

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the 01st Extra-Ordinary General Meeting ("EGM") of the members of Navi Limited (formerly known as Navi Technologies Limited) ("Company") for the Financial Year 2026-27 will be held on Friday, July 24, 2026, at 11:00 A.M. (IST) at the Registered Office of the Company situated at 9th Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, Hsr Layout, Bengaluru-560102, Karnataka, to transact the following special business:

SPECIAL BUSINESS:

ITEM NO. 1: TO APPROVE THE RECLASSIFICATION OF THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF MEMORANDUM OF ASSOCIATION 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 13, 61(1) and 64 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), and the rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), and the memorandum of association and articles of association of the Company, the consent of the members of the Company be and is hereby accorded to reclassify the authorised share capital of the Company from INR 75,00,00,00,000 (Indian Rupees Seven Thousand Five Hundred Crores) divided into 7,50,00,00,000 (Seven Hundred Fifty Crores) Equity Shares having a face value of INR 10 (Indian Rupees Ten) each to INR 75,00,00,00,000 (Indian Rupees Seven Thousand Five Hundred Crores) divided into 720,00,00,000 equity shares of INR 10 (Indian Rupees Ten) each aggregating to INR 7200,00,00,000 (Indian Rupees Seven Thousand Two Hundred Crores); 15,00,00,000 Class A Preference shares of INR 10 (Indian Rupees Ten) each aggregating to INR 150,00,00,000 (Indian Rupees One Hundred and Fifty Crores); and 15,00,00,000 Class B Preference shares of INR 10 (Indian Rupees Ten) each aggregating to INR 150,00,00,000 (Indian Rupees One Hundred and Fifty Crores).

RESOLVED FURTHER THAT pursuant to Sections 13, 61, 64 and all other applicable provisions, if any, of the Act and the rules made thereunder, the approval of the members of the Company be and is hereby accorded to alter and substitute Clause V of the Memorandum of Association of the Company with the following:

V. The Authorised Share Capital of the Company is INR 7500,00,00,000 (Indian Rupees Seven Thousand Five Hundred Crores) divided into:

- A. 720,00,00,000 equity shares of INR 10 (Indian Rupees Ten) each aggregating to INR 7200,00,00,000 (Indian Rupees Seven Thousand Two Hundred Crores);*
- B. 15,00,00,000 Class A Preference shares of INR 10 (Indian Rupees Ten) each aggregating to INR 150,00,00,000 (Indian Rupees One Hundred and Fifty Crores); and*
- C. 15,00,00,000 Class B Preference shares of INR 10 (Indian Rupees Ten) each aggregating to INR 150,00,00,000 (Indian Rupees One Hundred and Fifty Crores).*

RESOLVED FURTHER THAT any of the Whole-time Directors of the Company or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things, and to execute all

such documents, instruments and writings as may be deemed necessary, proper, desirable or expedient for the purpose of giving effect to this resolution, including filing of necessary forms, returns and documents with the Registrar of Companies and other statutory authorities, and to settle any questions, difficulties or doubts that may arise in this regard."

By order of the Board of Directors

For **Navi Limited**

(Formerly known as Navi Technologies Limited)



Chanchal Kumar

Company Secretary

Membership No: A50952

Address: Vaishnavi Tech Square, Iballur Village,
Begur Hobli, Bengaluru, Karnataka-560102



Date: June 30, 2026

Place: Bengaluru

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING (THE 'MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as Proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. However, a Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other Member. A proxy form is attached to this Notice. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.

2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 related to Special business to be transacted at the Meeting is attached hereto.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. Members are requested to bring their attendance slip to the Meeting, which is duly annexed to the Notice.
5. Any documents referred to in the Notice and accompanying explanatory statements shall be open for inspection, during normal business hours on any working day, at the Registered Office of the Company up to and including the date of the Meeting.
6. The Shareholders are requested to update their contact address and e-mail address for receiving all communications from the Company, electronically.
7. Route-map to the venue of the Meeting is provided at the end of the Notice.
8. Queries, if any, with regard to this Notice may be sent to the Company's email address at cs@navi.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1: TO APPROVE THE RECLASSIFICATION OF THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The present Authorised Share Capital of the Company is INR 75,00,00,00,000 (Indian Rupees Seven Thousand Five Hundred Crores) divided into 7,50,00,00,000 (Seven Hundred Fifty Crores) Equity Shares having a face value of INR 10 (Indian Rupees Ten) each, as set out in Clause V of the Memorandum of Association of the Company.

The Board of Directors of the Company (the "**Board**"), at its meeting held on June 15, 2026, considered and approved, subject to the approval of the members of the Company, the reclassification of the Authorised Share Capital of the Company. The Board has recommended the reclassification of the existing Authorised Share Capital of INR 75,00,00,00,000 (Indian Rupees Seven Thousand Five Hundred Crores) divided into 7,50,00,00,000 (Seven Hundred Fifty Crores) Equity Shares having a face value of INR 10 (Indian Rupees Ten) such that the reclassified Authorised Share Capital shall comprise INR 75,00,00,00,000 (Indian Rupees Seven Thousand Five Hundred Crores) divided into 720,00,00,000 equity shares of INR 10 (Indian Rupees Ten) each aggregating to INR 7200,00,00,000 (Indian Rupees Seven Thousand Two Hundred Crores); 15,00,00,000 Class A Preference shares of INR 10 (Indian Rupees Ten) each aggregating to INR 150,00,00,000 (Indian Rupees One Hundred and Fifty Crores); and 15,00,00,000 Class B Preference shares of INR 10 (Indian Rupees Ten) each, aggregating to INR 150,00,00,000 (Indian Rupees One Hundred and Fifty Crores), without any change in the total quantum of the Authorised Share Capital of the Company.

The reclassification is being proposed in order to provide the Company with greater flexibility in its capital structure, enable the Company to issue preference shares to meet its future business requirements and align the capital structure with the Company's strategic and operational needs. It is clarified that the proposed reclassification does not involve any increase or reduction in the overall Authorised Share Capital of the Company and merely entails the reallocation of the unissued portion of the equity share capital into preference share capital.

Consequent upon the aforesaid reclassification, Clause V of the Memorandum of Association of the Company is required to be altered to reflect the revised composition of the Authorised Share Capital. Accordingly, it is proposed that existing Clause V of the Memorandum of Association be substituted with the following:

"V. The Authorised Share Capital of the Company is INR 7500,00,00,000 (Indian Rupees Seven Thousand Five Hundred Crores) divided into:

- A. 720,00,00,000 Equity shares of INR 10 (Indian Rupees Ten) each aggregating to INR 7200,00,00,000 (Indian Rupees Seven Thousand Two Hundred Crores);
- B. 15,00,00,000 Class A Preference shares of INR 10 (Indian Rupees Ten) each aggregating to INR 150,00,00,000 (Indian Rupees One Hundred and Fifty Crores); and
- C. 15,00,00,000 Class B Preference shares of INR 10 (Indian Rupees Ten) each aggregating to INR 150,00,00,000 (Indian Rupees One Hundred and Fifty Crores)

The proposed reclassification and the consequent alteration of the Memorandum of Association require the approval of the members of the Company by way of a Special Resolution pursuant to Section 13 and Section 61 of the Companies Act, 2013, read with the relevant rules framed thereunder.

The Board hereby recommends the passing of the resolution as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives, is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice, save and except to the extent of their shareholding, if any, in the Company.

By order of the Board of Directors

For **Navi Limited**

(Formerly known as Navi Technologies Limited)



Chanchal Kumar

Company Secretary

Membership No: A50952

Address: Vaishnavi Tech Square, Iballur Village,
Begur Hobli, Bengaluru, Karnataka-560102



Date: June 30, 2026

Place: Bengaluru

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: U72900KA2018PLC119297

NAME OF THE COMPANY: NAVI LIMITED (FORMERLY KNOWN AS NAVI TECHNOLOGIES LIMITED)

REGISTERED OFFICE: 9th Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, HSR Layout, Bengaluru-560102, Karnataka

Name of the member(s):	
Registered Address:	
E-mail Id:	
Folio No. / Client Id:	
DP ID:	Not Applicable

I/We, being the member(s) of _____ shares of the above-named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature: _____, or failing him

2. Name:
Address:
E-mail Id:
Signature: _____, or failing him

3. 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 01st Extra-Ordinary General Meeting of the Company for the Financial Year 2026-27, to be held on Friday, July 24, 2026 at 11:00 A.M. (IST) at the Registered Office of the Company at 9th Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, HSR Layout, Bengaluru-560102, Karnataka and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution	For	Against
1	TO APPROVE THE RECLASSIFICATION OF THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY		

Signed this day of 2026

Affix
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note:

This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting

Attendance Slip

Shareholder's Name:

Registered Folio: _____

No. of shares held _____

Address:

I/We hereby record my / our presence at the 01st Extra-Ordinary General Meeting of Navi Limited (Formerly known as Navi Technologies Limited) ("Company") for the Financial Year 2026-27 being held on Friday, July 24, 2026 at 11:00 A.M. (IST) at the Registered Office of the Company at 9th Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, HSR Layout, Bengaluru-560102, Karnataka

Signature of shareholder / Proxy*

*Strike out whichever is not applicable

Note:

1. Please complete this slip and handover at the entrance of the meeting hall.
2. Members are requested to bring their copies of this notice and explanatory statement to the meeting.
3. A member may vote either for or against each resolution.

Route Map to the Venue of EGM

Venue: 9th Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, HSR Layout, Bengaluru-560102, Karnataka

Landmark: Vaishnavi Tech Square



