

## **CODE OF CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY INSIDERS**

[Pursuant to Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015]

w.e.f.: 14th December, 2015

### **INTRODUCTION:**

This Code may be called as “Code of Conduct of Navigant Corporate Advisors Limited for regulating, monitoring and reporting of trading by Insider” pursuant to regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015 issued on 15<sup>th</sup> January, 2015 and shall be effective from 15<sup>th</sup> May, 2015.

### **OBJECTIVE OF THE CODE:**

The objective of the Code is to regulate, monitor and report trading by Designated Employees and other Connected Persons towards achieving compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015. The Board of Directors has also approved and adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information pursuant to regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 in its meeting held on 14<sup>th</sup> December, 2015, which shall be effective from 14<sup>th</sup> December, 2015 and the same is being published on the website of the Company. ([www.navigantcorp.com](http://www.navigantcorp.com)).

### **Applicability**

This Code shall apply to all Designated Employees and other Connected Persons mentioned in this Code.

### **1. DEFINITIONS:**

1.1 “**Act**” means the Securities and Exchange Board of India Act, 1992.

1.2 “**Board**” means the Board of Directors of the Company.

1.3 “**Code**” or “**Code of Conduct**” shall mean this Code of Conduct for Regulating, Monitoring and Reporting of trading by insiders of “Navigant Corporate Advisors Limited” as amended from time to time.

1.4 “**Company**” means “Navigant Corporate Advisors Limited”.

1.5 “**Compliance Officer**” means Company Secretary or Director (Finance) or such other Senior Officer appointed by the Board of Directors of the Company for the purpose of these Regulations from time to time.

1.6 “**Connected Person**” means:

(i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such

person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:

- (a) An immediate relative of connected persons specified in clause (i); or
- (b) A holding company or associate company or subsidiary company; or
- (c) An intermediary as specified in Section 12 of the Act or an employee or director thereof; or
- (d) An investment company, trustee company, asset management company or an employee or director thereof; or
- (e) An official of a stock exchange or of clearing house or corporation; or
- (f) A member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- (g) A member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- (h) An official or an employee of a self-regulatory organization recognized or authorized by the Board; or
- (i) A banker of the Company; or
- (j) A concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

**1.7 “Dealing in Securities”** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

**1.8 “Designated Employee(s)”** means a person occupying any of the following position in the Company:

- (i) All Directors and KMPs
- (ii) Every employee in the grade of General Manager and above;
- (iii) All employee working in the finance, accounts, secretarial and legal department and
- (iv) Any other employee who in the opinion of Compliance Officer be covered in the “designated employee”;

**1.9 “Director”** means a member of the Board of Directors of the Company.

**1.10 “Employee”** means every employee of the Company including the Directors in the employment of the Company.

**1.11 “Generally available Information”** means information that is accessible to the public on a non-discriminatory basis.

**1.12 “Immediate Relative”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

**1.13 “Insider”** means any person who,

- (i) A connected person; or
- (ii) In possession of or having access to unpublished price sensitive information.

**1.14 "Key Managerial Person"** means person as defined in Section 2(51) of the Companies Act, 2013.

**1.15 "Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.

**1.16 "Regulation"** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation 2015 and any amendments thereto.

**1.17 "Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.

**1.18 "Stock Exchange"** means exchange where the company's shares are listed and traded.

**1.19 "Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

**1.20 "Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

**1.21 "Trading Day"** means a day on which the recognized stock exchanges are open for trading;

**1.22 "Trading Window"** means trading period for trading in the Company's Securities. All days shall be the trading periods except when trading window is closed;

**1.23 "Unpublished Price Sensitive Information"** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- (i) Financial results;
- (ii) Dividends;
- (iii) Change in capital structure;
- (iv) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- (v) Changes in key managerial personnel; and
- (vi) Material events in accordance with the listing agreement

Compliance Officer may decide any other matter also as Price Sensitive Information;

All other words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made there under shall have the meanings respectively assigned to them in those legislation.

## **2. ROLE OF COMPLIANCE OFFICER:**

2.1 The Company Secretary appointed by the Board of Directors or Director (Finance) or such other Senior Officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations shall act as Compliance Officer.

2.2 The Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of Directors.

2.3 The Compliance Officer shall report on insider trading to the Board of Directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors at such frequency as may be stipulated by the Board of Directors.

2.4 The Compliance Officer shall provide any clarifications with regard to the implementation of this Code. The Company Secretary shall assist the Compliance Officer in discharging this function.

2.5 The Compliance Officer shall designate a Senior Official or the Company Secretary of the Company to act as Compliance officer in his absence.

### **3. PRESERVATION OF “PRICE SENSITIVE INFORMATION”:**

3.1. All Designated Employees and Connected Persons shall maintain the confidentiality of price sensitive information. All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

3.2. No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

3.3. No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

3.4. Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:

- (i) Entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
- (ii) not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

3.5. NEED TO KNOW:

(i) “need to know” basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

(ii) All non-public information directly received by any employee should immediately be reported to the head of the department.

### 3.6. LIMITED ACCESS TO CONFIDENTIAL INFORMATION:

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

### 3.7. CHINESE WALL:

To prevent the misuse of UPSI, the Company has adopted a “Chinese Wall,, which separates those departments which routinely have access to UPSI, considered “inside areas” from those departments which deal with investment advice or other departments providing support services, considered “public areas”. Further as per said Chinese wall:

- ⊗ The Employees in the inside areas are not allowed to communicate any UPSI to anyone in the public areas.
- ⊗ The Employees in inside area may be physically separated from the Employees in public area.
- ⊗ The demarcation of various departments as inside area shall be determined by the Compliance Officers in consultation with the Board.
- ⊗ Only in exceptional circumstances, Employees from the public areas are brought over the wall,, and given UPSI on the basis of “need to know” criteria, under intimation to the Compliance Officer

## 4. TRADING PLAN:

An insider shall be entitle to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

### 4.1 TRADING PLAN SHALL:

- (i) Not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- (ii) Not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- (iii) Entail trading for a period of not less than twelve months;
  - (iv) Not entail overlap of any period for which another trading plan is already in existence;
- (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- (vii) Not entail trading in securities for market abuse.

4.2 The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

4.3 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

4.4 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

## **5. TRADING WINDOW AND WINDOW CLOSURE:**

5.1 (i) the trading periods of the stock exchanges, called “trading window”, is available for trading in the Company’s securities.

- (ii) The trading window shall be, inter alia, closed at the time:-
  - a. Declaration of financial results (Quarterly, half yearly and annually)
  - b. Declaration of Dividend (interim/final)
  - c. Issue of securities by way of Public/Right/Bonus etc.
  - d. Any major expansion plans or execution of new projects
  - e. Amalgamation, merger, takeovers and Buy-Back
  - f. Disposal of whole or substantially whole of the undertaking
  - g. Any other matter which is likely to be price sensitive.
- (iii) Closure of trading window shall commence 7 days prior to the date of meeting of Board of Directors of the Company held to consider any of the items stated above, unless decided otherwise by the Board.
- (iv) The Trading Window shall be re-opened 48 (Forty Eight) hours after the information referred hereinabove is made public.
- (v) All Designated Employees and their immediate relatives shall conduct all their trading in the securities of the Company only in a valid trading window and shall not trade in any transaction involving the purchase or sale of the Company’s securities during the periods when the trading window is closed, as referred above or during any other period as may be specified by the Company from time to time.
- (vi) In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.

5.2 The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when she/he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

5.3 The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation

by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than 48 (Forty Eight) hours after the information becomes generally available.

5.4 The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

## **6. PRE-CLEARANCE OF TRADES:**

6.1 All Designated Employees and their immediate relatives, who intend to deal in the securities of the Company when the trading window is opened, above a minimum of 50,000 shares, should pre-clear the transaction. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade. The compliance officer is authorized to change the aforesaid limit from time to time. The pre-dealing procedure shall be hereunder:

(i) An application may be made in the prescribed Form **PCT-1** to the Compliance officer along with an undertaking in **Annexure I** in favor of company by such Designated Employees or their immediate relatives who intends to deal in, incorporating, *inter alia*, the following clauses, as may be applicable:

⊗ That the employee/director/officer does not have any access or has not received “Price Sensitive Information” up to the time of signing the undertaking.

⊗ That in case the Designated Employees or their immediate relatives has access to or receives “Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.

⊗ That he/she has not contravened the code of conduct for trading by insider as notified by the Company from time to time.

⊗ That he/she has made a full and true disclosure in the matter.

(ii) The Compliance officer shall on receiving an application provide the Designated Employees or their immediate relatives with an acknowledgment on the duplication of the application. Further the Compliance officer shall grant approval (**Annexure II**) within 2 days from date of acknowledgement.

(iii) All Designated Employees or their immediate relatives shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. If the order is not executed within seven days after the approval is given, the designated employee must pre-clear the transaction again. The designated employee shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form **Annexure III**. In case the transaction is not undertaken, the Designated Employee or his/ her immediate relative shall inform the Compliance Officer of such decision along with reasons thereof immediately.

(iv) No Designated Employee or his/ her immediate relative shall apply for pre-clearance of any proposed trade when the trading window is closed or if he/she is in possession of unpublished price sensitive information. Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

(v) It shall be the responsibility of Designated Employees to ensure compliance of aforesaid clauses above in case of their immediate relatives also.

(vi) All Designated Employees and their immediate relative who buy or sell any number of shares of the Company shall not enter into an opposite transaction or contra trade during the next six months following the prior transaction. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

(vii) The Compliance Officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the regulations.

## 7. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:

### 7.1 (a). Initial Disclosures:

By Whom	What to be disclosed	When to be disclosed	Form
Promoter/ Director/ KMP to the Compliance Officer	Holding of securities of the Company as on the date of this Code taking effect i.e. 14.12.2015	Within thirty days of this Code taking effect	Form A

Promoter/ Director/ KMP to the Compliance Officer	Holding of securities of the Company as on date of appointment or becoming Promoter	Within seven days of such appointment or of becoming Promoter	Form B
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### 7.1 (b). Continual Disclosure:

By Whom	What to be disclosed	When to be disclosed	Form
Promoter/ Director/ Employee to the Compliance Officer	Number of such securities acquired or Disposed off	Within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 lakh or such other value as may be specified.	Form C
		<i>*disclosure of incremental transactions shall be made when transactions effected</i>	



		<i>after the prior disclosure cross the</i>	
		<i>threshold specified above.</i>	
Company	Details of above	Within two trading days of receipt of	Form D
	disclosure	disclosure or becoming aware of such	
		Information	

Updated form with regard to Code shall be available with Compliance officer /website of the Company ([www.navigantcorp.com](http://www.navigantcorp.com)).

The disclosures to be made by any person under clause 7.1 shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purpose of clause 7.1.

#### **7.2. Disclosure by other connected person:**

Disclosures by other connected persons shall be as per SEBI (Prohibition of Insider Trading) Regulations, 2015 in prescribed form.

### **8. DISCLOSURE BY THE COMPANY TO THE STOCK EXCHANGE(S):**

8.1 Within 2 days of the receipt of intimation under Clause 8.1, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

8.2 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

### **9. DISSEMINATION OF PRICE SENSITIVE INFORMATION:**

9.1 No information shall be passed by designated employees by way of making a recommendation for the purchase or sale of securities of the Company.

9.2 Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors

- ⊗ Only public information to be provided.
- ⊗ At least two Company representatives are present at meetings with analysts, media persons and institutional investors.
- ⊗ Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- ⊗ Simultaneous release of information after every such meet.

### **10. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT:**

10.1 Every Designated employee shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).

10.2 Any Designated employee who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.

10.3 Designated employee who violates the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.

10.4 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

#### **11. AMENDMENTS/REVISIONS:**

The Board shall have the power to amend/replace the code as and when applicable and revised from Regulators.

The Company Secretary & Compliance officer is being authorized to make necessary changes in the disclosure required, format & other information to make a fair and transparent disclosure in aforesaid Code of Conduct.

**For NAVIGANT CORPORATE ADVISORS LIMITED**

**SARTHAK VIJLANI**  
Managing Director  
DIN: 05174824

**PRIYANKA VIJLANI**  
Director  
DIN: 05276328

Date: 14<sup>th</sup> December, 2015  
Place: Mumbai

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**Form PCT-1 (APPLICATION FOR PRE-CLEARANCE OF TRADE)**  
(To be given in duplicate)

To,  
The Compliance Officer,  
**NAVIGANT CORPORATE ADVISORS LIMITED,**  
Mumbai.

Date:

Dear Sir/Madam,

**Sub: Application for Pre –Dealing approval in Securities of the Company**

Pursuant to the SEBI (Prohibition of Insider Trading) Regulation 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I seek approval to purchase/sale/subscription of ..... equity shares of the Company as per details below:

1.	Name of the applicant		
2.	Designation		
3.	Number of securities held as on date		
4.	Folio No. / DP ID / Client ID No.		
5.	The proposal is for		a) Purchase of securities b) Subscription to securities c) Sale of Securities
6.	Proposed date of dealing in securities		
7.	Estimated number of securities proposed to be acquired/subscribed/sold		
8.	Price at which the transaction is proposed		
9.	Current market price (as on date of application)		
10.	Whether the proposed transaction will be through stock exchange or off-market deal		
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited		

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

\_\_\_\_\_  
(Signature)

**ANNEXURE I**

**FORMAT OF UNDERTAKING**

To,  
**Navigant Corporate Advisors Limited,**  
Mumbai.

I, \_\_\_\_\_, \_\_\_\_\_ of the Company residing at \_\_\_\_\_, am desirous of dealing in \_\_\_\_\_\* shares of the Company as mentioned in my application dated \_\_\_\_\_ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within four days of execution of the transaction / a "Nil" report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

.....  
Signature

Date:

\* Indicate number of shares

**ANNEXURE II**  
**FORMAT OF PRE-CLEARANCE ORDER**

To,  
Name: \_\_\_\_\_  
Designation: \_\_\_\_\_  
Place: \_\_\_\_\_

This is to inform you that your request for dealing in \_\_\_\_\_ (no) shares of the Company as mentioned in your application dated \_\_\_\_\_ is approved. Please note that the said transaction must be completed on or before \_\_\_\_\_ (date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a “Nil” report shall be necessary.

Yours faithfully,

For **NAVIGANT CORPORATE ADVISORS LIMITED**

**COMPLIANCE OFFICER**

Date: \_\_\_\_\_

Encl: Format for submission of details of transaction

**ANNEXURE III**

**FORMAT OF DISCLOSURE OF TRANSACTIONS**

To,  
The Compliance Officer,  
**NAVIGANT CORPORATE ADVISORS LIMITED**  
Mumbai.

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to \_\_\_\_\_ securities as mentioned below on \_\_\_\_\_ (date)

<b>Name of holder</b>	<b>No. of securities dealt with</b>	<b>Bought/ Sold/ Subscribed</b>	<b>DP ID/ Client ID/ Folio no.</b>	<b>Price (Rs.)</b>

In connection with aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the compliance officer/ SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).

4. Copy of Delivery Instruction Slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. *(Applicable in case of purchase / subscription).*

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date: \_\_\_\_\_  
\_\_\_\_\_

Signature:

Name:

Designation: