

# UC INCLUSIVE CREDIT PRIVATE LIMITED

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## NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

(No. 01/2019-2020)

26<sup>th</sup> April 2019

To:

The Members of the Company

The Statutory Auditors of the Company

The Board of Directors of the Company

Notice is hereby given that the Extra-Ordinary General Meeting (No. 01/2019-2020) of the Company is fixed to be held on Friday, 26<sup>th</sup> April 2019 at 4.00 p.m. at Windflower Prakruthi Resort & Spa, Devanahalli - 562110, to transact the following business:

### SPECIAL BUSINESS:

#### 1. TO CANCEL THE UNSUBSCRIBED ISSUED PREFERENCE SHARE CAPITAL 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 61(1)(e) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with the relevant rules framed thereunder, Articles of Association of the Company and the consent of members be and is hereby accorded to cancel 9,88,897 (Nine Lakh Eighty Eight Thousand Eight Hundred and Ninety Seven) Compulsorily Convertible Preference Shares of Rs. 10/- (Ten) each which have not been subscribed by Unitus Capital Mauritius, to whom such Preference Shares were offered.”

“**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and are hereby *severally* authorized to do all such acts, deeds and

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**Corporate & Registered Office:** Kaiser-E-Hind, No. 9/3, Richmond Road, Bengaluru -560025  
**CIN:** U65929KA2016PTC094208; **Email Id:** [ucinclusivecredit@gmail.com](mailto:ucinclusivecredit@gmail.com)

things as in its absolute discretion they may think necessary, expedient or desirable including of filing forms with the Registrar of Companies or any other regulatory authority, to settle any question or doubt that may arise in relation thereto, in order to give effect to the foregoing resolution and to provide such intimation to the necessary authorities in this regard.”

## **2. TO ALTER THE ARTICLES OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and rules made thereunder, consent of the members be and is hereby accorded to alter the Articles of Association to the entire exclusion of the existing Articles of Association, with the new set of Articles of Association of the company by incorporating the terms of Amended and Restated Share Subscription and Shareholders Agreement (“Agreement”) entered and executed *inter-alia*, by and between Narayan Ramachandran, Aarin Capital Partners, Unitus Capital Mauritius, other Initial Shareholders as described in the Agreement and UC Inclusive Credit Private Limited (the “Company”).”

**“RESOLVED FURTHER THAT** draft new set of Articles of Association of the Company as placed before the meeting and duly initialled by the Chairman for the purpose of identification be and is hereby approved and adopted”.

**“RESOLVED FURTHER THAT** any of the Director or the Company Secretary of the Company be and is hereby severally authorised to sign and file such forms, including e-forms, documents and deeds as may be required and to do such other supplemental, incidental and ancillary acts as may be necessary for giving effect to the above said resolution.”

**3. 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. 37,50,00,000.00 (Rupees Thirty Seven Crore Fifty Lakh Only) consisting of 25,00,000 (Twenty Five Lakh) Equity Shares of Rs 10.00 (Rupees Ten) each and 3,50,00,000 (Three Crore Fifty Lakh) Compulsory Convertible Preference Shares of Rs. 10.00 (Rupees Ten) each to 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) 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 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) 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: 26<sup>th</sup> April, 2019

Place: Bengaluru

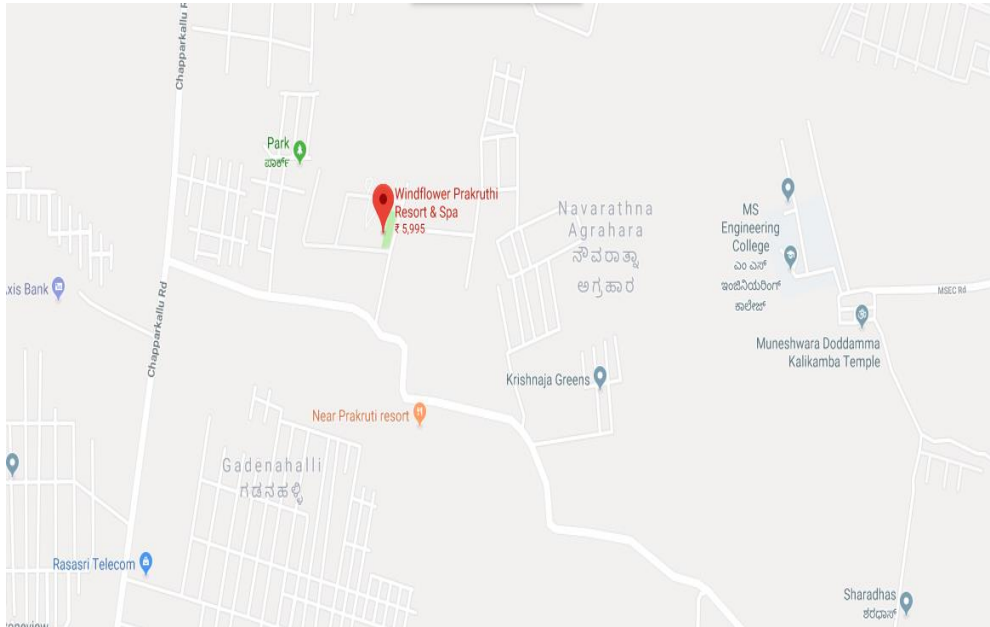
**Notes:**

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto as **Annexure I**.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy, who need not be a member of the Company, to attend and vote instead of himself. Proxies in order to be effective must be lodged with the Company at least 48 hours before the meeting. A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the paid up share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The Proxy Form is annexed hereto as **Annexure II**.
3. 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.
4. 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.

5. Entry to the place of meeting will be regulated by an Attendance Slip which is annexed hereto as **Annexure III** to the Notice. Members/Proxies attending the meeting are kindly requested to complete the enclosed Attendance Slip and affix their signature at the place provided thereon and hand it over at the entrance.
6. Route map and land mark details for the venue of Extra-Ordinary General Meeting of the Company are as below:

Land Mark:



## ANNEXURE I

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

#### Item No. 1: To cancel the unsubscribed issued preference share capital of the Company

Pursuant to the approval accorded by the members of the Company *vide* resolution passed at the Extra-Ordinary General Meeting of the Company held on 22<sup>nd</sup> February 2019, the Company had offered and issued Equity shares and Compulsorily Convertible Preference Shares (CCPS) to Unitus Capital Mauritius (“*Investor*”) on Private Placement Basis.

However, out of the 3,50,00,000 (Three Crore Fifty Lakh) Compulsorily Convertible Preference Shares (CCPS) issued to the Investor, CCPS to the extent of 9,88,897 (Nine Lakh Eighty Eight Thousand Eight Hundred and Ninety Seven) could not be subscribed by the Investor.

In this regard, the Company seeks approval from its shareholders to cancel such unsubscribed issued preference share capital of the Company pursuant to the applicable provisions of the Companies Act, 2013 and the existing Articles of Association of the Company.

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.

#### Item No. 2: Alteration of the Articles of Association of the Company

In order to incorporate the terms of the Amended and Restated Share Subscription and Shareholders Agreement (‘Agreement’) dated 22<sup>nd</sup> February 2019, it is proposed to amend the Articles of Association (‘AOA’) to the entire exclusion of the existing Articles of Association, with the new set of Articles of Association of the Company.

Pursuant to Section 5 and Section 14 of the Companies Act, 2013, the consent of the members by way of Special Resolution is required for the alteration of AoA 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.

**Item No. 3: 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. 37,50,00,000.00 (Rupees Thirty Seven Crore Fifty Lakh Only) consisting of 25,00,000 (Twenty Five Lakh) Equity Shares of Rs 10.00 (Rupees Ten) each and 3,50,00,000 (Three Crore Fifty Lakh) Compulsory Convertible Preference Shares of Rs. 10.00 (Rupees Ten) each and the paid-up share capital of the Company is Rs. 36,19,21,530 (Rupees Thirty Six Crore Nineteen Lakhs Twenty One Thousand Five Hundred and Thirty Only) consisting of 21,81,050 (Twenty One Lakhs Eighty One Thousand and Fifty) Equity Shares of Rs.10/- (Rupees Ten) each and 3,40,11,103 (Three Crore Forty Lakhs Eleven Thousand One Hundred and Three) Compulsory Convertible Preference Shares of Rs. 10.00 (Rupees Ten) each.

The Company proposes to increase its authorized share capital to 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) 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. 3 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 26, 2019

Place: Bengaluru



**ANNEXURE II**

**PROXY FORM - MGT-11**

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

**Name of the Company: UC Inclusive Credit Private Limited**

**CIN No.: U65929KA2016PTC094208**

**Registered Office: Windflower Prakruthi Resort & Spa, Devanahalli - 562110**

**Name of the Member (s):** \_\_\_\_\_  
residing at/having registered office at \_\_\_\_\_ & E-mail  
Id: \_\_\_\_\_ bearing Folio No. \_\_\_\_\_.

I / We, being the member(s) of \_\_\_\_\_ (In words \_\_\_\_\_) equity  
shares of UC Inclusive Credit Private Limited hereby appoint –

1. Name: \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him / her

2. Name: \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, as my proxy to attend  
and vote (on a poll) for me / us and on my / our behalf at the Extra-Ordinary General  
Meeting of the Company, to be held on Friday, 26<sup>th</sup> April 2019 at 4:00 p.m. at  
Windflower Prakruthi Resort & Spa, Devanahalli – 562110 and at any adjournment  
thereof, in respect of resolutions set out in the Notice convening the meeting.

<b>Affix Re. 1 Revenue Stamp</b>
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Signed this \_\_\_\_ day of \_\_\_\_\_, 2019

\_\_\_\_\_  
Signature of Shareholder (s)

\_\_\_\_\_  
Signature of Proxy Holder (s)

**Note:** This form of proxy in order to be effective, should be duly stamped, executed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

**ANNEXURE III**

**ATTENDANCE SLIP**

(Please complete this attendance slip and hand it over at the entrance of the venue)

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on Friday, 26<sup>th</sup> April 2019 at 4:00 p.m. at Windflower Prakruthi Resort & Spa, Devanahalli – 562110

**Full Name of the Shareholder/ Authorized Representative:**  
\_\_\_\_\_ residing at/having  
registered office at \_\_\_\_\_

Folio No. \_\_\_\_\_.

No. of Shares held: \_\_\_\_\_ (*In words* \_\_\_\_\_)

Name of Proxy (if any): \_\_\_\_\_

Signature of the Shareholder/  
Proxy/Corporate Representative\*  
\* Strike out whichever is not applicable