

NAVA/SECTL/330/2025-26
November 14, 2025

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (E)
MUMBAI - 400 051
NSE Symbol: 'NAVA'

Dept. of Corp. Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
MUMBAI – 400 001
Scrip Code: '513023' / 'NAVA'

Dear Sirs,

Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Notice of Postal Ballot
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With reference to above and pursuant to Regulation 30 read with Schedule III of the listing regulations, we enclose herewith the copy of postal ballot notice dated November 07, 2025 along with the explanatory statement pursuant to the applicable provisions of the Companies Act, 2013 read with the Listing Regulations ("Notice") for seeking approval of the Members of the Company.

The notice is being sent only through electronic mode to those members whose names appear in the register of members/list of beneficial owners maintained by the Depositories as on Friday, November 07, 2025 ("Cut-off date") and whose e-mail addresses are registered with the Depositories/ RTA.

The remote e-voting facility commences from **Saturday, November 15, 2025 at 9:00 a.m. (IST)** and will end on **Sunday, December 14, 2025 at 5:00 p.m. (IST)**. The e-voting system shall be disabled thereafter. The instructions for remote e-voting are provided in the notice. The copy of notice is also available on the websites of the Company at <https://www.navalimited.com> and National Securities Depository Limited at www.evoting.nsdl.com.

Kindly take the above information on record and acknowledge the receipt.

Thanking you,

Yours faithfully,
For **NAVA LIMITED**

VSN Raju
Company Secretary & Vice President

Encl: as above

NAVA LIMITED
CIN: L27101TG1972PLC001549
Registered Office: 6-3-1109/1, 'Nava Bharat Chambers', Raj Bhavan Road,
Hyderabad-500082, Telangana.

Tel: +91 40 23403501/40345999 **e-Fax:** +91 080 6688 6121

E-mail: investorservices@navalimited.com **Website:** www.navalimited.com
POSTAL BALLOT NOTICE (NOTICE)

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
Saturday, November 15, 2025, at 9:00 a.m. (IST)	Sunday, December 14, 2025, at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act 2013, ("**the Act**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014, ("**the Rules**"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI Listing Regulations**"), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India ("**SS-2**"), as amended from time to time and in accordance with the requirements prescribed and Circulars issued by the Ministry of Corporate Affairs ("**MCA**") for holding General Meeting/conducting Postal Ballot process through e-Voting, to transact the special business as mentioned hereunder only by way of voting through electronic means ("**remote e-Voting**").

Pursuant to Section 102 and other applicable provisions of the Act, the statement pertaining to the Resolutions setting out the material facts and reasons/rationale thereof is annexed to this Postal Ballot Notice for your consideration.

In compliance with the aforesaid MCA Circulars, this notice is being sent through electronic mode to those Members whose names appear in the Register of Members provided by National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL)/ Registrar and Share Transfer Agent - Kfin Technologies Limited (RTA) as on **Friday, November 07, 2025 ("Cut-off date")** and whose e-mail addresses are registered with the Depository Participants/ RTA. The communication of **assent** or **dissent** of the Members would only take place through remote e-Voting system. The procedure for casting vote through e-Voting has been detailed further in the Notice.

Pursuant to Regulation 44 of SEBI Listing Regulations, Sections 108 and 110 of the Act read along with the relevant Rules, MCA Circulars and SS-2, the Company is providing the remote e-Voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of NSDL for the purpose of providing the facility of remote e-Voting to its Members. The instructions for remote e-voting are annexed to this Notice. The Notice is also available on the websites of the Company at <https://www.navalimited.com> and that of the stock exchanges (NSE-www.nseindia.com and BSE - www.bseindia.com) and NSDL (www.evoting.nsdl.com). Members desirous of exercising their vote through remote e-Voting process are requested to carefully read the instructions and follow the procedure as mentioned in this Notice to record their assent (**FOR**) or dissent (**AGAINST**) not later than **5.00 p.m. (IST) on Sunday, December 14, 2025**. The remote e-Voting will be disabled immediately thereafter, by NSDL.

The Board of Directors has appointed Mrs. D. Renuka (Membership no. ACS 11963, CP No. 3460) Practicing Company Secretary, as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

The Scrutinizer will submit her report to the Chairman, or any other person authorised by him, after completion of scrutiny of votes cast. The results declared along with the Scrutinizer's Report shall be announced by the Chairman or such person authorised by him within the stipulated timeline. The Scrutinizer's decision on the validity of the votes cast will be final.

The results declared in respect of the resolutions as set out in the Postal Ballot Notice along with the Scrutinizer's Report shall be placed on the website of the Company <https://www.navalimited.com> and the same shall be immediately communicated to the Stock Exchanges where the shares of the Company are listed. The results shall also be displayed on the noticeboard at the registered office of the Company.

SPECIAL BUSINESS:

Item No 1: Re-designation of Mr. Ashwin Devineni as Vice Chairman of Nava Global Pte. Limited (NGPL):

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals and permissions as may be required, and pursuant to the recommendation of the Nomination and Remuneration Committee, and the approvals of the Audit Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded to approve and ratify the re-designation of Mr. Ashwin Devineni, Director of Nava Global Pte. Ltd. (NGPL / Wholly owned subsidiary of Nava Limited), as “Director & Vice Chairman” (designated as Vice Chairman) of NGPL, with effect from November 08, 2025, for the remainder of his current term in NGPL, i.e., up to March 31, 2029, on the same remuneration as approved earlier by the members at the Annual General Meeting held on August 08, 2024, i.e., USD 2,203,235 (net of taxes) per annum, together with reimbursement/payments of premium towards medical insurance for self and family and an annual commission at the rate of 5% of the profits of NGPL, computed in accordance with the applicable statutory provisions and rules made thereunder.”

“RESOLVED FURTHER THAT the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company be and are hereby authorized to alter, modify, vary or revise the terms of employment and remuneration of Mr. Ashwin Devineni from time to time, based on his performance evaluation and in accordance with the Company's Remuneration Policy and other applicable policies.”

“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby authorized to do and perform all such acts, deeds, matters and things as may be deemed necessary, expedient, appropriate or desirable to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

By order of the Board of Directors of
Nava Limited

Place: Hyderabad
Date: 07.11.2025

Sd/-
VSN Raju
Company Secretary & Vice President
Membership No. A11701

NOTES:

1. The explanatory statement pursuant to sections 102 and 110 of the Act read with the rules made thereunder stating material facts and reasons for the proposed resolution, is annexed hereto and forms part of this Notice. It also contains the relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from NSDL and CDSL and whose e-mail address is registered with the Company / Depository Participant(s), as on Friday, November 07, 2025 ("the Cut-off Date"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system. The notice is also uploaded on the website of the Company at www.navalimited.com and that of NSDL (<https://evoting.nsdl.com>), NSE (www.nseindia.com) and BSE (www.bseindia.com). All the members of the Company as of the cut-off date shall be entitled to vote in accordance with the process specified in this Notice.
3. The Company hereby requests all its members to register their e-mail address, if not yet registered, to promote green initiative and to enable the Company to communicate with members electronically.
4. SEBI, vide its various circulars mandated that any service request from security holders (holding securities in physical form), shall be entertained only upon updation of KYC details such as PAN, Nomination, Contact number / e-mail id, Bank Account details and signature etc.

For the purpose of updation of KYC details against your folio, you are requested to send the details to our RTA, M/s. KFin Technologies Limited (Unit: NAVA LIMITED), Selenium Tower-B", Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana.

- a. Through hard copies which should be self -attested and dated. **OR**
- b. Through electronic mode, provided that they are sent through e-mail id of the holder registered with RTA and all documents should be electronically/digitally signed by the Shareholder and in case of joint holders, by first joint holder. **OR**
- c. Through web- portal of our RTA KFin Technologies Limited - <https://ris.kfintech.com>

Investors can download the following forms & SEBI Circulars, which are also uploaded on the website of the company and on the website of Kfin Technologies Limited;

<https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

- a. Form ISR-1 duly filled in along with self-attested supporting documents for updation of KYC details.
- b. Form ISR-2 duly filled in for banker attestation of signature along with Original cancelled cheque with your name(s) printed thereon or self-attested copy of bank passbook/statement.
- c. Form SH-13 for updation of Nomination for the aforesaid folio OR ISR-3 for "Opt-out of the Nomination.

Members holding shares in dematerialized mode, who have not registered/updated their aforesaid details are requested to register/update the same with their respective depository participants ('DPs').

5. The Board of Directors at its meeting held on November 07, 2025, has appointed Mrs. D. Renuka (Membership no. ACS 11963, CP No. 3460), Practising Company Secretary as the 'Scrutiniser' to scrutinise the Postal Ballot process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose.
6. The e-voting shall commence on **Saturday, November 15, 2025, at 9.00 a.m. (IST)** and end on **Sunday, December 14, 2025 at 5.00 p.m. (IST)**. The e-voting system shall be disabled by NSDL for voting thereafter. During this period, the members of the Company holding shares as on the cut-off date, i.e., Friday, November 07, 2025, may cast their vote by electronic means in the manner given below. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
7. The Scrutiniser shall, after conclusion of the e-voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any other person authorised by him. Results of the voting will be declared by the Chairman or any other person authorised by him, on or before 05.00 pm on **Tuesday, December 16, 2025** by placing the same along with the Scrutiniser's report on the Company's website viz., <https://www.navalimited.com> as well as on the website of NSDL viz., <https://evoting.nsdl.com> and will also be communicated to the stock exchanges on or before **Tuesday, December 16, 2025**.

Subject to receipt of requisite number of votes, the resolution set out in the Notice shall be deemed to have been passed on **Sunday, December 14, 2025**, i.e., the last day of the e-voting period.

8. The details of the process and manner for remote e-voting are explained herein below:

Login method for remote e-voting for Individual shareholders holding securities in demat mode:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered e-mail id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile.

	<p>On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is</p>

	<p>also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to prenukaacs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Swapneel Puppala at evoting@nsdl.com

Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by e-mail to investorservices@navalimited.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorservices@navalimited.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-Voting facility.

Explanatory Statement pursuant to Section 102(1) of the Companies Act 2013, read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014.

Background:

Nava Limited (“the Company”) holds 100% of the equity share capital of Nava Global Pte. Ltd., Singapore (“NGPL”). NGPL serves as the Company’s global investment arm and has been overseeing the Group’s international businesses.

Mr. Ashwin Devineni, presently the Managing Director of the Company as well as of NGPL and a Key Managerial Person of the Company, has been instrumental in driving the Company’s growth and international expansion.

Mr. Ashwin Devineni resigned from the position of Managing Director in order to devote his attention on strategic oversight on international businesses instead of day-to-day management of NGPL but continued as it’s Director. In view of the Company’s evolving global footprint and with a view to aligning leadership responsibilities with its long-term strategic direction, the Board of Directors of NGPL considered and approved the re-designation of Mr. Ashwin Devineni as “Director & Vice Chairman” of NGPL effective November 8, 2025, on the same terms and conditions of appointment, including remuneration, subject to the approvals from the Board of Directors and Shareholders of the Company (Nava Ltd.).

Consequently, Mr. Ashwin Devineni shall continue to serve as a Director on the Board of NGPL and assumes the executive role of Vice Chairman.

Rationale for Re-designation:

The re-designation reflects a transition from operational involvement to a strategic oversight and governance-oriented role, allowing Mr. Ashwin Devineni to:

- Provide long-term strategic guidance and direction to the management of NGPL.
- Oversee governance, policy formulation, and value creation for the subsidiary.
- Guide and support the senior leadership team, comprising the acting CEO & CFO and COO, who will continue to handle day-to-day responsibilities.

This change is consistent with the Company’s objective of strengthening its global governance framework and aligning the management hierarchy with future growth and succession planning.

Terms of Appointment:

- The re-designation does not involve any change in the existing terms of appointment, position and remuneration of Mr. Ashwin Devineni, excepting the change of responsibility as stated above.
- The re-designation will be effective from November 8, 2025.
- Mr. Ashwin Devineni shall continue to serve as a member of the Board of NGPL.

In accordance with the provisions of Section 188(1) of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, any appointment to any office or place of profit in a subsidiary company of a director, relative of a director, or key managerial person of the Company constitutes a related party transaction.

Since Mr. Ashwin Devineni is a related party within the meaning of Section 2(76) of the Act and holds a managerial position in the Company, his re-designation in the wholly owned subsidiary falls under the ambit of Section 188.

The particulars as required under Rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014 under Section 188 of the Companies Act, 2013 are as follows:

SI No	Particulars	Details
a	Name of the related party	Mr. Ashwin Devineni, Managing Director (MD) and CEO of Nava Ltd. and MD of NGPL
b	Name of the director or key managerial personnel who is related, if any	Mr. D. Ashok, Chairman of the Board of Nava Ltd. Mr. Nikhil Devineni, Executive Director of Nava Ltd.
c	Nature of relationship	Son of Mr. D. Ashok and Brother of Mr. Nikhil Devineni.
d	Nature, material terms, monetary value and particulars of the contract or arrangement	Salary of US\$ 2,203,235, "net of taxes" per annum, apart from payment/reimbursement of premium towards medical insurance for self and family; payment of Commission @ 5% of profits of Nava Global Pte. Limited, computed in accordance with the applicable statutory provisions and rules made thereunder, with effect from November 08, 2025. The term of appointment in NGPL: (i) 01-04-2024 to 07-11-2025 as MD (ii) 08-11-2025 to 31-03-2029 as Director and Vice-Chairman (designated as Vice Chairman)
e	Any other information relevant or important for the members to take a decision on the proposed resolution	The said re-designation was approved by the Board of NGPL in its meeting held on November 03, 2025, subject to the necessary approvals of the parent company. Thereafter, the re-designation was reviewed and recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Nava Limited in their respective meetings held on November 07, 2025.

Except Mr. Ashwin Devineni, Mr. D. Ashok and Mr. Nikhil Devineni, none of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed re-designation.

Hence, the Board recommends the special resolution set out in this Postal Ballot Notice for the approval of the Members of the Company.

By order of the Board of Directors of
Nava Limited

Place: Hyderabad
Date: 07.11.2025

Sd/-
VSN Raju
Company Secretary & Vice President
Membership No. A11701