

**NAVI FINTECH PRIVATE LIMITED****CIN:** U72900KA2019PTC128852**Registered Office:** 09th Floor, Vaishnavi Tech Square, Iballur Village, Begur, Hobli, Bengaluru Karnataka 560102 IN**Email:** [cs@navi.com](mailto:cs@navi.com); **Website:** <https://navi.com/fintech>, **Tel:** +91 804511 3400**NOTICE OF SEVENTH ANNUAL GENERAL MEETING**

Notice is hereby given that the Seventh Annual General Meeting ("**AGM**") of the Members of Navi Fintech Private Limited (*Formerly known as Navi Payments Private Limited & BACQ Acquisitions Private Limited*) ("**Company**") will be held on Wednesday, September 30, 2026, at 05:00 p.m. (IST) at the Registered Office of the Company situated at 9th Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, Bengaluru, Karnataka -560102, to transact the following business:

**ORDINARY BUSINESS:****ITEM NO. 1: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON**

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

**"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary, proper or desirable on behalf of the Company to give effect to the aforementioned resolution, including filing of necessary forms, returns and documents with the Registrar of Companies and other statutory authorities, as may be required.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorised to issue a certified true copy of the above-mentioned resolution to anyone concerned or interested in the matter."

**ITEM NO. 2: TO APPOINT A DIRECTOR IN PLACE OF MR. ABHISHEK JHAWAR (DIN: 11095919), WHO RETIRES BY ROTATION PURSUANT TO THE PROVISIONS OF SECTION 152 OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, OFFERS HIS CANDIDATURE FOR RE-APPOINTMENT**

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 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or

re-enactment(s) thereof, for the time being in force), Mr. Abhishek Jhavar (DIN: 11095919), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary, proper or desirable on behalf of the Company to give effect to the aforementioned resolution, including filing of necessary forms, returns and documents with the Registrar of Companies and other statutory authorities, as may be required.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorised to issue a certified true copy of the above-mentioned resolution to anyone concerned or interested in the matter."

*by the Order of the Board of Directors*

**For Navi Fintech Private Limited**

*(Formerly known as Navi Payments Private Limited & BACQ Acquisitions Private Limited)*

**Sd/-**

**Sugandha Ghai**

**Director**

**DIN.: 10681185**

**Date: September 08, 2026**

**Place: Bengaluru**

**NOTES:**

1. The Statement pursuant to Secretarial Standard–2 on General Meetings, issued by the Institute of Company Secretaries of India, is annexed hereto and forms an integral part of this Notice as **Annexure A**.
2. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll on his/her behalf. The proxy need not be a Member of the Company. The Proxy Form, duly completed and signed, must be received by the Company not less than 48 hours before the commencement of the Meeting in order to be effective. A blank copy of the Proxy Form is enclosed with this Notice as **Annexure B**.
3. Pursuant to Section 20(2) of the Companies Act, 2013 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 the accompanying Statement pursuant to Secretarial Standard–2 on General Meetings, and all documents required to be placed before the Members at the AGM, shall be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of the AGM and during the AGM.
5. Corporate Members intending to attend the Meeting through their authorised representatives are requested to submit the requisite authorisation pursuant to Section 113 of the Companies Act, 2013, to the Company.
6. The Shareholders are requested to update their Contact address and e-mail address for receiving all communications from the Company, electronically.
7. The Attendance Slip is annexed to this Notice as **Annexure C**.
8. A route map to the venue of the Meeting, indicating a prominent landmark for easy identification, is annexed to this Notice as **Annexure D**.
9. Queries, if any, in relation to this Notice may be sent to the Company at [cs@navi.com](mailto:cs@navi.com).

## Annexure-A

### **STATEMENT PURSUANT TO SECRETARIAL STANDARD-2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

**ITEM NO. 2: TO APPOINT A DIRECTOR IN PLACE OF MR. ABHISHEK JHAWAR (DIN: 11095919), WHO RETIRES BY ROTATION PURSUANT TO THE PROVISIONS OF SECTION 152 OF THE COMPANIES ACT, 2013 AND, BEING ELIGIBLE, OFFERS HIS CANDIDATURE FOR RE-APPOINTMENT**

In compliance with the provisions of Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the following are the particulars of Mr. Abhishek Jhawar:

| Particulars                                                                                          | Details                                                                                                                                                                                                                                                                               |
|------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name                                                                                                 | Mr. Abhishek Jhawar                                                                                                                                                                                                                                                                   |
| Category of Director                                                                                 | Whole-time Director                                                                                                                                                                                                                                                                   |
| Director Identification Number (DIN)                                                                 | 11095919                                                                                                                                                                                                                                                                              |
| Date of Birth and Age                                                                                | February 13, 1998 (28 years)                                                                                                                                                                                                                                                          |
| Date of first appointment                                                                            | May 08, 2025                                                                                                                                                                                                                                                                          |
| Qualification                                                                                        | Mr. Abhishek Jhawar is a Chartered Accountant from the Institute of Chartered Accountants of India.                                                                                                                                                                                   |
| Brief Resume, Experience and expertise in specific functional area                                   | He has four years of experience and expertise in the fields of Finance, Strategy and Operations.                                                                                                                                                                                      |
| Relationship with other Directors, Manager and other Key Managerial Personnel ("KMP") of the Company | Not Applicable                                                                                                                                                                                                                                                                        |
| Terms and Conditions of appointment/re-appointment                                                   | Re-appointment as a Director liable to retire by rotation, while continuing as Whole-time Director of the Company in accordance with the existing terms and conditions of his appointment.                                                                                            |
| Remuneration sought to be paid                                                                       | INR 52,54,728 towards short-term employee benefits during FY 2025-26. Additionally, INR 7,49,690 was recognised as share-based payment expense (ESOP cost accrued), aggregating to a total remuneration cost of INR 60,04,418.                                                        |
| Remuneration last drawn                                                                              | Remuneration shall continue to be payable in accordance with the existing terms and conditions of his appointment as Whole-time Director, subject to periodic performance appraisals and any revisions or increments, as may be applicable in accordance with the Company's policies. |
| Shareholding in the Company                                                                          | Nil                                                                                                                                                                                                                                                                                   |
| No. of meetings of the Board attended during FY 2025-26                                              | 10/10                                                                                                                                                                                                                                                                                 |
| Member/chairperson in other board committees                                                         | Not Applicable                                                                                                                                                                                                                                                                        |

|                                 |                |
|---------------------------------|----------------|
| Directorship in other Companies | Not Applicable |
|---------------------------------|----------------|

Mr. Abhishek Jhawar is currently serving as the Whole-time Director of the Company. His re-appointment as a Director liable to retire by rotation shall not constitute a break in his existing appointment as Whole-time Director, and he shall continue to hold such office in accordance with the existing terms and conditions of his appointment.

Except Mr. Abhishek Jhawar and his relatives, none of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 2 of the Notice, except to the extent of their respective shareholding, if any, in the Company.

In view of the aforesaid, the Board of Directors recommends the Ordinary Resolution set out at Item No. 2 of the Notice for the approval of the Members.

**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:** U72900KA2019PTC128852

**NAME OF THE COMPANY:** Navi Fintech Private Limited *(Formerly known as Navi Payments Private Limited & BACQ Acquisitions Private Limited)*

**REGISTERED OFFICE:** 09th Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, Bengaluru, 560102  
Karnataka

|                         |  |
|-------------------------|--|
| Name of the member (s): |  |
| Registered Address:     |  |
| E-mail Id:              |  |
| Folio No. / Client Id:  |  |
| DP ID:                  |  |

I/We, being the member(s) of \_\_\_\_\_ 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 Seventh Annual General Meeting of the Company, to be held on Wednesday, September 30, 2026 at 05:00 P.M. (IST) at the Registered Office of the Company situated at 9th 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:

| Sl. No. | Resolution                                                                                                                                                                                                                        | For | Against |
|---------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|---------|
| 1.      | To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.                             |     |         |
| 2.      | To appoint a Director in place of Mr. Abhishek Jhawar (DIN: 11095919), who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 and being eligible, offers his candidature for re-appointment |     |         |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2026

Signature of shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix  
Revenue  
Stamp

**Notes:**

1. A Proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. Members holding more than 10% of the total share capital carrying voting rights may appoint a single person as Proxy who shall not act as proxy for any other Member.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, at least 48 hours before the commencement of the Meeting.
3. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the name stands in the register of members.

**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 7th Annual General Meeting of the Company to be held on Wednesday, September 30, 2026 at 05:00 P.M. (IST) at the registered office of the Company situated at 9th 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

**Annexure – D**  
**Route Map to the Venue of AGM**

**Venue:** 09<sup>th</sup> Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, Bengaluru, 560102 Karnataka

**Landmark:** Suncity Apartments, Bellandur

