NOTICE OF THIRD EXTRA-ORDINARY GENERAL MEETING
Serial No. 03/ FY 2026-27

SHORTER NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (03/FY 2026-27) OF THE MEMBERS OF NAVI FINSERV LIMITED WILL BE HELD ON FRIDAY, NOVEMBER 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. REKHA RAVI VISHWANATH (DIN: 02378290) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit to pass with or without modification(s), 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), Regulation 62N(3) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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. Rekha Ravi Vishwanath (DIN: 02378290) as a Non-Executive 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 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 three (3) consecutive years commencing from November 13, 2026 up to November 12, 2029, 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 severally authorised to do all such acts, deeds, matters and things, as they may deem necessary, proper or expedient to give effect to the aforesaid resolution including making the requisite statutory and regulatory filings, 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: November 13, 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. Voting on the resolution at the Meeting shall be conducted by show of hands, unless a poll is demanded in accordance with Section 109 of the Companies Act, 2013. In the event a poll is demanded, it shall be conducted in accordance with the applicable provisions of the Act.

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 MS. REKHA RAVI VISHWANATH (DIN: 02378290) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

Rationale for the proposed appointment: The Board of Directors of Navi Finserv Limited ("**Company**"), at its meeting held on November 13, 2026, based on the recommendation of the Nomination and Remuneration Committee at its meeting held on October 30, 2026, recommended the appointment of Ms. Rekha Ravi Vishwanath (DIN: 02378290) as an Independent Director of the Company for a term of three (3) consecutive years, commencing from November 13, 2026 up to November 12, 2029, with a view to strengthening the composition of the Board and enhancing its collective expertise in financial oversight, risk management, corporate governance and regulatory compliance.

Ms. Vishwanath is a qualified Chartered Accountant and Cost Accountant with over three decades of international leadership experience in financial management, corporate governance, enterprise risk management, internal audit, regulatory compliance, financial controls and business transformation.

She has held senior leadership positions with multinational and regulated organisations, including Amazon, Reliance Capital and Schlumberger. She previously served as an Independent Director and Chairperson of the Audit Committee of Tata Advanced Materials Limited and currently serves as Co-Founder and Director of RQube LLC.

Her experience as Head of Audit & Assurance at Reliance Capital, together with her previous responsibilities as Chief Financial Officer and in global internal audit leadership roles, is expected to contribute to the Board's deliberations on financial reporting, internal controls, enterprise risk, regulatory compliance and sustainable business growth.

Her appointment is also expected to enhance the diversity of professional experience, knowledge and perspectives on the Board, consistent with the Company's Board Diversity Policy.

Eligibility and Disclosures: Ms. Vishwanath satisfies the eligibility requirements for appointment as an Independent Director under the Companies Act, 2013 ("**Act**") and the rules made thereunder, and has been assessed as meeting the 'fit and proper' criteria prescribed under the applicable directions issued by the Reserve Bank of India.

She has furnished the requisite declarations confirming that she is not disqualified from being appointed as a Director under Section 164 of the Act and complies with the applicable limits on directorships prescribed under Section 165 of the Act.

She has further confirmed that she meets the criteria of independence prescribed under Section 149(6) of the Act, read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also confirmed compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, relating to registration in the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Further, Ms. Vishwanath 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 her all requisite consents, declarations, disclosures and confirmations under the Act and the rules made thereunder and the applicable Reserve Bank of India directions, including her consent to act as a Director in Form DIR-2.

In the opinion of the Board of Directors, Ms. Vishwanath 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 her appointment as an Independent Director of the Company. Accordingly, the Board of Directors recommends the appointment of Ms. Vishwanath as an Independent Director of the Company, for the approval of the Members.

Profile: A brief profile of Ms. Vishwanath 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**	02378290
2.	**Date of Birth and Age in years**	October 20, 1971 and 55 years.
3.	**Original date of appointment**	November 13, 2026
4.	**Qualifications**	Chartered Accountant (CA), Cost and Works Accountant (ICWA), and Bachelor of Commerce (B.Com.)
5.	**Experience and nature of expertise in**	Ms. Vishwanath is a seasoned finance and

	specific functional area	corporate governance professional with over 30 years of international leadership experience across finance, enterprise risk management, internal audit, regulatory compliance, corporate governance and business transformation. She has previously served as an Independent Director and Chairperson of the Audit Committee, as well as a Regional Chief Financial Officer. Her professional experience spans India, the Middle East, Asia and the Americas, encompassing complex multinational, regulated and technology-enabled businesses. She possesses extensive experience in financial oversight, risk management, internal controls, regulatory compliance, management accountability and corporate governance across diverse business environments and operating models.
6.	**Shareholding in the Company**	Nil
7.	**Remuneration sought to be paid**	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.
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 Non-Executive Independent Director not liable to retire by rotation for a term of 3 (three) consecutive years from November 13, 2026 up to November 12, 2029.
11.	**Relationship with other Directors,**	Nil

	Manager and other Key Managerial Personnel of the Company	
12.	**Directorships held in other companies in India**	Nil in India. Ms. Vishwanath currently serves as a Co-Founder and Director of RQUBE LLC, Dubai, UAE.
13.	**Membership/Chairmanship of Committees in Public and Listed Companies in India**	Nil

Recommendation and Interest of Directors/KMPs

Ms. Rekha Ravi Vishwanath is concerned or interested in the resolution pertaining to her appointment as an Independent Director of the Company. Except for Ms. Rekha Ravi Vishwanath, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

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

By order of the Board

For **Navi Finserv Limited**

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

Place: Bengaluru
Date: November 13, 2026

NAVI FINSERV LIMITED

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON FRIDAY, NOVEMBER 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.

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, November 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.

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 Friday, November 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, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	**Particulars**	**Favor / against**
1.	Appointment of Ms. Rekha Ravi Vishwanath (DIN: 02378290) as an Independent Director of the Company **(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

CONSENT BY MEMBERS FOR CONVENING 03RD EXTRA ORDINARY GENERAL MEETING AT SHORTER NOTICE

[Pursuant to Section 100, 101 of the Companies Act, 2013]

To,
The Board of Directors,
Navi Finserv Limited
2nd Floor Vaishnavi Tech Square Iballur Village,
Begur, Hobli Bangalore
Karnataka
560102 India

I/We, _____, --*Designation*--, for and on behalf of ---*Name of Shareholder*---- holding ---- Equity Shares of INR _____/- each in Navi Finserv Limited (hereinafter" **Company**") do hereby give consent to convene the 03rd Extra- Ordinary General Meeting on Friday, November 13, 2026, at 05:00 P.M. (IST) at the Registered Office of the Company at Shorter Notice.

For and on behalf of
(Name of Shareholder)

_____
Signature
Name: _____
Designation: _____

Date: _____

Route Map:

Prominent Landmark - Suncity Apartments, Bellandur

