**NOTICE OF FIRST EXTRA-ORDINARY GENERAL MEETING**
**Serial No. 01/ FY 2026-27**

**SHORTER NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (01/FY 2026-27) OF THE MEMBERS OF NAVI FINSERV LIMITED WILL BE HELD ON WEDNESDAY, SEPTEMBER 02, 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:**

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**SPECIAL BUSINESS:**

**ITEM NO. 1: APPOINTMENT OF MR. APOORVE GOYAL (DIN: 08461705) AS NOMINEE DIRECTOR (NON-EXECUTIVE NON-INDEPENDENT) 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 152, 160, 164, 165, 178 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s), amendment(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 ("**RBI Directions**"), as amended from time to time, the Articles of Association of the Company, and further to the recommendation of the Nomination and Remuneration Committee ("**NRC**") and the Board of Directors of the Company ("**Board**") and subject to the approval of Reserve Bank of India ("**RBI**") the consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Apoorve Goyal (DIN: 08461705) as a Nominee Director (Non-Executive Non-Independent) of the Company, from the date of RBI approval or such other date as may be prescribed by RBI in its approval and who has furnished his consent to act as a Director in Form DIR-2, has furnished the declaration confirming that he is not disqualified from being appointed as a Director under Section 164 of the Act, has been assessed as 'fit and proper' in accordance with the applicable Reserve Bank of India norms, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, on such terms and conditions, as set out in the explanatory statement annexed 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."

**By order of the Board**
*For* **Navi Finserv Limited**

Sd/-
**Chanchal Kumar**
**Company Secretary and Compliance Officer**
**Membership No. A50952**

**Place:** Bengaluru
**Date:** September 01, 2026

**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. Enclosed the route map to the venue and prominent landmark for easy location.

8. Members shall cast their vote by show of hands 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.

9. The Meeting is being convened at shorter notice pursuant to Section 101(1) of the Act, subject to receipt of the requisite consent of the Members entitled to vote at the Meeting.

**THE EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013, THE RULES MADE THEREUNDER AND SECRETARIAL STANDARDS ISSUED BY ICSI:**

**ITEM NO. 1: APPOINTMENT OF MR. APOORVE GOYAL (DIN: 08461705) AS NOMINEE DIRECTOR (NON-EXECUTIVE NON-INDEPENDENT) OF THE COMPANY**

**Rationale for the proposed appointment:**: The Board of Directors of the Company, at its meeting held on September 01, 2026, based on the recommendation of the Nomination and Remuneration Committee, recommended the appointment of Mr. Apoorve Goyal (DIN: 08461705) as a Nominee Director (Non-Executive Non-Independent) of the Company, subject to the prior approval of the Reserve Bank of India ("**RBI**"), with effect from the date of receipt of such approval from the RBI or such other date as may be specified by the RBI.

Navi Limited has proposed to raise equity capital of up to INR 940 crore from MIH Payments Holdings B.V., forming part of the Prosus group (**"Investor"**), pursuant to the Share Subscription Agreement dated July 10, 2026. In connection with the proposed investment, the Investor has been granted the right to nominate a director on the Board of the Company.

Accordingly, Navi Limited has proposed the appointment of Mr. Apoorve Goyal as the nominee of MIH Payments Holdings B.V. on the Board of the Company.

**Eligibility and Disclosures**: Mr. Goyal satisfies the applicable eligibility requirements for appointment as a Director under the Companies Act, 2013 ("**Act**") and the rules made thereunder and has also been assessed as meeting the 'fit and proper' criteria prescribed under the applicable Reserve Bank of India directions. He has furnished the requisite declaration confirming that he is not disqualified from being appointed as a Director pursuant to Section 164 of the Act and complies with the applicable provisions relating to the number of directorships under Section 165 of the Act.

Further, Mr. Goyal is not debarred from holding the office of director by virtue of any order of the Securities and Exchange Board of India or any other regulatory or statutory authority. The Company has received from him all requisite consents, declarations, disclosures and confirmations under the Act and the rules made thereunder and the applicable Reserve Bank of India directions, including his consent to act as a Director in Form DIR-2.

In the opinion of the Board of Directors, Mr. Goyal possesses the requisite qualifications, experience and expertise and fulfils the conditions prescribed under the Act and the rules made thereunder and the applicable Reserve Bank of India Directions for his appointment as a Nominee Director (Non-Executive Non-Independent) of the Company. Accordingly, the Board of Directors recommends the appointment of Mr. Apoorve Goyal as a Nominee Director (Non-Executive Non-Independent) of the Company, for the approval of the Members.

**Profile:** A brief profile of Mr. Apoorve Goyal (DIN: 08461705) 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:

| Sr. No. | Particulars | Details |
|---|---|---|
| **1.** | **Directors Identification Number** | 08461705 |
| **2.** | **Date of Birth and Age in years** | April 09, 1984 and 42 years. |
| **3.** | **Original date of appointment** | With effect from the date of receipt of approval of the Reserve Bank of India or such other date as may be specified by the RBI. |
| **4.** | **Qualifications** | B.Tech (Mechanical Engineering), MBA (Finance) |
| **5.** | **Experience and nature of expertise in specific functional area** | Mr. Apoorve Goyal has wide experience of more than 15 years in various sectors such as consumer, financial services and healthcare. In his last role, Mr. Goyal was an Executive Director of Everstone Capital, a mid-market private equity fund in India with AUM of over USD 5 Billion, where he was part of several minority and control transactions. Mr. Goyal is currently Managing Director of Prosus in India and he focuses on both early as well as growth stage investments for the group across sectors. He currently sits on the board of two other NBFCs: Vastu Housing Finance Corporation Limited and Mintifi Private Limited and is actively involved in day-to-day management of PayU Group of Companies in India. |
| **6.** | **Shareholding in the Company** | Nil |
| **7.** | **Remuneration sought to be paid** | Nil |
| **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 a Nominee Director (Non-Executive Non-Independent) |
| **11.** | **Relationship with other Directors, other Directors, Manager and other Key** | Nil |

| | | |
|---|---|---|
| | **Managerial Personnel of the Company** | |
| **12.** | **Directorships held in other companies in India** | 1. Vastu Housing Finance Corporation Limited<br>2. Mintifi Private Limited |
| **13.** | **Membership/Chairmanship of Committees in Public and Listed Companies in India** | Nil |

**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 Directors of the Company recommends passing of the Resolution at Item No. 1 as an Ordinary Resolution.

**By order of the Board**

*For* **Navi Finserv Limited**

Sd/-
**Chanchal Kumar**
**Company Secretary and Compliance Officer**
**Membership No. A50952**

**Place:** Bengaluru
**Date:** September 01, 2026

**NAVI FINSERV LIMITED**
**ATTENDANCE SLIP**

**EXTRA ORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON WEDNESDAY, SEPTEMBER 02, 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.**

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 Wednesday, September 02, 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.

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]**

| | |
|---|---|
| CIN | U65923KA2012PLC062537 |
| Name of the Company | Navi Finserv Limited |
| Registered Office | 2nd Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, Bengaluru, Karnataka - 560102 |

| | | |
|---|---|---|
| Name of the Member | : | |
| Registered address | : | |
| E-mail Id | : | |
| Folio No | : | |
| 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 Extra Ordinary General Meeting of the Company to be held on Wednesday, September 02, 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, and at any adjournment thereof in respect of such resolutions as are indicated below:

| **Resolution No** | **Particulars** | **Favor / against** |
|---|---|---|
| | | |
| **1.** | Appointment of Mr. Apoorve Goyal (DIN:08461705) as Nominee Director (Non-Executive Non-Independent) Director of the Company<br>**(Ordinary Resolution)** | |

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 stamped, completed, signed and deposited at the Registered Office of the Company before the commencement of the Meeting**

| |
|---|
| Affix Revenue Stamp |

**Route Map:**

**Prominent Landmark - Suncity Apartments, Bellandur**


**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