

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

(No. 01/2020-2021)

To:

The Members of the Company

The Board of Directors of the Company

The Statutory Auditors of the Company

Notice is hereby given that the Extra-Ordinary General Meeting (No. 01/2020-2021) of the Company is fixed to be held on Friday, 17th April 2020 at 2.00 p.m and is scheduled to end by 3.00 p.m at Registered office of the Company situated at Kaiser-E-hind, 9/3, Richmond Road Bangalore – 560025 to be conducted through audio-video conferencing, to transact the following business:

SPECIAL BUSINESS:

- 1. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND TO ALTER CLAUSE - 5 OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and, if thought fit, to pass following resolution as an *Ordinary Resolution*:

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) read with the relevant rules made thereunder, consent of the members be and is hereby accorded to further increase the Authorised Share Capital of the Company from Rs. 46,75,00,000.00 (Rupees Forty Six Crore Seventy Five Lakh Only) consisting of 25,00,000 (Twenty Five Lakh) Equity Shares of Rs 10.00 (Rupees Ten) each and 4,42,50,000.00 (Four Crore Forty Two Lakhs Fifty Thousand) Compulsory Convertible Preference Shares of Rs. 10.00 (Rupees Ten) each to Rs 62,05,00,000.00 (Rupees Sixty Two Crores and Five Lakh Only) consisting of 73,00,000 (Seventy Three Lakh) Equity Shares of Rs. 10.00 (Rupees Ten) each and 5,47,50,000 (Five Crore Forty Seven Lakhs and Fifty Thousand) of Compulsory Convertible Preference Shares of Rs. 10.00 (Rupees Ten) each.

“**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause 5 thereof by the following new Clause 5 as under:

5. The Authorised Share Capital of the Company is 62,05,00,000.00 (Rupees Sixty Two Crores and Five Lakh Only) 73,00,000 (Seventy Three Lakh) Equity Shares of Rs. 10.00 (Rupees Ten) each and 5,47,50,000 (Five Crore Forty Seven Lakhs and Fifty Thousand) of Compulsory Convertible Preference Shares of Rs. 10.00 (Rupees Ten) each.

“**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and is hereby severally authorized to sign and submit the necessary e-Forms and/or all other necessary documents with the Registrar of Companies, Bengaluru and to do all such acts, deeds, things and matters as may be deemed expedient to give effect to the aforementioned resolutions.”

By Order of the Board of Directors
For **UC Inclusive Credit Private Limited**

Sd/-

Abhijit Ray

Managing Director

DIN: 02315177

Address: Reb 210, Purva Riviera Apartment
Varthur Road, Marathahalli, near Spice Garden
Munneko Lala, Bangalore - 560037

Date: 16th April, 2020

Place: Bengaluru

Notes:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto as **Annexure I**.
2. The notice is issued in compliance with the General Circular No.14/2020 dated April 8th, 2020 and General Circular No. 17/2020 dated 13th April 2020 issued by the Ministry of Corporate Affairs of the Government of India i.e. Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and rules made thereunder.
3. The documents related to matters set out in the Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 6.00 pm) on all working days up to and including the date of Extra - Ordinary General Meeting of the Company and shall be provided to be viewed online if required during the meeting.
4. Presence of a member in the meeting through the link given herewith shall be considered for the purpose of reckoning the quorum under section 103 of the Act. Since the meeting is held through audio video conferencing means, the provisions relating to proxy shall not be applicable.
5. In case of corporate shareholders proposing to participate at the meeting through their representative, necessary authorization under Section 113 of the Act for such representation may please be forwarded to the Company.
6. The members and the participants are allowed to pose questions concurrently or submit the questions in advance on the email address of the company at compliance@ucinclusive.com
7. The facility to join the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and closed after 15 minutes of the expiry of the scheduled end time of the meeting.
8. The chairman may decide to conduct a vote by show of hands, unless a demand for poll is made by any member in accordance with section 109 of the Act. Where a poll on the item is required, the members shall cast their vote on the resolutions only by sending emails at compliance@ucinclusive.com.

9. The link to attend the meeting is as follows :

<https://zoom.us/j/95096674685?pwd=cmhSMDBtV09DWGg1UTM0TFMwbVF0Zz09>

The members are requested to install a plugin of Zoom meetings to enter into the meeting. The FAQs on joining may also be referred on the website of Zoom as follows:
<https://support.zoom.us/hc/en-us/articles/201362193-Joining-a-Meeting>.

10. In case of any issues faced with regards to the audio video conferencing meeting or joining the meeting, the members are requested to contact the following employees of the Company:

Helpline numbers:

- a. Mr. Deepak Srinivas (Head-Operations) - 9663314662
- b. Ms. Sneha Chinchli (Company Secretary) - 8884503444

ANNEXURE I

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1: Increase in the Authorised Share Capital of the Company and Alteration of Memorandum of Association of the Company

The Current Authorized Capital of the Company is Rs 46,75,00,000.00 (Rupees Forty Six Crore Seventy Five Lakh Only) consisting of 25,00,000 (Twenty Five Lakh) Equity Shares of Rs 10.00 (Rupees Ten) each and 4,42,50,000.00 (Four Crore Forty Two Lakhs Fifty Thousand) Compulsory Convertible Preference Shares of Rs. 10.00 (Rupees Ten) each and the paid-up share capital of the Company is Rs. 45,70,74,120 (Rupees Forty Five Crore Seventy Lakhs Seventy Four Thousand One Hundred and Twenty Only) consisting of 21,81,050 (Twenty One Lakhs Eighty One Thousand and Fifty) Equity Shares of Rs.10/- (Rupees Ten) each and 4,35,26,353 (Four Crore Thirty Five Lakhs Twenty Six Thousand Three Hundred and Fifty Three) Compulsory Convertible Preference Shares of Rs. 10.00 (Rupees Ten) each.

The Company proposes to increase its authorized share capital to 62,05,00,000.00 (Rupees Sixty Two Crores and Five Lakh Only) consisting of 73,00,000 (Seventy Three Lakh) Equity Shares of Rs. 10.00 (Rupees Ten) each and 5,47,50,000 (Five Crore Forty Seven Lakhs and Fifty Thousand) of Compulsory Convertible Preference Shares of Rs. 10.00 (Rupees Ten) each to facilitate further issues of shares of the Company.

The Increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause 5 of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Board accordingly recommends the resolutions set out at Item No. 1 for approval of the members as an ***Ordinary Resolution***.

None of the Directors or any Key Managerial Personnel or any of their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

By Order of the Board of Directors
For **UC Inclusive Credit Private Limited**

Sd/-

Abhijit Ray

Managing Director

DIN: 02315177

Address: Reb 210, Purva Riviera Apartment
Varthur Road, Marathahalli, near Spice Garden
Munneko Lala, Bangalore - 560037

Date: April 16, 2020

Place: Bengaluru