**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 FRIDAY, OCTOBER 30, 2026, 05:30 P.M. (IST) AT THE REGISTERED OFFICE OF THE COMPANY AT VAISHNAVI TECH SQUARE, 7TH FLOOR, IBALLUR VILLAGE, BEGUR, HOBLI, BENGALURU, KARNATAKA 560102, TO TRANSACT THE FOLLOWING BUSINESSES:**

**SPECIAL BUSINESSES:**

**ITEM NO. 01 - TO APPOINT MR. SUBRAMANIAM T (DIN:10942563) AS A 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 Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and the Article of Association of the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company had recommended to appoint Mr. Subramaniam T (DIN:10942563), as the Director of the Company with effect from October 30, 2026, consent of the members of the Company be and is hereby accorded to appoint Mr. Subramaniam T (DIN:10942563), as a Director of the Company with effect from October 30, 2026;

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby severally authorized for and on behalf of the Company to sign and file necessary forms as required under the provisions of the Companies Act, 2013 and to make necessary entries in the Statutory Registers and to do and perform all such acts, things and deeds as may be necessary or desirable to give effect to the aforesaid resolution;

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

**ITEM NO. 02 - TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. SUBRAMANIAM T (DIN: 10942563) AS A WHOLE-TIME DIRECTOR OF THE COMPANY:**

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

"**RESOLVED THAT** pursuant to the provisions under Section 196, 197, 203, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "**the Act**") including any statutory amendments, modifications or re-enactment thereof and subject to such other requisite approvals, as may be required in this regard and the Articles of Association, and based on the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, the

consent of the Members be and is hereby accorded to appoint Mr. Subramaniam T, as a Whole Time Director of the Company, for a period of 5 (five) years effective October 30, 2026 to October 29, 2031, at a remuneration consisting of Fixed and Variable pay amounting to INR 1,03,88,890 per annum (including perquisites, performance linked incentive for each financial year or part thereof, along with ESOP of INR 1,12,18,850 which has been granted to him under the ESOP Plan of Navi Limited **("Parent Company")** prior to his appointment as Whole Time Director;

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, above remuneration, including increment therein from time to time shall be paid as minimum remuneration;

**RESOLVED FURTHER THAT** the consent of the members be and is hereby accorded for the payment of remuneration to Mr. Subramaniam T, on the terms outlined above, which may be increased from time to time as per applicable policy(ies) of the Company with liberty to the Board (including its Committee thereof) to alter and vary the terms & conditions of the said remuneration in such manner as may be agreed to between the Board and Mr. Subramaniam T in terms of the applicable provisions of the law.;

**RESOLVED FURTHER THAT** the aforementioned remuneration shall be paid collectively in the capacity of both the Whole-Time Director (WTD) and the Chief Executive Officer (CEO) of the Company and there shall be no additional remuneration payable to him on account of his appointment as Whole-Time Director of the Company;

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company, be and are hereby severally authorized to file necessary forms with the Registrar of Companies and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution;

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

**For and on behalf of**
**Navi AMC Limited**

RACHNA NAGPAL
Digitally signed by RACHNA NAGPAL
Date: 2026.10.30 16:04:16 +05'30'

**Rachna Nagpal**
**Company Secretary**
**M. No. A69486**

**Date:** October 30, 2026
**Place:** Bangalore

**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 before the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company. A copy of blank Proxy Form is duly enclosed to this notice. Refer **Annexure B.**

3. During the period beginning 24 hours before the time fixed for the commencement of 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.

4. 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.

5. All documents referred to in the accompanying Notice are open 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 the Extra-Ordinary General Meeting.

6. Members are requested to intimate to the Company's Registered Office, any change in their registered address.

7. Attendance Slip is duly annexed to this notice. Refer **Annexure C**.

8. The necessary route map for the venue of the meeting is annexed to this notice. **Refer Annexure D**.

**ANNEXURE A**

**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& 02**

Mr. Subramaniam T had consented to act as a Director of the Company and confirmed that he is not disqualified from being appointed as a director in terms of Section 164 of the Act. Accordingly, the Board of Directors in its meeting held on October 30, 2026 recommended the appointment of Mr. Subramaniam T as a Director of the Company w.e.f. October 30 , 2026, in accordance with the provisions of the Act and also designated him as Whole Time Director w.e.f. October 30 , 2026, and payment of remuneration, subject to necessary approvals, in terms of provisions of the Act read with Schedule V of the Act.

**Broad particulars of the appointment and remuneration payable to Mr. Subramaniam T (DIN:10942563) are as under:**

**(a) Terms of Appointment:**

Appointment of Mr. Subramaniam T as a Whole-Time Director of the Company for a period of five years from October 30, 2026 to October 29, 2031

**(b) Remuneration:**

Mr. Subramaniam T shall be paid remuneration as per Schedule V of the Companies Act, 2013, which shall consist of Fixed and Variable pay amounting to INR 1,03,88,890 per annum (including perquisites, performance linked incentive for each financial year or part thereof, along with ESOP of INR 1,12,18,850 which has been granted to him under the ESOP Plan of Navi Limited **("Parent Company")** (as may be applicable), in force from time to time) prior to his appointment as Whole Time Director. The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the applicable provisions and rules / policies of the Company.

In the event of loss or inadequacy of profits in any financial year, the overall remuneration payable every year to Mr. Subramaniam T including the increment from time to time as per Company's policy and employment agreement during his tenure as Whole Time Director by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive etc shall be paid as minimum remuneration in terms of Schedule V of Companies Act, 2013.

**(c) Reimbursement of Expenses :**

Mr. Subramaniam T shall be entitled to be reimbursed from the Company all the legitimate expenses incurred by him on behalf of the Company.

**(d) General:**

- Mr. Subramaniam T, will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the board of directors from time to time.

- Mr. Subramaniam T shall act in accordance with the articles of association of the Company, the policies of the Company and shall abide by the provisions contained in Act with regard to duties of directors and confirm all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment.

- He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

**A brief profile of Mr. Subramaniam T 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 is as follows:**

| | | |
|---|---|---|
| 1. | Directors Identification Number | 10942563 |
| 2. | Date of Birth (Age in years) | 16/03/1994 and 32 years |
| 3. | Original date of appointment | October 30, 2026 |
| 4. | Qualifications | Mr. Subramaniam T is an MBA from IIM Calcutta and a B.Tech & M.Tech from IIT Madras |
| 5. | Experience and nature of expertise in specific functional area | Mr. Subramaniam T is an experienced financial services professional and was earlier serving as Business Head at Navi General Insurance Limited, where he led the insurance business across strategy, growth and profitability. He led the launch and scale-up of Navi's direct-digital motor insurance business, working closely with product, technology, underwriting, claims and other cross-functional teams.<br><br>Prior to joining Navi, Mr. Subramaniam was associated with Boston Consulting Group as a Management Consultant, where he advised leading financial services and consumer clients on growth strategy, market entry and |

| | | |
|---|---|---|
| | | business build, and led large scale technology and data transformation. Earlier, he worked as an Analyst in the Model Risk Management team at Credit Suisse, where he validated derivative pricing models using financial and statistical techniques and tested their performance under stress scenarios. This built a strong foundation in quantitative analysis and financial markets and risk-based thinking. |
| 6. | Shareholding in the Company | 0% |
| 7. | Remuneration sought to be paid | As per the resolution at item No. 2 of the notice read with explanatory statement thereto. |
| 8. | Remuneration last drawn (per month) | INR 7,79,167 per month as as of September 30, 2026. |
| 9. | No. of Board meetings attended during the year | NIL |
| 10. | Terms and conditions of appointment/ re-appointment | As per the resolution at item No. 2 of the notice read with explanatory statement thereto. |
| 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 | NIL |
| 13. | Membership / Chairmanship of committees in public limited and listed companies in India | NIL |

Disclosure as required under Section II of Part II of Schedule V to the Companies Act, 2013 and the Corresponding Rules is given hereunder.

I. General Information:

| | | |
|---|---|---|
| 1. | Nature of industry | The Company is engaged in Asset Management Business. |
| 2. | Date or expected date of commencement of commercial production | The Company earns its revenue by managing schemes of Navi Mutual Fund. The first scheme was launched by Navi Mutual Fund (Formerly Essel Mutual Fund) in February, 2010. |
| 3. | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | N.A. |

<table>
<tr><td>4.</td><td>Financial performance of F.Y. 2025-26 based on given indicators</td><td><table>
<tr><th>Particulars</th><th>Amount (in Millions)</th></tr>
<tr><td>Gross Income</td><td>78.91</td></tr>
<tr><td>Profit/Loss before</td><td>(123.60)</td></tr>
<tr><td>Profit/Loss after</td><td>(123.60)</td></tr>
<tr><td>Basic earnings per Share</td><td>(0.45)</td></tr>
<tr><td>Diluted earnings per Share</td><td>(0.45)</td></tr>
</table></td></tr>
<tr><td>5.</td><td>Foreign investments or collaborations, if any.</td><td>NIL</td></tr>
</table>

II. Information about the Appointee:

| | | |
|---|---|---|
| 1. | Background details | Mr. Subramaniam T is an experienced financial services professional, he previously served as Business Head at Navi General Insurance Limited, where he led the insurance business across strategy, growth and profitability. He led the launch and scale-up of Navi's direct-digital motor insurance business, working closely with product, technology, underwriting, claims and other cross-functional teams.<br><br>Prior to joining Navi, Mr. Subramaniam T was associated with Boston Consulting Group as a Management Consultant, where he advised leading financial services and consumer clients on growth strategy, market entry and business build, and led large scale technology and data transformation. Earlier, he worked as an Analyst in the Model Risk Management team at Credit Suisse, where he validated derivative pricing models using financial and statistical techniques and tested their performance under stress scenarios. This built a strong foundation in quantitative analysis and financial markets and risk-based thinking. |

| | | |
|---|---|---|
| 2. | Past remuneration (per month) | Being a professional, he had been drawing remuneration matching with domestic/global peer group companies. |
| 3. | Job profile & sustainability and recognition or award | As Whole-time Director of the Company Mr. Subramaniam T will be responsible for development of the Business and proper management of the affairs of the Company, subject to overall superintendence, control and direction of the Board. Taking into consideration his qualifications and expertise in business development, he is the best suited for the responsibilities of current assigned roles. |
| 4. | Remuneration proposed | As provided in the resolution proposed. |
| 5. | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | As regards the comparative remuneration profile with respect to industry, size of the Company, profile of the person and position, the remuneration payable to Mr. Subramaniam T is at comparable levels with the industry standards. Considering the growth and development of the Company, the terms of his remuneration are considered fair, just and reasonable |
| 6. | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any. | NA |

III. Other information:

| | | |
|---|---|---|
| 1. | Reasons of loss or inadequate profits | The Company is currently in its growth phase and primarily focusing on customer acquisition hence profitability is not the target as of now.<br><br>The Management of the Company is confident of delivering better financial results. |
| 2. | Steps taken or proposed to be taken for improvement | The Company is being taken care of by Navi Group and expect positive profit and AUM in coming years. |
| 3. | Expected increase in productivity and profits in measurable terms | The Company has been focused on containing costs in the highly competitive mutual fund industry, which it believes is the sustainable way forward. To this effect, the Company has initiated various steps like multi-tasking, cost rationalization measures, below the line marketing activities, to contain costs |

The copies of relevant documents of Mr. Subramaniam T under Section 190 of the Companies Act, 2013 are available for inspection by the members at the registered office of the Company on all working days, during business hours up to the date of the meeting and will also be made available at the meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Subramaniam T is concerned or interested, financially or otherwise, in the resolutions set out at Item No. 1 & 2.

In view of the applicable provisions of the Companies Act, 2013, the Board recommends the Ordinary Resolution set out at item no. 1 and Special Resolution set out at item no. 2 of the accompanying Notice for the approval of the Members.

**For and on behalf of**
**Navi AMC Limited**

RACHNA NAGPAL
Digitally signed by RACHNA NAGPAL
Date: 2026.10.30 16:04:40 +05'30'

**Rachna Nagpal**
**Company Secretary**
**M. No. A69486**

**Date: October 30, 2026**
**Place: Bangalore**

**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:** U65990KA2009PLC165296

**NAME OF THE COMPANY:** Navi AMC Limited

**REGISTERED OFFICE:** 7th Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, HSR Layout, Bengaluru-560102, Karnataka

| | |
|---|---|
| Name of the Member(s) | |
| Registered Address | |
| Email ID | |
| Folio No. / Client Id | |
| DP ID | |

I/We, being the member(s) 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 1st (First) Extra-Ordinary General Meeting of the Company, to be held on Friday, October 30, 2026 at 05:30 PM at the registered office of the Company situated at 7th Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, Bangalore, Karnataka 560102 and at any adjournment thereof in respect of resolutions, as indicated below:

| **Resolution No(s).** | **Description of Resolutions** | **For** | **Against** |
|---|---|---|---|
| **Special Business** | | | |
| 1. | To appoint Mr. Subramaniam T (DIN: 10942563) as a Director of the Company.<br>**(Ordinary Resolution)** | | |
| 2. | To consider and approve the appointment of Mr. Subramaniam T (DIN: 10942563) as Whole-Time Director of the Company.<br>**(Special Resolution)** | | |

Signed this..... day of ..... 2026

| AFFIX REVENUE STAMP OF. 0.15 PAISE |
| --- |

Signature of shareholder

Signature of Proxy holder(s)

**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 not less than Forty-Eight hours before the commencement of the Meeting.**

**ANNEXURE C**

**ATTENDANCE SLIP**

(To be presented at the entrance)

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 on Friday, October 30, 2026, at 05:30 P.M. (IST) at 7th Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, Bengaluru – Karnataka, 560102

*Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.*

Please tick (✔) the appropriate box.

1. Member ☐
2. Proxy ☐

Signature of Member/Proxy

**CONSENT BY MEMBERS FOR CONVENING 01st EXTRA ORDINARY GENERAL MEETING & OTHER DOCUMENTS REQUIRED TO BE ANNEXED AT SHORTER NOTICE**

[Pursuant to sections 96, 101 and 136 of the Companies Act, 2013]

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

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 01st Extra- Ordinary General Meeting on Friday, October 30, 2026, at 05:30 P.M. (IST) at the registered office of the Company & receiving the Financial Statements, Auditor's Report and relevant annexures thereto, at Shorter Notice.

For and on behalf of
(Name of Shareholder)

_____
Signature Date:

_____
Name: _____
Designation: _____

**ANNEXURE D**

**ROUTE MAP AND PROMINENT LANDMARK**

**Venue:** 07th Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, Bengaluru, Karnataka, India, 560102

**Landmark:** Vaishnavi Tech Square

