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# navi NAVI FINSERV LIMITED

Our Company was originally incorporated as Chaitanya Rural Intermediation Development Services Private Limited as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies, Karnataka at Bangalore ("RoC") on February 14, 2012. Our Company has obtained a certificate of registration bearing number N-02.00270 dated March 11, 2016 issued by the RBI to commence/ carry on the business of non-banking financial institution without accepting public deposits under Section 45IA of the RBI Act, 1934. Our Promoter acquired control over our Company on October 23, 2019. The name of our Company was changed to 'Navi Finserv Private Limited' pursuant to a certificate of incorporation issued by the RoC on April 22, 2020. A fresh certificate of registration was issued by RBI on May 15, 2020 pursuant to name change of our Company from Chaitanya Rural Intermediation Development Services Private Limited to Navi Finserv Private Limited. Our Company was converted from a private limited company to a public limited company pursuant to a special resolution passed by our Shareholders on March 5, 2022, and the name of our Company was changed to 'Navi Finserv Limited'. Further, a fresh certificate of incorporation dated April 5, 2022 consequent upon change of name on conversion to a public limited company was granted by the RoC. A fresh certificate of registration was issued by the RBI on May 18, 2022 pursuant to the name change of our Company from Navi Finserv Private Limited to Navi Finserv Limited. For details regarding changes to our Registered Office, see "History and Certain Corporate Matters" beginning on page 147 of the Prospectus.

**Corporate Identity Number:** U65923KA2012PLC062537 **PAN:** AAECCT7456R; **Registered Office:** Second Floor, AMR Tech Park, Sy. No. 23 & 24, Hongasandra Village, Hosur Road, Bangalore, Karnataka - 560068, India.  
**Corporate Office:** Prestige RMZ Startech, 7<sup>th</sup> floor, Wing B, No. 139, 2, Hosur Road, Koramangala Industrial Layout, S.G. Palya, Bengaluru 560 095, Karnataka, India. **Tel:** +91 89519 04682. **Website:** www.navifinserv.com;  
**Email:** corporate\_finserv@navi.com; **Company Secretary and Compliance Officer:** Puneet Bhatia; **Tel:** +91 8951 904682; **Email:** secretarial@navi.com; **Chief Financial Officer:** Divyesh Jain; **Tel:** +91 8951 904682; **Email:** divyesh.jain@navi.com

## THE ISSUE

**PUBLIC ISSUE BY NAVI FINSERV LIMITED ("COMPANY" OR THE "ISSUER") OF SECURED, RATED, LISTED, REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH ("NCDs") FOR AN AMOUNT AGGREGATING UP TO ₹ 3,000 MILLION ("BASE ISSUE SIZE") WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹ 3,000 MILLION ("GREEN SHOE OPTION") AGGREGATING UP TO 6,000,000 NCDs FOR AN AMOUNT UP TO ₹ 6,000 MILLION ("ISSUE SIZE" OR "ISSUE LIMIT") (HEREINAFTER REFERRED TO AS THE "ISSUE") THROUGH THE PROSPECTUS DATED MAY 12, 2022 ("OFFER DOCUMENT").**  
**THE ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON - CONVERTIBLE SECURITIES) REGULATIONS, 2021, AS AMENDED (THE "SEBI NCS REGULATIONS"), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER, EACH AS AMENDED (THE "COMPANIES ACT, 2013") TO THE EXTENT NOTIFIED AND THE SEBI OPERATIONAL CIRCULAR.**

**Credit Rating: IND A/ Stable by India Ratings & Research Pvt Ltd**

## ISSUE PROGRAMME\*

## ISSUE OPENS TODAY

## ISSUE CLOSING ON: FRIDAY, JUNE 10, 2022

\*The Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. (Indian Standard Time) during the period indicated above, except that this Issue may close on such earlier date or extended date (subject to a period of maximum of 30 days from the date of Prospectus) as may be decided by the Board of Directors of the Company or a duly authorised committee thereof. In the event of an early closure or extension of this Issue, the Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in all the newspapers in which pre-issue advertisement has been given on or before such earlier or initial date of Issue closure. On the Issue Closing Date, the Application Forms will be accepted only between 10 a.m. and 3 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by the Stock Exchanges. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5 p.m. (Indian Standard Time) on one Working Day after the Issue Closing Date. For further details please refer to the chapter titled "Issue Related Information" on page 189 of the Prospectus.

**The Company's Promoter is Navi Technologies Limited; Tel: +91 80 4630 6900; Email: cs@navi.com For further details, see "Our Promoter" beginning on page 170 of the Prospectus.**

The following are the terms of Secured NCDs pursuant to the Prospectus :

| Series                                                                                               | I         | II                                   | III       | IV*       |
|------------------------------------------------------------------------------------------------------|-----------|--------------------------------------|-----------|-----------|
| Frequency of Interest Payment                                                                        | Monthly   | Annual                               | Monthly   | Annual    |
| Minimum Application                                                                                  |           | ₹ 10,000 (10 NCDs) across all series |           |           |
| In Multiples of thereafter (₹)                                                                       |           | ₹ 1,000 (1 NCD)                      |           |           |
| Face Value/ Issue Price of NCDs (₹/ NCD)                                                             |           | ₹ 1,000                              |           |           |
| Type of Instrument                                                                                   |           | Secured NCDs                         |           |           |
| Tenor                                                                                                | 18 Months | 18 Months                            | 27 Months | 27 Months |
| Coupon (% per annum) for NCD Holders in Category I, Category II, Category III & Category IV          | 9.20%     | 9.50%                                | 9.40%     | 9.75%     |
| Effective Yield (% per annum) for NCD Holders in Category I, Category II, Category III & Category IV | 9.59%     | 9.57%                                | 9.80%     | 9.77%     |
| Mode of Interest Payment                                                                             |           | Through Various Modes available      |           |           |
| Amount (₹ / NCD) on Maturity for NCD Holders in Category I, Category II, Category III & Category IV  | ₹ 1,000   | ₹ 1,000                              | ₹ 1,000   | ₹ 1,000   |
| Maturity / Redemption Date (from the Deemed Date of Allotment)                                       | 18 Months | 18 Months                            | 27 Months | 27 Months |
| Put and Call Option                                                                                  |           | Not Applicable                       |           |           |

\*The Company shall allocate and allot Series IV NCDs wherein the Applicants have not indicated the choice of the relevant NCD Series.  
With respect to Series where interest is to be paid on an annual basis, relevant interest will be paid on each anniversary of the Deemed Date of Allotment on the face value of the NCDs. The last interest payment under annual Series will be made at the time of redemption of the NCDs. With respect to Series where interest is to be paid on a monthly basis, relevant interest will be paid on the same date of each month from the Deemed Date of Allotment on the face value of the NCDs. The last interest payment under monthly Series will be made at the time of redemption of the NCDs. Please refer to "Annexure D" on page 324 of the Prospectus, for details pertaining to the cash flows of the Company in accordance with the SEBI Operational Circular. In the event, the interest / pay out of total coupon / redemption amount is a fraction and not an integer, such amount will be rounded off to the nearest integer.  
Subject to applicable tax deducted at source, if any. For further details, please see the section entitled "Statement of Possible Tax Benefits available to the Debenture Holders" on page 77 of the Prospectus.  
Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions/consents/approvals in connection with applying for, subscribing to, or seeking Allotment of NCDs pursuant to the Issue. For further details, see "Issue Procedure" and "Terms of Issue" on page 205 and 189 of the Prospectus.  
Please note that the Basis of Allotment under the Issue will be on the basis of date of upload of each application into the electronic book of the Stock Exchanges in accordance with the SEBI Operational Circular. However, from the date of oversubscription and thereafter, the allotments will be made to the applicants on proportionate basis. For further details refer section titled "Issue Related Information" on page 189 of the Prospectus dated May 12, 2022.

**ASBA \*** | Simple, Safe, Smart way of Application!!!  
\*Applications Supported by Blocked Amount ("ASBA") is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA. Mandatory in public issues. No cheque will be accepted.



**UPI - Now available in ASBA for Retail Individual Investors.**  
**Bidders are required to ensure that the bank account used for bidding is linked to their PAN**

UPI - Now available in ASBA for Retail Individual Investors. Investors bidding using the UPI Mechanism are required to ensure that they use only their own bank account linked UPI ID to make an application in the Issue and for submitting bids upto an application value ₹ 5,00,000 applying through Designated Intermediaries, SCBSs or through the BSE Direct App/INSEgoBID / Web interface of stock exchanges or any other permitted methods. For details of the ASBA and UPI Process, refer to the details given in the Application Form and also refer to the section "Issue Procedure" beginning on page 211 of the Prospectus. List of banks supporting UPI is also available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in). HDFC Bank Limited has been appointed as Sponsor Bank for the Issue, in accordance with the requirement of the SEBI Operational Circular dated August 10, 2021.

## ADDENDUM TO THE PROSPECTUS DATED MAY 12, 2022: NOTICE TO INVESTORS (THE "SECOND ADDENDUM")

Potential Applicants may note that:  
The board of directors of the Company at the board meeting held on May 21, 2022:  
1. Approved the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022, including the balance sheet as of March 31, 2022, the statement of profit and loss for the Financial Year 2022 along with the notes, schedules appended thereto and the cash flow statement for the Financial Year 2022, and the same have been submitted to BSE Limited and is available on the website of BSE at [www.bseindia.com](http://www.bseindia.com). Accordingly, please note that the disclosure in "Material Developments" on page 188 of the Prospectus shall be deemed to be updated in this regard.  
2. Recommended to the shareholders of the Company to increase the authorized share capital of the Company from INR 2,05,00,00,000 (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 6,00,00,00,000 (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. Further, the shareholders of the Company have approved such increase in the authorised share capital of the Company by way of a resolution dated May 21, 2022. Accordingly, please note that the disclosure in "Capital Structure - Details of share capital" on page 63 of the Prospectus shall be deemed to be updated in relation to the authorised share capital of the Company.  
3. Approved the shifting of the registered office of the Company for operational convenience from Ground Floor, Salarpuria Business Centre, 93, 5th A Block, Koramangala Industrial Layout, Bengaluru - 560 095, Karnataka, India to Second Floor, AMR Tech Park, Sy. No. 23 & 24, Hongasandra Village, Hosur Road, Bangalore, Karnataka - 560068, India with effect from May 21, 2022. Accordingly, please note that the disclosures on the Cover Page of the Prospectus and, inter alia, "Definitions and Abbreviations - Registered Office", "General Information - Registered Office", "Our Business - Properties", "History and Certain Corporate Matters - Registered Office and changes to Registered Office" and "Material Contracts and Documents for Inspection" on pages 63, 53, 140, 147 and 314 of the Prospectus shall be deemed to be updated in relation to the address of the Registered Office of the Company.  
4. Accorded its consent for the offer and issuance of 2,62,66,667 (Two Crores Sixty-Two Lakhs Sixty Six Thousand Six Hundred Sixty Seven) equity shares of face value of INR 10 (Indian Rupees Ten) each at a premium of INR 65 (Indian Rupees Sixty Five) aggregating to INR 75 (Indian Rupees Seventy Five) per share on rights issue basis to every shareholder whose name appears in the register of members of the Company on May 13, 2022 as the holder of equity shares and in proportion of equity shares held on May 13, 2022. Accordingly, please note that the disclosure in "Material Developments" on page 188 of the Prospectus shall be deemed to be updated in this regard.  
5. Pursuant to the authorization granted by the shareholders of the Company by way of a resolution dated November 13, 2019 in accordance with the provisions of Section 179(3) and Section 186 of the Companies Act, 2013, accorded its consent for an investment not exceeding INR 1,00,00,00,000 (Indian Rupees One Hundred Crores only), in one or more tranches, into Chaitanya India Fin Credit Private Limited, the wholly-owned subsidiary of the Company. Accordingly, please note that the disclosure in "Material Developments" on page 188 of the Prospectus shall be deemed to be updated in this regard.  
Further, a fresh certificate of registration was issued by the RBI on May 18, 2022 pursuant to the name change of the Company from Navi Finserv Private Limited to Navi Finserv Limited. Accordingly, please note that the disclosures on the Cover Page, and the chapters titled "General Information", "Our Business", "History and Certain Corporate Matters" and "Material Contracts and Documents for Inspection" on pages 53, 122, 147 and 314, respectively, of the Prospectus shall be deemed to be updated in this regard.  
The Prospectus shall be read in conjunction with the Addendum cum Corrigendum to the Prospectus dated May 16, 2022 ("Addendum cum Corrigendum") and this Second Addendum. The information in the Addendum cum Corrigendum and this Second Addendum supplements and supersedes the Prospectus and updates the information in the Prospectus and the Abridged Prospectus, as applicable. All capitalised terms used in this Second Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the Prospectus and the Abridged Prospectus. Any reference to the Prospectus in relation to the Issue shall be deemed to include reference to the Addendum cum Corrigendum and this Second Addendum.

**NCD ALLOTMENT WILL BE MADE IN DEMATERIALIZED FORM ONLY. ALLOTMENTS IN CONSULTATION WITH THE LEAD MANAGERS AND DESIGNATED STOCK EXCHANGE SHALL BE MADE ON THE BASIS OF THE DATE OF UPLOAD OF EACH APPLICATION INTO THE ELECTRONIC PLATFORM OF THE STOCK EXCHANGE, IN EACH PORTION SUBJECT TO THE ALLOCATION RATIO. HOWEVER FROM THE DATE OF OVER SUBSCRIPTION, THE ALLOTMENT WILL BE MADE TO THE APPLICANTS ON PROPORTIONATE BASIS. FOR FURTHER DETAILS PLEASE REFER BASIS OF ALLOTMENT OF NCDs ON PAGE 238 OF THE PROSPECTUS.**

**INFORMATION REQUIRED UNDER SECTION 30 OF THE COMPANIES ACT, 2013:**  
**CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS :** For information on the main objects of the Company, see "History and Certain Corporate Matters" on page 147 of the Prospectus and Clause III of the Memorandum of Association of the Company. The Memorandum of Association of the Company is a document for inspection in relation to the Issue. For further details, see the section titled "Material Contracts and Documents for Inspection" on page 314 of the Prospectus.

**LIABILITY OF MEMBERS:** Limited by shares  
**AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE AS AT THE DATE OF THE PROSPECTUS:** The Authorised Share Capital of the Company is ₹ 2,05,00,00,000 divided into 205,00,000 Equity Shares of face value of ₹10 each. The issued, subscribed and paid up share capital of the Company is ₹ 1,785,736,860 divided into 178,573,686 Equity Shares of face value of ₹10 each. For further information on the share capital of the Company, see "Capital Structure" on page 63 of the Prospectus.

**NAMES OF THE SIGNATORIES AT THE TIME OF SIGNING OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF SHARES SUBSCRIBED BY THEM AT THE TIME OF SIGNING THE MEMORANDUM OF ASSOCIATION:** Given are the names of the signatories of the Memorandum of Association of the Company and the number of equity shares subscribed of face value of ₹10 each by them at the time of signing of Memorandum of Association: Mr. Anand Rao and Mr. Samit Shankar Shetty, who were allotted 5,000 Equity Shares each at the time of incorporation of the Company aggregating to 10,000 Equity Shares of face value of ₹10 each.

**LISTING:** The NCDs offered through the Prospectus are proposed to be listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") along with BSE, the "Stock Exchanges". The Company has received an 'in-principle' approval from BSE by way of its letter bearing reference number DCS/BMPI-BOND/004/22-23 dated April 28, 2022 and from NSE by way of its letter bearing reference number NSE/LIST/C/2022/0341 dated April 28, 2022. For the purposes of this Issue, BSE shall be the Designated Stock Exchange.

**DISCLAIMER CLAUSE OF BSE:** It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Prospectus has been cleared or approved by BSE Limited nor does it certify the correctness or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Prospectus for the full text of the Disclaimer clause of the BSE Limited.

**DISCLAIMER CLAUSE OF NSE:** It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to the Offer Document for the full text of the Disclaimer Clause of the NSE.

**DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM:** It is to be distinctly understood that the permission given by the Exchange to use their network and software of the Online system should not in any way be deemed or construed that the compliance with various statutory requirements approved by the Exchange, nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of the Company, its promoters, its management or any scheme or project of the Company. It is also to be distinctly understood that the approval given by the Exchange is only to use the software for participating in system of making application process.

**DISCLAIMER CLAUSE OF USE OF NSE ELECTRONIC PLATFORM:** It is to be distinctly understood that the permission given by National Stock Exchange of India Ltd. ("NSEI") to use their network and Online Platform for facilitating applications for public issue of debt securities shall not in any way be deemed or construed as compliance with statutory and other requirements by Navi Finserv Limited, Lead Managers, etc. is cleared or approved by NSEI; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of the Issuer, its promoters, its management or any scheme or project of the Issuer.

It is also to be distinctly understood that the approval given by NSEI should not in any way be deemed or construed that the prospectus has been cleared or approved by NSEI; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Prospectus; nor does it warrant that the securities will be listed or will continue to be listed on NSEI.

**DISCLAIMER CLAUSE OF RBI:** A copy of the Prospectus has not been filed with or submitted to the Reserve Bank of India ("RBI"). It is distinctly understood that the Prospectus should not in any way be deemed or construed to be approved or vetted by RBI. RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of the Issuer or for the correctness of any of the statements or representations made or opinions expressed by the issuer and for discharge of liability by the Issuer. RBI neither accepts any responsibility nor guarantee for the payment of any amount due to any investor in respect of the proposed NCDs.

**CREDIT RATING:** The NCDs proposed to be issued pursuant to the Issue have been rated IND A/ Stable by India Ratings & Research Pvt Ltd for an amount of up to ₹ 6,000 million by way of its letter dated April 12, 2022 and revalidation letter dated May 2, 2022. Instruments with this rating are considered to have adequate degree of safety regarding timely servicing of financial obligations. Such instruments carry low credit risk. The rating provided by India Ratings & Research Pvt Ltd may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions. The rating given by the Credit Rating Agency is valid as on the date of the Prospectus and shall remain valid until the ratings are revised or withdrawn. These ratings are subjected to a periodic review during which they may be raised, affirmed, lowered, withdrawn, or placed on Rating Watch. The Credit Rating Agency's website will have the latest information on all its outstanding ratings. In case of any change in credit ratings all the listing of NCDs, the Company will inform the investors through public notices/ advertisements in all these newspapers in which pre issue advertisement has been given. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions. For the rationale and press release for these ratings, see "General Information" and "Annexure B" of the Prospectus, beginning on page 53 and 320 of the Prospectus, respectively.

**DISCLAIMER CLAUSE OF INDIA RATINGS & RESEARCH PVT LTD:** All credit ratings assigned by India Ratings are subject to certain limitations and disclaimers. Please read these limitations and disclaimers by following this link: <https://www.indiaratings.co.in/rating-definitions>. In addition, rating definitions and the terms of use of such ratings are available on the agency's public website [www.indiaratings.co.in](http://www.indiaratings.co.in). Published ratings, criteria, and methodologies are available from this site at all times. India ratings' code of conduct, confidentiality, conflicts of interest, affiliate firewall, compliance, and other relevant policies and procedures are also available from the code of conduct section of this site.

**GENERAL RISKS:** Investment in debt securities involve a degree of risk and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their examination of the issue including the risks involved in it. Specific attention of investors is invited to statement of risk factors contained under "Risk Factors" and "Material Developments" on page 18 and 188 of the Prospectus, respectively. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the debt securities or investor's decision to purchase such securities. The Prospectus has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), RoC or any stock exchange in India nor do they guarantee the accuracy or adequacy of the Prospectus.

**AVAILABILITY OF APPLICATION FORM:** Application Forms can be obtained from: **NAVI FINSERV LIMITED, Tel: +91 89519 04682; Lead Managers: A. K. Capital Services Limited, Tel: +91 22 6754 6500, Facsimile: +91 22 6610 0594 and JM Financial Limited, Tel: +91 22 6630 3030, Facsimile: +91 22 6630 3330;** and offices of the Consortium Members, Trading Members, Designated Intermediary(ies) and Designated Branches of the SCBSs. Electronic Application Forms will be available on the websites of ASBA Application electronically, Application Forms may be downloaded from the websites of Stock Exchanges, Lead Managers and Consortium Members. Additionally, UPI Investor making an application in the Issue can also make bid through online (app / web) interface/ platform of the BSE i.e. "BSE Direct" and of NSE i.e. "NSE goBID". Further, BSE Direct platform can be accessed at <https://www.bsedirect.com> and NSE goBID at [www.nseindia.com](http://www.nseindia.com) or can be accessed through mobile app. Further, Application Forms will also be provided to Designated Intermediaries at their request.

**AVAILABILITY OF PROSPECTUS:** Investors are advised to refer to the Prospectus and the "Risk Factors" on page 18 of the Prospectus before applying in the Issue. Physical copies of the Prospectus can be obtained from the Registered Office of the Company and Lead Managers. Full copy of the Prospectus is available on the websites of the Issuer at [www.navifinserv.com](http://www.navifinserv.com), of the Lead Managers at [www.akgroup.co.in](http://www.akgroup.co.in) and [www.jmfi.com](http://www.jmfi.com), of BSE at [www.bseindia.com](http://www.bseindia.com) of NSE and [www.nseindia.com](http://www.nseindia.com) and of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in).

**PUBLIC ISSUE ACCOUNT BANK, REFUND BANK AND SPONSOR BANK:** HDFC Bank Limited. **CONSORTIUM MEMBERS:** A. K. Stockmart Private Limited and JM Financial Services Limited.

**Note:** All Capitalised terms used herein and not specifically defined shall have same meaning as ascribed in the Prospectus. For further details please refer to the Prospectus dated May 12, 2022.

| LEAD MANAGERS TO THE ISSUE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | REGISTRAR TO THE ISSUE                                                                                                                                                                                                                                                                                                                                                                                                      | CREDIT RATING AGENCY                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | DEBENTURE TRUSTEE**                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <br><b>A. K. Capital Services Limited</b><br>603, 6th Floor, Windsor, Off CST Road, Kalina, Santacruz East, Mumbai 400 098<br>Tel: +91 22 6754 6500<br>Facsimile: +91 22 6610 0594<br>Email: nfi.ncd2022@akgroup.co.in<br>Investor Grievance Email: investor.grievance@akgroup.co.in<br>Website: www.akgroup.co.in<br>Contact Person: Aanchal Wagle/ Milan Soni<br>Compliance Officer: Tejas Darda<br>SEBI Registration No.: INM000010411<br>CIN: L74899MH1993PLC274881                                                                                                                                                 | <br><b>JM Financial Limited</b><br>7th Floor, Chenergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025<br>Tel: +91 22 6630 3030<br>Facsimile: +91 22 6630 3330<br>Email: nfi.ncdissue2022@jmfi.com<br>Investor Grievance Email: grievance.ibd@jmfi.com<br>Website: www.jmfi.com<br>Contact Person: Prachee Dhuri<br>Compliance Officer: Sunny Shah<br>SEBI Registration No.: INM000010361<br>CIN: L67120MH1986PLC038784 | <br><b>India Ratings &amp; Research</b><br>A High Credit Company<br><b>India Ratings &amp; Research Pvt Ltd</b><br>C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083<br>Tel: +91 22 4918 6200<br>Facsimile: (91) 22 4918 6195<br>Email: navifinserv.ncd@linkintime.co.in<br>Investor Grievance Email: navifinserv.ncd@linkintime.co.in<br>Website: www.linkintime.co.in<br>Contact Person: Sumet Deshpande<br>Compliance Officer: B N Ramakrishnan<br>SEBI Registration No.: INR000004058<br>CIN: U67190MH1999PTC118368 | <br><b>Catalyst Trusteeship Services Limited**</b><br>GDA House, Plot No. 85, Bhusari Colony (Right), Kothrud, Pune 411 038<br>Tel: +91 22 4922 0555<br>Facsimile: +91 22 4922 0555<br>Email: ComplianceCTL-Mumbai@ctrtrustee.com<br>Investor Grievance Email: grievance@ctrtrustee.com<br>Website: www.catalysttrustee.com<br>Contact Person: Umesh Salvi<br>Compliance Officer: Rakhi Kulkarni<br>SEBI Registration No.: IND000000034<br>CIN: U74999PN1997PLC110262 |
| <b>COMPANY SECRETARY AND COMPLIANCE OFFICER</b><br><b>Puneet Bhatia</b><br>Prestige RMZ Startech, 7th Floor, Wing B, No. 139, 2, Hosur Rd, Koramangala Industrial Layout, S.G. Palya, Bengaluru 560 095 Karnataka, India. <b>Contact Number:</b> +91 8951 904682; <b>Facsimile:</b> N/A; <b>Email:</b> secretarial@navi.com; <b>Website:</b> www.navifinserv.com<br>Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer in case of any pre-Issue or post Issue related issues such as non-receipt of Allotment Advice, demat credit of allotment of NCDs or refund orders. |                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |

\*\*Catalyst Trusteeship Services Limited pursuant to Regulation 8 of the SEBI NCS Regulations and by way of letter dated April 11, 2022 has given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Draft Prospectus, the Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to the Issue. A copy of the Prospectus has been filed with the RoC, in terms of Section 26 of the Companies Act, 2013, along with the certified copies of all requisite documents. For further details, see "Material Contracts and Documents for Inspection" beginning on page 314 of the Prospectus.

**DISCLAIMER: NAVI FINSERV LIMITED**, subject to market conditions and other considerations, is proposing a public issue of Secured, Listed, Rated, Redeemable Non-Convertible Debentures and has filed the Prospectus dated May 12, 2022 with the Registrar of Companies, Bengaluru, Karnataka, BSE, NSE and SEBI. The Prospectus dated May 12, 2022 are also available on the website at [www.navifinserv.com](http://www.navifinserv.com), on the website of the BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange Limited at [www.nseindia.com](http://www.nseindia.com), the respective websites of the lead managers at [www.akgroup.co.in](http://www.akgroup.co.in) and [www.jmfi.com](http://www.jmfi.com) and on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in). Investors proposing to participate in the Issue should invest only on the basis of information contained in the Prospectus dated May 12, 2022. Investors should note that investment in NCDs involves a high degree of risk and for details relating to the same, please refer to the Prospectus dated May 12, 2022, including the section "Risk Factors" beginning on page 18 of the Prospectus and "Material Developments" on page 188 of the Prospectus before making an investment in the Issue.

For NAVI FINSERV LIMITED  
Sd/-  
Sachin Bansal  
Executive Chairman and CEO  
(DIN: 02356346)

Place : Bengaluru  
Date : May 22, 2022

