

**NOTICE**

Dear Members,

**Shorter Notice** is hereby given that the **1<sup>st</sup> Extra Ordinary General Meeting (EGM) no. 01/2023-24** of the **Members of UC Inclusive Credit Private Limited** will be held on **Friday, the 8<sup>th</sup> day of September, 2023** at **10:15 A.M.** at the Registered Office of the Company to transact the following businesses:

**SPECIAL BUSINESS:**

**1. To insert enabling clause for alteration of Authorised Share Capital in the Articles of Association of the Company and thereby altering the same.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 14, 61 and 179 of the Companies Act, 2013 read with the Companies (Incorporation) Rules 2014 and the Companies (Share Capital and Debentures) Rules 2014 and other applicable provisions of the Act as well as in the Rules (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force), consent of the Members be and is hereby accorded to insert following clauses in the Articles of Association after clause 6(s):

*Article 6(t): The Company may from time to time by necessary Resolution at General Meeting of Members, increase the share capital by such sum to be divided into shares of such amount as may be specified in the resolution:*

Article 6(u): Subject to the provision of Section 61, the company may by necessary resolution-

- *Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.*
- *Convert all or any of its fully paid up shares into stocks and reconvert that stock into fully paid up shares of any denomination*
- *Subdivide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum*
- *Cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by the person.*

**RESOLVED FURTHER THAT** clause 6 of all the present copies of Articles of Association of the Company be replaced with altered clause, as approved by the Members, at their ensuing General Meeting.

**RESOLVED FURTHER THAT** Mr. Abhijit Ray, Managing Director of the Company be and is hereby authorized to do all acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to the above resolution including filing of relevant forms with the Registrar of Companies.

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**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*

**RESOLVED FURTHER THAT** the certified true copy of the foregoing resolution, signed by any Director/ Company Secretary be forwarded to any of the interested party as and when necessary.”

**2. To enhance Authorized Share Capital of the Company and thereby altering Memorandum of Association of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 13 , 61 and 179 of the Companies Act, 2013 read with the Companies (Incorporation) Rules 2014 and the Companies (Share Capital and Debentures) Rules 2014 and other applicable provisions of the Act as well as in the Rules (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force), and as per the provisions of the Articles of Association of the Company and approved by the shareholders of the Company, in their ensuing General Meeting, the Authorized share capital of the Company be and is hereby increased from Rs. 62,05,00,000 (Rupees Sixty-Two Crores Five Lakh Only) which consist of 73,00,000 (Seventy Three Lakh) Equity Shares of Rs. 10.00 (Rupees Ten) each and 5,47,50,000.00 (Five Crore Forty-Seven Lakhs Fifty Thousand) of Compulsory Convertible Preference Shares of Rs. 10.00 (Rupees Ten) each. to Rs. 77,30,00,000 (Seventy Seven Crores Thirty Lakhs) divided into 73,00,000 (Seventy Three Lakh) Equity Shares of Rs. 10.00 (Rupees Ten) each and 7,00,00,000.00 (Seven Crore) of Compulsory Convertible Preference Shares of Rs. 10.00 (Rupees Ten) each to facilitate fund raising via issue of Compulsorily Convertible Preference Shares of the Company by creating 1,52,50,000 (One Crore Fifty-Two Lakh Fifty Thousand) of Rs. 10 (Rupees Ten each).

**RESOLVED FURTHER THAT**, Clause 5 of Memorandum of Association of the Company be substituted as under: -

*The Authorised Share Capital of the Company is Rs. 77,30,00,000 (Seventy Seven Crores Thirty Lakhs) consisting of 73,00,000 (Seventy Three Lakh) Equity Shares of Rs. 10.00 (Rupees Ten) each and 7,00,00,000 (Seven Crore) of Compulsory Convertible Preference Shares of Rs. 10.00 (Rupees Ten) each*

**RESOLVED FURTHER THAT** clause 5 of all the present copies of Memorandum of Association of the Company be replaced with altered clause, as approved by the Members, at their ensuing General Meeting.

**RESOLVED FURTHER THAT** Mr. Abhijit Ray, Managing Director of the Company be and is hereby authorized to do all acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to the above resolution including filing of relevant forms with the Registrar of Companies.

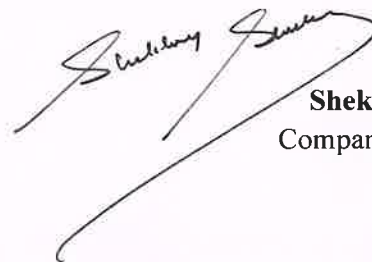
**RESOLVED FURTHER THAT** the certified true copy of the foregoing resolution, signed by any Director/ Company Secretary be forwarded to any of the interested party as and when necessary.”

**Date:** 07<sup>th</sup> September, 2023

**By the order of the Board of Directors**

**For UC Inclusive Credit Private Limited**

**Place:** Bangalore



**Shekhar Shukla**  
Company Secretary

**Notes:**

1. The Explanatory Statement in relation to Business Item no. 01 and Item no. 02, pursuant to Section 102(1) 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 Extra-ordinary 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 (9.30 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 meetings are held through audio video conferencing means, the provisions relating to proxy shall not be applicable.
5. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than one (01) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
6. A person can act as a proxy on behalf of members of the Company not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member of the Company holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
7. 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.
8. 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)
9. 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.
10. 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).

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

<https://us06web.zoom.us/j/89460934201?pwd=RWJSWkN6eUgwWW5LQVpvdHpQa0lYQT09>

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>

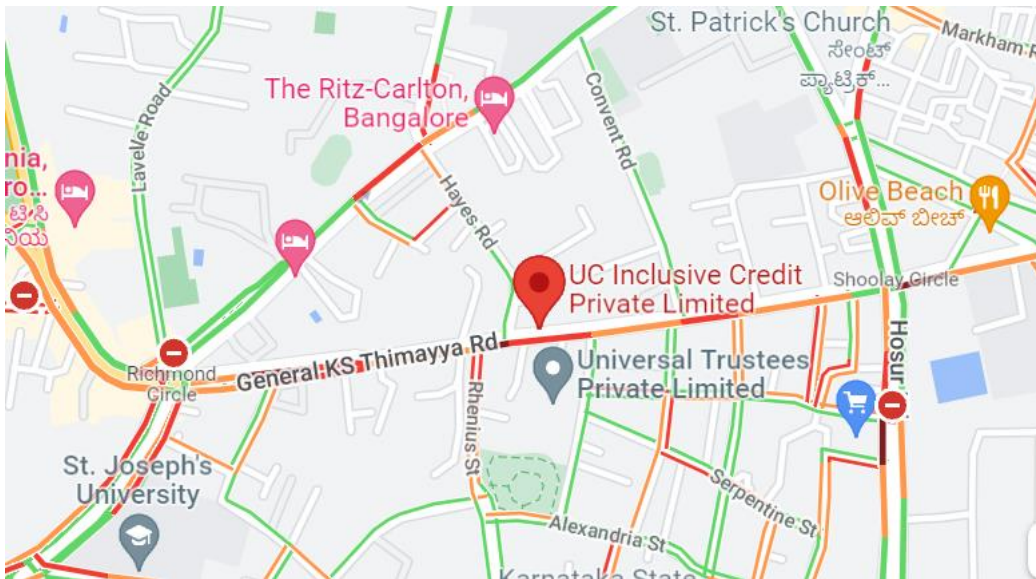
12. In case of any issues faced with regards to the audio video conferencing meeting or joining the meeting, the members are requested to contact the following employees of the Company:

Mr. Shrihari Kulkarni (Head-Risk, Monitoring and Compliance) – 9711219571

Mr. Shekhar Shukla (Company Secretary) – 8981346762

13. 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 AND LAND MARK



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#### 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](mailto:compliance@ucinclusive.com), Web: [www.ucinclusive.in](http://www.ucinclusive.in)

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 (1) OF  
THE COMPANIES ACT, 2013**

The following statement sets out all material facts relating to the special business mentioned in the accompanying notice:

**Item No. 1: To insert enabling clause for alteration of Authorised Share Capital in the Articles of Association of the Company and thereby altering the same.**

The Current Authorized Share Capital of the Company is Rs. 62,05,00,000 (Rupees Sixty-Two Crores Five Lakh Only) which consist of 73,00,000 (Seventy-Three Lakh) Equity Shares of Rs. 10.00 (Rupees Ten) each and 5,47,50,000.00 (Five Crore Forty-Seven Lakhs Fifty Thousand) Compulsory Convertible Preference Shares of Rs. 10.00 (Rupees Ten) each. In view of the proposed Equity raise, it would be prudent to alter and enhance the authorised share capital of the Company.

However, presently there is no enabling clause in the Articles of Association of the Company for above proposed alteration and enhancement and hence the alteration of the Articles of Association of the Company is recommended.

A copy of both, existing as well as altered Articles of Association of the Company is attached with this notice and is available for inspection at the Registered Office of the Company during working hours.

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

None of the Director or the Manager or Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs are concerned or interested in this resolution, whether financial or otherwise and are only interested to the extent of their shareholdings in the Company, if any.

**Item No. 2: To enhance Authorized Share Capital of the Company to Rs. 77.30 crs and thereby altering Memorandum of Association of the Company**

The Current Authorized Share Capital of the Company is Rs. 62,05,00,000 (Rupees Sixty-Two Crores Five Lakh Only) which consist 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 Fifty Thousand) of Compulsory Convertible Preference Shares of Rs. 10.00 (Rupees Ten) each. The Company proposes to increase its authorized share capital to 77,30,00,000 (Seventy Seven Crores Thirty Lakhs) divided into 73,00,000 (Seventy Three Lakh) Equity Shares of Rs. 10.00 (Rupees Ten) each and 7,00,00,000 (Seven Crore) of Compulsory Convertible Preference Shares of Rs. 10.00 (Rupees Ten) each to facilitate fund raising via issue of Compulsorily Convertible Preference Shares of the Company by creating 1,52,50,000 (One Crore Fifty Two Lakh Fifty Thousand) of Rs. 10 (Rupees Ten each).

Accordingly, pursuant to section 13 of Companies Act, 2013, increase in the authorized share capital of the Company to Rs. 77,30,00,000 (Seventy Seven Crores Thirty Lakhs) is recommended to accommodate the future issue of shares and subsequent allotment.

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. Hence, subject to the consent of Members of the Company in their ensuing General Meeting, the approval of the Board is required in this regard.

A copy of the existing as well as altered Memorandum of Association of the Company is attached with this notice and is available for inspection at the Registered Office of the Company during working hours.

The Board accordingly recommends the resolutions set out at Item No. 2 for approval of the members

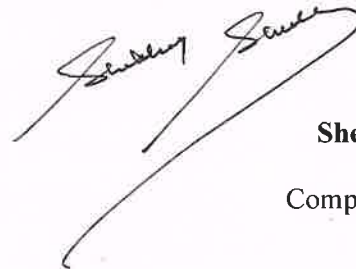
None of the Director or the Manager or Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs are concerned or interested in this resolution, whether financial or otherwise and are only interested to the extent of their shareholdings in the Company, if any.

**Date:** 07<sup>th</sup> September, 2023

**By the order of the Board of Directors**

**For UC Inclusive Credit Private Limited**

**Place:** Bangalore



**Shekhar Shukla**

Company Secretary

**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**

<b>Name of the Member</b>	
<b>Registered Address</b>	
<b>E-mail Id</b>	
<b>Folio No.</b>	
<b>Client Id DP Id</b>	

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:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1<sup>st</sup> Extra Ordinary General Meeting of the Company for the FY 2023-24, to be held on the 08<sup>th</sup> day of September, 2023 at 10.15 a.m. at the registered office of the Company, situated at Kaiser-E-Hind, No. 9/3, Richmond Road, Bengaluru- 560025 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To insert enabling clause for alteration of Authorised Share Capital in the Articles of Association of the Company and thereby altering the same
2. To enhance Authorized Share Capital of the Company to Rs. 77.30 crs and thereby altering Memorandum of Association of the Company

Signed this..... day of September, 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.

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**UC Inclusive Credit Private Limited**

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