NOTICE

Shorter notice is hereby given that the 03rd Extra Ordinary General Meeting of the Members of Navi Limited (**formerly known as Navi Technologies Limited**) ("**Company**") of FY 2026-27 will be held on Friday, November 13, 2026 at 06:30 p.m. 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 following business:

SPECIAL BUSINESS:

ITEM NO.1:

TO CONSIDER APPROVE AND ADOPT THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as a Special Resolution:

"**RESOLVED THAT** pursuant to: (a) the provisions of Sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with the rules, regulations, notifications, circulars issued thereunder as amended from time to time; (b) the Share Subscription Agreement dated 10 July 2026 executed amongst the Company, MIH Payments Holdings B.V., and Mr. Sachin Bansal ("**SSA**"); and (c) the Amended and Restated Shareholders' Agreement dated 23 July 2026 executed amongst the Company, MIH Payments Holdings B.V., Mr. Sachin Bansal, Mr. Ankit Agarwal and other Shareholders ("**SHA**"), the consent of the members of the Company ("**Shareholders**") be and is hereby accorded, to amend and restate the existing Articles of Association of the Company and to adopt the amended and restated Articles of Association of the Company, a draft of which has been placed before the shareholders, in complete substitution for and to the exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be required in order to give effect to the above resolution on behalf of the Company, including seeking all necessary approvals to give effect to this resolution and filing necessary forms with the Registrar of Companies (including form MGT-14) and to settle any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT a certified true copy of the resolution and a copy of amended and restated Articles of Association of the Company signed by any Director or Company Secretary of the Company be provided to the stakeholders and to anyone concerned or interested in the matter"

ITEM NO. 2:

APPOINTMENT OF MR. ASHUTOSH SHARMA (DIN: 07825610) AS A DIRECTOR (NON-EXECUTIVE, NON-INDEPENDENT) OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 152, and 161(1) and any other applicable provisions of the Companies Act, 2013,("**the Act**"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("**Rules**") (collectively referred to as the "**Companies Act**") (including any amendments, statutory modifications or re-enactment thereof for the time being in force) and other applicable law and the Articles of Association of the Company, and further to the recommendation of the Board of Directors ("**Board**") and Nomination and Remuneration Committee, and receipt of Notice in writing under Section 160(1) of the Act proposing his candidature, Mr. Ashutosh Sharma (DIN: 07825610), nominated by MIH Payments Holdings B.V., who possesses relevant expertise and experience and is not disqualified under Section 164 of the Companies Act and has provided consent in writing to act as a Director (Non-Executive, Non- Independent) of the Company under the Companies Act and who is eligible for appointment, be and is hereby appointed as Director (Non-Executive, Non-Independent) on the Board of the Company.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee/the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including but not limited to seeking all necessary approvals, to sign and execute all deeds, applications, documents, papers, forms and writings as may be required, for and on behalf of the Company, to settle all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such steps and decisions in this regard to give effect to this resolution and for the matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT any one of the Director(s) of the Company be and is hereby authorised to certify the resolution and provide copies of the same, as may be deemed necessary, from time to time."

ITEM NO. 3:

APPOINTMENT OF MS. DIVYA KUMAR (DIN: 08666521) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 ("**Act**"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("**Rules**") (collectively referred to as the "**Companies Act**") (including any amendments, statutory modifications or re-enactment thereof for the time being in force), other applicable laws and the Articles of Association of the Company, and further to the recommendation of the Board of Directors ("**Board**") and the Nomination and Remuneration Committee, and receipt of notice in writing under Section 160(1) of the Act proposing her candidature, Ms. Divya Kumar (DIN: 08666521), who possesses relevant expertise and experience, is not disqualified under Sections 149 and 164 of the Companies Act, has provided consent in writing to act as a Director of the Company under the Companies Act and is eligible for appointment, be and is hereby appointed as an Independent Director on the Board of the Company for the first term of 03 (three) consecutive years commencing from November 13, 2026.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions of the Companies Act, read with Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof) as amended from time to time, the Articles of Association of the Company, further to the recommendation of the Nomination and Remuneration Committee and the approval of the Board, and any other approvals or permissions of any authority(ies), as may be required, and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board or any committee(s) constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, the consent of the members of the Company be and is hereby accorded for the payment of total remuneration of INR 48,00,000 (Indian Rupees Forty Eight Lakhs) per annum ("**Fees**"), as mentioned below, to Ms. Divya Kumar (DIN: 08666521), Independent Director of the Company, which remuneration shall be valid and payable (i) if the Company is profit-making, for the remainder of her term as the Independent Director; or (ii) for a period not exceeding 3 (three) years from November 13, 2026, in the event that the Company has no profits or has inadequate profits in any financial year:

- **Sitting Fees:** INR 1,00,000 (Indian Rupees One Lakh only) per meeting for attending meetings of the Board and its Committees, as may be determined by the Board from time to time, subject to the limits prescribed under applicable law.
- **Director Remuneration:** The remuneration shall be payable quarterly and shall be equivalent to the difference between INR 12,00,000 (Indian Rupees Twelve Lakhs only) and the sitting fees payable for the respective quarter, such that the total remuneration, inclusive of sitting fees, shall amount to INR 12,00,000 (Indian Rupees Twelve Lakhs only) per quarter, subject to applicable statutory provisions.
- **Reimbursement of Expenses:** Reimbursement at actuals of reasonable travel, accommodation and incidental expenses incurred in connection with the discharge of her duties as an Independent Director of the Company.

RESOLVED FURTHER THAT the remuneration payable to Ms. Divya Kumar for the financial year 2026-27 shall be calculated and paid on a proportionate basis from November 13, 2026 until March 31, 2027, in accordance with the remuneration as mentioned above.

RESOLVED FURTHER THAT the Board and the Nomination and Remuneration Committee of the Company be and are hereby authorised to alter and vary the terms and conditions of appointment and/or remuneration, to the maximum extent permissible under and 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, regulations, statutes or laws for the time being in force, and the approvals and permissions of any authority(ies) that the Company may obtain, if any.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem fit, necessary or desirable for such purpose, including but not limited to seeking all necessary approvals, signing and executing all deeds, applications, documents, papers, forms and writings as may be required for the purpose of giving effect to the foregoing resolutions, and to settle all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and to take all such steps and decisions to give effect to the foregoing resolutions and for the matters connected therewith or incidental thereto.

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

ITEM NO. 4:

APPOINTMENT OF MR. ABHISHEK GOYAL (DIN: 00423410) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 ("**Act**"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("**Rules**") (collectively referred to as the "**Companies Act**") (including any amendments, statutory modifications or re-enactment thereof for the time being in force), other applicable laws and the Articles of Association of the Company, and further to the recommendation of the Board of Directors ("**Board**") and the Nomination and Remuneration Committee, and receipt of notice in writing under Section 160(1) of the Act proposing his candidature, Mr. Abhishek Goyal (DIN: 00423410), who possesses relevant expertise and experience, is not

disqualified under Sections 149 and 164 of the Companies Act, has provided consent in writing to act as a Director of the Company under the Companies Act and is eligible for appointment, be and is hereby appointed as an Independent Director on the Board of the Company for the first term of 03 (three) consecutive years commencing from November 20, 2026.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions of the Companies Act, read with Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof) as amended from time to time, the Articles of Association of the Company, further to the recommendation of the Nomination and Remuneration Committee and the approval of the Board, and any other approvals or permissions of any authority(ies), as may be required, and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board or any committee(s) constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, the consent of the members of the Company be and is hereby accorded for the payment of total remuneration of INR 48,00,000 (Indian Rupees Forty Eight Lakhs) per annum ("**Fees**"), as mentioned below, to Mr. Abhishek Goyal (DIN: 00423410), Independent Director of the Company, which remuneration shall be valid and payable (i) if the Company is profit-making, for the remainder of his term as the Independent Director; or (ii) for a period not exceeding 3 (three) years from November 20, 2026, in the event that the Company has no profits or has inadequate profits in any financial year:

- **Sitting Fees:** INR 1,00,000 (Indian Rupees One Lakh only) per meeting for attending meetings of the Board and its Committees, as may be determined by the Board from time to time, subject to the limits prescribed under applicable law.
- **Director Remuneration:** The remuneration shall be payable quarterly and shall be equivalent to the difference between INR 12,00,000 (Indian Rupees Twelve Lakhs only) and the sitting fees payable for the respective quarter, such that the total remuneration, inclusive of sitting fees, shall amount to INR 12,00,000 (Indian Rupees Twelve Lakhs only) per quarter, subject to applicable statutory provisions.
- **Reimbursement of Expenses:** Reimbursement at actuals of reasonable travel, accommodation and incidental expenses incurred in connection with the discharge of his duties as an Independent Director of the Company.

RESOLVED FURTHER THAT the Board and the Nomination and Remuneration Committee of the Company be and are hereby authorised to alter and vary the terms and conditions of appointment and/or remuneration, to the maximum extent permissible under and 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, regulations, statutes or laws for the time being in force, and the approvals and permissions of any authority(ies) that the Company may obtain, if any.

RESOLVED FURTHER THAT the remuneration payable to Mr. Abhishek Goyal for the financial year 2026-27 shall be calculated and paid on a proportionate basis from November 20, 2026 until March 31, 2027, in accordance with the remuneration as mentioned above.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem fit, necessary or desirable for such purpose, including but not limited to seeking all necessary approvals, signing and executing all deeds, applications, documents, papers, forms and writings as may be required for the purpose of giving effect to the foregoing resolutions, and to settle all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and to take all such steps and decisions to give effect to the foregoing resolutions and for the matters connected therewith or incidental thereto.

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

ITEM NO. 5:

RESCISSION OF RE-APPOINTMENT OF DR. NACHIKET MOR AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the "Companies Act"), the Articles of Association of the Company and other applicable laws, and further to the approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to rescind and supersede the resolution passed by the Members at the Extra-ordinary General Meeting held on July 29, 2025, insofar as the said resolution related to the re-appointment of Dr. Nachiket Mor (DIN: 00043646) as an Independent Director of the Company for a second term of 5 (Five) consecutive years commencing from August 29, 2025 to August 28, 2030.

RESOLVED FURTHER THAT the Members hereby note and record that Dr. Nachiket Mor shall continue to hold office as an Independent Director of the Company pursuant to his existing appointment for a term of 5 (Five) consecutive years commencing from August 08, 2022 and ending on August 07, 2027, and accordingly, no second or fresh term of appointment shall be deemed to have commenced pursuant to the resolution passed by the Board at its meeting held on June 16, 2025 or the resolution passed by the Members of the Company at the Extra-ordinary General Meeting held on July 29, 2025.

RESOLVED FURTHER THAT the Members hereby clarify and confirm that the approval accorded by the Board at its meeting held on June 16, 2025 and by the Members of the Company at the Extra-ordinary General Meeting held on July 29, 2025 in respect of the remuneration payable to Dr. Nachiket Mor in his capacity as an Independent Director of the Company shall continue to remain valid and effective, and the present rescission shall be restricted only to the re-appointment of Dr. Nachiket Mor for the second term referred to in the aforesaid resolutions.

RESOLVED FURTHER THAT the statutory registers, records, disclosures and filings of the Company be appropriately updated to reflect that Dr. Nachiket Mor continues as an Independent Director of the Company under his existing term commencing from August 08, 2022 and ending on August 07, 2027, and that no second term of appointment commenced pursuant to the resolutions dated June 16, 2025 and July 29, 2025.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem fit, necessary or desirable for such purpose, including but not limited to seeking all necessary approvals, signing and executing all deeds, applications, documents, papers, forms and writings as may be required for the purpose of giving effect to the foregoing resolutions, and to settle all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and to take all such steps and decisions to give effect to the foregoing resolutions and for the matters connected therewith or incidental thereto.

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

Item No. 6:

INCREASE IN REMUNERATION PAYABLE TO DR. NACHIKET MADHUSUDAN MOR (DIN: 00043646) AND MR. ABHIJIT SINHA BOSE (DIN: 05129763), INDEPENDENT DIRECTORS OF THE COMPANY.

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), read with Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof), as amended from time to time, the Articles of Association of the Company, further to the recommendations of the Board of Directors of the Company ("Board"), and any other approvals or permissions of any authority(ies), as may be required, and such conditions

and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board or any committee(s) constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, the consent of the members of the Company be and is hereby accorded for the increase in the total remuneration payable to Dr. Nachiket Madhusudan Mor (DIN: 00043646) and Mr. Abhijit Sinha Bose (DIN: 05129763), Independent Directors of the Company, from INR 48,00,000 (Indian Rupees Forty Eight Lakhs) per annum to INR 60,00,000 (Indian Rupees Sixty Lakhs) per annum each ("Fees"), with effect from October 01, 2026, as mentioned below, which remuneration shall be valid and payable (i) if the Company is profit-making, for the remainder of their respective terms as Independent Directors; or (ii) for a period not exceeding 3 (three) years from October 01, 2026, in the event that the Company has no profits or has inadequate profits in any financial year:

- **Sitting Fees:** INR 1,00,000 (Indian Rupees One Lakh only) per meeting for attending meetings of the Board and its Committees, as may be determined by the Board from time to time, subject to the limits prescribed under applicable law.
- **Director Remuneration:** The remuneration shall be payable quarterly and shall be equivalent to the difference between INR 15,00,000 (Indian Rupees Fifteen Lakhs only) and the sitting fees payable for the respective quarter, such that the total remuneration, inclusive of sitting fees, shall amount to INR 15,00,000 (Indian Rupees Fifteen Lakhs only) per quarter for each Director, subject to applicable statutory provisions.
- **Reimbursement of Expenses:** Reimbursement at actuals of reasonable travel, accommodation and incidental expenses incurred in connection with the discharge of their duties as an Independent Director of the Company.

RESOLVED FURTHER THAT the Board and the Nomination and Remuneration Committee of the Company be and are hereby authorised to alter and vary the terms and conditions of remuneration, to the maximum extent permissible under and 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, regulations, statutes or laws for the time being in force, and the approvals and permissions of any authority(ies) that the Company may obtain, if any.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem fit, necessary or desirable for such purpose, including but not limited to seeking all necessary approvals, signing and executing all deeds, applications, documents, papers, forms and writings as may be required for the purpose of giving effect to the foregoing resolutions, and to settle all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and to take all such steps and decisions to give effect to the foregoing resolutions and for the matters connected therewith or incidental thereto.

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

For Navi Limited
(Formerly known as Navi Technologies Limited)

CHANCHAL KUMAR
Digitally signed by CHANCHAL KUMAR
Date: 2026.11.13 18:07:55 +05'30'

Chanchal Kumar
Company Secretary
Membership No.: A50952

Date: November 13, 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 blank 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 Companies Act, 2013 relating to the special businesses 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. All relevant documents referred to in the accompanying Notice and the Explanatory Statement 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. Route-map to the venue of the Meeting is provided at the end of the Notice.
7. The Shareholders are requested to update their contact address and e-mail address for receiving all communications from the Company, electronically.
8. Queries, if any, with regard to this Notice may be sent to the Company's email address at cs@navi.com
9. The Meeting is proposed to be held at a shorter notice and therefore as per the provisions of Section 101 of the Companies Act, 2013 and rules made thereunder, it requires the consent for shorter notice from majority in number of members entitled to vote and who represent not less than ninety-five per cent of the paid-up share capital of the Company. The format of the Shorter Consent is attached to the Notice.

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

ITEM NO. 1:

TO CONSIDER APPROVE AND ADOPT THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

Background:

The members are hereby informed that the Board at its meeting held on November 13, 2026 had approved and recommended for amendment and restatement of the existing Articles of Association of the Company pursuant to: (a) the share subscription agreement dated 10 July 2026 executed amongst the Company, MIH Payments Holdings B.V., and Mr. Sachin Bansal ("**SSA**"); and (b) the amended and restated shareholders' agreement dated 23 July 2026 executed amongst the Company, MIH Payments Holdings B.V., Mr. Sachin Bansal, Mr. Ankit Agarwal and other shareholders ("**SHA**"). In terms of Section 14 of the Companies Act, 2013, the consent of the members by way of a Special Resolution is required to approve alteration of Articles of Association of the Company. The proposed resolution seeks the approval of the members of the Company ("**Shareholders**") for the alteration of the Articles of Association in accordance with the provisions of Section 14, and other relevant provisions of the Companies Act, 2013, along with the applicable rules framed thereunder. This alteration involves repealing the existing Articles of Association and substituting them with the amended and restated Articles of Association as presented to the Board at the board meeting held on November 13, 2026.

The copy of the amended and restated Articles of Association is as provided in Annexure 1 hereto.

Recommendation and Interest of Directors/KMPs:

None of the directors, key managerial personnel and / or relatives of the directors is concerned or interested in the above resolution.

Hence, the said resolution is placed for approval of the members of the Company as a **Special Resolution**.

A copy of the articles of association together with the proposed alterations is being circulated to the members with this notice.

ITEM NO. 2: APPOINTMENT OF MR. ASHUTOSH SHARMA (DIN: 07825610) AS A DIRECTOR (NON-EXECUTIVE, NON-INDEPENDENT) OF THE COMPANY.

Background:

The Nomination and Remuneration Committee and the Board of Directors ("**the Board**") of the Company, at its meeting held on November 06, 2026 and November 13, 2026, respectively, have considered, approved and recommended the appointment of Mr. Ashutosh Sharma (DIN: 07825610), as nominated by MIH Payments Holdings B.V., as a Director (Non-Executive and Non-Independent) of the Company.

Eligibility and Disclosures:

The Company has received necessary consent in Form DIR-2 and disclosure in Form DIR-8 from Mr. Ashutosh Sharma to act as a Director (Non-Executive and Non-Independent) of the Company. Further, based on the confirmation received, the appointee is not disqualified under Section 164 of the Act to act as a Director of the Company and he is not debarred from holding office of the Director by virtue of any SEBI order or of any other such authority.

The necessary disclosures as required under the Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**"), with respect to the Director seeking appointment, has been received from the appointee, and is annexed as Annexure - 2 of this Notice.

Recommendation and Interest of Directors/KMPs

Except Mr. Ashutosh Sharma and his relatives, none of the Directors or Key Managerial Personnel (KMP) or their respective relatives, are concerned or interested in the proposed resolution mentioned in Item No. 2 of the Notice.

Hence, the said resolution is placed for approval of the members of the Company as an **Ordinary Resolution**.

ITEM NO. 3: APPOINTMENT OF MS. DIVYA KUMAR (DIN: 08666521) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Background:

The Nomination and Remuneration Committee and the Board of Directors ("**Board**") of the Company, at their respective meetings held on November 06, 2026 and November 13, 2026, have considered, approved and recommended the appointment of Ms. Divya Kumar (DIN: 08666521) as an Independent Director of the Company for the first term of 03 (three) consecutive years commencing from

November 13, 2026, along with the payment of remuneration of INR 48,00,000 (Indian Rupees Forty Eight Lakhs) per annum, subject to the approval of the Members of the Company.

The proposed remuneration shall comprise of Sitting Fees of INR 1,00,000 per Board and Board Committee meeting and differential remuneration payable quarterly, such that the total remuneration is equivalent to INR 12,00,000 per quarter, together with reimbursement of reasonable out-of-pocket expenses at actuals, as detailed in the resolution.

Eligibility and Disclosures:

The Company has received necessary consent in Form DIR-2, disclosure in Form DIR-8 and declaration of independence from Ms. Divya Kumar to act as an Independent Director of the Company. Further, based on the confirmation received, Ms. Divya Kumar is not disqualified under Section 164 of the Companies Act, 2013 ("**Act**") to act as a Director of the Company and is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

The Company has also received a notice in writing under Section 160(1) of the Act proposing her candidature for appointment as a Director of the Company.

In the opinion of the Board, Ms. Divya Kumar fulfills the conditions specified under the Act and the rules made thereunder for appointment as an Independent Director and is independent of the Management of the Company. Considering her qualifications, skills and experience, the Board is of the opinion that her appointment would be beneficial to the Company.

The necessary disclosures as required under the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI"), with respect to the Director seeking appointment, have been received from the appointee and are annexed as **Annexure - 3** to this Notice. The disclosure required under Schedule V of the Act is provided in **Annexure-4** to this Notice.

Recommendation and Interest of Directors/KMPs:

None of the Directors or Key Managerial Personnel ("KMP") of the Company or their respective relatives are concerned or interested, financially or otherwise, in the proposed resolution mentioned in Item No. 3 of the Notice.

Hence, the said resolution is placed for approval of the Members of the Company as a **Special Resolution**.

ITEM NO. 4: APPOINTMENT OF MR. ABHISHEK GOYAL (DIN: 00423410) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Background:

The Nomination and Remuneration Committee and the Board of Directors ("**Board**") of the Company, at their respective meetings held on November 06, 2026 and November 13, 2026, have considered, approved and recommended the appointment of Mr. Abhishek Goyal (DIN: 00423410) as an Independent Director of the Company for the first term of 03 (three) consecutive years commencing from November 20, 2026, along with the payment of remuneration of INR 48,00,000 (Indian Rupees Forty Eight Lakhs) per annum, subject to the approval of the Members of the Company.

The proposed remuneration shall comprise of Sitting Fees of INR 1,00,000 per Board and Board Committee meeting and differential remuneration payable quarterly, such that the total remuneration is equivalent to INR 12,00,000 per quarter, together with reimbursement of reasonable out-of-pocket expenses at actuals, as detailed in the resolution.

Eligibility and Disclosures:

The Company has received necessary consent in Form DIR-2, disclosure in Form DIR-8 and declaration of independence from Mr. Abhishek Goyal to act as an Independent Director of the Company. Further, based on the confirmation received, Mr. Abhishek Goyal is not disqualified under Section 164 of the Companies Act, 2013 ("**Act**") to act as a Director of the Company and is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

The Company has also received a notice in writing under Section 160(1) of the Act proposing his candidature for appointment as a Director of the Company.

In the opinion of the Board, Mr. Abhishek Goyal fulfills the conditions specified under the Act and the rules made thereunder for appointment as an Independent Director and is independent of the Management of the Company. Considering his qualifications, skills and experience, the Board is of the opinion that his appointment would be beneficial to the Company.

The necessary disclosures as required under the Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**"), with respect to the Director seeking appointment, have been received from the appointee and are annexed as **Annexure - 3** to this Notice. The disclosure required under Schedule V of the Act is provided in **Annexure - 4** to this Notice.

Recommendation and Interest of Directors/KMPs:

None of the Directors or Key Managerial Personnel ("KMP") of the Company or their respective relatives are concerned or interested, financially or otherwise, in the proposed resolution mentioned in Item No. 4 of the Notice.

Hence, the said resolution is placed for approval of the Members of the Company as a **Special Resolution**.

ITEM NO. 5: RESCISSION OF RE-APPOINTMENT OF DR. NACHIKET MOR AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Dr. Nachiket Mor (DIN: 00043646) was appointed as an Independent Director of the Company for a term of five consecutive years commencing from August 08, 2022 and ending on August 07, 2027.
Subsequently, the Board of Directors, at its meeting held on June 16, 2025, and the Members, at the Extra-ordinary General Meeting held on July 29, 2025, approved his re-appointment as an Independent Director for a second term of five consecutive years commencing from August 29, 2025 and ending on August 28, 2030. The aforesaid approvals also covered the remuneration payable to him.
As Dr. Mor's existing term extends until August 07, 2027, it is proposed to rescind and supersede the resolution passed by the Members on July 29, 2025, solely to the extent that it relates to his re-appointment for the aforesaid second term, and to confirm his continuation under the existing term commencing from August 08, 2022 and ending on August 07, 2027.

The proposed resolution seeks to clarify and record that no second or fresh term of appointment shall be deemed to have commenced pursuant to the Board resolution dated June 16, 2025 or the Members' resolution dated July 29, 2025. The Company's statutory registers, records, disclosures and filings will be updated, as necessary, to reflect this position.

The proposed rescission is restricted to the re-appointment and does not affect the remuneration approval accorded by the Board and the Members on June 16, 2025 and July 29, 2025, respectively, which shall continue to remain valid and effective.

The Board recommends the **Special Resolution** set out in the Notice for the approval of the Members.

Except Dr. Nachiket M. Mor, none of the Directors or Key Managerial Personnel ("KMP") of the Company or their respective relatives are concerned or interested, financially or otherwise, in the proposed resolution mentioned in Item No. 5 of the Notice.

ITEM NO. 6: INCREASE IN REMUNERATION PAYABLE TO DR. NACHIKET MADHUSUDAN MOR (DIN: 00043646) AND MR. ABHIJIT SINHA BOSE (DIN: 05129763), INDEPENDENT DIRECTORS OF THE COMPANY

Dr. Nachiket Madhusudan Mor (DIN: 00043646) and Mr. Abhijit Sinha Bose (DIN: 05129763), Independent Directors of the Company, have contributed to the Company's strategic direction, corporate governance and effective oversight. Their existing annual remuneration is ₹48,00,000 each, inclusive of sitting fees, and has remained unchanged since 2022.

Taking into account their experience, continued contributions and prevailing remuneration practices among comparable companies, the Board, at its meeting held on November 06, 2026, approved and recommended to the Members an increase in their annual remuneration to ₹60,00,000 each, inclusive of sitting fees, with effect from October 01, 2026. The proposed revision represents an increase of 25%.

The proposal was placed before the Nomination and Remuneration Committee ("NRC") at its meeting held earlier that day. As a majority of the NRC's members were interested in the matter, the NRC took note of the proposal, which was placed directly before the Board for consideration and approval. Dr. Mor and Mr. Bose did not participate in the Board's deliberations concerning this item.

The proposed remuneration for each Director comprises:

Particulars	Proposed terms
Sitting fees	₹1,00,000 per meeting of the Board and its Committees, subject to applicable statutory limits.
Director remuneration	Payable quarterly, equivalent to ₹15,00,000 less the sitting fees payable for the respective quarter, such that total quarterly remuneration, inclusive of sitting fees, amounts to ₹15,00,000.
Reimbursement of expenses	At actuals for reasonable travel, accommodation and incidental expenses incurred in discharging their duties as Independent Directors.

As set out in the resolution, the revised remuneration is proposed for the remainder of their respective terms where the Company is profit-making, subject to applicable statutory provisions. In the event of absence or inadequacy of profits in any financial year, approval is sought for payment for a period not exceeding three years commencing from October 01, 2026, in accordance with the applicable provisions of Schedule V to the Companies Act, 2013. This remuneration approval does not extend either Director's appointment tenure.

The necessary disclosures as required under the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI"), with respect to the Directors seeking

remuneration are annexed as **Annexure - 3** to this Notice. The disclosure required under Schedule V of the Act is provided in **Annexure - 4** to this Notice.

Except for the proposed revision in remuneration, all other terms and conditions of their respective appointments remain unchanged.

The Board recommends the **Special Resolution** set out in the Notice for approval of the Members.

Except Dr. Nachiket M. Mor and Mr. Abhijit Sinha Bose, none of the Directors or Key Managerial Personnel ("KMP") of the Company or their respective relatives are concerned or interested, financially or otherwise, in the proposed resolution mentioned in Item No. 6 of the Notice.

By Order of the Board

For Navi Limited
(Formerly known as Navi Technologies Limited)

CHANCHAL KUMAR
Digitally signed by CHANCHAL KUMAR
Date: 2026.11.13 18:08:26 +05'30'

_____

Chanchal Kumar
Company Secretary
Membership No.: A50952

Date: November 13, 2026
Place: Bengaluru

ANNEXURE 1

Restated Articles of Association

(*Attached separately.*)

Annexure - 2

The necessary disclosures as required under the Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**"), with respect to the Director seeking appointment at this EGM.

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Details</th></tr>
<tr><td>1.</td><td>Name of Person</td><td>Ashutosh Sharma</td></tr>
<tr><td>2.</td><td>DIN</td><td>07825610</td></tr>
<tr><td>3.</td><td>Date of Birth</td><td>August 27, 1977</td></tr>
<tr><td>4.</td><td>Age</td><td>49</td></tr>
<tr><td>5.</td><td>Date of first appointment on the Board</td><td>NA</td></tr>
<tr><td>6.</td><td>Qualifications</td><td>Holds MBA from the Booth School of Business at the University of Chicago and a bachelor's degree in Electronics Engineering from the Indian Institute of Technology.</td></tr>
<tr><td>7.</td><td>Experience and nature of expertise in specific functional area</td><td>He has led investments in key companies such as Swiggy, Meesho, Eruditus, ElasticRun, PharmEasy, and Urban Company. Before joining Prosus (formerly Naspers Ventures) in 2016, Ashutosh served as Vice President at Norwest Venture Partners, focusing on investments across multiple sectors. Previously, he was an Investment Manager at Qualcomm Ventures, specializing in Seed and Series A/B internet and mobile startups.</td></tr>
<tr><td>8.</td><td>Terms & conditions of Appointment</td><td>As per the letter of appointment</td></tr>
<tr><td>9.</td><td>Number of Board Meetings attended since appointment</td><td>NA</td></tr>
<tr><td>10</td><td>List of other Companies/Body Corporates in which Directorships are held</td><td>Indian Companies: 4
Foreign Companies: 0</td></tr>
<tr><td>11.</td><td>List of Committees of the Board of Directors in which Chairmanship/Membership is held</td><td>
<table>
<tr><th>Company</th><th>Committee</th><th>Membership</th></tr>
<tr><td rowspan="2">Swiggy Limited</td><td>Nomination & Remuneration Committee</td><td>Member</td></tr>
<tr><td>Stakeholders' Relationship</td><td>Member</td></tr>
</table>
</td></tr>
</table>

		<table><tr><td></td><td>Committee</td><td></td></tr><tr><td>API Holdings Limited</td><td>Nomination & Remuneration Committee</td><td>Member</td></tr><tr><td></td><td>Stakeholders' Relationship Committee</td><td>Member</td></tr><tr><td>Payu Payments Private Limited</td><td>Nomination & Remuneration Committee</td><td>Member</td></tr></table>
12.	Number of Shares held in the Company	Nil
13.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
14.	Last remuneration drawn and remuneration proposed to be paid	NA

Annexure-3

Pursuant to Secretarial Standard-2 issued by the ICSI, a brief profile and other information of directors who are being appointed/whose remuneration is being approved are given below:

Particulars	**Ms. Divya Kumar**	**Mr. Abhishek Goyal**	**Dr. Nachiket Madhusudan Mor**	**Mr. Abhijit Sinha Bose**
DIN	08666521	00423410	00043646	05129763
Age	48 years	45 years	62 years	54 years
Qualification	1. MBA, Finance & Economics from University of Miami 2. Cost & Works Accountancy (ICWA) 3. PGD in Financial Management from AICTE	Bachelor's degree in Technology (B.Tech.), Computer Science & Engineering, IIT Kanpur.	1. Bachelor's degree in Science 2. Master's degree in Arts 3. Doctor of Philosophy degree in Economics 4. Post Graduate Diploma in Management	MBA from Harvard Business School.

Experience	She has over 25 years of global leadership experience across financial services, technology, retail and consumer businesses, with expertise in financial management, corporate strategy, digital transformation, data analytics, artificial intelligence, investment management and corporate governance. She has held senior leadership positions at reputed multinational organisations, including Decathlon International, IKEA, Capgemini and ISGN, and has previously served on the Boards of IKEA and Decathlon. She is currently a Founding Partner at QuantumX Advisors and serves as an Independent Director of Microland Limited and a Board Member of Pearl Academy.	Mr. Abhishek Goyal is the Co-founder, Vice Chairman and Executive Director of Tracxn Technologies Limited, a listed SaaS platform providing global private-market intelligence, where he oversees the company's strategic direction, product development and business strategy. He has extensive experience in technology, entrepreneurship, venture capital and investment management. He has previously worked with Yahoo, Amazon and Accel Partners, where he was involved in early investments in Flipkart and CommonFloor. He has made over 150 angel investments, including in Delhivery, and was recognised in Fortune India's "40 Under 40" lists in 2018 and 2019.	He worked with ICICI in various capacities from 1987 to 2007 and retired from its Board as its Deputy Managing Director. From 2013 to 2018, he served, among others, as a member of the Central Board of the Reserve Bank of India (RBI), the Eastern Regional Board of the RBI, and the Board of Directors of the National Bank for Agriculture and Rural Development (NABARD). From 2015 to 2019, he served as the India Country Director of the Bill & Melinda Gates Foundation (BMGF). He is a Visiting Scientist at the Banyan Academy of Leadership in Mental Health and a Visiting Professor at the Indian School of Business. He serves on the Boards of, among others, Narayana Hrudayalaya, Dr Agarwal's Healthcare, and Sukoon Health.	Abhijit Sinha Bose is an Independent Director of our Company. He holds a bachelor's degree in engineering from Cornell University and MBA from Harvard Business School. He is currently Founder and CEO of Amby Technologies. Previously, he has been associated with WhatsApp Application Services Private Limited as the Head of India, and Ezetap Mobile Solutions Private Limited as the Chief Executive Officer. Abhijit has held other senior roles at Intuit, JiGrahak Mobility (ngPay), and Siebel Systems (acquired by Oracle Corporation).

Terms and Conditions of appointment/ re-appointment	Independent Director for the first term of 03 consecutive years	Independent Director for the first term of 03 consecutive years	NA (only change in remuneration)	NA (only change in remuneration)
Remuneration sought to be paid and last drawn, if applicable	As disclosed in Explanatory Statement & Resolution	As disclosed in Explanatory Statement & Resolution	As disclosed in Explanatory Statement & Resolution	As disclosed in Explanatory Statement & Resolution
Date of first appointment on the Board	NA	NA	August 08, 2022	March 04, 2022
Shareholding in the Company	Nil	3,58,000 equity shares of Rs.10/- each	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel ("KMP") of the Company	None	None	None	None
No. of meetings of the Board attended during the FY 2025-26	NA	NA	9 out of 9	7 out of 9
Other Directorships	1. Microland Limited	1. Tracxn Technologies Limited	1. Navi General Insurance Limited 2. Navi AMC Limited 3. Sukoon Healthcare Services Private Limited 4. DR. Agarwal's Health Care Limited	1. Ambytech India Private Limited

			5. Meridian Medical Research & Hospital Ltd. 6. Narayana Hrudayalaya Limited	

Membership / Chairmanship of committees in other boards	1. Microland Limited: Member of Audit Committee	1. Tracxn Technologies Limited: Member of Corporate Social Responsibility Committee	1. Navi General Insurance Limited: Chairperson of the Audit Committee. Member of the Nomination and Remuneration Committee and Risk Management Committee. 2. Navi AMC Limited: Chairperson of the Audit Committee, the Nomination and Remuneration Committee and Unit Holder Protection Committee, and Member of the Risk Management Committee. 3. Narayana Hrudayalaya Limited: Member of the Audit, Risk and Compliance Committee and the Stakeholders' Committee, and Chairperson of the Corporate Social Responsibility Committee. 4. Meridian Medical Research & Hospital Limited: Member of the Audit Committee.	NA

			5. Dr. Agarwal's Health Care Limited: Member of the Audit Committee and the Nomination and Remuneration Committee, and Chairperson of the Corporate Social Responsibility Committee and the Risk Management Committee. 6. Sukoon Healthcare Services Private Limited: Member of the Nomination and Remuneration Committee.	

Annexure-4

Disclosure as required under Section II of Part II of Schedule V to the Companies Act, 2013 and the Corresponding Rules is given hereunder.

I.General Information:

1	**Nature of industry**	The Company is a technology-driven financial products and services company.
2	**Date or expected date of commencement of commercial production**	The Company has been conducting its business activities since incorporation.
3	**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**	NA
4	**Financial performance based on given indicators**	As mentioned below.
5	**Foreign investments or collaborations, if any.**	No foreign investments made by the Company.

Standalone Financial performance based on given indicators:

Amount in Rs. in Millions

Particulars	FY 2025–26	FY 2024–25	FY 2023–24
Revenue (total income, including other income)	8,265.98	5,234.08	7,665.29
Profit/(loss) before tax	(5,410.28)	(3,553.92)	(1,870.06)
Profit/(loss) after tax	(5,400.82)	(3,556.37)	(1,384.36)
Profit/(loss) after tax plus Other Comprehensive Income	(5,372.71)	(3,563.66)	(1,371.05)

II. Information about the Appointee:

Sl. No.	PARTICULARS	INFORMATION			
		Ms. Divya Kumar	**Mr. Abhishek Goyal**	**Dr. Nachiket M. Mor**	**Mr. Abhijit Sinha Bose**
1	**Background details**	As per Profile provided above	As per Profile provided above	As per Profile provided above	As per Profile provided above
2	**Past remuneration (per month)**	NA	NA	Rs. 4,00,000/-	Rs. 4,00,000/-

3	**Recognition or awards**	As per Profile provided above	As per profile provided above	As per profile provided above	As per profile provided above
4	**Job profile and his suitability**	As per Explanatory Statement	As per Profile provided above	NA	NA
5	**Remuneration proposed**	As provided in the Explanatory Statement of the Resolution	As provided in the Explanatory Statement of the Resolution	As provided in the Explanatory Statement and Resolution	As provided in the Explanatory Statement and Resolution
6	**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)**	Taking into consideration the size of the Company and the individual profile and experience and the industry benchmarks, the remuneration proposed to be paid Non-Executive Independent Director in other companies in the industry.	Taking into consideration the size of the Company and the individual profile and experience and the industry benchmarks, the remuneration proposed to be paid Non-Executive Independent Director in other companies in the industry.	Taking into consideration the size of the Company and the individual profile and experience and the industry benchmarks, the remuneration proposed to be paid Non-Executive Independent Director in other companies in the industry.	Taking into consideration the size of the Company and the individual profile and experience and the industry benchmarks, the remuneration proposed to be paid Non-Executive Independent Director in other companies in the industry.
7	**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.**	NA	NA	NA	NA

III. Other information:

1	**Reasons of loss or inadequate profits**	The Company is currently in its growth phase and primarily focusing on building a robust technology platform. The Management of the Company is confident of delivering better financial performance in the coming years.
2	**Steps taken or proposed to be taken for improvement**	As a part of diversification strategy, the Company has started UPI business, and launched several other initiatives such as an ads program.
3	**Expected increase in productivity and profits in measurable terms**	The Company has been focused on containing costs in the highly competitive 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.

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:	

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 03rd Extra-Ordinary General Meeting of the Company for the Financial Year 2026-27, to be held on Friday, November 13, 2026 at 06:30 P.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 CONSIDER APPROVE AND ADOPT THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY		
2	APPOINTMENT OF MR. ASHUTOSH SHARMA (DIN: 07825610) AS A DIRECTOR (NON-EXECUTIVE, NON-INDEPENDENT) OF THE COMPANY		
3	APPOINTMENT OF MS. DIVYA KUMAR (DIN: 08666521) AS AN INDEPENDENT DIRECTOR OF THE COMPANY		
4	APPOINTMENT OF MR. ABHISHEK GOYAL (DIN: 00423410) AS AN INDEPENDENT DIRECTOR OF THE COMPANY		
5	RESCISSION OF RE-APPOINTMENT OF DR. NACHIKET MOR AS AN INDEPENDENT DIRECTOR OF THE COMPANY		
6	INCREASE IN REMUNERATION PAYABLE TO DR. NACHIKET MADHUSUDAN MOR (DIN: 00043646) AND MR. ABHIJIT SINHA BOSE (DIN: 05129763), INDEPENDENT DIRECTORS OF THE COMPANY		

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 completed and deposited at the Registered Office of the Company, 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 03rd Extra-Ordinary General Meeting of Navi Limited (Formerly known as Navi Technologies Limited) ("**Company**") for the Financial Year 2026-27 being held on Friday, November 13, 2026 at 06:30 P.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 THE 03RD EXTRA-ORDINARY GENERAL MEETING

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

Landmark: Vaishnavi Tech Square

