NOTICE OF SECOND EXTRA-ORDINARY GENERAL MEETING
Serial No. 02/ FY 2026-27

SHORTER NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (02/FY 2026-27) OF THE MEMBERS OF NAVI FINSERV LIMITED WILL BE HELD ON WEDNESDAY, SEPTEMBER 30, 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: 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 **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 thereunder (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 the aggregate of the paid-up share capital, free reserves and securities premium of the Company, 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 20,000 Crore (Indian Rupees Twenty Thousand 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. 2: 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:**

"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 **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, wherever situated, currentand future 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 corporate, 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 the amount borrowed by the Company in the form of receivables from loan assets/ book debts, current assets and non-current assets.

RESOLVED FURTHER THAT in the event wherein the Lending agents of the Company invoke 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 aforementioned resolution, and to settle any question(s), difficulty(ies) or doubt(s) that may arise in this regard."

ITEM NO. 3: 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 and 71 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable guidelines, circulars and directions issued by the Reserve Bank of India and other applicable laws, and subject to the provisions of the Memorandum and Articles of Association of the Company, further to the approval of the Board of Directors ("**Board**") of the Company, the approval of the Members of the Company be and is hereby accorded to offer, issue and/or invite subscription for secured and/or unsecured, rated, listed, redeemable non-convertible debentures ("**Debentures**" or "**NCDs**") up to an aggregate amount of INR 12,000 Crores (Indian Rupees Twelve Thousand Crores Only), in one or more series/tranches, on a private placement basis, during a period of one year commencing from the date of approval of the Members of the Company, on such terms and conditions as may be determined and approved by the Board of Directors and/or the Finance Committee of the Company from time to time, in the best interests of the Company.

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 120,00,00,00,000/- (Indian Rupees Twelve 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 the amount borrowed, in the form of receivables from loan assets/book debts, Current assets and non-current assets.
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 of Directors 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. 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 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."

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

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

Place: Bengaluru
Date: September 29, 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 blank Proxy Form is enclosed with 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. A route map to the venue, along with a prominent landmark, is enclosed with this Notice.

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 Companies Act, 2013, subject to receipt of consent, in writing or by electronic mode, from a majority in number of Members entitled to vote at the Meeting and representing not less than ninety-five per cent of such part of the paid-up share capital of the Company as gives a right 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: 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

Rationale for the proposed increase: To meet the growing business and funding requirements of the Company, it is proposed to increase the overall borrowing limit of the Company from the existing INR 16,500 Crore (Indian Rupees Sixteen Thousand Five Hundred Crores Only) to INR 20,000 Crore (Indian Rupees Twenty Thousand Crores Only). The proposed enhancement is in line with the Company's projected funding requirements and business growth plans.

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 exceed aggregate of its paid-up share capital, free reserves and securities premium, 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. 1 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. 2: 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. In view of the proposed

enhancement of the overall borrowing limits of the Company under Item No. 1 above, it is considered necessary to continue to authorise the Board to create security/charge over the Company's assets, including receivables from loan assets/book debts, current assets and non-current assets, up to an amount not exceeding 1.35x of the Company's receivables, for securing the borrowings of the Company.

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. 2 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. 3: APPROVE THE BORROWINGS OF THE COMPANY BY WAY OF ISSUANCE OF NON-CONVERTIBLE DEBENTURES ("NCD")

The Board at its meeting held on September 29, 2026, approved, subject to the approval of the Members, the proposal to increase the limit for borrowings by way of issuance of secured/unsecured, redeemable, listed Non-Convertible Debentures ("**NCDs**") from the existing limit of INR 8,000 Crores (Indian Rupees Eight Thousand Crores Only) to INR 12,000 Crores (Indian Rupees Twelve Thousand Crores Only), in line with the Board-reviewed Annual Operating Plan ("**AOP**") for FY 2026-27.

Rationale and Justification: To meet the borrowing requirements of the Company, it is proposed to authorise the Company to issue NCDs, within the overall borrowing limits sanctioned under Section 180(1)(c) of the Companies Act, 2013, on a private placement basis, in one or more tranches, to such investors/lenders as may be identified by the Finance Committee from time to time and on such terms and conditions as may be approved by the Finance Committee, pursuant to Sections 42 and 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**Rules**") and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.

As per the applicable provisions of Section 42 of the Companies Act, 2013 read with Rule 14 of the Rules, a Company may obtain approval of the Members by way of a Special Resolution once in a year for offers or invitations for Non-Convertible Debentures to be made through private placement in one or more tranches during the year.

Accordingly, approval of the Members is sought by way of a Special Resolution for issuance of NCDs up to an aggregate limit of INR 12,000 Crores (Indian Rupees Twelve Thousand Crores Only), in one or more tranches, for a period of one year from the date of approval by the Members, provided that the outstanding borrowings of the Company at any time shall remain within the overall borrowing limits approved by the Members under Section 180(1)(c) of the Companies Act, 2013.

Basis 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.

By order of the Board

For **Navi Finserv Limited**

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

Place: Bengaluru
Date: September 29, 2026

NAVI FINSERV LIMITED
ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON WEDNESDAY, SEPTEMBER 30, 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 30, 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 30, 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.	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 ***(Special Resolution)***	
2.	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 ***(Special Resolution)***	
3.	Approve the Borrowings of the Company by way of issuance of Non-Convertible Debentures("**NCD**") ***(Special 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

