

**NOTICE OF THE 1<sup>ST</sup> (FY 2022-23) EXTRA-ORDINARY GENERAL MEETING**

**Date: July 28, 2022**

**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 1<sup>ST</sup> (FY 2022-23) Extra- Ordinary General Meeting of the Company is fixed to be held on Friday, July 29, 2022 at 10:30 am and is scheduled to end by 11:00 am at the 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 alter Articles of Association of the Company**

**To consider and, if thought fit, to pass following resolution as 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 Share Subscription and Amended Shareholders’ Agreement dated 14<sup>th</sup> June 2022 (“Agreement”).

**“RESOLVED FURTHER THAT** draft new set of Articles of Association of the Company as approved by the Board be and is hereby approved and adopted”.

**“RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary or the Chief Risk Officer of the Company be and is hereby severally authorized to take such actions as may be necessary to give effect to this resolution including but not limited to filing of all the necessary forms and other necessary documents as may be required by the statutory authorities and to do such acts, deeds and things that may be required to give effect to the aforesaid resolutions.”

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

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

**SD/-**

Sneha Chinchli  
Company Secretary  
Membership No: A37386  
Date: July 28, 2022  
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 8<sup>th</sup>,2020, General Circular No. 17/2020 dated 13<sup>th</sup> April 2020, General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 dated 5<sup>th</sup> May, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020 and General Circular No 39/2020 dated 31<sup>st</sup> December, 2020 and General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 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 theRegistered 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 theCompany 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 notbe 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](mailto: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 scheduledend 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](mailto:compliance@ucinclusive.com).
9. The link to attend the meeting is as follows :  
<https://us06web.zoom.us/j/88910025384?pwd=a20yeWo3K0VMZFdOeTJMTGJPbFM5UT09>

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 theCompany:

Helpline numbers:

- a. Mr. Shrihari Kulkarni (Head-Risk, Monitoring and Compliance) - 9711219571
- b. Ms. Sneha Chinchli (Company Secretary) - 8884503444

## ANNEXURE I

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

#### Item no. 1: To alter Articles of Association of the Company

The members shall be briefed about the requirement of alteration in the Articles of Association of the Company for replicating the changes have been made by Company in the Share Subscription and Amended Shareholders Agreement executed on 14<sup>th</sup> June, 2022 (“the Agreement”). As per Clause 4.2 (obligations of the parties on completion date) of the Agreement, the Company is required to amend the Articles of Association (“AOA”) in order to replicate the changes incorporated in the Agreement. The revised Articles of Association of the Company in a track change version shall be placed before the members for their consideration and approval.

The Board accordingly recommends the resolutions set out at Item No. 1 for approval of the members as 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 except to their extent to their respective shareholding and the rights as specifically mentioned in the Articles .

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

**SD/-**  
Sneha Chinchli  
Company Secretary  
Membership No: A37386  
Date: July 28, 2022  
Place: Bengaluru