

This is an advertisement issued, pursuant to Regulation 30(1) and Schedule V of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, for information purpose only.



(Please scan this QR code to view the Prospectus and Abridged Prospectus)

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. Further, a revised certificate of registration bearing number N-02.00270 dated May 18, 2022 was issued by the RBI to our Company pursuant to conversion of our Company from a private limited company to a public limited company to commence or carry on the business of non-banking financial institution without accepting public deposits under Section 45IA of the RBI Act, 1934. For details regarding changes to our Registered Office, see "History and Certain Corporate Matters" beginning on page 122 of the Prospectus.

Corporate Identity Number: U65923KA2012PLC062537; **PAN:** AAECCT7456R

Registered and Corporate Office: Second Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, Bengaluru 560 102, Karnataka, India. **Tel:** 080 45113400; **Website:** www.navi.com/finserv; **Email:** secretarial@navi.com

Compliance Officer for the Issue and Company Secretary: Thomas Joseph; **Tel:** 080 4511 3400; **Email:** secretarial@navi.com; **Chief Financial Officer:** Ankit Surana; **Tel:** 080 45113400; **Email:** secretarial@navi.com

THE ISSUE

PUBLIC ISSUE BY OUR COMPANY 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 ("OFFER DOCUMENT").

THIS 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 MASTER CIRCULAR.

Credit Rating: CRISIL A/Stable by CRISIL RATINGS LIMITED ("CRISIL")

Allotment on first come first serve basis[#]

[#]Allotment in the public issue of debt securities shall be made on the basis of date of upload of each application into the electronic book of the stock exchanges. However, on the date of over subscription, and thereafter the allotments should be made to the applicants on proportionate basis. For further details refer section titled "Issue Related Information" on page 184 of the Prospectus dated February 9, 2024.

ISSUE PROGRAMME*

ISSUE OPENS ON: MONDAY, FEBRUARY 26, 2024

ISSUE CLOSES ON: THURSDAY, MARCH 7, 2024

* The Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 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 minimum period of three Working Days and a maximum period of 10 working days from the date of opening of the Issue and subject to not exceeding thirty days from filing the Prospectus with ROC) as may be decided by the Board of Directors of our Company or Debenture Committee subject to compliance with Regulation 33A of the SEBI NCS Regulations. In the event of an early closure or extension of this Issue our 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 for opening of this Issue has been given on or before such earlier or initial date of Issue closure. Applications Forms for the Issue will be accepted only from 10:00 a.m. to 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchanges, on Working Days during the Issue Period. On the Issue Closing Date, the Application Forms will be accepted only between 10:00 a.m. and 3:00 p.m. (Indian Standard Time) and uploaded until 5:00 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 5:00 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 184 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 143 of the Prospectus.

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

Series	I*	II	III	IV	V
Frequency of Interest Payment	Monthly	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				
Tenor	18 Months	27 Months	27 Months	36 Months	36 Months
Coupon (% per annum) for NCD Holders in all Categories	10.00%	10.40%	10.90%	10.65%	11.19%
Effective Yield (% per annum) for NCD Holders in all Categories	10.47%	10.91%	10.94%	11.19%	11.19%
Mode of Interest Payment	Through various modes available				
Redemption Amount (₹ / NCD) on Maturity for NCD Holders in all Categories	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000
Maturity/Redemption Date (from the Deemed Date of Allotment)	18 Months	27 Months	27 Months	36 Months	36 Months
Put and Call Option	Not Applicable				
Nature of Indebtedness	Secured				

*Our Company shall allocate and allot Series I NCDs (Monthly option) wherein the Applicants have not indicated the choice of the relevant NCD Series

• With respect to Series I, II and IV where interest is to be paid on a monthly basis, the first interest payment will be due at the end of one month from the date of Allotment. Subsequently, interest payment will be due at the end of every month thereafter. The last interest payment will be made at the time of redemption of the NCDs.

• With respect to Series III and V, where interest is to be paid on annual basis, the first interest payment will be due at the end of one year from the date of allotment. Subsequently, interest payment will be due at the end of every year thereafter. The last interest payment will be made at the time of redemption of the NCDs.

• Please refer to "Annexure D" on page 323 of the Prospectus, for details pertaining to the cash flows of the Company in accordance with the SEBI Master Circular.

• Subject to applicable tax deducted at source. For further details, please see the section entitled "Statement of Possible Tax Benefits" on page 71 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 the Issue" on page 219 and 184 of the Prospectus.

ADDENDUM TO THE PROSPECTUS DATED FEBRUARY 9, 2024: NOTICE TO INVESTORS (THE "ADDENDUM")

Potential Applicants may please note the following updates to the Prospectus
The Board of Directors of the Company at their board meeting held at the Registered and Corporate Office of the Company at : Second Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, Bengaluru 560 102, Karnataka, India on February 14, 2024, has considered and approved the unaudited financial results of the Company for the quarter and nine months period ended December 31, 2023 ("Financial Results") along with the limited review report issued by the statutory auditors of the Company and the disclosures in compliance with Regulations 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same have been submitted to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and are available on the website of BSE at www.bseindia.com and of NSE at www.nseindia.com. Accordingly, the disclosures appearing in the section titled "Material Developments" on page 182 of the Prospectus shall be deemed to be updated for the approval of these financial statements.
The Prospectus shall be read in conjunction with this Addendum. The information contained in the Addendum supplements the Prospectus and updates the information provided in the Prospectus and the Abridged Prospectus, as applicable, solely to the extent set out above. This Addendum does not reflect all the changes that may have occurred between the date of filing of the Prospectus and the date hereof. All capitalized terms used in this Addendum shall unless the context otherwise requires, have the meanings ascribed in the Prospectus and the Abridged Prospectus. Any reference to the Prospectus in relation to the Issue shall be deemed to include reference to this Addendum.

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/NSEgoBID / 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 219 of the Prospectus. List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. HDFC Bank Limited has been appointed as Sponsor Bank for the Issue, in accordance with the requirement of the SEBI Master Circular dated August 10, 2021 issued by SEBI and as updated on July 7, 2023, as amended.

NCDs 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 TO "ISSUE PROCEDURE - BASIS OF ALLOTMENT FOR NCDs" ON PAGE 245 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 122 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 DECEMBER 31, 2023: The Authorised Share Capital of the Company is ₹ 6,000,000,000 divided into 600,000,000 Equity Shares of face value of ₹10 each. The issued, subscribed and paid up share capital of the Company is ₹ 2,852,403,530 divided into 285,240,353 Equity Shares of face value of ₹ 10 each. For further information on the share capital of the Company, see "Capital Structure" on page 53 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"). Our Company has received an 'in-principle' approval from BSE by way of its letter bearing reference number DCS/BM/PI-BOND/028/23-24 dated February 5, 2024 and from NSE by way of its letter bearing reference number NSE/LIST/D/2024/0057 dated February 6, 2024. For the purposes of the 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 Draft Offer Document 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 Offer Document 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 this Company, its promoters, its management or any scheme or project of this 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 distinctly understood by the Issuer that the permission given by NSE to use their Infrastructure should not in any way be deemed or construed as that the compliance with various statutory and other requirements by Navi Finserv Limited, Lead Manager etc. are cleared or approved by NSE; 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 this Company, its promoters, its management or any scheme or project of this Issuer. It is also distinctly understood that the approval given by NSE should not in any way be deemed or construed that the prospectus has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this prospectus; nor does it warrant that the securities will be listed or will continue to be listed on the Exchange.

DISCLAIMER CLAUSE OF RBI: The Company is having a valid certificate of registration dated May 18, 2022 issued by the Reserve Bank of India under Section 45I-A of the RBI Act, 1934. 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 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 this Issue have been rated CRISIL A/Stable by CRISIL for an amount of up to ₹6,000 million by way of its letter dated January 15, 2024. Ratings issued by CRISIL will continue to be valid for the life of the instrument unless withdrawn or reviewed. 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 CRISIL may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. This rating is not a recommendation to buy, sell or hold securities and investors should take their own decisions. There are no unaccepted ratings and any other ratings other than as specified in the Prospectus. For the rationale and press release for the rating, see "General Information" and "Annexure B" of the Prospectus, beginning on pages 44 and 321, respectively.

DISCLAIMER CLAUSE OF CRISIL: CRISIL Ratings Limited (CRISIL Ratings) has taken due care and caution in preparing the material based on the information provided by its client and / or obtained by CRISIL ratings from sources which it considers reliable (information). A rating by CRISIL Ratings reflects its current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL Ratings. CRISIL Ratings does not guarantee the completeness or accuracy of the information on which the rating is based. A rating by CRISIL Ratings is not a recommendation to buy, sell, or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. The rating is only a recommendation to invest / disinvest in any entity covered in the material and no part of the material should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. CRISIL Ratings especially states that it has no liability whatsoever to the subscribers / users / transmitters/ distributors of the material. Without limiting the generality of the foregoing, nothing in the material is to be construed as CRISIL Ratings providing or intending to provide any services in jurisdictions where CRISIL Ratings does not have the necessary permission and/or registration to carry out its business activities in this regard. Navi Finserv Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the material or part thereof outside India. Current rating status and CRISIL Ratings' rating criteria are available without charge to the public on the website, www.crisil.com. For the latest rating information on any instrument of any company rated by CRISIL Ratings, please contact customer service helpline at 1800-267-1301.

GENERAL RISKS: Investment in debt securities is risky 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 the 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 pages 16 and 182, respectively of the Prospectus. 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 Offer Document.

AVAILABILITY OF APPLICATION FORM: Application Forms can be obtained from: **NAVI FINSERV LIMITED**, Tel: 080 45113400; **Lead Manager: JM Financial Limited**, Tel: +91 22 6630 3030 and offices of the Consortium Member, Trading Members, the Registrar to the Issue, Designated RTA Locations for RTAs, Designated CDP Locations for CDPs, Designated Intermediary(ies) and Designated Branches of the SCBSs. Electronic Application Forms will be available on the websites of the SCBSs that permit submission of ASBA Application electronically. Application Forms may be downloaded from the websites of Stock Exchanges. 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.bseindirect.com and NSE goBID at https://eipo.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 16 of the Prospectus before applying in the Issue. **The Abridged Prospectus can be downloaded from the following link - https://navi.com/finserv/investor-relations/public-issue-of-ncd-3.** Copies of the Prospectus can be obtained from the Registered Office of the Company and Lead Manager. Full copy of the Prospectus is available on the websites of the Issuer at www.navi.com/finserv, of the Lead Manager at www.jmfi.com, of BSE at www.bseindia.com, of NSE and www.nseindia.com and of SEBI at www.sebi.gov.in.

PUBLIC ISSUE ACCOUNT BANK, REFUND BANK AND SPONSOR BANK: HDFC Bank Limited. | **CONSORTIUM MEMBER:** 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 February 9, 2024.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	CREDIT RATING AGENCY	DEBENTURE TRUSTEE	STATUTORY AUDITORS
 JM Financial Limited 7th Floor, Energy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025 Tel: +91 22 6630 3030 Facsimile: +91 22 6630 3330 Email: navi.ncd2024@jmfi.com Investor Grievance Email: grievance.ibd@jmfi.com Website: www.jmfi.com Contact Person: Prachee Dhuri	 Link Intime India Private Limited C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India Tel: +91 810 811 4949 Facsimile: +91 22 4918 6195 Email: navifinserv.ncd2024@linkintime.co.in Investor Grievance Email: navifinserv.ncd2024@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalkrishnan	 CRISIL Ratings CRISIL Ratings Limited CRISIL House, Central Avenue, Hiranandani Business Park, Powai Mumbai 400 076 Tel: + 91 22 3342 3000 Facsimile: 91 22 3342 3050 Email: crisilratingdesk@crisil.com Website: www.crisil.com Contact Person: Ajit Veloni	 Catalyst Trusteeship Limited** GDA House, Plot No. 85, Bhusari Colony (Right), Kothrud, Pune 411 038, Maharashtra, India Tel: +91 22 4922 0555 Facsimile: + 91 22 4922 0505 Email: ComplianceCTL-Mumbai@ctltrustee.com Investor Grievance Email: grievance@ctltrustee.com Website: www.catalysttrustee.com Contact Person: Deesha Trivedi	Price Waterhouse LLP 5th Floor, Tower D, The Millenia, 1&2 Murphy Road, Ulsoor, Bengaluru 560008, Karnataka, India Tel: + 91 80 4079 5000 Firm registration no.: 301112E/E300264 Email: abdul.majeed@pwc.com Peer review certificate no.: 015949 Contact Person: A.J. Shaikh
COMPANY SECRETARY AND COMPLIANCE OFFICER				
Thomas Joseph Second Floor, Vaishnavi Tech Square, Iballur Village, Begur Hobli, Bengaluru 560 102, Karnataka, India. Tel: 080 45113400; Email: secretarial@navi.com; Website: www.navi.com/finserv Investors may contact the Registrar to the Issue or the Compliance Officer for the Issue and Company Secretary 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/transfer orders.				

**Catalyst Trusteeship Limited pursuant to Regulation 8 of the SEBI NCS Regulations and by way of letter dated January 24, 2024 has given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in 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, Rated, Listed, Redeemable Non-Convertible Debentures and has filed the Prospectus dated February 9, 2024 with the Registrar of Companies, Karnataka at Bangalore, BSE, NSE and SEBI. The Prospectus dated February 9, 2024 is also available on the website at www.navi.com/finserv, on the website of the BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and on the website of SEBI at www.sebi.gov.in. Investors proposing to participate in the Issue should invest only on the basis of information contained in the Prospectus dated February 9, 2024. 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 February 9, 2024, including the section "Risk Factors" beginning on page 16 of the Prospectus and "Material Developments" on page 182 of the Prospectus before making an investment in the Issue.

Place : Bengaluru
Date : February 14, 2024

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