rs. 10 Crore	18.5%	10%	3%

6. Section 14A of the Act restricts claim for deduction of expenses incurred in relation to incomes which do not form part of the total income under the Act. Thus, any expenditure incurred to earn tax exempt income is not tax deductible.
7. As per the provisions of Section 112 of the Income Tax Act, 1961, long-term capital gains as computed above that are not exempt under Section 10(38) of the Income Tax Act, 1961 would be subject to tax at a rate of 20 percent (plus applicable surcharge plus education cess plus secondary and higher education cess). However, as per the provision to Section 112(1), if the tax on long-term capital gains resulting on transfer of listed securities or units, calculated at the rate of 20 percent with indexation benefit exceeds the tax on long-term capital gains computed at the rate of 10 percent without indexation benefit, then such gains are chargeable to tax at a concessional rate of 10 percent (plus applicable surcharge plus education cess plus secondary and higher education cess).
8. As per section 54EC of the Act and subject to the conditions and to the extent specified therein, long term capital gains (in cases not covered under section 10(38) of the Act) arising on the transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested in a –long -term specified asset within a period of 6 months after the date of such transfer. If only a part of the capital gains is invested, the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gain. Provided that the investment made in the long-term specified asset during any financial year does not exceed Fifty Lac rupees. Provided further that the investment made by an assessee in the long-term specified asset, from capital gains arising from transfer of one or more original assets, during the financial year in which the original asset or assets are transferred and in the subsequent financial year does not exceed fifty lakh rupees. However, if the assessee transfers or converts the long-term specified asset into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the long-term specified asset is transferred or converted into money.

A long term specified asset means any bond, redeemable after three years and issued on or after the 1st day of April 2006:

- a) by the National Highways Authority of India constituted under section 3 of the National Highways Authority of India Act, 1988, and notified by the Central Government in the Official Gazette for the purposes of this section; or
  - b) by the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, and notified by the Central Government in the Official Gazette for the purposes of this section.
9. As per section 111A of the Act, short-term capital gains arising to the Company from the sale of equity share or a unit of an equity oriented fund transacted through a recognized stock exchange in India, where such transaction is chargeable to securities transaction tax, will be taxable at the rate of 15% (plus applicable surcharge plus education cess plus secondary and higher education cess)

- 10. Preliminary Expenses:** Under Section 35D of the Act, the company will be entitled to the deduction equal to 1/5th of the Preliminary expenditure of the nature specified in the said section, including expenditure incurred on present issue, such as Brokerage and other charges by way of amortization over a period of 5 successive years, subject to stipulated limits.
- 11. Credit for Minimum Alternate Taxes (“MAT”) :** Under Section 115JAA (2A) of the Income Tax Act, 1961, tax credit shall be allowed in respect of any tax paid (MAT) under Section 115JB of the Income Tax Act, 1961 for any Assessment Year commencing on or after April 1, 2006. Credit eligible for carry forward is the difference between MAT paid and the tax computed as per the normal provisions of the Income Tax Act, 1961. Such MAT credit shall not be available for set-off beyond 10 assessment years immediately succeeding the assessment year in which the MAT credit initially arose.

**II. Benefits to the Resident Shareholders of the Company under the Income-Tax Act, 1961:**

1. As per section 10(34) of the Act, any income by way of dividends referred to in Section 115-O (i.e. dividends declared, distributed or paid on or after 1 April 2003) received on the shares of the Company is exempt from tax in the hands of the shareholders.
2. Section 48 of the Act, which prescribes the mode of computation of capital gains, provides for deduction of cost of acquisition/improvement and expenses incurred in connection with the transfer of a capital asset, from the sale consideration to arrive at the amount of capital gains. However, in respect of long-term capital gains, it offers a benefit by permitting substitution of cost of acquisition / improvement with the indexed cost of acquisition / improvement, which adjusts the cost of acquisition / improvement by a cost inflation index as prescribed from time to time.

Under Section 10(38) of the Income Tax Act, 1961, long-term capital gains arising to a shareholder on transfer of equity shares in the company would be exempt from tax where the sale transaction has been entered into on a recognized stock exchange of India and is liable to STT. However, the long-term capital gain of a shareholder being company shall be subject to income tax computation on book profit under section 115JB of the Income Tax, 1961.

3. Section 14A of the Act restricts claim for deduction of expenses incurred in relation to incomes which do not form part of the total income under the Act. Thus, any expenditure incurred to earn tax exempt income is not tax deductible.
4. As per section 112 of the Act, if the shares of the company are listed on a recognized stock exchange, taxable long-term capital gains, if any, on sale of the shares of the Company (in cases not covered under section 10(38) of the Act) would be charged to tax at the rate of 20% (plus applicable surcharge plus education cess plus secondary and higher education cess) after considering indexation benefits or at 10% (plus applicable surcharge plus education cess plus secondary and higher education cess) without indexation benefits, whichever is less.
5. As per section 54EC of the Act and subject to the conditions and to the extent specified therein, long term capital gains (in cases not covered under section 10(38) of the Act) arising on the transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested in a –long -term specified asset within a period of 6 months after the date of such transfer. If only a part of the capital gains is invested, the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gain. Provided that the investment made in the longterm specified asset during any financial year does not exceed Fifty Lac rupees. Provided further that the investment made by an assessee in the long-term specified asset, from capital gains arising from transfer of one or more original assets, during the financial year in which the original asset or assets are transferred and in the subsequent financial year does not exceed fifty lakh rupees. However, if the assessee transfers or converts the long-term specified asset into money within a



period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the long-term specified asset is transferred or converted into money.

A long term specified asset means any bond, redeemable after three years and issued on or after the 1st day of April 2006:

- a) by the National Highways Authority of India constituted under section 3 of the National Highways Authority of India Act, 1988, and notified by the Central Government in the Official Gazette for the purposes of this section; or
  - b) by the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, and notified by the Central Government in the Official Gazette for the purposes of this section.
6. Under Section 54F of the Income Tax Act, 1961 and subject to the conditions specified therein, long term capital gains (other than those exempt from tax under Section 10(38) of the Income Tax Act, 1961) arising to an Individual or a Hindu Undivided Family ('HUF') on transfer of shares of the company will be exempt from capital gains tax subject to certain conditions, if the net consideration from transfer of such shares are used for purchase of residential house property within a period of 1 year before or 2 years after the date on which the transfer took place or for construction of a residential house property within a period of 3 years after the date of such transfer.
  7. Under Section 111A of the Income Tax Act, 1961 and other relevant provisions of the Income Tax Act, 1961, short-term capital gains (i.e., if shares are held for a period not exceeding 12 months) arising on transfer of equity share in the company would be taxable at a rate of 15 percent (plus applicable surcharge plus education cess plus secondary and higher education cess) where such transaction of sale is entered on a recognized stock exchange in India and is liable to STT. Short-term capital gains arising from transfer of shares in a Company, other than those covered by Section 111A of the Income Tax Act, 1961, would be subject to tax as calculated under the normal provisions of the Income Tax Act, 1961.
  8. As per section 36(1)(xv) of the Act, the securities transaction tax paid by the shareholder in respect of taxable securities transactions entered in the course of the business will be eligible for deduction from the income chargeable under the head –Profits and Gains of Business or Profession if income arising from taxable securities transaction is included in such income.

### **III. Non-Resident Indians/Non-Resident Shareholders (Other than FIIs and Foreign Venture Capital Investors)**

1. Dividend income, if any, received by the Company from its investment in shares of another domestic company will be exempt from tax under Section 10(34) read with Section 115-O of the Income Tax Act, 1961. Income, if any, received on units of a Mutual Funds specified under Section 10(23D) of the Income Tax Act, 1961 will also be exempt from tax under Section 10(35) of the Income Tax Act, 1961, received on the shares of the Company is exempt from tax.
2. As per section 10(38) of the Act, long-term capital gains arising to the shareholders from the transfer of a long-term capital asset being an equity share in the Company, where such transaction is chargeable to securities transaction tax would not be liable to tax in the hands of the shareholder.
3. Section 14A of the Act restricts claim for deduction of expenses incurred in relation to incomes which do not form part of the total income under the Act. Thus, any expenditure incurred to earn tax exempt income is not tax deductible.
4. As per section 54EC of the Act and subject to the conditions and to the extent specified therein, long term

capital gains (in cases not covered under section 10(38) of the Act) arising on the transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested in a –long -term specified asset within a period of 6 months after the date of such transfer. If only a part of the capital gains is invested, the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gain. Provided that the investment made in the longterm specified asset during any financial year does not exceed Fifty Lac rupees. Provided further that the investment made by an assessee in the long-term specified asset, from capital gains arising from transfer of one or more original assets, during the financial year in which the original asset or assets are transferred and in the subsequent financial year does not exceed fifty lakh rupees. However, if the assessee transfers or converts the long-term specified asset into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the long-term specified asset is transferred or converted into money.

A long term specified asset means any bond, redeemable after three years and issued on or after the 1st day of April 2006:

- a) by the National Highways Authority of India constituted under section 3 of the National Highways Authority of India Act, 1988, and notified by the Central Government in the Official Gazette for the purposes of this section; or
  - b) by the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, and notified by the Central Government in the Official Gazette for the purposes of this section.
5. Under Section 54F of the Income Tax Act, 1961 and subject to the conditions specified therein, long term capital gains (other than those exempt from tax under Section 10(38) of the Income Tax Act, 1961) arising to an individual or a Hindu Undivided Family (‘HUF’) on transfer of shares of the Company will be exempt from capital gains tax subject to certain conditions, if the net consideration from transfer of such shares are used for purchase of residential house property within a period of 1 year before or 2 years after the date on which the transfer took place or for construction of a residential house property within a period of 3 years after the date of such transfer.
6. Under Section 111A of the Income Tax Act, 1961 and other relevant provisions of the Income Tax Act, 1961, short-term capital gains (i.e., if shares are held for a period not exceeding 12 months) arising on transfer of equity share in the Company would be taxable at a rate of 15 percent (plus applicable surcharge plus education cess plus secondary and higher education cess) where such transaction of sale is entered on a recognized stock exchange in India and is liable to STT. Short-term capital gains arising from transfer of shares in a company, other than those covered by Section 111A of the Income Tax Act, 1961, would be subject to tax as calculated under the normal provisions of the Income Tax Act, 1961.
7. Under section 115-C (e) of the Act, the Non-Resident Indian shareholder has an option to be governed by the provisions of Chapter XIIA of the Act viz. –Special Provisions Relating to Certain Incomes of Non -Residents which are as follows:
- i. As per provisions of section 115D read with section 115E of the Act, where shares in the Company are acquired or subscribed to in convertible foreign exchange by a Non-Resident Indian, capital gains arising to the nonresident on transfer of shares held for a period exceeding 12 months, shall (in cases not covered under section 10(38) of the Act) be concessionaly taxed at the flat rate of 10% (plus applicable surcharge plus education cess plus secondary and higher education cess) (without indexation benefit but with protection against foreign exchange fluctuation).
  - ii. As per section 115F of the Act, long-term capital gains (in cases not covered under section 10(38) of the Act) arising to a Non-Resident Indian from the transfer of shares of the company subscribed to in convertible foreign exchange shall be exempt from income tax, if the net consideration is reinvested in

specified assets within six months from the date of transfer. If only part of the net consideration is so reinvested, the exemption shall be proportionately reduced. The amount so exempted shall be chargeable to tax subsequently, if the specified assets are transferred or converted into money within three years from the date of their acquisition.

- iii. As per section 115G of the Act, Non-Resident Indians are not obliged to file a return of income under section 139(1) of the Act, if their only source of income is income from specified investments or long term capital gains earned on transfer of such investments or both, provided tax has been deducted at source from such income as per the provisions of Chapter XVII-B of the Act.
  - iv. As per section 115H of the Act, where the Non-Resident Indian becomes assessable as a resident in India, he may furnish a declaration in writing to the Assessing Officer, along with his return of income for the assessment year in which he is first assessable as a Resident, under section 139 of the Act to the effect that the provisions of the Chapter XII-A shall continue to apply to him in relation to such investment income derived from the specified assets for that year and subsequent assessment years until such assets are converted into money.
  - v. As per section 115-I of the Act, a Non-Resident Indian may elect not to be governed by the provision of Chapter XII-A for any assessment year by furnishing his return of income for that assessment year under section 139 of the Act, declaring therein that the provisions of Chapter XIIA shall not apply to him for that assessment year and accordingly his total income for that assessment year will be computed in accordance the other provisions of the Act.
8. The tax rates and consequent taxation mentioned above shall be further subject to any benefits available under the Tax Treaty, if any, between India and the country in which the non-resident has fiscal domicile. As per the provisions of section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the Tax Treaty to the extent they are more beneficial to the non-resident.

#### **IV. Foreign Institutional Investors (FIIs)**

1. Dividend income, if any, received by the Company from its investment in shares of another domestic company will be exempt from tax under Section 10(34) read with Section 115-O of the Income Tax Act, 1961. Income, if any, received on units of a Mutual Funds specified under Section 10(23D) of the Income Tax Act, 1961 will also be exempt from tax under Section 10(35) of the Income Tax Act, 1961 received on the shares of the Company is exempt from tax.
2. As per section 10(38) of the Act, long-term capital gains arising to the FIIs from the transfer of a long term capital asset being an equity share in the Company or a unit of equity oriented fund where such transaction is chargeable to securities transaction tax would not be liable to tax in the hands of the FIIs. As per section 115AD of the Act, FIIs will be taxed on the capital gains that are not exempt under the section 10(38) of the Act at the following rates:

Nature of Income	Rate of Tax
Long Term Capital Gain	10
Short-Term Capital Gain (Referred to Section 111A)	15
Short-Term Capital Gain (other than under section 111A)	30%

The above tax rates have to be increased by the applicable surcharge, education cess, and secondary and higher education cess.

3. In case of long-term capital gains, (in cases not covered under section 10(38) of the Act), the tax is levied on the capital gains computed without considering the cost indexation and without considering foreign exchange fluctuation.
4. As per section 54EC of the Act and subject to the conditions and to the extent specified therein, long term capital gains (in cases not covered under section 10(38) of the Act) arising on the transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested in a –long -term specified asset<sup>□</sup> within a period of 6 months after the date of such transfer. If only a part of the capital gains is invested, the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gain. Provided that the investment made in the long-term specified asset during any financial year does not exceed Fifty Lac rupees. Provided further that the investment made by an assessee in the long-term specified asset, from capital gains arising from transfer of one or more original assets, during the financial year in which the original asset or assets are transferred and in the subsequent financial year does not exceed fifty lakh rupees. However, if the assessee transfers or converts the long-term specified asset into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the long-term specified asset is transferred or converted into money.

A long term specified asset means any bond, redeemable after three years and issued on or after the 1st day of April 2006:

- a) by the National Highways Authority of India constituted under section 3 of the National Highways Authority of India Act, 1988, and notified by the Central Government in the Official Gazette for the purposes of this section; or
  - b) by the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, and notified by the Central Government in the Official Gazette for the purposes of this section.
5. The tax rates and consequent taxation mentioned above shall be further subject to any benefits available under the Tax Treaty, if any, between India and the country in which the FII has fiscal domicile. As per the provisions of section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the Tax Treaty to the extent they are more beneficial to the FII.
  6. However, where the equity shares form a part of its stock-in-trade, any income realized in the disposition of such equity shares may be treated as business profits, taxable in accordance with the DTAA between India and the country of tax residence of the FII. The nature of the equity shares held by the FII is usually determined on the basis of the substantial nature of the transactions, the manner of maintaining books of account, the magnitude of purchases, sales and the ratio between purchases and sales and the holding etc. If the income realized from the disposition of equity shares is chargeable to tax in India as business income, FII's could claim, STT paid on purchase/sale of equity shares as allowable business expenditure. Business profits may be subject to applicable Tax Laws.

#### **V. Venture Capital Companies/Funds:**

Under Section 10(23FB) of the Income Tax Act, 1961, any income of Venture Capital company / funds (set up to raise funds for investment in venture capital undertaking notified in this behalf) registered with the Securities and Exchange Board of India would be exempt from income tax, subject to conditions specified therein. As per Section 115U of the Income Tax Act, 1961, any income derived by a person from his investment in venture capital companies / funds would be taxable in the hands of the person making an investment in the same manner as if it were the income received by such person had the investments been made directly in the venture capital undertaking.

## VI. Mutual Funds

As per Section 10(23D) of the Act, any income of Mutual Funds registered under the Securities and Exchange Board of India Act, 1992 or Regulations made there under, Mutual Funds set up by public sector banks or public financial institutions and Mutual Funds authorized by the Reserve Bank of India would be exempt from income tax, subject to such conditions as the Central Government may by notification in the Official Gazette specify in this behalf.

### **Tax Treaty Benefits**

An investor has an option to be governed by the provisions of the Income Tax Act, 1967 or the provisions of a Tax Treaty that India has entered into with another country of which the investor is a tax resident, whichever is more beneficial.

**Benefits available under the Gift Tax Act:** Gift tax is not leviable in respect of any gifts made on or after 1st October 1998. Therefore, any gift of shares of the Company will not attract gift tax in the hands of the donor.

### **Notes:**

1. The above Statement of Possible Direct Tax Benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of equity shares;
2. The above Statement of Possible Direct Tax Benefits sets out the possible tax benefits available to the Company and its shareholders under the current tax laws presently in force in India as amended from time to time. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws;
3. This Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue;
4. In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile; and
5. The stated benefits will be available only to the sole/first named holder in case the shares are held by joint shareholders.

## SECTION IV

### ABOUT OUR COMPANY

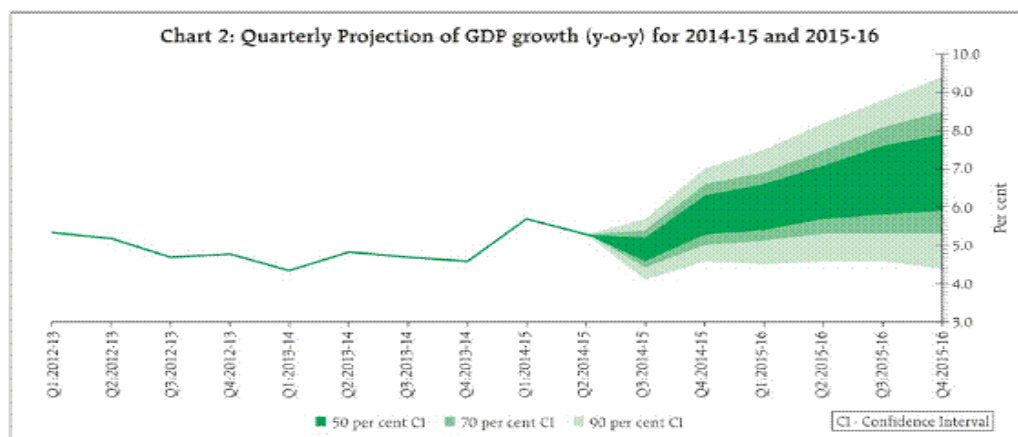
#### INDUSTRY OVERVIEW

*(The information in this chapter has been extracted from publicly available documents prepared by various sources etc. This data has not been prepared or independently verified by us or the Lead Manager or any of their or our respective affiliates or advisors. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section titled “Risk Factors” on 9of this Draft Prospectus. Accordingly, investment decisions should not be based on such information)*

#### INDUSTRY OVERVIEW

##### Overview of the Indian Economy

The Indian economy is ranked fourth in the world, on purchasing power parity basis, after United States, China and Japan (Source: <https://www.cia.gov/library/publications/the-world-factbook/geos/in.html>). In India, GDP growth is expected to accelerate to 7.5% in fiscal year 2015/16. It could reach 8% in FY 2017/18, on the back of significant acceleration of investment growth to 12% during FY 2016-FY 2018, forecasted by the World Bank in its semi-annual report.



Growth in the Indian economy had been shifting down from 9.6 per cent in Q4 of 2010-11. It troughed around 4.4 per cent for three quarters from Q3 of 2012-13 to Q1 of 2013-14. Since then there are signs of growth bottoming out with marginal improvement recorded during Q2 and Q3 of 2013-14 to 4.8 and 4.7 per cent respectively. However, this improvement has been feeble and clear signs of recovery are yet to emerge, even as the economy seems to be gearing for a modest recovery during 2014-15.

#### OVERVIEW OF FINANCIAL SERVICES INDUSTRY IN INDIA

India has a diversified financial sector, which is undergoing rapid expansion. The sector comprises commercial banks, insurance companies, non-banking financial companies, co-operatives, pension funds, mutual funds and other smaller financial entities. The financial sector in India is predominantly a banking sector with commercial banks accounting for more than 60 per cent of the total assets held by the financial system.

India's services sector has always served the country's economy well, accounting for about 57 per cent of the gross domestic product (GDP). In this regard, the financial services sector has been an important contributor.

The Government of India has introduced reforms to liberalise, regulate and enhance this industry. At present, India is undoubtedly one of the world's most vibrant capital markets. Challenges remain, but the future of the sector looks good. The advent of technology has also aided the growth of the industry. About 75 per cent of the insurance policies sold by 2020 would, in one way or another, be influenced by digital channels during the pre-purchase, purchase or renewal stages, as per a report by Boston Consulting Group (BCG) and Google India.

### Capital Markets

The year 2013-14 reaped accomplishments for Indian securities markets with benchmark indices, BSE Sensex and NSE Nifty registering all-time highs in the wake of high volatility observed throughout the year due to global headwinds.

Indian stock markets extended their record breaking spree with the Sensex hitting a new peak and closing 22,386 on March 31, 2014, breaching the 20,000 mark touched during 2012-13. Nifty, too, crossed the 6,000 mark of 2012-13 and logged to a new lifetime high by closing at 6,704 on March 31, 2014. While Sensex observed a growth of 18.8 percent, Nifty recorded a growth of 18.0 percent.

The market capitalisation of BSE stood at Rs. 74,15,296 crore as on last trading day of March 2014 as against Rs. 63,87,887 crore at end-March 2013 while its ratio to GDP stood at 65.3 percent for 2013-14. The market capitalisation of NSE was Rs. 72,77,720 crore at end-March 2014 compared to Rs. 62,39,035 crore as of end-March 2013 while its ratio to GDP stood at 64.1 percent for 2013-14. The third national level stock exchange, MCX-SX, recorded a market captilisation of Rs. 72,39,670 crore in 2013-14 and its ratio to GDP at 64.0 percent. The demat statistics at depositories, NSDL and CDSL exhibited an accelerating trend in terms of number of demat accounts and demat quantity. The number of demat accounts at CDSL and NSDL witnessed a growth of 5.4 percent and 2.9 percent respectively over the previous year. Moreover, the number of listed companies at NSE and BSE continued to rise. **Source: SEBI Annual Report 2013-2014**

No. of Listed Companies:

Year	No. of Companies Listed		
	NSE	BSE	MCX-SX
2011-12	1,646	5,133	NA
2012-13	1,666	5,211	0
2013-14	1,688	5,336	12

*Source: NSE, BSE and MCX-SX*

### Primary Securities Market

In 2013-14, primary markets rebounded with enhanced figures in resource mobilisation. The upbeat sentiment is consistent with the encouraging global cues and improving macroeconomic factors back at home. A host of factors like economic recovery, containment of twin deficits, adjustment of rupee exchange rate, fall in interest rates have all been influential in shaping the markets. While the first half of the financial year grappled with volatility emanating from international headwinds and domestic uncertainty, the second half saw a growth in external demand on the back of currency appreciation. Policy actions in India have strengthened the buffers and prevented Indian economy from the possible spillovers of the US Fed tapering and the Ukraine crisis. Investor confidence and optimism restored during the year mainly on account of performance of financial markets and facilitative policy actions by SEBI. Listing without an Initial Public Offer and trading of specified securities of small and medium enterprises (SMEs) including start-up companies on Institutional Trading Platform (ITP) in SME Exchanges, modifications in the formats for disclosures under regulation 29 (1), 29 (2) and 31 of SEBI (Substantial Acquisition

of Shares and Takeovers) Regulations, 2011 to ensure adequate disclosures are made to help investors were some measures aimed at bolstering the primary market activities. **Source: SEBI Annual Report 2013-2014**

### Secondary Securities Market

Secondary market witnessed volatility amidst global and domestic factors, but stock indices, Sensex and Nifty scaled new heights in 2013-14 as robust FII inflows and upbeat domestic market sentiment helped to overcome concerns over slowing economic growth and high inflation. Secondary markets, which serve as a barometer of the financial health of an Indian economy, entail continuous technological advancements accompanied by review of existing guidelines so as to maintain a competitive edge.

#### Growth of Turnover in Various Segments of Indian Stock Market

Year	Turnover (Rs. In Crore)			
	Cash Segment	Equity Derivatives	Currency Derivatives	Interest Rate Derivatives
2011-12	34,78,391	3,21,58,208	98,96,413	0
2012-13	32,57,087	3,87,04,572	87,10,504	0
2013-14	33,41,338	4,75,75,571	69,80,855	39,944

**Note:** Cash segment of MCX-SX commenced its operations from February 11, 2013

**Source:** BSE, NSE, MCX-SX and USE

**Source: SEBI Annual Report 2013-2014**

### ADVANTAGE INDIA

**2013:** National savings: USD683 billion

#### Growing demand:

- Rising incomes are driving the demand for financial services across income brackets
- Financial inclusion drive from RBI has expanded the target market to semi-urban and rural areas
- Investment corpus in Indian insurance sector can rise to USD1 trillion by 2025

#### Innovation:

- India benefits from a large cross-utilisation of channels to expand reach of financial services
- Product innovation is leading to healthy growth in Insurance and NBFCs

#### Growing penetration:

- Credit, insurance and investment penetration is rising in rural areas
- HNWI participation is growing in the wealth management segment
- Lower mutual fund penetration of 5-6 per cent reflects latent growth opportunities

#### Policy support:

- NRFIP aims at providing comprehensive financial services to at least 50 per cent of financially excluded rural households by end-2012 and the remaining by 2015
- Government is all set to approve new banking licenses and increase the FDI limit in the insurance sector
- Jan Dhan Yojana launched by Prime Minister to increase the penetration of financial services in country

**2019F:** National savings: USD1,272 billion

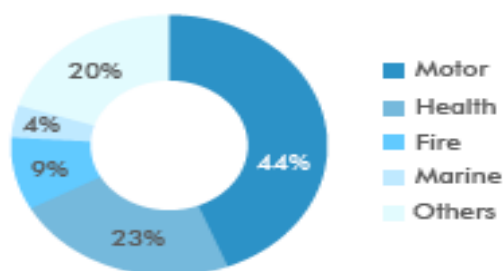


## MARKET OVERVIEW AND TRENDS

### Notable Trends in the Financial Services Sector:

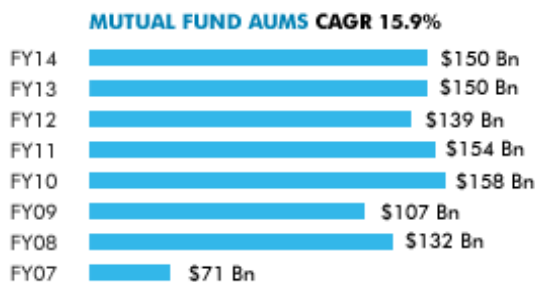
#### Insurance Sector

- New distribution channels such as bancassurance, online distribution and NBFCs have widened the reach and reduced operational costs
- The life insurance sector has witnessed the launch of innovative products such as Unit Linked Insurance Plans (ULIPs)
- Most general insurance public companies are planning to expand beyond Indian markets, especially in South-East Asia and the Middle East
- Motor insurance accounted for 44 per cent of the gross direct premiums earned in FY14



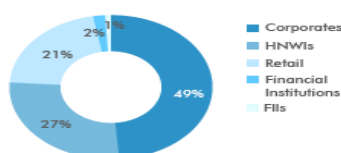
#### Mutual Fund

- India's AUM expanded at a CAGR of 15.9 per cent over FY07-14; total AUM stood at USD174.8 billion as of 30 September 2014
- In FY09, SEBI removed the entry load to bring about more transparency in commissions, encouraging longer-term investment
- In its effort to encourage investments from smaller cities, SEBI allowed AMC's to hike expense ratio up to 0.3 per cent on the condition of generating more than 30 per cent inflow from these cities
- Total AUM of the mutual fund industry clocked a CAGR of 15.9 per cent over FY07-14 to touch US\$ 150 billion.

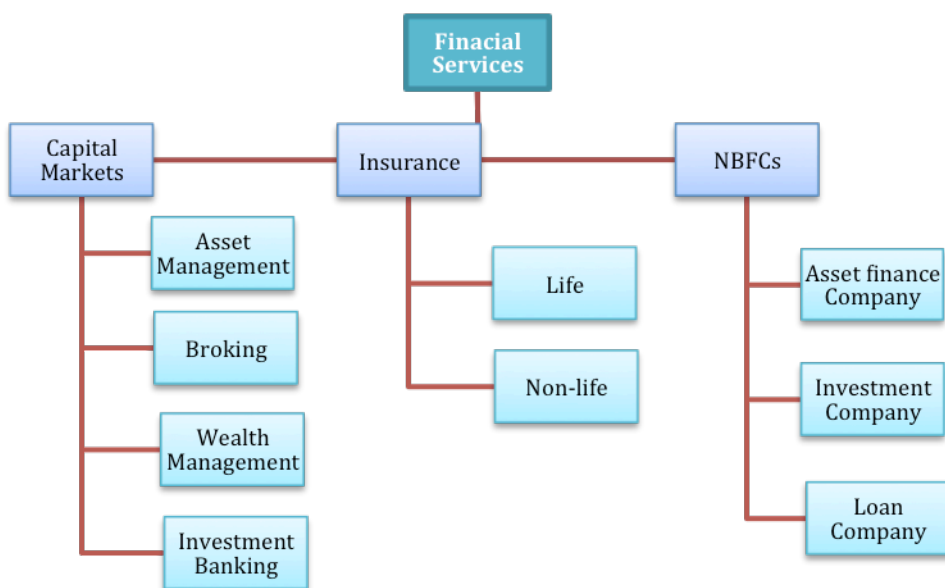


## NBFCs

- NBFCs have served the unbanked customers by pioneering into retail asset-backed lending, lending against securities and microfinance
- NBFCs aspire to emerge as a one-stop shop for all financial services
- The sector has witnessed moderate consolidation activities in recent years, a trend expected to continue in the near future
- New banking licence-related guidelines issued by RBI in early 2013 place NBFCs ahead in competition for licenses owing largely to their rural network
- RBI's decision to ban certification of new NBFCs for one year and act as correspondents for banks bodes well for the sector. These initiatives would widen customer reach as well as enable consolidation in the industry.
- Corporate investors account for around 49 per cent of total AUM in India.



### Segments of the Financial Services Sector



### Market Size

The size of banking assets in India reached US\$ 1.8 trillion in FY14 and is expected to touch US\$ 28.5 trillion by FY25.

The Association of Mutual Funds in India (AMFI) data show that assets of the mutual fund industry have hit an all-time high of about Rs 12 trillion (US\$ 189.83 billion). Equity funds had inflows of Rs 5,217 crore (US\$ 825.49 million), taking total inflows on a year-to-date basis to Rs 61,089 crore (US\$ 9.66 billion). Income funds and liquid

funds account for the largest proportion of AUM, with Income funds accounting for Rs 5.22 trillion (US\$ 82.59 billion) and equity funds accounting for Rs 3.06 trillion (US\$ 48.41 billion).

During 2013-14, the life insurance industry recorded a premium income of Rs 3.14 trillion (US\$ 49.67 billion), as against Rs 2.87 trillion (US\$ 45.39 billion) in the previous financial year, registering a growth of 9.4 per cent.

India's life insurance sector is the biggest in the world with about 36 crore policies, which are expected to increase at a compounded annual growth rate (CAGR) of 12-15 per cent over the next five years. The insurance industry is planning to hike penetration levels to five per cent by 2020, and could top the US\$ 1 trillion mark in the next seven years. The total market size of India's insurance sector is projected to touch US\$ 350-400 billion by 2020.

According to the recent data released by the Insurance Regulatory and Development Authority (IRDA), the gross direct premium underwritten by non-life insurance companies during 2013-14 was Rs 77,538.25 crore (US\$ 12.26 billion) compared to Rs 69,089 crore (US\$ 10.92 billion) in 2012-13. The gross direct premium underwritten during 2011-12 was Rs 58,119.71 crore (US\$ 9.19 billion). The non-life sector growth was 19 per cent in 2012-13 and 23 per cent in 2011-12.

India is the fifteenth largest insurance market in the world in terms of premium volume, and has the potential to grow exponentially in the coming years. Life insurance penetration in India is just 3.1 per cent of GDP, which has almost doubled since 2000. A fast growing economy, rising income levels and improving life expectancy rates are some of the many favourable factors that are likely to boost growth in the sector in the coming years.

Investment corpus in India's pension sector is expected to cross US\$ 1 trillion by 2025, following the passage of the Pension Fund Regulatory and Development Authority (PFRDA) Act 2013.

### **Investments/ Developments**

- India has moved a step closer to having a Singapore- or Dubai-like financial hub, with the Securities and Exchange Board of India (SEBI) approving a framework for international financial centres (IFCs)
- The RBI has allowed bonds issued by multilateral financial institutions like World Bank Group, the Asian Development Bank and the African Development Bank in India as eligible securities for interbank borrowing. The move will further develop the corporate bonds market, RBI said in a notification.
- Maharashtra's plans to promote Mumbai as a global financial centre have received further encouragement as Wall Street firm JPMorgan Chase & Co. and the Japanese government arm Japan External Trade Organization (JETRO) agreed to partner with the state government to hold road shows to attract financial services companies to Mumbai.
- Yes Bank Ltd has signed a memorandum of understanding (MoU) with the US government's development finance institution Overseas Private INVESTMENT Corp. (OPIC) to explore US\$ 220 million of financing to lend to micro, small and medium enterprises (MSMEs) in India, the bank said in a press release.
- Bandhan Financial Services Pvt. Ltd has raised Rs 1,600 crore (US\$ 252.97 million) from two international institutional investors to help convert its microfinance business into a full service bank.
- JP Morgan Asset Management (UK) Ltd, JP Morgan INVESTMENT Management Inc and JP Morgan Chase Bank NA, have acquired a 4.11 per cent stake in Mahindra & Mahindra Financial Services Ltd for Rs 113.75 crore (US\$ 17.98 million).

## Government Initiatives

Several measures have been outlined in the Union Budget 2014-15 that aim at reviving and accelerating investment which, inter alia, include fiscal consolidation with emphasis on expenditure reforms and continuation of fiscal reforms with rationalization of tax structure; fillip to industry and infrastructure, fiscal incentives and concrete measures for transport, power, and other urban and rural infrastructure; measures for promotion of foreign direct investment (FDI) in selected sectors, including defence manufacturing and insurance; and, steps to augment low cost long-term foreign borrowings by Indian companies. Fiscal reforms have been bolstered further by the recent deregulation of diesel prices. The launch of 'Make in India' global initiative is intended to invite both domestic and foreign investors to invest in India. The aim of the programme is to project India as an investment destination and develop, promote and market India as a leading manufacturing destination and as a hub for design and information. The programme further aims to radically improve the Ease of Doing Business, open FDI regime, improve the quality of infrastructure and make India a globally competitive manufacturing destination.

## Road Ahead

India is today one of the most vibrant global economies, on the back of robust banking and insurance sectors. The country is projected to become the fifth largest banking sector globally by 2020, as per a joint report by KPMG-CII. The report also expects bank credit to grow at a compound annual growth rate (CAGR) of 17 per cent in the medium term leading to better credit penetration. Life Insurance Council, the industry body of life insurers in the country also projects a CAGR of 12-15 per cent over the next few years for the financial services segment.

Also, the relaxation of foreign investment rules has received a positive response from the insurance sector, with many companies announcing plans to increase their stakes in joint ventures with Indian companies. Over the coming quarters there could be a series of joint venture deals between global insurance giants and local players.

## SWOT

### Strengths

- Well-managed workforce who have domain knowledge
- Provide choices to customers and independent advice
- Client ownership
- Adaptability of company in the fast changing environment
- Need base process / advise driven sales
- Lower response time with efficient and effective service
- Operational excellence and team work
- Duty of care
- Conducive business environment
- Integration one stop center services

### Weaknesses

- Higher taxes
- Manpower shortage
- Branding
- Financial resources / capital constraint due to payment delays from customers
- NATO ( know too much, think too much, no action)
- Complacency
- Flaunt business model
- Lack discipline & activities

- Identity crisis

### **Opportunities**

- Large Potential
- Rapid urbanization
- Consolidation of client portfolio
- Timeliness- right time, right people, right business environment, unlimited income potential
- Since the Stock Market and the Indian Economy are booming, more and more people are willing to invest and multiply their wealth

### **Threats**

- Institution competition
- External/offshore investment institution competition
- Survival
- Stricter compliance requirement from regulator (in fact turn to opportunity to win clients services with quality advice and solution provided)
- Increase cost of operating business with types of licenses/ continuous education hours to maintain yearly.

## OUR BUSINESS

*In this section, unless the context otherwise requires, a reference to "we", "us" and "our" refers to Navigant Corporate Advisors Limited. Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our restated financial information. This section should be read together with "Risk Factors" on page 10 and "Industry Overview" on page 60.*

### BUSINESS OVERVIEW

Our Company was originally incorporated in Mumbai as "S. P. Realtor Estate Limited" as on 21<sup>st</sup> May, 2012 as a private limited company under the provisions of Companies Act, 1956. It is registered in ROC Maharashtra. Our Company was incorporated with the intent to venture into real estate operations. However, later on, the company diversified its operations to corporate advisory and merchant banking allied activities by obtaining the approval of its members in their extra ordinary general meeting on 26<sup>th</sup> August, 2013 and correspondingly the name of the company was changed to "Navigant Corporate Advisors Private Limited" and a fresh certificate of incorporation dated 11<sup>th</sup> September, 2013 was issued. Our Company was converted in to a Public Limited Company and consequently the name was changed to "Navigant Corporate Advisors Limited " vide fresh certificate of incorporation dated 22<sup>nd</sup> January, 2015 issued by the Registrar of Companies, Maharashtra.

We are a boutique advisory firm based in Mumbai. We also register our presence across India through several well-established associate relations.

In a short span of time, we have progressed and holds a reputed position today. We have been able to usher our clients with our modern regime of advisory and financial services. We have wide associations with intermediaries of Capital & Debt Market in India.

We represent the spectrum of knowledge and experience as a one - stop financial and management advisory concern providing the whole gamut of corporate advisory services. Our focus is on integrated capital market advisory and financial services to Corporate as well as HNI Clients.

We, as a corporate advisor, strives to achieve excellence across a range of financial services like: Advisory in IPO, Merger & Acquisitions, Debt Syndications, Takeovers, Valuations, Strategic & General Corporate Advice and Business Modeling, etc. We are primarily focused on small and mid sizes enterprises (SMEs).

We are a professionally managed and growing organization which aims at strengthening and establishing itself as the foremost provider of financial services, in Mumbai. We also aim at achieving greater and long-term growth.

We aim to provide solutions to our clients with a vision to maximize their growth by placing the highest importance on quality, professionalism, integrity and confidentiality with management team of the highest caliber.

In order to grow further, We have applied to SEBI for registration of our Company as Category I Merchant Bankers in terms of SEBI (Merchant Bankers Regulations) 1992 as amended.

## OUR SERVICES AND PROCESSES

### I. FINANCIAL ADVISORY AND CONSULTANCY SERVICES

Our Financial Advisory and Consultancy Services are broadly categorized in three verticals as below:

1. Capital Market Services
2. Corporate Finance Services
3. Investment Advisory Services

#### Capital Market Services:

Capital Market Services cater to those plans and proposals of a company, where by virtue of the corporate being a listed entity or proposing to become one, the proposed transactions need to be carried out in a systematic manner and following the applicable guidelines, if any, issued by the market regulator. The services include planning of a transaction, advisory, meeting with SEBI registered intermediaries and execution of chain of transactions in a planned and required manner.

**Our range of Capital Market services includes: -**

➤ **Advisory of Capital Issues:**

We advise on all types of capital issues like Initial Public Offers (IPO), Right Issues, Qualified Institutional Placements and Preferential Placements.

➤ **Direct Listing:**

We render our services for direct listing on BSE, NSE & MCX-SX to companies which are listed on regional stock exchanges to infuse liquidity of its shareholders.

➤ **Open Offers:**

We assist Companies and Acquirers under SEBI Takeover Regulations for making open offers in respect of substantial acquisition of shares of listed companies.

#### Corporate Finance Services:

Our Corporate financial advice, strategic advice and execution services have always been focused at value enhancing solutions that complement our clients' growth strategies. We work with private equity, venture capital, lenders and other investors to arrange financing and complete transactions for our esteemed clients. Our Corporate Finance services include:

➤ **Debt Syndication:**

We advise syndication of project finance, working capital finance, corporate loans and other securitized debts. Our scope of services commence from ascertaining feasibility and viability until disbursements.

➤ **Equity Investments:**

Our team has the established relationships to meet the private financing needs of our clients. Companies with ambitious growth plans turn to us for capital & advice.

### Investment Advisory Services:

Our advisory services helps and assists companies to take on right option for growth and involves strategic business decisions such as expansion, acquisition, merger, demerger, business restructure, joint venture, diversification, sale of undertaking, etc. We strive to understand each client's investment goals, risk profile and other related issues to provide the best possible advisory services with highest result possible. Our investment advisory services include:

➤ **Mergers / Demergers/ Takeovers:**

We advise clients on mergers / takeovers and other forms of acquisition and assist them in going through the entire process in a hassle-free, time bound plan of action.

➤ **Corporate Restructuring / Reorganization:**

We offer advice to effectively manage unwanted change and turn the business around. With our comprehensive experience, we are well positioned to identify and address key strategy, operations, infrastructure, and financial trouble areas and work collaboratively with clients to provide sustainable solutions.

➤ **Other Related Services:**

We offer our services in conducting due diligence for transactions involving takeover, mergers, equity investments etc. Besides, we also offer our services selectively for preparation of information memorandum and other required documents for clients /circulation among concerned market players.

### III. INVESTMENT AND TREASURY OPERATIONS

#### Investment Activities

As a part of our treasury operations, our Company is also engaged in exploring options for making investment in the form of Equity in various companies.

#### Short Term Funding

We also fund the requirements of our clients and business associates by providing short term loans and advances to them and earning interest income from the same. These advances are made typically in our known circle and through proper reference checks.

#### *Our Competitive Strength:*

We derive our strengths from following factors:

##### ***Established operations and proven track record***

We have established operations and in the past we have been successfully served varied range of clientele.

##### ***Strong and stable management team with proven ability***

We have experienced management team with established processes. We believe that our management team has a long-term vision and has proven its ability to achieve long-term growth of the Company. Our Promoters have sufficient experience in financial sector. We believe that the strength of our management team and their understanding will enable us to continue to take advantage of current and future market opportunities.



***Strong professional and execution team allows the Company to develop a strong business***

Our Company has a team of able and experienced professionals with ability to actively manage funding operations. This coupled with proven promoter track record allows the Company to rapidly grow its client portfolio and business.

***Bouquet of financial products and services:***

Our Company offer various financial services and products ranging from providing financial advisory & consultancy services, providing funding solutions through debt and equity to cater to the specific needs of our clients. We believe that our presence in diverse lines of business enables us to reduce risks arising from service and client concentration.

***Cordial relations with our clients***

Our record has helped us to build strong relationships with our clients for efficient and timely execution of assignments.

**Our growth strategy:**

We intend to pursue the following strategies in order to consolidate our position and grow further:

**Merchant Banking Activities:**

Currently our business has revenue verticals, which are professional fees for advisory services, and interest income. As our business strategy going forward we want to grow venture into Merchant Banking Activities as a SEBI Registered Merchant Banker. Opening up of new listing platform in the form of SME segment can be taken as a great opportunity for merchant bankers and underwrites. It is great platform for small and medium enterprises to raise funds from market and enhance their business. As the number of enterprises will show their interest for raising fund through this platform, we see huge scope in undertaking merchant banking and underwriting activities for all types of public issues. Hence we have applied for registration as Category I Merchant Bankers from to SEBI.

**Increase the number of Client Relationships:**

Our strategy is to increase the number of client relationships and then leverage those client relationships into offering in a whole suite of financial products. During downturn of the markets we believe that increased number of client relationships will add stability to our earnings. As a part of this we also plan to strengthen our team to bring in new client relationships to leverage our offerings.

**Offer Diversified Financial Products & Services:**

Our Company offer to our clients a wide range of financial services and products allowing the clients to leverage their relationship with us and get products suiting their varied needs. This strategy allows us to gain “share of wallet” of the clients’ consumption of financial services. We offer to the client a comprehensive product offering and are able to increase our revenues per client by selling different products to the same client.

**Active Investment:**

It is our belief that an active management role is a more effective route to reducing risk than diversifying investment over a range of different projects. We plan to make relatively small number of investments on their own specific merits, rather than hold a larger number of stakes as part of a portfolio diversification strategy.

### Plant and Machinery

Presently, our thrust is on providing financial services, we do not own any major plant and machinery.

### Collaborations

The Company has so far not entered into any technical or financial collaboration agreement.

### Utilities & Infrastructure Facilities

We require computers and laptops for our data preparation work. Our registered office is equipped with latest computer systems, relevant software's, uninterrupted power supply, internet connectivity, security and other facilities, which are required for our business operations to function smoothly.

### Human Resources

The details of manpower employed as on the date of this Draft Prospectus are as under:

Sr. no	Category	No. of employees
1.	Managing Director	1
2.	Company Secretary & Compliance Officer	1
3.	Vice President	1
4.	Manager	4
5.	Clerks, Office Boy	1
	<b>TOTAL</b>	<b>8</b>

### Past Production Figures Industry-wise

The financial services industry is highly fragmented and is dominated by large number of players. For details of the industry data please refer to section titles "Industry Overview" beginning on page 60 of the Draft Prospectus.

### Competition

The market for Financial Services is both highly competitive and rapidly evolving. We primarily face competition from Indian Financial Services companies as well as international companies, which offer broad based services. We anticipate this competition to grow as the demand for these services increases and we also expect additional companies to enter the Indian market. We expect that further competition will increase recognizing that price alone cannot constitute sustainable competitive advantage.

As our Company enter newer markets, we are likely to face additional competition from those who may be better capitalized, have longer operating history, have greater brand presence, and better management than us. If we are unable to manage our business it might impede our competitive position and profitability. We intend to continue competing vigorously to capture more market share and adding more management personnel to manage our growth in an optimal way.

### Approach to Marketing and Marketing Set-up

Our Company has been focusing on acquiring new customers through its direct and indirect channels. Till date our top management have been instrumental in getting the business. Going forward we intend to strengthen our Sales team, which would be one of the strategies to enhance our business goals and revenues.

The Marketing strategy will include

- Leveraging existing customers
- Appointment Sales Personnel

### **Future Prospects**

The future plans of our Company are in line with the way the industry is thinking and planning ahead. Our Company is trying to increase the geographical areas of operations to cater to the growing market.

### **Capacity and Capacity Utilization**

Our Company is engaged in the service sector and hence capacity and capacity utilisation is not applicable to us.

### **Export Possibilities & Export Obligation**

Currently, we do not have any outstanding export obligations.

### **Our Properties**

Our Registered Office is situated at Office No. 6, Ground Floor, Bandukwala Building, British Hotel Lane, Off. Bombay Samachar Marg, Fort, Mumbai - 400 001, Maharashtra. The registered office of our Company is owned by M/s. Parnika Antibiotics Private Limited, which has been taken from it on rent vide rent agreement dated 10<sup>th</sup> April, 2015. The tenancy is valid for a period of thirty three (33) months w.e.f. 1<sup>st</sup> April, 2015 and expiring on 31<sup>st</sup> December, 2018.

#### ***Note 1: Interest in Property by our Promoters and Promoter Group***

Our Promoter or Promoter group do not have any interest in any of our property, whether leased, owned or occupied.

#### ***Note 2: Purchase of Property***

We have not entered into any agreement to buy/sell any property with the promoters or Director or a proposed director who had any interest direct or indirect during the preceding two years.

### **Intellectual Property**

Our company has made an application to 'The Registrar of Trade Marks, Trade Marks Registry for the registration of corporate logo and trademark, which is under process for registration.

### **Insurance**

Our Company has not taken any insurance cover at present. The Company will work towards taking insurance coverage to such amounts that will be sufficient to cover all normal risks associated with its operations and is in accordance with the industry standard.

## KEY INDUSTRY REGULATIONS AND POLICIES

*The following description is a summary of the relevant regulations and policies as prescribed by the Government of India, Government of Maharashtra and the respective byelaws framed by the local bodies in Mumbai, Maharashtra and others incorporated under the laws of India.*

*The information detailed in this chapter has been obtained from the various legislations and the bye laws of the respective local authorities that are available in the public domain. The regulations and policies set out below are not exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional advice.*

The following is an overview of some of the important laws and regulations, which are relevant to our industry.

### INDUSTRY RELATED LAWS:

#### ***Merchant Banker Regulations***

The SEBI (Merchant Banker) Regulations, 1992 provide the eligibility criteria, procedure for obtaining the certificate of registration to carry on business as a Merchant Banker. Based on the satisfaction of the specified capital adequacy requirements, SEBI grants registration under categories ranging from Category I to Category IV.

According to the category identified, the Merchant Bankers are permitted to carry out certain activities as are prescribed in the Merchant Banker Regulations. Further, the Merchant Bankers are required to adhere to a code of conduct prescribed under the Merchant Banker Regulations.

### INTELLECTUAL PROPERTY LEGISLATIONS:

#### **Intellectual Property:**

The Trademarks Act, 1999, The Patents Act 1970 and the Copyright Act, 1957 *inter alia* govern the law in relation to intellectual property, including patents, copyrights, trademarks, service marks, brand names, trade names and research works.

### TAX RELATED LEGISLATIONS:

#### ***Income-tax Act, 1961***

The Income-tax Act, 1961 (“IT Act”) is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its “Residential Status” and “Type of Income” involved. Every Company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by 30th September of each assessment year.

#### ***Service Tax***

Chapter V of the Finance Act 1994 (as amended), and Chapter V-A of the Finance Act 2003 requires that where provision of certain listed services, whole taxable services exceeds Rs. 10,00,000, a service tax with respect to the same must be paid. Every person who is liable to pay service tax must register himself for the same.

**GENERAL:*****The Indian Contract Act, 1872***

The Indian Contract Act codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract.

***Registrations under the applicable Shops & Commercial Establishments Acts of the respective States in which Our Company has an established place of business/ office (“Shops Act”)***

The Shops Act provides for the regulation of conditions of work in shops, commercial establishments, restaurants, theatres and other establishments. The Act is enforced by the Chief Inspector of Shops (CIS) and various inspectors under the supervision and control of Deputy/Assistant Labour Commissioners of the concerned District, who in turn functions under the supervision of Labour Commissioner.

**The Companies Act, 1956 & 2013**

The Act deals with laws relating to companies and certain other associations. The Companies Act primarily regulates the formation, financing, functioning and winding up of companies. The Act prescribes regulatory mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. Regulation of the financial and management aspects constitutes the main focus of the Act. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

**LAWS REGULATING TRANSFER OF PROPERTY:****Transfer of Property Act, 1882**

The Transfer of Property Act, 1882 (the “TP Act”) establishes the general principles relating to transfer of property in India. It forms a basis for identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. The TP Act also provides for the rights and liabilities of the vendor and purchaser in a transaction of sale of land.

**Registration Act, 1908**

The Registration Act, 1908 (the “Registration Act”) has been enacted with the objective of providing public notice of the execution of documents affecting, *inter alia*, the transfer of interest in immovable property. The purpose of the Registration Act is the conservation of evidence, assurances, title and publication of documents and prevention of fraud. It details the formalities for registering an instrument. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes, among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, 110 in any immovable property of the value of one hundred rupees or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. A document will not affect the property comprised in it, nor be treated as evidence of any transaction affecting such property (except as evidence of a contract in a suit for specific performance or as evidence of part performance under the T.P. Act or as collateral), unless it has been registered. Evidence of

registration is normally available through an inspection of the relevant land records, which usually contains details of the registered property. Further, registration of a document does not guarantee title of land.

### **The Indian Stamp Act, 1899**

Under the Indian Stamp Act, 1899 (the “**Stamp Act**”) stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. Instruments chargeable to duty under the Stamp Act, which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all.

### **FOREIGN OWNERSHIP LEGISLATIONS:**

#### ***Investment by Foreign Institutional Investors***

Foreign Institutional Investors including institutions such as pension funds, mutual funds, investment trusts, insurance and reinsurance companies, international or multilateral organizations or their agencies, foreign governmental agencies, foreign central banks, asset management companies, investment managers or advisors, nominee companies and institutional portfolio managers can invest in all the securities traded on the primary and secondary markets in India. FIIs are required to obtain an initial registration from the SEBI and a general permission from the RBI to engage in transactions regulated under FEMA. FIIs must also comply with the provisions of the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended. The initial registration and the RBI’s general permission together enable the registered FII to buy (subject to the ownership restrictions discussed below) and sell freely securities issued by Indian companies, to realize capital gains or investments made through the initial amount invested in India, to subscribe or renounce rights issues for shares, to appoint a domestic custodian for custody of investments held and to repatriate the capital, capital gains, dividends, income received by way of interest and any compensation received towards sale or renunciation of rights issues of shares.

#### ***Ownership restrictions of FIIs***

Under the portfolio investment scheme, the total holding of all FIIs together with their sub-accounts in an Indian company is subject to a cap of 24% of the paid-up capital of a company, which may be increased up to the percentage of sectoral cap on FDI in respect of the said company pursuant to a resolution of the board of directors of the company and the approval of the shareholders of the company by a special resolution in a general meeting. The total holding by each FII, or in case an FII is investing on behalf of its sub-account, each sub-account, should not exceed 10% of the total paid-up capital of a company.



## **OUR HISTORY AND CORPORATE STRUCTURE**

### **HISTORY & BACKGROUND**

Our Company was originally incorporated in Mumbai as “S. P. Realtor Estate Limited” as on 21<sup>st</sup> May, 2012 as a private limited company under the provisions of Companies Act, 1956. It is registered in ROC Maharashtra. Our Company was incorporated with the intent to venture into real estate operations. However, later on, the company diversified its operations to corporate advisory and merchant banking allied activities by obtaining the approval of its members in their extra ordinary general meeting on 26<sup>th</sup> August, 2013 and correspondingly the name of the company was changed to “Navigant Corporate Advisors Private Limited” and a fresh certificate of incorporation dated 11<sup>th</sup> September, 2013 was issued. Our Company was converted in to a Public Limited Company and consequently the name was changed to “Navigant Corporate Advisors Limited ” vide fresh certificate of incorporation dated 22<sup>nd</sup> January, 2015 issued by the Registrar of Companies, Maharashtra.

We are a boutique advisory firm based in Mumbai. We also register our presence across India through several well-established associate relations.

In a short span of time, we have progressed and holds a reputed position today. We have been able to usher our clients with our modern regime of advisory and financial services. We have wide associations with intermediaries of Capital & Debt Market in India.

We represent the spectrum of knowledge and experience as a one - stop financial and management advisory concern providing the whole gamut of corporate advisory services. Our focus is on integrated capital market advisory and financial services to Corporate as well as HNI Clients.

We, as a corporate advisor, strives to achieve excellence across a range of financial services like: Advisory in IPO, Merger & Acquisitions, Debt Syndications, Takeovers, Valuations, Strategic & General Corporate Advice and Business Modeling, etc. We are primarily focused on small and mid sizes enterprises (SMEs).

We are a professionally managed and growing organization which aims at strengthening and establishing itself as the foremost provider of financial services, in Mumbai. We also aim at achieving greater and long-term growth.

We aim to provide solutions to our clients with a vision to maximize their growth by placing the highest importance on quality, professionalism, integrity and confidentiality with management team of the highest caliber.

In order to grow further, We have applied to SEBI for registration of our Company as Category I Merchant Bankers in terms of SEBI (Merchant Bankers Regulations) 1992 as amended.

### **Changes in Registered Office:**

The registered office of the Company was initially situated at A-104, Gautam Apartments, Raheja Township, Malad (East), Mumbai-400 097. With effect from 27<sup>th</sup> July, 2013 the registered office was shifted to Flat No. 202, Windflower, Mantri Park, Film City Road, Goregaon (East), Mumbai-400 065. With effect from 10<sup>th</sup> January, 2014 the registered office was shifted to Regus Business Centre, Ground Floor, Ismail Building, D.N. Road, Flora Fountain, Fort, Mumbai-400 001. With effect from 1<sup>st</sup> October, 2014 the registered office was shifted to Office No. 57, Ground Floor, Evershine Mall, Mind Space, Link Raod, Malad (West), Mumbai-400 064. With effect from 1<sup>st</sup> April, 2015 the registered office was shifted to Office No. 6, Ground Floor, Bandukwala Building, British Hotel Lane, Off. Bombay Samachar Marg, Fort, Mumbai-400 001 , which is the current Registered Office.

**MAIN OBJECTS OF OUR COMPANY**

The object clauses of the Memorandum of Association of our Company enable us to undertake the present. The main objects of our Company are:

1. To carry on the business as financial advisor and to advise or offer services to government, semi government, body corporate, undertaking, firm, association of persons as consultants in all kinds of financial matters, including but not limited to takeovers, amalgamation, merger, demerger, reverse merger, acquisition of business, diversification, rehabilitation, restructuring, and all other matters.
2. To carry on the business of Merchant Banking subject to approval of Securities and Exchange Board of India under Securities and Exchange Board of India (Merchant Bankers) Rules, 1992 and regulations made there under and such other approvals as may be required from other authorities in this regard but not to carry on all or any part of banking business as contemplated by the Reserve Bank of India/ Banking Regulation Act, 1949.

**CHANGES IN THE MEMORANDUM OF ASSOCIATION**

The following changes have been made in the Memorandum of Association of our Company since inception:

DATE	AMENDMENT
3 <sup>rd</sup> September, 2013	Changes in Main Objects of Business
11 <sup>th</sup> September, 2013	Change in name of Company from “S.P. Realtor Estate Private Limited” to “Navigant Corporate Advisors Private Limited”
24 <sup>th</sup> March, 2014	Increase in Authorized Share Capital of the Company from Rs. 1.00 Lacs divided into 10,000 Equity Shares of Rs. 10/- each to Rs. 20.00 Lacs divided into 2,00,000 Equity shares of Rs. 10 each.
21 <sup>st</sup> January, 2015	Conversion from Private Limited Company to Public Limited Company
22 <sup>nd</sup> June, 2015	Increase in Authorized Share Capital of the Company from Rs. 20.00 Lacs divided into 2,00,000 Equity Shares of Rs. 10/- each to Rs. 20.00 Lacs divided into 2,00,000 Equity shares of Rs. 10 each.

**MAJOR EVENTS AND MILESTONES**

YEAR	PARTICULARS
May, 2012	Incorporation of the Company
September, 2013	Diversification to advisory and consultancy and change in name of company to “Navigant Corporate Advisors Private Limited”
January, 2015	Conversion in to a Public Limited Company
August, 2015	Application to SEBI for registration as Category I Merchant Bankers

**HOLDING COMPANY / SUBSIDIARY OF OUR COMPANY**

Our Company has no holding company as on the date of filing of the Draft Prospectus. There is no subsidiary of our Company as on the date of filing of the Draft Prospectus.

**REVALUATION OF ASSETS:**

Our Company has not revalued its assets since its incorporation.

**CHANGES IN THE ACTIVITIES OF OUR COMPANY HAVING A MATERIAL EFFECT**

Since incorporation, there has been no change in the activities being carried out by our Company during the



preceding five years from the date of the Draft Prospectus which may have a material effect on the profits / loss of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

**INJUNCTIONS OR RESTRAINING ORDERS:**

Our Company is not operating under any injunction or restraining order.

**MERGERS AND ACQUISITIONS IN THE HISTORY OF OUR COMPANY**

There has been no merger or acquisition of businesses or undertakings in the history of our Company.

**STRIKES AND LOCK-OUTS:**

Our Company has, since incorporation, not been involved in any labour disputes or disturbances including strikes and lock-outs. As on the date of the Draft Prospectus, our employees are not unionized.

**TIME AND COST OVERRUNS IN SETTING UP PROJECTS:**

As on the date of the Draft Prospectus, there have been no time and cost overruns in any of the projects undertaken by our Company.

**SHAREHOLDERS AGREEMENTS**

Our Company has not entered into any shareholders agreement as on date of filing of the Draft Prospectus.

**OTHER AGREEMENTS**

Our Company has not entered into any specific or special agreements except that have been entered into in ordinary course of business as on the date of filing of the Draft Prospectus.

**COLLABORATION**

Our Company has not entered into any collaboration with any third party as per regulation (VIII) B (1) (c) of part A Schedule VIII of SEBI (ICDR) Regulations, 2009.

**STRATEGIC PARTNER**

Our Company does not have any strategic partner as on the date of filing of the Draft Prospectus.

**FINANCIAL PARTNER**

Our Company does not have any financial partner as on the date of filing of the Draft Prospectus.

**DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS OR BANKS**

There have been no defaults or rescheduling of borrowings with financial institutions or banks as on the date of this Draft Prospectus.

**NUMBER OF SHAREHOLDERS**

Our Company has 7 (Seven) shareholders on date of the Draft Prospectus.

## OUR MANAGEMENT

## BOARD OF DIRECTORS

Under our Articles of Association, our Company is required to have not less than three (3) Directors and not more than fifteen (15) Directors. Our Company currently has four (4) Directors on Board. The following table sets forth current details regarding our Board of Directors:

Name, Father's name, Address, Occupation, Nationality, tenure & DIN	Age	Status of Directorship in our Company	Other Directorships
<b>Mr. Sarthak Vijlani</b> S/o. Mr. Shatrughan Vijlani <b>Address:</b> A-104, Gautam Apartments, Raheja Township, Malad (East), Mumbai-400 097, Maharashtra, India <b>Occupation:</b> Professional <b>Nationality:</b> Indian <b>Tenure:</b> Appointed as Managing Director for 2 years w.e.f. 15 <sup>th</sup> May, 2015 <b>DIN:</b> 05174824	32 Years	Managing Director	NIL
<b>Mrs. Priyanka Vijlani</b> D/o. Mr. Nand Hemrajani <b>Address:</b> A-104, Gautam Apartments, Raheja Township, Malad (East), Mumbai-400 097, Maharashtra, India <b>Occupation:</b> Professional <b>Nationality:</b> Indian <b>Tenure:</b> Retire by rotation <b>DIN:</b> 05276328	29 Years	Director	NIL
<b>Mr. Bhuwadesh Bansal</b> S/o. Mr. Champa Lal Bansal <b>Address:</b> Flat No. 202, C Wing, Dreamland Park CHS Ltd., Gokuldharm Road, Near Vijay Park, Mira Road (East), Thane-401 107, Maharashtra, India <b>Occupation:</b> Professional <b>Nationality:</b> Indian <b>Tenure:</b> Till 31 <sup>st</sup> March, 2018 <b>DIN:</b> 02390656	39 Years	Independent Director	BBA Corporate Advisors Private Limited
<b>Mr. Monish H Jain</b> S/o. Mr. Hukamchand Chandmalji Jain <b>Address:</b> 401-B, Pratigya CHS Ltd., Opp. Rajesh Hotel, Station Road, Bhayender West, Thane-401 101, Maharashtra, India <b>Occupation:</b> Service <b>Nationality:</b> Indian <b>Tenure:</b> Till 31 <sup>st</sup> March, 2018 <b>DIN:</b> 06425137	26 Years	Independent Director	NIL

**Note:**

As on the date of the Draft Prospectus:

1. None of the above mentioned Directors are on the RBI List of willful defaulters as on date.
2. Further, none of our Directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) for more than 3 months during the five years prior to the date of filing the Draft Prospectus or (b) delisted from the stock exchanges.
3. None of the Promoters, Persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

**DETAILS OF DIRECTORS**

**Mr. Sarthak Vijlaani** aged 32 years is the Promoter and Managing Director of our Company. He is a qualified chartered accountant and has equipped with more than 8 years of experience in the field of finance, Issue Managements, Rights Issues, delisting, open offers and many more activities. 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. He has been associated as Director with our Company since inception and been designated as Managing Director since 15<sup>th</sup> May, 2015.

**Mrs. Priyanka Vijlani** aged 29 years is the Non Independent Non Executive director of the Company. She has completed her chartered accountancy. She possess over 3 years of experience in finance, tax management activities, stock audits, project financing, compliance of stock exchanges and SEBI regulations formalities. She has been associated as Director with our Company since inception.

**Mr. Bhwnesh Bansal** aged 39 Years, is the Independent & Non - Executive director. He is a fellow member of the Institute of Company Secretaries of India. He has wide experience of more than 10 years in corporate structuring, company affairs, public issues, rights issues, merger, acquisitions, secretarial compliances, etc. As an independent director, he brings value addition to Company. He has been associated as Director with our Company since 5<sup>th</sup> December, 2014.

**Mr. Monish H Jain** aged 26 Years, is the Independent Non-Executive director. He is commerce graduate and a semi-qualified Chartered Accountant by qualification and possess experience of more than 3 years in various fields of finance, equity research, consultancy and taxation. He has been associated as Director with our Company since 15<sup>th</sup> May, 2015.

**CONFIRMATIONS**

None of the Directors is or was a director of any listed company during the last five years preceding the date of filing of the Draft Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in any such company.

None of the Directors is or was a director of any listed company, which has been or was delisted from any recognized stock exchange in India during the term of their directorship in such company.

**NATURE OF FAMILY RELATIONSHIP AMONG DIRECTORS**

Mr. Sarthak Vijlani and Mrs. Priyanka Vijlani are related to each other i.e. Mrs. Priyanka Vijlani is wife of Mr. Sarthak Vijlani. Except this no other directors are related to each other.

**BORROWING POWERS OF THE DIRECTORS**

In accordance of Section 180(1)(c) of the Companies Act, 2013 the Board of Directors of our Company pursuant to Section 180(1)(c) of the Companies Act, 2013 are authorised for borrowing from time to time any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company (apart from temporary loans obtained from our Company's bankers in the ordinary course of business) for a maximum sum of the aggregate, the paid-up capital of our Company and its free reserves.

**TERMS OF APPOINTMENT AND COMPENSATION OF OUR DIRECTORS**

<b>Name</b>	Mr. Sarthak Vijlani
<b>Designation</b>	Managing Director
<b>Period</b>	Appointed for two years with effect from 15 <sup>th</sup> May, 2015
<b>Date of Appointment</b>	Board Meeting dated 15 <sup>th</sup> May, 2015
<b>Remuneration</b>	<p><b>a) Remuneration</b>  <b>Basic Salary</b> - Up to Rs. 18,00,000/- p.m. (with such annual increments / increases as may be decided by the Nomination and Remuneration Committee from time to time.</p> <p><b>b) Perquisites</b></p> <ul style="list-style-type: none"> <li>Subject to any statutory ceiling/s, the appointee may be given any other allowances, perquisites, benefits and facilities as the Remuneration Committee / Board of Directors from time to time may decide.</li> </ul> <p><b>c) Minimum Remuneration</b>  Notwithstanding anything to contrary herein contained wherein any financial year closing on or after 31st March, 2016, the Company has no profits or its profits are inadequate in any financial year. The Company may pay to the Managing Director, a minimum remuneration as the same substantive level, as mentioned in clause I above and in additions thereto the perquisites benefits expressly exempt from the aforesaid limits as specified under section IV of the Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, and passed on the prevailing Effective Capital of the Company from time to time.</p>
<b>Remuneration paid in FY 31<sup>st</sup> March, 2015</b>	Rs. 12.00 Lacs

There is no definitive and /or service agreement that has been entered into between our Company and the directors in relation to their appointment.

### NON - EXECUTIVE DIRECTORS

Currently, non-executive Directors are not being paid sitting fees.

### CORPORATE GOVERNANCE

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including the Listing Agreement to be executed with the Stock Exchange and the SEBI Regulations, in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

We have a Board constituted in compliance with the Companies Act and the Listing Agreement in accordance with best practices in corporate governance. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our executive management provides the Board detailed reports on its performance periodically.

Currently our Board has Four (4) Directors. We have one (1) executive non-independent director, one (1) non-executive non-independent director and two (2) independent non executive directors. The Chairman of the Board is Mr. Sarthak Vijlani being Managing Director. The constitution of our Board is in compliance with the requirements of Clause 52 of the Listing Agreement.

**The following committees have been formed in compliance with the corporate governance norms:**

- A) Audit Committee
- B) Stakeholders relationship Committee
- C) Nomination & Remuneraton Committee

### AUDIT COMMITTEE

Our Company has constituted an audit committee ("**Audit Committee**"), as per the provisions of Section 177 of the Companies Act, 2013 and Clause 52 of the Listing Agreement to be entered with Stock Exchange, vide resolution passed in the meeting of the Board of Directors held on 14<sup>th</sup> August, 2015.

The terms of reference of Audit Committee complies with the requirements of Clause 52 of the Listing Agreement, proposed to be entered into with the Stock Exchange in due course. The committee presently comprises following three (3) directors. Mr. Monish H Jain is the Chairman of the Audit Committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Monish H Jain	Chairman	Independent Director
2.	Mr. Bhuwadesh Bansal	Member	Independent Director
3.	Mr. Sarthak Vijlani	Member	Executive & Non Independent Director

## Role of Audit Committee

The terms of reference of the Audit Committee are given below:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
6. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
7. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
8. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section (3) of section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft audit report.
9. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
10. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
11. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
13. Discussion with internal auditors any significant findings and follow up there on.
14. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
15. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
16. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
17. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
18. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
19. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

20. Mandatorily reviews the following information:
  - a. Management discussion and analysis of financial condition and results of operations;
  - b. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
  - c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - d. Internal audit reports relating to internal control weaknesses; and
  - e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee
21. Review the Financial Statements of its subsidiary company, if any.
22. Review the composition of the Board of Directors of its Subsidiary Company, if any.
23. Review the Vigil mechanism (whistle blowing) policy.
24. Review the use/application of funds raised through an issue (public issues, right issues, preferential issues etc) on a quarterly basis as a part of the quarterly declaration of financial results. Further, review on annual basis statements prepared by the Company for funds utilized for purposes other than those stated in the offer document.

In addition, to carry out such other functions/powers as may be delegated by the Board to the Committee from time to time.

#### **STAKEHOLDERS RELATIONSHIP COMMITTEE / INVESTORS GRIEVANCE COMMITTEE**

Our Company has constituted a Stakeholders relationship Committee / investors grievance committee ("*Stakeholders relationship committee / Investors Grievance Committee*") to redress the complaints of the shareholders. The Stakeholders relationship Committee / Investors Grievance Committee was constituted vide resolution passed at the meeting of the Board of Directors held on 14<sup>th</sup> August, 2015. The committee currently comprises of three (3) Directors Mr. Bhuvnesh Bansal is the Chairman of the Stakeholders relationship Committee / Investors Grievance committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Bhuvnesh Bansal	Chairman	Independent Director
2.	Mr. Monish H Jain	Member	Independent Director
3.	Mrs. Priyanka Vijlani	Member	Non-Executive & Non Independent Director

#### **Role of stakeholder Relationship committee**

The Stakeholder Relationship Committee / Investors Grievance Committee of our Board look into:

- The redressal of investors complaints viz. non-receipt of annual report, dividend payments etc.
- Matters related to share transfer, issue of duplicate share certificate, dematerializations.
- Also delegates powers to the executives of our Company to process transfers etc.

The status on various complaints received / replied is reported to the Board of Directors as an Agenda item.

#### ***Policy on Disclosures and Internal Procedure for Prevention of Insider Trading***

Our Company undertakes to comply with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 1992 after listing of our Company's shares on the Stock Exchange. Our Company Secretary and Compliance Officer, Ms. Anchal Gupta esponsible for setting forth policies, procedures, monitoring and adhering to the rules for the prevention of dissemination of price sensitive information and the implementation of the code of conduct under the overall supervision of the Board.

## NOMINATION AND REMUNERATION COMMITTEE

Our Company has constituted a nomination and remuneration committee ("**Nomination and Remuneration Committee**"). The Nomination and Remuneration Committee was constituted vide resolution passed at the meeting of the Board of Directors held on 14<sup>th</sup> August, 2015. The committee currently comprises of three (3) Directors. Mr. Bhunesh Bansal is the Chairman of the nomination and remuneration committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Bhunesh Bansal	Chairman	Independent Director
2.	Mr. Monish H Jain	Member	Independent Director
3.	Mrs. Priyanka Vijlani	Member	Non-Executive & Non Independent Director

The terms of reference of the remuneration committee are as follows:

- The remuneration committee recommends to the board the compensation terms of the executive directors.
- The committee to carry out evolution of every director's performance and recommend to the board his/her appointment and removal based on the performance.
- The committee to identify persons who may be appointed in senior management in accordance with the criteria laid down.
- Framing and implementing on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of executive directors including ESOP, Pension Rights and any compensation payment.
- Considering approving and recommending to the Board the changes in designation and increase in salary of the executive directors.
- Ensuring the remuneration policy is good enough to attract, retain and motivate directors.
- Bringing about objectivity in deeming the remuneration package while striking a balance between the interest of the Company and the shareholders.

## SHAREHOLDING DETAILS OF THE DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any qualification shares. The following table details the shareholding of our Directors as on the date of this Draft Prospectus

Name of the Shareholders	No. of Equity Shares	Pre-Offer percentage Shareholding
Mr. Sarthak Vijlani	29,37,500	93.17%
Ms. Priyanka Vijlani	2,15,215	6.83%

## INTEREST OF DIRECTORS

All the Directors of our Company may be deemed to be interested to the extent of sitting fees and/or other remuneration if any, payable to them for attending meetings of the Board or a committee thereof as well as to the extent of reimbursement of expenses if any payable to them under the Articles of Association. All the



Directors may also be deemed to be interested in the Equity Shares of our Company, if any, held by them, their relatives or by the companies or firms or trusts in which they are interested as directors / members / partners or that may be subscribed for and allotted to them, out of the present Offer and also to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

All the Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any other company in which they have direct /indirect interest or any partnership firm in which they are partners.

Our Directors may also be regarded interested to the extent of dividend payable to them and other distributions in respect of the Equity Shares, if any, held by them or by the companies / firms / ventures promoted by them or that may be subscribed by or allotted to them and the companies, firms, in which they are interested as Directors, members, partners and Promoters, pursuant to this Offer.

**PROPERTY INTEREST**

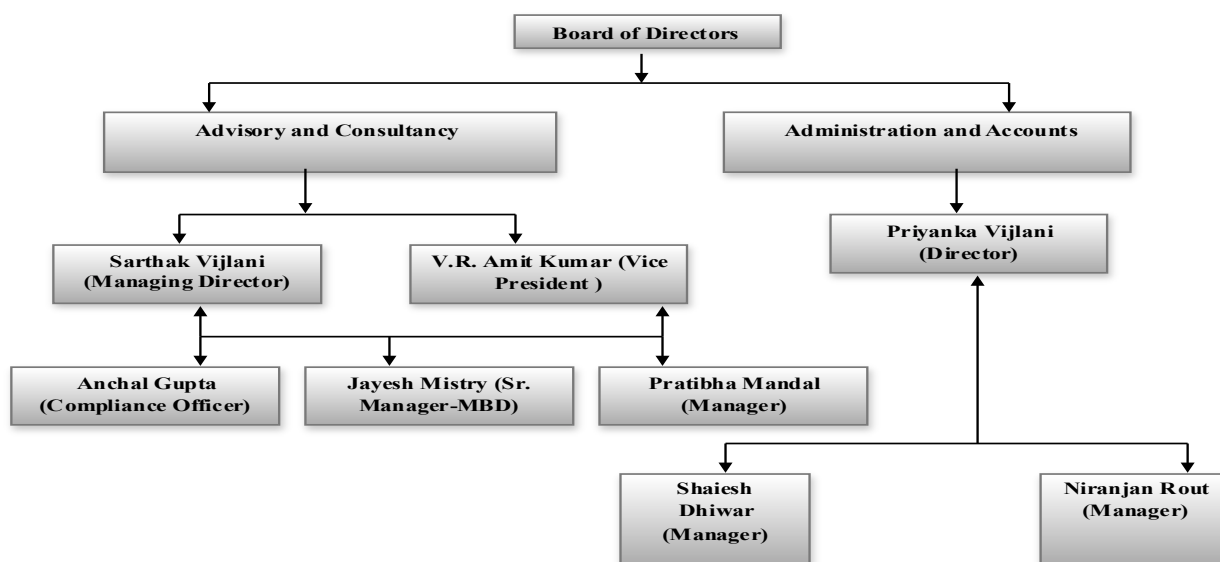
Except as disclosed in the section titled “Our Business” on page 68, our Promoters do not have any interest in any property acquired by or proposed to be acquired by our Company since incorporation.

**CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE (3) YEARS**

The changes in the Directors during last three (3) years are as follows:

Name	Date of Appointment	Date of Cessation	Reason
Mr. Bhwnesh Bansal	05/12/2014	-	Appointment as Director
Mr. Monish H Jain	15/05/2015	-	Appointment as Director

**ORGANIZATION STRUCTURE**



**KEY MANAGERIAL PERSONNEL**

Our Company is managed by its Board of Directors, assisted by qualified professionals, in the respective field of finance/ capital market and corporate laws.

The following key personnel assist the management of our Company:

Name	Date of Joining	Designation	Qualification
Mr. Sarthak Vijlani	21 <sup>st</sup> May, 2012	Managing Director	Chartered Accountant
Mr. V R Amit Kumar	1 <sup>st</sup> January, 2015	Vice President	MBA Finance
Ms. Anchal Gupta	15 <sup>th</sup> May, 2015	Company Secretary & Compliance Officer	Company Secretary

**Mr. Sarthak Vijlaani** is the Promoter and Managing Director of our Company. He is a qualified chartered accountant and has equipped with more than 8 years of experience in the field of finance, debt syndications, public issue Managements, rights issues, delisting, open offers and many more activities. 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. He has been associated as Director with our Company since inception and been designated as Managing Director since 15<sup>th</sup> May, 2015.

**Mr. V R Amit Kumar** is a qualified Masters in Business Administration (Finance & Marketing) and has equipped with more than 10 years of experience in the field of merchant banking such as IPOs, FPOs, Rights Issues ESOP Valuations and open offers.

**Ms. Anchal Gupta** Company Secretary & Compliance Officer, an associate member of the Institute of Company Secretaries of India with wide experience in corporate sector of more than 3 years in corporate structuring, company affairs, public issues, rights issues, merger, acquisitions, secretarial compliances, etc.

**FAMILY RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL**

As on date, none of the key managerial persons are having family relation with each other.

**ALL OF KEY MANAGERIAL PERSONNEL ARE PERMANENT EMPLOYEE OF OUR COMPANY**

**SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL**

As on date, holding of key managerial personnel holds as on date of draft prospectus is as under:

Name of the Directors	No. of Equity Shares	Pre-Offer percentage Shareholding
Mr. Sarthak Vijlani	29,37,500	93.17%

**BONUS OR PROFIT SHARING PLAN FOR THE KEY MANAGERIAL PERSONNEL**

There is no profit sharing plan for the Key Managerial Personnel. Our Company makes bonus payments to the employees based on their performances, which is as per their terms of appointment.

**LOANS TO KEY MANAGERIAL PERSONNEL**

There are no loans outstanding against Key Managerial Personnel as on 30<sup>th</sup> June, 2015.

**CHANGES IN KEY MANAGERIAL PERSONNEL OF OUR COMPANY DURING THE LAST THREE (3) YEARS**

There are no changes in the Key Managerial Employees of the Company during the last three (3) years.

Name	Date of Appointment	Date of Cessation	Reason
Mr. Sarthak Vijlani	15 <sup>th</sup> May, 2015	-	Change in designation
Mr. V R Amit Kumar	15 <sup>th</sup> May, 2015	-	Appointment
Ms. Anchal Gupta	15 <sup>th</sup> May, 2015	-	Appointment

**EMPLOYEES STOCK OPTION SCHEME**

Our Company does not have any Employee Stock Option Scheme/ Employee Stock Purchase Scheme as on the date of filing of this Draft Prospectus.

**PAYMENT OR BENEFIT TO OUR OFFICERS**


Except for the payment of normal remuneration for the services rendered in their capacity as employees of our Company, no other amount or benefit has been paid or given within the two (2) preceding years or intended to be paid or given to any of them.

## OUR PROMOTERS

The Sole Promoter of our Company is Mr. Sarthak Vijlani

### DETAILS OF OUR PROMOTER IS AS UNDER

#### MR. SARTHAK VIJLANI

	<p>Mr. Sarthak Vijlani aged 32 years is the Promoter and Managing Director of our Company. He is a qualified chartered accountant and has equipped with more than 8 years of experience in the field of finance, debt syndication, public issue Managements, rights Issues, delisting, open offers and many more activities. 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 &amp; Networking and is the guiding force of Navigant. He has been associated as Director with our Company since inception and been designated as Managing Director since 15<sup>th</sup> May, 2015.</p>
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#### Identification

<b>Name</b>	<b>Mr. Sarthak Vijlani</b>
<b>Permanent Account Number</b>	ADMPV9381J
<b>Passport No.</b>	F9187070
<b>Voter ID</b>	ITD2074524
<b>Driving License</b>	MH-02-20070089844
<b>Bank Account Details</b>	Account No. 123701502705 with ICICI Bank, Malad (East), Mumbai

#### OTHER UNDERTAKINGS AND CONFIRMATIONS

Our Company undertakes that the details of Permanent Account Number, bank account number and passport number of the Promoter will be submitted to the SME platform of BSE Exchange, where the securities of our Company are proposed to be listed at the time of submission of Draft Prospectus.

#### COMMON PURSUITS OF OUR PROMOTER

Our Promoter does not have any common pursuits and are not engaged in the business similar to those carried out by our Company.

#### INTEREST OF THE PROMOTER

##### Interest in the promotion of our Company

Our Promoter may be deemed to be interested in the promotion of the Issuer to the extent of the Equity Shares held by themselves as well as their relative and also to the extent of any dividend payable to them and other distributions in respect of the aforesaid Equity Shares. Further, our Promoter may also be interested to the extent of Equity Shares held by or that may be subscribed by and allotted to companies and firms in which either of them are interested as a director, member or partner. In addition, our Promoter, being Director may be deemed to be interested to the extent of fees, if any, payable for attending meetings of the Board or a committee thereof as



## **NAVIGANT CORPORATE ADVISORS LIMITED**

well as to the extent of remuneration and reimbursement of expenses, if any, payable under our Articles of Association and to the extent of remuneration, if any, paid for services rendered as an officer or employee of our Company as stated in section titled “*Our Management*” on page 80 of this Draft prospectus.

### **Interest in the property of our Company**

Our Promoter do not have any interest in any property acquired by or proposed to be acquired by our Company since incorporation.

### **Interest as Member of our Company**

As on the date of this Draft Prospectus, our Promoter together hold 4,07,500 Equity Shares of our Company and is therefore interested to the extent of their shareholding and the dividend declared, if any, by our Company. Except to the extent of shareholding of the Promoter in our Company and benefits as provided in the section titled ‘*Terms of appointment and compensation of our Directors*’ on page 82, our Promoter does not hold any other interest in our Company.

Also see “Our Management-Interest of Directors” on 86 of Draft Prospectus.

### **PAYMENT AMOUNTS OR BENEFIT TO OUR PROMOTER DURING THE LAST TWO YEARS**

No payment has been made or benefit given to our Promoter in the two years preceding the date of the Draft Prospectus except as mentioned / referred to in this chapter and in the section titled ‘Our Management’, ‘Financial Information’ and ‘Capital Structure’ on page nos. 80, 96 and 34 respectively of this Draft Prospectus. Further as on the date of the Draft Prospectus, there is no bonus or profit sharing plan for our Promoter.

### **CONFIRMATIONS**

For details on litigations and disputes pending against the Promoter and defaults made by them, please refer to the section titled “*Outstanding Litigation and Material Developments*” on page 116 of the Promoter. Our Promoter have not been declared a willful defaulter by the RBI or any other governmental authority and there are no violations of securities laws committed by our Promoter in the past or are pending against them.

### **RELATED PARTY TRANSACTIONS**

Except as disclosed in the section titled “*Related Party Transactions*” beginning on page 94, our Company has not entered into any related party transactions with our Promoter.

**OUR PROMOTER GROUP / GROUP COMPANIES / ENTITIES**
**PROMOTER GROUP INDIVIDUALS**

The following natural persons (being the immediate relative of our Promoter) form part of our Promoter Group:

**Relatives of Promoter:**

Relationship	Mr. Sarthak Vijlani
Spouse	Ms. Priyanka Vijlani
Father	Mr. Shatrughan Vijlani
Mother	Ms. Kalpana Vijlani
Sister	Ms. Prachi Vijlani
Spouse's Father	Mr. Nand Hemrajani
Spouse's Mother	Ms. Neelam Hemrajani
Spouse's Brother	Mr. Shubham Hemrajani

**PROMOTER GROUP COMPANIES AND ENTITIES**

As specified in clause 2 (zb) of the SEBI Regulation, the companies, HUFs and partnership firms that form part of our Promoter Group are as follows:

There is no Listed Company, Unlisted Company, Partnership Firm, Limited Liability Partnership, HUF, Trust which form part of our Promoter Group.

**COMMON PURSUITS**

Promoter and Promoter Group do not have any common pursuits and are not engaged in the business similar to those carried out by our Company.

**LITIGATION/ DEFAULTS**

For details relating to legal proceedings involving the Promoters and Members of the Promoter Group, see the section titled "Outstanding Litigation and Material Developments" beginning on page 116 of this Draft Prospectus.

**DISASSOCIATION WITH COMPANIES/FIRMS BY THE PROMOTERS OF OUR COMPANY DURING THE PRECEDING THREE (3) YEARS**

Our Promoters have not disassociated with any of entity during the preceding three (3) years.

**INTEREST OF PROMOTER GROUP COMPANIES**

Our Promoter Group parties are interested parties to the extent of their shareholding in the Company, if any dividend and distributions which may be made by the Company in future and to the extent of the related party transactions disclosed in the section titled "Related Party Transactions" beginning on page 94 of the Draft Prospectus.

**RELATED BUSINESS TRANSACTION WITHIN THE GROUP AND SIGNIFICANCE ON FINANCIAL PERFORMANCE**

There are no business transactions between our Company and the Promoter Group except as stated on page 94 under section titled as “*Related Party Transactions*”.

**SALE OR PURCHASE BETWEEN OUR COMPANY AND OUR PROMOTER GROUP**

There are no sales or purchases between our Company and any company in the Promoter Group exceeding 10% of the sales or purchases of our Company.

**SICK COMPANIES**

There are no Companies in our group listed above which have been declared as a sick company under the SICA. There are no winding up proceedings against any of Promoter Group Companies. The Promoter Group Companies do not have negative net worth. Further, no application has been made by any of them to RoC to strike off their names.

**CONFIRMATION**

Our Promoters and persons forming part of Promoter Group have confirmed that they have not been declared as willful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them. Additionally, none of the Promoters and persons forming part of Promoter Group has been restrained from accessing the capital markets for any reasons by SEBI or any other authorities. None of the Promoter or Group Companies has a negative net worth as of the date of the respective last audited financial statement.



**NAVIGANT CORPORATE ADVISORS LIMITED**

## **RELATED PARTY TRANSACTIONS**

For details on Related Party Transactions of our Company, please refer to Annexure 15 of restated financial statement under the section titled "*Financial Information*" on page 110 of the Draft Prospectus.



## **DIVIDEND POLICY**

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting. The shareholders of our Company have the right to decrease not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

There are no dividends declared by our Company in the preceding five financial years.

Our Company does not have any formal dividend policy for the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

## SECTION V - FINANCIAL INFORMATION

## Financial Information of Our Company

## Auditors' Report

To,  
The Board of Directors,  
**Navigant Corporate Advisors Limited**  
Office No. 6, Ground Floor,  
Bandukwala Building, British Hotel Lane,  
Off. Bombay Samachar Marg, Fort  
Mumbai-400 001

Dear Sirs,

We have examined the Financial Information of Navigant Corporate Advisors Limited (the Company) described below and annexed to this report for the purpose of inclusion in the offer document. The Financial Information has been prepared in accordance with the requirements of paragraph B (1) of Part II of Schedule II to the Companies Act, (the Act), The Securities and Exchange Board of India (SEBI) - Issue of Capital and Disclosure Requirements Regulations, 2009 (ICDR Regulations) notified on 26<sup>th</sup> August, 2009, the Guidance Note on Reports in Company Prospectuses (Revised) issued by the Institute of Chartered Accountants of India (ICAI) and in terms of the engagement agreed upon by us with the Company.

The Financial Information has been approved by its Board of Directors.

Audit for the financial year ended 31<sup>st</sup> March, 2013 was conducted by Mr. Tirupati Murarka, Chartered Accountant and Audit for the financial year ended 31<sup>st</sup> March, 2014, 31<sup>st</sup> March, 2015 and period ended 30<sup>th</sup> June, 2015 was conducted by M/s. M S Jhanwar & Co. Chartered Accountants and accordingly reliance has been placed on the financial information examined by them for the said years / periods. The financial report included for these years / periods are based solely on the report submitted by them.

In terms of Schedule VIII, Clause IX (9) of the SEBI (ICDR) Regulations, 2009 and other provisions relating to accounts of Navigant Corporate Advisors Limited, We, M/s. Ramanand & Associates, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board' of the ICAI.

**A. Financial Information as per Audited Financial Statements:**

We have examined:

- a. the attached Statement of Assets and Liabilities, as Restated as at year / period ended March 31, 2013, 2014, 2015 and 30<sup>th</sup> June, 2015 (Annexure 1);
- b. the attached Statement of Profits and Losses, as Restated for the year / period ended March 31, 2013, 2014, 2015 and 30<sup>th</sup> June, 2015 (Annexure 2);
- c. the attached Statement of Cash Flows, as Restated for the year / period ended March 31, 2013, 2014, 2015 and 30<sup>th</sup> June, 2015 (Annexure 3);

- d. the significant accounting policies adopted by the Company and notes to the Restated Financial Statements along with adjustments on account of audit qualifications / adjustments / regroupings. (Annexure 4);

(Collectively hereinafter referred as “Restated Financial Statements”)

The Restated Financial Statements have been extracted from audited Financial Statements of the Company for the year / period ended March 31, 2013, 2014, 2015 and 30<sup>th</sup> June, 2015 which have been approved by the Board of Directors.

Based on our examination and in accordance with the requirements of the Act, ICDR Regulations, we state that:

- Restated Statement of Assets and Liabilities of the Company as at March 31, 2013, 2014, 2015 and 30<sup>th</sup> June, 2015 are as set out in Annexure 1, which are after making such material adjustments and regroupings as, in our opinion are appropriate, and are to be read with the significant accounting policies and notes thereon in Annexure 4;
- Restated Statement of Profits and Losses of the Company for the year / period ended March 31, 2013, 2014, 2015 and 30<sup>th</sup> June, 2015 are as set out in Annexure 2, which have been arrived at after making such material adjustments and regroupings to the audited financial statements as, in our opinion are appropriate, and are to be read with the significant accounting policies and notes thereon in Annexure 4;
- Restated Statement of Cash Flows of the Company for the year / period ended March 31, 2013, 2014, 2015 and 30<sup>th</sup> June, 2015 are as set out in Annexure 3 after making such material adjustments and regroupings;
- Adjustments for any material amounts in the respective financial years / period have been made to which they relate; and
- There are no Extra-ordinary items that need to be disclosed separately in the Restated Summary Statements or Auditor's qualification requiring adjustments.
- Adjustments in Financial Statements has been made in accordance with the correct accounting policies
- There was no change in accounting policies, which needs to be adjusted in the “Restated Financial Statements”.
- There are no revaluation reserves, which need to be disclosed separately in the “Restated Financial Statements”.
- There are no audit qualifications in the “Restated Financial Statements”

**B. Other Financial Information:**

We have also examined the following Financial Information relating to the Company, which is based on the Restated Financial Statements and approved by the Board of Directors of the Company and annexed to this report, is proposed to be included in the Offer Document:

1. Statement of Details of Reserves & Surplus as at March 31, 2013, 2014, 2015 and 30<sup>th</sup> June, 2015 as set out in **Annexure 5** to this report.
2. Statement of Accounting Ratios for the year / period ended on March 31, 2013, 2014, 2015 and 30<sup>th</sup> June, 2015 as set out in **Annexure 6** to this report.
3. Capitalization Statement as at 30<sup>th</sup> June, 2015 as set out in **Annexure 7** to this report.

4. Statement of Tax Shelters for the year ended on March 31, 2013, 2014, 2015 and 30<sup>th</sup> June, 2015 as set out in **Annexure 8** to this report.
5. Statement of Details of Long Term Borrowings as at March 31, 2013, 2014, 2015 and 30<sup>th</sup> June, 2015 as set out in **Annexure 9** to this report.
6. Statement of Details of Trade Receivables as at March 31, 2013, 2014, 2015 and 30<sup>th</sup> June, 2015 as set out in **Annexure 10** to this report.
7. Statement of Details of Short Term Loans & Advances of the Company for the year / period ended on March 31, 2013, 2014, 2015 and 30<sup>th</sup> June, 2015 as set out in **Annexure 11** to this report.
8. Statement of Details of Current Investments of the Company for the year / period ended on March 31, 2013, 2014, 2015 and 30<sup>th</sup> June, 2015 as set out in **Annexure 12** to this report.
9. Statement of Details of Current Liabilities & Provisions of the Company for the year / period ended on March 31, 2013, 2014, 2015 and 30<sup>th</sup> June, 2015 as set out in **Annexure 13** to this report.
10. Statement of Details of Other Income of the Company for the year / period ended on March 31, 2013, 2014, 2015 and 30<sup>th</sup> June, 2015 as set out in **Annexure 14** to this report.
11. Statement of Details of Related Party Transactions of the Company for the year / period ended on March 31, 2011, 2012, 2013, 2014 and 30<sup>th</sup> September, 2014 as set out in **Annexure 15** to this report.

In our opinion, the "Restated Financial Statements" and "Other Financial Information" mentioned above contained in Annexure 1 to 15 of this report have been prepared in accordance with Part II of Schedule II to the Act, the SEBI Guidelines and the Guidance Note on the reports in Company Prospectuses (Revised) issued by the Institute of Chartered Accountants of India (ICAI).

Consequently the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.

This report should not in any way be construed as a reissuance or redating of the previous audit report, nor should this be construed as a new opinion on any of the financial statements referred to herein.

We have no responsibility to update our report for events and circumstances occurring after the date of the report.

This report is intended solely for your information and for inclusion in the Offer Document in connection with the proposed IPO of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

**For Ramanand & Associates.**  
**Chartered Accountants**  
Firm Registration No.-117776W  
Sd/-  
**Ramanand Gupta**  
**Partner**  
**Membership No. 103975**

Place: Mumbai  
Date: 13<sup>th</sup> August, 2015

**ANNEXURE-01**
**STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED**
**(Rs. In Lacs)**

Particulars	30.06.15	31.03.15	31.03.14	31.03.13
<b>Equity &amp; Liabilities</b>				
<b>Shareholders' Funds</b>				
Share Capital	315.28	18.65	10.15	1.00
Reserve & Surplus	195.24	84.27	29.89	(0.01)
<b>Total (A)</b>	<b>510.52</b>	<b>102.92</b>	<b>40.04</b>	<b>0.99</b>
<b>Non Current Liabilities</b>				
Share Application Money	-	-	-	-
Long Term Borrowings	-	-	43.00	30.75
Deferred Tax Liabilities (Net)	0.23	0.20	-	-
<b>Total (B)</b>	<b>0.23</b>	<b>0.20</b>	<b>43.00</b>	<b>30.75</b>
<b>Current Liabilities</b>				
Short Term Borrowings	-	-	-	-
Trade Payables	10.20	11.55	-	-
Other Current Liabilities	31.62	30.74	0.27	0.05
Short Term Provisions	12.25	9.00	1.09	-
<b>Total (C)</b>	<b>54.07</b>	<b>51.29</b>	<b>1.36</b>	<b>0.05</b>
<b>Total (D=A+B+C)</b>	<b>564.82</b>	<b>154.41</b>	<b>84.40</b>	<b>31.79</b>
<b>Assets</b>				
<b>Fixed Assets:</b>				
Tangible Assets	11.46	11.71	-	-
Intangible Assets	-	-	-	-
Long Term Loans & Advances	-	-	-	-
Non Current Investments	-	-	-	-
Other Non Current Assets	-	-	-	-
<b>Total (E)</b>	<b>11.46</b>	<b>11.71</b>	<b>-</b>	<b>-</b>
<b>Current Assets</b>				
Current Investments	133.50	126.00	75.00	-
Inventories	-	-	-	-
Trade Receivables	-	5.20	-	-
Cash & Bank Balances	8.83	2.90	8.08	0.29
Short Term Loans & Advances	401.51	1.51	0.13	31.50
Other Current Assets (TDS & Advance Taxes)	9.52	7.09	1.19	-
<b>Total (F)</b>	<b>553.36</b>	<b>142.70</b>	<b>84.40</b>	<b>31.79</b>
<b>Total (G=E+F)</b>	<b>564.82</b>	<b>154.41</b>	<b>84.40</b>	<b>31.79</b>

## ANNEXURE-02

## STATEMENT OF PROFIT AND LOSS, AS RESTATED

(Rs. In Lacs)

Particulars	30.06.15	31.03.15	31.03.14	31.03.13
<b>Income</b>				
Revenue from Operations	20.41	70.09	11.50	8.31
Other Income	3.43	13.75	1.46	-
<b>Total</b>	<b>23.84</b>	<b>83.84</b>	<b>12.96</b>	<b>8.31</b>
<b>Expenditure</b>				
Employees Costs	5.43	32.69	6.16	3.58
Administrative & Selling Expenses	7.09	21.09	3.26	4.74
<b>Total</b>	<b>12.52</b>	<b>53.78</b>	<b>9.42</b>	<b>8.32</b>
<b>Profit before Depreciation, Interest and Tax</b>	<b>11.32</b>	<b>30.06</b>	<b>3.54</b>	<b>(0.01)</b>
Depreciation	0.44	0.48	-	-
<b>Profit before Interest &amp; Tax</b>	<b>10.88</b>	<b>29.58</b>	<b>3.54</b>	<b>(0.01)</b>
Interest & Finance Charges	-	-	-	-
<b>Net Profit before Tax</b>	<b>10.88</b>	<b>29.58</b>	<b>3.54</b>	<b>(0.01)</b>
<b>Less: Provision for Taxes:</b>				
Current Tax	3.25	9.00	1.09	-
Deferred Tax	0.03	0.20	-	-
<b>Net Profit After Tax &amp; Before Extraordinary Items</b>	<b>7.60</b>	<b>20.38</b>	<b>2.45</b>	<b>(0.01)</b>
Extra Ordinary Items (Net of Tax)	-	-	-	-
<b>Net Profit</b>	<b>7.60</b>	<b>20.38</b>	<b>2.45</b>	<b>(0.01)</b>

## ANNEXURE-03

## STATEMENT OF CASH FLOW, AS RESTATED

(Rs. In Lacs)

Particulars	30.06.15	31.03.15	31.03.14	31.03.13
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net profit before taxes	10.88	29.58	3.54	(0.01)
Adjustment for:				
Add: Depreciation	0.44	0.48	-	-
Add: Interest & Finance Charges	-	-	-	-
Operating Profit before Working capital changes	<b>11.32</b>	<b>30.06</b>	<b>3.54</b>	<b>(0.01)</b>
Adjustments for:				
Decrease (Increase) in Trade & Other Receivables	5.20	(5.20)	-	-
Decrease (Increase) in Short Term Loans & Advances	(400.00)	(1.38)	31.37	(31.50)
Increase (Decrease) in Trade Payables	(1.35)	11.55	-	-
Increase (Decrease) in Other Current Liabilities	0.88	30.47	0.22	0.05
Net Changes in Working Capital	<b>(395.27)</b>	<b>35.44</b>	<b>31.59</b>	<b>(31.45)</b>
Cash Generated from Operations	(383.95)	65.50	35.13	(31.46)
Taxes	(2.43)	(6.99)	(1.19)	-
<b>Net Cash Flow from Operating Activities (A)</b>	<b>(386.38)</b>	<b>58.51</b>	<b>33.94</b>	<b>(31.46)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
Sale / (Purchase) of Fixed Assets	(0.19)	(12.19)	-	-
Decrease (Increase) in Investments	(7.50)	(51.00)	(75.00)	-
<b>Net Cash Flow from Investing Activities (B)</b>	<b>(7.69)</b>	<b>(63.19)</b>	<b>(75.00)</b>	<b>-</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
Issue of share capital and Proceeds / (Refund) from Share Application Money	400.00	42.50	36.60	1.00
Interest & Finance Charges	-	-	-	-
Increase / (Repayment) of Long Term Borrowings	-	(43.00)	12.25	30.75
Increase / (Repayment) of Short Term Borrowings	-	-	-	-
Decrease (Increase) in Long Term Loans & Advances			-	-
<b>Net Cash Flow from Financing Activities (C)</b>	<b>400.00</b>	<b>(0.50)</b>	<b>48.85</b>	<b>31.75</b>
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents</b>	<b>5.93</b>	<b>(5.18)</b>	<b>7.79</b>	<b>0.29</b>
Cash and cash equivalents at the beginning of the year / Period	2.90	8.08	0.29	-
Cash and cash equivalents at the end of the year/ Period	8.83	2.90	8.08	0.29

## Annexure-04

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNT FOR PREPARATION OF RESTATED FINANCIAL STATEMENT****A. SIGNIFICANT ACCOUNTING POLICIES:****1. Basis of Preparation of Financial Statements**

- a. The Restated Financial Information for the year / period ended 31<sup>st</sup> March 2013, 31<sup>st</sup> March 2014, 31<sup>st</sup> March 2015 and 30<sup>th</sup> June, 2015 has been extracted by the management of the Company from the audited financial statements of the company for the year / period ended 31<sup>st</sup> March 2013, 31<sup>st</sup> March 2014, 31<sup>st</sup> March 2015 and 30<sup>th</sup> June, 2015.
- b. The Restated Financial Information are after making adjustments/ restatements and regrouping as necessary in accordance with paragraph B(1) of Part II of Schedule II of The Companies Act and SEBI Regulations.
- c. The Financial Statements have been prepared under Historical Cost conventions and in accordance with the Generally Accepted Accounting Principles ('GAAP') applicable in India, Companies (Accounting Standard) Rules, 2006 notified by Ministry of Company Affairs and Accounting Standards issued by the Institute of Chartered Accountants of India as applicable and relevant provisions of the Companies Act, 1956 & 2013.
- d. The company generally follows the mercantile system of accounting and recognizes significant items of income and expenditure on accrual 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.
- ii. Depreciation on fixed assets is provided on Straight Line Method at the rates prescribed under Companies Act, 2013.
- iii. 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 capitalised 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.

## 13. Foreign Exchange Transactions

- i. Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
- ii. Monetary items denominated in foreign currencies at the yearend are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognised as exchange difference and the premium paid on forward contracts is recognised over the life of the contract.
- iii. Non-monetary foreign currency items are carried at cost.
- iv. In respect of branches, which are integral foreign operations, all transactions are translated at rates prevailing on the date of transaction or that approximates the actual rate at the date of transaction. Branch monetary assets and liabilities are restated at the year end rates.
- v. Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Profit and loss account except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

## B. CHANGES IN ACCOUNTING POLICIES IN THE YEARS/PERIODS COVERED IN THE RESTATED FINANCIALS.

There is no change in significant accounting policies during the reporting period. Further Accounting Policies has been changed as and when Accounting Standards issued by the Institute of Chartered Accountants of India / Companies (Accounting Standard) Rules, 2006 were made applicable on the relevant dates.

## C. NOTES ON RESTATED FINANCIAL STATEMENTS

### NOTES ON RESTATEMENTS MADE IN THE RESTATED FINANCIALS

(Rs. in Lacs)

Financial Year ended	June 30 <sup>th</sup>	March, 31st	March, 31st	March, 31st
	2015	2015	2014	2013
Profit after tax as per Audited Statement of Account(A)	7.60	20.38	2.45	(0.01)
Adjustments*	-	-	-	-

Financial Year ended	June 30 <sup>th</sup>	March, 31st	March, 31st	March, 31st
	2015	2015	2014	2013
Profit after tax as per Restated Profit & Loss(A)	7.60	20.38	2.45	(0.01)

\*There are no significant items, which needs to be adjusted.

### (III) OTHER NOTES

#### General

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

#### 2. Contingent liabilities

There are no Contingent Liabilities during the reported period.

#### 3. Details of Deferred Tax assets and liabilities:

In view of the Accounting Standard 22 issued by Institute of Chartered Accountants of India, the significant component and classification of deferred tax liability/asset because of timing difference comprises of the following:

Particulars	30.06.15	31.03.15	31.03.14	31.03.13
On account of Difference between book and Tax Depreciation	0.23	0.20	-	-
On Account of timing difference in recognition of expenditures	-	-	-	-
Deferred Tax Liability / (Asset)	0.23	0.20	-	-

#### 4. 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.

#### 5. 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.

6. 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.

**7. Earnings per Share**

The details of Earnings Per Share as per AS-20 are provided in Annexure 06.

**8. Related Party Transactions:**

The details of Related Party Transactions as per AS-18 are provided in Annexure 15.

9. The figures in the Restated Financials are stated in Lacs and rounded off to two decimals and minor rounding off difference is ignored.

**Annexure- 05**
**STATEMENT OF DETAILS OF RESERVES & SURPLUS, AS RESTATED**

(Rs. In Lacs)

Particulars	30.06.15	31.03.15	31.03.14	31.03.13
Profit / (Loss) Brought Forward	22.82	2.44	(0.01)	-
Add: Profit / (Loss) for the Year	7.60	20.38	2.45	(0.01)
<b>Profit / (Loss) Carried Forward (A)</b>	<b>30.42</b>	<b>22.82</b>	<b>2.44</b>	<b>(0.01)</b>
Securities Premium Brought Forward	61.45	27.45	-	-
Add: Premium on Shares Issued during the year / period	150.00	34.00	27.45	-
Less: Premium Utilized for Bonus Issue during the year / period	46.63	-	-	-
<b>Securities Premium Carried Forward (B)</b>	<b>164.82</b>	<b>61.45</b>	<b>27.45</b>	<b>-</b>
<b>Reserves &amp; Surplus (A+B)</b>	<b>195.24</b>	<b>84.27</b>	<b>29.89</b>	<b>(0.01)</b>

**Annexure- 06**
**STATEMENT OF ACCOUNTING RATIOS**

(Rs. In Lacs, except per share data)

Particulars	30.06.15	31.03.15	31.03.14	31.03.13
Net Worth ( A )	510.52	102.92	40.04	0.99
Net Profit after Tax ( B )	7.60	20.38	2.45	(0.01)
No. of Shares outstanding at the end [F.V Rs.10] ( C )	31,52,750	1,86,500	1,01,500	10,000
Weighted average number of shares Pre Bonus Issue [F.V Rs.10]( D )	2,14,278	1,38,993	10,251	10,251
Bonus Shares (E)	4,66,250	4,66,250	2,98,900	-
Weighted average number of shares [F.V Rs.10]( E=C+D )	6,80,528	6,05,243	3,09,151	10,251
Earnings per Share (EPS) (B / E) (Rs.)	1.12	3.37	0.79	(0.10)
Return on Net Worth (B / A)	1.49%	19.80%	6.12%	(1.01)%
Net Assets Value per Share (A / E)	16.19	55.18	39.45	9.90

Definitions of key ratios:

I. **Earnings per share (Rs.):** Net Profit attributable to equity shareholders / weighted average number of equity shares. Earnings per share calculations are done in accordance with Accounting Standard 20 "Earnings Per Share" as

issued by The Institute of Chartered Accountants of India. As per AS-20, 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. In case of a bonus issue, the bonus shares has been added to corresponding year to the extent of reserves available in the corresponding year / period. Weighted average number of equity shares outstanding during all the previous years have been considered accordingly.

**II. Return on Net Worth (%):** Net Profit after tax / Net worth as at the end of the year / period

**III. Net Asset Value (Rs.):** Net Worth at the end of the year / Number of equity shares outstanding at the end of the year / period.

**IV. Net Profit,** as appearing in the Statement of restated profits and losses, and Net Worth as appearing in the restated statement of Assets & Liabilities has been considered for the purpose of computing the above ratios.

### Annexure -07

#### CAPITALISATION STATEMENT

(Rs. In Lacs)

Particulars	Pre-Offer as at 30.06.2015	Post Offer*
Borrowing		
Short - Term Debt	-	
Long - Term Debt	-	
Total Debt	-	
Shareholders' Funds		
Share Capital		
- Equity	315.28	
Less: Calls - in - arrears	-	
- Preference	-	
Reserves & Surplus	195.24	
Less: Miscellaneous Expenditure not written off	-	
Total Shareholders Funds	510.52	
Long - Term Debt / Shareholders Fund	-	
Short - Term Debt / Shareholders Fund	-	

\* The Post Offer Capitalization will be determined only after the completion of the allotment of equity shares.

### Annexure- 08

#### STATEMENT OF TAX SHELTERS

(Rs. In Lacs)

Particulars	30.06.15	31.03.15	31.03.14	31.03.13
Profit before tax as per Restated P/L	10.88	29.58	3.54	(0.01)
Applicable Corporate Tax Rate	30.90%	30.90%	30.90%	30.90%
Tax at Notional Rate	3.36	9.14	1.09	-
Adjustments				

Particulars	30.06.15	31.03.15	31.03.14	31.03.13
Difference between Tax Depreciation and Book Depreciation	0.12	0.63	-	-
Exempted Income	-	-	-	-
Disallowance	-	-	-	-
Items Chargeable at special rates	-	-	-	-
Other Items	-	-	-	-
Set off of Business Losses / Unabsorbed Depreciation	-	-	-	-
<b>Net Adjustments</b>	<b>0.12</b>	<b>0.63</b>	-	-
Tax Saving thereon	0.04	0.20	-	-
Tax Saving to the the extent of Tax at Notional Rate	0.04	0.20	-	-
Tax Payable [A]	3.32	8.94	1.09	-
Tax Payable on items chargeable at special rates [B]	-	-	-	-
Total Tax Payable [C=A+B]	3.32	8.94	1.09	-
Tax Rebates [D]	-	-	-	-
<b>Net Tax Payable [E=C-D]</b>	<b>3.32</b>	<b>8.94</b>	<b>1.09</b>	-

## Annexure - 09

## STATEMENT OF DETAILS OF LONG TERM BORROWINGS

(Rs. In Lacs)

Particulars	30.06.15	31.03.15	31.03.14	31.03.13
<b>Secured:</b>				
Term Loan from Banks and Financial Institutions	-	-	-	-
<b>Unsecured:</b>				
Loan from Shareholders	-	-	-	30.75
Loan from Body Corporates	-	-	3.00	-
Loan from Financial Institutions / NBFC	-	-	40.00	-
<b>Total</b>	-	-	<b>43.00</b>	<b>30.75</b>

## Annexure - 10

## STATEMENT OF DETAILS OF TRADE RECEIVABLES

(Rs. In Lacs)

Particulars	30.06.15	31.03.15	31.03.14	31.03.13
<b>(A) Unsecured, Considered good outstanding for a period less than six months</b>				
Others	-	5.20	-	-
Amount due from Promoter/Group Companies and Directors	-	-	-	-
<b>(B) Unsecured, Considered good outstanding for a period more than six months</b>				

Particulars	30.06.15	31.03.15	31.03.14	31.03.13
Others	-	-	-	-
Amount due from Promoter/Group Companies and Directors	-	-	-	-
<b>Total</b>	-	<b>5.20</b>	-	-

**Annexure - 11**
**STATEMENT OF DETAILS OF SHORT TERM LOANS AND ADVANCES**

(Rs. In Lacs)

Particulars	30.06.15	31.03.15	31.03.14	31.03.13
Loans Given to Body Corporates	400.00	-	-	-
Deposits Against Construction of Office	-	-	-	31.50
Office Interest Free Deposit	1.51	1.51	-	-
Misc. Deposit	-	-	0.13	-
<b>Total</b>	<b>401.51</b>	<b>1.51</b>	<b>0.13</b>	<b>31.50</b>

**Annexure - 12**
**STATEMENT OF DETAILS OF CURRENT INVESTMENTS**

(Rs. In Lacs)

Particulars	30.06.15	31.03.15	31.03.14	31.03.13
Investment in Bank Fixed Deposits	133.50	126.00	75.00	-
<b>Total</b>	<b>133.50</b>	<b>126.00</b>	<b>75.00</b>	-

**Annexure - 13**
**STATEMENT OF DETAILS OF CURRENT LIABILITIES AND PROVISIONS**

(Rs. In Lacs)

Particulars	30.06.15	31.03.15	31.03.14	31.03.13
<b>Current Liabilities</b>				
Trade Payables				
Due for Services	-	-	-	-
Others	10.20	11.55	-	0.05
<b>Sub Total (A)</b>	<b>10.20</b>	<b>11.55</b>	-	<b>0.05</b>
<b>Other Current Liabilities</b>				
Salary, Bonus & Directors Remunerations Payable	30.79	30.22	-	-
Auditors Remuneration Payable	0.15	0.10	-	-
Others Expenses Payable	-	0.18	0.05	-
Statutory Dues:-				
Service Tax Payable	0.60	-	0.21	-
TDS Payable	0.09	0.25	-	-
<b>Sub Total (B)</b>	<b>31.63</b>	<b>30.75</b>	<b>0.26</b>	-

Particulars	30.06.15	31.03.15	31.03.14	31.03.13
Provisions				
Provision for Taxation	12.25	9.00	1.09	-
<b>Sub Total (B)</b>	<b>12.25</b>	<b>9.00</b>	<b>1.09</b>	<b>-</b>
<b>Total (A+B+C)</b>	<b>54.08</b>	<b>51.30</b>	<b>1.35</b>	<b>0.05</b>

**Annexure - 14**
**STATEMENT OF DETAILS OF OTHER INCOME**
**(Rs. In Lacs)**

Particulars	30.06.15	31.03.15	31.03.14	31.03.13
Interest Income	2.62	8.59	1.46	-
Commission Income	0.70	5.00	-	-
Other Non Operative Income	0.11	0.16	-	-
<b>Total</b>	<b>3.43</b>	<b>13.75</b>	<b>1.46</b>	<b>-</b>

**Annexure-15**
**STATEMENT OF DETAILS OF RELATED PARTY TRANSACTIONS**
**(Rs. In Lacs)**

Particulars	30.06.15	31.03.15	31.03.14	31.03.13
<b>REVENUE ITEMS :</b>				
Remuneration to Promoters & Directors	2.10	16.65	5.20	3.45
<b>NON-REVENUE ITEMS :</b>				
Capital Contribution	400.00	42.50	36.60	1.00
Loan Taken	-	-	1.10	30.75
Loan Repaid	-	-	31.85	-
Loan Given	-	-	-	-
Loan Received Back	-	-	-	-



## MANAGEMENT DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*You should read the following discussion and analysis of our financial condition and results of operations together with our audited restated financial statements prepared in accordance with paragraph B of Part II of Schedule II to the Companies Act and SEBI (ICDR) Regulations, including the schedules, annexure and notes thereto and the reports thereon of each of the financial years ended March 31, 2013, 2014, 2015 and for the period ended 30<sup>th</sup> June, 2015 in the chapter titled "Financial Information" on page 96 of the Draft Prospectus. The following discussion relates to our Company and, unless otherwise stated, is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Accounting Standards and other applicable provisions of the Companies Act and the SEBI (ICDR) Regulations. Our fiscal year ends on March 31 of each year so accordingly all references to a particular financial year are to the twelve months ended March 31 of that year.*

### INDUSTRY OVERVIEW

#### OVERVIEW OF FINANCIAL SERVICES INDUSTRY IN INDIA

India has a diversified financial sector, which is undergoing rapid expansion. The sector comprises commercial banks, insurance companies, non-banking financial companies, co-operatives, pension funds, mutual funds and other smaller financial entities. The financial sector in India is predominantly a banking sector with commercial banks accounting for more than 60 per cent of the total assets held by the financial system.

India's services sector has always served the country's economy well, accounting for about 57 per cent of the gross domestic product (GDP). In this regard, the financial services sector has been an important contributor.

The Government of India has introduced reforms to liberalise, regulate and enhance this industry. At present, India is undoubtedly one of the world's most vibrant capital markets. Challenges remain, but the future of the sector looks good. The advent of technology has also aided the growth of the industry. About 75 per cent of the insurance policies sold by 2020 would, in one way or another, be influenced by digital channels during the pre-purchase, purchase or renewal stages, as per a report by Boston Consulting Group (BCG) and Google India.

#### Capital Markets

The year 2013-14 reaped accomplishments for Indian securities markets with benchmark indices, BSE Sensex and NSE Nifty registering all-time highs in the wake of high volatility observed throughout the year due to global headwinds.

Indian stock markets extended their record breaking spree with the Sensex hitting a new peak and closing 22,386 on March 31, 2014, breaching the 20,000 mark touched during 2012-13. Nifty, too, crossed the 6,000 mark of 2012-13 and logged to a new lifetime high by closing at 6,704 on March 31, 2014. While Sensex observed a growth of 18.8 percent, Nifty recorded a growth of 18.0 percent.

The market capitalisation of BSE stood at Rs. 74,15,296 crore as on last trading day of March 2014 as against Rs. 63,87,887 crore at end-March 2013 while its ratio to GDP stood at 65.3 percent for 2013-14. The market capitalisation of NSE was Rs. 72,77,720 crore at end-March 2014 compared to Rs. 62,39,035 crore as of end-March 2013 while its ratio to GDP stood at 64.1 percent for 2013-14. The third national level stock exchange, MCX-SX, recorded a market capitalisation of Rs. 72,39,670 crore in 2013-14 and its ratio to GDP at 64.0 percent. The demat statistics at depositories, NSDL and CDSL exhibited an accelerating trend in terms of number of demat accounts and demat quantity. The number of demat accounts at CDSL and NSDL witnessed a growth of 5.4 percent and 2.9 percent respectively over the previous year. Moreover, the number of listed companies at NSE and BSE continued to rise. **Source: SEBI Annual Report 2013-2014**

## **BUSINESS OVERVIEW**

Our Company was originally incorporated in Mumbai as “S. P. Realtor Estate Limited” as on 21<sup>st</sup> May, 2012 as a private limited company under the provisions of Companies Act, 1956. It is registered in ROC Maharashtra. Our Company was incorporated with the intent to venture into real estate operations. However, later on, the company diversified its operations to corporate advisory and merchant banking allied activities by obtaining the approval of its members in their extra ordinary general meeting on 26<sup>th</sup> August, 2013 and correspondingly the name of the company was changed to “Navigant Corporate Advisors Private Limited” and a fresh certificate of incorporation dated 11<sup>th</sup> September, 2013 was issued. Our Company was converted in to a Public Limited Company and consequently the name was changed to “Navigant Corporate Advisors Limited ” vide fresh certificate of incorporation dated 22<sup>nd</sup> January, 2015 issued by the Registrar of Companies, Maharashtra.

We are a boutique advisory firm based in Mumbai. We also register our presence across India through several well-established associate relations.

In a short span of time, we have progressed and holds a reputed position today. We have been able to usher our clients with our modern regime of advisory and financial services. We have wide associations with intermediaries of Capital & Debt Market in India.

We represent the spectrum of knowledge and experience as a one - stop financial and management advisory concern providing the whole gamut of corporate advisory services. Our focus is on integrated capital market advisory and financial services to Corporate as well as HNI Clients.

We, as a corporate advisor, strives to achieve excellence across a range of financial services like: Advisory in IPO, Merger & Acquisitions, Debt Syndications, Takeovers, Valuations, Strategic & General Corporate Advice and Business Modeling, etc. We are primarily focused on small and mid sizes enterprises (SMEs).

We are a professionally managed and growing organization which aims at strengthening and establishing itself as the foremost provider of financial services, in Mumbai. We also aim at achieving greater and long-term growth.

We aim to provide solutions to our clients with a vision to maximize their growth by placing the highest importance on quality, professionalism, integrity and confidentiality with management team of the highest caliber.

In order to grow further, We have applied to SEBI for registration of our Company as Category I Merchant Bankers in terms of SEBI (Merchant Bankers Regulations) 1992 as amended.

## **FACTORS AFFECTING OUR FUTURE RESULTS OF OPERATIONS**

Our results of operations could potentially be affected by the following factors amongst others:

- General economic and business conditions;
- Company’s inability to successfully implement its growth and expansion plans;
- Increasing competition in the financial services Industry;
- Economic, Income and Demographic condition in India;
- Changes in laws and regulations that apply to Industry in which we operate;
- Any change in the tax laws granting incentives to Industry in which we operate;
- Interest Rates

**DISCUSSION ON THE RESULTS OF OPERATIONS**

The following discussion on the financial operations and performance is based on our restated financial statements for the FY 2012-13, 2013-2014, 2014-2015 and for the period ended June 30, 2015. The same should be read in conjunction with the restated audited financial results of our Company for the years ended March 31, 2013, 2014, 2015 and for the period ended June 30, 2015.

**For Three (3) months ended June 30, 2015**

Particulars	Three (3) Months (Rs. In Lacs)	% of Total Income
Total Income	23.84	100.00
Expenditure (Excluding Depreciation, Interest & Tax)	12.52	52.52
Depreciation & Amortizations	0.44	1.85
Interest & Finance Charges	-	-
Net Profit before Tax	10.88	45.64
Taxes	3.28	13.76
Net Profit after Taxes	7.60	31.88

**Analysis on Results of Operation**

Considering the various Key factors affecting our income and expenditure, our results of operations may vary from period to period. The following table sets forth certain information with respect to our results of operations for the periods indicated read together with notes to accounts, accounting policies and auditor's report as appearing in this Draft Prospectus.

Particulars	<i>(Rs. In Lacs)</i>		
	31.03.15	31.03.14	31.03.13
<b>Income:-</b>			
Revenue from Operations	70.09	11.50	8.31
<i>Increase/ (Decrease) (%)</i>	<i>509.48</i>	<i>38.39</i>	<i>---</i>
Other Income	13.75	1.46	-
<i>Increase/ (Decrease) (%)</i>	<i>841.78</i>	<i>---</i>	<i>---</i>
<b>Expenditure:-</b>			
Employees Cost	32.69	6.16	3.58
<i>Increase/ (Decrease) (%)</i>	<i>430.68</i>	<i>72.07</i>	<i>---</i>
Administrative & Selling Expenses	21.09	3.26	4.74
<i>Increase/ (Decrease) (%)</i>	<i>546.93</i>	<i>(31.22)</i>	<i>---</i>
Profit before Depreciation, Interest and Tax	30.06	3.54	(0.01)
<i>Increase/ (Decrease) (%)</i>	<i>749.15</i>	<i>---</i>	<i>---</i>
<b>Profit before Interest &amp; Tax</b>	<b>29.58</b>	<b>3.54</b>	<b>(0.01)</b>
<i>Increase/ (Decrease) (%)</i>	<i>735.59</i>	<i>---</i>	<i>---</i>
Interest & Finance Charges	-	-	-
<b>Net Profit before Tax</b>	<b>29.58</b>	<b>3.54</b>	<b>(0.01)</b>
<i>Increase/ (Decrease) (%)</i>	<i>735.59</i>	<i>---</i>	<i>---</i>
<b>Net Profit After Tax</b>	<b>20.38</b>	<b>2.45</b>	<b>(0.01)</b>
<i>Increase/ (Decrease) (%)</i>	<i>731.84</i>	<i>---</i>	<i>---</i>

**COMPARISON OF FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2015 WITH FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2014**

**Income:** Our Revenue from Operations for the financial year ended 31<sup>st</sup> March, 2015 stood at Rs. 70.09 Lacs as against the total of Rs. 11.50 Lacs for the fiscal year 2014 with an increase of 509.48% and such increase was attributed to rise in operations of our services.

**Expenditure:** Personnel Expenses have registered an increase of 430.68 % at Rs. 32.69 Lacs in fiscal 2015 as compared to Rs. 6.16 Lacs in fiscal 2014 and Administrative & Selling Expenses have increased by 546.93% in Fiscal 2015 at Rs. 21.09 Lacs as compared to Rs. 3.26 Lacs in fiscal 2014. The expenses have increased in symmetry of rise in our operations.

**Profits after Taxes (PAT):** PAT of Company has recorded a jump of 731.84 % at Rs. 20.38 Lacs for fiscal 2015 as against Rs. 2.45 Lacs for fiscal 2014 due to higher base of revenue.

**COMPARISON OF FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2014 WITH FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2013**

**Income:** Our Revenue from Operations for the financial year ended 31<sup>st</sup> March, 2014 was at Rs. 11.50 Lacs as compared to Rs. 8.31 for the fiscal 2013 as the company has diversified from real estate to financial services segment.

**Expenditure:** Personnel Expenses have stood at Rs. 6.16 Lacs in fiscal 2014 as compared to Rs. 3.58 in fiscal 2013, registering an increase of 72.07 %. Administrative & Selling Expenses have registered a downfall of 31.22 % at Rs. 3.26 Lacs in fiscal 2014 as compared to Rs. 4.74 Lacs in fiscal 2013.

**Profits after Taxes (PAT):** PAT of Company have stood at Rs. 2.45 Lacs for fiscal 2014 as against loss Rs. 0.01 Lacs for fiscal 2013 mainly due to increase in volume of operations in fiscal 2014.

**Other Information required as per SEBI Regulations**

- ***Unusual or infrequent events or transactions***

There are no unusual or infrequent events or transactions that have significantly affected operations of the Company.

- ***Significant economic changes that materially affected or are likely to affect income from continuing operations***

There are no significant economic changes that materially affected Company's operations or are likely to affect income from continuing operations. Any slowdown in the growth of Indian economy or future volatility in global commodity prices, could affect the business, including the future financial performance, shareholders' funds and ability to implement strategy and the price of the Equity Shares.

- ***Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.***

Apart from the Risks disclosed under the section titled "Risk Factors" no known trends or uncertainties are envisaged or are expected to have a material adverse impact on sales, revenue or income from continuing operations to Company's knowledge.

- ***Future changes in relationship between costs and revenues in case of events such as future increase in labor or material cost or prices that will cause material change.***

According to our knowledge, there are no future relationship between cost and income that would be expected to have a material adverse impact on our operations and revenues. However, increase in the human cost will affect the profitability of the Company.

- ***The extent to which material increases in net sales / revenue is due to increase in sales volume, introduction of new products or services or increased sales prices***

The increase in revenue is by and large linked to increase in volume of all the activities carried out by the Company.

- ***Total turnover of each major industry segment in which the Company operated***

The Company operates only one business segment in context of accounting standards 17 on Segment Reporting issued by ICAI i.e. Advisory and Consultancy Services. The company is not operating in any of the geographical segment.

- ***Status of any publicly announced New Products or Business Segment***

The Company has not announced any new services or business segment.

- ***The extent to which our Company's business is seasonal***

Our Company's business is not seasonal in nature.

- ***Any significant dependence on a single or few suppliers or customers***

We are not under threat of dependence from any single supplier or customer.

- ***Competitive conditions***

The market for Financial Services is both highly competitive and rapidly evolving. We primarily face competition from Indian Financial Services companies as well as international companies, which offer broad based services. We anticipate this competition to grow as the demand for these services increases and we also expect additional companies to enter the Indian market. We expect that further competition will increase recognizing that price alone cannot constitute sustainable competitive advantage.

As our Company enter newer markets, we are likely to face additional competition from those who may be better capitalized, have longer operating history, have greater brand presence, and better management than us. If we are unable to manage our business it might impede our competitive position and profitability. We intend to continue competing vigorously to capture more market share and adding more management personnel to manage our growth in an optimal way.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated herein, there are no outstanding or pending litigation, suits, civil prosecution, criminal proceedings or tax liabilities against our Company, our Directors, our Promoters and Promoter Group and there are no defaults, non-payment of statutory dues, over dues to banks and financial institutions, defaults against bank and financial institutions and there are no outstanding debentures, bonds, fixed deposits or preference shares issued by our Company; no default in creation of full security as per the terms of the Offer, no proceedings initiated for economic or other offences (including past cases where penalties may or may not have been awarded) and no disciplinary action has been taken by SEBI or any stock exchanges against our Promoters, our Directors or Promoter Group Companies.*

I. CASES FILED BY OUR COMPANY

*Civil Cases*

There are no civil proceedings filed by our Company.

*Criminal Cases*

There are no criminal proceedings filed by our Company.

II. CASES FILED AGAINST OUR COMPANY

*Civil proceedings*

There are no civil proceedings filed against our Company.

*Criminal Proceedings*

There are no criminal proceedings filed against our Company.

III. INDIRECT TAX PROCEEDINGS INVOLVING OUR COMPANY

NIL

IV. LITIGATIONS INVOLVING OUR PROMOTER AND PROMOTER GROUP COMPANIES

(i) Proceedings of Civil nature

(a) By the promoters & Promoter Group Companies

NIL

(b) Against the promoters & Promoter Group Companies

NIL

(ii) Proceedings of a Criminal nature-

(a) By the promoters & Promoter Group Companies

NIL

(b) Against the promoters & Promoter Group Companies

NIL.

However M/s Comfort Intech Limited has filed a complaint with Malad Police Station on 23<sup>rd</sup> October, 2013 against our Promoter Sarthak Vijlani amongst other alleging forgery and cheating of RBI Documents. However in the same matter RBI has registered FIR against directors of Comfort Intech Limited.

#### V. LITIGATIONS INVOLVING DIRECTORS OF OUR COMPANY

##### (i) Proceedings of Civil nature

(a) By the Directors of our Company

NIL

(b) Against the Directors of our Company

NIL

##### (ii) Proceedings of a Criminal nature-

(a) By the Directors of our Company

NIL

(b) Against the Directors of our Company

NIL

#### MATERIAL DEVELOPMENTS

In the opinion of the Board of Directors of our Company, there have not arisen, since the date of the last audited financial statements disclosed in this Draft Prospectus, any circumstances that materially or adversely affect or are likely to affect our profitability or value of assets or our ability to pay material liabilities within the next twelve (12) months.

**GOVERNMENT & OTHER APPROVALS**

We have received all the necessary consents, licenses, permissions and approvals from the government and various government agencies/ private certification bodies for our present businesses and no further approvals are required for carrying on the present businesses except as stated in this Draft Prospectus.

**APPROVALS FOR THE OFFER**

1. The Board of Directors has in accordance with section 23 of Companies Act, 2013 pursuant to resolution passed at its meeting held on 14<sup>th</sup> July, 2015 authorized the Offer.

**INCORPORATION DETAILS**

1. Certificate of Incorporation dated 21<sup>st</sup> May, 2012 issued by Registrar of Companies, Mumbai, Maharashtra, in the name of S.P. Realtor Estate Private Limited.

2. Fresh Certificate of Incorporation dated 11<sup>th</sup> September, 2013 issued by Registrar of Companies, Mumbai, Maharashtra, consequent upon change in the name to Navigant Corporate Advisors Private Limited.

3. Fresh Certificate of Incorporation dated 22<sup>nd</sup> January, 2015 issued by Registrar of Companies, Mumbai, Maharashtra, consequent upon change in the name to Navigant Corporate Advisors Limited.

4. The Company Identification Number (CIN) is U67190MH2012PLC231304

**CORPORATE APPROVALS OF OUR COMPANY**

1. Permanent Account Number (AARCS4887P) under the Income Tax Act, 1961.

2. Tax Deduction Account Number (MUMN21379B) under the Income Tax Act, 1961.

3. ISIN Number is. [●]

4. Profession Tax Enrollment No. 27255300424P & 99432307851P issued by Professional Tax Officer, Maharashtra.

5. Service Tax Registration No. AARCS4887PSD001 issued by Central Board of Excise & Customs.

6. Shop & Establishment Registration Number (760466836/Commercial II/ Ward A) under the Maharashtra Shops & Establishment Act, 1948.

7. Assignemnt of trademark of our corporate logo under The Trademarks Act, 1999.

**PENDING APPROVALS**

8. Registration with SEBI as Category I Merchant Banker.



**OTHER REGULATORY AND STATUTORY DISCLOSURES****AUTHORITY FOR THE OFFER**

The Offer has been authorised by a resolution of the Board of Directors passed at their meeting held on 14<sup>th</sup> July, 2015. The Selling Shareholder i.e. Mr. Sarthak Vijlani has authorised the transfer of 8,50,000 Equity Shares pursuant to the Offer through her authorisation letter dated April 24, 2015.

The Selling Shareholder has confirmed that she has not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third party rights.

Our Company has obtained in-principle listing approval from SME Platform of BSE for using its name in Prospectus pursuant to letter dated [●]. BSE is the Designated Stock Exchange.

**PROHIBITION BY SEBI AND GOVERNMENT AUTHORITIES**

There is no prohibition on our Company, our Promoters, our Promoters Group, our Directors, Group Entities or the natural person(s) in control of our Company and the Selling Shareholder from accessing or operating in the Capital Market or restrained from buying, selling or dealing in securities under any order or direction passed by the Board (SEBI) or any other authorities.

The listing of any securities of our Company has never been refused by any of the Stock Exchanges in India. Neither of our Promoters, Promoter Group, Directors or the person(s) in control of our Company, has ever been part of Promoters, Promoter Group, Directors or the person(s) in control of any other Company which is debarred from accessing the capital market under any order or directions made by the Board (SEBI) or any other regulatory or governmental authority.

None of our Directors are in any manner associated with the securities market and there has been no action taken by SEBI against our Directors or any entity in which our Directors are involved as Promoters or Directors.

**PROHIBITION BY RBI**

Our Company, our Promoters, Promoting Companies, their relatives, Group Concerns and Associate Companies have not been identified as willful defaulters by the RBI or any other government authorities.

**ELIGIBILITY FOR THE OFFER**

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations; and this Offer is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Offer in accordance with Regulation 106(M) (1) and other provisions of Chapter XB of the SEBI (ICDR) Regulations, as we are an Issuer whose post Offer paid up capital do not exceed ten crores rupees shall issue its specified securities in accordance with provisions of chapter XB Issue of specified securities by small and medium enterprises] of ICDR regulations. (In this case being the “SME Platform of BSE”).

We confirm that:

a) In accordance with Regulation 106(P) of the SEBI (ICDR) Regulations, this Offer has been hundred percent underwritten and that the Lead Manager to the Offer has underwritten more than 15% of the Total Offer Size. For further details pertaining to said underwriting please refer to “General Information - Underwriting” on page 30 of this Draft Prospectus.

b) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottees in the Offer is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our Company and Selling Shareholder becomes liable to repay it, then our Company, Selling Shareholder and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under Section 40 of the Companies Act, 2013.

c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any Draft Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.

d) In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, We and Selling Shareholder have entered into an agreement with the Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Offer.

*For further details of the arrangement of market making please refer to “General Information - Details of the Market Making Arrangements for this Offer” on page 31 of this Draft Prospectus.*

We further confirm that we shall be complying with all the other requirements as laid down for such an Offer under Chapter X-B of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub-regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Offer.

Our Company is also eligible for the Offer in accordance with eligibility norms for Listing on SME Exchange / Platform BSE circular dated April 19, 2012 and February 05, 2015 (<http://www.bsesme.com/>), which states as follows:

**1. Net Tangible assets of at least Rs. 1 crore as per the latest audited financial results**

Our Company has Net Tangible Assets of Rs. 510.75 Lacs, which is in excess of Rs. 3 Crores as per the latest audited financial results. Our Net Tangible Assets as on 30<sup>th</sup> June, 2015 are disclosed as under:

Particulars	(Rs. Lacs) 30.06.2015
Fixed Assets- Net Block	11.46
<i>Current Assets, Loans and Advances:</i>	
Receivables	-
Inventories	-
Cash & Bank Balances	8.83
Short Terms Loans & Advances	401.51
Current Investments-Fixed Deposits with Banks	133.50
Other Current Assets	9.52
<b>Total Assets (A)</b>	<b>564.82</b>
<i>Less: Current Liabilities &amp; Provisions:</i>	
Short Term Borrowings	-
Trade Payables	10.20
Other Current Liabilities	31.62

Particulars	30.06.2015
Short Term Provisions	12.25
<b>Total Current Liabilities &amp; Provisions (B)</b>	<b>54.07</b>
<b>Net Tangible Assets (A-B)</b>	<b>510.75</b>

Net tangible assets are defined as sum of Fixed Assets (including capital work in progress and excluding revaluation reserve), trade investments and current assets (excluding deferred tax assets and intangible assets as defined in AS-26 issued by ICAI) less current liabilities & Provisions.

**2. Net worth (excluding revaluation reserves) of at least Rs. 3 crores as per the latest audited financial results**

Our Company satisfies the above criteria. Our Net Worth as per the restated audited financial statements as on 30<sup>th</sup> June, 2015 is as under:

Particulars	(Rs. Lacs) 30.06.2015
Share Capital	315.28
Add: Reserves & Surplus	195.24
Less: Preliminary Expenses to the extent written off	-
<b>Net Worth</b>	<b>510.52</b>

Net worth includes Equity Share Capital and Reserves, (Net of Miscellaneous Expenditure not written off, if any.)

**3. Track record of distributable profits in terms of sec. 205 of Companies Act, 1956 / sec. 123 of Companies Act, 2013 for at least two years out of immediately preceding three financial years and each financial year has to be a period of at least 12 months. Extraordinary income will not be considered for the purpose of calculating distributable profits. Otherwise, the Net Worth shall be at least Rs. 5 Crores.**

Our Company has distributable profits in terms of sec. 205 of Companies Act, 1956 / sec. 123 of Companies Act, 2013, as detailed below:

Particulars	(Rs. In Lacs)		
	31.03.15	31.03.14	31.03.13
<b>Net Profit</b>	20.38	2.45	(0.01)

**4. Other Requirements**

**i. The Post-Offer paid up capital of the company shall be at least Rs. 3 crores.**

As on the date of Draft Prospectus i.e. 24<sup>th</sup> August, 2015, Our Company has a paid up capital in Rs. 315.275 Lacs, and the Post Offer Capital would be Rs. 315.275 Lacs, which is in excess of Rs. 3 crores.

**ii. The company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories.**

Our Company will enter into tripartite agreements with CDSL and NSDL along with our Registrar for facilitating trading in dematerialized mode.

**iii. Companies shall mandatorily have a website**

The company has a live and operational website: [www.navigantcorp.com](http://www.navigantcorp.com)

5. *Certificate from the applicant company / promoting companies stating the following:*

*a. The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).*

Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

*b. There is no winding up petition against the company that has been accepted by a court.*

There is no winding up petition against our Company that has been accepted by a court or liquidator has not been appointed.

*c. There is no change in the promoter/s of the Company in the preceding one year from date of filing application to BSE for listing on SME segment.*

There is no change in the promoter/s of the Company in the preceding one year from date of filing application to BSE for listing on SME segment.

**DISCLAIMER CLAUSE OF SEBI**

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER, FIRST OVERSEAS CAPITAL LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY AND SELLING SHAREHOLDER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND SELLING SHAREHOLDER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER, FIRST OVERSEAS CAPITAL LIMITED HAS FURNISHED, A DUE DILIGENCE CERTIFICATE DATED AUGUST 24, 2015 WHICH READS AS FOLLOWS:

- 1) WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE PROSPECTUS PERTAINING TO THE SAID OFFER
- 2) ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE OFFER, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:
  - (A) THE PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE OFFER;

- (B) ALL THE LEGAL REQUIREMENTS RELATING TO THE OFFER AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND
- (C) THE DISCLOSURES MADE IN THE PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED OFFER AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, THE COMPANIES ACT, 2013 THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.
- 3) WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.
- 4) WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS.
- 5) WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING OF THE PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.
- 6) WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE PROSPECTUS.
- 7) WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE OFFER. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC OFFER.
- 8) WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT OFFER FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
- 9) WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE OFFER ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM THE STOCK EXCHANGE MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE OFFER AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION.

- 10) WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE.
- 11) WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.
- 12) WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE PROSPECTUS:
  - (A) AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND
  - (B) AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
- 13) WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE OFFER.
- 14) WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OR THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.
- 15) WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.
- 16) WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS, AS PER FORMAT SPECIFIED BY THE BOARD THROUGH CIRCULAR.
- 17) THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER SECTION 63 OR SECTION 68 OF THE COMPANIES ACT 1956 (SECTION 34 OR SECTION 36 OF THE COMPANIES ACT, 2013) OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.

**ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE**

- (1) WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.
- (2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE OFFER UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS OFFER SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE- OFFER ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE OFFER HAVE BEEN GIVEN.

- (3) WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009.- NOTED
- (4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.-NOTED
- (5) WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISIO TO SUB-REGULATION (4) OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE PROSPECTUS. - NOT APPLICABLE
- (6) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P AND 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.
- (7) WE CONFIRM THAT THE ISSUER HAS REDRESSED AT LEAST NINETY FIVE PER CENT OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF THE FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES. - NOT APPLICABLE

#### DISCLAIMER CLAUSE OF BSE

BSE Limited (“BSE”) has given vide its letter dated [●], permission to this Company to use its name in this offer document as one of the stock exchanges on which this company’s securities are proposed to be listed on the SME Platform. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter for granting the aforesaid permission to this company. BSE does not in any manner:-

- i. Warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. Warrant that this company’s securities will be listed or will continue to be listed on BSE; or
- iii. Take any responsibility for the financial or other soundness of this Company, its Promoters, its management or any scheme or project of this Company;

And it should not for any reason be deemed or construed that this offer document has been cleared or approved by BSE. Every person who desires to apply for or otherwise acquires any securities in this Company may do so pursuant to independent inquiry, investigations and analysis and shall not have any claim against BSE whatsoever by reason of loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

#### DISCLAIMER FROM OUR COMPANY, SELLING SHAREHOLDER AND THE LEAD MANAGER

Our Company, its Directors, Selling Shareholder and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our’s instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

*For details regarding the track record of the Lead Manager to the Offer, please refer to the website of the Lead Manager: [www.focl.in](http://www.focl.in)*

**CAUTION**

The Lead Manager accepts no responsibility, save to the limited extent as provided in the MOU for Offer Management entered into among the Lead Manager, Our Company and Selling Shareholder dated 17<sup>th</sup> August, 2015, the Underwriting Agreement 17<sup>th</sup> August, 2015 entered into among the Underwriters, Selling Shareholder and our Company and the Market Making Agreement dated 17<sup>th</sup> August, 2015 entered into among the Lead Manager, Market Maker and our Company.

All information shall be made available by our Company, the Selling Shareholder and the Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centers or elsewhere.

The LM and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, the Selling Shareholder, our Promoter Group, Group Entities, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, the Selling Shareholder, our Promoter Group, Group Entities, and our affiliates or associates, for which they have received and may in future receive compensation.

**Note:**

Investors who apply in the Offer will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholder and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Selling Shareholder, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Offer.

**DISCLAIMER IN RESPECT OF JURISDICTION**

This Offer is being made in India to Persons resident in India (including Indian nationals resident in India), who are majors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under the applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in section 2 (72) of the Companies Act, 2013, State industrial development corporations, Venture Capital Funds (VCFs) registered with SEBI, FPI other than category III registered with SEBI, Insurance Companies registered with Insurance and Regulatory Development Authority, Provident Funds (subject to applicable law) with minimum corpus of Rs. 2,500.00 Lacs and pension funds with minimum corpus of Rs. 2,500.00 Lacs, and to permitted non residents including FIIs, FPIs, eligible NRIs, multilateral and bilateral development financial institutions, foreign venture capital investors registered with SEBI and eligible foreign investors provided they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Draft Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to or purchase Equity Shares offered hereby in any other jurisdiction to any Person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any Person into whose possession this Draft Prospectus is required to inform himself or herself about and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, Maharashtra India.



No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and this Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

#### **DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT**

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdictions except in compliance with the applicable laws of such jurisdictions. The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and may not be offered, sold or delivered within the United States (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

#### **FILING**

The Draft Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the offer document in term of Reg. 106(M)(3). However, a copy of the Prospectus shall be filed with SEBI at the Corporate Finance Department, Plot No. C-4A, "G" Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051.

A copy of the Prospectus, along with the documents required to be filed under Section 26 & 32 of the Companies Act, 2013 will be delivered to the ROC situated at 100, Everest, Marine Drive, Mumbai - 400 002.

#### **LISTING**

In terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, there is no requirement of obtaining In- Principle approval of the SME Platform of BSE. However, application shall be made to SME Platform of BSE for obtaining permission for listing of the Equity Shares being offered and sold in the Offer on its SME Platform after the allotment in the Offer.

BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Offer. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by BSE, our Company and the Selling Shareholder shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Draft Prospectus. If such money is not repaid within eight days from the date our Company and Selling Shareholder becomes liable to repay it, then our Company, the Selling Shareholder and every officer in default shall, on and from expiry of eight (8)days, be liable to repay such application money, with interest at the rate of 15% per annum on application money, as prescribed under the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE mentioned above are taken within twelve (12) Working Days of the Offer Closing Date. Further, the Selling Shareholder confirm that all steps, as may be reasonably required and necessary, will be taken for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE where the Equity Shares are proposed to be listed within 12 Working Days of the Offer Closing Date.

## IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who:

- a. Makes or abets making of an application in a fictitious name, to the Company for acquiring or subscribing for, any shares therein, or
- b. Makes or abets making of multiple applications to the Company in different names or in combination of his name or surname for acquiring or subscribing for its securities; or
- c. Otherwise induces directly or indirectly to the Company to allot, or register any transfer of shares therein to him, or any other person in a fictitious name,

shall be liable to action under Section 447 of the Companies Act, 2013.

## CONSENTS

Consents in writing of: (a) the Directors, the Company Secretary and Compliance Officer and the Statutory & Peer Review Auditors and (b) the Lead Manager, Market Makers, Underwriters, Bankers to the Offer, Registrar to the Offer, the Legal Advisors to the Offer, to act in their respective capacities, have been obtained and shall be filed along with a copy of the Prospectus with the ROC, as required under Sections 26 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the ROC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s. M.S. Jhanwar & Co., Chartered Accountants, the Auditors of the Company have agreed to provide their written consent to include its report on statement of tax benefits dated 7<sup>th</sup> August, 2015 relating to the possible tax benefits as applicable. M/s. Ramanand & Associates, Peer Review Auditors have agreed to provide their written consent to include their report dated 13<sup>th</sup> August, 2015 on restated financial statements, which may be available to the Company and its shareholders, included in this Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of the Prospectus.

## EXPERT OPINION

The Company has not obtained any opinions from an expert as per the Companies Act.

## EXPENSES OF THE OFFER

Company and Selling Shareholder has estimated an expense of Rs. 20.00 Lacs towards Offer Expenses. The expenses of this Offer include, among others, underwriting and management fees, market making fees, selling commission, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. The estimated Offer expenses are as follows:

Particulars	Amount (Rs. in Lacs)
Offer management fees including fees and reimbursements of Market Making fees, selling commissions, brokerages, and payment to other intermediaries such as Legal Advisors, Registrars and other out of pocket expenses.	12.00
Printing & Stationery, Distribution, Postage, etc	2.00
Advertisement & Marketing Expenses	1.50
Regulatory & other expenses	3.00

Particulars	Amount (Rs. in Lacs)
Miscellaneous Expenses	1.50
<b>Total</b>	<b>20.00</b>

**DETAILS OF FEES PAYABLE**

Particulars	Amount (Rs. in Lacs)	% of Total Offer Expenses	% of Total Offer Size
Offer management fees including fees and reimbursements of Market Making fees, selling commissions, brokerages, and payment to other intermediaries such as Legal Advisors, Registrars and other out of pocket expenses.	12.00	60.00	14.12
Printing & Stationery, Distribution, Postage, etc	2.00	10.00	2.35
Advertisement & Marketing Expenses	1.50	7.50	1.76
Regulatory & other expenses	3.00	15.00	3.53
Miscellaneous Expenses	1.50	7.50	1.76
<b>Total</b>	<b>20.00</b>	<b>100.00</b>	<b>23.53</b>

**FEES PAYABLE TO LEAD MANAGER TO THE OFFER**

The total fees payable by the Selling Shareholder to the Lead Manager will be as per the Memorandum of Understanding dated 17<sup>th</sup> August, copy of which is available for inspection at the Registered Office of our Company.

**FEES PAYABLE TO THE REGISTRAR TO THE OFFER**

The fees payable by the Selling Shareholder to the Registrar to the Offer for processing of application, data entry, printing of CAN/ refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Memorandum of Understanding signed with the Company, copy of which is available for inspection at the Registered Office of our Company.

The Registrar to the Offer will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided by the Company to the Registrar to the Offer to enable them to send refund orders or allotment advice by registered post/ speed post/ under certificate of posting.

**UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION**

The underwriting commission and the selling commission for the Offer are as set out in the Underwriting Agreement amongst the Company, Selling Shareholder and Underwriters. The underwriting commission shall be paid as set out in the Underwriting Agreement based on the Offer price and the amount underwritten in the manner mentioned on page 30 of this Draft Prospectus.

**COMMISSION AND BROKERAGE PAID ON PREVIOUS ISSUES OF OUR EQUITY SHARES**

Since this is the Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

#### **CAPITAL ISSUE DURING THE LAST FIVE YEARS**

Navigant Corporate Advisors Limited and its Group Companies have not made any capital issue viz. initial public offering, rights issue or composite issue during the last five years.

#### **PREVIOUS PUBLIC OR RIGHTS ISSUE**

There have been no public or rights issue by our Company during the last five years.

#### **PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH**

Except as stated in the section titled “Capital Structure” on page 34 of this Draft Prospectus, we have not made any previous issues of shares for consideration otherwise than for cash.

#### **PROMISE VIS-À-VIS PERFORMANCE**

Our Company has not made any public or rights issue since its inception.

#### **PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 370(1) (B) OF THE COMPANIES ACT, 1956 / SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS**

There are no listed companies under the same management within the meaning of Section 370(1)(b) of the Companies Act, 1956 / Section 186 of the Companies Act, 2013 that made any capital issue viz. initial public offering, rights issue or composite issue during the last three years.

#### **OUTSTANDING DEBENTURES OR BONDS AND REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS**

There are no outstanding debentures or bonds or redeemable preference shares and other instruments issued by the Company as on the date of this Draft Prospectus.

#### **STOCK MARKET DATA FOR OUR EQUITY SHARES**

This being an Initial Public Offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.

#### **INVESTOR GRIEVANCES AND REDRESSAL SYSTEM**

The Company has appointed Karvy Computershare Private Limited as the Registrar to the Offer, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. All grievances relating to the present Offer may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Offer, namely, Karvy Computershare Private Limited, will handle investor’s grievances pertaining to the Offer. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be co-coordinating with the Registrar to the Offer in attending to the grievances to the investor. The Company assures that the Board of Directors in respect of the complaints, if any, to be received shall adhere to the following schedules:

Sr. No.	Nature of Complaint	Time Table
1.	Non-receipt of refund	Within 7 days of receipt of complaint subject to production of satisfactory evidence
2.	Non receipt of share certificate/Demat Credit	Within 7 days of receipt of complaint subject to production of satisfactory evidence
3.	Any other complaint in relation to Public Offer	Within 7 days of receipt of complaint with all relevant details.

Redressal of investors' grievance is given top priority by the Company. The Committee oversees redressal of complaints of shareholders/investors and other important investor related matters. The Company has adequate arrangements for redressal of investor complaints as follows:

Share transfer/ dematerialization/ rematerialization are handled by professionally managed Registrar and Transfer Agent, appointed by the Company in terms of SEBI's direction for appointment of Common Agency for physical as well as demat shares. The Registrars are constantly monitored and supported by qualified and experienced personnel of the Company.

We have appointed Ms. Anchal Gupta as Company Secretary and Compliance Officer and he may be contacted in case of any pre-offer or post-offer problems. He can be contacted at the following address:

Ms. Anchal Gupta,  
 Company Secretary & Compliance Officer;  
 Office No. 6, Ground Floor,  
 Bandukwala Building, British Hotel Lane,  
 Off. Bombay Samachar Marg,  
 Fort, Mumbai-400 001;  
 Tel: +91-22- 6560 5550  
 Email: [info@navigantcorp.com](mailto:info@navigantcorp.com) ;  
 Website: [www.navigantcorp.com](http://www.navigantcorp.com)

#### **CHANGES IN AUDITORS**

There has been no change in the auditors of our Company for the last three years.

#### **CAPITALIZATION OF RESERVES OR PROFITS DURING LAST FIVE (5) YEARS**

Our Company has not capitalized any reserve during last five (5) years except the fact that we have allotted 4,66,250 Equity Shares of face value of Rs. 10 as bonus in the ratio of 5:2 to our existing Equity shareholders pursuant to a Board resolution dated 25<sup>th</sup> June, 2015 by capitalization of free reserves.

#### **REVALUATION OF ASSETS DURING THE LAST FIVE (5) YEARS**

Our Company has not revalued its assets during the last five (5) years.

#### **TAX IMPLICATIONS**

Investors who are allotted Equity Shares in the Offer will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled "Statement of Tax Benefits" beginning on page 51 of this Draft Prospectus.



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**NAVIGANT CORPORATE ADVISORS LIMITED**

#### **PURCHASE OF PROPERTY**

Other than as disclosed in this Draft Prospectus, there is no property which has been purchased or acquired or the purchase or acquisition of which has not been completed on the date of this Draft Prospectus. Except as stated elsewhere in this Draft Prospectus, our Company has not purchased any property in which the Promoter and/or Directors have any direct or indirect interest in any payment made thereunder.

#### **SERVICING BEHAVIOR**

Other than as disclosed in this Draft Prospectus, there has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

## SECTION VII

## OFFER RELATED INFORMATION

**TERMS OF THE OFFER**

The Equity Shares being offered pursuant to the Offer are subject to the provisions of the Companies Act, SCRR, SEBI (ICDR) Regulations, 2009, our Memorandum and Articles of Association, the terms of this Draft Prospectus, the Prospectus, Application Form, CAN, the Revision Form, Allotment advices, the SME listing agreement and other terms and conditions as may be incorporated in the documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the FIPB, the RBI and/or other authorities, as in force on the date of the Offer and to the extent applicable.

**RANKING OF EQUITY SHARES**

The Equity Shares being offered and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The allottees, upon Allotment of Equity Shares under this Offer, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled "Main Provisions of Articles of Association" on page 167 of this Draft Prospectus.

**AUTHORITY FOR THE PRESENT OFFER**

The Offer has been authorized by a resolution of the Board passed at their meeting held on 14<sup>th</sup> July, 2015 pursuant to Section 23 of the Companies Act, 2013.

**MODE OF PAYMENT OF DIVIDEND**

The declaration and payment of dividend will be as per the provisions of Companies Act and recommended by the Board of Directors and the shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 2013. For further details, please refer to the section titled "*Dividend Policy*" on page 95 of this Draft Prospectus.

**FACE VALUE AND OFFER PRICE**

The Equity Shares having a Face Value of Rs. 10/- each are being offered in terms of this Draft Prospectus at the price of Rs. 10/- per Equity Share. The Offer Price is determined by our Company and Selling Shareholder in consultation with the Lead Manager and is justified under the section titled "*Basis of Offer Price*" on page 48 of this Draft Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

**RIGHTS OF THE EQUITY SHAREHOLDERS**

Subject to applicable laws, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;

- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation;
- Right of free transferability; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, 2013 and the Memorandum and Articles of Association of the Company.

#### **MINIMUM APPLICATION VALUE; MARKET LOT AND TRADING LOT**

As per the provisions of the Depositories Act, 1996, the shares of a body corporate can be in dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode.

The investors will have only option to receive the Equity Shares only in dematerialized form.

The trading of the Equity Shares will happen in the minimum contract size of 10,000 Equity Shares and the same may be modified by BSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Offer will be done in multiples of 10,000 Equity Share subject to a minimum allotment of 10,000 Equity Shares to the successful applicants.

#### **MINIMUM NUMBER OF ALLOTTEES**

The minimum number of Allottees in this Offer shall be 50 shareholders. In case the minimum number of prospective Allottees is less than 50, no allotment will be made pursuant to this Offer and the monies collected shall be refunded within 15 days of closure of Offer.

#### **JOINT HOLDERS**

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

#### **NOMINATION FACILITY TO INVESTOR**

In accordance with Section 72 of the Companies Act, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, shall upon the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.



Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Offer will be made only in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

#### **MINIMUM SUBSCRIPTION**

In terms of the SEBI ICDR Regulations the requirement for minimum subscription is not applicable to an Offer for sale subject to condition that the Company allots Equity Shares constituting at least 25% of the post-Offer capital to the public. However in accordance with Regulation 106P(1) of SEBI ICDR Regulations, this Offer being made is 100% underwritten.

Also, in accordance with explanation to Regulation 106P(1) of SEBI ICDR Regulations, the underwriting shall not be restricted to any minimum subscription level. The details of the same have been disclosed on page 30 of this Draft Prospectus.

As per section 39 of the new Companies Act, if the —stated minimum amount<sup>□</sup> has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of issue of Prospectus, the application money has to be returned within such period as may be prescribed.

If our Company does not receive the subscription of 100% of the Offer through this offer document including devolvement of Underwriters within 60 (sixty) days from the date of closure of the Offer, our Company and the Selling Shareholder shall forthwith refund the entire subscription amount received. If there is a delay beyond 8 (eight) days after our Company and the Selling Shareholder becomes liable to pay the amount, our Company and the Selling Shareholder shall pay interest prescribed under the provisions of the Companies Act, 2013 and applicable law. Any expense incurred by our Company on behalf of the Selling Shareholder with regard to refunds, interest for delays, etc., for the Equity Shares being offered in the Offer, will be reimbursed by the Selling Shareholder to our Company.

Further, in accordance with Regulation 106R of SEBI ICDR Regulations, the minimum number of allottees in this Offer shall be 50. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Offer and the monies collected shall be refunded within 15 days of closure of Offer. Further, in accordance with Regulation 106Q of the SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

#### **ARRANGEMENTS FOR DISPOSAL OF ODD LOTS**

The trading of the Equity Shares will happen in the minimum contract size of 10,000 shares. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of BSE.

**APPLICATION BY ELIGIBLE NRIS, FPIS/FIIS REGISTERED WITH SEBI, VCFs REGISTERED WITH SEBI**

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs. Such Eligible NRIs, FPIs/FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

**AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS OFFER.**

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public offer without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment (FDI) Policy and the non resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

**RESTRICTIONS ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING**

Except for lock-in of the Pre- Offer Equity Shares and Promoter minimum contribution in the Offer as detailed in the section titled "Capital Structure" beginning on page 34 of this Draft Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfer and transmission and on their consolidation / splitting of Equity Shares. For further details, please refer to the section titled "Main Provisions of the Articles of Association" on page 167 of this Draft Prospectus.

**OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM**

As per section 29 of the Companies Act, 2013, every company making public offer shall issue securities only in dematerialized form only. Hence, the Equity Shares being offered can be applied for in the dematerialized form only. The investors have an option either to receive the security certificate or to hold the securities with depository. However, as per SEBI's circular RMB (compendium) series circular no. 2 (1999-2000) dated February 16, 2000, it has been decided by the SEBI that trading in securities of companies making an initial public offer shall be in dematerialized form only. The Equity Shares on Allotment will be traded only on the dematerialized segment of the SME Exchange.

**MIGRATION TO MAIN BOARD**

In accordance with the BSE Circular dated November 26, 2012, our Company will have to be mandatorily listed and traded on the SME Platform of the BSE for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter XB of the SEBI (ICDR) Regulations. Our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

- If the Paid up Capital of our Company is likely to increase above Rs. 25 Crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which our Company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid

down by the Main Board.

OR

- If the Paid up Capital of the company is more than Rs. 10 crores but below Rs. 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

## MARKET MAKING

The Equity Shares offered through this Offer are proposed to be listed on the SME Platform of BSE (SME Exchange), wherein the Lead Manager to this Offer shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the SME Platform of BSE. For further details of the agreement entered into between our Company, the Lead Manager and the Market Maker please refer to section titled "General Information - Details of the Market Making Arrangements for this Offer" beginning on page 31 of this Draft Prospectus.

In accordance with the SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012; it has been decided to make applicable limits on the upper side for the Market Makers during market making process taking into consideration the Issue size in the following manner:

Issue Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of issue size)	Re-entry threshold for buy quotes (including mandatory initial inventory of 5% of issue size)
Upto Rs. 20 Crore, as applicable in our case	25%	24%

Further, the Market Maker shall give (2) Two way quotes till it reaches the upper limit threshold; thereafter it has the option to give only sell quotes. Two (2) way quotes shall be resumed the moment inventory reaches the prescribed re-entry threshold.

In view of the Market Maker obligation, there shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts its inventory through market making process on the platform of the exchange, the concerned stock exchange may intimate the same to SEBI after due verification.

## NEW FINANCIAL INSTRUMENTS

The Company is not issuing any new financial instruments through this Offer.

## JURISDICTION

Exclusive jurisdiction for the purpose of this Offer is with the competent courts / authorities in Mumbai, Maharashtra, India

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

**PRE-OFFER ADVERTISEMENT**

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Prospectus with the RoC publish a pre-Offer advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

### OFFER STRUCTURE

This Offer is being made in terms of Regulation 106(M)(1) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, since our post offer paid up capital does not exceed Rs. 10 crores. For further details regarding the salient features and terms of such an Offer please refer chapter titled "Terms of the Offer" and "Offer Procedure " beginning on page 133 and 142 of this Draft Prospectus.

Following is the Offer structure:

**Public Offer of 8,50,000 Equity Shares of Rs.10/- each ("the equity shares") for cash at a price of Rs. 10/- per equity share aggregating to Rs. 85.00 Lacs (the "Offer") through an offer for sale by the Selling Shareholder. The Offer will constitute 26.96% of the post-Offer paid-up equity share capital of our Company.**

**The Offer comprises a Net Offer to Public of 8,00,000 equity shares ("Net Offer") and reservation of 50,000 equity shares for subscription by the designated market maker ("Market Makers Reservation Portion").**

Particulars of the Offer	Net Offer to Public*	Market Maker Reservation Portion
<b>Number of Equity Shares available for allocation</b>	8,00,000 Equity Shares	50,000 Equity Shares
<b>Percentage of Offer Size available for allocation</b>	94.12% of the Offer size	5.88% of the Offer size
<b>Basis of Allotment / Allocation</b>	Proportionate subject to minimum allotment of 10,000 Equity Shares and further allotment in multiples of 10,000 Equity Shares each.  For further details please refer to the section titled " <i>Offer Procedure - Basis of Allotment</i> " on page 159 of this Draft Prospectus.	Firm Allotment
<b>Mode of Application</b>	For QIB and NII Applicants the application must be made compulsorily through the ASBA Process. The Retail Individual Applicant may apply through the ASBA or the Physical Form.	Through ASBA Process Only
<b>Minimum Application Size</b>	<b>For QIB and NII:</b> Such number of Equity Shares in multiples of 10,000 Equity Shares such that the Application Value exceeds Rs. 2,00,000/-  <b>For Retail Individuals:</b> 10,000 Equity Shares	50,000 Equity Shares
<b>Maximum Application Size</b>	<b>For QIB and NII:</b> Such number of equity shares in multiples of 10,000 Equity Shares such that the Application Size	50,000 Equity Shares

Particulars of the Offer	Net Offer to Public*	Market Maker Reservation Portion
	does not exceed 8,00,000 Shares. <b>For Retail Individuals:</b> Such number of Equity Shares in multiples of 10,000 Equity Shares such that the Application Value does not exceed Rs. 2,00,000/-.	
<b>Mode of Allotment</b>	Dematerialized Form only	Dematerialized Form Only
<b>Trading Lot</b>	10,000 Equity Shares	10,000 Equity Shares, However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009.
<b>Terms of Payment</b>	The entire Application Amount will be payable at the time of submission of the Application Form.	

\*50 % of the shares offered are reserved for applications below Rs. 2 Lacs and the balance for higher amount applications.

As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, since our is a fixed price Offer the allocation is the Net Offer to the public category shall be made as follows:

- Minimum fifty percent to retail individual investors; and
- Remaining to Individual applicants other than retail individual investors; and other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
- The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

If the retail individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.

\*50 % of the shares offered are reserved for applications below Rs. 2 Lacs and the balance for higher amount applications.

#### OFFER PROGRAMME

OFFER OPENING DATE	[•]
OFFER CLOSING DATE	[•]

Applications and any revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Offer Period at the Application Centers mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Offer Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time).

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

#### WITHDRAWAL OF THE OFFER

Our Company and/ or the Selling Shareholder, in consultation with the LM, reserve the right not to proceed with

the Offer at any time before the Offer Opening Date without assigning any reason thereof.

If our Company and/ or the Selling Shareholder withdraws the Offer anytime after the Offer Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Offer Closing Date, providing reasons for not proceeding with the Offer shall be issued by our Company and/or the Selling Shareholder. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared and the Stock Exchange will also be informed promptly. The LM, through the Registrar to the Offer, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction.

If our Company and/or the Selling Shareholder withdraws the Offer after the Offer Closing Date and subsequently decides to proceed with an Issue/offer for sale of the Equity Shares, our Company and/or the Selling Shareholder will file a fresh Draft Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Offer is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares offered through this Draft Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.



## **OFFER PROCEDURE**

All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (General Information Document ) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act 2013 (to the extent notified), the Companies Act, 1956 (to the extent not repealed by the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations. The General Information Document has been updated to include reference to certain notified provisions of the Companies Act, 2013, to the extent applicable to a public Offer. The General Information Document is also available on the websites of the Stock Exchange and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to the Offer.

Our Company, the Selling Shareholder and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus.

**This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.**

**Our Company, the Selling Shareholder and the LM are not liable for any amendments, modifications or change in applicable laws or regulations, which may occur after the date of this Draft Prospectus.**

### **Fixed Price Offer Procedure**

The Offer is being made under Regulation 106(M)(1) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 via Fixed Price Process.

Applicants are required to submit their Applications to the Selected Branches / Offices of the Escrow Bankers to the Offer who shall duly submit to them the Registrar to the Offer. In case of QIB Applicants, our Company and the Selling Shareholder in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non-Institutional Applicants and Retail Individual Applicants, our Company and the Selling Shareholder would have a right to reject the Applications only on technical grounds. Under-Subscription, if any category, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company and the Selling Shareholder in consultation with the Lead Manager and the BSE.

**Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic application system of the stock exchanges by the Brokers (including sub-brokers) do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialized segment of the Stock Exchanges.**

**Applicants are required to ensure that the PAN (of the sole/ first Applicant) provided in the Application Form is exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held. In**



case of joint Applications, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.

### Application Form

Applicants shall only use the specified Application Form bearing the stamp of the Bankers to the Offer for the purpose of making an Application in terms of this Draft Prospectus. The application form shall contain space for indicating number of specified securities subscribed for in dematerialized form. Upon completing and submitting the Application Form to the Bankers to the Offer, the Applicant is deemed to have authorized our Company to make the necessary changes in this Draft Prospectus and the Application Form as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to the Applicant.

ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA Applicants. Upon completing and submitting the Application Form for ASBA Applicants to the SCSB, the ASBA Applicant is deemed to have authorized our Company to make the necessary changes in this Draft Prospectus and the ASBA Application as would be required for filing the Draft Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to the ASBA Applicant

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA and Non-ASBA)	White
Non-Residents including eligible NRI's, FPI's, FII's, FVCIs, etc. applying on a repatriation basis (ASBA and Non-ASBA)	Blue

In accordance with the SEBI (ICDR) Regulations, 2009 in public issues with effect from May 1, 2010 all the investors can apply through ASBA process and with effect from May 02, 2011, however the Non-Institutional applicants and the QIB Applicants have to compulsorily apply through the ASBA Process only.

### Who can apply?

1. Indian nationals resident in India who are not minors, or in the name of the minor children as natural / legal guardian in single or joint names (not more than three);
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of Sole or First Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs would be considered at par with those from individuals;
3. Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in Equity Shares;
4. QIBs
5. Mutual Funds registered with SEBI;
6. Eligible NRIs on a repatriation basis or on a non-repatriation basis subject to applicable laws. NRIs other than eligible NRIs are not eligible to participate in this Offer;
7. Indian Financial Institutions, scheduled commercial banks (excluding foreign banks), regional rural banks, cooperative banks (subject to RBI regulations, the SEBI (ICDR) Regulations and other regulations, as applicable);

8. FPIs other than Category III foreign portfolio investors bidding under the QIBs category;
9. FPIs which are Category III foreign portfolio investors, bidding under the NIIs category;
10. FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual, bidding under the QIBs category;
11. Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non- Institutional Applicants portion;
12. Alternative Investment Fund
13. Venture Capital Funds (VCFs) registered with SEBI;
14. Foreign Venture Capital Funds (FVCIs) registered with SEBI;
15. Multilateral and bilateral development financial institutions;
16. State Industrial Development Corporations;
17. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to trusts/societies and who are authorized under their constitution to hold and invest in Equity Shares;
18. Scientific and/or industrial research organizations authorized to invest in Equity Shares;
19. Insurance Companies registered with Insurance Regulatory and Development Authority;
20. Provident Funds with minimum corpus of Rs. 2500 Lakhs and who are authorized under their constitution to hold and invest in Equity Shares;
21. Pension Funds with minimum corpus of Rs. 2500 Lakhs and who are authorized under their constitution to hold and invest in Equity Shares;
22. National Investment Fund set up by the resolution No. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India;
23. Nominated Investor and Market Maker;
24. Insurance funds set up and managed by the army, navy or air force of the Union of India;
25. Insurance funds set up and managed by the Department of Posts, India;
26. Limited Liability Partnership registered in India and authorized to invest in equity shares; and
27. Any other person eligible to apply in this Offer, under the laws, rules, regulations, guidelines and policies applicable to them under Indian laws.

**Applications not to be made by:**

1. Minors;
2. Partnership firms or their nominations;
3. Foreign Nationals (except NRIs); and
4. Overseas Corporate Bodies.

**MAXIMUM AND MINIMUM APPLICATION SIZE**

**1. For Retail Individual Applicants**

The Application must be for a minimum of 10,000 Equity Shares and in multiples of 10,000 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs. 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs. 2,00,000.

**2. For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds Rs. 2,00,000 and in multiples of 10,000 Equity Shares thereafter. An Application cannot be submitted for more than the Net Offer Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Offer Closing Date and is required to pay 100% QIB Margin upon submission of

Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non-Institutional Portion.

**Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus.**

#### **Participation by Associates of LM**

Except for the Market Making and the Underwriting Obligations, the Lead Manager shall not be allowed to subscribe to this Offer in any manner. However, associates and affiliates of the LMs may subscribe to or purchase Equity Shares in the Offer, where the allocation is on a proportionate basis.

#### **Option to Subscribe in the Offer**

- a. Pursuant to the provisions of Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be dematerialized form only.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/ her/ it under the relevant regulations/ statutory guidelines and applicable law.

#### **Information for the Applicants:**

- a. Our Company will file the Prospectus with the RoC at least 3 (three) days before the Offer Opening Date.
- b. The LMs will circulate copies of the Prospectus along with the Application Form to potential investors.
- c. Any investor (who is eligible to invest in our Equity Shares) who would like to obtain the Prospectus and/ or the Application Form can obtain the same from our registered office or from the corporate office of the LMs.
- d. Applicants who are interested in subscribing for the Equity Shares should approach the LMs or their authorized agent(s) to register their Applications.
- e. Applications made in the Name of Minors and/or their nominees shall not be accepted.
- f. Applicants are requested to mention the application form number on the reverse of the instrument to avoid misuse of instrument submitted along with the application for shares. Applicants are advised in their own interest, to indicate the name of the bank and the savings or current a/c no in the application form. In case of refund, the refund order will indicate these details after the name of the payee. The refund order will be sent directly to the payee's address.

#### **Application by Indian Public including eligible NRIs applying on Non-Repatriation**

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/ institutions and not in the names of Minors, Foreign Nationals, Non Residents Indian (except for those applying on non-repatriation), trusts, (unless the Trust is registered under the Societies Registration Act, 1860 or any other applicable Trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families, Partnership firms or their nominees. In case of HUF's application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of securities exceeding the number of securities offered to the public. Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE/ FCNR accounts as well as NRO accounts.

### Applications by eligible NRIs on Repatriation Basis

Application Forms have been made available for eligible NRIs at our registered office.

Eligible NRIs applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment. The Eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians and shall not use the forms meant for reserved category.

The Company does not require approvals from FIPB or RBI for the Transfer of Equity Shares in the Offer to eligible NRI's, FII's, FPI's, FVCI's registered with SEBI and multilateral and bilateral development financial institutions.

### Application by Mutual Funds

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

**No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.**

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company and the Selling Shareholder reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

**In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.**

### Applications by FPIs, and FIIs

On January 7, 2014, SEBI notified the SEBI FPI Regulations pursuant to which the existing classes of portfolio applicants namely "foreign institutional investors" and "qualified foreign investors" will be subsumed under a new category namely "foreign portfolio investors" or "FPIs". RBI on March 13, 2014 amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies. In terms of the SEBI FPI Regulations, an FII which holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. Accordingly, such FIIs can participate in the Offer in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post- Offer Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as

holding of FII (being deemed FPIs) shall be included.

The existing individual and aggregate investment limits for an FII or sub account/FPI's in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III Foreign Portfolio Investors and unregulated broad based funds, which are classified as Category II Foreign Portfolio Investors by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only if (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by, or on behalf of, it to any persons that are not regulated by an appropriate foreign regulatory authority.

#### **Applications by SEBI registered Venture Capital Funds, Alternative Investment Funds and Foreign Venture Capital Investors**

As per the current regulations, the following restrictions are applicable for SEBI Registered Venture Capital Funds:

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds registered with SEBI.

Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

Accordingly, the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund. A Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one company. Further, Venture Capital Funds can invest only up to 33.33% of the investible funds by way of subscription to an initial public offer.

The SEBI (Alternative Investment Funds) Regulations, 2012 prescribe investment restrictions for various categories of AIF's.

The Category I and II AIFs cannot invest more than 25% of their respective corpus in one Investee Company. A category III AIF cannot invest more than 10% of its corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI (Alternate Investment Funds) Regulations, 2012, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re registered as an AIF under the SEBI (Alternate Investment Funds) Regulations, 2012 shall continue to be regulated by the VCF Regulations.

The above information is given for the benefit of the Applicants. Our Company, the Selling Shareholder and the LMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

### Applications by Limited Liability Partnerships

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, as amended (“LLP Act”) a certified copy of certificate of registration issued under the LLP Act, 2000 must be attached to the Application Form. Failing this, our Company and the Selling Shareholder reserves the right to reject any Application without assigning any reason thereof. Limited liability partnerships can participate in the Offer only through the ASBA process.

### Applications by Banking Companies

In case of application made by banking companies registered with the RBI, certified copies of: (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company’s investment committee are required to be attached to the Application Form. Failing which, our Company and the Selling Shareholder reserve the right to reject any application by a banking company without assigning any reason thereof.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the Banking Regulation Act), and the Master Circular dated July 1, 2014 - Parabanking Activities, is 10% of the paid-up share capital of the investee company or 10% of the banks’ own paidup share capital and reserves, whichever is less. Further, the investment in a non-financial services company by a banking company together with its subsidiaries, associates, joint ventures, entities directly or indirectly controlled by the bank and mutual funds managed by asset management companies controlled by the banking company cannot exceed 20% of the investee company’s paid-up share capital. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

### Applications by Insurance Companies

In case of applications made by insurance companies registered with IRDA, certified copy of certificate of registration issued by IRDA must be attached to the Application Form or the ASBA Application Form, as the case may be. Failing this, our Company and the Selling Shareholder in consultation with the LM, reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment Scheme) (5th Amendment) Regulations, 2013, as amended (the IRDA Investment Regulations), are broadly set forth below:

- a) equity shares of a company: at least 10% of the investee company’s subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- b) the entire group of the investee company: at least 15% of the respective fund in case of a life insurer or a general insurer or reinsurer or 15% of investment asset in all companies belonging to the group; and
- c) The industry sector in which the investee company operates: the least of 15% of the respective fund in case of life insurer or a general insurer or reinsurer or 15% of investment assets.

In addition, IRDA partially amended the exposure limits applicable to investments in public limited companies in the infrastructure and housing sectors on providing, among other things, that the exposure of an insurer to an infrastructure company may be increased to not more than 20%, provided that in case of equity investment, a dividend of not less than 4% including bonus should have been declared for at least five preceding years. This limit of 20% would be combined for debt and equity taken together, without sub ceilings.

Further, investments in equity including preference shares and the convertible part of debentures shall not

exceed 50% of the exposure norms specified under the IRDA Investment Regulations.

### **Applications under Power of Attorney**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIs, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs, a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company and the Selling Shareholder reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

### **Application by Provident Funds/Pension Funds**

In case of Applications made by provident funds with minimum corpus of Rs. 2,500 lakhs (subject to applicable law) and pension funds with minimum corpus of Rs. 2,500 lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, our Company and the Selling Shareholder reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In addition to the above, certain additional documents are required to be submitted by the following entities:

- a. With respect to applications by FIs, VCFs, FVCIs, FPIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company and the Selling Shareholder reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- b. With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company and the Selling Shareholder reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- c. With respect to applications made by provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund / pension fund must be lodged along with the Application Form.

Failing this, our Company and the Selling Shareholder reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

Our Company and the Selling Shareholder, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Offer that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / refund orders / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Offer shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

The above information is given for the benefit of the Applicants. Our Company, the Selling Shareholder and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

The above information is given for the benefit of the Applicants. Our Company, the Selling Shareholder and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur

after the date of filing of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the maximum number of Equity Shares applied for or maximum investment limits do not exceed the applicable limits under laws or regulations.

#### **OFFER PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS**

This section is for the information of investors proposing to subscribe to the Offer through the ASBA process. Our Company, the Selling Shareholder and the LMs are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in> . For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI link.

#### **ASBA Process**

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant ("ASBA Account") is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA. The Application Form shall bear the stamp of the SCSBs and if not, the same shall be rejected.

Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Offer and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Offer Account, or until withdrawal/ failure of the Offer or until withdrawal/ rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Offer Account.

In case of withdrawal/ failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the LMs.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

#### **Who can apply?**

In accordance with the SEBI (ICDR) Regulations, 2009 in public issues w.e.f. May 1, 2010 all the investors can apply through ASBA process and w.e.f May 02, 2011, the Non-Institutional applicants and the QIB Applicants have to compulsorily apply through the ASBA Process.



**Mode of Payment**

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, draft, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Offer Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Offer.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Offer and consequent transfer of the Application Amount against allocated shares to the ASBA Public Offer Account, or until withdrawal/ failure of the Offer or until rejection of the ASBA Application, as the case may be.

**Unblocking of ASBA Account**

On the basis of instructions from the Registrar to the Offer, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Offer Account and shall unblock excess amount, if any in the ASBA Account. However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Offer by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Offer, in the event of withdrawal/ failure of the Offer or rejection of the ASBA Application, as the case may be.

**Payment mechanism for ASBA Applications**

All investors other than retail individual investors are required to make their application using ASBA process only. The ASBA applicants shall specify the bank account number in the Application Form and the SCSB shall block an amount equivalent to the Application Amount in the ASBA Account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the ASBA Application or receipt of instructions from the Registrar to the Offer to unblock the Application Amount. In the event of withdrawal or rejection of the Application Form or for unsuccessful -Application Forms, the Registrar to the Offer shall give instructions to the SCSB to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal/ failure of the Offer or until withdrawal of the Application by the ASBA Applicant, as the case may be.

In case of Applications by Eligible NRIs applying on repatriation basis, a NRE Account or a FCNR Account, maintained with banks authorized to deal in foreign exchange in India, should be mentioned in the Application Form for blocking of funds, along with documentary evidence in support of the remittance.

In case of Applications by Eligible NRIs applying on a non-repatriation basis, a NRE Account or a FCNR Account maintained with banks authorized to deal in foreign exchange in India or a NRO Account, should be mentioned in

the Application Form for blocking of funds, along with documentary evidence in support of the remittance.

### **Escrow Mechanism**

#### **Terms of Payment/ Payment Instructions**

The entire Offer price of Rs. 10.00/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, Our Company shall refund the excess amount paid on Application to the Applicants.

Where the payment is made other than ASBA, it should be made by cheque, or demand draft drawn on any Bank (including a Co-operative Bank), which is situated at, and is a member of or sub member of the bankers' clearing house located at the centre where the Application Form is submitted. Outstation cheques/ bank drafts drawn on banks not participating in the clearing process will not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected.

#### **Cash/ Stock Invest/ Money Orders/ Postal orders will not be accepted.**

A separate Cheque or Bank Draft should accompany each application form where payment is made other than ASBA mechanism. Applicants should write the Share Application Number on the back of the Cheque /Draft. Outstation Cheques will not be accepted and applications accompanied by such cheques drawn on outstation banks are liable for rejection. Money Orders/ Postal Notes will not be accepted.

Each Applicant shall draw a cheque or demand draft for the amount payable on the Application and/ or on allocation/ Allotment as per the following terms:

- 1) The payment instruments for payment into the Escrow Account should be drawn in favour of:
  - Indian Public including eligible NRIs applying on non-repatriation basis: "NAVIGANT - PUBLIC OFFER - R".
  - In case of Non-Resident Retail Applicants applying on repatriation basis: "NAVIGANT - PUBLIC OFFER - NR"
- 2) In case of Application by NRIs applying on repatriation basis, the payments must be made through Indian Rupee drafts purchased abroad or cheques or bank drafts, for the amount payable on application remitted through normal banking channels or out of funds held in Non-Resident External (NRE) Accounts or Foreign Currency Non Resident (FCNR) Accounts, maintained with banks authorized to deal in foreign exchange in India, along with documentary evidence in support of the remittance. Payment will not be accepted out of Non-Resident Ordinary (NRO) Account of Non-Resident Applicant applying on a repatriation basis. Payment by drafts should be accompanied by bank certificate confirming that the draft has been issued by debiting to NRE Account or FCNR Account.
- 3) Where an Applicant has been allocated a lesser number of Equity Shares than the Applicant has applied for, the excess amount, if any, paid on Application, after adjustment towards the balance amount payable by the Pay in Date on the Equity Shares allocated will be refunded to the Applicant from the Refund Account.
- 4) On the Designated Date and no later than 15 (fifteen) days from the Offer Closing Date, the Escrow Collection Bank shall also refund all amounts payable to unsuccessful Applicants and also the excess amount paid on Application, if any, after adjusting for allocation / Allotment to the Applicants.

### Payment by Stock invest

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003 04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Offer.

### Other Instructions

#### Joint Applications in the case of Individuals

Applications may be made in single or joint names [not more than three (3)]. In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

#### Multiple Applications

An Applicant should submit only one Application [and not more than one (1)] for the total number of Equity Shares required. Two (2) or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Offer to detect multiple applications are given below:

- I. All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications
- II. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- III. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.
- IV. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

In any event, all the allotments shall be done in demat form and no securities shall be allotted in physical form.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB and Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple Applications and are liable to be rejected. Our Company, the Selling Shareholder in consultation with the LM reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

Pursuant to NSDL Circular dated December 17, 2005 with no NSDL/PI/2005/2475 in cases where there are more than 20 (Twenty) valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of "know your client" norms by the depositories. Our Company and the Selling Shareholder reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

### **Permanent Account Number or PAN**

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number ("PAN") to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Applications without this information will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

Please note that Central or State Government and the officials appointed by the courts and investors residing in the State of Sikkim are exempted from specifying their PAN subject to the Depository Participants' verifying the veracity of such claims of the investors in accordance with the conditions and procedures under this section on Offer Procedure.

### **Right to Reject Applications**

In case of QIB Applicants, our Company and the Selling Shareholder in consultation with the LMs may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, our Company and the Selling Shareholder has a right to reject Applications based on technical grounds.

### **Grounds for Rejections**

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of The Offer
- Applications for number of Equity Shares which are not in multiples of 10,000;
- Category not ticked;
- Multiple Applications as defined in this Draft Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;

- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Offer Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications where clear funds are not available in the Escrow Account as per the final certificate from the Escrow Collection Bank(s);
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- In case of applications by Individual, the details such as name, date and similar compulsory details as indicated in the application form are missing.
- Applications not duly signed by the sole;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of our Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 5.00 pm on the Offer Closing Date;
- Applications not containing the details of Bank Account and/ or Depositories Account.
- Where Application is made for allotment in physical mode.
- Where two or more separate applications for demat and physical are made, the applications for physical shares shall be treated as multiple application and liable for rejection.

APPLICANTS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BROKERS DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

**Applicants should note that providing bank account details in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.**

#### **IMPERSONATION**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who:

- d. Makes or abets making of an application in a fictitious name, to the Company for acquiring or subscribing for, any shares therein, or
- e. Makes or abets making of multiple applications to the Company in different names or in combination of his name or surname for acquiring or subscribing for its securities; or
- f. Otherwise induces directly or indirectly to the Company to allot, or register any transfer of shares therein to him, or any other person in a fictitious name,

shall be liable to action under Section 447 of the Companies Act, 2013.

### **Signing of Underwriting Agreement**

Vide an Underwriting agreement dated 17<sup>th</sup> August, 2015; this Offer is 100% Underwritten.

### **Filing of the Prospectus with the RoC**

Our Company will file a copy of the Prospectus with the RoC in terms of Section 26 & 32 of the Companies Act, 2013.

### **Pre-Offer Advertisement**

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation.

### **Designated Date and Allotment of Equity Shares**

Our Company will issue and dispatch letters of allotment/ Share certificates and/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 12 (twelve) days of the Offer Closing Date.

Our Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under section 56 of the Companies Act, 2013 or other applicable provisions, if any. Allottees are requested to preserve such Letters of Allotment, until the securities have been credited to their demat account.

After the funds are transferred from the Escrow Account to the Public Offer Account on the Designated Date, our Company would ensure the credit to the successful Applicants depository account. Allotment of the Equity Shares to the allottees shall be within 2 (two) Working Days of the date of Allotment.

Investors are advised to instruct their Depository Participant to accept the Equity Shares that may be allocated/ Allotted to them pursuant to this Offer.

Applicants to whom refunds are made through electronic transfer of funds will be sent a letter intimating them about the mode of credit of refund within 15 (fifteen) days of closure of Offer.

Our Company will provide adequate funds required for dispatch of refund orders or allotment advice to the Registrar to the Offer.

Refunds will be made by cheques, pay orders or demand drafts drawn on a bank appointed by us, as Refund Banker and payable at par at places where applications are received. Bank charges, if any, for encashing such cheques, pay orders or demand drafts at other centers will be payable by the Applicants.

### **General Instructions**

#### **Do's:**

- Check if you are eligible to apply;
- Ensure that you have applied at the Offer Price;
- Read all the instructions carefully and complete the applicable Application Form;

- Ensure that the details about the PAN, Depository Participant and the beneficiary account are correct and the Applicant's Depository Account is active as Allotment of Equity Shares will be in the dematerialised form only;
- Ensure that the applications are submitted at the collection centres only on forms bearing the stamp of a Broker or with respect to ASBA Applicants, ensure that your application is submitted at a Designated Branch of the SCSB where the ASBA Applicant or the person whose bank account will be utilised by the Applicant for applying, has a bank account;
- With respect to applications by ASBA Applicants, ensure that the Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- Non Retail Applicants should submit their applications through the ASBA process only;
- Ensure that you have funds equal to the Application Amount in your bank account maintained with the SCSB before submitting the Application Form to the respective Designated Branch of the SCSB or a Banker to the Offer, as the case may be;
- Instruct your respective banks to not release the funds blocked in the bank account under the ASBA process;
- Except for applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market and (ii) applications by persons resident in the State of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, for applications of all values, ensure that you have mentioned your PAN allotted under the Income Tax Act in the Application Form. The exemption for the Central or State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in –active status; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same;
- Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form;
- Ensure that the category is indicated;
- Ensure that in case of applications under power of attorney or applications by limited companies, corporate, trusts etc., relevant documents are submitted;
- Ensure that applications submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- Ensure that the DP ID, the Client ID and the PAN mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange by the SCSBs match with the DP ID, Client ID and PAN available in the Depository database;
- In relation to the ASBA applications, ensure that you use the Application Form bearing the stamp of the relevant SCSB and/ or the Designated Branch;
- In relation to the ASBA applications, ensure that your Application Form is submitted at a Designated Branch of a SCSB where the ASBA Account is maintained or to our Company or the Registrar to the Offer;
- Ensure that you have mentioned the correct ASBA Account number in the Application Form;
- In relation to the ASBA applications, ensure that you have correctly signed the authorization/ undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form; and
- In relation to the ASBA applications, ensure that you receive an acknowledgement from the Designated

Branch for the submission of your Application Form.

**Don'ts:**

- Do not apply for a price other than the Offer Price;
- Non Retail Applicants should neither withdraw nor lower the size of their applications at any stage;
- Do not apply on another Application Form after you have submitted an application to the Bankers to the Offer or the SCSBs, as applicable;
- Do not pay the Application Amount in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to a Banker to the Offer or the SCSB, only;
- Do not apply for an Application Amount exceeding Rs. 2,00,000 (for applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Offer Size and/ or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit the applications without the full Application Amount;
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
- Do not submit applications on plain paper or incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant; and
- Do not apply if you are not competent to contract under the Indian Contract Act, 1872, as amended.

**Instructions for Completing the Application Form**

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. ASBA Application Forms should bear the stamp of the SCSB's. ASBA Application Forms, which do not bear the stamp of the SCSB, will be rejected. Applicants residing at places where the designated branches of the Banker to the Offer are not located may submit/ mail their applications at their sole risk along with Demand Draft payable at Mumbai.

**Applicant's Depository Account and Bank Details**

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Offer will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants sole risk and neither the LMs or the Registrar or the Escrow Collection Banks or the SCSB nor our Company and the Selling Shareholder shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form.

These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs/ Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Offer.



By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

Applicants should note that providing bank account details in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

#### **BASIS OF ALLOTMENT**

Allotment will be made in consultation with BSE Limited (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).

2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).

3. For applications where the proportionate allotment works out to less than 10,000 equity shares the allotment will be made as follows:

- a) Each successful applicant shall be allotted 10,000 equity shares; and
- b) The successful applicants out of the total applicants for that category shall be determined by the drawal of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.

4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 10,000 equity shares, the number in excess of the multiple of 10,000 would be rounded off to the higher multiple of 10,000 if that number is 5,000 or higher. If that number is lower than 5,000, it would be rounded off to the lower multiple of 10,000. All Applicant in such categories would be Allotted Equity Shares arrived at after such rounding off.

5. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the lower nearest multiple of 10,000 equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Prospectus.

6. The above proportionate allotment of shares in an Offer that is oversubscribed shall be subject to the reservation for small individual applicants as described below:

- a) A minimum of 50% of the net offer of shares to the Public shall initially be made available for allotment to retail individual investors as the case may be.
- b) The balance net offer of shares to the public shall be made available for allotment to a) individual applicants other than retails individual investors and b) other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
- c) The unsubscribed portion of the net offer to any one of the categories specified in (a) or (b) shall/may be made available for allocation to applicants in the other category, if so required.

- d) As per Regulation 43 (4) of SEBI (ICDR) Regulations, 2009 as amended, if the retail individual investor category is entitled to more than fifty per cent on proportionate basis, the retail individual investors shall be allocated that higher percentage.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/- Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with BSE.

The Executive Director / Managing Director of BSE - the Designated Stock Exchange in addition to Lead Manager and Registrar to the Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2009.

#### **Allotment and Issuance of Allotment Advice**

- a) Upon approval of the Basis of Allotment by the SME Exchange, Registrar to the Offer shall upload the allotment details on its website and our Company and Registrar will proceed effect the corporate action for crediting the Equity Shares to the demat account of the allottees. Our Company and Registrar shall endeavour to give instructions to Depositories for credit of shares to successful allottees within 9 (nine) Working Days of Offer Closing Date and receive confirmation of Demat credit from Depositories within 11 (eleven) Working Days of Offer Closing Date.
- b) In the event of under subscription in the Offer and the underwriting being called upon to fulfil the obligations under the Underwriting Agreement, our Company shall make the allotments after achieving the Minimum Subscription within the time specified.
- c) Pursuant to confirmation of corporate actions with respect to Allotment of Equity Shares, the Registrar to the Offer will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Offer. In their own interest, Allottees should verify the Allotment Advice received with their demat credits and bring discrepancy if any to the notice to the Registrar and/ or to our Compliance Officer.
- d) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Applicant.

Investors are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Offer.

#### **REFUNDS**

In case of Applicants receiving refunds through electronic transfer of funds, delivery of refund orders/ allocation advice/ CANs may get delayed if the same once sent to the address obtained from the depositories are returned undelivered. In such an event, the address and other details given by the Applicant in the Application Form would be used only to ensure dispatch of refund order. Please note that any such delay shall be at the Applicants sole risk and neither our Company, the Selling Shareholder, the Registrar, Escrow Collection Bank(s) nor the LMs shall be liable to compensate the Applicant for any losses caused to the Applicant due to any such delay or liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories, which matches three parameters, namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's identity, then such Applications are liable to be rejected.

Our Company and the Selling Shareholder in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar that for the purpose of printing particulars on the refund order and mailing of the refund order/ CANs/ allocation advice/ refunds through electronic transfer of funds, the

Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the Applicant). In such cases, the Registrar shall use Demographic Details as given in the Application Form instead of those obtained from the Depositories.

Refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and/or commission. In case of Applicants who remit money through Indian Rupee drafts purchased abroad, such payments in Indian Rupees will be converted into US Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and will be dispatched by registered post or if the Applicants so desire, will be credited to their NRE accounts, details of which should be furnished in the space provided for this purpose in the Application Form. Our Company and the Selling Shareholder will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

As per the RBI regulations, OCBs are not permitted to participate in the Offer.

There is no reservation for Non- Residents, NRIs, FIIs, FPIs & FVCFs and all Non- Residents, NRIs, FIIs, FPIs & FVCFs will be treated on the same basis with other categories for the purpose of allocation.

#### **Payment of Refund**

Applicants must note that on the basis of name of the Applicants, Depository Participant's name, DP ID, Beneficiary Account number provided by them in the Application Form, the Registrar will obtain, from the Depositories, the Applicants' bank account details, including the nine digit Magnetic Ink Character Recognition ("MICR") code as appearing on a cheque leaf. Hence Applicants are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch of refund order or refunds through electronic transfer of funds, as applicable, and any such delay shall be at the Applicants' sole risk and neither our Company, the Selling Shareholder, the Registrar, Escrow Collection Bank(s), Bankers to the Offer nor the LMs shall be liable to compensate the Applicants for any losses caused to the Applicant due to any such delay or liable to pay any interest for such delay.

#### **Mode of making refunds**

The payment of refund, if any, would be done through various modes as given hereunder:

1. **NECS (National Electronic Clearing System)**- Payment of refund would be done through NECS for applicants having an account at any of the centers where such facility has been made available specified by the RBI. This mode of payment of refunds would be subject to availability of complete bank account details including the MICR code from the Depositories.
2. **Direct Credit**- Applicants having bank accounts with the Refund Banker(s), as mentioned in the Application Form, shall be eligible to receive refunds through direct credit. Charges, if any, levied by the Refund Bank(s) for the same would be borne by the Company and the Selling Shareholder.
3. **RTGS (Real Time Gross Settlement)**- Applicants having a bank account at any of the centers where such facility has been made available and whose refund amount exceeds Rs. 2.00 Lakhs, have the option to receive refund through RTGS. Such eligible applicants who indicate their preference to receive refund through RTGS are required to provide the IFSC code in the application Form. In the event the same is not provided, refund shall be made through NECS. Charges, if any, levied by the Refund Bank(s) for the same would be borne by our Company. Charges, if any, levied by the applicant's bank receiving the credit would be borne by the applicant.

4. **NEFT (National Electronic Fund Transfer)**- Payment of refund shall be undertaken through NEFT wherever the applicants' bank has been assigned the Indian Financial System Code (IFSC), which can be linked to a Magnetic Ink Character Recognition (MICR), if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR number. Wherever the applicants have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the applicants through this method. The process flow in respect of refunds by way of NEFT is at an evolving stage and hence use of NEFT is subject to operational feasibility, cost and process efficiency.
5. For all other applicants, including those who have not updated their bank particulars with the MICR code, the refund orders will be through Speed Post/ Registered Post. Such refunds will be made by cheques, pay orders or demand drafts drawn on the Escrow Collection Banks and payable at par at places where Applications are received. Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers will be payable by the Applicants.

#### **Mode of making refunds for ASBA Applicants**

In case of ASBA Applicants, the Registrar shall instruct the relevant SCSB to unblock the funds in the relevant ASBA Account to the extent of the Application Amount specified in the Application Forms for withdrawn, rejected or unsuccessful or partially successful ASBA Applications within 9 (nine) working days from the Offer Closing Date.

#### **Disposal of Applications and Application Moneys and Interest in Case of Delay**

Our Company and the Selling Shareholder shall ensure the dispatch of Allotment advice, refund orders (except for Applicants who receive refunds through electronic transfer of funds) and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within (2) two working days of date of Allotment of Equity Shares.

In case of applicants who receive refunds through NECS, direct credit or RTGS, the refund instructions will be given to the clearing system within 15 (fifteen) days from the Offer Closing Date. A suitable communication shall be sent to the Applicants receiving refunds through this mode within 15 (fifteen) days of Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.

Our Company and the Selling Shareholder shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE where the Equity Shares are proposed to be listed are taken within 12 (twelve) working days of the Offer Closing Date.

#### **INTEREST IN CASE OF DELAY IN DESPATCH OF ALLOTMENT LETTERS/REFUND ORDERS IN CASE OF PUBLIC OFFER**

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, our Company and the Selling Shareholder further undertakes that:

1. Allotment of Equity Shares shall be made within 15 (fifteen) days of the Offer Closing Date;
2. Dispatch of refund orders or in a case where the refund or portion thereof is made in electronic manner, the refund instructions are given to the clearing system within 15 (fifteen) days of the Offer Closing Date would be ensured; and
3. Our Company and the Selling Shareholder shall pay interest at 15% p.a. for any delay beyond the 15

(fifteen) days time period as mentioned above, if Allotment is not made and refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/ or demat credits are not made to investors within the 15 (fifteen) days time.

### **Undertakings by Our Company**

Our Company undertakes the following:

1. That if the Company or Selling Shareholder do not proceed with the Offer, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
2. That if the Company and the Selling Shareholder withdraw the Offer after the Offer Closing Date, our Company shall be required to file a fresh offer document with the RoC/ SEBI, in the event our Company and/or any selling shareholder subsequently decides to proceed with the Offer;
3. That the complaints received in respect of this Offer shall be attended to by us expeditiously and satisfactorily;
4. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed are taken within 12 Working Days of the Offer Closing Date;
5. That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by the Company;
6. That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 (fifteen) days of the Offer Closing Date, as the case may be, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund else application money shall be refunded forthwith, failing which interest shall be due to the applicants at the rate of 15% per annum for the delayed period;
7. That the certificate of the securities / refund orders to the eligible NRIs shall be dispatched within specified time; and
8. That no further issue of Equity Shares shall be made till the Equity Shares offered through this Draft Prospectus are listed or until the Application monies are refunded on account of non-listing, under subscription etc.
9. Our Company shall not have recourse to the Offer proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
10. Adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of allotment.

## **Undertakings by the Selling Shareholder**

The Selling Shareholder undertakes that:

1. The Equity Shares being sold by it pursuant to the Offer, are eligible to be offered for Sale and are fully paid-up & are in dematerialised form;
2. it is the legal and beneficial owner of, and have full title to, the Equity Shares being sold in the Offer;
3. The Equity Shares being sold by it pursuant to the Offer are free and clear of any liens or encumbrances and shall be transferred to the eligible investors within the time specified under applicable law;
4. It shall provide all reasonable co-operation as requested by our Company in relation to the completion of allotment and dispatch of the allotment advice and CAN, if required, and refund orders to the extent of the Equity Shares offered by it pursuant to the Offer;
5. It shall provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the LMs in redressal of such investor grievances that pertain to the Equity Shares held by it and being offered pursuant to the Offer;
6. Funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed in the Draft Prospectus shall be made available to the Registrar to the Offer by the Selling Shareholder;
7. It shall provide such reasonable support and extend such reasonable co-operation as may be required by our Company in sending a suitable communication, where refunds are made through electronic transfer of funds, to the applicant within 15 days from the Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
8. It shall not have recourse to the proceeds of the Offer until final approval for trading of the Equity Shares from all Stock Exchanges where listing is sought has been received;
9. If the Selling Shareholder does not proceed with the Offer after the Offer Closing Date, the reason thereof shall be given by our Company as a public notice within two days of the Offer Closing Date. The public notice shall be issued in the same newspapers where the pre- Offer advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly. It shall extend all reasonable cooperation requested by our Company and the LM in this regard;
10. It shall not further transfer the Equity Shares except in the Offer during the period commencing from submission of the Draft Prospectus with SEBI until the final trading approvals from all the Stock Exchanges have been obtained for the Equity Shares Allotted/ to be Allotted pursuant to the Offer and shall not sell, dispose of in any manner or create any lien, charge or encumbrance on the Equity Shares offered by it in the Offer;
11. It shall take all such steps as may be required to ensure that the Equity Shares being sold by it pursuant to the Offer are available for transfer in the Offer within the time specified under applicable law; and
12. It shall comply with all applicable laws, in India, including the Companies Act, the SEBI Regulations, the FEMA and the applicable circulars, guidelines and regulations issued by SEBI and RBI, each in relation to the Equity Shares offered by it in the Offer.

### **Utilization of Offer Proceeds**

Our Company along with the Selling Shareholder certifies that:

All monies received out of the Offer shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act;

The Selling Shareholder shall not have recourse to the Offer Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

### **WITHDRAWAL OF THE OFFER**

Our Company and/ or the Selling Shareholder, in consultation with the LM, reserve the right not to proceed with the Offer at any time before the Offer Opening Date without assigning any reason thereof.

If our Company and/ or the Selling Shareholder withdraws the Offer anytime after the Offer Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Offer Closing Date, providing reasons for not proceeding with the Offer shall be issued by our Company and/or the Selling Shareholder. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared and the Stock Exchange will also be informed promptly. The LM, through the Registrar to the Offer, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction.

If our Company and/or the Selling Shareholder withdraws the Offer after the Offer Closing Date and subsequently decides to proceed with an Issue/offer for sale of the Equity Shares, our Company and/or the Selling Shareholder will file a fresh Draft Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Offer is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares offered through this Draft Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

### **Equity Shares in Dematerialized Form with NSDL or CDSL**

To enable all shareholders of our Company to have their shareholding in electronic form, our Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a. Agreement dated [●] between NSDL, the Company and the Registrar to the Offer;
- b. Agreement dated [●] between CDSL, the Company and the Registrar to the Offer.

The Company's equity shares bear an ISIN No. [●].

- An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.
- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis a vis those with his or her Depository Participant.

- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed have electronic connectivity with CDSL and NSDL.
- The trading of the Equity Shares of our Company would be in dematerialized form only for all investors

#### **Communications**

All future communications in connection with Applications made in this Offer should be addressed to the Registrar to the Offer quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Offer where the Application was submitted and cheque or draft number and issuing bank thereof and a copy of the acknowledgement slip. Investors can contact the Compliance Officer or the Registrar to the offer in case of any pre Offer or post Offer related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, refund orders etc.



## SECTION VIII

### MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

#### TABLE 'F' EXCLUDED

1. (1) The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.
- (2) The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.

#### Interpretation

2. (1) In these Articles –
    - (a) "Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.
    - (b) "Articles" means these articles of association of the Company or as altered from time to time.
    - (c) "Board of Directors" or "Board", means the collective body of the directors of the Company.
    - (d) "Company" means Aesthetic Stampings & Laminations Limited.
    - (e) "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.
    - (f) "seal" means the common seal of the Company.
  - (2) Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.
  - (3) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be.
3. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
  4. Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or

transferred, goods or machinery supplied or for services rendered to in the conduct of its business and any shares which may be the Company so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.

5. The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:
  - a) Equity Share Capital
    - (i) with voting rights; and / or
    - (ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and
  - b) Preference Share Capital
  
6. (1) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of issue shall provide -
  - a) one certificate for all his shares without payment of any charges; or
  - b) several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first.

(2) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(3) In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
  
7. A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialised state with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.
  
8. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board.
  
9. The provisions of the foregoing Articles relating to issue of certificates shall *mutatis mutandis* apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.
  
10. (1) The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.

(2) The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules.

(3) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

11. (1) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.

(2) To every such separate meeting, the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply.

12. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

13. Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.

14. (1) The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to -

- a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or
- b) employees under any scheme of employees' stock option; or
- c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.

(2) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.

15. (1) The Company shall have a first and paramount lien -

- a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
- b) on all shares (not being fully paid shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the Company:

Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(2) The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.

(3) Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien.

16. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien: Provided that no sale shall be made—
  - a) unless a sum in respect of which the lien exists is presently payable; or
  - b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.
17. (1) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
  - (2) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
  - (3) The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.
  - (4) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.
18. (1) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
  - (2) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.
19. In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.
20. The provisions of these Articles relating to lien shall *mutatis mutandis* apply to any other securities including debentures of the Company.
21. (1) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.
  - (2) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.
  - (3) The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.
  - (4) A call may be revoked or postponed at the discretion of the Board.
22. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by installments.
23. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

24. (1) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the “due date”), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at such rate as may be fixed by the Board.
- (2) The Board shall be at liberty to waive payment of any such interest wholly or in part.
25. (1) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (2) In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
26. The Board -
- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be fixed by the Board. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.
27. If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by installments, then every such installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.
28. All calls shall be made on a uniform basis on all shares falling under the same class. Explanation: Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.
29. Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.
30. The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company.
31. (1) The instrument of transfer of any share in the Company shall be duly executed by or on behalf of both the transferor and transferee.
- (2) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
32. The Board may, subject to the right of appeal conferred by the Act decline to register-(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

- (b) any transfer of shares on which the Company has a lien.
33. In case of shares held in physical form, the Board may decline to recognise any instrument of transfer unless -
- (a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act;
  - (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
  - (c) the instrument of transfer is in respect of only one class of shares.
34. On giving of previous notice of at least seven days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty- five days in the aggregate in any year.
35. The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.
36. (1) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares.
- (2) Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
37. (1) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either - (a) to be registered himself as holder of the share; or (b) to make such transfer of the share as the deceased or insolvent member could have made.
- (2) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
- (3) The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.
38. (1) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
- (2) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (3) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
39. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meeting of the Company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be

registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

40. The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debentures of the Company.
41. If a member fails to pay any call, or installment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or installment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.
42. The notice aforesaid shall: (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
43. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
44. Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.
45. When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.
46. The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.
47. (1) A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit.  
  
(2) At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
48. (1) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.  
  
(2) All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole

or in part.

(3) The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.

49. (1) A duly verified declaration in writing that the declarant is a director, the manager or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- (2) The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- (3) The transferee shall thereupon be registered as the holder of the share; and
- (4) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.
50. Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.
51. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.
52. The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.
53. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
54. The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.
55. Subject to the provisions of the Act, the Company may, by ordinary resolution-
- (a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient; Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act;
- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares:
- (c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the



memorandum;

(e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

56. Where shares are converted into stock:

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose;

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;

(c) such of these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder”/“member” shall include “stock” and “stock-holder” respectively.

57. The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules, –

- (a) its share capital; and/or
- (b) any capital redemption reserve account; and/or
- (c) any securities premium account; and/or
- (d) any other reserve in the nature of share capital.

58. Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:

(a) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.

(b) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.

(c) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.

(d) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.

(e) (i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint-

holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof. (ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.

(f) The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.

59. (1) The Company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve – (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and that such sum be accordingly set free for distribution in the manner specified in clause (2) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) below, either in or towards : (A) paying up any amounts for the time being unpaid on any shares held by such members respectively; (B) paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B).

(3) A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;

(4)The Board shall give effect to the resolution passed by the Company in pursuance of this Article.

60. (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall - (a) make all appropriations and applications of the amounts resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and (b) generally do all acts and things required to give effect thereto.

(2) The Board shall have power– (a) to make such provisions, by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares.

(3) Any agreement made under such authority shall be effective and binding on such members.

61. Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

62. All general meetings other than annual general meeting shall be called extraordinary general meeting.

63. The Board may, whenever it thinks fit, call an extraordinary general meeting.

64. (1) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (2) No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.
- (3) The quorum for a general meeting shall be as provided in the Act.
65. The Chairperson of the Company shall preside as Chairperson at every general meeting of the Company.
66. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
67. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall, by poll or electronically, choose one of their members to be Chairperson of the meeting.
68. On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.
69. (1) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.
- (2) There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting - (a) is, or could reasonably be regarded, as defamatory of any person; or (b) is irrelevant or immaterial to the proceedings; or (c) is detrimental to the interests of the Company.
- (3) The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.
- (4) The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.
70. (1) The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall: (a) be kept at the registered office of the Company; and (b) be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays.
- (2) Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (1) above:  
Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.
71. The Board, and also any person(s) authorised by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to

ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.

72. (1) The Chairperson may, *suomotu*, adjourn the meeting from time to time and from place to place.
- (2) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (3) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (4) Save as aforesaid, and save as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
73. Subject to any rights or restrictions for the time being attached to any class or classes of shares - (a) on a show of hands, every member present in person shall have one vote; and (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
74. A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.
75. (1) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (2) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
76. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.
77. Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.
78. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
79. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of lien.
80. A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article.
81. Any member whose name is entered in the register of members of the Company shall enjoy the same rights

and be subject to the same liabilities as all other members of the same class.

82. (1) Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.
- (2) The instrument appointing a proxy and the power-of- attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
83. An instrument appointing a proxy shall be in the form as prescribed in the Rules.
84. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
85. Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 14 (fourteen).
86. (1) The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.
- (2) The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.
87. (1) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- (2) The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary resolution passed by the Company in general meeting.
- (3) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; (b) in connection with the business of the Company.
88. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
89. (1) Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.
- (2) Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.

90. (1) The Board may appoint an alternate director to act for a director (hereinafter in this Article called “the Original Director”) during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.
- (2) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India. (3) If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.
91. (1) If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.
- (2) The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated.
92. The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
93. (1) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (2) The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.
- (3) The quorum for a Board meeting shall be as provided in the Act.
- (4) The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
94. (1) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (2) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
95. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.
96. (1) The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. (2) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes

after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

97. (1) The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit.
- (2) Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- (3) The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
98. (1) A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.
- (2) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
99. (1) A Committee may meet and adjourn as it thinks fit.
- (2) Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.
- (3) In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.
100. All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
101. Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.
102. (a) Subject to the provisions of the Act,— A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses. (b) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
103. The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the



**NAVIGANT CORPORATE ADVISORS LIMITED**

registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.

104. (a) The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register. (b) The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, *mutatismutandis*, as is applicable to the register of members.
105. (1) The Board shall provide for the safe custody of the seal.
- (2) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of at least one director or the manager, if any, or of the secretary or such other person as the Board may appoint for the purpose; and such director or manager or the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.
106. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.
107. Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.
108. (1) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
- (2) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
109. (1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
- (2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.
- (3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
110. (1) The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
- (2) The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.



111. (1) Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (2) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- (3) Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.
112. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
113. No dividend shall bear interest against the Company.
114. The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.
115. (1) The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.
- (2) No member (not being a director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by law or authorised by the Board.
116. Subject to the applicable provisions of the Act and the Rules made thereunder -
- (a) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
- (b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the member or different classes of members.
- (c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
117. (a) Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses
- (b) Subject as aforesaid, every director, managing director, manager, company secretary or other officer of

the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court

(c) The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

118. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

## SECTION IX: OTHER INFORMATION

## LIST OF MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts and agreements referred to (not being contracts entered into in the ordinary course of business carried on or intended to be carried on by the Company or contracts entered into more than two years before this Draft Prospectus), which are or may be deemed to be material have been entered into by or on behalf of the Company. Copies of these contracts together with copies of documents referred under material documents below all of which have been attached to the copy of this Draft Prospectus and have been delivered to the SME platform of BSE Limited and Registrar of Companies, Mumbai, Maharashtra and may be inspected at the Registered Office of the Company between 11:30 am to 5:30 pm on any working day from the date of this Draft Prospectus until the date of closure of the subscription List.

**MATERIAL CONTRACTS**

1. Memorandum of Understanding dated 17<sup>th</sup> August, 2015 among our Company, Selling Shareholder and the Lead Manager to the Offer.
2. Memorandum of Understanding dated 10<sup>th</sup> August, 2015 entered into among our Company, Selling Shareholder and the Registrar to the Offer.
3. Copy of tripartite agreement dated [●] among NSDL, our Company and Karvy Computershare Private Limited.
4. Copy of tripartite agreement dated [●] among CDSL, our Company and Karvy Computershare Private Limited.
5. Escrow Agreement dated [●] among our Company, Selling Shareholder Lead Manager, Escrow Collection Bank and the Registrar to the Offer.
6. Market Making Agreement dated 17<sup>th</sup> August, 2015 among our Company, Lead Manager and Market Maker.
7. Underwriting Agreement dated 17<sup>th</sup> August, 2015 among our Company, Selling Shareholder and Underwriters.

**DOCUMENTS FOR INSPECTION**

8. Memorandum and Articles of Association of our Company as amended from time to time.
9. Consent Letter dated 14<sup>th</sup> July, 2015 from Mr. Sarthak Vijlani authorizing Offer for Sale.
10. Copy of the resolution passed at the meeting of the Board of Directors held on 14<sup>th</sup> July, 2015 authorizing Offer for Sale.
11. Copy of Board resolution dated 15<sup>th</sup> May, 2015 appointing Mr. Sarthak Vijlani as the Managing Director of our Company for a period of Two (2) years w.e.f. 15<sup>th</sup> May, 2015 and approving their remuneration and terms.
12. Consents of the Directors, Company Secretary/Compliance Officer, Chief Financial Officer, Statutory / Peer Review Auditors, Lead Manager, Underwriters, Market Makers, Bankers to the Offer, Legal Advisors to the Offer, and Registrars to the Offer, to include their names in the Draft Prospectus to act their respective capacities.
13. Copies of Annual Reports of our Company for financial years since incorporation i.e. for the financial years viz 2012-2013, 2013-14, 2014-15 and Financial Statement of period ended 30<sup>th</sup> June, 2015.

14. Audit report and restated financial information issued by our Peer Review Auditors i.e. M/s. Ramanand & Associates, Chartered Accountants, dated 13<sup>th</sup> August, 2015 included in the Draft Prospectus.
15. Letter dated 7<sup>th</sup> August, 2015 from the statutory Auditors of our Company, M/s. M.S. Jhanwar & Co. Chartered Accountants, detailing the tax benefits.
16. Board Resolution dated 24<sup>th</sup> August, 2015 for approval of Draft Prospectus.
17. Due Diligence Certificate dated 24<sup>th</sup> August, 2015 be submitted to SEBI from Lead Manager viz. First Overseas Capital Limited along with the filing of the Prospectus.
18. Copy of approval from BSE vide letter dated [•] to use the name of BSE in this offer document for listing of Equity Shares on SME Platform of BSE.

Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time, if so required, in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

**DECLARATION BY SELLING SHAREHOLDER**

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made by such Selling Shareholder in this Draft Prospectus about or in relation to herself and the Equity Shares being offered by her in the Offer are true and correct, provided however, that the undersigned Selling Shareholder assumes no responsibility for any of the statements or undertakings made by the Company or any expert or any other person(s) in this Draft Prospectus.

**SIGNED BY THE SELLING SHAREHOLDER**

**Mr. Sarthak Vijlani**

**Date:** 24.08.2015

**Place:** Mumbai

**DECLARATION**

All the relevant provisions of the Companies Act, 1956 / Companies Act, 2013 and the guidelines issued by the Government of India or the regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 1956 / Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations issued, as the case may be. We further certify that all statements in this Draft Prospectus are true and correct.

**SIGNED BY ALL THE DIRECTORS**

Mr. Sarthak Vijlani  
(DIN- 05174824)

Ms. Priyanka Vijlani  
(DIN- 05276328)

Mr. Bhwnesh Bansal  
(DIN- 02390656)

Mr. Monish H Jain  
(DIN- 06425137)

**SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER**

Ms. Anchal Gupta

**SIGNED BY THE CHIEF FINANCIAL OFFICER**

Mr. Sarthak Vijlani

**Date:** 24.08.2015

**Place:** Mumbai