

PUBLIC ANNOUNCEMENT



NAVI TECHNOLOGIES LIMITED

Our Company was originally incorporated on December 10, 2018 as a private limited company under the Companies Act, 2013, in the name of 'BAC Acquisitions Private Limited' and was issued a certificate of incorporation dated December 13, 2018 by the Deputy Registrar of Companies, Central Registration Centre. The name of our Company was changed to 'Navi Technologies Private Limited' pursuant to a special resolution passed by our Shareholders on September 27, 2019 and a fresh certificate of incorporation pursuant to change of name dated October 14, 2019 was issued by the Registrar of Companies, Karnataka at Bangalore ("RoC"). Our Company was converted from a private limited company to a public limited company pursuant to a special resolution passed by our Shareholders on February 2, 2022, and the name of our Company was changed to 'Navi Technologies Limited'. A fresh certificate of incorporation dated February 15, 2022 consequent upon change of name on conversion to a public limited company was issued by the RoC. For further details on the changes in the name of our Company, see "History and Certain Corporate Matters" on page 238 of Draft Red Herring Prospectus dated March 10, 2022.

Registered Office: Ground Floor, Indique AMR Tech Park, Hongasandra Village, Hosur Road, Bengaluru - 560 068, Karnataka, India; **Tel:** +91 80 4630 6900
Corporate Office: Wing B, 7th Floor, Prestige RMZ Startech, No.139, 2, Hosur Rd, Koramangala Industrial Layout, S.G. Palya, Bengaluru - 560 095, Karnataka, India; **Tel:** +91 80 4511 3400
Website: www.navi.com; **Contact Person:** Thomas Joseph, Company Secretary and Compliance Officer; **E-mail:** cs@navi.com
Corporate Identity Number: U72900KA2018PLC119297

SACHIN BANSAL IS THE PROMOTER OF OUR COMPANY

INITIAL PUBLIC OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹100 EACH ("EQUITY SHARES") OF NAVI TECHNOLOGIES LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) AGGREGATING UP TO ₹33,500.00 MILLION (THE "ISSUE"). OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, MAY CONSIDER A FURTHER ISSUE OF SPECIFIED SECURITIES, INCLUDING BY WAY OF A PRIVATE PLACEMENT, RIGHTS ISSUE, PREFERENTIAL OFFER OR ANY OTHER METHOD AS MAY BE PERMITTED UNDER APPLICABLE LAW TO ANY PERSON(S), AGGREGATING UP TO ₹6,700.00 MILLION, AT ITS DISCRETION, PRIOR TO THE FILING OF THE RED HERRING PROSPECTUS WITH THE ROC ("PRE-IPO PLACEMENT"). IF THE PRE-IPO PLACEMENT IS UNDERTAKEN, THE FRESH ISSUE SIZE WILL BE REDUCED TO THE EXTENT OF SUCH PRE-IPO PLACEMENT, SUBJECT TO THE OFFER CONSTITUTING AT LEAST [●]% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF EQUITY SHARES IS ₹100 EACH. THE PRICE BAND AND THE MINIMUM BID LOT SHALL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLMs AND WILL BE ADVERTISED IN ALL EDITIONS OF [●], AN ENGLISH NATIONAL DAILY NEWSPAPER, ALL EDITIONS OF [●], A HINDI NATIONAL DAILY NEWSPAPER AND ALL EDITIONS OF [●], A KANNADA DAILY NEWSPAPER WITH WIDE CIRCULATION (KANNADA BEING THE REGIONAL LANGUAGE OF KARNATAKA, WHERE OUR REGISTERED OFFICE IS LOCATED) AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED ("BSE") AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

ADDENDUM TO THE DRAFT RED HERRING PROSPECTUS DATED MARCH 10, 2022 ("DRHP"): NOTICE TO INVESTORS ("ADDENDUM TO THE DRHP")

This is with reference to the DRHP filed by the Company with the Securities and Exchange Board of India ("SEBI") and the Stock Exchanges in connection with the Issue. Potential Bidders may note the following:

- Our Company has undertaken, pursuant to Board and Shareholders' resolutions dated August 26, 2022 and August 29, 2022, respectively, to sub-divide our Authorized Share Capital from ₹75,000,000,000 consisting of 750,000,000 Equity Shares of face value of ₹100 each to ₹75,000,000,000 consisting of 7,500,000,000 equity shares of face value of ₹10 each. Accordingly, the face value of the equity shares of our Company stands revised to ₹10 each.
- Relevant changes to reflect the change in Face Value and corresponding Equity Shares will be disclosed in the Red Herring Prospectus and the Prospectus to be filed with the RoC, SEBI and the Stock Exchanges.

The DRHP shall be read in conjunction with this Addendum to the DRHP. The information in this Addendum to the DRHP supplements and updates the information in the DRHP, as applicable. However, please note that this Addendum does not reflect all the changes that have occurred between the date of filing of the DRHP and the date hereof, and the information included in the DRHP will be suitably updated, including to the extent stated in this Addendum to the DRHP, as may be applicable, in the Red Herring Prospectus and the Prospectus, as and when filed with the RoC, SEBI and the Stock Exchanges.

BOOK RUNNING LEAD MANAGERS					REGISTRAR TO THE ISSUE
Axis Capital Limited 1 st Floor, C-2, Axis House Wadia International Centre P.B. Marg, Worli, Mumbai - 400 025 Maharashtra, India Tel: +91 22 4325 2183 E-mail: navi.ipo@axiscap.in Investor grievance e-mail: complaints@axiscap.in Website: www.axiscapital.co.in Contact person: Harish Patel SEBI registration no.: INM000012029	BofA Securities India Limited Ground Floor, "A" Wing, One BKC, "G" Block, Bandra Kurla Complex Bandra (East), Mumbai - 400 051 Maharashtra, India Tel: +91 22 6632 8000 E-mail: dg.navi_ipo@bofa.com Investor grievance e-mail: dg.india_merchantbanking@bofa.com Website: www.ml-india.com Contact person: Deepa Salvi SEBI registration no.: INM000011625	Credit Suisse Securities (India) Private Limited 9 th Floor, Ceejay House Plot F Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai - 400 018 Maharashtra, India Tel: +91 22 6777 3885 E-mail: list.naviipo@credit-suisse.com Investor grievance e-mail: list.igcellmer-bnkg@credit-suisse.com Website: www.credit-suisse.com/in/en/investment-banking-apac/investment-banking-in-india/ipo.html Contact person: Abhishek Joshi SEBI registration no.: INM000011161	Edelweiss Financial Services Limited 6 th Floor, Edelweiss House Off CST Road, Kalina Mumbai - 400 098 Maharashtra, India Tel: +91 22 4009 4400 E-mail: navi.ipo@edelweissfn.com Investor grievance e-mail: customerservice.mb@edelweissfn.com Website: www.edelweissfn.com Contact person: Dhruv Bhavsar SEBI registration no.: INM0000010650	ICICI Securities Limited ICICI Venture House Appasaheb Marathe Marg Prabhadevi, Mumbai - 400 025 Maharashtra, India Tel: +91 22 6807 7100 E-mail: navi.ipo@icicisecurities.com Investor grievance e-mail: customercare@icicisecurities.com Website: www.icicisecurities.com Contact person: Rupesh Khant / Akhil Mohod SEBI registration no.: INM000011179	Link Intime India Private Limited C-101, 1 st Floor, 247 Park L.B.S. Marg, Vikhroli (West) Mumbai - 400 083 Maharashtra, India Tel: +91 22 4918 6200 E-mail: navitech.ipo@linkintime.co.in Investor grievance e-mail: navitech.ipo@linkintime.co.in Website: www.linkintime.co.in Contact person: Shanti Gopalkrishnan SEBI registration no.: INR000004058

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the DRHP.

For NAVI TECHNOLOGIES LIMITED
On behalf of the Board of Directors
Sd/-

Place: Bengaluru
Date: August 29, 2022

Thomas Joseph
Company Secretary and Compliance Officer

Disclaimer: Navi Technologies Limited is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to undertake an initial public offering of its Equity Shares and has filed the DRHP with SEBI on March 12, 2022. The DRHP is available on the website of SEBI at www.sebi.gov.in, website of stock exchanges i.e. NSE at www.nseindia.com, BSE at www.bseindia.com and the website of the BRLMs, i.e. Axis Capital Limited, BofA Securities India Limited, Credit Suisse Securities (India) Private Limited, Edelweiss Financial Services Limited, and ICICI Securities Limited at www.axiscap.in, www.ml-india.com, www.credit-suisse.com, www.edelweissfn.com, and www.icicisecurities.com, respectively. Any potential investors should note that investment in equity shares involves a high degree of risk and for details relating to such risk, see "Risk Factors" on page 32 of the Draft Red Herring Prospectus. Potential investors should not rely on the DRHP filed with SEBI for making any investment decision.

The Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons as defined in Regulation S under the U.S. Securities Act ("U.S. Persons") except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Our Company has not registered and does not intend to register under the U.S. Investment Company Act. Accordingly, the Equity Shares are only being offered and sold (i) to persons in the United States or to, or for the account or benefit of, U.S. Persons, in each case that are both "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in the Draft Red Herring Prospectus as "U.S. QIBs"); for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in the Draft Red Herring Prospectus as "QIBs") and "qualified purchasers" (as defined under the U.S. Investment Company Act and referred to in the Draft Red Herring Prospectus as "QPs") in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act and in reliance upon section 3(c)(7) of the U.S. Investment Company Act; or (ii) outside the United States to investors that are not U.S. Persons nor persons acquiring for the account or benefit of U.S. Persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares may not be re-offered, re-sold, pledged or otherwise transferred except in an offshore transaction in accordance with Regulation S to a person outside the United States and not known by the transferor to be a U.S. Person by pre-arrangement or otherwise (including, for the avoidance of doubt, a bona fide sale on the BSE or the NSE).