UNICO HOUSING FINANCE

NOTICE OF THE 11TH 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 a 11th Extraordinary General Meeting ("EGM") of the Members of Unico Housing Finance Private Limited ("Company") will be held on Thursday, 30th July 2026, at 11.00 A.M IST through video conferencing ("VC") / other audio-visual means ("OAVM") in compliance with the applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder read with General Circular No. 14/2020 dated April 08, 2020, 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 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:

APPROVAL OF ISSUANCE OF UPTO 2,61,90,476 (TWO CRORES SIXTY-ONE LAKHS NINETY THOUSAND FOUR HUNDRED AND SEVENTY-SIX) PRE-SERIES B COMPULSORILY CONVERTIBLE CUMULATIVE PREFERENCE SHARES ("PRE-SERIES B CCPS") THROUGH PREFERENTIAL ALLOTMENT ON PRIVATE PLACEMENT BASIS

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

"RESOLVED THAT pursuant to Sections 23, 42, 55 and 62(1)(c), of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rules 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), any other applicable law for the time being in force, the approval of the Board of Directors at its meeting held on 22nd July, 2026 and the provisions in the memorandum of association and articles of association of the Company, approval of the members of the Company be and is hereby accorded for the Company to offer and issue up to an aggregate of 2,61,90,476 (Two Crores Sixty-One Lakhs Ninety Thousand Four Hundred and Seventy-Six) Pre-Series B Compulsorily Convertible Cumulative Preference Shares of face value of Rs.10/- (Rupees Ten only) each, at an issue price of Rs.21/- (Rupees Twenty-One

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only) each, at a premium of Rs.11/- (Rupees Eleven only) each on the terms set out under ***Annexure A*** (**"Pre-Series B CCPS"**), to the persons identified below, at such time or times and on such terms and conditions and in such manner as may be decided by the Board in this connection, through preferential allotment on private placement basis and in the manner prescribed in Section 42 and Section 62(1)(c) of the Act read with rules made therein:

S. No.	Name of the Proposed Investor (Identified Person)	Address	Number of Pre-Series B CCPS proposed to be offered	Issue Price Per Share (Rs)	Total Subscription Amount (Rs)
1.	Anicut Equity Continuum Fund – 2	No. 89, Bishop Garden, Greenways Road, Raja Annamalai Puram, Chennai, Tamil Nadu 600028	1,90,47,619	21	39,99,99,999
2.	Grand Anicut Fund 3	No. 89, Bishop Garden, Greenways Road, Raja Annamalai Puram, Chennai, Tamil Nadu 600028	14,28,571	21	2,99,99,991
3	Grand Anicut Angel Fund	No. 89, Bishop Garden, Greenways Road, Raja Annamalai Puram, Chennai, Tamil Nadu 600028	9,52,381	21	2,00,00,001
4.	UC Impower Fund I	No 9/3 Kaisar-E-Hind, Richmond Road, Bangalore Karnataka - 560025	47,61,905	21	10,00,00,005
Total			**2,61,90,476**	**21**	**54,99,99,996**

RESOLVED FURTHER THAT the approval of members of the Company be and is hereby granted for the issuance of the Pre-Series B CCPS to Identified Persons in one or more tranches, the details of which may be as determined by the Board.

RESOLVED FURTHER THAT pursuant to Sections 42, 55 and 62(1)(c) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rules 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and subsequent filing of the board resolution and/or the members resolution in this regard with the Registrar of Companies pursuant to Rule 14(8) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the approval of the members of the Company be and is hereby granted for the draft of the Private Placement Offer cum Application Letter(s) (Form PAS-4) along with other documents and relevant annexures and the application form annexed thereto, drafts of which have been placed before the members, and the members of the Company hereby authorize Mr. Babu Vellingiri, Managing Director & CEO (DIN: 09855615) or Mr. Arun K, Chief Financial Officer, severally to sign, issue and deliver the Private Placement Offer cum Application Letter(s) (in Form PAS-4), along with other documents, relevant annexures and the application

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form annexed thereto, to the persons mentioned above and to do all such actions, deeds, matters, writings and things as are necessary or expedient in this regard, including, but not limited to, undertaking filing of requisite forms and documents with the concerned regulatory authorities, including the Registrar of Companies / Ministry of Corporate Affairs / Reserve Bank of India.

RESOLVED THAT the Company hereby authorizes Mr. Babu Vellingiri, Managing Director & CEO (DIN: 09855615) and/or Mr. Arun K, Chief Financial Officer, severally to modify, amend, vary, withdraw, revoke, cancel or otherwise deal with the terms of the private placement offer, including the Private Placement Offer-cum-Application Letter (Form PAS-4) along with other documents and relevant annexures and the application form annexed thereto, as may be considered necessary or expedient in the best interests of the Company, at any time prior to the allotment of the securities.

RESOLVED FURTHER THAT the Pre-Series B CCPS to be issued under the private placement offer(s) shall have the terms as set out under ***Annexure A.***

RESOLVED FURTHER THAT the particulars required to be disclosed as per Rule 9(2) of the Companies (Share Capital and Debentures) Rules, 2014 pursuant to the issuance of the Pre-Series B CCPS are as under:

(a) The priority with respect to payment of dividend or repayment of capital vis-à-vis equity shares are as per the terms of Pre-Series B CCPS as provided under **Annexure – A**;
(b) Participation in the surplus fund as per the terms of Pre-Series B CCPS are as provided under **Annexure A**;
(c) The participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid as per the terms of Pre-Series B CCPS are as provided under **Annexure A**;
(d) The payment of dividend is on cumulative or non-cumulative basis as provided under **Annexure A**;
(e) Each Pre-Series B CCPS will convert into such number of equity shares as determined by the terms of Pre-Series B CCPS as provided under **Annexure A**;
(f) The voting rights shall be as per the terms of Pre-Series B CCPS as provided under **Annexure A;** and
(g) The Pre-Series B CCPS shall be convertible into equity shares of the Company.

RESOLVED FURTHER THAT the Form PAS-5 (Record of the private placement offer to be kept by the Company), placed before the meeting, be and is hereby approved.

RESOLVED FURTHER THAT authorization of the members of the Company be and is hereby granted to commence the procedure for private placement of Pre-Series B CCPS.

RESOLVED FURTHER THAT Mr. Babu Vellingiri, Managing Director & CEO (DIN: 09855615) or Mr. Arun K, Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorized to execute such offer letter on behalf of the Company and do all 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 filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard."

ITEM NO. 2:

APPROVAL FOR REVISION OF LIMITS OF ISSUANCE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS

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

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"**RESOLVED THAT** in supersession to the resolution dated 25th May 2026, pursuant to the provisions of Sections 42 and 71 of the Companies Act, 2013 ("**the Act**") and other applicable provisions of the Act, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 as may be amended from time to time, and subject to such other applicable laws, rules and regulations and guidelines and in accordance with the provisions of the Memorandum and amended Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include any committee(s) and/or any of the Director(s) or person(s) authorised by the Board to exercise powers conferred by this resolution to the extent permitted by law) to raise funds by way of making offer(s) or invitation(s) to subscribe to sub-ordinated or unsubordinated, listed or unlisted, senior secured or senior unsecured or unsecured, rated or unrated, and other kinds of Non-Convertible Debentures ("NCDs") or Market-Linked Debentures ("MLDs") ("Debentures") or any other permissible debt securities as may be determined by the Board, which may be issued by the Company on a private placement basis, of such face value as may be determined by the Board for an amount not exceeding Rs.500 Crores (Rupees Five Hundred Crores Only) in one or more series/tranches, in Indian currency or foreign currency on such terms and conditions including the price, coupon, premium/ discount, tenure etc. as may be determined by the Board including Committee thereof.

RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded to the Board, to pledge, mortgage, hypothecate and/or charge all or any part of the movable or immovable properties of the Company and/or creating a floating charge in all or any movable or immovable properties of the Company to or in favour of banks, financial institutions, trustee, investors, debenture holders and any other lenders to secure the amount raised by issuance of Debentures by the Company from time to time for the payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such Debentures provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs.500 Crores (Rupees Five Hundred Crores Only).

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to any of the Directors or the Chief Financial Officer or the Company Secretary of the Company, to do severally all such acts, deeds, matters and things and to finalize and execute all such agreements, documents, undertakings, instruments, applications, etc., as may be necessary for giving effect to the above resolution, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid resolution including but not limited to preparing, signing and filing of necessary forms with the Registrar of Companies and other authorities and to comply with all other requirements in this regard."

By order of the Board
For Unico Housing Finance Private Limited

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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: 22nd July 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 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, Body Corporates are requested to send a certified copy of the board resolution authorizing 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 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:

12. 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.

13. 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.

14. 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.

15. 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.

16. Please ensure that no person other than the invited participants have access to this EGM.

17. 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	Mr. Hemavignesh	Deputy Manager - Secretarial	+91 7010353066
2	Ms. Aarthy Uppiliappan	Company Secretary	+91 9597129615

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ANNEXURE TO THE NOTICE

A. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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

ITEM NO. 1

APPROVAL OF ISSUANCE OF UPTO 2,61,90,476 (TWO CRORES SIXTY-ONE LAKHS NINETY THOUSAND FOUR HUNDRED AND SEVENTY-SIX) PRE-SERIES B COMPULSORILY CONVERTIBLE CUMULATIVE PREFERENCE SHARES ("*PRE-SERIES B CCPS*") THROUGH PREFERENTIAL ALLOTMENT ON PRIVATE PLACEMENT BASIS

The Company proposes to issue Pre-Series B Compulsorily Convertible Cumulative Preference Shares ("*Pre-Series B CCPS*") through preferential allotment by way of private placement.

Sections 42, 55 and 62(1)(c) of the Companies Act, 2013 read with relevant rules framed there under, inter alia, requires the Company to obtain the prior approval of its members by way of a special resolution for issuance of shares or securities on preferential basis. Accordingly, the approvals of the members are being sought, by way of special resolution, to offer, issue and allot the securities as set out above. The terms of issue of Pre-Series B CCPS are appended as **Annexure A**.

The following disclosures are made pursuant to proviso to Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

S No	Requirement	Disclosure
1	**Particulars of the offer including date of passing of Board resolution**	2,61,90,476 (Two Crores Sixty-One Lakhs Ninety Thousand Four Hundred and Seventy-Six) Pre-Series B CCPS having a face value of Rs. 10/- (Rupees Ten only) each, at an issue price of 21/- (Rupees Twenty-One only) each, at a premium of Rs. 11/- (Rupees Eleven only) each on the terms set out under **Annexure A.** Date of the Board resolution: 22nd July, 2026
2	**Kinds of securities offered and the price at which security is being offered**	**Kind of Securities:** Pre-Series B Compulsorily Convertible Cumulative Preference Shares ("*Pre-Series B CCPS*") **Price:** Pre-Series B CCPS are issued at an issue price of Rs. 21/- (Rupees Twenty-One only) each, i.e. each Pre-Series B CCPS having face value of Rs. 10/- (Rupees Ten only) at a premium of Rs. 11/- (Rupees Eleven only) each.
3	**Basis or justification for the price (including premium, if**	The price has been arrived by the Board based on the valuation report from the Registered Valuer, Mr. Santhosh

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	any) at which the offer or invitation is being made	Kumar (Proprietor of Katla & Associates), IBBI Registered Valuer (Registration No. IBBI/RV/06/2022/14859). The fair market value of the Pre-Series B CCPS is Rs. 20.85/- (Rupees Twenty and Eighty-Five Paise only) each, as per the said valuation report. The issue price of Pre-Series B CCPS of Rs. 21/- (Rupees Twenty-One Only) each is higher than the fair market value of the Pre-Series B CCPS determined in the valuation report. The valuation report obtained from Registered valuer is provided under **Annexure B**.
4	**Name and address of valuer who performed valuation**	Mr. Santhosh Kumar (Proprietor of Katla & Associates), IBBI Registered Valuer (Registration No. IBBI/RV/06/2022/14859) Registered Address: 101, Fortune plaza, Friends colony, Manikonda, Hyderabad, 500089 Contact Address: 10-1-17/1/1, Masab Tank, Hyderabad, Telangana 500004
5	**Amount which the company intends to raise by way of such securities**	Rs. 54,99,99,996/- (Rupees Fifty-Four Crores Ninety-Nine Lakhs Ninety-Nine Thousand Nine Hundred Ninety-Six only)
6	**Material terms of raising such securities**	The material terms of raising Pre-Series B CCPS are as set forth in **Annexure A**
7	**Proposed time schedule**	The proposed time for the allotment of the said securities is 60 (Sixty) days from date of receipt of funds by the Company.
8	**Purposes or objects of offer**	The Pre-Series B CCPS are being issued considering the fund requirements for the expansion and growth of the business of the Company.
9	**Contribution being made by the Promoters or Directors either as part of the offer or separately in furtherance of objects**	None of the Promoters or Directors or Key Managerial Personnel of the Company would be subscribing to the issue.
10	**Principle terms of assets charged as securities**	No assets of the Company are charged for the proposed issuance under private placement.

The following disclosures are made pursuant to Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014:

S No	Requirement	Disclosure
1	The size of the issue and number of preference shares to	Rs. 54,99,99,996/- (Rupees Fifty-Four Crores Ninety-Nine Lakhs Ninety-Nine Thousand Nine Hundred Ninety-Six only).

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	be issued and nominal value of each share	2,61,90,476 (Two Crores Sixty-One Lakhs Ninety Thousand Four Hundred and Seventy-Six) Pre-Series B CCPS having a face value of Rs. 10/- (Rupees Ten only) each, at an issue price of Rs. 21/- (Rupees Twenty-One only) each, at a premium of Rs. 11/- (Rupees Eleven only) each.
2	The nature of such shares i.e. cumulative or non - cumulative, participating or non - participating, convertible or non – convertible	Please see the terms of the issue as set out under **Annexure A** respectively.
3	The objectives of the issue	The Pre-Series B CCPS are being issued considering the fund requirements for the expansion and growth of the business of the Company.
4	The manner of issue of shares	Preferential issuance on private placement basis under Sections 42 and 62(1)(c) of the Companies Act, 2013.
5	The price at which such shares are proposed to be issued	Pre-Series B CCPS are issued at an issue price of Rs. 21/- (Rupees Twenty-One only), i.e., each Pre-Series B CCPS having face value of Rs. 10/- (Rupees Ten only) at a premium of Rs. 11/- (Rupees Eleven only) each.
6	The basis on which the price has been arrived at	The price has been arrived by the Board based on the valuation report from the Registered Valuer, Mr. Santhosh Kumar (Proprietor of Katla & Associates), IBBI Registered Valuer (Registration No. IBBI/RV/06/2022/14859) The fair market value of the Pre-Series B CCPS is Rs. 20.85/- (Rupees Twenty and Eighty-Five Paise only) each, as per the said valuation report. The issue price of Pre-Series B CCPS of Rs. 21/- (Rupees Twenty-One Only) each is higher than the fair market value of the Pre-Series B CCPS determined in the valuation report. The valuation report obtained from Registered valuer is provided under **Annexure B**.
7	The terms of issue, including terms and rate of dividend on each share, etc.	Please see the terms of the issue as set out under **Annexure A** respectively.
8	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	Please see the terms of the issue as set out under **Annexure A** respectively.

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9	The manner and modes of redemption	The Pre-Series B CCPS are compulsorily convertible.
10	The current shareholding pattern of the company	Attached herewith in **Annexure C**.
11	The expected dilution in equity share capital upon conversion of preference shares	The Pre-Series B CCPS are compulsorily convertible as per terms as set out under **Annexure A**. Assuming that all existing convertible securities are converted to equity shares including the conversion of existing CCPS at the base conversion price and ESOP Pool, the present number of Equity Shares on a fully diluted basis shall be 29,95,80,490*. Expected dilution in the Equity Share capital on a fully diluted basis, upon conversion of all existing preference shares is 21.46%*. *Note: The above numbers will change if All convertible securities are not converted into equity shares; or All the shares offered on a preferential basis are not subscribed to or if the conversion ratio of convertible preference shares are adjusted in accordance with the terms of such shares as annexed.

The following disclosures are made pursuant to Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014:

S No	Requirement	Disclosure
1	The objects of the issue	The Pre-Series B CCPS are being issued considering the fund requirements for the expansion and growth of the business of the Company.
2	The total number of shares or other securities to be issued	2,61,90,476 (Two Crores Sixty-One Lakhs Ninety Thousand Four Hundred and Seventy-Six) Pre-Series B CCPS having a face value of Rs. 10/- (Rupees Ten only) each, at an issue price of Rs. 21/- (Rupees Twenty-One only) each, at a premium of Rs. 11/- (Rupees Eleven only) each.
3	The price or price band at/within which the allotment is proposed	Pre-Series B CCPS are issued at an issue price of Rs. 21/- (Rupees Twenty-One only), i.e. each Pre-Series B CCPS having face value of Rs. 10/- (Rupees Ten only) at a premium of Rs. 11/- (Rupees Eleven only) each.
4	Basis on which the price has been arrived at along with report of the registered valuer	The price has been arrived by the Board based on the valuation report from the Registered Valuer, Mr. Santhosh

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		Kumar (Proprietor of Katla & Associates), IBBI Registered Valuer (Registration No. IBBI/RV/06/2022/14859). The fair market value of the Pre-Series B CCPS is Rs. 20.85/- (Rupees Twenty and Eighty-Five Paise only) each, as per the said valuation report. The issue price of Pre-Series B CCPS of Rs. 21/- (Rupees Twenty-One Only) each is higher than the fair market value of the Pre-Series B CCPS as determined in the valuation report. The valuation report obtained from Registered valuer is provided under **Annexure B**.
5	Relevant date with reference to which the price has been arrived at	31st May, 2026
6	The class or classes of persons to whom the allotment is proposed to be made	Alternative Investment Funds
7	Intention of promoters, directors or key managerial personnel to subscribe to the offer	None of the promoters or directors or key managerial personnel of the Company would be subscribing to the said issue.
8	The proposed time within which the allotment shall be completed	The proposed time for the allotment of Pre-Series B CCPS is 60 (Sixty) days from the date of receipt of funds by the Company.
9	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Please see below: (table follows)

Sl. No.	Name of the proposed Allottee	Percentage of Post-Private Placement Shareholding on fully diluted basis (Current Offer)	Percentage of Post-Private Placement Shareholding on fully diluted basis (including existing %)
1.	Anicut Equity Continuum Fund – 2	6.36%*	6.36%*
2.	Grand Anicut Fund 3	0.48%*	6.83%*
3.	Grand Anicut Angel Fund	0.32%*	1.91%*
4.	UC Impower Fund I	1.59%*	7.95%*

Note: * The shareholding has been calculated on a fully diluted basis, taking into account the entire existing shareholding of the shareholders in the Company, including the shares offered by way of this private placement and conversion of ESOPs.

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10	The change in control, if any, in the company that would occur consequent to the preferential offer	No change in control consequent to the allotment of the said issue.
11	The 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	Please refer **Annexure D**
12	The 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 allotment is being made for any consideration other than cash.
13	The pre issue and post issue shareholding pattern of the company	Attached herewith in **Annexure E**

Your directors request the members to grant their consent for offer and issuance of Pre-Series B CCPS by way of preferential allotment on private placement basis. The proposed issue of the Pre-Series B CCPS are also in compliance with the conditions of Section 42 of the Companies Act, 2013.

None of the directors and key managerial personnel of the Company including their relatives are concerned or interested, either directly or indirectly, in the proposals contained, except to the extent of their shareholding in the Company.

Documents and papers referred to in the resolutions along with detailed projections, valuation report and other related documents shall be available for inspection between 9.30 AM to 6 PM on all working days at the registered office of the Company and shall also be available for inspection during the meeting through electronic means.

Accordingly, the Board of Directors recommends that the members may consider and approve the resolutions mentioned in Item no. 1 as Special Resolution.

ITEM NO. 2:

APPROVAL FOR REVISION OF LIMITS OF ISSUANCE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS

The Company in the ordinary course of business proposes to raise funds by way of issuance of debt securities including subordinated, unsubordinated, listed or unlisted, senior secured, senior unsecured, secured or unsecured and other kinds of Non-Convertible Debentures ("NCDs") or Market Linked Debentures ("MLDs") ("Debentures") or any other permissible debt securities as may be determined by the Board.

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The Members at their Meeting held on 25th May 2026, approved the issuance of non-convertible debt securities for an amount not exceeding Rs.300 Crores (Rupees Three Hundred Crores Only) based on the recommendation of Board at its Meeting held on 26th March 2026. In view of the Company's funding requirements, it is now proposed to enhance the aforesaid borrowing limit. Accordingly, the Board of the Directors, at its Meeting held on 22nd July 2026 approved the revision of limits for the issuance of non-convertible debt securities from Rs.300 Crores (Rupees Three Hundred Crores Only) to an amount not exceeding Rs.500 Crores (Rupees Five Hundred Crores Only), subject to approval of the Members. Accordingly, the approval of the Members is being sought, by way of a special resolution, to offer and issue non-convertible debentures, as set out above pursuant to Section 42 and 71 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debenture) Rules, 2014

Pursuant to Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("Prospectus and Allotment Rules"), the following disclosures are made:

Sr No.	Particulars	Disclosure
1.	**Particulars of the offer including date of passing of Board resolution**	Proviso to Rule 14(1) of the Prospectus and Allotment Rules prescribes that where the amount is proposed to be raised through offer or invitation of Non-Convertible Debentures, it shall be sufficient if the company passes a special resolution only once in a year for all the offers or invitations for such NCDs during the year. Pursuant to this resolution under Section 42 and 71 of the Companies Act, 2013, the specific terms of each offer/issue of NCDs shall be decided at the time of issuance / offer of the relevant Debentures. The date of the relevant resolution of the Board and / or Committee authorising the issuance shall be mentioned/disclosed in the private placement offer cum application letter for each offer/issue of Debentures. The Board had at its Meeting held on 22nd July 2026, approved issuance of Debentures subject to approval of the Members for an amount not exceeding Rs.500 Crores (Rupees Five Hundred Crores Only).
2.	**Kinds of securities offered and the price at which security is being offered**	Sub-ordinated or unsubordinated, listed or unlisted, senior secured or senior unsecured or unsecured, rated or unrated, Non-Convertible Debentures ("NCDs") or Market-Linked Debentures ("MLDs") ("Debentures") or any other permissible non-convertible debt securities as may be determined by the Board ("Debentures"). The Debentures will be offered/issued either at par or at premium or at a discount to face value and on such terms, which will be decided by the Board of Directors, or any Committee authorised by the Board of Directors, for each specific offer/ issue, on the basis of the interest rate/effective yield determined, based on market conditions prevailing at the time of the respective offer/issue of Debentures.

UNICO HOUSING FINANCE PVT. LTD.

3.	**Basis or justification for the price (including premium, if any) at which the offer or invitation is being made**	Not applicable The securities proposed to be issued are non-convertible debt instruments, which will be offered/issued either at par or at premium or at a discount to face value in accordance with the terms decided in respect thereof.
4.	**Name and address of valuer who performed valuation**	Not Applicable
5.	**Amount which the company intends to raise by way of such securities**	The aggregate amount to be raised through the issuance of Debentures pursuant to the authority under this resolution shall not exceed the overall limit of Rs.500 Crores (Indian Rupees Five Hundred only).
6.	**Material terms of raising such securities**	The specific terms of each offer/issue of Debentures shall be as approved by the Board or any Committee authorised by the Board of Directors, at the time of issuance of the respective Debentures. These disclosures will be specifically made in each private placement offer cum application letter for each offer/issue.
7.	**Proposed time schedule**	The aforesaid resolution shall be valid for issuance of subordinated, unsubordinated, listed or unlisted, senior secured, senior unsecured, secured or unsecured Non-Convertible Debentures or Market Linked Debentures or any other permissible debt securities as may be determined by the Board or Committee for a year from the date of passing of this resolution. The allotment of Debentures will be done within 60 (Sixty) days from the date of circulation of private placement offer letter cum application form.
8.	**Purposes or objects of offer**	The proceeds of Debentures issued shall be utilised meeting the working capital requirements, on-lending, expansion and growth of business of the Company.
9.	**Contribution being made by the Promoters or Directors either as part of the offer or separately in furtherance of objects**	None of the Promoters or Directors or Key Managerial Personnel of the Company shall be subscribing to the Debentures issued.
10.	**Principle terms of assets charged as securities**	The assets charged along with the amount and extent of charge creation for specific offer/issue of Debentures shall be as approved by the Board or any Committee authorised by the Board of Directors, at the time of issuance of the respective Debentures. The terms and class of assets to be charged will be provided in the relevant Deed of Hypothecation and the charge will be created within timelines stipulated under the Companies Act. 2013.

UNICO HOUSING FINANCE PVT. LTD.

UNICO HOUSING FINANCE PRIVATE LIMITED
Regd Office : The Oval, 8th Floor, No.10 & 12, Venkatanarayana Road, T.Nagar, Chennai - 600017
CIN : U64990TN2023PTC158736 044 61117111
info@unicohfc.com www.unicohousingfinance.com

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 the resolution mentioned in item no. 2 of this notice.

Accordingly, your Board of Directors recommends the Special Resolution appearing under item No. 2 of this notice for the consideration of the Members.

By order of the Board
For Unico Housing Finance Private Limited

Aarthy. U

Aarthy Uppiliappan
Company Secretary
Membership No: A34651
Address: 8th Floor, The Oval, No. 10 & 12,
Venkata Narayana Road, T Nagar, Chennai – 600017

UNICO HOUSING FINANCE PVT. LTD.

Place: Chennai
Date: 22nd July 2026

UNICO HOUSING FINANCE

ANNEXURE A

TERMS OF PRE SERIES B CCPS

The terms of the Pre-Series B CCPS being issued by the Company to the Pre Series B Investor are as follows and shall be mutatis mutandis reproduced in the Restated Articles:

1. Issue

(a) Each Pre-Series B CCPS shall be a cumulative, compulsorily and fully convertible preference share.

(b) Each Pre-Series B CCPS will have a par value of INR 10/- (Indian Rupees Ten only).

(c) The Pre-Series B CCPS shall be compulsorily convertible into Equity Shares and shall not be redeemable.

2. Transferability: The Pre-Series B CCPS shall be freely transferable in the manner specified in the 2025 SHA and the Restated Articles of the Company.

3. Dividends. The holder of each Pre-Series B CCPS shall be entitled to cumulative preferential dividend at the rate of 0.001% (Zero point Zero Zero One percent) per year at the end of each Financial Year for all the Pre-Series B CCPS till such time that the Pre-Series B CCPS are outstanding and upon deduction of applicable Taxes on such dividend. The Pre-Series B CCPS shall be participating preference shares and shall be entitled to participate in any dividend distribution to holders of Equity Shares on a Fully Diluted Basis.

4. Conversion.

Pre Series B CCPS shall convert into Equity Shares in the manner set forth in Annexure A to this Schedule IX.

5. Adjustments.

(a) If, whilst any Pre-Series B CCPS remain capable of being converted into Equity Shares, the Company splits, sub-divides (stock split) or consolidates (reverse stock split) the Equity Shares into a different number of securities of the same class, the number of Equity Shares issuable upon a conversion of the Pre-Series B CCPS shall, subject to Applicable Law and receipt of requisite approvals, be proportionately increased in the case of a split or sub-division (stock split), and likewise, the number of Equity Shares issuable upon a conversion of the Pre-Series B CCPS shall be proportionately decreased in the case of a consolidation (reverse stock split).

(b) If, whilst any Pre-Series B CCPS remain capable of being converted into Equity Shares, the Company makes or issues a dividend or other distribution of Shares to the holders of Equity Shares then the number of Equity Shares to be issued on any subsequent conversion of Pre-Series B CCPS shall, subject to Applicable Law and receipt of requisite approvals, be increased proportionately and without payment of additional consideration therefor by the holders of Pre-Series B CCPS subject to non-receipt of dividend or other distribution of Equity Shares by the holders of Pre-Series B CCPS.

(c) If the Company, by re-classification or conversion of Shares or otherwise, changes any of the Equity Shares into the same or a different number of Shares of any other class or classes, the right to convert the Pre-Series B CCPS into Equity Shares shall thereafter represent the right to acquire such number and kind of Shares as would have been issuable as the result of such change with respect to the Equity Shares that were subject to the conversion rights of the holder of Pre-Series B CCPS immediately prior to the record date of such re-classification or conversion.

(d) The holders of Pre-Series B CCPS shall be entitled to the cumulative benefit of all adjustments referred to herein.

UNICO HOUSING FINANCE PVT. LTD.

6. **Anti-Dilution:** If at any time after the relevant Pre Series B Closing Date, the Company issues to any Person any Shares, the same shall be in accordance with Clause 6.7 of the 2025 SHA.

7. **Senior Rights**: The Pre-Series B CCPS issued to the holder of Pre-Series B CCPS shall rank pari passu with the holders of other preference shares in all respects including but not limited to voting rights, dividends and liquidation. The Company shall not grant any other current/potential investors any rights which are more favourable than those granted to the holder of Pre-Series B CCPS other than in accordance with the terms of the Second Amendment to 2025 SHA or with the prior written consent of a majority of the holders of the Pre-Series B CCPS on the basis of their inter-se shareholding. Upon conversion of the Pre-Series B CCPS, the Equity Shares issued or received by the holder of Pre-Series B CCPS shall and will rank pari passu with other comparable Equity Shares of the Company, subject to the rights of the holder of Pre-Series B CCPS under the Second Amendment to 2025 SHA.

8. **Liquidation Preference:** The liquidation preference shall be in accordance with Clause 19 of the 2025 SHA and the Second Amendment to 2025 SHA.

9. **Registration rights**: The holders of Pre-Series B CCPS shall receive typical and customary registration rights, where available, in all global market(s) where the Company lists the Shares. Termination of the Pre Series B Transaction Documents shall not affect the obligation of the Company to provide registration rights to the holders of Pre-Series B CCPS.

10. **Meeting and Voting rights**: The holders of Pre-Series B CCPS shall be entitled to attend meetings of all Shareholders of the Company. The voting rights of holders of Pre-Series B CCPS shall be as per Clause 4.4 of the 2025 SHA.

11. **Conflict:** In the event of any conflict between these terms and the terms and conditions contained in the Pre Series B Transaction Documents, the terms and conditions in the Pre Series B Transaction Documents shall prevail.

12. **Governing Law:** The Pre-Series B CCPS shall be governed and construed in accordance with the laws of India.

UNICO HOUSING FINANCE PVT. LTD.

TERMS OF CONVERSION

1. **Right to Convert:** The Pre Series B CCPS holder shall be entitled to have the Pre Series B CCPS into Equity Shares ("**Conversion Shares**") in the manner as set out in this Annexure A (**"Conversion"**).

2. **Conversion Date:**

    2.1. The holders of the Pre-Series CCPS may convert the Pre-Series CCPS in whole or part into Equity Shares in the manner set forth in Annexure A to this **Schedule IX ("Deemed Conversion Date"),** at any time before 19 (Nineteen) years from the date of allotment of the same subject to the adjustments provided in Paragraph 5 and Paragraph 6 of **SCHEDULE IX** and other terms and conditions of this Agreement (the actual date of conversion being referred to as the "**Conversion Date**"). In the event the conversion of Pre-Series CCPS entitles the holder of Pre-Series CCPS to any fraction of an Equity Share, then such fraction shall be rounded up to the nearest whole number.

    2.2. The Pre-Series CCPS, or any of them, if not converted earlier, shall automatically convert into Equity Shares in the manner specified in Annexure A, (i) on latest permissible date prior to the issue of Shares to the public in connection with the occurrence of an Public Offer under Applicable Law, or (ii) on the day following the completion of 19 (Nineteen) years from the date of allotment of the same

3. **Conversion Shares:**

The conversion price of the Pre-Series B CCPS ("**Pre-Series B Conversion Price**") prior to the occurrence of Subsequent Funding shall be equal to the issue price of the Pre-Series B CCPS and such Pre-Series B Conversion Price shall be subject to the adjustments set out in this Clause 3:

3.1. Subsequent Financing

For purposes of this Annexure A, "**Subsequent Financing**" shall mean the completion of issuance of Securities by the Company for an aggregate cash investment of not less than INR 150,00,00,000 (Indian Rupees One Hundred and Fifty Crores only) by one or more bona fide financial investors who are not existing Shareholders of the Company.

The following shall be excluded from, and shall not count towards, the minimum INR 150,00,00,000 (Indian Rupees One Hundred and Fifty Crores only) threshold for determining whether a Subsequent Financing has occurred: (a) the Investment Amount; and (b) any capital subscribed to by existing Shareholders in exercise of their pre-emptive or pro-rata participation rights, whether occurring simultaneously with or in connection with a Subsequent Financing.

The final Pre-Series B Conversion Price shall be determined in accordance with the following table:

Scenario	**Pre-Series B Conversion Price**
If a Subsequent Financing is closed on or before June 30, 2027	The price per share calculated at a discount equal to 1.67% (one point six-seven percent) per month for the period between the Pre Series B Closing Date and the date of closing of the Subsequent Financing, applied to the price per share at which shares are issued in the Subsequent Financing.
If a Subsequent Financing is not closed on or before June 30, 2027, and the profit before tax of the Company for FY27 as per the FY27 Audited Financials is equal to or exceeds INR 4,00,00,000 (Indian Rupees Four Crores)	The price per share determined based on an implied equity pre-money valuation equal to 2.75 (two point seven five) times the book value of the Company as at March 31, 2027 as per the FY27 Audited Financials, after applying a discount of 1.67% (one point six-seven percent) per month to such pre-money valuation, accruing from the Pre Series B Closing Date of the Pre-Series B round until June 30, 2027.
If a Subsequent Financing is not closed on or before June 30, 2027, and the profit before tax of the Company for FY27 as per the FY27 Audited Financials is less than INR 4,00,00,000 (Indian Rupees Four Crores)	The price per share determined based on an implied equity pre-money valuation equal to 2.50 (two point five zero) times the book value of the Company as at March 31, 2027 as per the FY27 Audited Financials, after applying a discount of 1.67% (one point six-seven percent) per month to such pre-money valuation, accruing from the Pre Series B Closing Date of the Pre-Series B round until June 30, 2027.

UNICO HOUSING FINANCE PVT. LTD.

The Pre-Series B Conversion Price shall be subject to any other adjustments, if any, expressly set out in the Pre Series B Transaction Documents and applicable Law.

4. Mechanism of Conversion:

i) The holders of Pre-Series CCPS shall, at any time prior to 19 (Nineteen) years from the date of allotment of the same, be entitled to call upon the Company to convert all or any of the Pre-Series CCPS by issuing a notice to the Company with the details of the Pre-Series CCPS sought to be converted (the "**Conversion Notice"**).

ii) The Conversion Notice may include a request (a "**Conversion Request**") addressed to the Company to (i) apply for all necessary government approvals for the issue of the Conversion Shares as set forth in the Conversion Notice and/or (ii) take any corporate and/or Shareholder and/or other proceedings or action, as may be reasonably required by the holder, to allot Conversion Shares to the Pre-Series B CCPS holder or, subject to the terms and conditions hereof, to such other persons as the Pre-Series B CCPS holder may designate.

iii) If the Conversion Notice is accompanied by a Conversion Request, the Company will (i) obtain as soon as practicable after receipt of the Conversion Request all governmental approvals, if any, specified in the Conversion Request and (ii) within 10 (Ten) days of the date of the Conversion Notice, subject to the terms and conditions hereof, take any corporate and/or Shareholder and/or other proceedings or action to allot Conversion Shares as specified in the Conversion Request. The Company will promptly advise the Pre-Series B CCPS holder giving the Conversion Notice of the obtaining of such governmental approvals, of the taking of any such corporate and/or shareholder action and of any development relevant to such obtaining or such proceedings or action.

iv) Any Pre-Series B CCPS holder converting the Pre-Series B CCPS, if the Conversion Notice is accompanied by a Conversion Request, representing the Pre-Series B CCPS after receipt by the Company of all governmental approvals specified in the Conversion Request and after the taking of the corporate and/or Shareholder proceedings or action specified in the Conversion Request (the date of such surrender, the "Surrender Date", provided that Conversion Request is received by the Company on a day which is not a Business Day or after the close of business on a Business Day, the Surrender Date shall be deemed to occur on the Business Day following the date such certificate(s) are received). Failure to surrender such certificate(s) shall not affect the Conversion of any Pre-Series B CCPS holder.

v) As soon as practicable after the Surrender Date, and in any event within 30 (Thirty) days thereafter, the Company at its expenses will cause to be issued in the name of, and delivered to, the holder, or, subject to the terms and conditions hereof, to such other Persons as the holder may designate a certificate or certificates for the number of Conversion Shares to which such holder shall be entitled upon such exercise. The Pre-Series B CCPS holder shall be deemed to be the holder of record of the Conversion Shares on the Conversion Date, notwithstanding that the register of members of the Company shall then be closed or that certificates representing such Conversion Shares shall not then be actually delivered to the Pre-Series B CCPS holder.

vi) The Company shall pay any and all documentary, stamp or similar issue Taxes payable in respect of the issue of the Conversion Shares.

vii) It is clarified for the purpose of avoidance of doubt that the Pre-Series B CCPS holder shall not be required to make additional payment towards Conversion of the Pre-Series B CCPS into Equity Shares of the Company at any time from time to time, including without limitation, any expenses in respect of the same.

UNICO HOUSING FINANCE PVT. LTD.

ANNEXURE-B

KATLA & ASSOCIATES

Chartered Accountants & Registered Valuers

101, First floor Fortune Plaza, Friends Colony, Manikonda, Hyderabad- 500089

Call Us: Mobile 9177407375, Email: Katlaandassociates@gmail.com

VALUATION REPORT OF
UNICO HOUSING FINANCE PRIVATE LIMITED
AS ON MAY 31, 2026

By

Santhosh Kumar Katla RV
Reg. No. IBBI/RV/06/2022/14859
HYDERABAD
Registered Valuer- Securities or Financial Assets

CA Santhosh Kumar Katla, Registered Valuer

(IBBI Regn. No. Reg. No. IBBI/RV/06/2022/14859)

To
The Board of Directors
UNICO HOUSING FINANCE PRIVATE LIMITED
8th Floor, The Oval building, No: 10&12,
Venkatanarayana Road, T. Nagar, Chennai - 600017.

Dear Sir,

VALUATION REPORT OF UNICO HOUSING FINANCE PRIVATE LIMITED

Pursuant to the appointment of Santhosh Kumar Katla, (**"Registered Valuer"**), vide resolution by Audit Committee dated 26th June 2026 for the purpose of determining the value of **UNICO HOUSING FINANCE PRIVATE LIMITED ("UHFPL" or "the Company"**) to comply with the applicable provisions of The Companies Act, 2013.

The Fair Value per Equity share of **UHFPL**, for the aforesaid purpose, as on MAY 31, 2026 **("Valuation Date")** is **INR 20.85/-** as determined in the Report enclosed herewith.

We appreciate the co-operation received by us from your executives during this assignment.

Yours faithfully
For and on behalf of
Katla & Associates

Santhosh Kumar Katla
CA & RV
ICAI M.No: 243893
ICAIRVO M.No: ICAIRVO/06/RV-P057/2022-2023
ISAI M.No: ISAI/SA-107
Firm Reg.No.020835S
UDIN: 26243893RMQDQC7027
Date: July 17 2026

CONTENTS

I. TERMS OF REFERENCE

1.1 **UNICO HOUSING FINANCE PRIVATE LIMITED ("UHFPL" or the "Company")** is a private limited company incorporated under Companies Act 2013 on 11th March 2023 under CIN number U64990TN2023PTC158736.

1.2 The company is contemplating to issue shares on preferential basis to potential investor(s). In this context, The Management of UHFPL has approached and appointed me, i.e., Santhosh Kumar Katla ("Proprietor of Katla and Associates") in the capacity as a Registered Valuer under IBBI for the valuation of the company to comply with applicable provisions of The Companies Act, 2013 vide appointment by the Audit Committee by circular resolution dated 26th June 2026

II. BACKGROUND OF THE COMPANY

Unico Housing Finance Private Limited ("UNICO" / "Company") was incorporated in India under the Companies Act, 2013 on March 11, 2023. It has its office address at 8th Floor, The Oval building, No: 10&12, Venkatanarayana Road, T. Nagar, Chennai - 600017. The Corporate Identification Number of the Company is U64990TN2023PTC158736.

The Company was incorporated on 11th March 2023 and received its Certificate of Registration from the Reserve Bank of India on 16th October 2023 to operate as a Housing Finance Company.

Unico is envisioned as a technology-enabled housing finance institution focused on catering to the credit needs of lower and middle-income households, with a special emphasis on self employed customers in Tier II, Tier III, and emerging towns across seven states in South and Western India. The Company seeks to bridge the financing gap in these markets by delivering accessible, affordable, and digitally driven housing and non-housing loan solutions.

Source: Company Over the course of the year, the Company invested in building a scalable operating platform through strategic technology deployment and partnerships. With a strong emphasis on governance, risk management and regulatory compliance, the Board is confident in the Company's ability to achieve consistent and sustainable growth.

The Company continues to be guided by its core values—SOARS (Sensitivity, Ownership, Agility, Respect and Synergy) which underpin its organizational culture and approach to stakeholder engagement.

The share capital and holding structure of the Company, on a fully diluted basis, as on valuation date is as under:

Santhosh Kumar Katla RV Reg. No. IBBI/RV/06/2022/14859 HYDERABAD Registered Valuer- Securities or Financial Assets

Particulars	Number of shares
Equity Shares	20,17,39,222
Compulsory Convertible Preference Shares ("CCPS")	3,80,95,237
Share Warrants	5,77,77,778
ESOP Pool	2,80,00,000
Total	**32,56,12,237**

Management informed the followings:

a. The Compulsory Convertible Preference Shares (CCPS) are convertible into equity shares of face value of ₹10 each at a conversion ratio of 1:1.

b. The Company has 5,77,77,778 share warrants and 2,80,00,000 stock options under the ESOP pool. these have been assumed to be equivalent to 5,77,77,778 and 2,80,00,000 equity shares of face value of ₹10 each, respectively.

c. Accordingly, the total number of shares outstanding on a fully diluted basis as on the valuation date is 32,56,12,237.

III. INFORMATION RELIED UPON BY US

3.1 We have prepared our Valuation Report on the basis of the following information provided to us by UHFPL:

(a) Provisional financial statements for the period ended May 31, 2026;

(b) Financial Projections for the period June 01st 2026 to FY 2030-31;

(c) Discussions with and explanations given by the management / senior executives of the Company on various issues; and

(d) Information available from the public domains like bond yields, market return etc.

3.2 Our work does not constitute an audit **or** certification of the historical financial statements of UHFPL, including its working results referred to in this Report. Accordingly, we are unable to and do not express any opinion on the accuracy of any financial information referred to in this report. We assume no responsibility for any errors in the information submitted by the management and their impact on the present exercise.

3.3 This Valuation Report is issued on the understanding that the management of UHFPL has drawn our attention to all the relevant matters, of which it was aware, concerning the company's financial position and business which may have an impact on our Valuation Report.

IV. APPROACHES OF VALUATION

4.1 There are three approaches for valuation of a company, such as:

(a) Income Approach;

(b) Market Approach:

(c) Cost Approach;

Each of these approaches has its suitability, depending upon the facts of the case and the objectives of the valuation. For the sake of ready reference, these methods are explained below in brief.

(i) Income Approach

Income approach is the valuation approach that converts maintainable or future amounts (e.g., cash flows or income and expenses) to a single current (i.e. discounted or capitalized) amount. The fair value measurement is determined on the basis of the value indicated by current market expectations about those future amounts. The most commonly used income approach is Discounted Cash Flow (DCF) Method.

(ii) Market Approach

Market approach is a valuation approach that uses prices and other relevant information generated by market transactions involving identical or comparable (i.e., similar) assets, liabilities or a group of assets and liabilities, such as a business.

The following are the common methodologies for the market approach:

- Market Price Method;
- Comparable Companies Multiple Method; and
- Comparable Transaction Multiple Method

(iii) Cost Approach

Cost approach is a valuation approach that reflects the amount that would be required currently to replace the IP, technology, infrastructure, service capacities of an asset (often referred to as current replacement cost).

The following are the commonly used valuation methods under the cost approach:

i. Replacement Cost Method;
ii. Reproduction Cost Method;
iii. Book value method

Santhosh Kumar Katta RV Registered Valuer- Securities or Financial Assets Reg. No. IBBI/RV/06/2022/14859 HYDERABAD

V. VALUATION OF UHFPL

Premise of the valuation:

Premise of Value refers to the conditions and circumstances how an asset is deployed. In a given set of circumstances, a single premise of value may be adopted while in some situations multiple premises of value may be adopted. Some common premises of value are as follows:

(a) highest and best use;
(b) going concern value;
(c) as is where is value;
(d) orderly liquidation; or
(e) forced transaction.

For valuing the shares of UHFPL, the premise used is **going concern value**

Basis of the valuation:

Valuation base means the indication of the type of value being used in an engagement. Different valuation bases may lead to different conclusions of value. Therefore, it is important for the valuer to identify the bases of value pertinent to the engagement. This Standard defines the following valuation bases:

(a) Fair value;
(b) Participant specific value; and
(c) Liquidation value

For valuing the shares of UHFPL, the Base used is **Fair value**

Standards of Valuation:

The Valuation report of UHFPL is prepared as per the **ICAI Valuation standards 2018**

Method and Approach of valuation:

For valuing UHFPL, we have adopted the DCF method under Income approach using the projections

Under this method, the valuation comprises of the following component as described below.

(i) The free cash flows of the Company for the explicit forecast period which in this case is for the period from FY 26-27 to FY 30-31. Based on elaborate discussions with the representatives of the Company, we believe that the financial projections furnished by them are reasonable and could be relied upon for calculation of fair value of Equity shares/CCPS under the DCF method.

(ii) Based on discussion with the management, the terminal value growth estimated to be 3% of the Company at the end of FY 30-31.

The discount rate assumed is the Cost of Equity Capital (Ke).

The present value of the free cash flows and the terminal value have been calculated by using a suitable discount factor. The sum of the present values of the free cash flows to Equity and the terminal value gives the fair value of the business.

Please refer below for the calculations of the value:

Annexure I - (E) Estimated, Figures INR Lakhs, except no. of shares

Particulars	FY 2026-27 (10 months) (E)	FY 2027-28 (E)	FY 2028-29 (E)	FY 2029-30 (E)	FY 2030-31 (E)	Terminal Value
Profit After Tax (NOPAT)	**1,876.15**	**8,692.94**	**13,266.61**	**23,617.01**	**36,888.01**	**37,994.65**
Add: Depreciation	878.91	1,084.38	1,155.51	902.09	762.02	784.88
Less / Add: (Increase) / Decrease in Non-cash Working Capital	(150.95)	1,056.29	917.69	1,488.80	2,093.00	-
Add/ Less: Changes in Borrowings	16,568.91	86,056.17	1,36,631.58	1,92,437.40	2,34,060.32	21,710.77
Less / Add: (Increase) / Decrease in Non-current Assets	(45,743.01)	(94,828.34)	(1,74,825.56)	(2,16,891.28)	(2,78,137.69)	-
Less / Add: (Increase) / Decrease in Fixed Assets	(670.34)	(1,241.12)	(417.51)	(470.02)	(893.66)	(784.88)
Free cash flow to the Equity (FCFE)	**(27,240.33)**	**820.32**	**(23,271.66)**	**1,084.00**	**(5,228.00)**	**59,705.42**
Discounting factor	0.912	0.744	0.596	0.478	0.383	0.383
Discounting Period (mid-year)	0.42	1.33	2.33	3.33	4.33	4.33
Present value of FCFE	**(24,838.67)**	**610.54**	**(13,878.97)**	**518.03**	**(2,001.99)**	**22,863.39**
Sum of Present Values						**(39,591.06)**
Terminal value with growth rate of ***3.00%*** (Discounted)						1,04,896.04
Equity value for Shareholders as on May 31, 2026						**65,304.98**
Add: Cash and current Investments as on May 31, 2026						2,589.66
Equity value for Shareholders as on May 31, 2026						**67,894.63**
Equity shares outstanding on fully diluted basis as on valuation date						32,56,12,237
Value Per Equity Share as on May 31, 2026 (In INR)						**20.85**

Conclusion: The Fair Value per Equity share of UHFPL as per Discounted Cash Flow Method as on MAY 31, 2026 is **INR 20.85/-.**

VI. DISCLAIMER

6.1 We have assumed and relied upon, without independent verification, the accuracy and completeness of all information that was publicly available for the purpose of this report. Our work does not constitute an audit or certification or due diligence of the working results, financial statements of the Company.

6.2 The valuation of Companies and businesses is not a precise science and the conclusions arrived at in many cases will of necessity be subjective and dependent on the exercise of individual judgment. While we have provided assessment of the value of the share based on information available and within the scope and constraints of engagement, others may place a different value on the same and actual value realized may differ significantly.

6.3 It may be pointed out that the Valuation is based on opinion that represent reasonable expectations at a particular point in time, but such estimates or opinions are not offered as predictions or as assurances that a particular level of income of profit will be achieved, that events will occur, or that a particular price will be offered or accepted.

6.4 Santhosh Kumar Katla, Katla & Associates has acted in the capacity of Registered Valuer, registered with Insolvency and Bankruptcy Board of India (IBBI) for providing valuation services and will receive a fee for our services.

6.5 In no circumstances however, will our firm or our associates, or our employees accept any responsibility or liability to any third party and in the unforeseen event of any such responsibility or liability being imposed on our firm or our associates, or our employees by any third party, UHFPL shall indemnify them.

6.6 This Valuation Report is furnished solely for the use of UHFPL for the purpose mentioned above and should not be used for any other purpose without our prior written consent. Provided, we provide consent to the Company and its Investors to place reliance on the report for ascertaining compliance with the requirements of the Companies Act 2013 (as amended) and disclose it to their advisors, auditors, custodians, bankers and regulatory authorities.

Santhosh Kumar Katla RV
Reg. No. IBBI/RV/06/2022/14859
HYDERABAD
Registered Valuer- Securities or Financial Assets

Assumptions and Sources Used:

(i) Calculation of cost of equity	
Risk free rate (Rf)	6.66%
Beta	0.97
Market risk premium (Rm-Rf)	8.39%
Company specific risk premium (α)	5.00%
Limited liquidity premium (l)	5.00%
Cost of equity	**24.80%**

1) India 10 year Bond yield rate as on Valuation Date is considered as Risk Free rate. Source: https://in.investing.com/rates-bonds/india-05-year-bond-yield-historical-data.
2) Market rate of return is computed based on Nifty 50 Index CAGR returns for the past five years. Source: https://in.investing.com/indices/s-p-cnx-nifty-historical-data.
3) There are no listed peers who have a similar business in the same size or specific model of operations in which Company operates. The beta assumed to be 0.97 on judgmental basis
4) As the model used is free cash flows to equity, the cost of Equity Capital Is considered as Cost of the Capital for the company. Cost of capital/Discount rate reflects the expected rate of return of investors.

VII. ACKNOWLEDGEMENT

I am thankful to the management & staff of **UHFPL** for their kind co-operation extended to us during the course of our assignment.

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UNICO HOUSING FINANCE

ANNEXURE-C

CURRENT SHAREHOLDING PATTERN OF THE COMPANY

S. No	Category	No. of Equity shares	No. of CCPS	Total	% of shareholding
A	**Promoters Holding**				
1	Indian				
	Individual	15,58,35,160	-	15,58,35,160	63.51%
	Bodies Corporate	-	-	-	0.00%
2	Foreign Promoters	-	-	-	0.00%
	Sub Total (A)	**15,58,35,160**	**-**	**15,58,35,160**	**63.51%**
B	**Non-Promoters' Holding**				
1	Institutional Investors	1,42,85,713	3,80,95,237	5,23,80,950	21.35%
2	Non-Institutional Investors				
	Private corporate bodies	-	-	-	0.00%
	Directors and relatives	79,88,000	-	79,88,000	3.26%
	Indian Public	2,79,15,904	-	2,79,15,904	11.38%
	Others:				
	NRI	10,50,000	-	10,50,000	0.43%
	HUF	2,20,000	-	2,20,000	0.09%
	Sub Total (B)	**5,14,59,617**	**3,80,95,237**	**8,95,54,854**	**36.49%**
	GRAND TOTAL	**20,72,94,777**	**3,80,95,237**	**24,53,90,014**	**100.00%**

Note: *The above table does not include ESOP Pool - 2,80,00,000 options approved by the Board.*

For Unico Housing Finance Private Limited

Aarthy. U

Aarthy Uppiliappan
Company Secretary
M. No: A34651
Place: Chennai
Date: 22nd July 2026

UNICO HOUSING FINANCE PVT. LTD. ★

ANNEXURE - D

DETAILS OF ALLOTMENT ON PREFERENTIAL BASIS/ PRIVATE PLACEMENT/ RIGHTS ISSUE DURING THE YEAR

S. No	Type of Security	Date of Allotment	Type of Allotment	Name of persons	Number of Securities	Price of the Securities
1	Senior, Secured, Unrated, Unlisted, Redeemable Non-Convertible Debentures ("NCDs")	28th March 2025	Private Placement	Grand Anicut Fund 2	150	Rs.10,00,000/- (Indian Rupees Ten Lakhs only) per Debenture
2	Senior, Secured, Unrated, Unlisted, Redeemable Non-Convertible Debentures ("NCDs")	28th March 2025	Private Placement	Mr. Venkatesh Ramarathinam	100	Rs.10,00,000/- (Indian Rupees Ten Lakhs only) per Debenture
3	Senior, Secured, Unrated, Unlisted, Redeemable Non-Convertible Debentures ("NCDs")	28th March 2025	Private Placement	Mr. K Thiagarajan	50	Rs.10,00,000/- (Indian Rupees Ten Lakhs only) per Debenture
4	Secured, Unlisted, Unrated, Redeemable, Taxable, Non-Convertible Debentures ("NCDs")	8th May 2025	Private Placement	A K Securitization & Credit Opportunities Fund II	1500	Rs.1,00,000/- (Indian Rupees One Lakh only) per Debenture
5	Unrated, Unlisted, Secured, Redeemable Non-Convertible Debentures ("NCDs")	27th June 2025	Private Placement	Grand Anicut Fund 4	2000	Rs.1,00,000/- (Indian Rupees One Lakh only) per Debenture
6	Senior, secured, unrated, unlisted, redeemable Non-Convertible Debentures ("NCDs")	30th June 2025	Private Placement	Franklin India Credit AIF Scheme - I	2000	Rs.1,00,000/- (Indian Rupees One Lakh only) per Debenture
7	Series A Compulsorily Convertible Cumulative Preference Shares ("Series A CCPS")	12th September 2025	Private Placement	Grand Anicut Fund 3	1,90,47,619	Rs.21/- (Indian Rupees Twenty - One Only) per share
8	Series A Compulsorily Convertible Cumulative Preference Shares ("Series A CCPS")	12th September 2025	Private Placement	Grand Anicut Angel Fund	47,61,904	Rs.21/- (Indian Rupees Twenty - One Only) per share
9	Series A Compulsorily Convertible Cumulative Preference Shares ("Series A CCPS")	12th September 2025	Private Placement	UC Impower Fund I	1,42,85,714	Rs.21/- (Indian Rupees Twenty - One Only) per share
10	Senior, secured, unrated, unlisted, redeemable Non-Convertible Debentures ("NCDs")	8th December 2025	Private Placement	Franklin India Credit AIF Scheme - I	1500	Rs.1,00,000/- (Indian Rupees One Lakh only) per Debenture
11	Secured, Rated, Unlisted, Redeemable Non-convertible Debentures ("NCDs")	18th December 2025	Private Placement	A. K. Capital Finance Limited	3000	Rs.1,00,000/- (Indian Rupees One Lakh only) per Debenture
12	Senior, Secured, Rated, Unlisted, Redeemable Non-convertible Debentures ("NCDS")	5th February 2026	Private Placement	Franklin India Credit AIF – Scheme I	1500	Rs.1,00,000/- (Indian Rupees One Lakh only) per Debenture

UNICO HOUSING FINANCE PVT. LTD.

UNICO
HOUSING FINANCE

13	Rated, Unlisted, Unsubordinated, Secured, Redeemable, Transferable, Taxable Non-convertible Debentures ("NCDS")	26th March 2026	Private Placement	Northern Arc Capital Limited	2500	Rs.1,00,000/- (Indian Rupees One Lakh only) per Debenture
14	Rated, Unlisted, Secured, Redeemable Non-Convertible Debentures ("NCDS")	13th May 2026	Private Placement	Krupa growth investments private limited	150	Rs.10,00,000/- (Indian Rupees Ten Lakhs only) per Debenture
15				Mr. Abdul Qadir	100	
16	Rated, Unlisted, Unsubordinated, Secured, Redeemable, Transferable, Taxable Non-convertible Debentures ("NCDS")	30th June 2026	Private Placement	Northern Arc Capital Limited	2500	Rs.1,00,000/- (Indian Rupees One Lakh only) per Debenture

***Note*:**

1. *The Company has allotted 1,11,11,111 Equity shares pursuant to conversion of 1,11,11,111 share warrants of Rs. 10/- each on 29th May 2025 to Ms. Varshini Vasudevan Pathangi (Re.1/- paid on application of share warrants & Rs. 9/- paid on exercise of conversion rights).*
2. *The Company has allotted 4,11,11,111 Equity shares pursuant to conversion of 4,11,11,111 share warrants of Rs. 10/- each on 10th September 2025 to Ms. Varshini Vasudevan Pathangi (Re.1/- paid on application of share warrants & Rs. 9/- paid on exercise of conversion rights).*
3. *The Company has allotted 55,55,555 Equity shares pursuant to conversion of 55,55,555 share warrants of Rs. 10/- each on 17th July 2026 to Ms. Varshini Vasudevan Pathangi (Re.1/- paid on application of share warrants & Rs. 9/- paid on exercise of conversion rights).*

UNICO HOUSING FINANCE PVT. LTD.

UNICO HOUSING FINANCE PRIVATE LIMITED
Regd Office : The Oval, 8th Floor, No.10 & 12, Venkatanarayana Road, T.Nagar, Chennai - 600017
CIN : U64990TN2023PTC158736 044 61117111
info@unicohfc.com www.unicohousingfinance.com

UNICO HOUSING FINANCE

ANNEXURE-E

PRE & POST ISSUE SHAREHOLDING PATTERN

Category	Pre-Issue (Dilution with CCPS)		Pre-Issue (Fully Diluted)*		Post-Issue (Fully Diluted)*	
	No. of shares	% of shareholding	No. of shares	% of shareholding	No. of shares	% of shareholding
Promoters Holding						
Indian						
Individual	15,58,35,160	63.51%	15,58,35,160	57.00%	15,58,35,160	52.02%
Bodies Corporate	-	0.00%	-	0.00%	-	0.00%
Foreign Promoters	-	0.00%	-	0.00%	-	0.00%
Sub Total (A)	**15,58,35,160**	**63.51%**	**15,58,35,160**	**57.00%**	**15,58,35,160**	**52.02%**
Non Promoters' Holding						
Institutional Investors	5,23,80,950	21.35%	5,23,80,950	19.16%	7,85,71,426	26.23%
Non-Institutional Investors						
Private corporate bodies	-	0.00%	-	0.00%	-	0.00%
Directors and relatives	79,88,000	3.26%	1,84,78,000	6.76%	1,84,78,000	6.17%
Indian Public	2,79,15,904	11.38%	4,54,25,904	16.62%	4,54,25,904	15.16%
Others:						
NRI	10,50,000	0.43%	10,50,000	0.38%	10,50,000	0.35%
HUF	2,20,000	0.09%	2,20,000	0.08%	2,20,000	0.07%
Sub Total (B)	**8,95,54,854**	**36.49%**	**11,75,54,854**	**43.00%**	**14,37,45,330**	**47.98%**
GRAND TOTAL	**24,53,90,014**	**100.00%**	**27,33,90,014**	**100.00%**	**29,95,80,490**	**100.00%**

** ESOP Pool approved by the Board has been considered.*

UNICO HOUSING FINANCE PVT. LTD.