

NOTICE OF EXTRA-ORDINARY GENERAL MEETING (02/2022-23)

NOTICE IS HEREBY GIVEN THAT SECOND EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF NAVI FINSERV LIMITED (THE "COMPANY") WILL BE HELD AT SHORTER NOTICE ON SATURDAY, MAY 21, 2022, AT 08.30 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 AMEND THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to Section 61 and all other applicable provisions of the Companies Act, 2013 and rules made there under, consent of the members be and is hereby accorded to increase the authorized share capital of the Company from INR 205,00,00,000 (Indian Rupees Two Hundred Five Crores only) divided into 20,50,00,000 (Twenty Crores Fifty Lakh only) Equity shares of INR 10 (Indian Rupees Ten only) each to INR 600,00,00,000 (Indian Rupees Six Hundred Crores only) divided into 60,00,00,000 (Sixty Crores only) Equity shares of INR 10 (Indian Rupees Ten only) each ranking pari passu with the existing Equity shares of the Company in all respects.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be altered accordingly by substituting Clause V with the below:

The Authorized Share Capital of the Company is INR 600,00,00,000 (Indian Rupees Six Hundred Crores only) divided into 60,00,00,000 (Sixty Crores only) Equity shares of INR 10 (Indian Rupees Ten only).

RESOLVED FURTHER THAT Directors or Company Secretary of the Company be and are hereby authorized, to make all necessary filings, intimations with or to the concerned regulatory, statutory or governmental authorities or third parties in connection with the amendment of the MOA of the Company, as may be required for and on behalf of the Company pursuant to, or for giving effect to, the foregoing resolution."

By order of the Board

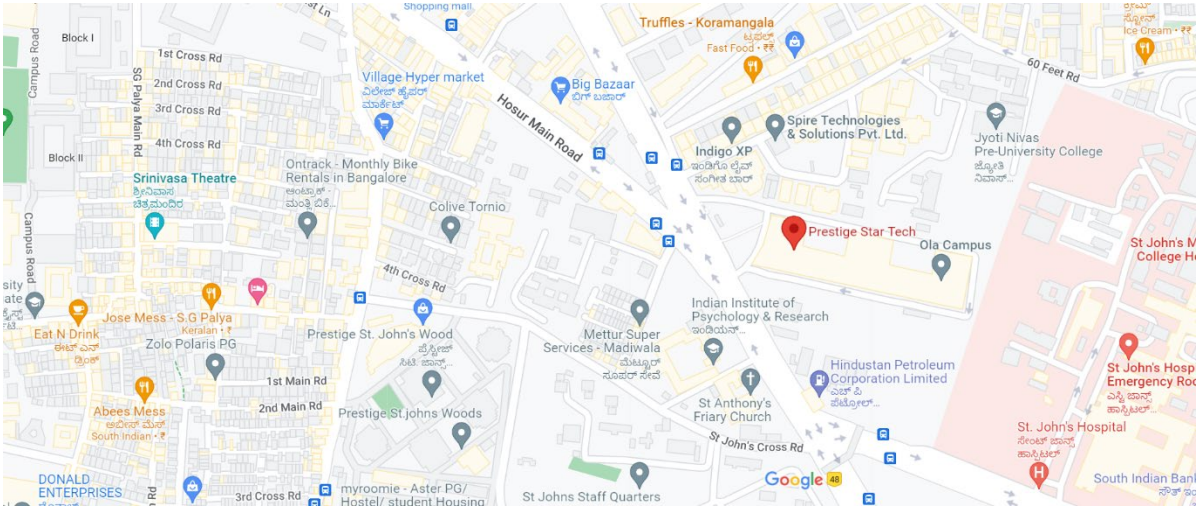
For **Navi Finserv Limited**

Ankit Agarwal
Director
DIN: [08299808](#)
Place: Bangalore

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:



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

ITEM NO. 1 TO AMEND THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION("MOA") OF THE COMPANY

The management proposal is to accommodate the issue of fresh capital and in this regards the Company is required to increase its Authorized Share Capital from INR 205 Crores to INR 600 Crores to accommodate equity infusion.

The Board had accorded its consent to amend the MOA as proposed in this Notice in its meeting held on May 21, 2022, subject to the approval of the Members at a General Meeting. The Board seeks the approval of the proposed resolutions by way of a special resolution.

By order of the Board

For **Navi Finserv Limited**

Ankit Agarwal
Director
DIN: [08299808](#)
Place: Bangalore

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, May 21, 2022 AT 08.30 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