

NOTICE OF FOURTH EXTRAORDINARY GENERAL MEETING**Serial No. 04/ FY 2025-26**

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF NAVI FINSERV LIMITED WILL BE HELD ON TUESDAY, OCTOBER 14, 2025 AT 11:00 AM (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 2ND FLOOR, VAISHNAVI TECH SQUARE, IBALLUR VILLAGE, BEGUR HOBLI, BENGALURU-560102, KARNATAKA AT A SHORTER NOTICE TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS**ITEM NO. 1: APPROVE THE BORROWINGS OF THE COMPANY BY WAY OF ISSUANCE OF NON-CONVERTIBLE DEBENTURES ("NCDs")**

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

"RESOLVED THAT in supresession of the earlier resolution passed in this regard, pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment(s), statutory modification(s), variation(s) and/or reenactment(s) to any of the foregoing and other applicable guidelines, circulars, directions or laws), applicable guidelines, circulars, directions issued by the Reserve Bank of India ("**RBI**") and subject to the provisions of the Memorandum and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to issue or offer or invite subscriptions for secured/unsecured non-convertible debentures ("**Debentures**"), in one or more series/tranches, or by way of re-issuance under the existing ISIN, on private placement basis, during a period of one year commencing from the date of approval of the members, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company, including as to when the Debentures be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT the following shall be terms for the issue pursuant to which NCDs may be offered to prospective offerees in one or more tranches and allotted in accordance therewith (the "**Approved Terms**"):

- Aggregate Issue Size: INR 5000,00,00,000/- (Indian Rupees Five Thousand Crores Only)
- Tenor of issue: Minimum of 12 months up to 72 months.

Navi Finserv Limited

E: corporate_finserv@navi.com | T: 08045113400 | www.navi.com/finserv | CIN: U65923KA2012PLC062537

Registered Office- 2nd Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, Bengaluru, Karnataka - 560102

- Interest Rate: Senior debt less than 12% and sub-debt less than 15%
- Security: Up to 1.35x of receivables from loan assets/book debts
- Type of Instrument: Secured / Unsecured Rated Redeemable Listed Non-Convertible Debentures (including Market-Linked Debentures)

RESOLVED FURTHER THAT approval of the members of the Company be and is hereby accorded to the Board or through its delegated committee constituted by the Board of the Company to identify the prospective investors to whom the offers for the Issue may be made, which prospective investors may include the following categories:

- Scheduled Commercial Banks
- Small Finance Banks
- Development Finance Institutions
- Alternative Investment Funds
- High Net Worth Individual (HNIs)
- Non-Banking Financial Company (NBFCs)
- Foreign Portfolio Investors
- Mutual Funds

RESOLVED FURTHER THAT approval of the members of the company be and is hereby accorded to the Board or through its delegated committee constituted by the Board of the Company to:

A. To determine, offer, or modify the terms and conditions of the offer to any identified investor in one or more tranches and/or by way of re-issuance under the existing ISIN, subject to there being no deviation from the Approved Terms and the opening and closing of the offers (which terms and conditions shall not be contrary to the Approved Terms); and

B. approve and modify terms vis-à-vis allotment, listing, redemption, interest, payment and other terms, etc., and to take all necessary steps and to do all such acts deeds matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including, without limitation, completing the allotment and listing of the NCDs.

RESOLVED FURTHER THAT approval of the members of the company be and is hereby accorded to delegate the powers to the Board or through its delegated committee constituted by the Board to identify and appoint the Share Transfer Agent, debenture trustee, legal counsel and such other intermediaries, advisors or agents (by whatever name called) as may be required to be appointed in connection with the Issue, including their successors and agents.

RESOLVED FURTHER THAT the Board or its delegated committee constituted by the Board be and is hereby authorized to appoint Signatory(ies) to approve and finalize, sign, execute and deliver all such documents in relation to the Issue, offer and allotment of Debentures from time to time and to do all other

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acts, deeds, things and matters to the expedient interest of the Company for the Issue and allotment or as may be necessary or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board be hereby authorized to delegate authority to apply to NSDL / CDSL for dematerialization of the NCDs and to make application to Stock Exchange for listing the NCDs and do all such acts, deeds, matters and things and execute all such applications as may be required by NSDL / CDSL / Stock exchange or the Debenture Holders, for the purpose of issuance and allotment of the NCDs.

RESOLVED FURTHER THAT the Board of Directors of the Company or the Company Secretary and Compliance Officer or the Chief Financial Officer be and is hereby authorized to sign and file relevant e-forms, returns and documents with the Registrar of Companies, to do all such act(s), deed(s), matter(s) and thing(s) as it may in its absolute and sole discretion consider necessary, proper or desirable, including to delegate all or any of its powers conferred hereunder to any person(s) or Committee(s), to give effect to aforementioned resolution, and to settle any question(s), difficulty(ies) or doubt(s) that may arise in this regard.

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

By order of the Board

For **Navi Finserv Limited**

Sd/-

Chanchal Kumar

Company Secretary and Compliance Officer

Membership No. A50952

Place: Bengaluru

Date: October 13, 2025

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NOTES

1. The Explanatory Statement under Section 102 of the Companies Act, 2013, as amended, in respect of the special business is annexed herewith and forms part of the notice.
2. A member entitled to attend, and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. A copy of blank Proxy Form is duly enclosed to this notice.
3. Pursuant to Section 20(2) of the Companies Act and Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their Members electronically.
4. All documents referred to in the notice and in the accompanying explanatory statement are open for inspection at the registered office of the Company.
5. In case of corporate shareholders proposing to participate at the meeting through their representative, necessary authorization under Section 113 of the Companies Act, 2013 for such representation may please be forwarded to the Company.
6. Attendance Slip is duly annexed to this notice.
7. Route-map to the venue of the Meeting is provided at the end of the Notice.
8. Members shall cast their vote by show of hand at the Meeting. Further, if the poll is demanded at the EGM for voting, then the Chairperson may take the poll as may be demanded within 48 hours from the time when the poll is demanded.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ISSUED BY ICSI**ITEM NO. 1:****APPROVE THE BORROWINGS OF THE COMPANY BY WAY OF ISSUANCE OF NON-CONVERTIBLE DEBENTURES("NCD")**

The Board of Directors of the Company at its meeting held on October 13, 2025, considered and approved a proposal to increase the maximum permissible tenor of Non-Convertible Debentures ("NCDs") to be issued on a private placement basis from the existing limit of **60 months** to **72 months**, subject to the approval of Members of the Company by way of Special Resolution.

To manage the borrowing program, the Members had earlier approved the issue of NCDs by passing a special resolution to allow the Company to offer NCDs, within the limits sanctioned under section 180(1)(c) of the Companies Act, 2013, on a private placement basis in terms of the provisions of Section 42 and 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 ('the Rules') and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 on terms & conditions as are appropriate and in the best interest of the Company for the next one year up to a limit of INR 5,000 Crores, in one or more tranches provided that the outstanding amount at any time during the period shall be within the overall borrowing limits of the Company. In view of the Company's evolving business requirements and growth in the loan portfolio, the Company proposes to pass a special resolution to enhance the, it is now proposed to increase the maximum permissible tenor of the NCDs from 60 months to 72 months, while keeping all other terms of issue unchanged.

Terms for the issue pursuant to which NCDs may be offered to prospective offerees:

Particulars	Existing terms of Issue of Debentures, approved by the Board previously	Proposed terms of Issue of Debentures	Change
Aggregate Issue Size	INR 50,00,00,00,000/- (Indian Rupees Five Thousand Crores Only)	INR 5000,00,00,000/- (Indian Rupees Five Thousand Crores Only)	<i>No change</i>
Tenor of issue	Minimum of 12 months up to 60 months.	Minimum of 12 months up to 72 months	<i>Change is proposed in the tenor of the NCD</i>

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Interest Rate	Senior debt less than 12% and sub-debt less than 15%	Senior debt less than 12% and sub-debt less than 15%	<i>No change</i>
Security	Up to 1.35x of receivables from loan assets/book debts	Up to 1.35x of receivables from loan assets/book debts	<i>No change</i>
Type of Instrument	Secured / Unsecured Rated Redeemable Listed Non-Convertible Debentures (including Market-Linked Debentures);	Type of Instrument: Secured / Unsecured Rated Redeemable Listed Non-Convertible Debentures (including Market-Linked Debentures);	<i>No change</i>

It may be noted that that as per Rule 14 of Companies (Prospectus and Allotment of Securities) Second amendment Rules, 2018 read with Section 42 of the Act, allows a company to pass a Special Resolution once in a year for all the offer or invitation for Non-Convertible Debentures to be made during the year through a private placement basis in one or more tranches.

In view of the requirements of section 42 of the Companies Act, 2013 and the above-mentioned rules made thereunder, the Company seeks approval of members at the general meeting by way of special resolution which will be valid for a period of 12 months from the date of passing thereof. Further, as per second proviso of sub-rule 1 of Rule 14 of The Companies (Prospectus and Allotment of Securities) Rules, 2014, the outstanding amount at any time during the period shall be within the limits sanctioned under section 180(1)(c) of the Companies Act, 2013 and provided this, the disclosure requirements under first proviso of Rule 14 of Chapter IV The Companies (Share Capital and Debentures) Rules, 2014 is not applicable.

The proposed modification pertains only to the tenor of the NCDs, with no change in the aggregate issue size, interest rate, security cover, or other terms and conditions previously approved by the members.

Accordingly, approval of the Members is sought to authorise the Company to issue NCDs on a private placement basis with a maximum tenor of up to 72 months, from the date of approval of this resolution, for a period of one year, in accordance with the provisions of Section 42 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. Based on the rationale and justification provided above, the Board recommends the Special Resolution set out in Item No. 1 of the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in the accompanying Notice, except to the extent of their shareholding, if any, in the Company.

The Board recommends the resolution as set out in the Notice for the approval of the Members as a **Special Resolution**.

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By order of the Board

For **Navi Finserv Limited**

Sd/-

Chanchal Kumar

Company Secretary and Compliance Officer

Membership No. A50952

Place: Bengaluru

Date: October 13, 2025

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ATTENDANCE SLIP

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 Member:	
Address of Member:	
Proxy Name:	
Address of proxy:	

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the company to be held on Tuesday, October 14, 2025 at 11:00 AM (IST) at 2nd Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, Bengaluru- 560102, Karnataka..

Please (✓) in the box

1. Member
2. Proxy

Signature of member/Proxy

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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]

Name of the Member	:	
Registered address	:	
E-mail Id	:	
Folio No	:	
DP ID	:	

I, being the member 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 Extra Ordinary General Meeting of the company to be held on **Tuesday, October 14, 2025 at 11:00 AM (IST)** at 2nd Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, Bengaluru-560102, Karnataka, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Particulars	Favor / against
1.	APPROVE THE BORROWINGS OF THE COMPANY BY WAY OF ISSUANCE OF NON-CONVERTIBLE DEBENTURES ("NCDs")	

Affix Revenue Stamp

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Signed this day of 2025

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.

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Route Map:**Navi Finserv Limited**

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