

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF NAVI AMC LIMITED WILL BE HELD ON TUESDAY, FEBRUARY 17, 2026, AT 04:30 PM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 7TH FLOOR VAISHNAVI TECH SQUARE, IBALLUR VILLAGE, TALUK, BEGUR, HOBLI, HSR LAYOUT, BANGALORE, BANGALORE SOUTH, KARNATAKA, INDIA, 560102, TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESSES:

ITEM NO. 01: TO RE-APPOINT MR. ARINDAM HARAPRASAD GHOSH (DIN: 01423589), AS AN 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 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), as per the provisions of the Articles of Association of the Company, based on the outcome of the performance evaluation process, further to the recommendation of Nomination and Remuneration Committee (“**Committee**”) and the Board of Directors (“**Board**”) of the Company, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Arindam Ghosh (DIN: 01423589), who has submitted his consent to act as an Independent Director of the Company and a declaration that he meets the criteria for appointment as an Independent Director provided under Section 149(6) the Companies Act, 2013, and is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority, having registered himself on the Independent Director Databank and who is eligible for such re-appointment, and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, as an Independent Director of the Company, not liable to retire by rotation, for a Second term of 5 (Five) consecutive years commencing from April 28, 2026 up to April 27, 2031, on the terms and conditions including sitting fee and reimbursements payable as mentioned in the explanatory statement to this Notice;

RESOLVED FURTHER THAT the members to take note that the consent letter has been received from Mr. Arindam Ghosh to act as an Independent Director of the Company, a declaration in writing under Section 164 in the Form DIR 8, the disclosure of interest under Section 184 in the Form MBP-1 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended, and the declaration submitted thereby in respect of meeting the criteria for appointment as an Independent Director under the Companies Act, 2013, as amended.

RESOLVED FURTHER THAT the Board of Directors of the Company, the Chief Financial Officer or the Company Secretary of the Company be and is hereby authorised severally to do all such acts, deeds,

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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 Company Secretary of the Company as may be deemed necessary in the best interest of the Company.”

ITEM NO. 02: TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. ADITYA VENKATESH MULKI (DIN:10942563), CHIEF EXECUTIVE OFFICER AND WHOLE-TIME 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 Section 178, 196, 197, 203 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), and the Articles of Association of the Company and further to the recommendation of Nomination and Remuneration Committee (**“Committee”**) and approval of the Board of Directors (**“Board”**) of the Company, the consent of the Members of the Company be and is hereby accorded to approve the revised remuneration of Mr. Aditya Venkatesh Mulki (DIN:10942563), Chief Executive Officer and Whole-time Director of the Company effective from January 01, 2026 as set out below:

Remuneration Details:

Mr. Aditya Venkatesh Mulki (DIN:10942563) shall be paid remuneration as per Schedule V of the Companies Act, 2013, which shall consist of:

Remuneration (Fixed and Variable)	INR 70,11,427/- per annum, out of which INR 7,01,142/- shall be variable pay, linked to the performance of Mr. Mulki and the Company. In cases of exceptional performance, the Company reserves the option to pay additional variable pay as approved by the Nomination and Remuneration Committee and Board of Directors as per the Company’s variable pay policy.
Stock Options	Up to INR 92.96 Lacs current total benefits arising out of the Navi Stock Option Scheme, 2019
Others	All other benefits as per the HR policies of Company

RESOLVED FURTHER THAT the Board and Nomination and Remuneration Committee be and is hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration, in accordance with Section 197 read with Schedule V of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), and all other applicable rules,

Navi AMC Limited

regulations, statute or laws for the time being in force, and the approvals and permissions of any / various authority(ies) that the Company may obtain, if any.

RESOLVED FURTHER THAT other terms and conditions of appointment and remuneration of Mr. Mulki shall remain same as approved by the Board of Directors in its meeting held on February 11, 2025;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in the Company in any financial year during the term of Mr. Mulki, above remuneration, including increment therein from time to time shall be paid as minimum remuneration;

RESOLVED FURTHER THAT the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to issue a certified true copy of the above-mentioned resolution to anyone concerned or interested in the matter.”

For and on Behalf of Navi AMC Limited

Rachna Nagpal
Company Secretary
Membership No. - A69486

Date: February 13, 2026
Place: Bangalore

NOTES:

1. Explanatory statement Pursuant to Section 102 (1) of the Companies Act, 2013 on the special businesses proposed to be transacted in the meeting is annexed to this notice. Refer **Annexure A**.
2. A member entitled to attend, and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company. A copy of blank Proxy Form is duly enclosed to this notice. Refer **Annexure B**.
3. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.
4. Corporate Members are requested to send duly certified true copies of Board Resolution, pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Extra- Ordinary General Meeting.
5. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days except Saturdays and holidays, between 8.00 a.m. and 10.00 a.m. up to the date of the Extra-Ordinary General Meeting.
6. Members are requested to intimate to the Company's Registered Office, any change in their registered address.
7. Attendance Slip is duly annexed to this notice. Refer **Annexure C**.
8. The necessary route map for the venue of the meeting is annexed to this notice. Refer **Annexure D**.

Annexure- A

THE EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER:

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the businesses mentioned in the accompanying shorter notice:

ITEM NO. 01

Background

The Nomination and Remuneration Committee ("**Committee**") and Board of Directors ("**Board**") of the Company and Navi Trustee Limited, at its respective meeting held on January 30, 2026 has approved the re-appointment of Mr. Arindam Haraprasad Ghosh (DIN: 01423589) as an Independent Director of the Company for a term of five (5) consecutive years, commencing from April 28, 2026 upto April 27, 2031. This appointment is in accordance with the provisions of Sections 149, 150, and 152 of the Companies Act, 2013 ("**Act**"), read with Schedule IV and other applicable provisions of the Act, as well as the Companies (Appointment and Qualification of Directors) Rules, 2014.

Based on the recommendation of the Nomination and Remuneration Committee and the Board, the re-appointment of Mr. Ghosh is now being proposed for the approval of the Members.

The Board has assessed Mr. Ghosh's professional qualifications, extensive expertise, and leadership experience, and is of the view that his appointment would strengthen the Board and enhance the Company's governance framework. Mr. Ghosh shall not be liable to retire by rotation during this term, and this appointment is subject to the approval of the Members at this Extra Ordinary General meeting. ("**EGM**")

Eligibility and Disclosures

Mr. Arindam Haraprasad Ghosh satisfies the criteria for independence as prescribed under Section 149(6) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and is eligible for re-appointment as an Independent Director of the Company. He has also confirmed compliance with Rules 6(1) and 6(2) of the said Rules concerning his registration with the Independent Directors' Data Bank maintained by the Indian Institute of Corporate Affairs.

The Company further confirms that Mr. Ghosh has duly registered with the said Data Bank in accordance with the above provisions.

Additionally, Mr. Ghosh has confirmed that he is not disqualified or debarred from holding the office of Director by any order of SEBI or any other regulatory authority. The Company has received a notice in

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writing from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Arindam Haraprasad Ghosh for re-appointment as an Independent Director under the provisions of Section 149 of the Act.

Additionally, the Company has received all the necessary statutory disclosures and declarations from Mr. Arindam Haraprasad Ghosh, including:

1. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules;
2. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (1) and (2) of Section 164 of the Act, and;
3. A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.
4. A copy of the draft letter for the appointment of Mr. Arindam Haraprasad Ghosh as an Independent Director setting out the terms and conditions is available for inspection at the Registered Office of the Company on all working days except Saturdays and holidays, between 8.00 a.m. and 10.00 a.m. up to the date of Extra-Ordinary General Meeting.

Profile

A brief profile of Mr. Arindam Haraprasad Ghosh 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:

1.	Directors Identification Number	01423589
2.	Date of Birth and Age (in years)	January 25, 1964 and 62 years
3.	Original date of appointment	April 28, 2021
4.	Qualifications	Mr. Ghosh is a member of the Institute of Chartered Accountants of India (“ICAI”), bearing membership number 054588, and holds a Bachelor of Commerce degree.
5.	Experience and nature of expertise in specific functional area	Mr. Ghosh brings over two decades of leadership experience in financial services across India and the Asia–Pacific region, covering Asset Management, Wealth Management, NBFCs, and Fintech. He is currently a Director at Alphaniti Fintech Pvt. Ltd., a fintech company building digital investment solutions across asset classes and geographies, and also serves on multiple corporate boards. Previously, he was with Mirae Asset Global Investments as Head of Asia Pacific Business in Hong Kong and later as Director & CEO, where he launched and built their Indian mutual fund

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		business. Before that, he worked with Fidelity (Asia Pacific), covering key markets including Japan, Australia, Hong Kong, Korea, Taiwan, and Singapore. He has also held roles with leading Indian groups such as Tata and AV Birla.
6.	Shareholding in the Company	NIL
7.	Sitting fees sought to be paid	He will be paid sitting fees, and reimbursed expenses for attending Board and 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	5 (five)
10.	Terms and conditions of appointment/ re-appointment	Appointment as an Independent Director, not liable to retire by rotation, for a term of 5 (Five) consecutive years from April 28, 2026 to April 27, 2031
11.	Relationship with other Directors, other Directors, Manager and other Key Managerial Personnel of the Company	Not Applicable
12.	Directorships held in other companies in India	<ol style="list-style-type: none"> 1. Navi Finserv Limited 2. Alphaniti Fintech Private Limited 3. Brainstormerz Research and Data Analytics Private Limited 4. Cosmea Portfolio Management Private Limited 5. Marswealth Technologies Private Limited 6. Repro India Limited 7. Torus Alphaniti Technologies Private Limited 8. Torus Alphaniti Private Limited 9. Ariso Consulting LLP
13.	Membership/Chairmanship of committees in public limited and listed companies in India	<p>Mr. Ghosh is a member of the below mentioned Committees in Navi Finserv Limited-</p> <ol style="list-style-type: none"> 1. Audit Committee 2. Nomination and Remuneration Committee 3. CSR Committee 4. Stakeholder Relationship Committee 5. Review Committee <p>And in the following Committee of Repro India Limited -</p> <ol style="list-style-type: none"> 1. Audit Committee

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		2. CSR Committee 3. Nomination and Remuneration Committee
14.	Brief resume of the Director	Mr. Ghosh brings more than two decades of senior leadership experience in the financial services sector across India and the Asia-Pacific region, with wide-ranging exposure to Asset Management, Wealth Management, NBFCs, and Fintech. His involvement with companies across fintech, portfolio management, technology, research, and publishing has given him broad-based industry insight along with strong governance, strategic, and operational leadership capabilities. Through his board positions and senior management roles in both global and Indian organizations, Mr. Ghosh contributes deep domain expertise, strategic perspective, and strong governance acumen in financial services and technology-led businesses.

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

ITEM NO. 02

Background:

The Nomination and Remuneration Committee (“**Committee**”) and Board of Directors (“**Board**”) of the Company, at its respective meeting held on January 30, 2026 in view of performance of Mr. Aditya Venkatesh Mulki, Chief Executive Officer and Whole-time Director of the Company has approved to revise the remuneration of Mr. Mulki effective from January 01, 2026 which shall consist of:

Remuneration (Fixed and Variable)	INR 70,11,427/- per annum, out of which INR 7,01,142/- shall be variable pay, linked to the performance of Mr. Mulki and the Company. In cases of exceptional performance, the Company reserves the option to pay additional variable pay as approved by the Nomination and Remuneration Committee and Board of Directors as per the Company’s variable pay policy.
Stock Options	Up to INR 92.96 Lacs per annum and benefits arising out of the Navi Stock Option Scheme, 2019
Others	All other benefits as per the HR policies of Company

Remuneration:

Mr. Aditya Venkatesh Mulki (DIN: 10942563) shall be paid remuneration as per Schedule V of the Companies Act, 2013, which shall consist of Fixed and Variable pay amounting to INR 70,11,427 per annum (including perquisites, performance linked incentive for each financial year or part thereof, along with ESOP of INR 92.96 lakhs which has been granted to him under the ESOP Plan of the Ultimate parent company, in force from time to time). The Company’s contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the applicable provisions and rules / policies of the Company.

In the event of loss or inadequacy of profits in any financial year, the overall remuneration payable every year to Mr. Aditya Venkatesh Mulki (DIN: 10942563) including the increment from time to time as per Company’s policy during his tenure as Whole Time Director by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive etc shall be paid as in accordance with Schedule V of Companies Act, 2013.

Reimbursement of Expenses:

Mr. Aditya Venkatesh Mulki (DIN: 10942563) shall be entitled to be reimbursed from the Company all the legitimate expenses incurred by him on behalf of the Company.

General:

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- Mr. Mulki will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board of Directors from time to time.
- Mr. Mulki shall act in accordance with the Articles of Association of the Company, the policies of the Company and shall abide by the provisions contained in the Companies Act, 2013 (the “Act”) with regard to duties of directors.

A brief profile of Mr. Aditya Venkatesh Mulki (DIN:10942563) 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 is as follows:

1.	Directors Identification Number	10942563
2.	Date of Birth (Age in years)	March 30, 1990 and 35 years
3.	Original date of appointment	February 14, 2025
4.	Qualifications	Mr. Aditya is a CFA Charterholder and holds a Bachelor of Commerce degree in Accounting & Finance from Mumbai University.
5.	Experience and nature of expertise in specific functional area	<p>Mr. Mulki is an investment professional with close to a decade of experience in equity research and fund management. In his earlier role, as the Head of Investments at Navi AMC Limited, he currently manages an AUM of INR 7,000 crores encompassing both active and passive schemes. He also is responsible for ideating and executing new product launches. His expertise lies in mid-cap equities, emerging markets, and value investing, making him a key player in the asset management industry.</p> <p>Prior to his current role, Mr. Aditya was an Equity Research Analyst at Quantum Advisors India, where he specialized in mid-cap equities and identified high-potential investment opportunities. He also worked as an Equity Research Associate, conducting financial analysis for a value-style fund focused on consumer staples and media. His deep market insights and analytical expertise have contributed significantly to fund performance and investment strategy.</p>
6.	Shareholding in the Company	0%
7.	Remuneration sought to be paid	As per the resolution at item No. 2 of the notice read with explanatory statement thereto.

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8.	Remuneration last drawn (per month)	INR 4,55,287 drawn as CEO and WTD of the Company as of December 31, 2025.
9.	No. of Board meetings attended during the year	Six
10.	Terms and conditions of appointment/re-appointment	As per the resolution at item No. 2 of the notice read with explanatory statement thereto.
11.	Relationship with other Directors, other Directors, Manager and other Key Managerial Personnel of the Company	Not applicable
12.	Directorships held in other companies in India	NIL
13.	Membership/Chairmanship of committees in public limited and listed companies in India	NIL
14.	Brief Resume of the Director	<p>Mr. Aditya is an investment professional with close to a decade of experience in equity research and fund management. In his earlier role as the Head of Investments at Navi AMC, he currently manages an AUM of INR 7,000 crores encompassing both active and passive schemes. He also is responsible for ideating and executing new product launches. His expertise lies in mid-cap equities, emerging markets, and value investing, making him a key player in the asset management industry.</p> <p>Prior to his current role, Mr. Aditya was an Equity Research Analyst at Quantum Advisors India, where he specialized in mid-cap equities and identified high-potential investment opportunities. He also worked as an Equity Research Associate, conducting financial analysis for a value-style fund focused on consumer staples and media. His deep market insights and analytical expertise have contributed significantly to fund performance and investment strategy.</p> <p>Mr. Aditya is a CFA Charterholder and holds a Bachelor of Commerce degree in Accounting & Finance from Mumbai University. His commitment to innovation in asset management and investor value maximization continues to drive his professional journey.</p>

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Disclosure as required under Section II of Part II of Schedule V to the Act and the Corresponding Rules is given hereunder.

I. General Information:

1	Nature of industry	The Company is engaged in the business of Asset Management and is registered with the Securities Exchange Board of India (“SEBI”).												
2	Date or expected date of commencement of commercial production	The Company earns its revenue by managing schemes of Navi Mutual Fund. The first scheme was launched by Navi Mutual Fund (Formerly Essel Mutual Fund) in February 2010.												
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.												
4	Financial performance of F.Y.2025-26 based on given indicators	<table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount (in Millions)</th> </tr> </thead> <tbody> <tr> <td>Gross Income</td> <td>93.09</td> </tr> <tr> <td>Profit/Loss before</td> <td>(80.14)</td> </tr> <tr> <td>Profit/Loss after</td> <td>(80.14)</td> </tr> <tr> <td>Basic Earnings per share</td> <td>(0.29)</td> </tr> <tr> <td>Diluted earnings per share</td> <td>(0.29)</td> </tr> </tbody> </table>	Particulars	Amount (in Millions)	Gross Income	93.09	Profit/Loss before	(80.14)	Profit/Loss after	(80.14)	Basic Earnings per share	(0.29)	Diluted earnings per share	(0.29)
Particulars	Amount (in Millions)													
Gross Income	93.09													
Profit/Loss before	(80.14)													
Profit/Loss after	(80.14)													
Basic Earnings per share	(0.29)													
Diluted earnings per share	(0.29)													
5	Foreign investments or collaborations, if any.	NIL												

II. Information about the Mr. Aditya Venkatesh Mulki:

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1	Background details	<p>Mr. Aditya Venkatesh Mulki is an investment professional with close to a decade of experience in equity research and fund management. In his earlier role as the Head of Investments at Navi AMC, he currently manages an AUM of INR 7,000 crores encompassing both active and passive schemes. He also is responsible for ideating and executing new product launches. His expertise lies in mid-cap equities, emerging markets, and value investing, making him a key player in the asset management industry.</p> <p>Prior to his current role, Mr. Aditya was an Equity Research Analyst at Quantum Advisors India, where he specialized in mid-cap equities and identified high potential investment opportunities. He also worked as an Equity Research Associate, conducting financial analysis for a value-style fund focused on consumer staples and media. His deep market insights and analytical expertise have contributed significantly to fund performance and investment strategy.</p>
2	Past remuneration (per month)	Being a professional, he has been drawing remuneration matching with domestic/global peer group companies.
3	Job profile & sustainability and recognition or award	As Chief Executive Officer of the Company Mr. Mulki will be responsible for development of the Business and proper management of the affairs of the Company, subject to overall superintendence, control and direction of the Board. Taking into consideration his qualifications and expertise in business development, he is the best suited for the responsibilities of current assigned roles.
4	Remuneration proposed	As provided in the resolution proposed.
5	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	As regards the comparative remuneration profile with respect to industry, size of the Company, profile of the person and position, the remuneration payable to Mr. Mulki is at comparable levels with the industry standards. Considering the growth and development of the Company, the terms of his remuneration are

		considered fair, just and reasonable
6	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	NA

III. Other information:

1	Reasons of loss or inadequate profits	The Company is currently in its growth phase and primarily focusing on customer acquisition hence profitability is not the target as of now. The Management of the Company is confident of delivering better financial results.
2	Steps taken or proposed to be taken for improvement	The Company is being taken care of by Navi Group and expects profit and higher AUM in the subsequent years.
3	Expected increase in productivity and profits in measurable terms	The Company has been focused on containing costs in the highly competitive mutual fund industry, which it believes is the sustainable way forward. To this effect, the Company has initiated various steps like multi-tasking, cost rationalization measures, below the line marketing activities, to contain costs

Recommendation and Interest of Directors/KMPs

None of the directors, key managerial persons and their relatives is interested or concerned, financial or otherwise, in the item being proposed for approval of members except Mr. Aditya Venkatesh Mulki who is interested as Chief Executive Officer and Whole Time Director of the Company to the extent of his remuneration.

The Board of the Company recommends the passing of the Resolution at Item No. 2 as a Special Resolution.

For and on behalf of Navi AMC Limited

Rachna Nagpal
Company Secretary
Membership No. - A69486

Date: February 13, 2026
Place: Bangalore

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**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	U65990KA2009PLC165296
Name of the Company	Navi AMC Limited
Registered office	7th Floor Vaishnavi Tech Square, Iballur Village, Taluk, Begur, Hobli, HSR Layout, Bangalore, Bangalore South, Karnataka, India, 560102

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

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 Extra-ordinary General Meeting of the Company, to be held on Tuesday , February 17, 2026, at 04:30 pm at the registered office of the Company situated at 7th floor Vaishnavi Tech Square, Iballur village, taluk, Begur, Hobli, HSR Layout, Bangalore, Bangalore South, Karnataka, India, 560102, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No(s).	Description of Resolutions	For	Against
Special Businesses:			

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1	To re-appoint Mr. Arindam Haraprasad Ghosh (DIN: 01423589), as an Independent Director of the Company (Special Resolution)		
2	To consider and approve the revision in remuneration of Mr. Aditya Venkatesh Mulki (DIN:10942563), Chief Executive Officer and Whole-Time Director of the Company (Special Resolution)		

Signed on 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 prior to 48 hours before the commencement of the Meeting.

Annexure C
NAVI AMC LIMITED
ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY ON TUESDAY, FEBRUARY 17, 2026, AT 04:30 PM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 7TH FLOOR VAISHNAVI TECH SQUARE, IBALLUR VILLAGE, TALUK, BEGUR, HOBLI, HSR LAYOUT, BANGALORE, BANGALORE SOUTH, KARNATAKA, INDIA, 560102

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

Registered Folio/ DPID/ Client ID	
Name of Member	
Address of Member	
Name of Proxy	
Address of Proxy	

I hereby record my presence at the Extra-Ordinary General Meeting on Tuesday, February 17, 2026, at 04:30 pm at the registered office of the Company situated at 7th floor Vaishnavi Tech Square, Iballur village, taluk, Begur, Hobli, HSR Layout, Bangalore, Bangalore South, Karnataka, India, 560102

Please (✓) in the box

1. Member
2. Proxy

Signature of Member/Proxy

Annexure – D
Route Map
Route Map to the Venue of EGM

Venue: 07th Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, Bengaluru, Karnataka, India, 560102

Landmark: Vaishnavi Tech Square

