

NOTICE

Date: 17th August, 2025

To

The Members of the Company

The Board of Directors of the Company

The Auditors of the Company

The Debenture Trustees of the Company,

Shorter notice is hereby given that the 1st Extra -ordinary General Meeting (EGM) no. 01/2025-26 of the Members of UC Inclusive Credit Private Limited ("the Company") will be held on Monday, the 18th day of August, 2025 at 11.00 A.M. at the Registered Office of the Company situated at 2nd floor, Prestige Towers, 99/100, Residency Road, Ashok Nagar, Bengaluru - 560 025 through audio visual means to transact the following business:

ORDINARY BUSINESS:

1. To approve the increase in Authorized Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company

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 61(1)(a), Section 64 and other applicable provisions of the Companies Act, 2013, and in accordance with the Articles of Association of the Company, and subject to the approval of the Members of the Company, the consent of the Board of Directors be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹77,30,00,000 (Rupees Seventy Seven Crore Thirty Lakh only) 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 ₹859,000,000 (Eighty-Five Crore Ninety Lakh only) consisting of 15,900,000 (One Crore Fifty-Nine Lakh) equity shares of ₹10.00 (Rupees Ten) each and 7,00,00,000 (Seven Crore) of Compulsory Convertible Preference Shares of Rs. 10.00 (Rupees Ten) each, ranking pari-passu in all respects with existing equity shares.

RESOLVED FURTHER THAT subject to approval of the Members, Clause V of the Memorandum of Association be and is hereby substituted with the following:

V. The Authorised Share Capital of the Company is ₹859,000,000 (Eighty-Five Crore Ninety Lakh only) consisting 15,900,000 (One crore Fifty Nine Lakh) equity shares of ₹10 each and 7,00,00,000 (Seven Crore) of Compulsory Convertible Preference Shares of Rs. 10.00 (Rupees Ten) each.

RESOLVED FURTHER THAT Mr. Abhijit Ray (Managing Director), Mr. Eric Savage (Director) and Mr. Shekhar Shukla (Company Secretary), be and is hereby authorized to sign and submit necessary forms with the Registrar of Companies, Bengaluru within the stipulated timelines, and to pay the necessary fees and stamp duty, and to undertake all acts, deeds, matters, and things as may be necessary to give full effect to this resolution.

RESOLVED FURTHER THAT any Director of the Company or Company Secretary be and is hereby authorised to issue certified true copy of this resolution as and when necessary."

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

Shekhar Shukla
Company Secretary
Membership No: F10728

Date: 17th August, 2025
Place: Bengaluru

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 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, General Circular No. 09/2023 dated 25th September, 2023, and General Circular No. 09/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs, 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 General Meetings (AGM/EGM) 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. MCA has also clarified that general meetings may be held through video conferencing or other audio-visual means and in such meetings proxy shall not be applicable. Hence, the requirement of attendance slip and Proxy form will not apply to meetings convened in accordance with the aforesaid circular of MCA dated 08.04.2020.
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. 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.
7. 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
8. 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.
9. 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.
10. The link to attend the meeting through audio visual means is as follows:
<https://us06web.zoom.us/j/88399601881?pwd=TSm5ge9h4khec6I9PWKFIKhcHmNAJf.1>
11. 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

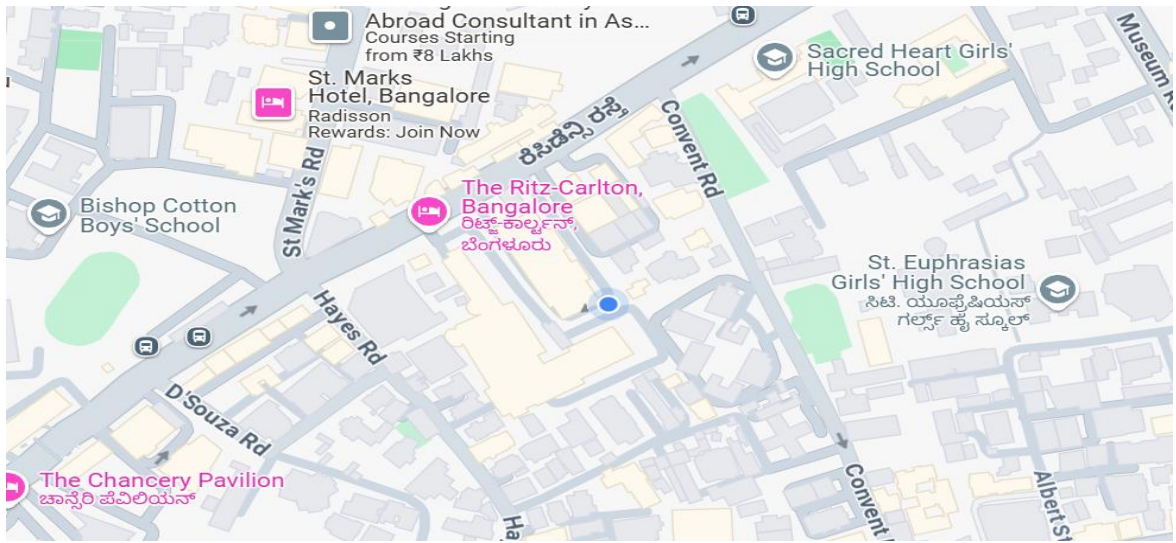
Corporate & Registered Office: Prestige Towers, 99/100, Residency Road, Ashok Nagar, Bengaluru - 560025
CIN: U65929KA2016PTC094208; Phone: 080 4601 4601; E-mail: compliance@ucinclusive.com, Web: www.ucinclusive.in

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

Mr. Shekhar Shukla (Company Secretary) – 8981346762

12. 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



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 the increase in Authorized Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company

As approved by the Members at the 8th Annual General Meeting of UC Inclusive Credit Private Limited held on 18th June 2024 read with Special Resolution passed at 9th Annual General Meeting of the Company held on 17th June, 2025, a pool comprising of 8,572,533 equity shares was created under the Employee Stock Option Plan (ESOP), Scheme 2024 to facilitate the grant of stock options to eligible employees.

However, the current Authorized Share Capital of the Company is insufficient to meet the future requirements for issuing the shares necessary under the said ESOP pool. Consequently, an increase in Authorized Share Capital is necessary to accommodate the proposed ESOP allotment. Pursuant to Section 61 of the Companies Act, 2013, the Company is empowered to alter its Authorized Share Capital.

It is hence requested that the proposed resolution for increasing the Authorised Share Capital of Members be passed by way of an ordinary resolution and thereby altering the Memorandum of Association of the Company.

A revised draft of the Memorandum of Association is attached herewith for your kind reference.

None of the Directors, Key Managerial Personnel, or their relatives have any financial or other interest in this resolution, except to the extent they may be eligible for grant under the ESOP scheme in their capacity as employees.

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

Shekhar Shukla
Company Secretary
Membership No: F10728

Date: 17th August, 2025
Place: Bengaluru