

NOTICE

Notice is hereby given that the 7th Annual General Meeting (AGM) of the Members of the UC Inclusive Credit Private Limited will be held on Tuesday, the 4th day of July 2023 at 2.00 P.M. at the Registered Office of the Company, situated at Kaiser-e-Hind,9/3, Richmond Road, Bangalore - 560025 through audio-visual means, to transact the following businesses:

ORDINARY BUSINESS:

- 1. TO RECEIVE, CONSIDER, APPROVE AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2023 TOGETHER WITH THE AUDITORS' REPORT AND BOARD REPORT THEREON:**

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

"RESOLVED THAT pursuant to the provisions of section 129, 134 and 137 and any other provisions of the Companies Act, 2013, applicable for the time being, read with corresponding rules framed thereunder, (including any statutory modifications or reenactments, notified from time to time), the Audited Annual Financial Statements of the Company for financial year ended 31st March, 2023, along with its Schedules and Notes appended thereto, and the Boards' Report and Auditors' Report thereon, be and are hereby received, considered, approved and adopted."

SPECIAL BUSINESS:

- 2. TO WAIVE THE DISTRIBUTION OF DIVIDENDS FOR THE FINANCIAL YEAR 2022-23 IN RESPECT OF ALL CLASSES OF SHAREHOLDERS**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of section 123 of the Companies Act, 2013, and any other provisions applicable for the time being, read with corresponding rules framed thereunder, (including any statutory modifications or reenactments, notified from time to time) and upon the recommendation of the Board of Directors of the Company, the consent of the Members be and is hereby accorded to waive off the distribution of final dividends for the Financial Year 2022-23 in respect of all classes of shareholders of the Company.

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 provide any clarification 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 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/-

Shekhar Shukla

Company Secretary

Membership No: F10728

Date: 22nd May 2023

Place: Bengaluru

Notes:

1. 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, General Circular No. 20/2020 dated 5th May, 2020 dated 5th May, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020 and General Circular No 39/2020 dated 31st December, 2020, General Circular No. 02/2021 dated 13th January, 2021 and General Circular No. 10/2022 dated 28th December, 2022 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).
2. 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.
3. 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.
4. 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.
5. 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
6. 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.
7. 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.
8. The link to attend the meeting is as follows:

<https://us06web.zoom.us/j/89524319260?pwd=MW9rVDM1c1lxMXBrL3d2dDR6dE03dz09>

The members are requested to install a plugin for 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>

9. 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:

UC Inclusive Credit Private Limited

Corporate & Registered Office: Kaiser-E-Hind, No. 9/3, Richmond Road, Bengaluru- 560 025
CIN: U65929KA2016PTC094208; Phone: 080 4601 4601; E-mail: compliance@ucinclusive.com, Web: www.ucinclusive.in

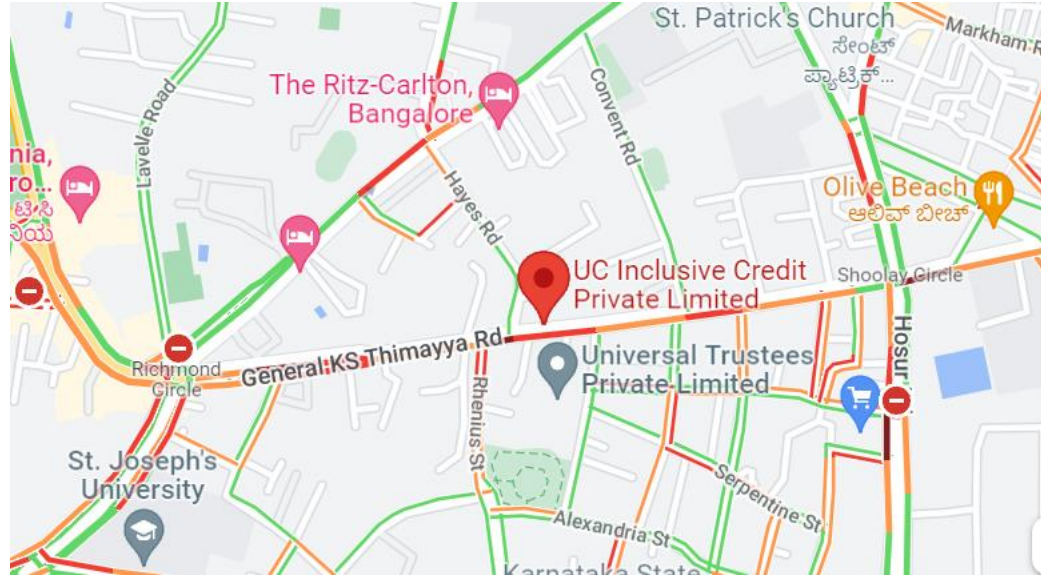
Helpline numbers:

Mr. Shrihari Kulkarni (Chief Risk Officer) - 9711219571

Mr. Shekhar Shukla (Company Secretary) - 8981346762

10. Members of the Company holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company.

ROUTE MAP TO THE VENUE OF THE MEETING AND LAND MARK



UC Inclusive Credit Private Limited

Corporate & Registered Office: Kaiser-E-Hind, No. 9/3, Richmond Road, Bengaluru- 560 025
CIN: U65929KA2016PTC094208; Phone: 080 4601 4601; E-mail: compliance@ucinclusive.com, Web: www.ucinclusive.in

ANNEXURE I

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

3. ITEM NO. 2: TO WAIVE THE DISTRIBUTION OF DIVIDENDS FOR THE FINANCIAL YEAR 2022-23 IN RESPECT OF ALL CLASSES OF SHAREHOLDERS

The Company has received requests from its shareholders to waive the dividends for the financial year 2022-23 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 C1 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. 2 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 apart from the interest arising to the extent of their shareholdings in the Company, if any.

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

Sd/-
Shekhar Shukla
Company Secretary
Membership No: F10728
Date: 22nd May 2023
Place: Bengaluru

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U65929KA2016PTC094208
Name of the company : UC Inclusive Credit Private Limited
Registered Office : Kaiser-E-Hind, No. 9/3, Richmond Road, Bengaluru- 560 025

Name of the Member	
Registered Address	
E-mail Id	
Folio No.	
Client Id DP Id	

I/We, being the member (s) of shares of the above named company, hereby appoint:

1. Name:
 Address:
 E-mail Id:
 Signature:....., or failing him

2. Name:
 Address:
 E-mail Id:
 Signature:....., or failing him

3. Name:
 Address:
 E-mail Id:
 Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 7th Annual General Meeting of the Company, to be held on the day of, 2023 at at the registered office of the Company, situated at Kaiser-E-Hind, No. 9/3, Richmond Road, Bengaluru- 560 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider, approve and adopt the audited financial statements for the financial year ended on 31st march, 2023 together with the Auditors' Report and Boards' Report thereon:

Signed this..... day of, 2023

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting