**NAVI AMC LIMITED**

**CIN: U65990KA2009PLC165296**

**Regd. Office:** 7th Floor Vaishnavi Tech Square Iballur Village, Begur, Hobli Bengaluru, Karnataka 560102 IN

**Email:**mf.compliance@navi.com; **Website:** https://navi.com/mutual-fund, **Tel:** +91 9535999572

## SHORTER NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING

Shorter Notice is hereby given that the 17th (Seventeenth) Annual General Meeting ("**AGM**") of the Members of Navi AMC Limited ("**Company**") will be held on Friday, July 31, 2026 at 04:30 PM at the registered office of the Company situated at 7th Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, Bengaluru, Karnataka 560102 to transact the following business:

**ORDINARY BUSINESSES:**

1. **TO RECEIVE, CONSIDER, AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026, TOGETHER WITH REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

   To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

   "**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2026, together with the Report of Board of Directors and Auditors thereon, be and are hereby received, considered and adopted."

2. **TO RE-APPOINT MR. ADITYA VENKATESH MULKI (DIN: 10942563), WHO RETIRES BY ROTATION AS DIRECTOR AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

   To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Aditya Venkatesh Mulki (DIN: 10942563), who retires by rotation at this Annual General Meeting, and, being eligible, offers himself for re-appointment, and has given his consent thereto, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

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**SPECIAL BUSINESS:**

3. **TO RE-APPOINT DR. NACHIKET MOR (DIN: 00043646) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with Chapter 7, Regulation 7.3, Clause 7.3.1 of the SEBI Master Circular for Mutual Funds dated March 20, 2026 and as per the provisions of the Articles of Association of the Company, based on the outcome of the performance evaluation process, further to the recommendation of Nomination and Remuneration Committee ("**Committee**") and the Board of Directors ("**Board**") of the Company, the consent of the members of the Company be and is hereby accorded for the re-appointment of Dr. Nachiket Mor (DIN: 00043646),, and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (Five) consecutive years commencing from October 01, 2026, to September 30, 2031, on the terms and conditions including sitting fee and reimbursements payable as mentioned in the explanatory statement to this Notice and as may be decided by the Board from time to time.

**RESOLVED FURTHER THAT** the members to take note that the consent letter has been received from Dr. Mor to act as an Independent Director of the Company, a declaration in writing under Section 164 in the Form DIR 8, the disclosure of interest under Section 184 in the Form MBP-1 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended, and the declaration submitted thereby in respect of meeting the criteria for appointment as an Independent Director under the Companies Act, 2013, as amended and is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority, having registered himself on the Independent Director Databank and who is eligible for such re-appointment.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, the Chief Financial Officer or the Company Secretary of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things, as it may in its absolute discretion, as may be deemed necessary and incidental to give effect to the aforesaid resolution, to settle any question, difficulty or doubt that may arise in this regard and delegate the aforesaid powers to any Director or Company Secretary of the Company as may be deemed necessary in the best interest of the Company."

For and on behalf of Navi AMC Limited

Rachna Nagpal
Company Secretary
Membership No.-A69486

Date: July 30, 2026
Place: Bengaluru

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies to attend and to vote on poll instead of himself/herself and the proxy need not be a member of the company.
2. Any instrument appointing a proxy or proxies should be deposited at the registered office of the Company at any time before the commencement of the meeting.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
4. Corporate Members intending to send their authorized representative(s) are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
5. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
6. The Register of Members, Register of Directors, Register of Directors' shareholdings maintained under Section 88 and 170 of the Companies Act, 2013, and such other Registers which should be kept open for inspection of members, are available for such inspection by the Members at the Annual General Meeting.
7. Members are requested to notify the Company of any change in their address.
8. The Memorandum and Articles of Association of the Company are open for inspection for members from 11 am to 1 pm at the registered office of the Company up to the date of the Annual General Meeting of the Company.
9. All documents referred to in the accompanying notice and explanatory statements are sent along with the Notice and are open for inspection at the registered office of the Company from 11 am to 1 pm up to the date of the meeting and will also be available for inspection at the meeting.
10. A route map to the venue of the meeting along with prominent landmark for easy location is attached herewith.
11. Members/proxies/authorised representatives are requested to bring the duly filled in Attendance Slip enclosed herewith to attend the meeting.
12. The meeting is being held at shorter notice and necessary consent will be obtained from the shareholders.

## ANNEXURE A TO NOTICE

Pursuant to the provisions of Section 152 of the Companies Act, 2013 ("**the Act**") and in accordance with the Articles of Association of the Company, two-thirds of the total number of Directors, excluding Independent Directors, shall be subject to retirement by rotation, and one-third of such Directors must retire at each Annual General Meeting. The Directors liable to retire by rotation are those who have been longest in office since their last appointment. Accordingly, Mr. Aditya Venkatesh Mulki (DIN: 10942563) Whole time Director and Chief Executive Officer, is due to retire by rotation and is eligible for re-appointment. A brief profile of Mr. Aditya Venkatesh Mulki is provided below, and other relevant details, as required under the Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, are set out in the following table:

### DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT PURSUANT TO RETIREMENT BY ROTATION AT THE 17TH ANNUAL GENERAL MEETING

| S. No. | Particulars | Details |
|---|---|---|
| 1. | Name | Mr. Aditya Venkatesh Mulki |
| 2. | Category of the Director | Whole time Director and Chief Executive Officer |
| 3. | Director Identification Number | 10942563 |
| 4. | Date of Birth and Age | March 30, 1990 and 36 years |
| 5. | Date of first appointment on the Board | February 14, 2025 |
| 6. | Qualification | Mr. Mulki is a CFA Charter holder and holds a Bachelor of Commerce degree in Accounting & Finance from Mumbai University. |
| 7. | Experience and nature of expertise in specific functional area | Mr. Mulki is an experienced investment professional with more than a decade of expertise in equity research and fund management. In his previous role as Head of Investments at Navi AMC Limited, he oversaw investment strategies across both active and passive schemes and played a key role in the ideation and execution of new product launches. His areas of specialization include mid-cap equities, emerging markets, and value investing, supported by a strong foundation in fundamental research and portfolio management. Prior to Navi AMC Limited, he served as an Equity Research Analyst at Quantum Advisors India, where he focused on mid cap companies and identified high-potential investment opportunities. Earlier in his career, he worked as an Equity Research Associate, conducting in-depth financial analysis for a value |

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| | | oriented fund with exposure to the consumer staples and media sectors. His strong analytical capabilities and market insights have contributed meaningfully to investment performance and strategic decision-making. |
| 8. | Relationship between Directors / Managers / Key Managerial Personnel ("**KMP**") | Not Applicable |
| 9. | Shareholding in the Company including shareholding as a beneficial owner | Nil |
| 10. | Terms and conditions of appointment/re-appointment | Re-appointment as a Director liable to retire by rotation |
| 11. | Number of Meetings of the Board attended during the year | 06/06 |
| 12. | Remuneration last drawn in financial year 2025-26 | INR 62,82,207 |
| 13. | Details of remuneration sought to be paid | Remuneration up to INR 59,31,672/- *(Rupees Fifty Nine Lakhs Thirty One Thousand Six Hundred Seventy Two only)* per annum, comprising salary, perquisites, allowances, benefits, retiral benefits, excluding any performance-linked variable pay, and such other payments, subject to such annual increments as may be approved by the Nomination and Remuneration Committee and the Board from time to time after the date of this notice, based on his merit and taking into account the Company's performance for the year. |
| 14. | Directorships held in other companies | Not Applicable |
| 15. | Membership/ Chairmanships of committees of other Companies | Not Applicable |

**THE EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER:**

The following Explanatory Statement sets out all material facts relating to the business set out in the accompanying Notice, in accordance with Section 102 of the Companies Act, 2013. Further, the disclosures required under the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are provided in the table below.

**ITEM NO. 03**

**Background**

The Nomination and Remuneration Committee ("**Committee**") and Board of Directors ("**Board**") of the Company and Navi Trustee Limited, at its respective meetings held on July 30, 2026 have approved the re-appointment of Dr. Nachiket Mor (DIN: 00043646) as an Independent Director of the Company for a term of five (5) consecutive years, commencing from October 01, 2026, to September 30, 2031. This appointment is in accordance with the provisions of Sections 149, 150, and 152 of the Companies Act, 2013 ("**Act**"), read with Schedule IV and other applicable provisions of the Act, as well as the Companies (Appointment and Qualification of Directors) Rules, 2014, and in accordance with Chapter 7, Regulation 7.3, Clause 7.3.1 of the SEBI Master Circular for Mutual Funds dated March 20, 2026.

Based on the recommendation of the Nomination and Remuneration Committee and the Board, the re-appointment of Dr. Mor is now being proposed for the approval of the Members.

The Board has assessed Dr. Mor's professional qualifications, extensive expertise, and leadership experience, and is of the view that his appointment would strengthen the Board and enhance the Company's governance framework. Dr. Mor shall not be liable to retire by rotation during this term, and this appointment is subject to the approval of the Members at this Annual General meeting. ("**AGM**").

**Eligibility and Disclosures**

Dr. Nachiket Mor satisfies the criteria for independence as prescribed under Section 149(6) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and is eligible for re-appointment as an Independent Director of the Company. He has also confirmed compliance with Rules 6(1) and 6(2) of the said Rules concerning his registration with the Independent Directors' Data Bank maintained by the Indian Institute of Corporate Affairs ("Data Bank").

The Company further confirms that Dr. Mor has duly registered with the said Data Bank in accordance with the above provisions.

Additionally, Dr. Mor has confirmed that he is not disqualified or debarred from holding the office of Director by any order of SEBI or any other regulatory authority. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Dr. Nachiket Mor for re-appointment as an Independent Director under the provisions of Section 149 of the Act.

Additionally, the Company has received all the necessary statutory disclosures and declarations from Dr. Nachiket Mor, including:

1. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of The Companies (Appointment and Qualifications of Directors) Rules, 2014;
2. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (1) and (2) of Section 164 of the Act, and;
3. A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.
4. A copy of the draft letter for the appointment of Dr. Nachiket Mor as an Independent Director setting out the terms and conditions is available for inspection at the Registered Office of the Company on all working days except Saturdays, Sundays and public holidays, between 8.00 a.m. and 10.00 a.m. up to the date of Annual General Meeting.

**Profile**

**A brief profile of Dr. Nachiket Mor and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India ("ICSI") is as follows:**

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| 1. | Directors Identification Number | 00043646 |
| 2. | Date of Birth and Age (in years) | February 26, 1964 and 62 years |
| 3. | Original date of appointment | October 01, 2021 |
| 4. | Qualifications | Dr. Mor holds a Doctor of Philosophy (Ph.D.) in Economics. |
| 5. | Experience and nature of expertise in specific functional area | Dr. Nachiket Mor holds a Bachelor of Science (BSc) from Bombay University, Maharashtra, and Master of Arts (MA) and Doctor of Philosophy (PhD) degrees from the University of Pennsylvania. He also holds a Post Graduate Diploma in Management (PGDM) from the Indian Institute of Management, Ahmedabad (IIMA). He worked with ICICI in various capacities from 1987 to 2007 and retired from its Board as its Deputy |

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| | | Managing Director. From 2013 to 2018, he served, among others, as a member of the Central Board of the Reserve Bank of India (RBI), the Eastern Regional Board of the RBI, and the Board of Directors of the National Bank for Agriculture and Rural Development (NABARD). From 2015 to 2019, he served as the India Country Director of the Bill & Melinda Gates Foundation (BMGF). He is a Visiting Scientist at the Banyan Academy of Leadership in Mental Health and a Visiting Professor at the Indian School of Business. He serves on the Boards of, among others, Narayana Hrudayalaya, Dr Agarwal's Healthcare, and Sukoon Health. |
| 6. | Shareholding in the Company | NIL |
| 7. | Sitting fees sought to be paid | He will be paid sitting fees, and reimbursed expenses for attending Board and Committee meetings as per Articles of Association of the Company, as may be approved by the Board from time to time in accordance with the applicable laws. |
| 8. | Remuneration last drawn | Not Applicable |
| 9. | No. of Board meetings attended during the year | 5 (five) |
| 10. | Terms and conditions of appointment/ re-appointment | Appointment as an Independent Director, not liable to retire by rotation, for a term of 5 (Five) consecutive years from October 01, 2026, to September 30, 2031 |
| 11. | Relationship with other Directors, other Directors, Manager and other Key Managerial Personnel of the Company | Not Applicable |
| 12. | Directorships held in other companies in India | 1. Navi Limited *(formerly known as 'Navi Technologies Limited')*<br>2. Narayana Hrudayalaya Limited<br>3. Sukoon Healthcare Services Private Limited<br>4. Meridian Medical Research & Hospital Limited<br>5. Dr. Agarwal's Health Care Limited |
| 13. | Membership/Chairmanship of committees in public limited and listed companies in India | Dr. Mor is a Chairperson/Member of the below mentioned Committees in the following Companies:<br><br>**Navi Limited *(formerly known as "Navi Technologies Limited"*** |

| | | | |
|---|---|---|---|
| | | Audit Committee | Member |
| | | Nomination & Remuneration Committee | Member |
| | | **Sukoon Healthcare Services Private Limited** | |
| | | Nomination & Remuneration Committee | Member |
| | | **Narayana Hrudayalaya Limited** | |
| | | Audit, Risk & Compliance Committee | Member |
| | | Corporate Social Responsibility Committee | Chairperson |
| | | Stakeholder's Relationship Committee | Member |
| | | **Dr. Agarwal's Health Care Limited** | |
| | | Audit Committee | Member |
| | | Nomination & Remuneration Committee | Member |
| | | Risk Management Committee | Chairperson |
| | | Corporate Social Responsibility Committee | Chairperson |
| | | **Navi General Insurance Limited** | |
| | | Audit Committee | Chairperson |
| | | Risk Management Committee | Member |
| | | Nomination & Remuneration Committee | Member |

**Recommendation and Interest of Directors/KMPs**

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution except to the extent of their shareholdings in the Company, if any.

The Board of the Company recommends passing of the Resolution at Item No. 3 as a Special Resolution.

**Navi AMC Limited**
E: mf@navi.com | T: +91 9535999572 | https://navi.com/mutual-fund | CIN: U65990KA2009PLC165296
Registered Office: Vaishnavi Tech Square, 7th Floor, Iballur Village, Begur, Hobli, Bengaluru, Karnataka 560102

**FORM NO. MGT – 11**
**PROXY FORM**

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

**CIN:** U65990KA2009PLC165296
**NAME OF THE COMPANY:** Navi AMC Limited
**REGISTERED OFFICE:** 7th Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, HSR Layout, Bengaluru-560102, Karnataka

| | |
|---|---|
| Name of the Member(s) | |
| Registered Address | |
| Email ID | |
| Folio No. / Client Id | |
| DP ID | |

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

| | |
|---|---|
| Name | |
| Address | |
| E-mail ID | |
| Signature | |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th (Seventeenth) Annual General Meeting of the Company, to be held on Friday, July 31, 2026 at 04:30 PM at the registered office of the Company situated at 7th Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, Bangalore, Karnataka 560102 and at any adjournment thereof in respect of resolutions, as indicated below:

| Resolution No. | Particulars | Favor / against |
|---|---|---|
| 1. | To receive, consider, and adopt the audited Financial Statements of the Company for the Financial year ended March 31, 2026, together with reports of the Board of Directors and Auditors thereon ***(Ordinary Resolution)*** | |
| 2. | To re-appoint Mr. Aditya Venkatesh Mulki (DIN:10942563), who retires by rotation as Director and being eligible, offers himself for re-appointment. ***(Ordinary Resolution)*** | |

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|---|---|---|
| 3. | To re-appoint Dr. Nachiket Mor (DIN: 00043646) as an Independent Director of the Company ***(Special Resolution)*** | |

Signed this __________________day of _______________2026

Signature of shareholder: ________________________________________________________

Signature of Proxy holder(s): _____________________________________________________

Affix Revenue Stamp

**Notes:**

1. A Proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. Members holding more than 10% of the total share capital carrying voting rights may appoint a single person as Proxy who shall not act as proxy for any other Member.

2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

3. In case of joint holders, the vote of the senior who tenders as vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the name stands in the register of members.

**ATTENDANCE SLIP**

(To be presented at the entrance)

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

| | |
|---|---|
| Regd. Folio. No/DP.Id/ Client id | |
| Name of shareholder: | |
| Address of shareholder: | |
| Proxy Name: | |
| Address of proxy: | |

I/We hereby record my/our presence at the Annual General Meeting of the Company to be held on Friday, July 31, 2026, at 04:30 P.M. (IST) at 7th Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, Bengaluru – Karnataka, 560102

*Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.*

Please tick (✔) the appropriate box.

1. Member ☐
2. Proxy ☐

Signature of Member/Proxy

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**CONSENT BY MEMBERS FOR CONVENING 17th ANNUAL GENERAL MEETING & RECEIVING FINANCIAL STATEMENTS AND OTHER DOCUMENTS REQUIRED TO BE ANNEXED TO FINANCIAL STATEMENTS AT SHORTER NOTICE**

[Pursuant to sections 96, 101 and 136 of the Companies Act, 2013]

To,
The Board of Directors,
**Navi AMC Limited**
7th Floor Vaishnavi Tech Square Iballur Village,
Begur, Hobli Bangalore KA 560102 IN

I/We, _______, --*Designation*--, for and on behalf of ---*Name of Shareholder*---- holding ----equity shares of INR _______/- each in Navi AMC Limited (hereinafter" **Company**") do hereby give consent to convene the 17th Annual General Meeting on Friday, July 31, 2026, at 04:30 P.M. at the registered office of the Company & receiving the Financial Statements, Auditor's Report and relevant annexures thereto, at Shorter Notice.

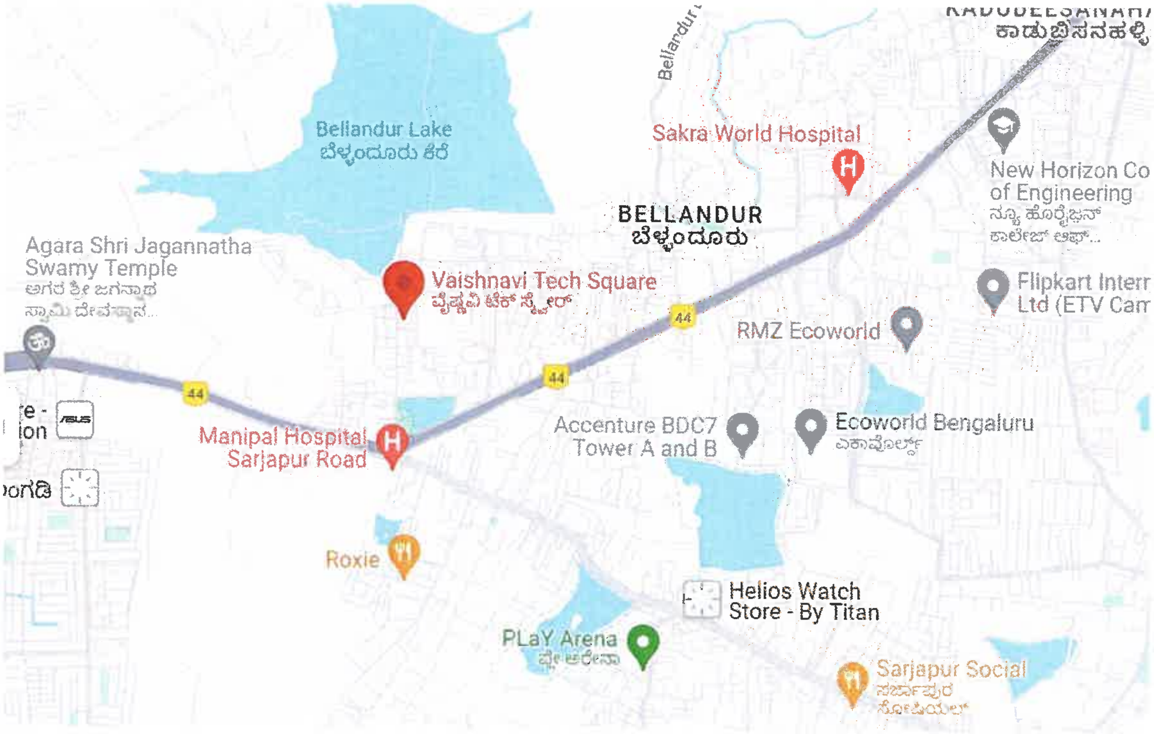
For and on behalf of
(Name of Shareholder)

_____________
Signature
Name: _____________
Designation: _____________

Date: _____________

## ROUTE MAP AND PROMINENT LANDMARK

**Prominent Landmark - Suncity Apartments, Bellandur**

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