

SHORTER NOTICE OF EXTRAORDINARY GENERAL MEETING (01/2022-23)

SHORTER NOTICE IS HEREBY GIVEN THAT FIRST EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF NAVI FINSERV PRIVATE LIMITED (THE “COMPANY”) WILL BE HELD ON FRIDAY, APRIL 1, 2022 AT 3:00 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 BUSINESS:

ITEM NO. 1 APPOINTMENT OF MR. ARINDAM HARAPRASAD GHOSH (DIN 01423589) AS AN INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the recommendation of the Board of Directors of the Company in its meeting held on March 30, 2022, and the provisions of Sections 149 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**”) and other applicable law and pursuant to the provisions of the articles of association of the Company, Mr. Arindam Haraprasad Ghosh (**DIN: 01423589**), who has provided consent to act as an Independent Director of the Company and has submitted a declaration that he meets the criteria for appointment as an Independent Director under the Companies Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from April 1, 2022 to March 31, 2027.

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

By order of the Board
For Navi Finserv Private Limited

Ankit Agarwal
Managing Director
DIN: 08299808

Place: Bangalore
Date: 01.04.2022

NOTES

1. Explanatory statement Pursuant to Section 102 (1) of the Companies Act, 2013 on the special business 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 copy of the blank Proxy Form is duly enclosed to this notice. Refer **Annexure B**.
3. In the case of a corporate member, it is requested to send a certified copy of the board resolution authorising the representative to attend and vote on its behalf at the meeting.
4. All documents referred to in the accompanying Notice and the Explanatory Statement are available for inspection at the corporate office of the Company, i.e., Wing B, 7th Floor, Prestige RMZ Startech, Koramangala, Bangalore 560 095 on office working days.
5. The Notice calling the EGM has been uploaded on the website of the Company at www.navifinserv.com.
6. Pursuant to Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their shareholders electronically.
7. Members are requested to intimate to the Company's Registered Office, any change in their registered address.
8. Attendance Slip is duly annexed to this notice. Refer **Annexure C**.
9. Necessary route map for the venue of the meeting is annexed to this notice. Refer **Annexure D**.
10. This meeting is convened at a shorter notice, subject to receipt of requisite consent of the members of the Company.

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

ITEM NO. 1

The Board of Director in their meeting held on March 30, 2022 has recommended the appointment of Mr. Arindam Haraprasad Ghosh (**DIN:** 01423589) as an Independent Director with effect from April 1, 2022.

The Company has received declaration of independence from Mr. Arindam Haraprasad Ghosh. In the opinion of the Board, Mr. Arindam Haraprasad Ghosh fulfil the conditions specified in the Companies Act, 2013 for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for his appointment, setting out terms and conditions of his appointment is available for inspection at the Corporate Office of the Company during business hours on any working day and is also available on the website of the Company www.navifinserv.com.

Profile and Background of the Proposed Independent Director

Mr. Arindam Haraprasad Ghosh is a qualified Chartered Accountant and has over 2 decades of leadership experience in financial services in India and the Asia-Pacific region across Asset Management, Wealth Management, NBFCs, and Fintech with a clear preference for start-ups. Recently, he has been associated with Alphaniti Fintech Private Ltd as Director & CEO, which is a Fintech Company, engaged in building digital products and solutions across asset classes by combining big data, technology, and deep domain expertise.

Previously, Arindam was associated with Mirae Asset Global Investments which is one of the leading global asset management organizations. He joined Mirae Asset as 'Head of Asia Pacific Business' based out of Hong Kong and spearheaded their global expansion. Subsequently, as CEO & Director, he launched and established the Indian Mutual fund organization from inception.

Before joining Mirae Asset, he was associated with Fidelity with their Asia pacific team. During his association with Fidelity, he covered the key markets in the Asia Pacific Region and comprising Japan, Australia, HongKong, South Korea, Taiwan, and Singapore

He has also been associated with the financial services industry through his career stints across leading domestic organizations including Tata and AV Birla Group.

Details pursuant to the requirements of Secretarial Standards-2

Name of the Director or Manager	Mr. Arindam Haraprasad Ghosh
Age	58 years
Qualifications	B. Com and Chartered Accountant
Experience	More than 20 years

Terms and conditions of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Terms and Conditions of his appointment is as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website.
Date of first appointment on the Board	-
Shareholding in the company	NIL
Relationship with other Directors of the company	NA

Other Directorships held by the Proposed Independent Director | Mr. Arindam holds Directorship in the following Companies:

1. Alphaniti Fintech Private Limited
2. Brainstormerz Research and Dataanalytics Private Limited
3. Navi AMC Limited

Membership/ Chairmanship of Committees of other Boards | Mr. Arindam holds the position of Chair in the Risk Management Committee of Navi AMC Limited and member of the Audit Committee and Nomination and Remuneration Committee of Navi AMC Limited.

The Board recommends the members to pass the resolution as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financially or otherwise) in this Resolution.

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]

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 Friday April 1, 2022 AT 3:00 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	APPOINTMENT OF Mr. ARINDAM HARAPRASAD GHOSH (DIN 01423589) AS AN INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY	

Signed this day of 2022

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp

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.

**Annexure C
ATTENDANCE 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 Friday April 1, 2022 AT 3:00 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

Annexure D

Route Map to the Venue of EGM

Venue: Navi Finserv Private Limited, Temple Tree Meeting room, Wing B, 7th Floor, Prestige RMZ Startech, Koramangla, Bangalore 560 095, Karnataka, India

Landmark: Prestige RMZ Startech

