

## **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE EXTRA – ORDINARY GENERAL MEETING (“EGM”) (04/2025-26) OF THE MEMBERS OF NAVI TECHNOLOGIES LIMITED (“COMPANY”) WILL BE HELD ON TUESDAY, AUGUST 05, 2025, AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 09TH FLOOR, VAISHNAVI TECH SQUARE, IBALLUR VILLAGE, BEGUR HOBLI, BENGALURU, KARNATAKA, INDIA, 560102, TO TRANSACT THE FOLLOWING BUSINESS:**

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### **SPECIAL BUSINESS**

#### **ITEM NO. 1: TO CONSIDER AND APPROVE THE CHANGE OF NAME OF THE COMPANY AND CONSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION (‘MOA’) AND ARTICLES OF ASSOCIATION (‘AOA’) OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 5, 13, 14, 15 and other applicable provisions, if any, of the Companies act, 2013 and rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and the resolution passed by the Board of Directors on July 10, 2025 for changing the name of the Company and upon receipt of approval of the Registrar, Central Registration Centre (CRC), Ministry of Corporate Affairs, for reserving the name of the Company vide its Approval Letter dated July 08, 2025, and subject to the approval of any other authority as may be necessary, the consent of the Members of the Company, be and is hereby accorded to change the name of the Company from **“Navi Technologies Limited”** to **“Navi Limited”**.

**RESOLVED FURTHER THAT** pursuant to Section 13 and other applicable provisions, if any, of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval any other authority as may be necessary, and upon receipt of a fresh Certificate of Incorporation pursuant to change name of the Company from the Registrar, Central Registration Centre (CRC), Ministry of Corporate Affairs in this regard, the consent of the members be and is hereby accorded for effecting the alteration in the existing Name Clause, being Clause I of Memorandum of Association by deleting the existing Clause I and substituting it with the following:

**I. The name of the Company is "NAVI LIMITED"**

**RESOLVED FURTHER THAT** pursuant to Section 14 and other applicable provisions, if any, of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of any other authority as may be necessary, and upon receipt of a fresh Certificate of Incorporation pursuant to change name of the Company from the Registrar, Central Registration Centre (CRC), Ministry of Corporate Affairs in this regard, the consent of the members be and is hereby accorded for adopting the new set of Articles of Association ("AOA") of the Company, by substituting the words "Navi Technologies Limited" wherever appearing in the AOA with "Navi Limited" as approved by Registrar, Central Registration Centre (CRC) (Manesar), Ministry of Corporate Affairs.

**RESOLVED FURTHER THAT** Mr. Rajiv Naresh, Managing Director & CEO, Mr. Ankit Agarwal, CFO & Executive Director and Mr. Chanchal Kumar, Company Secretary of the Company be and is hereby authorised to undertake all such acts, deeds, matters and things as may be considered necessary or incidental thereto including filing of necessary e-forms with Registrar, Central Registration Centre (CRC) (Manesar), Ministry of Corporate Affairs.

**RESOLVED FURTHER THAT** the directors of the Company and/or the Company Secretary, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution and doing all such acts, deeds, and things as may be required or deemed necessary to implement this resolution.

**RESOLVED FURTHER THAT** the Directors of the Company and/or the Company Secretary of the Company be and are hereby jointly or severally authorized to issue a certified true copy of the above-mentioned resolution to anyone concerned or interested in the matter."

For **Navi Technologies Limited**

**Chanchal Kumar**

**Company Secretary**

**Membership No: A50952**

**Address: Flat No. L-312, Aratt Royal Citadel,**

**Manipal County Road, Hosur Road, Singasandra Begur,**

**Bommanahalli, Singasandra, Bengaluru-560068**

**NOTES:**

1. Explanatory statement Pursuant to Section 102 (1) of the Companies Act, 2013 on the special businesses proposed to be transacted in the meeting is annexed to this notice. Refer **Annexure A.**
2. A member entitled to attend, and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting. A copy of blank Proxy Form is duly enclosed to this notice. Refer **Annexure B.**
3. Corporate Members are requested to send duly certified true copies of Board Resolution, pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Extra- Ordinary General Meeting.
4. Members are requested to intimate to the Company's Registered Office, any change in their registered address.
5. Attendance Slip is duly annexed to this notice. Refer **Annexure C.**
6. The necessary route map for the venue of the meeting is annexed to this notice. **Refer Annexure D.**

## **Annexure- A**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT 2013**

As required by sub section 1 of Section 102 of the Companies Act, 2013, the following explanatory statement set out all the material facts relating to the items of the accompanying Notice dated July 10, 2025.

#### **Item No. 1:**

The Company was incorporated as BAC Acquisitions Private Limited on December 10, 2018, as a Private Limited Company and the name of the Company was later changed to Navi Technologies Private Limited on October 14, 2019, and thereafter the Company was converted into Public Limited Company on February 02, 2022, vide CIN: U72900KA2018PLC119297.

Considering the business prospects and expansion of business of the Company, the Board intends to change the name of the Company from **“Navi Technologies Limited”** to **“Navi Limited”**. The Company has obtained the approval from the Central Registration Centre (CRC) (Manesar), Registrar of Companies for the change of name of the Company to **“Navi Limited”** vide its approval letter dated July 08, 2025 and accordingly to substitute the same in all clause(s) of the Memorandum & Articles of Association of the Company, which requires the approval of the members by way of a special resolution.

Consequent to the change in name of the Company it is indispensable to amend the Memorandum of Association and Articles of Association of the Company so as to comply with the provisions of the Companies Act, 2013 which requires approval of members of the Company by way of special resolution.

Further the Board of Directors of the Company in its meeting held on July 10, 2025, had consented to the change of name of the Company and consequent Alteration in the Memorandum of Association ('MOA') and Articles of Association ('AOA') of the company.

A copy of the Memorandum and Articles of Association of the Company are circulated to the members along with this notice and shall be open for inspection in electronic form for the duration of the meeting.

No Directors are interested in the resolution set out at item no. 1 of this Notice. Except for the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolutions.

In view of the applicable provisions of the Companies Act, 2013, the Board recommends the Special resolution set out at item no.1 of the accompanying Notice for the approval of the Members.

For **Navi Technologies Limited**

**Chanchal Kumar**

**Company Secretary**

**Membership No: A50952**

**Address: Flat No. L-312, Aratt Royal Citadel,  
Manipal County Road, Hosur Road, Singasandra Begur,  
Bommanahalli, Singasandra, Bengaluru-560068**

**Annexure-B**  
**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:** U72900KA2018PLC119297

**NAME OF THE COMPANY:** NAVI TECHNOLOGIES LIMITED

**REGISTERED OFFICE:** 09th Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, HSR Layout,  
Bangalore, Bangalore South, Karnataka, India, 560102

Name of the member (s):	
Registered Address:	
E-mail Id:	
Folio No. / Client Id:	
DP ID:	Not Applicable

I/We, being the member(s) of \_\_\_\_\_ shares of the above-named company, hereby appoint

1. Name:  
Address:  
E-mail Id:  
Signature: \_\_\_\_\_, or failing him

2. Name:  
Address:  
E-mail Id:  
Signature: \_\_\_\_\_, or failing him

3. 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 Extra Ordinary General Meeting of the Company, to be held on Tuesday, August 05, 2025, at 11:00 A.M. at the registered office of the company at 09th Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, Bengaluru, Karnataka, India, 560102 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No	Resolution	For	Against
1.	TO CONSIDER AND APPROVE THE CHANGE OF NAME OF THE COMPANY AND CONSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION ('MOA') AND ARTICLES OF ASSOCIATION ('AOA') OF THE COMPANY.		

Signed this..... day of..... 2025

Affix  
Revenue  
Stamp

Signature of shareholder

Signature of Proxy holder(s)

**Note:**

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting

**Annexure - C**  
**Attendance Slip**

Shareholder's Name:

Registered Folio: \_\_\_\_\_

No. of shares held \_\_\_\_\_

Address:

I/We hereby record my / our presence at the Extra Ordinary General Meeting of Navi Technologies Limited ("Company") will be held on Tuesday, August 05, 2025, at 11:00 A.M. at the registered office of the Company at 09th Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, Bengaluru, Karnataka, India, 560102.

Signature of shareholder / Proxy\*

\*Strike out whichever is not applicable

**Note:**

1. Please complete this slip and handover at the entrance of the meeting hall.
2. Members are requested to bring their copies of this notice and explanatory statement to the meeting.
3. A member may vote either for or against each resolution.



## Annexure – D

### Route Map to the Venue of EGM

**Venue:** 09<sup>th</sup> Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, Bengaluru, Karnataka, India, 560102

**Landmark:** Vaishnavi Tech Square

