

NOTICE OF SEVENTH EXTRA-ORDINARY GENERAL MEETING**Serial No. 07/ FY 2025-26**

SHORTER NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (07/FY 2025-26) OF THE MEMBERS OF NAVI FINSERV LIMITED (THE 'COMPANY') WILL BE HELD ON FRIDAY, FEBRUARY 13, 2026, AT 05:00 PM (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 2ND FLOOR, VAISHNAVI TECH SQUARE, IBALLUR VILLAGE, BEGUR HOBLI, BENGALURU-560102, KARNATAKA, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS**ITEM NO. 1: APPOINTMENT OF MS. NILUFER PANTHAKI (DIN: 08753306) AS AN INDEPENDENT DIRECTOR 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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025, and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the appointment of Ms. Nilufer Panthaki (DIN: 08753306) as an Independent Director of the Company, who has submitted her consent to act as a Director in Form DIR-2, and a declaration confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act, has been assessed as 'fit and proper' in accordance with the applicable RBI norms, has registered herself in the Independent Directors' Databank, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, to hold office as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from 13th February 2026 up to 12th February 2031, on such terms and conditions, including remuneration, sitting fees and reimbursement of expenses, as set out in the explanatory statement to this Notice.

RESOLVED FURTHER THAT any of the Whole-time Directors or the Chief Financial Officer or the Company Secretary of the Company be and are 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."

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ITEM NO. 2: REVISION IN THE REMUNERATION OF MR. ABHISHEK (DIN: 07843369), MANAGING DIRECTOR

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board in accordance with section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) and pursuant to the provisions of Articles of Association of the Company, approval of the Members be and is hereby accorded for revision of remuneration payable to Mr. Abhishek (DIN: 07843369), Managing Director of the Company, with effect from January 1, 2026, as set out below:

Existing Remuneration Structure	Revised Remuneration Structure
<p>a. <u>Cash Component</u>: INR 2,50,00,000 per annum, out of which INR 50,00,000 shall be variable pay, linked to the performance of Mr. Abhishek and the Company. In cases of exceptional performance, the Company reserves the option to pay up to 150% of the variable pay component as per its HR policies.</p> <p>b. <u>ESOP (Existing Grants)</u>: ESOP Units/Options of Navi Limited (the “Parent Company”) may be granted as per the ESOP Scheme/Plan of the Parent Company from time to time.</p>	<p>a. <u>Cash Component</u>: INR 2,75,00,000 per annum, out of which INR 55,00,000 shall be variable pay, linked to the performance of Mr. Abhishek and the Company. In cases of exceptional performance, the Company reserves the option to pay up to 150% of the variable pay component as per its HR policies.</p> <p>b. <u>ESOP (Existing Grants)</u>: ESOP Units/Options of Navi Limited (the “Parent Company”) may be granted as per the ESOP Scheme/Plan of the Parent Company from time to time.</p>

RESOLVED FURTHER THAT save and except the aforesaid revision, all other terms and conditions of appointment of Mr. Abhishek as Managing Director as approved by the Members earlier shall remain unchanged and continue in full force and effect.

RESOLVED FURTHER THAT any of the Whole-time Directors or the Chief Financial Officer or the Company Secretary be and are hereby authorised to do all such acts, deeds, matters and things, including making necessary filings with the Registrar of Companies and other regulatory authorities, as may be necessary to give effect to this resolution.”

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ITEM NO. 3: TO APPROVE INCREASE IN THE OVERALL BORROWING LIMITS OF THE COMPANY IN EXCESS OF PAID-UP SHARE CAPITAL, FREE RESERVES AND SECURITIES PREMIUM OF THE COMPANY UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT in supersession of all the earlier resolutions passed under Section 180(1)(c) of the Companies Act, 2013, the approval of the members of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “the Board” which term shall be deemed to include any Committee of the Board constituted / to be constituted / reconstituted by the Board to exercise its powers including the powers conferred by this resolution) under Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and as per the applicable directions/ guidelines issued by the Reserve Bank of India (“RBI”) and all other applicable rules, laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any), and subject to the provisions of the Memorandum of Association and Articles of Association of the Company, to borrow any sum or sums of monies from time to time notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company, which remains outstanding, may exceed aggregate of its paid-up capital and free reserves, apart from temporary loans obtained from the Company’s bankers in the ordinary course of business of the Company, however, the total outstanding amount so borrowed shall not exceed INR 16,500 Crore (Indian Rupees Sixteen Thousand Five Hundred Crores Only).

RESOLVED FURTHER THAT the Board of Directors of the Company or the Company Secretary and Compliance Officer or the Chief Financial Officer of the Company be and is hereby severally authorised to file the requisite e-forms with Registrar of Companies, Bangalore, and 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 of the Company as may be deemed necessary in the best interest of the Company.

RESOLVED FURTHER THAT any of the Whole-Time Directors or the Chief Financial Officer 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.”

ITEM NO. 4: TO APPROVE CREATION OF CHARGES ON ASSETS OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 TO SECURE BORROWINGS MADE/TO BE MADE UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

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

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“RESOLVED THAT in supersession of all the resolutions passed earlier under Section 180(1)(a) of the Companies Act, 2013, the approval of the members of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“the Board”** which term shall be deemed to include any Committee of the Board constituted / to be constituted / reconstituted by the Board to exercise its powers including the powers conferred by this resolution) under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (**‘Act’**) (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and as per the applicable directions/ guidelines issued by the Reserve Bank of India (**“RBI ”**) and all other applicable rules, laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any), and subject to the provisions of the Memorandum of Association and Articles of Association of the Company, to create a security/charge on the Company’s receivables from loan assets/book debts/current assets and non-current assets, where ever situated, present and future of the whole or substantially the whole of the undertaking or the undertakings of the Company, on such terms and conditions at such time(s) and in such manner and with such ranking as to priority as the Board in its absolute discretion thinks fit, in favour of any eligible investors/lenders under applicable laws partnership firms, foreign portfolio entities, alternate investment funds, banks, financial institutions, investment institutions, non-banking financial companies, trusts, other bodies corporates, any individual(s) or person(s) and/or any other category of lender, and/or any trustee(s) appointed on behalf of any of the foregoing (hereinafter referred to as the **“Lending Agents”**), to secure any amount borrowed by the Company and/ or its subsidiary(ies), in Indian Rupees and/or in foreign currency, guarantee(s), working capital facilities and/or any other financial assistance obtained/to be obtained by the Company or its subsidiary(ies) (including without limitation any interest, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses, all other monies and any increase on account of revaluation/devaluation/ fluctuation in the rates of foreign currencies involved), from one or more of the aforesaid Lending Agents, up to an amount not exceeding 1.35x of Company’s receivables from loan assets/ book debts, current assets and non-current assets.

RESOLVED FURTHER THAT in the event wherein the Lenders of the Company invokes the security over the assets of the Company, in accordance with the transaction documents executed with such lenders, from time to time, the approval of the Members of the Company be and is hereby accorded to the Board, to sell, lease and/or dispose of the assets and receivables against loan assets/book debts of the Company, in such manner and upon such terms and conditions as may be decided, up to an amount approved by the Board of Directors from time to time, and up to an amount not exceeding 1.35x of Company’s receivables from loan assets/ book debts, current assets and non-current assets.

RESOLVED FURTHER THAT any of the Whole-time Directors or the Chief Financial Officer or the Company Secretary of the Company be and are hereby authorized to sign and file relevant e-forms, returns and documents with the Registrar of Companies, to issue a certified true copy of the above-mentioned resolution to anyone concerned or interested in the matter and 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

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aforementioned resolution, and to settle any question(s), difficulty(ies) or doubt(s) that may arise in this regard.”

ITEM NO. 5: APPROVE THE BORROWINGS OF THE COMPANY BY WAY OF ISSUANCE OF NON-CONVERTIBLE DEBENTURES(‘DEBENTURES’ OR ‘NCD’)

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

“**RESOLVED THAT** in supersession of all the resolutions passed earlier 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 of Association and Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to offer or invite subscriptions for secured/unsecured non-convertible debentures (**‘Debentures’** or **‘NCDs’**), 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 the approval of the Members of the Company , 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”**):

1. Aggregate Issue Size: INR 80,00,00,00,000/- (Indian Rupees Eight Thousand Crores Only)
2. Tenor of issue: Minimum of 12 months up to 72 months.
3. Interest Rate: Senior debt less than 12% and sub debt less than 15%
4. Security: Up to 1.35x of receivables from loan assets/book debts
5. Type of Instrument: Secured / Unsecured, Rated, Redeemable, Listed, Non-Convertible Debentures (including Market-Linked Debentures);

RESOLVED FURTHER THAT the 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:

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- 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) 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 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 of Directors 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 any of the Whole-time Directors or the Company Secretary and Compliance

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Officer or the Chief Financial Officer of the Company be and are 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 any of the Whole-time Directors or the Chief Financial Officer 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."

For **Navi Finserv Limited**



Chanchal Kumar
Company Secretary and Compliance Officer
Membership No. A50952

Place: Bengaluru

Date: February 13, 2026

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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 this 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:

APPOINTMENT OF MS. NILUFER PANTHAKI (DIN: 08753306) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Background:

Ms. Panthaki, was appointed as a Director (Independent) of the Company w.e.f. February 13, 2026.

Further, to the recommendations of Nomination and Remuneration Committee, and the Board, in its meeting held on February 5, 2026 and February 13, 2026 respectively, had recommended the appointment of Ms. Panthaki as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years with effect from 13th February 2026 up to 12th February 2031.

Eligibility and Disclosures:

She meets the criteria of independence as prescribed under Section 149(6) of Companies Act, 2013 read with Rule 5 of Companies (Appointment and Qualifications of Directors), 2014 and fit and proper criteria prescribed by Reserve Bank of India and she has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

She is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and other applicable laws. Further, she is not debarred from holding the office of director by virtue of any SEBI order or of any other such authority.

The Company has received all the necessary disclosures in terms of the Companies Act, 2013 and rules made thereunder, and applicable RBI Directions, also her consent to act as Director.

In the opinion of the Board, she fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, and RBI Guidelines and that she is independent of the management.

Profile:

Pursuant to Secretarial Standard-2 issued by the ICSI, a brief profile of Ms. Panthaki and other information pertaining to her appointment are given below:

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Particulars	Details
Date of Birth and Age	October 28, 1973; 52 years and 2 months
Qualification	1. MBA in marketing from Sydenham College of Management Studies, Mumbai
Experience	<ol style="list-style-type: none"> 1. Groww - Head of Banking for 2 years and 2 months 2. Federal Bank - Country Head- Retail Banking for 3 years and 5 months 3. Indostar Capital Finance - Product Head for 1 years and 4 months 4. Standard Chartered Bank - Head- Retail Products, Analytics & Segments for 19 years and 9 months
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 13th February 2026 up to 12th February 2031.
Remuneration sought to be paid and last drawn, if applicable	She will be paid sitting fees, and reimbursed expenses for attending Board and Board's 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.
Date of first appointment on the Board	February 13, 2026
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel ("KMP") of the Company	NA
No. of meetings of the Board and Board Committees attended during FY 2025-26	NA
Other Directorships, membership/chairmanship of Committees of other Board	<ol style="list-style-type: none"> 1. Varthana Finance Private Limited - Additional Director (category - Independent Director) 2. Ampfin Capital Private Limited - Independent Director

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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ITEM NO. 2:**REVISION IN REMUNERATION OF MR. ABHISHEK (DIN: 07843369), MANAGING DIRECTOR**

Mr. Abhishek was appointed as Managing Director of the Company pursuant to approval of the Members at the Extraordinary General Meeting held on February 14, 2025.

Considering his performance, increased scope of responsibilities and contribution to the growth of the Company, and in line with market benchmarks, the Nomination and Remuneration Committee, followed by the Board of Directors, at their respective meetings, approved a proposal for revision of remuneration payable to Mr. Abhishek, with effect from January 1, 2026.

The revised remuneration structure continues to retain a performance-linked component and does not involve any grant of new ESOPs. The existing ESOP grants and milestone-based ESOP framework approved earlier remain unchanged.

Pursuant to the provisions of Section 197 of the Companies Act, 2013, approval of the Members is required for the proposed revision in remuneration.

The Board is of the opinion that the revised remuneration is commensurate with the responsibilities shouldered by Mr. Abhishek and is in the best interests of the Company.

Accordingly, the Board recommends passing of the Ordinary Resolution set out in Item No. 2 of the Notice.

Interest of Directors / KMP:

None of the other Directors except Mr. Abhishek, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise except to the extent of their shareholdings in the Company.

ITEM NO. 3:**TO APPROVE INCREASE IN THE OVERALL BORROWING LIMITS OF THE COMPANY IN EXCESS OF PAID-UP SHARE CAPITAL, FREE RESERVES AND SECURITIES PREMIUM OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013**

To meet the growing business and funding requirements of the Company, it is proposed to increase the overall borrowing limits of the Company from the existing INR 12,000 Crores (Indian Rupees Twelve Thousand Crores only) to INR 16,500 Crore (Indian Rupees Sixteen Thousand Five Hundred Crores Only). Such borrowings may be required to finance the Company's business operations, future growth plans, capital expenditure, and to meet working capital needs.

As per section 180(1)(c) of the Companies Act, 2013 the Board of Directors of a company shall borrow money, where the money to be borrowed, together with the money already borrowed by the company will

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exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business only with the consent of the members of the company by way of special resolution.

Considering the Company's long-term strategic and business objectives, there may be a requirement for additional funds from time to time.

Based on the rationale and justification provided above, the Board recommends the Special Resolution set out in Item No. 3 of the accompanying Notice for approval of the Members.

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

ITEM NO. 4:

TO APPROVE CREATION OF CHARGES ON ASSETS OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 TO SECURE BORROWINGS MADE/TO BE MADE UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

In order to secure the borrowings made or to be made by the Company under Section 180(1)(c) of the Companies Act, 2013, it is necessary to pledge, mortgage, hypothecate and/or otherwise create security or charge on the assets of the Company, including its receivables from loan assets/book debts, current assets and non-current assets, in favour of banks, financial institutions, debenture trustees, or any other lenders, as may be required from time to time.

As per Section 180(1)(a) of the Companies Act, 2013, consent of the Members is required for the creation of such security interest on the movable and immovable assets of the Company. The Board at its meeting held on February 13, 2026 had proposed to increase the existing limit and authorise creation of charge up to 1.35x of the Company's receivables from loan assets, book debts, current assets, and non-current assets, at any time, to secure the due repayment of borrowings.

Rationale and Justification: Considering the Company's long-term funding needs and the increased borrowing limits being sought under Section 180(1)(c), it is essential to enable the Company to provide adequate security to lenders. This flexibility will facilitate timely access to funding at competitive terms, thereby supporting the Company's growth, working capital requirements and overall financial stability.

In furtherance of the rationale and justification provided above, the Board recommends the Special Resolution set out in Item No. 4 of the accompanying Notice for approval of the Members.

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

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ITEM NO. 5:**APPROVE THE BORROWINGS OF THE COMPANY BY WAY OF ISSUANCE OF NON-CONVERTIBLE DEBENTURES (“NCD”)**

The Board at its meeting held on February 13, 2026, had proposed to retain the existing limits for borrowings by way of issuance of NCD. This proposal is made in terms of the provisions of section 42 of the Companies Act, 2013 and rules applicable there on making of a private placement offer and recommends that a special resolution must be passed in this regard.

Further, to manage the borrowing program, the Company proposes to pass 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.

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.

Basis the rationale and justification provided above, the Board recommends the Special Resolution set out in Item No. 5 of the accompanying Notice for approval of the Members.

Navi Finserv Limited

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

For **Navi Finserv Limited**



Chanchal Kumar
Company Secretary and Compliance Officer
Membership No. A50952

Place: Bengaluru

Date: February 13, 2026

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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 Friday, , February 13, 2026 AT 05:00 PM (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 holder 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 Friday February 13, 2026 AT 05:00 PM (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.	APPOINTMENT OF MS. NILUFER PANTHAKI (DIN: 08753306) AS AN INDEPENDENT DIRECTOR OF THE COMPANY	
2.	REVISION IN THE REMUNERATION OF MR. ABHISHEK (DIN: 07843369), MANAGING DIRECTOR	
3.	TO APPROVE INCREASE IN THE OVERALL BORROWING LIMITS OF THE COMPANY IN EXCESS OF PAID-UP SHARE CAPITAL, FREE RESERVES AND SECURITIES PREMIUM OF THE COMPANY UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013	
4.	TO APPROVE CREATION OF CHARGES ON ASSETS OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 TO SECURE BORROWINGS MADE/TO BE MADE UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013	

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5.	APPROVE THE BORROWINGS OF THE COMPANY BY WAY OF ISSUANCE OF NON-CONVERTIBLE DEBENTURES("NCD")	
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Affix Revenue
Stamp

Signed this day of 2026

Signature of shareholder

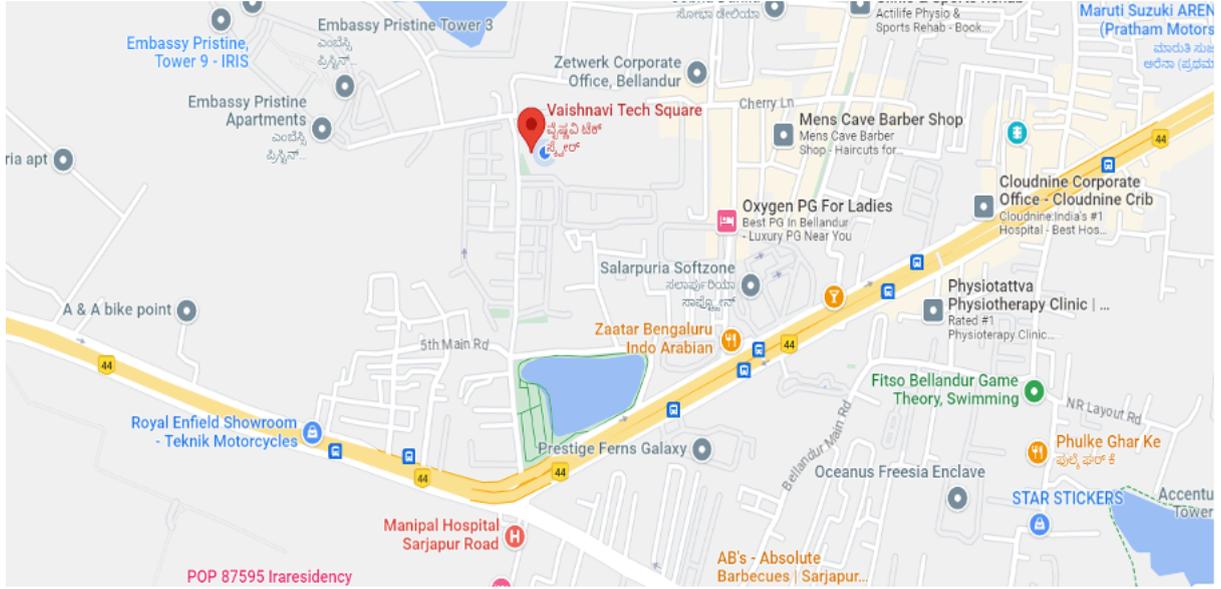
Signature of Proxy holder(s)

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:



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