

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF NAVI AMC LIMITED WILL BE HELD ON TUESDAY, SEPTEMBER 30, 2025 AT 04:30 P.M.(IST) 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:

SPECIAL BUSINESS:

ITEM NO. 01 - TO APPOINT MR. TRITALA SUBRAMANIAN RAMAKRISHNAN (DIN: 09515616) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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 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), SEBI (Mutual Fund) Regulations 1996 read along with Master Circular for Mutual Funds issued by SEBI dated June 27, 2024, and as per the provisions of the Articles of Association of the Company, further to the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company and of Navi Trustee Limited, Mr. Tritala Subramanian Ramakrishnan (DIN: 09515616) who has submitted his consent to act as an Independent Director of the Company and a declaration that he meets the criteria for appointment as an Independent Director provided under Section 149(6) the Companies Act, 2013, SEBI (Mutual Fund) Regulations 1996 read along with Master Circular for Mutual Funds issued by SEBI dated June 27, 2024, 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 with IICA, 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, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) consecutive years from October 01, 2025 up to September 30, 2030, on the terms and conditions including sitting fee payable as mentioned in the explanatory statement to this Notice;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised 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 the 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

**Anisha Pareek
Company Secretary
M. No. A69220**

**Date: September 29, 2025
Place: Bangalore**

Navi AMC Limited

E: mf@navi.com | T: +91 8045113400 | <https://navi.com/mutual-fund> | CIN: U65990KA2009PLC165296

Registered Office: Vaishnavi Tech Square, 7th Floor, Iballur Village, Begur, Hobli, Bengaluru, Karnataka 560102

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. Proxies in order to be effective must be filed with the Company at its Registered office before the meeting. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.
2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, concerning the Special Business in the Notice is annexed hereto and forms part of the Notice.
3. Corporate members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution and Authorization Letter authorizing their representative to attend and vote at the meeting as per Section 113 of the Companies Act, 2013.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that the notice in writing of the intention to inspect is given to the Company.
5. A Form of Proxy is enclosed. The Form of Proxy should be duly filled, signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it and a revenue stamp of adequate value should be affixed before filing the same with the Company.
6. Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection in physical form by the Members during business hours on a working day at the Registered office of the Company. All other documents referred to in this Notice and explanatory statement will be available for inspection in physical form by the Members during business hours on a working day at the Registered office of the Company.
8. Enclosed the route map to the venue and prominent landmark for easy location.
9. The meeting is being held at shorter notice and necessary consent will be obtained from the shareholders.

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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:

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business mentioned in the accompanying shorter notice:

ITEM NO. 01

Background

The Nomination and Remuneration Committee and Board of Directors ("**Board**") of the Company and of Navi Trustee Limited, at its respective meeting held on September 29, 2025 has approved the appointment of Mr. Tritala Subramanian Ramakrishnan (DIN: 09515616) as an Independent Director of the Company for a term of five (5) consecutive years, commencing from the date of Shareholder's approval. 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.

Based on the recommendation of the Nomination and Remuneration Committee and the Board, the appointment of Mr. Ramakrishnan is now being proposed for the approval of the Members.

The Board has assessed Mr. Ramakrishnan'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. Mr. Ramakrishnan shall not be liable to retire by rotation during this term, and this appointment is subject to the approval of the Members at this Extra Ordinary General meeting.

Eligibility and Disclosures

Mr. Tritala Subramanian Ramakrishnan 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 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.

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

Additionally, Mr. Ramakrishnan 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 Mr. Tritala Subramanian Ramakrishnan for appointment as an Independent Director under the provisions of Section 149 of the Act.

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Additionally, the Company has received all the necessary statutory disclosures and declarations from Mr. Tritala Subramanian Ramakrishnan, including:

1. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules;
2. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (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 Mr. Tritala Subramanian Ramakrishnan 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 and holidays, between 8.00 a.m. and 10.00 a.m. up to the date of Extra-Ordinary General Meeting.

Profile

A brief profile of Mr. Tritala Subramanian Ramakrishnan (DIN: 09515616) 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:

1.	Directors Identification Number	09515616
2.	Date of Birth (Age in years)	December 12, 1963 and 61 years
3.	Original date of appointment	October 01, 2025
4.	Qualifications	Mr. Ramakrishnan is a Member of the Insurance Institute of India and holds a Bachelor of Commerce degree from Delhi University as well as a Post Graduate degree in Management.
5.	Experience and nature of expertise in specific functional area	Mr. Ramakrishnan has over three decades of rich experience in the Indian financial services sector. He began his career as a Direct Recruit Officer with LIC of India in 1988 and went on to hold several leadership positions across the organization. He served as Regional Manager (Pension and Group Schemes), LIC of India (2013–2018), Regional Manager (Western Region), LIC Housing Finance Limited (2018–2020), and General Manager (Recovery), LIC Housing Finance Limited (2020–2021). He subsequently rose to become the Managing Director and Chief Executive Officer of LIC Mutual Fund (2022–2023), from where he superannuated. Throughout his distinguished tenure, Mr. Ramakrishnan made significant contributions across diverse domains, including Marketing,

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		Finance, Pension & Group Schemes, Training, Housing Finance, and Asset Management, reflecting his versatile expertise and impactful leadership across the financial services landscape.
6.	Shareholding in the Company	NIL
7.	Remuneration 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	Not Applicable
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, 2025
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	Nominee Director in IIFL Finance Limited
13.	Membership / Chairmanship of committees in public limited and listed companies in India	NIL
14.	Brief resume of the Director	Mr. Tritala Subramanian Ramakrishnan brings over three decades of rich experience in the Indian financial services sector. He began his career with LIC of India in 1988 as a Direct Recruit Officer and held several key leadership positions across the organization, including roles in Pension & Group Schemes, Regional Management, and Recovery, culminating in his appointment as Managing Director and Chief Executive Officer of LIC Mutual Fund (2022–2023), from where he superannuated. He has made significant contributions across diverse domains, including Finance, Pension & Group Schemes, and Asset Management, reflecting his versatile expertise and impactful leadership. Mr. Ramakrishnan has also contributed to LIC's monthly magazine,

		Yogakshema, and has served as a board member of IIFL Finance Limited and AMFI.
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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 the passing of the Resolution at Item No. 1 as an Ordinary Resolution.

For and on behalf of Navi AMC Limited

Anisha Pareek
Company Secretary
M. No. A69220

Date: September 29, 2025
Place: Bangalore

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**NAVI AMC LIMITED
ATTENDANCE SLIP**

EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY ON TUESDAY, SEPTEMBER 30, 2025 AT 04:30 P.M. (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 7TH FLOOR, VAISHNAVI TECH SQUARE, IBALLUR VILLAGE, BEGUR, HOBLI, BENGALURU, KARNATAKA 560102

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

Registered Folio/ DPID/ Client ID	
Name of Member	
Address of Member	
Name of Proxy	
Address of Proxy	

I hereby record my presence at the Extra-Ordinary General Meeting on Tuesday, September 30, 2025 at 04:30 P.M. at the Registered Office of the Company situated at 7th Floor, Vaishnavi Tech Square, Iballur Village, Begur, Hobli, Bengaluru, Karnataka 560102.

Please (✓) in the box

1. Member
2. Proxy

Signature of Member/Proxy

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, Bengaluru, Karnataka 560102

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

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, September 30, 2025, 04:30 P.M.(IST) at the Registered office of the Company situated at 7th Floor, Vaishnavi Tech Square, Iballur Village, Begur, Hobli, Bengaluru, Karnataka 560102, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No(s).	Description of Resolutions	For	Against
Special Business			

Navi AMC LimitedE: mf@navi.com | T: +91 8045113400 | <https://navi.com/mutual-fund> | CIN: U65990KA2009PLC165296Registered Office: Vaishnavi Tech Square, 7th Floor, Iballur Village, Begur, Hobli, Bengaluru, Karnataka 560102

1.	To appoint Mr. Tritala Subramanian Ramakrishnan (DIN: 09515616) as an Independent Director of the Company. (Ordinary Resolution)		
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Signed this..... day of 2025

Signature of shareholder

Signature of Proxy holder(s)

AFFIX
REVENUE
STAMP OF.
0.15 PAISE

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

**CONSENT BY MEMBERS FOR CONVENING EXTRAORDINARY GENERAL MEETING AT SHORTER
NOTICE**

[Pursuant to Sections 101 of the Companies Act, 2013]

Date:

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

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 Extraordinary General Meeting on Tuesday, September 30, 2025, at 04:30 PM at the Registered Office of the Company at Shorter Notice.

For and on behalf of
(Name of Shareholder)

Signature
Name: _____
(Designation)

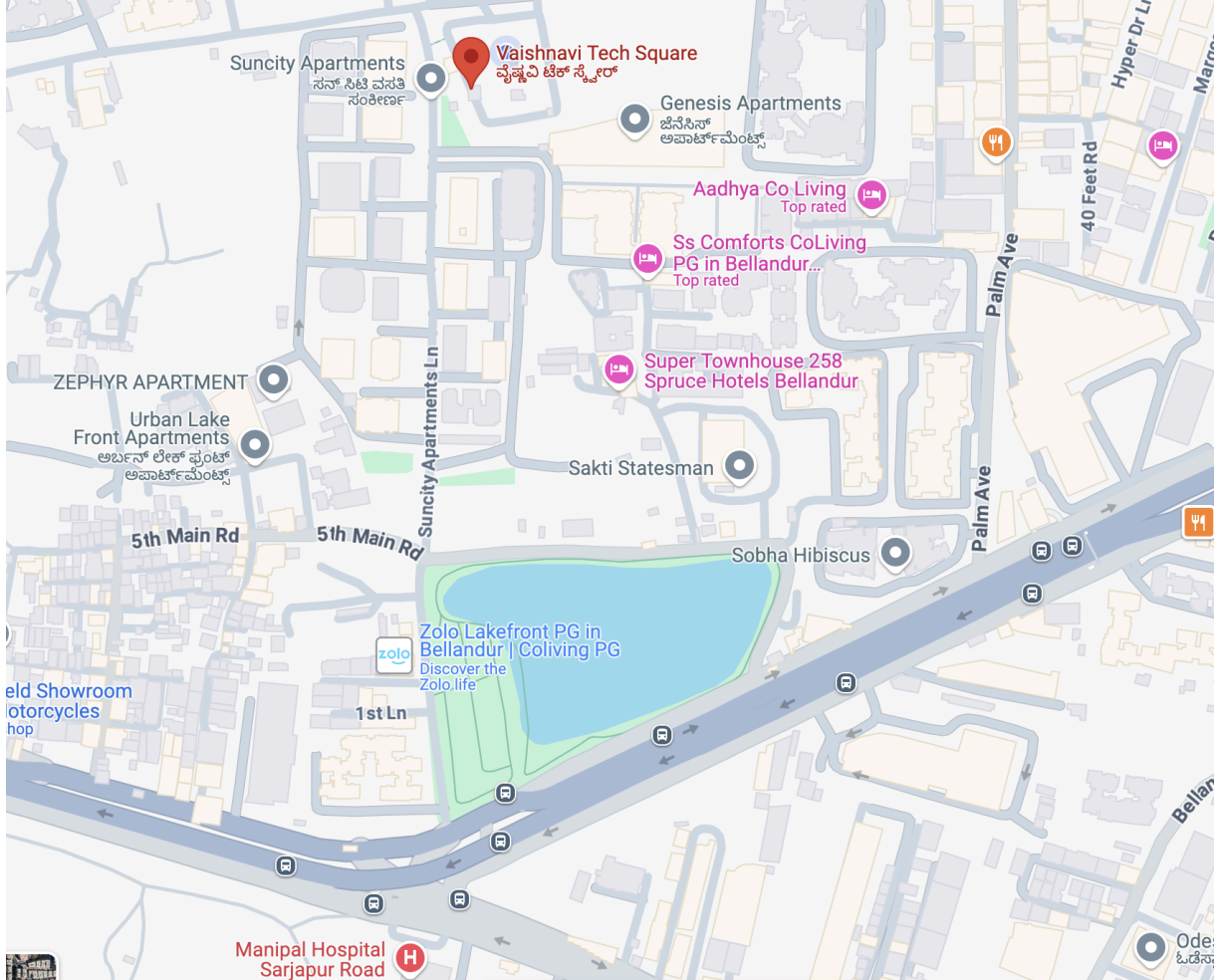
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Route Map

Prominent Landmark – Suncity Apartments, Bellandur



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