

NOTICE

Dear Members,

Shorter Notice is hereby given that the **2nd Extra Ordinary General Meeting (EGM)** no. **02/2023-24** of the **Members of UC Inclusive Credit Private Limited** will be held on **Friday**, the **20th day of October, 2023** at **11:30 a.m.** at the Registered Office of the Company to transact the following businesses:

SPECIAL BUSINESS:

- 1. To discuss and approve the draft terms of offer for issue of 2,00,21,739 (Two Crore Twenty One Thousand Seven Hundred and Thirty Nine) Class D Compulsorily Convertible Preference Shares (CCPS) September 2023 on Private Placement basis and to approve the draft Private Placement Offer cum Application Letter in Form PAS-4**

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 23, 179(3)(c), 42, 55, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with The Companies (Share Capital and Debentures) Rules, 2014 and The Companies (Prospectus and Allotment of Securities) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force read with the Memorandum and Articles of Association of the Company, Foreign Exchange Management Act, 1999 and rules specified there under (including any statutory modifications, amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India), the consent of the Shareholders of the Company, be and is hereby accorded to offer and issue of 2,00,21,739 (Two Crore Twenty One Thousand Seven Hundred and Thirty Nine) Class D Compulsorily Convertible Preference Shares (CCPS) September 2023 (**“Class D CCPS September 2023”**) at a face value of Rs. 10.00 (Indian Rupees Ten only) and at a premium of Rs. 26.76 (Indian Rupees Twenty Six and Seventy Six Paise only) each amounting to Rs. 73,59,99,162.40 (Indian Rupees Seventy Three Crore Fifty Nine Lakhs Ninety Nine Thousand One Hundred and Sixty Two and Forty paise Only) on a preferential issue cum Private Placement basis through issue of serially numbered Private Placement offer cum Application Letter in Form PAS – 4 (**“Offer Letter”**) on such terms and conditions as detailed in Annexure A and in the manner set out in the amended and restated shareholders’ Agreement to be executed by and amongst Insitor Impact Asia Fund II Pte. Ltd., Unitus Capital Mauritius, UC Inclusive Credit Private Limited (**“Company”**); Mr. Abhijit Ray and other shareholders of the Company (hereinafter referred to as **“SHA”**) and the Share Subscription Agreement to be executed by and amongst Insitor Impact Asia Fund II Pte. Ltd., Unitus Capital Mauritius, Company, Mr. Abhijit Ray and such other parties as the Company may determine (hereinafter referred to **“SSA”**) to the following investors (**“Investors”**):

S. No	Name of Investors	No. of Class D CCPS September 2023	Subscription Amount (Rs.)
1	Insitor Impact Asia Fund II Pte. Ltd.	1,76,84,048	65,00,65.604.48
2.	Unitus Capital Mauritius	22,92,576	8,42,75,093.76
3.	Abhijit Ray	43,163	15,86,671.88
4.	Shrihari Kulkarni	1,953	71,792.28
Total		2,00,21,739	73,59,99,162.40

RESOLVED FURTHER THAT pursuant to Rule 9 of The Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, 2,00,21,739 (Two Crore Twenty One Thousand Seven Hundred and Thirty Nine) Class D Compulsorily Convertible Preference Shares (CCPS) September 2023 shall carry such rights as mentioned below:

S. No	Particulars	Class D CCPS September 2023
1.	Payment of dividend or repayment of capital vis-a -vis Equity Shares.	Class D CCPS September 2023 shall carry a fixed rate of return of 0.001%
2.	Participation in surplus fund.	Class D CCPS September 2023 shall in addition to the fixed rate of return, be entitled to a participating dividend equal to any dividend provided for the Equity Shares. The dividend shall be paid to holder of Class D CCPS September 2023 in priority and in preference to holders of other classes of Shares.
3.	Participation in surplus assets and profits, on winding-up.	Class D CCPS September 2023 shall also be eligible to participate in the surplus assets and profits, on winding up based on the terms and conditions as agreed in the transaction documents.
4.	Payment of dividend on cumulative or non-cumulative basis.	Cumulative basis.

5.	Conversion of Preference shares into Equity shares.	As per Annexure A
6.	Conversion ratio if any	The Conversion ratio would be calculated as per the conversion terms mentioned in Annexure A.
7.	Voting Rights.	Class D CCPS September 2023 shall carry voting rights which are pari-passu with the Equity Shares and in accordance with their diluted number of shares.
8.	Redemption of Preference shares.	There will be no redemption and each Class D CCPS September 2023 shall be converted into such number of Equity Shares as per the terms of conversions stated in Annexure A.
9.	Tenure	The Class D CCPS September 2023 shall be compulsorily convertible 1 (one) day prior to the end of 19 years or as may be mutually agreed by the parties in writing, whichever is earlier.

RESOLVED FURTHER THAT pursuant to provisions of section 42, 62(1)(c) read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the draft Private Placement Offer Cum Application Letter in PAS-4 prepared in accordance with the all the relevant provisions of the Act and the record of private placement in Form PAS-5 related to the proposed Issue, tabled before the meeting duly initialled by the Chairman for the purpose of identification and as placed before the members be and is hereby approved and Mr. Abhijit Ray, Managing Director and/ or Company Secretary of the Company and/or Mr. Shrihari Kulkarni, Chief Risk Officer of the Company and/or Mr. Parjanyaadeb Bhattacharyya, Head- Monitoring of the Company, be and are hereby jointly/severally authorized to sign and circulate the Private Placement Offer Cum Application Letter on behalf of the Company to the Identified Investors.

RESOLVED FURTHER THAT the shareholders of the Company hereby approve Mr. Abhijit Ray, the Managing Director of the Company, to sign the declaration, as placed before the members and to be shared to the prospective investors in the offer letter in Form PAS-4, on behalf of the Board.

RESOLVED FURTHER THAT subscription monies received by the Company from the Investors, pursuant to this private placement issue shall be kept by the Company in a separate bank account already opened by the Company with IDFC First Bank Limited, having account number 10153653199 and shall be utilized by the Company in accordance with section 42 of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Abhijit Ray, Managing Director and/or Company Secretary of the Company and/or Mr. Shrihari Kulkarni, Chief Risk Officer of the Company and/or Mr. Parjanyaadeb Bhattacharyya, Head- Monitoring, of the Company be and are hereby jointly/severally authorised to settle any question or doubt that may arise in relation thereto, execute the necessary documents/agreements in this regard including but not limiting to the maintenance of records of private placement in PAS-5 and to do all such acts, deeds and things as may be considered necessary or expedient in this regard.

RESOLVED FURTHER THAT pursuant to Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Board, be and is hereby authorized to verify the applications received against the offer, allot such preference shares, issue share certificates duly signed by any of the Directors and/or Company Secretary, sign such agreements/documents as required for giving effect to the said resolution.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company and/or Mr. Shrihari Kulkarni, Chief Risk Officer of the Company and/or Mr. Parjanyaadeb Bhattacharyya, Head- Monitoring, of the Company be and are hereby jointly/severally authorised to file the necessary e-Forms with the Registrar of Companies, Reserve Bank of India and under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder to such authorities as may be required for giving effect to the aforementioned resolutions.

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

2. To Appoint Ms. Sandhya Vasudevan as Independent Director

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 149 and 150 read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014, made thereunder and other applicable provisions of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation as

per relevant provisions of the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 (including any amendments thereto or re-enactment thereof, for the time being in force) and on the recommendation of the Nomination and Remuneration Committee of the Board, consent of the shareholders of the Company be and is hereby accorded to appoint Ms. Sandhya Vasudevan (DIN: 00372405) as a Non-Executive Independent Director of the Company w.e.f. 19th October, 2023 for a tenure of 5 (five) consecutive years from 19th October, 2023, to 18th October, 2028 on such remuneration as previously decided by the Board of Directors of the Company for existing Independent Director of the Company and at such other terms and conditions, as may be stipulated by Board.

RESOLVED FURTHER THAT Mr. Abhijit Ray, Managing Director of the Company, be and is hereby authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

RESOLVED FURTHER THAT a certified true copy of the resolutions signed by any of the Directors and/or the Secretary of the Company be provided to relevant persons/entities.”

3. To note revised allotment of Employee Stock Options under the existing ESOP Scheme 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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, Rule 12(4)(b) of the Companies (Share Capital and Debenture) Rules, 2014 (including any amendment thereto or re-enactment thereof), relevant provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the consent of the members be and is hereby accorded to the Board of Directors to grant Employee Stock Options (**“Options”**) under UC Inclusive Credit Private Limited Employees Stock Option Scheme – 2022 (**“Scheme”**) in excess of 1% (one percent) of the issued capital of the Company (excluding outstanding warrants and conversions, if any) at the time of grant of Options, to certain employees, on an individual basis, as mentioned below, on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

SL No.	Name
1.	Abhijit Ray
2.	Narayan Ramachandran
3.	Shrihari Kulkarni
4.	Parjanyaadeb Bhattacharyya
5.	Thrupti Alva
6.	Gowthaman Natarajan
7.	Swarup Bose
8.	Sudarshan Prasanna
9.	Kajal Kapoor
10.	Sindhuja M Reddy
11.	Rakshitha Athreya

RESOLVED FURTHER THAT the shares allotted by the Company in the manner aforesaid shall rank pari-passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Executive Committee and/or its members be and are hereby jointly and/or severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose, including but not limited to filing of necessary forms with appropriate authorities and may delegate all or any powers conferred herein, to any committee of directors, with power to further delegate such powers to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents as may be necessary in this regard.

RESOLVED FURTHER THAT a certified true copy of the resolutions signed by any of the Director or Company Secretary of the Company be provided to anyone concerned or interested in this matter.”

Date: 19th October, 2023

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



Place: Bangalore



Shekhar Shukla
Company Secretary

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

Notes:

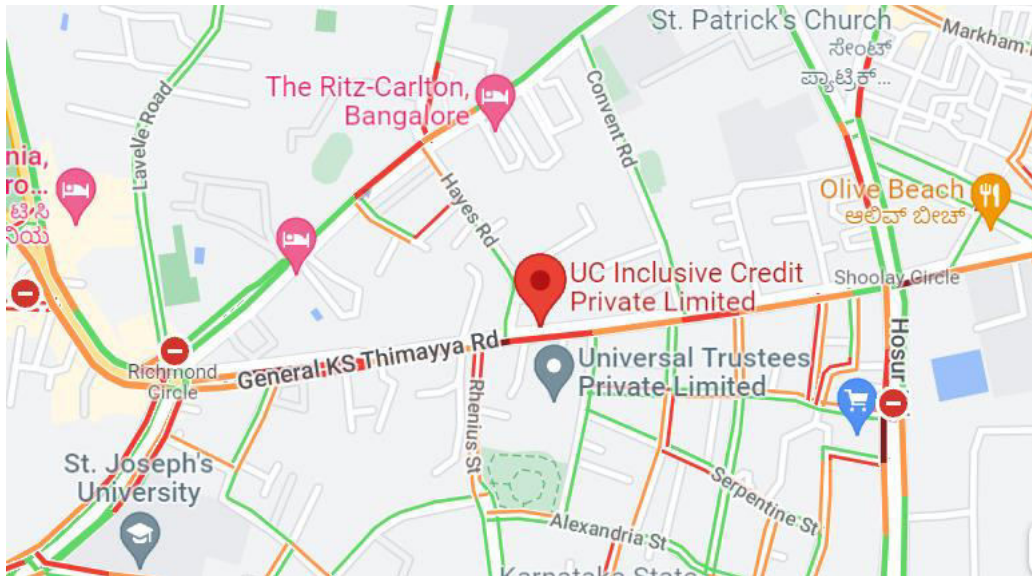
1. The Explanatory Statement in relation to Business Item no. 01, 02 and 03, pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto as **Annexure - I**.
2. The notice is issued in compliance with the General Circular No.14/2020 dated April 8th,2020, General Circular No. 17/2020 dated 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 and General Circular No. 09/2023 dated 25.09.2023 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 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
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.
11. The link to attend the meeting through audio visual means is as follows:
<https://us06web.zoom.us/j/81182856360?pwd=N3BvFgEVtRZWzaOyzapwqqfUaxZff.1>
12. 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>
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 LANDMARK



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

**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 discuss and approve the draft terms of offer for issue of 2,00,21,739 (Two Crore Twenty One Thousand Seven Hundred and Thirty Nine) Class D Compulsorily Convertible Preference Shares (CCPS) September 2023 on Private Placement basis and to approve the draft Private Placement Offer cum Application Letter in Form PAS-4

The Board of Directors at its meeting held on 30th September, 2023, have approved the offer and issuance of upto 2,00,21,739 (Two Crore Twenty One Thousand Seven Hundred and Thirty Nine) Class D Compulsorily Convertible Preference Shares (CCPS) September 2023 at face value of Rs. 10.00 (Indian Rupees Ten only) and at premium of Rs. 26.76 (Indian Rupees Twenty Six and Seventy Six Paise Only) each per CCPS aggregating to Rs. 73,59,99,162.40 (Indian Rupees Seventy Three Crores Fifty Nine Lakhs Ninety Nine Thousand One Hundred and Sixty Two and Forty paise Only) on a private placement basis to Identified investors, subject to approval of shareholders of the Company at the ensuing general Meeting.

As per Section 62 and Section 42 of the Act read with Rule 14 of The Companies (Prospectus and Allotment of Securities) Rules, 2014, a company shall not make private placement of its securities unless the proposed offer of the securities or invitation to subscribe the securities has been previously approved by the shareholders of such company, by way of Special Resolution.

Further, pursuant to Section 55 of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014, issuance of preference shares also needs to be authorised by passing a Special Resolution.

Accordingly, the approval of the shareholders is being sought, by way of Special Resolution, to offer and issue Compulsorily Convertible Preference Shares (CCPS), in one or more tranche(s) on Private Placement basis through private placement offer cum application letter.

The statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 including the terms of issue of CCPS are as under:

1.	Particulars of the offer including date of passing of Board resolution.	<p>The purpose of the offer of Class D CCPS September 2023 is to raise funds for implementing company Business Plan and to meet its requirement of additional capital/financial resources.</p> <p>Board Resolution has been passed on day of</p>
----	---	--

		30 th September, 2023 for issue and offer of 2,00,21,739 (Two Crore Twenty One Thousand Seven Hundred and Thirty Nine) Class D Compulsorily Convertible Preference Shares (CCPS) at face value of Rs. 10.00 (Indian Rupees Ten only) and at premium of Rs. 26.76 (Indian Rupees Twenty Six and Seventy Six Paise Only) each.
2.	Kind of securities offered and the price at which security is being allotted.	2,00,21,739 (Two Crore Twenty One Thousand Seven Hundred and Thirty Nine) Class D CCPS September 2023 at face value of Rs. 10.00 (Indian Rupees Ten only) and at premium of Rs. 26.76 (Indian Rupees Twenty Six and Seventy Six Paise Only) each. This is the floor price and the price may go up based on next round valuation
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made.	According to the valuation report dated 17 th August, 2023 issued by CapitalSquare Advisors Pvt Ltd, Registered valuer having registration no . (Reg. No. INM000012219) , the fair market value of the Company share is Rs. 36.76 (Indian Rupees Thirty Six and Seventy Six Paise only) per share. Thereby the Company has decided to issue said shares at an issue price of Rs. 36.76 (Indian Rupees Thirty Six and Seventy Six Paise only) per share with face value of Rs. 10 (Indian Rupees Ten only) and at a premium of Rs. 26.76 (Indian Rupees Twenty Six and Seventy Six Paise only) per share. This is the floor price and the price may go up based on next round valuation.
4.	Name and address of valuer who performed valuation.	CapitalSquare Advisors Pvt Ltd, Registered Valuer (registration no . INM000012219). Registered address: 208, 2nd Floor, AARPEE Centre, MIDC Road No.11, CTS 70, Andheri - East, Mumbai – 400093.
5.	Amount which the Company intends	The Company intend to raise an amount of Rs. 73,59,99,162.40 (Indian Rupees Seventy Three

	to raise by way of such securities.	Crores Fifty Nine Lakhs Ninety Nine Thousand One Hundred and Sixty Two and Forty paise Only)
6.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities.	<p>The terms of the proposed issue of equity shares shall rank <i>pari passu</i> with the terms of the existing equity shares of the company. Other details are mentioned in Annexure A.</p> <p>The terms of the proposed issue of Class D CCPS September 2023 are given in Annexure A and other details are mentioned in below mentioned table.</p>

S. No	Particulars	Class D CCPS September 2023
1.	Payment of dividend or repayment of capital vis-a - vis Equity Shares.	Class D CCPS September 2023 shall carry a fixed rate of return of 0.001%
2.	Participation in surplus fund.	Class D CCPS September 2023 shall in addition to the fixed rate of return, be entitled to a participating dividend equal to any dividend provided for the Equity Shares. The dividend shall be paid to holder of Class D CCPS September 2023 in priority and in preference to holders of other classes of Shares.
3.	Participation in surplus assets and profits, on winding-up.	Class D CCPS September 2023 shall also be eligible to participate in the surplus assets and profits, on winding up based on the terms and conditions as agreed in the transaction documents.
4.	Payment of dividend on cumulative or non-cumulative basis.	Cumulative basis.
5.	Conversion of Preference shares into Equity shares.	As per Annexure A
6.	Conversion ratio if any	The Conversion ratio would be calculated as per the conversion terms mentioned in Annexure A.
7.	Voting Rights.	Class D CCPS September 2023 shall carry voting rights which are pari-passu with the Equity Shares

		and in accordance with their diluted number of shares.
8.	Redemption of Preference shares.	There will be no redemption and each Class D CCPS September 2023 shall be converted into such number of Equity Shares as per the terms of conversions stated in Annexure A.
9.	Tenure	The Class D CCPS September 2023 shall be compulsorily convertible 1 (one) day prior to the end of 19 years or as may be mutually agreed by the parties in writing, whichever is earlier.

As required under Rule 9(3) Companies (Share Capital and Debentures) Rules, 2014, the material facts and information concerned with and relevant to the issue of Class D CCPS September 2023 to enable the members understand the meaning, scope and implications of the items of business and to take decision thereon are listed herein below for their consideration:

1.	Size of Issue	The issue is for 2,00,21,739 (Two Crore Twenty One Thousand Seven Hundred and Thirty Nine) Class D CCPS September 2023, at face value of Rs. 10.00 (Indian Rupees Ten only) and at premium of Rs. 26.76 (Indian Rupees Twenty Six and Seventy Six Paise Only) each.
2.	Number of shares to be issued, nominal value and nature of shares	2,00,21,739 (Two Crore Twenty One Thousand Seven Hundred and Thirty Nine) Class D CCPS September 2023, at face value of Rs. 10.00 (Indian Rupees Ten only) and at premium of Rs. 26.76 (Indian Rupees Twenty Six and Seventy Six Paise Only) each. Class D CCPS September 2023 are Compulsorily Convertible in nature.
3.	Objective of the issue.	The subscription amount shall be used to make available debt and structured finance products to companies working in various areas, including without limitation, of financial inclusion, financial technology, healthcare, agriculture, education, renewable energy, women empowerment, and other social enterprise, impactful companies and for general corporate purposes.
4.	The total number of shares or other securities to be issued.	2,00,21,739 (Two Crore Twenty One Thousand Seven Hundred and Thirty Nine) Class D CCPS September 2023

5.	Manner of issue of shares.	Preferential allotment by way of Private Placement under Section 42, 62(1)(c) and 55 of the Act.
6.	The price at which such shares are proposed to be issued	The shares are to be issued at an issue price of Rs. 36.76 (Indian Rupees Thirty Six and Seventy Six Paise only), at face value of Rs. 10.00 (Indian Rupees Ten only) and at premium of Rs. 26.76 (Indian Rupees Twenty Six and Seventy Six Paise Only) each
7.	Terms of issue, including terms and rate of dividend on each share.	The equity shares shall rank <i>pari passu</i> in all terms with the existing equity shares of the Company. Please refer to Annexure A for the terms and conditions for Class D CCPS September 2023.
8.	Basis on which the price has been arrived at	Discounted Cash Flow Method
9.	Terms of issue for Class D CCPS September 2023	Please refer to Annexure A
10.	Terms of redemption.	The Class D CCPS September 2023 are compulsorily convertible into equity shares of the Company.
11.	Manner and modes of redemption.	Not Applicable
12.	Current shareholding pattern of the Company	As detailed below
13.	Expected dilution in the equity share capital upon conversion of preference shares	Expected dilution in the Equity Share capital on a fully diluted basis, upon conversion of all existing Preference Shares, including the CCPS offered on preferential basis shall be 25.95%. Note: 1. The above numbers will change if all convertible securities are not converted or if all shares offered on a Preferential basis are not subscribed to or if the conversion ratio of CCPS is adjusted in accordance with the terms of such shares are annexed above. 2. The above numbers exclude the ESOP pool on fully diluted basis.

The pre-issue and post issue shareholding pattern of the Company

S.No	Particulars	Pre-Issue (on Fully Diluted Basis)		Post Issue (on Fully Diluted Basis)	
		No of Shares held	% of share holding	No of Shares held	% of share holding
A	Promoters' Holding -				
1	Indian	Nil	Nil	Nil	Nil
	Individual	-	-	-	-
	Bodies Corporate	-	-	-	-
	Sub-Total	-	-	-	-
2	Foreign Promoters	--	--	--	--
	Sub-Total (A)	-	-	-	-
B	Non Promoters' Holding				
1	Institutional Investors				
2	Non Institutional Investors	--	--		
	Private Corporate Bodies (Indian)	25,69,690	4.97%	25,69,690	3.57%
	Private Corporate Bodies (Foreign)	3,87,25,016	74.42%	5,86,99,624	81.47%
	*Directors and relatives (Whereas director's relatives shareholding are Nil)	12,79,359	2.46%	13,22,518	1.84%
	Indian Individuals	42,17,181	8.10%	42,19,133	5.86%
	Others:				
	NRIs and Foreign Individuals	--	--	--	--
	Partnership Firm	52,42,801	10.08%	52,42,801	7.28%
	Sub-Total (B)				
	Grand Total	5,20,34,047	100.00%	7,20,53,766	100.00%

Section 62(1)(c) of the Act read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 framed there under, *inter alia*, requires a Company to obtain the prior approval of the shareholders by way of a Special Resolution for issuance of shares or securities on Preferential basis by way of private placement. Accordingly, the approval of the shareholders is being sought, by way of a special resolution, to offer, issue and allot the securities as set out above.

A statement of disclosures as required under Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issuance of Class D CCPS September 2023 on Preferential basis are as under:

1.	The objects of the issue	The subscription amount shall be used to make available debt and structured finance products to companies working in various areas, including without limitation, of financial inclusion, financial technology, healthcare, agriculture, education, renewable energy, women empowerment, and other social enterprise, impactful companies and for general corporate purposes.
2.	The total number of shares or other securities to be issued; and the price at which the allotment is proposed;	2,00,21,739 (Two Crore Twenty One Thousand Seven Hundred and Thirty Nine) Class D CCPS September 2023, at face value of Rs. 10.00 (Indian Rupees Ten only) and at premium of Rs. 26.76 (Indian Rupees Twenty Six and Seventy Six Paise Only) each.
3.	Basis on which the price has been arrived at along with report of the registered valuer	<p>According to the valuation report dated 17th August, 2023 issued by Mr. Bhavesh Mansukhbhai Rathod, Registered valuer having registration no (Reg. No. IBBI/RV/06/2019/10708, the fair market value of the Company share is Rs. 36.76 (Indian Rupees Thirty Six and Seventy Six Paise only) per share.</p> <p>Thereby the Company has decided to issue said shares at an issue price of Rs. 36.76 (Indian Rupees Thirty Six and Seventy Six Paise only) per share with face value of Rs. 10 (Indian Rupees Ten only) and at a premium of Rs. 26.76 (Indian Rupees Twenty Six and Seventy Six Paise only) per share.</p>
4.	The relevant date on the basis of which price has been arrived at;	July 31, 2023
5.	The class or classes of persons to whom the allotment is proposed to be made;	Body Corporates and individuals

6.	Intention of Promoters, directors or key managerial personnel to subscribe to the offer	Mr. Abhijit Ray, Managing Director and Shrihari Vasant Kulkarni, Chief Risk Officer intends to subscribe 43,159 and 1,952 shares respectively.
7.	The proposed time within which the allotment shall be completed	Within 60 (Sixty) days of receiving the subscription money or any other date as specified in SSA, whichever is earlier.
8.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them on fully diluted basis	1. Insitor Impact Asia Fund II Pte. Ltd.: 22.9% 2. Unitus Capital Mauritius: 53.16% 3. Abhijit Ray: 0.22% 4. Shrihari Kulkarni: 0.01% Note: The percentage of post private placement capital is calculated on fully diluted basis
9.	Change in control, if any in the Company that would occur consequent to the preferential offer	No change in control consequent to the preferential offer.
10.	Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Not Applicable
11.	Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	No allotment of securities under this proposed preferential allotment is being made for any consideration other than cash.
12.	Terms of issuance for Securities offered CCPS	The equity shares shall rank <i>pari passu</i> with the existing equity shares of the company. Please refer to Annexure A for CCPS
13.	The pre issue and post issue shareholding pattern of the company	Pre issue and post issue shareholding pattern of the company is as given above.

The provisions of the Companies Act, 2013 and the rules prescribed thereunder require the approval of the members of the Company by way of a special resolution, for a company offering or making an invitation to subscribe its securities on a preferential basis by way of Private Placement.

Pursuant to proviso to Rule 14(1) Companies (Prospectus and Allotment of Securities) Rules, 2014, no offer or invitation of any securities under the said rule shall be made to a body corporate incorporated in, or a national of, a country which shares a land border with India, unless such body corporate or the national, as the case may be, have obtained Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and attached the same with the private placement offer cum application letter. In this regard, the Board affirms that no offer has been made to any body corporate, Indian or Foreign incorporated, wherein such prior Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 is required.

The issue of Shares is in accordance with the provision of the Articles of Association of the Company.

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

None of the Directors (except Mr. Abhijit Ray) 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: Appointment of Ms. Sandhya Vasudevan as Independent Director

The Board of Directors of the Company had in its 1st Board Meeting dated 19th May, 2023, constituted the Audit Committee of the Board to comply with Regulation 70 of Master Direction - NBFC – SI - Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016. The said regulation requires that the Audit Committee be constituted in lines if Section 177 of the Companies Act, 2013.

Section 177 of the Company provides that the Audit Committee shall consist of a minimum of three Directors with Independent Directors (ID) forming a majority. However, while constituting the Audit Committee of the Board, the Company had only one ID and it was resolved by the Board Members that one More ID shall be appointed by the Company and that the newly appointed ID shall be nominated as member of the Audit Committee to replace Mr. Eric Savage who is a, Nominee Director.

Accordingly, Ms. Sandhya was appointed as Additional Director (Non Executive – Independent) by the Board and she will hold the office of the Director till ensuing Annual General Meeting/Extraordinary General Manager of the Company. Nevertheless, it is now proposed to appoint her as Non Executive, Independent Director (not liable for rotation) on the Board of the Company for a tenure of 5 (Five) years by passing the proposed resolution as **Special resolution**.

Ms. Sandhya Vasudevan was associated with Deutsche Bank Group for more than 10 years and held various managerial posts and Directorships in the group. Further, she was the Managing Director of M/s Thomson Reuters's offshored business from 2002 to 2010, where she grew the

team from 200 to 9000. Later, she became part of Thomson Reuters' Global Strategy team to build knowledge economies in partnership with governments. She has been an active industry leader as a member of NASSCOM ExCo, Regional Council, Diversity & Inclusion, innovation and with CII on their National Forums on Integrity, Transparency & Governance and Knowledge Management apart from being involved with women start-ups through Sonders connect.

She has also served as independent Board member of M/s Swiss Re Global Business Solutions India Private Limited and is currently on the Board of Governors of IIT Delhi.

Prior to that, Ms. Sandhya set up the off-shored operations for Guardian Royal Exchange which became part of Axa, the French insurance group. In her early career she worked for the TVS Group. She was on the advisory Board of IMA in 2007 and is on the advisory board of Anita Borg Institute in India for women in technology. She was a counsel member of Tata Centre for Development at University of Chicago for Smart cities.

She is also a member of Young President's Organization Gold and a partner in Social Venture Partners – a group of senior executives involved in social entrepreneurship. Ms. Sandhya has an MBA in Marketing and an MA in History.

The Committee is requested to determine her 'fit and criteria' status and propose/ recommend her appointment to the Board as Independent Director for a tenure of 5 (Five) years

The Board accordingly recommends the resolutions set out at Item No. 2 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.

1. Item No. 3: To note revised allotment of Employee Stock Options under the existing ESOP Scheme of the Company

By virtue of Resolution No. 11 passed in 6th Board Meeting of the Company for the FY 2021-22, held on 14th Feb, 2022, it is proposed to modify issuance of existing pool of Employee Stock Options as per ESOP Scheme, 2022 of the Company by way of allotment to various Directors/Employees of the Company. It is pertinent to note here that the above proposed modified issuance would require approval of Shareholders of the Company in view of total allotment of options in respect of some of these allottees exceeding 1% of the paid up capital of the Company.

Your Board thus requests you to kindly approve the proposed issuance and to pass the below resolution, if deemed to be fit as **Special Resolution**.

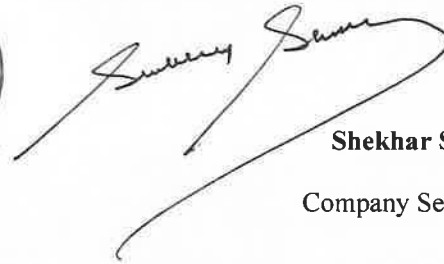
None of the Directors or any Key Managerial Personnel (other than Mr. Narayan Ramachandran and Mr. Abhijit Ray) or any of their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid resolution apart from the interest arising to the extent of their shareholdings in the Company, if any.

Date: 19th October, 2023

By the order of the Board of Directors

For UC Inclusive Credit Private Limited

Place: Bangalore

A handwritten signature in black ink, appearing to read "Shekhar Shukla".

Shekhar Shukla

Company Secretary

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 A – TERMS OF CLASS D CCPS SEPTEMBER 2023

1. The Class D CCPS September 2023 issued and allotted by the Company to the Investors pursuant to the Share Subscription Agreement to be executed by and among Insitor Impact Asia Fund II Pte. Ltd. ("**Lead Investor 1**"), Unitus Capital Founders, Unitus Capital Mauritius, Abhijit Ray and UC Inclusive Credit Private Limited ("**Company**") ("**Agreement**") and the amended and restated shareholders' Agreement to be executed by and Lead Investor 1, Unitus Capital Mauritius, Company, Mr. Abhijit Ray and other shareholders of the Company ("**SHA**"). Certain terms used but not defined herein have the meaning ascribed to them in the Agreement.
 - 1.1. Each Class D CCPS September 2023 shall be a cumulative, mandatorily and fully convertible preference share.
 - 1.2. Each Class D CCPS September 2023 will have a par value and issue price of Rs. 36.76 (Indian Rupees Thirty Six and Seventy Six paise only) each.
2. **Dividend**
 - 2.1. The Class D CCPS September 2023 shall carry a pre-determined cumulative dividend rate of 0.001% (Zero Point Zero Zero One percent) per annum on the amount paid towards subscription to each Class D CCPS September 2023 till such time that the Class D CCPS September 2023 are outstanding, to be paid in cash.
 - 2.2. In addition to the same, if the Board declares the dividend in excess of 0.001% (Zero Point Zero Zero One Percent) per annum, then the holder of the Class D CCPS September 2023 shall be entitled to dividend at such higher rate. The dividend shall be paid to holder of the Class D CCPS September 2023 in priority and in preference to holders of other classes of Shares.
3. **Conversion of CCPS**
 - 3.1. Subject to the adjustment pursuant to the terms and conditions of this Agreement, including Clause 3.2, 3.3 and 3.4 of this **Schedule**, each Class D CCPS September 2023 shall convert into Equity Shares on a 1:1 basis, at any time at the option of the holder of the Class D CCPS September 2023.
 - 3.2. Subject to compliance with Law, each Class D CCPS September 2023 shall automatically be converted into Equity Shares, at the conversion price then in effect, upon the earliest of: (i) 1 (One) day prior to the expiry of 19 (Nineteen) years from the Closing Date; or (ii) in connection with a Qualified IPO, prior to the filing of a prospectus (or equivalent document, by whatever name called) by the Company with the competent authority or such later date as may be permitted under Law.
 - 3.3. The Class D CCPS September 2023 shall be converted into Equity Shares at the conversion price determined as provided herein in effect at the time of conversion ("**Conversion Price**").

3.4. Conversion

Subject to applicable Laws, the Class D CCPS September 2023 shall be compulsorily converted into Equity Shares in accordance with the following:

The pre-money value for Lead Investor 1 shall be:

$$H = (G/D) - C$$

Provided; $E \leq H \leq F$

The Lead Investor 1's stake % shall be:

$$I = A/(H+C)$$

Where:

A= Lead Investor 1's Investment Amount = INR 65 crore

B= Additional investor's investment amount = ~ INR 10 crore

C= Total investment (A+B)

D= Valuation protection **1.5x**

E= Floor price = INR 210 crore

F= Cap Price = INR 260 crore

G= Pre-money valuation of next Qualifying Round

H= Pre-Money valuation for Lead Investor 1

I= Lead Investor 1's stake

It is hereby clarified that no Equity Shares shall be issued by the Company to any holder of the Class D CCPS September 2023 in respect of entitlements to fractional interests, i.e., interest in less than 1 (one) Equity Share, if any, of such holder, at the time of issue and allotment of such Equity Shares by the Company.

Qualifying Round: a primary infusion of INR 100 crore, where the minimum price / book ratio is 2x, and at least 50% of the subscription amount is received from external institutional investors. In the absence of a Qualifying round within the next 24 months from the Closing Date, the pre-money value for Lead Investor 1 for this round will be the Floor Price.

3.5. Conversion Procedure

- 3.5.1. Each holder of Class D CCPS September 2023 who converts the same into Equity Shares as per the terms shall surrender the relevant share certificate or certificates (as applicable), therefore at the registered office of the Company, and shall, at the time of such surrender, give written notice to the Company of the number of Class D CCPS September 2023 being converted, which shall be converted within 10 (ten) days after receipt of such notice and the accompanying share certificates by the Company.
- 3.5.2. Subject to the requirements of applicable Law, such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the certificate or certificates representing the Class D CCPS September 2023, and the person entitled to receive the Equity Shares issuable upon such conversion shall be treated for all purposes as the record holder of such Equity Shares on such date.

4. Voting Rights

Subject to the provisions of the Act, the holder of the Class D CCPS September 2023 shall be entitled to a right to vote only on those resolutions which directly affect the rights attached to their Class D CCPS September 2023.

5. Anti-dilution

- 5.1. The Class D CCPS September 2023 and the Conversion Price shall be subject to the terms of anti-dilution envisaged under Clause 5.2 (*Anti-Dilution*) and **Schedule 5** (*Valuation Protection*) of the SHA.
- 5.2. To give effect to the Anti-Dilution Right, the Company shall: (i) issue such number of Equity Securities of the Company to the Lead Investor 1 or the relevant other Shareholder at the lowest permissible price per Equity Security as per under applicable Law; or (ii) issue additional Equity Securities as a bonus issue; or (iii) adjust the conversion price of the CCPS held by the Lead Investor 1; or (iv) such other steps that are permissible under applicable Law as agreed between the Lead Investor 1 and the Company in writing.

6. Liquidation

The CCPS shall be subject to the terms of liquidation envisaged under Clause 10 (*Liquidation Preference*) of SHA.

[Remainder of the page is intentionally left blank.]

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 2nd Extra Ordinary General Meeting of the Company for the FY 2023-24, to be held on the 20th day of October, 2023 at 11: 30 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 resolutions as are indicated below:

1. To discuss and approve the draft terms of offer for issue of 2,00,21,739 (Two Crore Twenty One Thousand Seven Hundred and Thirty Nine) Class D Compulsorily Convertible Preference Shares (CCPS) September 2023 on Private Placement basis and to approve the draft Private Placement Offer cum Application Letter in Form PAS-4 – **Special Resolution**

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

2. To Appoint Ms. Sandhya Vasudevan as Independent Director – **Special Resolution**
3. To approve revised allotment of Employee Stock Options under the existing ESOP Scheme of the Company

Signed this..... day of October, 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. Please put 'X' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. Proxy need not be a member of the Company. The Proxy-holder shall prove his identity at the time of attending the Meeting.

ATTENDANCE SLIP

Extra-ordinary General Meeting of the Company of to be held on Friday, the 20th day of October, 2023, at 11: 30 A.M. 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 EGM of the Company to be held on Friday, the 20th day of October, 2023, at 11: 30 A.M. at the registered office of the Company situated at **Kaiser-E-Hind, No. 9/3, Richmond Road, Bengaluru- 560 025.**

Member's / Authorized Representative

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.