

NOTICE OF THE FOURTH ANNUAL GENERAL MEETING

Date : 08th September, 2020

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 Fourth Annual General Meeting of the Company is fixed to be held on Tuesday, 15th September 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:

ORDINARY BUSINESS:

- 1. TO RECEIVE, CONSIDER, APPROVE AND ADOPT THE AUDITED FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED ON 31st MARCH 2020 TOGETHER WITH THE AUDITOR’S REPORT AND BOARDS’ REPORT**

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

“RESOLVED THAT the Audited Financial Statement of the Company which includes the Balance Sheet as on 31st March 2020, the Statement of Profit & Loss for the Financial Year ended on 31st March 2020 and the Cash Flow Statement for the Financial Year ended on 31st March 2020, along with the Schedules and Notes appended thereto, Boards’ Report and the Auditor’s Report thereon, be and are hereby received, considered, approved and adopted.”

2. TO RATIFY THE APPOINTMENT OF WALKER CHANDIOK & CO. LLP, CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY

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

“**RESOLVED THAT** pursuant to provisions of Section 139 of the Companies Act, 2013 read with the relevant rules made there under, consent of the members be and is hereby accorded for ratification of the appointment of Walker Chandiook & Co. LLP, Chartered Accountants, bearing Firm Registration Number 001076N/N500013, and having their office at 5th Floor, No. 65/2, Block “A”, Bagmane Tridib, Bagmane Tech Park, C V Raman Nagar, Bengaluru – 560093 who have been appointed for a period of 5 (five) years commencing from the conclusion of First Annual General Meeting until the conclusion of Sixth Annual General Meeting, as the Statutory Auditors of the Company for the Financial Year 2020-2021.”

“**RESOLVED FURTHER THAT** Mr. Abhijit Ray, the Managing Director be and is hereby authorized by the members to fix the remuneration in consultation with the Board of Directors of the Company and the Statutory Auditors, apart from the re-imbursment of out of pocket expenses and applicable taxes.”

SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following resolution as an Special Resolution

3. TO WAIVE THE DISTRIBUTION OF DIVIDEND FOR THE FINANCIAL YEAR 2019-20

“**RESOLVED THAT** the consent of the members be and is hereby accorded to waive off the distribution of dividends for the Financial Year 2019-20.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Abhijit Ray, Managing Director of the Company be and is hereby authorized to settle any question or doubt that may arise in relation thereto and to execute the necessary documents in this regard and to do all such acts, deeds and things as may be considered necessary or expedient in this regard.”

“RESOLVED FURTHER THAT a certified true copy of the resolutions signed by any of the Directors or the Company Secretary of the Company be provided to anyone concerned or interested in this matter.”

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: 08th September, 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, General Circular No. 17/2020 dated 13th April 2020 and General Circular No. 20/2020 dated 5th May, 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 and Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM).
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 Annual 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://us02web.zoom.us/j/88356338211?pwd=cGtKb0ZlQWFWUVRlY252bUVEYWEvdz09>

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. 3: TO WAIVE THE DISTRIBUTION OF DIVIDEND FOR THE FINANCIAL YEAR 2019-20

The Company has received requests from its shareholders to waive the dividends for the financial year 2019-20 considering the dividends shall be paid over the nominal value of the shares and therefore the dividend amounts shall be negligible as against the operational costs to the Company.

In accordance with clause 9.4 and schedule 1 of the Class C Share Subscription And Amended Shareholders Agreement executed between the Company and its shareholders, any matter pertaining to dividend is a shareholder reserved matter and requires the approval of shareholders holding 75% (seventy five percent) of Shares outstanding on a Fully Diluted basis out of the shareholders present and voting at the General Meeting of the Company.

The Board accordingly recommends the resolutions set out at Item No. 3 for approval of the members as a Special 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: 08th September, 2020

Place: Bengaluru

UC Inclusive Credit Private Limited

Corporate & Registered Office: Kaiser-E-Hind, No. 9/3, Richmond Road, Bengaluru- 560025

CIN: U65929KA2016PTC094208; Email Id: compliance@ucinclusive.com