

**SHORTER NOTICE OF FIFTH EXTRAORDINARY GENERAL MEETING****Serial No. 05/ FY 2025-26**

**SHORTER NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF NAVI FINSERV LIMITED WILL BE HELD ON MONDAY, DECEMBER 01, 2025 AT 05:30 PM (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 2ND FLOOR, VAISHNAVI TECH SQUARE, IBALLUR VILLAGE, BEGUR HOBLI, BANGALORE-560102, KARNATAKA, AT A SHORTER NOTICE TO TRANSACT THE FOLLOWING BUSINESS:**

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**SPECIAL BUSINESS****ITEM NO. 1: RECLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENTIAL AMENDMENT TO CLAUSE 5 OF THE MEMORANDUM OF ASSOCIATION**

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 Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force, and the rules made thereunder, the consent of the Members be and is hereby accorded to reclassify the authorised share capital of the Company of INR 600,00,00,000 (Indian Rupees Six Hundred Crores only) divided into:

- (a) 40,00,00,000 (Forty Crore) equity shares of INR 10 (Indian Rupees Ten) each, aggregating to INR 400,00,00,000 (Indian Rupees Four Hundred Crores); and
- (b) 20,000 (Twenty Thousand) Preference shares of INR 1,00,000 (Indian Rupees One Lakh) each, aggregating to INR 200,00,00,000 (Indian Rupees Two Hundred Crores).

**RESOLVED FURTHER THAT** consequent to the above reclassification, Clause 5 of the Memorandum of Association of the Company be and is hereby substituted with the following:

*'5. The Authorised Share Capital of the Company is INR 600,00,00,000 (Indian Rupees Six Hundred Crores) divided into:*

- A. 40,00,00,000 (Forty Crores) equity shares of INR 10 (Indian Rupees Ten) each, aggregating to INR 400,00,00,000 (Indian Rupees Four Hundred Crores); and*
- B. 20,000 (Twenty Thousand) Preference shares of INR 1,00,000 (Indian Rupees One Lakh) each, aggregating to INR 200,00,00,000 (Indian Rupees Two Hundred Crores).*

**Navi Finserv Limited**

E: corporate\_finserv@navi.com | T: 08045113400 | [www.navi.com/finserv](http://www.navi.com/finserv) | CIN: U65923KA2012PLC062537

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

*The Company shall have the power to increase, reclassify and/or reduce the capital and to alter, consolidate, convert, sub-divide, or otherwise restructure the share capital of the Company from time to time in accordance with the Companies Act, 2013."*

**RESOLVED FURTHER THAT** any of the Whole-time Directors, the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorised to make the necessary filings with the Registrar of Companies, carry out the consequential alterations in the Memorandum of Association, and do all such acts, deeds and things as may be necessary to give effect to this resolution."

**By Order of the Board of Directors  
For Navi Finserv Limited**

**Chanchal Kumar  
Company Secretary and Compliance Officer**

**Place:** Bengaluru

**Date:** December 01, 2025

**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 shareholders 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:**

**RECLASSIFICATION OF AUTHORISED SHARE CAPITAL AND AMENDMENT TO CLAUSE 5 OF THE MEMORANDUM OF ASSOCIATION**

**Background:**

The Board of Directors of the Company at its meeting held on December 01, 2025, considered a proposal for reclassification of the authorised share capital of the Company and amendment to Clause 5 of the Memorandum of Association (MoA) in order to enable the Company to issue preference share capital in the near term as part of its capital-raising plans.

At present, the authorised share capital consists entirely of equity share capital. This restricts the Company from issuing any class of preference shares, including proposed capital instruments such as Convertible Preference Shares. The creation of a separate class of preference share capital is therefore necessary to provide the Company with adequate statutory headroom for raising capital aligned to business requirements and regulatory frameworks.

Accordingly, the Board has approved a proposal to reclassify the authorised share capital from INR 600,00,00,000 divided entirely into equity shares, to a structure comprising equity share capital of INR 400,00,00,000 and convertible preference share capital of INR 200,00,00,000, and to substitute Clause 5 of the Memorandum of Association to reflect the revised capital structure.

Pursuant to Sections 13 and 61 of the Companies Act, 2013, such reclassification of authorised share capital and amendment to the Memorandum of Association requires the approval of the Members by way of a special resolution..

A copy of the existing MoA and the draft amended MoA reflecting the revised capital clause is available for inspection at the registered office.

**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.

The Board of the Company recommends the passing of the Resolution at Item No. 1 as a Special Resolution.

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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 shareholder:	
Address of shareholder:	
Proxy Name:	
Address of proxy:	

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the company to be held Monday, December 01, 2025, at 05:30 PM 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 Annual General Meeting of the company to be held on Monday, December 01, 2025, at 05:30 PM 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	Favour / against
1.	RECLASSIFICATION OF AUTHORISED SHARE CAPITAL AND AMENDMENT TO CLAUSE 5 OF THE MEMORANDUM OF ASSOCIATION	

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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