UNICO HOUSING FINANCE

NOTICE OF THE 12TH 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 12th Extraordinary General Meeting ("EGM") of the Members of Unico Housing Finance Private Limited ("Company") will be held on Thursday, 27th August 2026, at 4.00 PM 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. 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 amended 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 ADOPT RESTATED 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 Sections 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the rules made thereunder, subject to the provisions of Addendum to Second Amendment to Shareholders' Agreement dated 07th September 2025 executed on 22nd July 2026 by and amongst the Company, Grand Anicut Angel Fund ("**GAAF**"), Grand Anicut Fund 3 ("**GAF 3**"), Anicut Equity Continuum Fund – 2 ("**AECF 2**"), UC Impower Fund I ("**UC Impower**"), Ms. Varshini Vasudevan Pathangi (the "**Promoter**") and Mr. Babu Vellingiri, Managing Director & CEO (the "**MD**"), ("**SHA**") the approval of the members of the Company be and is hereby accorded to restate the articles of association (including entrenchment provision) of the Company, in the manner and as per the draft tabled before the meeting, duly initialed by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company and each Director of the Company, Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including filing of necessary forms with the Registrar of Companies 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."

ITEM NO. 2:

TO CONSIDER AND APPROVE APPOINTMENT OF MR. CHANDRASEKAR RAMAMURTHY (DIN: 02687447) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, 161 and other applicable provisions of the Companies Act, 2013 ("the **Act**"), rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, the applicable provisions of the Amended Articles of Association of the Company, the Reserve Bank of India (Housing Finance Companies) Directions, 2025 & Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025, as amended from time to time, ("**RBI Directions**") and all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications issued by Reserve Bank of India ("**RBI**") and National Housing Bank ("**NHB**"), or any other regulatory authority, based on the recommendations of the Nomination and Remuneration Committee and Board of Directors, Mr. Chandrasekar Ramamurthy (DIN: 02687447), who was appointed as an Additional Director (Independent Director) of the Company on July 28, 2026 and holds the office till the conclusion of ensuing Annual General Meeting and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a period of five years with effect from 28th July 2026 to 27th July 2031.

RESOLVED FURTHER THAT any of the Directors or the Managing Director & CEO or the Chief Financial Officer or Chief Compliance Officer or the Company Secretary of the Company, be and is hereby authorised to prepare, sign and submit necessary forms and documents with the Registrar of Companies (RoC), Ministry of Corporate Affairs, Reserve Bank of India, National Housing Bank and other authorities.

RESOLVED FURTHER THAT any of the Directors or the Managing Director & CEO or the Chief Financial Officer or the Company Secretary of the Company, be and is hereby authorised to settle any question or clarifications that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution."

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

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UNICO HOUSING FINANCE PVT. LTD.

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: 19th August 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. In case the number of members present does not exceed 50, 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. 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 are available for inspection. Any request for inspection 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.

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.

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

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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 Businesses as set out in this Notice:

ITEM NO. 1:

TO CONSIDER AND ADOPT RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY:

In order to meet the funding requirements, the Company has issued Pre-Series B Compulsorily Convertible Cumulative Preference Shares ("**Pre-Series B CCPS**") to identified investors by way of preferential allotment on private placement basis. In this regard, the Company, GAAF, GAF 3, AECF– 2, UC Impower, the Promoter and the MD have executed an Addendum cum Second Amendment to Shareholders' Agreement dated 7th September, 2025 on 22nd July 2026 ("**SHA**").

As per the terms of the SHA, the existing articles of association ("Articles of Association") of the Company is required to be restated and accordingly, the existing Articles of Association of the Company shall stand replaced with a new set of articles incorporating the relevant terms of the SHA.

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 restated 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. 1 as a ***unanimous resolution***.

A copy of the draft Articles of Association of the Company duly restated is available for inspection at the registered office of the Company on all working days between 10 AM and 5 PM and shall also be available for inspection electronically during the meeting.

Documents referred to in the 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 shall also be available for inspection electronically during the meeting. Any request for inspection may please be sent to secretarial@unicohfc.com.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution as set out in Item No. 1 to the Notice, except to the extent of their shareholding in the Company.

ITEM NO. 2:

TO CONSIDER AND APPROVE APPOINTMENT OF MR. CHANDRASEKAR RAMAMURTHY (DIN: 02687447) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Based on the recommendation of Nomination and Remuneration Committee ("**NRC**"), the Board of Directors of the Company ("**Board**") at its meeting held on 28th July 2026, appointed Mr. Chandrasekar Ramamurthy (DIN: 02687447) initially as an Additional Director (Independent Category) of the Company with effect from 28th July 2026, to hold the office up to the date of ensuing Annual General Meeting ("**AGM**") or the last date on which the annual general meeting should be held, whichever is earlier.

In the opinion of the Board, Mr. Chandrasekar Ramamurthy (DIN: 02687447) fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and he is a fit and proper person for appointment as a Director as per the RBI regulations and is independent of the Management.

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Mr. Chandrasekar Ramamurthy (DIN: 02687447) has conveyed his consent to act as a director of the Company in the prescribed form DIR -2 as per Section 152 read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 of the Act, and has submitted a declaration that he had not been disqualified to be appointed as a Director as per Section 164 of the Act in Form DIR – 8 and all other requisite declarations.

Considering Mr. Chandrasekar Ramamurthy's qualification and experience and review of all the declarations / disclosures / confirmations given by him including the fit and proper criteria declaration, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, hereby recommends to the members, the appointment of Mr. Chandrasekar Ramamurthy (DIN: 02687447) as an Independent Director, not liable to retire by rotation, for a period of five years i.e., from 28th July 2026 to 27th July 2031.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment as an Independent Director is required to be regularized by the shareholders either at the ensuing AGM or at any extraordinary general meeting held prior to the AGM. Accordingly, the appointment of Mr. Chandrasekar Ramamurthy (DIN: 02687447) recommended by the Board and is being placed before the Members for their approval by means of an Ordinary Resolution.

The brief profile of Mr. Chandrasekar Ramamurthy (DIN: 02687447) and other information as required under the Secretarial Standards issued by Institute of Company Secretaries of India are disclosed in this statement.

Documents referred to in the resolution appearing under Item no. 2 of this notice and this explanatory statement is available for inspection at the registered office of the Company on all working days between 10 AM and 5 PM and shall also be available for inspection electronically during the meeting. Any request for inspection may please be sent to secretarial@unicohfc.com.

Except for Mr. Chandrasekar Ramamurthy (DIN: 02687447) being the appointee, none of other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution as set out in Item No. 2 to the Notice, except to the extent of their shareholding in the Company.

Brief Profile of Mr. Chandrasekar Ramamurthy as required under Secretarial Standards-2 on General Meetings is given below:

S. No	Particulars	Information
1	Name of the Director	Mr. Chandrasekar Ramamurthy
2	DIN	02687447
3	Date of Birth/ Age	22/05/1964-62 Years
4	Qualifications	MBA – IR & Personnel Management Symbiosis B.Sc – Mathematics, Diploma– CAMS, Chennai.
5	Experience	20+ years experience as President & Head – Human Resources, has extensive expertise in organization design, workforce strategy, talent management, succession planning, governance, compliance, digital HR transformation, employee relations, and enterprise-wide change management.
6	Date of first appointment on the Board of the Company	Not Applicable since being appointed for the first time
7	Details of Shareholding in the Company	Nil
8	Details of relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
9	Number of Board Meetings attended during the financial year 2025-26 (out of the total meetings held during their tenure as director)	Not Applicable
10	List of other Directorships (excluding foreign companies & section 8 companies)	Nil

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11	Membership/ Chairmanship of Committees of the other Boards	*Nil (At Present)*
12	Terms and Conditions of Appointment including details of remuneration	• Tenure - Appointed for a term of five years; • Remuneration – Sitting Fees as approved by the Board from time to time
13	Details of remuneration last drawn	Not Applicable.

By order of the Board
For Unico Housing Finance Private Limited

Aarthy. U

Aarthy Uppiliappan
Company Secretary
Membership No: A34651

UNICO HOUSING FINANCE PVT. LTD.

Place: Chennai
Date: 19th August 2026