
**NOTICE OF THE 10TH EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF
UNICO HOUSING FINANCE PRIVATE LIMITED**

To,
The Members,
Statutory Auditors,
Secretarial Auditors,
Debenture Trustee (*On behalf of Debenture holders*),
Board of Directors of
UNICO HOUSING FINANCE PRIVATE LIMITED

NOTICE is hereby given that the 10th Extraordinary General Meeting (“EGM”) of the Members of Unico Housing Finance Private Limited (“Company”) will be held on Thursday, 4th June 2026, at 12.00 Noon IST through video conferencing (“VC”) / other audio-visual means (“OAVM”) in compliance with the applicable provisions of the Companies Act, 2013 (“Act”) and the relevant rules made thereunder read with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 03/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024, General Circular No. 03/2025 dated September 22, 2025 and other applicable circulars issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “Circulars”), to transact the businesses set out below.

Members participating through the VC / OAVM facility shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013 and the Restated Articles of Association of the Company. The proceedings of the EGM will be recorded at the registered office of the Company situated at 8th Floor, The Oval, No. 10 & 12, Venkata Narayana Road, T Nagar, Chennai - 600017 (“**Deemed Venue**”).

In compliance with the Circulars issued by the MCA, the Notice of the EGM, Annexures and other documents required to be attached thereon are being circulated to the members of the Company through electronic mode.

SPECIAL BUSINESSES:

ITEM NO. 1:

TO CONSIDER AND APPROVE EXTENSION OF TENURE OF SHARE WARRANTS ISSUED BY THE COMPANY TO MS. VARSHINI VASUDEVAN PATHANGI, PROMOTER OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 48 and 62(1)(c) of the Companies Act, 2013 (“Act”) as amended read with Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014, and other rules notified thereunder, as amended

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and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and provisions of the Memorandum and Articles of Association of the Company, the amendment to the Shareholders' Agreement dated 7th September 2025 executed by and amongst the Company, Grand Anicut Angel Fund, Grand Anicut Fund 3, UC Impower Fund I, Anicut Set of Investors (*collectively known as "Investors"*), Ms. Varshini Vasudevan Pathangi and Mr. Babu Vellingiri, Managing Director & CEO ("**SHA**") and any other applicable rules, notifications and circulars issued by the Ministry of Corporate Affairs and such other acts/ rules/ regulations as may be applicable and subject to other necessary approvals/ consents, if any, the consent of the Members be and is hereby accorded for an extension of exercise period of the balance 5,77,77,778 (Five Crores Seventy Seven Lakhs Seventy Seven Thousand Seven Hundred and Seventy Eight only) share warrants of INR 10/- (Indian Rupees Ten only) each allotted to Ms. Varshini Vasudevan Pathangi, Promoter of the Company ("**Warrant Holder**"), which are unexercised, by a further period of 45 days i.e., up to 20th July 2026.

RESOLVED FURTHER THAT all other terms and conditions of the Warrants shall remain unchanged, including but not limited to the exercise price, the number of equity shares issuable upon exercise and the rights of the Warrant Holder.

RESOLVED FURTHER THAT for the purpose of above resolutions, the Board of Directors (which shall deem to include any Committee authorised by the Board in this behalf) be and is hereby authorised on behalf of the Company to do such other acts, deeds, matters or things as may be necessary, appropriate, expedient or desirable to give effect to these resolutions including but not limited to:

- a) to finalize and execute any necessary documents or agreements;
- b) to notify the Warrant Holder of this variation including issuance of addendum to letter of allotment to the Warrant Holder, take necessary steps in updating the corporate action details/ terms and ISIN with respect to the above dematerialized share warrants with the Depository and Registrar & Share Transfer Agent (RTA) including preparation, signing and submission of necessary forms, applications and documents with the depositories, RTA and other concerned authorities;
- c) preparing, signing and filing of necessary forms with the Registrar of Companies and other authorities / persons and to comply with all other requirements;
- d) to settle any question, difficulties or doubts that may arise;
- e) to delegate any one or more of the aforesaid authorizations to any Director or Managing Director & CEO or CFO or Company Secretary of the Company.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved ratified and confirmed in all respects".

ITEM NO. 2:

TO CONSIDER AND APPROVE AMENDMENTS TO ARTICLES OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to amend the Articles of Association ("**AOA**") of the Company (including entrenchment provisions) in line with the provisions of the Amendment Agreement to the Shareholders' Agreement

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dated 7th September 2025 executed by and amongst the Company, Grand Anicut Angel Fund, Grand Anicut Fund 3, UC Impower Fund I, Anicut Set of Investors (*collectively known as "Investors"*), and Ms. Varshini Vasudevan Pathangi, Mr. Babu Vellingiri, Managing Director & CEO ("**SHA**"), the draft of which is placed before the Meeting and initialed by the Chairman for identification purposes.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this regard including filing of necessary forms with the Registrar of Companies and other authorities and seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and to delegate any one or more of the aforesaid authorizations to any Director or Managing Director & CEO or CFO or Company Secretary of the Company."

By Order of the Board of Directors
For Unico Housing Finance Private Limited

Aarthy Uppiliappan

Company Secretary

Membership No: A34651

Address: 8th Floor, The Oval, No. 10 & 12,
Venkata Narayana Road, T Nagar, Chennai – 600017

Place: Chennai

Date: 27th May 2026


NOTES:

1. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards-1 and 2 issued by the ICSI, the proceedings of this EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of this EGM.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY SUBJECT TO PROVISIONS OF THE RESTATED ARTICLES OF ASSOCIATION.** However, as per the Circulars issued by MCA, the entitlement for appointment of proxy has been dispensed with for the general meetings conducted through VC/ OAVM. Accordingly, the attendance slip, proxy form and route map have not been annexed to this notice of EGM.
3. However, the Body Corporates are requested to send a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the meeting.
4. The voting at the meeting shall be conducted by show of hands unless a poll is demanded in accordance with Section 109 of the Act.
5. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The explanatory statement setting out the material facts pursuant to Section 102 (1) of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed.
7. The VC facility will allow two-way video conferencing for the ease of participation of the members. The participants shall also be allowed to pose questions concurrently or given time to submit questions in advance to the e-mail address of the company, i.e. secretarial@unicohfc.com.
8. Any request for inspection of the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, Register of Contracts and Arrangements in which the Directors and Key Managerial Personnel are interested, maintained under Section 189 of the Companies Act, 2013 read with its rule made thereunder, may please be sent to secretarial@unicohfc.com.
9. In case of voting by show of hands, shareholders may convey their vote by raising one of their hands. In case of voting by poll, shareholders may convey their vote to the designated email address. During the meeting held through VC/ OAVM facility, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their email addresses which are registered with the Company. The said emails shall only be sent to the designated email address i.e., secretarial@unicohfc.com.
10. All the documents in connection with and referred to in the accompanying Notice and Explanatory Statement are available for inspection at the registered office of the Company and also electronically and request regarding the same may please be sent to secretarial@unicohfc.com.

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Instructions for joining the EGM through VC/ OAVM are as follows:

11. Manner in which the Video Conference facility shall be available for use by the members including instructions on how to access and participate in the meeting:
 - At the bottom of the email, there will be an option to **Join Microsoft Teams Meeting**. Click on the said link.
 - Download the Microsoft teams app on your PC/tablet/Phone (if not done earlier) and keep it ready.
 - In case you have **Microsoft teams app** on your system/ device, it will direct you to Microsoft team app to connect the meeting. Thereafter, click Join now tab to join the meeting.
 - In case, you do not have/fail to configure Microsoft teams app on your system/device by any chance, then you can **join through web page** instead. Kindly click on Join on the web. Thereafter, a new web page will open, wherein you need to write your name and click on **Join now** tab and wait therein, the Organizer will accept and allow you to join the meeting.

Instructions for members/participants for attending the EGM through VC/ OAVM are as under:

1. Facility of joining the EGM through VC / OAVM shall be open 15 (fifteen) minutes prior to the scheduled time of the meeting and the window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time.
2. Participants/ members are requested to join the meeting at least 15 minutes in advance to test the link before the start of the meeting and complete all the testing and logistic issues.
3. Members joining the EGM from their mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
4. The organizer shall keep all the participants on mute by default at the start of the meeting and the respective participants/ members can unmute themselves at the time of presentation/ speaking.
5. Please ensure that no person other than the invited participants have access to this EGM.
6. Helpline numbers for those members who need assistance regarding participation in the meeting and with using the technology before or during the meeting can reach the below designated officials:

S. No	Name of the officials	Designation	Contact No.
1	Ms. R Keerthana	Assistant Manager - Secretarial	+91 9003270922
2	Ms. Aarthy Uppiliappan	Company Secretary	+91 9597129615

ANNEXURE TO THE NOTICE

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

The following statement contains all the material facts relating to the Special Business as set out in this Notice:

ITEM NO. 1:

TO CONSIDER AND APPROVE EXTENSION OF TENURE OF SHARE WARRANTS ISSUED BY THE COMPANY TO MS. VARSHINI VASUDEVAN PATHANGI, PROMOTER OF THE COMPANY

The Members of the Company have approved the issuance of 11,00,00,000 (Eleven Crores only) share warrants at a price of INR 10/- each on preferential basis to Ms. Varshini Vasudevan Pathangi, Promoter (**“Warrant Holder”**) vide their resolution passed at the Extraordinary General Meeting dated November 6, 2023 and the said warrants were allotted by the Board of Directors at their meeting held on December 7, 2023.

The Members of the Company have approved an extension of exercise period upto 5th June 2026 at their Meeting held on 31st March 2025.

The share warrants have been issued at par with INR 1/- per share warrant payable upfront along with application and balance amount INR 9/- per warrant shall be payable at the time of exercising such warrants / conversion in one or more tranches. Out of 11,00,00,000 share warrants, 1,11,11,111 share warrants were converted into equity shares on 29th May 2025 and 4,11,11,111 share warrants were converted into equity shares on 10th September 2025 upon exercise and payment of balance amount of Rs.9/- per warrant by the Warrant Holder.

The Company has received a request letter from the Warrant Holder for further extension of exercise period by another 45 days i.e., upto 20th July 2026 for the balance 5,77,77,778 (Five Crores Seventy Seven Lakhs Seventy Seven Thousand Seven Hundred and Seventy Eight only) unexercised share warrants.

The Board of Directors vide circular resolution dated 27th May 2026 approved the said extension subject to the approval of Members of the Company. All other terms and conditions of the Warrants shall remain unchanged, including but not limited to the exercise price, the number of shares issuable upon exercise and the rights of the Warrant Holder.

None of the Directors and Key Managerial Personnel of the Company including their relatives are concerned or interested, either directly or indirectly, in the proposal contained, except to the extent of their shareholding.

The documents pertaining to the special resolution appearing under item no. 1 of this notice and this explanatory statement are available for inspection at the registered office of the Company on all working days between 10 AM and 5 PM and are also electronically available for inspection for which a request may be sent to the email id secretarial@unicohfc.com

Accordingly, the Board of Directors recommends that the Members approve the resolution mentioned in Item no. 1 as a **Special Resolution**.

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ITEM NO. 2:

TO CONSIDER AND APPROVE AMENDMENTS TO ARTICLES OF ASSOCIATION OF THE COMPANY

The Company had entered into a Shareholders' Agreement dated 7th September 2025 with Grand Anicut Angel Fund, Grand Anicut Fund 3, UC Impower Fund I , Anicut Set of investors (*collectively known as "Investors"*) and Ms. Varshini Vasudevan Pathangi and Mr. Babu Vellingiri, Managing Director & CEO ("**SHA**") which sets out the rights, obligations and governance framework agreed between the Company and the Investors.

The terms of the share warrants issued by the Company were altered vide Amendment Agreement to SHA dated 07th September 2025, inter alia, to provide for an extension of the exercise period of such share warrants as set out in item no.2 of this notice.

In order to ensure that the Articles of Association ("**AOA**") of the Company are aligned with such amendments to SHA, it is proposed to amend the AOA of the Company, including incorporation of entrenchment provisions, as may be required.

The provisions of Section 5 and Section 14 of the Companies Act, 2013 require the Company to seek the approval of the members by way of a unanimous resolution for the proposed amendment of Articles of Association (*including entrenchment provision*) of the Company, and accordingly, the Board of Directors recommends the members to approve the resolution mentioned in Item No. 2 as a **unanimous resolution**.

A copy of the draft amended Articles of Association of the Company is available for are available for inspection at the registered office of the Company on all working days between 10 AM and 5 PM and are also electronically available for inspection for which a request may be sent to the email id secretarial@unicohfc.com

None of the directors of the Company or key managerial personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding.

The Board recommends the **unanimous resolution** set out in Item No. 2 of this notice for approval by the members.

By order of the Board
For Unico Housing Finance Private Limited

Aarthy Uppiliappan
Company Secretary
Membership No: A34651

Place: Chennai
Date: 27th May 2026