

NOTICE OF EIGHTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EIGHTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF NAVI FINSERV PRIVATE LIMITED (FORMERLY KNOWN AS CHAITANYA RURAL INTERMEDIATION DEVELOPMENT SERVICES PRIVATE LIMITED) WILL BE HELD ON MONDAY, 31ST AUGUST 2020 AT 10:00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT NO. 145, 2ND FLOOR, NR SQUARE, 1ST MAIN ROAD, SIRSI CIRCLE, CHAMRAJPET, BANGALURU - 560 018, KARNATAKA, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

ITEM NO 1: TO RECEIVE, CONSIDER AND ADOPT THE STANDALONE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH 2020 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND OF THE AUDITORS THEREON.

To consider and thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2020 including the Audited Balance Sheet as at March 31, 2020, Statement of Profit & Loss account and Cash flow statements for the year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon; along with all annexures as laid before this Annual General Meeting be and hereby received, considered and adopted.”

SPECIAL BUSINESS:

ITEM NO: 2. APPOINTMENT OF MR. RANGANATHAN SRIDHARAN (DIN: 00868787) AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modification/s the following resolution as **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, and the applicable Reserve Bank of India rules, guidelines, directions and circulars including the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 (as amended from time to time), Ms. Mr. Ranganathan Sridharan (DIN: 00868787) who qualifies for being appointed as an Independent Director as recommended by the Board of Directors in their meeting held on 24th August 2020, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years.”



“RESOLVED FURTHER THAT Mr. Ankit Agarwal, Director (DIN: 08299808) or Ms. Dimple J Shah, Company Secretary of the company be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution.”

ITEM NO: 3. TO AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass with or without modification/s the following resolution as **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the consent of the members of the Company be and are hereby accorded to adopt the alteration of Articles of Association of the Company by replacing the existing Articles of Association of the Company with a new set of Articles of Association.”

“RESOLVED FURTHER THAT Mr. Ankit Agarwal, Director (DIN: 08299808) or Ms. Dimple J Shah, 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 AOA 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 Private Limited (Formerly known as Chaitanya Rural Intermediation Development Services Private Limited)


Ankit Agarwal
Director
DIN: 08299808



Date: 24.08.2020
Place: Bangalore

Notes:

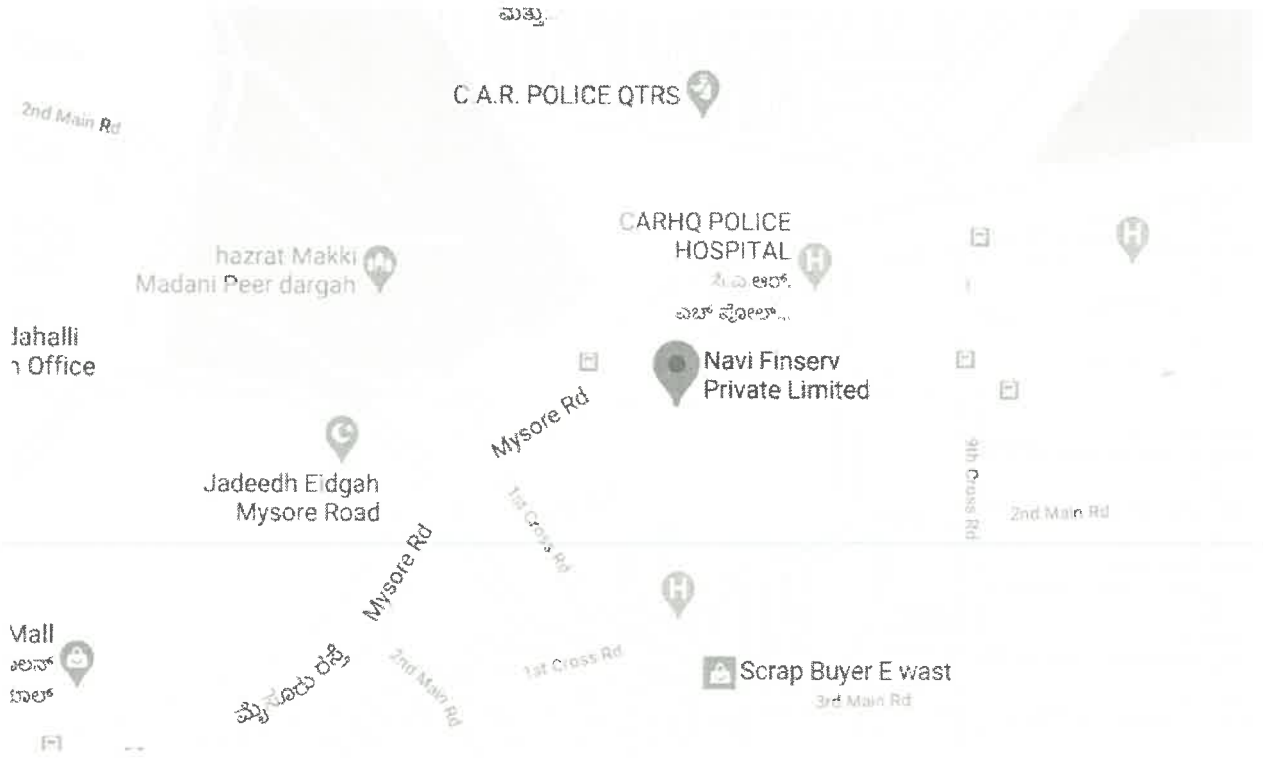
- An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special businesses to be transacted at the meeting is annexed hereto.
- A Member entitled to attend and vote at the Extra-Ordinary General Meeting is entitled to appoint proxy/proxies to attend the meeting and vote on poll, if any, instead of himself/herself and such a proxy/ proxies need not be a member of the Company.

Proxies, in order to be effective, must be received in the enclosed Proxy Form by the Company at its Registered Office not less than forty-eight hours before the time fixed for the meeting.

- Members are requested to notify immediately any change in their address to the company.
- Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company during normal business hours (09.00 a.m. to 5.30 p.m.) on all working days between Monday to Saturday (except 2nd and 4th Saturday of the month) of every week, up to and including the date of the Extra-Ordinary General Meeting of the Company.



Route Map



EXPLANATORY STATEMENT**(Pursuant to Section 102 of the Companies Act, 2013)****ITEM NO 2:**

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of the Members. Based on the recommendation by the Board of Directors, the Company is proposing to appoint Mr. R. Sridharan as an Independent Director on the Board of the Company.

The appointment of Mr. R. Sridharan, shall be effective upon approval by the Members in the Meeting.

In the opinion of the Board, Mr. R. Sridharan fulfils the conditions for his appointment as an Independent Director as specified in the Act and RBI Regulations. Mr. R. Sridharan is independent of the management and possesses appropriate skills, experience and knowledge.

Copy of draft letter of appointment of Mr. R. Sridharan setting out the terms and conditions of appointment is available for inspection by the Members at the registered office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice

The Board recommends for the approval by the members as an Ordinary Resolution set out at Item No. 2 of the Notice.

ITEM NO 3:

The AOA of the Company is being altered pursuant to the acquisition of Equity Shares by Navi Technologies Private Limited.

To give effect to the above in a simpler way, it is proposed that the provisions of the Articles be amended by replacing the existing set of Articles with the new set of Articles as set out in the present Notice.

At its meeting held on 24 August 2020, the Board granted its consent to amend the Articles as proposed in this Notice, 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.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice

The Board recommends for the approval by the members as a Special Resolution set out at Item No. 3 of the Notice.



By Order of the Board

For NAVI FINSERV PRIVATE LIMITED (Formerly Known as Chaitanya Rural Intermediation Development Services Private Limited)

Ankit Agarwal
Director
DIN: 08299808

A handwritten signature in blue ink, appearing to be 'Ankit', written above the printed name.

Date: 24.08.2020
Place: Bangalore

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 Annual General Meeting of the company to be held on **AUGUST 31, 2020, AT 10:00 A.M** At the Registered Office of the Company at No. 145, 2nd Floor, NR Square, 1st Main Road, Sirsi Circle, Chamrajpet, Bengaluru, Karnataka 560 018.

Please (✓) in the box

1. Member
2. Proxy

Signature of member/Proxy

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]

Corporate Identification Number : U65923KA2012PTC062537
Name of the company : NAVI FINSERV PRIVATE LIMITED
Registered office : No. 145, 2nd Floor, NR Square, 1st Main Road, Sirsi
Circle, Chamrajpet, Bengaluru, 560018. Karnataka
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

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 Annual General Meeting of the company to be held on **MONDAY, AUGUST 31, 2020 AT 10:00 A.M** at the Registered Office of the company situated at No.145, 2nd Floor, NR Square, 1st Main Road, Sirsi Circle, Chamrajpet, Bengaluru, 560 018. Karnataka to transact the following business and any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Particulars	Favor / against
01	TO RECEIVE, CONSIDER AND ADOPT THE STANDALONE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31 ST MARCH 2020 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND OF THE AUDITORS THEREON.	
02	APPOINTMENT OF MR. SRIDHARAN RANGANATHAN (DIN: 00868787) AS AN INDEPENDENT DIRECTOR OF THE COMPANY	
03	TO AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY	

Signed this day of..... 20....

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.