

NOTICE OF EXTRA-ORDINARY GENERAL MEETING (02/2021-22)

NOTICE IS HEREBY GIVEN THAT SECOND EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF NAVI FINSERV PRIVATE LIMITED (THE "COMPANY") WILL BE HELD AT SHORTER NOTICE ON SATURDAY, MARCH 05, 2022 AT 5.30 PM AT WING B, 7TH FLOOR, PRESTIGE RMZ STARTECH, NO. 139, 2, HOSUR RD, KORAMANGALA INDUSTRIAL LAYOUT, S.G. PALYA, BENGALURU 560095, KARNATAKA TO CONSIDER AND TRANSACT THE FOLLOWING SPECIAL BUSINESSES:

ITEM NO. 1 TO APPOINT MR. SACHIN BANSAL AS AN EXECUTIVE 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 recommendation of the Board and its Nomination and Remuneration Committee, and provisions of Section 152, 196 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable Rules consent of the members of the company be and is hereby accorded to change the designation and appoint Mr. Sachin Bansal (DIN: 02356346) as an Executive Director of the Company for a period of 5 (five) consecutive years with effect from February 11, 2022 to February 10, 2027 without any remuneration on the terms and conditions as contained in the appointment agreement.

**RESOLVED FURTHER THAT** any Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be deemed necessary, proper or desirable on behalf of the Company to give effect to the aforementioned resolution."

ITEM NO. 2 TO INCREASE THE OVERALL BORROWING LIMITS 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** in supersession of all the resolutions passed under Section 180(1)(c) of the Companies Act, 2013 on 13<sup>th</sup> November 2019 and 27<sup>th</sup> February 2020, the approval of the members of the company be and is hereby accorded under Section 180(1)(c) of the Companies Act, 2013, the rules and regulations there under and all other applicable provisions of the Companies Act, 2013 and other applicable law, and subject to the

provisions of the Memorandum and Articles of Association of the Company, to borrow any sum or sums of moneys from time to time notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company, may exceed aggregate of its paid-up capital and free reserves, apart from temporary loans apart from temporary loans obtained from the Company's bankers in the ordinary course of business of the Company, however, the total amount so borrowed shall not exceed INR 8,000 Crore (Indian Rupees Eight Thousand Crores Only).

**RESOLVED FURTHER THAT** Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be deemed necessary, proper or desirable on behalf of the Company to give effect to the aforementioned resolution.”

**ITEM NO. 3 TO APPROVE MORTGAGE/PLEDGE /HYPOTHECATE/CREATE CHARGE ON THE ASSETS 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** in supersession of all the resolutions passed under Section 180(1)(a) of the Companies Act, 2013 on 13<sup>th</sup> November 2019 and 27<sup>th</sup> February 2020 the approval of the members of the company be and is hereby accorded under Section 180(1)(a) of the Companies Act, 2013, the rules and regulations thereunder and all other applicable provisions of the Companies Act, 2013 and other applicable law, and subject to the provisions of the Memorandum and Articles of Association of the Company, to pledge, mortgage, hypothecate and/or create charge on the assets of the Company on all the immovable and movable assets of the Company in favour of the Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company in respect of such borrowings provided that the maximum extent of the indebtedness secured by the assets of the Company does not exceed INR 8,000 Crore (Indian Rupees Eight Thousand Crores Only).

**RESOLVED FURTHER THAT** Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be deemed necessary, proper or desirable on behalf of the Company to give effect to the aforementioned resolution.”

**ITEM NO. 4 TO APPROVE THE BORROWINGS OF THE COMPANY BY WAY OF ISSUANCE OF NON-CONVERTIBLE DEBENTURES("NCDS")**

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 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies(Prospectus and Allotment of Securities) Rules, 2014, and subject to all the applicable laws and Regulations, including but not limited to SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Listing Agreement entered into with the Stock Exchange (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company the approval of the members of the company be and is hereby accorded to borrow from time-to-time by making offer(s) or invitation(s) to subscribe or issuance of Non-Convertible Debentures (NCD), whether secured or unsecured, listed or unlisted, on private placement basis, in one or more tranches, an amount not exceeding INR 3,000 Crore (Indian Rupees Three Thousand Crores only) during a period of one year from the date of consent of the members of the Company on such terms and conditions as the Board may determine from time to time and consider proper and that the said borrowing shall be within the overall borrowing limits of the Company as may be approved by the Members from time-to-time.

**RESOLVED FURTHER THAT** the following shall be terms for the issue pursuant to which NCDs may be offered to prospective offerees in one or more tranches and allotted in accordance therewith (the "**Approved Terms**"):

- **Aggregate Issue Size:** INR 3000,00,00,000/- (Indian Rupees Three Thousand Crores Only)
- **Tenor of issue:** Minimum of 12 months up to 60 months.
- **Interest Rate:** Senior debt less than 12% and sub debt less than 15%
- **Security:** Up to 1.35x of receivables (inclusive of cash/cash equivalents up to 0.05x of the aggregate NCD amount)
- **Type of Instrument:** Secured / Unsecured Rated Redeemable Listed / Unlisted Non-Convertible Debentures (including Market-Linked Debentures).

**RESOLVED FURTHER THAT** approval of the members of the company be and is hereby accorded to the Finance Committee of the Company to identify the prospective investors to which the offers for the Issue may be made, to investors from amongst, without limitation, the following categories:

- Scheduled Commercial Banks
- Small Finance Banks

- Development Finance Institutions
- Alternative Investment Funds
- High Net Worth Individual (HNIs)
- Non-Banking Financial Company (NBFCs)
- Foreign Portfolio Investors
- Mutual Funds

**RESOLVED FURTHER THAT** approval of the members of the company be and is hereby accorded to the Finance Committee of the Company to: (A) determine the terms and conditions of the offer to any identified investor in one or more tranches subject to there being no deviation from the Approved Terms and the opening and closing of the offers (which terms and conditions shall not be contrary to the Approved Terms); and (B) approve terms vis-à-vis allotment, listing, redemption, interest, payment and other terms, etc., and to take all necessary steps and to do all such acts deeds matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including, without limitation, completing the allotment and listing of the NCDs.

**RESOLVED FURTHER THAT** approval of the members of the company be and is hereby accorded to delegate the powers to the Finance Committee to identify and appoint the debenture trustee, legal counsel and such other intermediaries, advisors or agents (by whatever name called) as may be required to be appointed in connection with the Issue, including their successors and agents.

**RESOLVED FURTHER THAT** that the Finance Committee be and is hereby authorized to appoint Signatory(ies) to approve and finalize, sign, execute and deliver all such documents in relation to the Issue and allotment from time to time and to do all other acts, deeds, things and matters to the expedient interest of the Company for the Issue and allotment or as may be necessary or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be hereby severally authorized to apply to NSDL / CDSL for dematerialization of the NCDs and to make application to Stock Exchange for listing the NCDs and do all such acts, deeds, matters and things and execute all such applications as may be required by NSDL / CDSL / Stock exchange or the Debenture Holders, for the purpose of issuance and allotment of the NCDs.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby authorized to furnish the foregoing Resolution as certified true copies to any persons concerned with the same.”

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**ITEM NO. 5 TO APPROVE THE BORROWINGS OF THE COMPANY BY WAY OF ISSUANCE OF COMMERCIAL PAPERS("CPS")**

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 limits sanction under sections 180(1)(c) and as per all other applicable provisions, if any, of the Companies Act, 2013, read along with applicable rules under the Companies Act, 2013 (including statutory modification(s), amendment(s) or re-enactment thereof and any circulars, notifications, clarifications, rules passed thereunder from time to time), and any other applicable law, and the Memorandum and Articles of Association of the Company and such other approvals, consents, sanctions, permissions, as may be necessary from all appropriate statutory and regulatory authorities, if any and to the extent necessary, approval of the members of the company be and is hereby accorded for the issue and offer of up to INR 1000,00,00,000 (Indian Rupees One Thousand Crores) Listed / Unlisted Unsecured Commercial Paper ("**CPs**") in the form of Usance Promissory Notes to be issued in one or more tranches (the "**Issue**") during a period of one year from the date of this resolution as specified in draft offer letter(s) / information memorandum(s) to be circulated at the time of each such Issue and it shall be within the overall borrowing limits of the Company as approved by the shareholders from time to time.

**RESOLVED FURTHER THAT** the following shall be terms for the Issue pursuant to which CPs may be offered to prospective offerees in one or more tranches and allotted in accordance therewith (the "**Approved Terms**"):

- Aggregate Issue Size: INR 1000,00,00,000 (Indian Rupees One Thousand Crores)
- Tenor: Between 1 to 12 months
- Cost: All-in-Cost to be less than 10%
- Type of Instrument: Unsecured Listed / Unlisted Rated / Unrated Redeemable Commercial Paper.

**RESOLVED FURTHER THAT** approval of the members of the company be and is hereby accorded to the Finance Committee of the Company to: (A) determine the terms and conditions of the offer to any identified investor in one or more tranches subject to there being no deviation from the Approved Terms and the opening and closing of the offers

(which terms and conditions shall not be contrary to the Approved Terms); and (B) approve terms vis-à-vis allotment, listing, redemption, interest, payment and other terms, etc., and to take all necessary steps and to do all such acts deeds matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including, without limitation, completing the allotment and listing of the Commercial Paper.

**RESOLVED FURTHER THAT** approval of the members of the company be and is hereby accorded to delegate the powers to the Finance Committee to identify and appoint the Issuing and Paying Agent (IPA), Registrar and Share Transfer Agent, Depository, legal counsel and such other intermediaries, advisors or agents (by whatever name called) as may be required to be appointed in connection with the Issue, including their successors and agents.

**RESOLVED FURTHER THAT** that the Finance Committee be and is hereby authorized to appoint Signatory(ies) to approve and finalize, sign, execute and deliver all such documents in relation to the Issue and allotment from time to time and to do all other acts, deeds, things and matters to the expedient interest of the Company for the Issue and allotment or as may be necessary or expedient to give effect to this Resolution.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be hereby authorized to apply to NSDL / CDSL for dematerialization of the CPs and to make application to Stock Exchange for listing the CPs and do all such acts, deeds, matters and things and execute all such applications as may be required by NSDL / CDSL / Stock exchange or the CP Holders, for issuance of the CPs.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby authorized to furnish the foregoing Resolution as certified true copies to any persons concerned with the same.”

**ITEM NO. 6 TO APPROVE CONVERSION FROM PRIVATE LIMITED COMPANY TO PUBLIC LIMITED 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, 14 and 18 and other applicable provisions, if any, of the Companies Act, 2013, to the extent notified and as amended, and the rules made thereunder, the approval of the members of the Company be and is hereby accorded for the conversion of the Company from a private limited company to a public limited company and consequently, the name of the Company be and is hereby changed from “Navi Finserv Private Limited” to “Navi Finserv Limited” by deletion of the word “Private” from the name of the Company.

**RESOLVED FURTHER THAT** the word "Private" wherever appearing in the name of the Company in the memorandum of association and articles of association of the Company be and is hereby deleted.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby severally authorised to make application, file forms, etc. for change of status of the Company and consequently change in its name with the Registrar of Companies, Karnataka at Bangalore and to do all such acts, deeds, matters and things as may be required or deemed expedient to give effect to the above resolution.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties"

**ITEM NO. 7 TO APPROVE ALTERATION TO THE MEMORANDUM OF ASSOCIATION("MOA") 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 13 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder (including the Companies (Incorporation) Rules, 2014, as amended) and consequent to conversion of the Company to a Public Company, the approval of the members of the Company be and is hereby accorded for substituting the existing Clause I of the memorandum of association of the Company ("**Memorandum of Association**") with the following clause:

"1. The name of the Company is NAVI FINSERV LIMITED."

**RESOLVED FURTHER THAT** Mr. Ankit Agarwal or Mr. Sachin Bansal, Directors of the Company be and are hereby severally authorised to make application, file forms, etc. for change of status of the Company and consequently its name with the Registrar of Companies, Karnataka at Bangalore, and to do all such acts, deeds, matters and things as may be required or deemed expedient to give effect to the above resolution"

**ITEM NO. 8 TO APPROVE ADOPTION OF RESTATED ARTICLES OF ASSOCIATION ("AOA") 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 14 and other applicable

provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder the approval of the members of the Company be and is hereby accorded for substitution of the existing set of articles of association of the Company with the new set of articles of association of the Company as placed before the members of the Company and the same be adopted as articles of association of the Company.

**RESOLVED FURTHER THAT** any Directors of the Company or the Company Secretary of the Company be and are hereby severally authorised to make application, file forms, etc. for change of status of the Company and consequently its name with the Registrar of Companies, Karnataka at Bangalore, and to do all such acts, deeds, matters and things as may be required or deemed expedient to give effect to this resolution."

**ITEM NO. 9 TO APPROVE RELATED PARTY TRANSACTION WITH NAVI MUTUAL FUND**

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 188 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s), the consent and approval of the members of the Company be and is hereby accorded to the Board of Directors or any committee of the Board of the Company to enter into Contract(s)/arrangement(s)/transaction(s) with Navi Mutual fund in mutual fund scheme of INR 100 crore per annum, subject to a maximum of INR 100 crore outstanding at any point in time.

**RESOLVED FURTHER THAT** Directors of the Company or the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things as may be deemed necessary, proper or desirable on behalf of the Company to give effect to the aforementioned resolution."

**By order of the Board**  
For Navi Finserv Private Limited

  
Ankit Agarwal  
Director  
DIN: 08299808  
Place: Bangalore  
Date: 05/03/2022



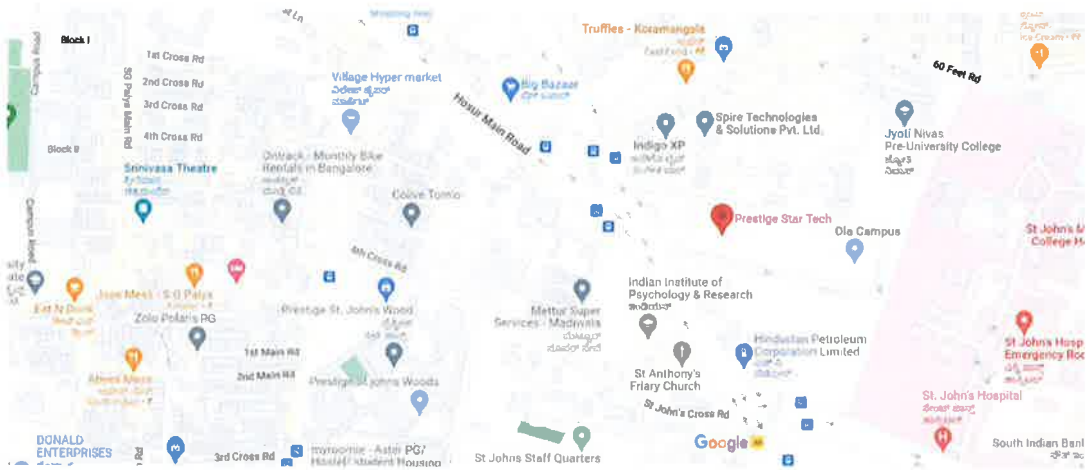


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## NOTES

1. The Explanatory Statement under Section 102 of the Companies Act, 2013, as amended, in respect of the special business is annexed herewith and forms part of the notice.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. . Copy of blank Proxy Form is duly enclosed to this notice.
3. Pursuant to Section 20(2) of the Companies Act and Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their shareholders electronically.
4. All documents referred to in the notice and in the accompanying explanatory statement are open for inspection at the registered office of the Company.
5. In case of corporate shareholders proposing to participate at the meeting through their representative, necessary authorization under Section 113 of the Companies Act, 2013 for such representation may please be forwarded to the Company.
6. Attendance Slip is duly annexed to this notice.
7. This Meeting has been convened at a shorter notice, subject to receipt of requisite consent from the shareholders of the Company.

**Route Map:**



E: [corporate\\_finserv@navi.com](mailto:corporate_finserv@navi.com)  
T: +91 8951904682  
[www.navifinserv.com](http://www.navifinserv.com)  
CIN: U65923KA2012PTC062537

**Navi Finserv Private Limited**  
Formerly known as Chaitanya Rural  
Intermediation Development Services Pvt Ltd  
Ground Floor, Salarpuria Business  
Center, No 93, 4th B cross Road,  
5th A block, Koramangala Industrial  
Layout, Bangalore -560095

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## Explanatory Statement Pursuant to Section 102 of The Companies Act, 2013

### ITEM NO. 1

In accordance with the provisions of section 152 of the Companies Act, 2013 the company is proposing to change the designation of Mr. Sachin Bansal (DIN: 02356346) and appoint him as an Executive Director of the Company for a period of 5 (five) consecutive years with effect from February 11, 2022 to February 10, 2027 without any remuneration. The provisions of section 152 of the Companies Act, 2013 requires that executive director shall be appointed by members in the general meeting.

As per the recommendation of the NRC committee, the Board recommends the appointment by the members by means of special resolution. Except Mr. Sachin Bansal no other Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this resolution.

### ITEM NO. 2

To meet the growing business needs of the Company which would require borrowing from banks and financial institutions from time to time to meet the fund requirement of the Company to carry on its business. Accordingly, it is proposed to increase the Borrowing limit from the existing INR 5000 Crores to INR 8000 Crores.

As per section 180(1)(c) of the Companies Act, 2013 the Board of Directors of a company shall borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business only with the consent of the members of the company by way of special resolution.

Board of Directors recommends approval by the members as a special resolution.

None of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this resolution.

### **ITEM NO. 3**

As per section 180(1)(a) of the Companies Act, 2013 consent of the members is required to pledge, mortgage, hypothecate and/or create charge on the assets of the Company on all the immovable and movable assets of the Company in favour of the Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company in respect of such borrowings provided that the maximum extent of the indebtedness secured by the assets of the Company does not exceed INR 8000 Crores (INR Eight Thousand Crores Only) at any time.

Board of Directors recommends approval by the members as a special resolution.

None of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this resolution.

### **ITEM NO. 4**

As earlier approval obtained for issuance of NCD has expired on February 28, 2022 which was duly approved in a meeting of the Members of the Company on March 01, 2021. Fresh approval is required for issuance of NCDs for the next one year with an aggregate issue size of INR 3,000 Crore through private placement. To manage the borrowing program, the Company proposes to pass a special resolution to allow the Company to offer NCDs, within the limits sanctioned under section 180(1)(c) of the Companies Act, 2013, on a private placement basis in terms of the provisions of Section 42 and 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**the Rules**") for the next one year.

Board of Directors recommends approval by the members as a special resolution.

None of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this resolution.

### **ITEM NO. 5**

Management has the proposal for issuance of Commercial Papers ("**CPs**") up to a limit not exceeding INR 1000 Crores. Pursuant to the limits sanctioned under section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read along with the applicable rules under the Companies Act, 2013 (including statutory modification(s), amendment(s) or re-enactment thereof and any circulars, notifications, clarifications, rules

passed thereunder from time to time), SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and any other applicable law, and the Memorandum and Articles of Association of the Company consent of the members is require for issuance of Commercial Papers ("CPs").

Board of Directors recommends approval by the members as a special resolution.

None of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this resolution.

#### **ITEM NO. 6, 7 and 8**

The Company is proposing to undertake, subject to receipt of requisite authorizations and approvals, and market conditions, an issuance and listing of debt securities by way of a public issuance in accordance with and in terms of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof to the extent notified and in effect, and the rules framed thereunder (the "**Companies Act**"), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (the "**SEBI NCS Regulations**") and other applicable laws (the "**Issue**").

Pursuant to the provisions of sections 13, 14 and 18 and other applicable provisions, if any, of the Companies Act, 2013, to the extent notified and as amended, and the rules made thereunder the Company is requiring to (i) be converted into a public limited company in accordance with the applicable provisions of the Companies Act, 2013, as amended, and the rules made thereunder and (ii) alter its Memorandum of Association and Articles of Association pursuant to conversion into a public limited company.

Board of Directors recommends approval by the members as a special resolution set out at Item Nos. 6,7 and 8.

None of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in these resolutions.

#### **ITEM NO. 9**

Company has proposed to enter in Contract(s)/arrangement(s)/transaction(s) with Navi Mutual Fund, for investment in mutual fund scheme (limited to Equity Funds, Liquid Funds and Overnight Funds) for INR 100 crore per annum, subject to a maximum of INR 100 crore outstanding at any point in time. Duration of the transaction shall be 12 months at a time. The Company has an active treasury desk which regularly invests surplus funds in various

mutual funds. If the risk and return parameters are acceptable to the Company option to invest in the liquid and overnight schemes of Navi Mutual Fund will be considered.

The investment in the mutual funds will be in accordance with the Fund Investment Guidelines of the Company, as updated and approved by the Investment Committee from time to time. There are no restrictions under SEBI regulations for investment by related parties. The general restriction under SEBI Regulations that no investor should invest more than 25% of the corpus of a fund will apply. Treasury team will ensure that this threshold is not breached. The transactions will be conducted on an arm's length basis.

Board of Directors recommends approval by the members as a special resolution.

No Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this resolution.

**By order of the Board**  
For **Navi Finserv Private Limited**

A handwritten signature in blue ink, appearing to be 'Ankit Agarwal'.

Ankit Agarwal  
Director  
DIN: 08299808  
Place: Bangalore  
Date: 05/03/2022



### ATTENDENCE SLIP

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

Regd. Folio. No/DP.Id/ Client id	
Name of shareholder:	
Address of shareholder:	
Proxy Name:	
Address of proxy:	

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the company to be held on Saturday, 5<sup>th</sup> March, 2022 at 5.30 PM at Wing B, 7th Floor, Prestige RMZ Startech, No. 139, 2, Hosur Rd, Koramangala Industrial Layout, S.G. Palya, Bengaluru 560095, Karnataka

Please (✓) in the box

1. Member

2. Proxy

Signature of member/Proxy

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]

Name of the member :

Registered address :

E-mail Id :

Folio No :

DP ID :

I, being the member of ..... Equity shares of the above named company, hereby  
appoint

Name :

Address :

E-mail ID :

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra  
Ordinary General Meeting of the company to be held on Saturday 5<sup>TH</sup> March, 2022 AT 5.30  
PM AT Wing B, 7th Floor, Prestige RMZ Startech, No. 139, 2, Hosur Rd, Koramangala  
Industrial Layout, S.G. Palya, Bengaluru 560095, Karnataka and at any adjournment  
thereof in respect of such resolutions as are indicated below:

Special Business

Resolution No	Particulars	Favor / against
1	TO APPOINT MR. SACHIN BANSAL AS AN EXECUTIVE DIRECTOR OF THE COMPANY	
2	TO INCREASE THE OVERALL BORROWING LIMITS OF THE COMPANY	
3	TO APPROVE MORTGAGE/PLEDGE /HYPOTHECATE/CREATE CHARGE ON THE ASSETS OF THE COMPANY	
4	TO APPROVE THE BORROWINGS OF THE COMPANY BY WAY OF ISSUANCE OF NON-CONVERTIBLE DEBENTURES("NCDS")	



5	TO APPROVE THE BORROWINGS OF THE COMPANY BY WAY OF ISSUANCE OF COMMERCIAL PAPERS("CPS")	
6	TO APPROVE CONVERSION FROM PRIVATE LIMITED COMPANY TO PUBLIC LIMITED COMPANY	
7	TO APPROVE ALTERATION TO THE MEMORANDUM OF ASSOCIATION("MOA") OF THE COMPANY	
8	TO APPROVE ADOPTION OF RESTATED ARTICLES OF ASSOCIATION("AOA") OF THE COMPANY	
9	TO APPROVE RELATED PARTY TRANSACTION WITH NAVI MUTUAL FUND	

Signed this ..... day of ..... 2022

\_\_\_\_\_  
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.

Affix Revenue  
Stamp