

NOTICE

Dear Members,

Shorter Notice is hereby given that the 3rd Extra Ordinary General Meeting (EGM) no. 03/2023-24 of the **Members of UC Inclusive Credit Private Limited** ("Company") will be held on **Wednesday, the 06th day of March, 2024 at 11:00 AM.** at the **Registered Office** of the Company to transact the following businesses:

SPECIAL BUSINESS:

1. To approve alteration and adopt the restated and amended Articles of Association of the Company

To consider and if thought fit, to pass with or without modification(s), the 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) read with the rules made thereunder, the 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 the Shareholders' Agreement of the Company dated 20th October, 2023 executed by and amongst Insitor Impact Asia Fund II Pte. Ltd., Unitus Capital Mauritius, Mr. Abhijit Ray, the Company and other shareholders of the Company.

RESOLVED FURTHER THAT the new Articles of Associations of the Company be and is hereby approved and adopted by the members and the existing Articles of Association the Company be and is hereby replaced by the new set of Articles of Association of the Company (draft of which is placed before the members).

RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary and/or the Chief Risk Officer of the Company be and are 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."

Date: 13th Feb, 2024

**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, 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 8th,2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No 39/2020 dated 31st December, 2020, General Circular No. 02/2021 dated 13th January, 2021 and General Circular No. 09/2023 dated 25th September, 2023 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.
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 notified to the Company by sending the duly stamped, completed and signed Proxy Form (annexed hereto this Notice as **Annexure II**) to the company not later than one (01) hours before the commencement of 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. Members or their proxies/ authorised representatives attending the meeting in person are required to submit a duly completed and signed Attendance Slip (annexed hereto this Notice as **Annexure III**) to the Company while attending the meeting.
9. 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

10. 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.
11. 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.
12. The link to attend the meeting through audio visual means is as follows :

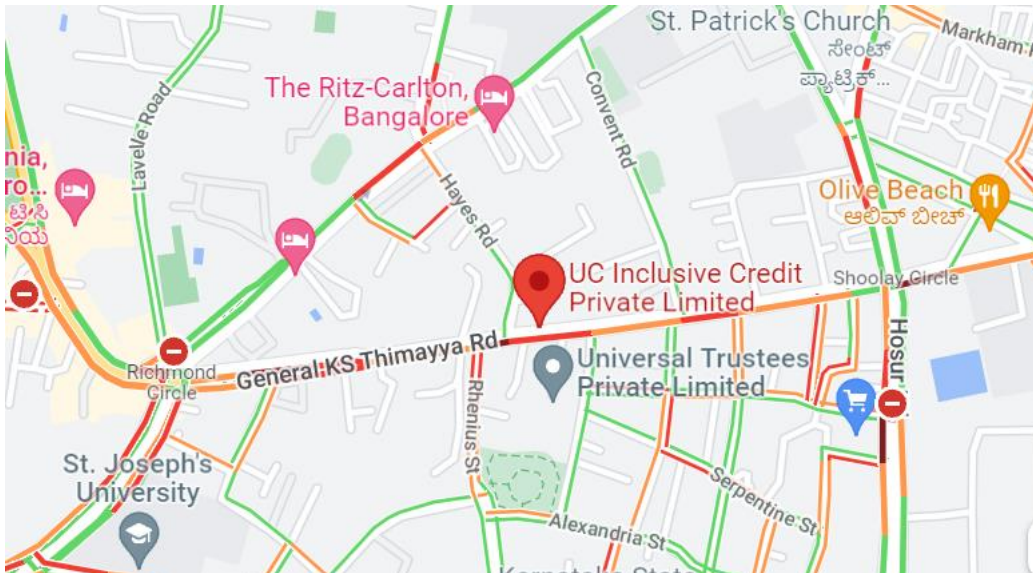
 Google Meet joining info
 Video call link: <https://meet.google.com/xoy-qudm-fpf>

 Or dial: (US) +1 401-426-4744 PIN: 736 377 841#
 More phone numbers: <https://tel.meet/xoy-qudm-fpf?pin=6354690786052>
13. 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
14. 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



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 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 approve alteration and adopt the restated and amended Articles of Association of the Company

The Company had entered into a Shareholders' Agreement dated 20th October 2023 with M/s Insitor Impact Asia Fund II Pte. Ltd., Unitus Capital Mauritius, Mr. Abhijit Ray and other shareholders of the Company ("**Agreement**").

As per the terms of the Agreement, the Company is required to alter and restate the Articles of Association of the Company. A draft of restated Articles of Association of the Company has been enclosed herewith as Schedule - A to the Notice.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, amendment of the Articles of Association requires an approval of the shareholders by way of special resolution. The Board accordingly recommends the resolutions set out at Item No. 1 for approval of the members as **Special 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.

Date: 13th Feb, 2024

By the order of the Board of Directors
For UC Inclusive Credit Private Limited

Place: Bangalore

Shekhar Shukla
Company Secretary

Annexure II**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:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 3rd Extra Ordinary General Meeting of the Company for the FY 2023-24, to be held on the 06th day of March, 2024 at 11.00 AM 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 resolutions as are indicated below:

1. To approve alteration and adopt the restated and amended Articles of Association of the Company – **Special Resolution**

Signed this..... day of _____, 2024

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.

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 III

ATTENDANCE SLIP

Extra-ordinary 3rd General Meeting of the Company for the FY 2023/24 to be held on Wednesday, the 06th day of March, 2024, at 11.00 AM at the registered office of the Company situated at **Kaiser-E-Hind, No. 9/3, Richmond Road, Bengaluru- 560 025.**

Folio No. / DP ID & Client ID*	
No. of shares held	

(Applicable in case shares are held in electronic form.)

I/We certify that I/We am/are registered Member /proxy for the registered Member of the Company.

I/We hereby record my presence at the 3rd EGM of the Company for the FY 2023-24 to be held on Wednesday, the 06th day of March, 2024, at 11:00 AM at the registered office of the Company situated at **Kaiser-E-Hind, No. 9/3, Richmond Road, Bengaluru- 560 025.**

Member's / Authorized Representative's signature

Note: Please fill in the attendance slip and hand it over at the entrance of the Meeting Hall. Joint member(s) may obtain additional attendance slip at the venue of the meeting.