

**NOTICE OF THE 3RD ANNUAL 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 3rd Annual General Meeting ("AGM") of the Members of Unico Housing Finance Private Limited ("Company") will be held on Monday, 25th May 2026, at 12 Noon 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. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 03/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024, General Circular No. 03/2025 dated September 22, 2025 and other applicable circulars issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "Circulars"), to transact the businesses set out below.

Members participating through the VC / OAVM facility shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013 and the Restated Articles of Association of the Company. The proceedings of the AGM 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 AGM and the Audited Financial Statements for the Financial Year 2025-26, along with the Reports of the Board of Directors and Auditors thereon and other documents required to be attached thereon is being circulated to the Members of the Company through electronic mode.

ORDINARY BUSINESS:

ITEM NO. 1: TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026, ALONG WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON


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

"RESOLVED THAT the Audited Financial Statements of the Company along with the Reports of the

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Board of Directors and Auditors thereon for the financial year ended on 31st March 2026, as circulated to the Members and laid before the Meeting, be and are hereby approved and adopted.”

SPECIAL BUSINESS:

ITEM NO. 2: APPROVAL FOR 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:***

“RESOLVED THAT 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 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.300 Crores (Rupees Three 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.300 Crores (Rupees Three 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

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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."

ITEM NO. 3: APPROVAL FOR CONTRIBUTION TO BONA FIDE CHARITABLE AND OTHER FUNDS PURSUANT TO SECTION 181 OF THE COMPANIES ACT, 2013

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

"**RESOLVED THAT** pursuant to the provisions of Section 181 of the Companies Act, 2013 ('Act') and other applicable provisions (including any statutory amendment(s), modification(s), clarification(s), substitution(s), enactment(s) or re-enactment(s) thereof for the time being in force) and other rules, regulations, guidelines, statutory notifications made by any statutory authorities and modifications thereof and pursuant to restated Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors(including any Committee thereof) to contribute or donate to any bona fide charitable, social, benevolent and other funds, society, trust, etc., a sum not exceeding Rs. 1,00,00,000/- (Rupees One Crore only) from time to time, in one or more tranches, for the year ended 31st March 2027, notwithstanding that such contribution may exceed 5% of the average net profits of the Company for the three immediately preceding financial years.

RESOLVED FURTHER THAT the Board of Directors (including any Committee authorised by the Board thereof) be and is hereby authorised to determine various aspects of the contributions including but not limited to the specific amount(s), timing, recipient organization(s) of such contributions and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the aforesaid resolution and to authorize any of the Directors and/ or Key Managerial Personnel and/or officers of the Company to take necessary actions on behalf of the Company in this regard."

**By Order of the Board of Directors
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

Place: Chennai

Date: 15/05/2026

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 AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of this AGM.
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 AGM.
3. However, the Body Corporates are requested to send a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the meeting.
4. The voting at the meeting shall be conducted by show of hands unless a poll is demanded in accordance with Section 109 of the Act.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The explanatory statement setting out the material facts pursuant to Section 102 (1) of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed.
7. The VC facility will allow two-way video conferencing for the ease of participation of the members. The participants shall also be allowed to pose questions concurrently or given time to submit questions in advance to the e-mail address of the company, i.e. secretarial@unicohfc.com.
8. Any request for inspection of the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, Register of Contracts and Arrangements in which the Directors and Key Managerial Personnel are interested, maintained under Section 189 of the Companies Act, 2013 read with its rule made thereunder, may please be sent to secretarial@unicohfc.com.
9. In case of voting by show of hands, shareholders may convey their vote by raising one of their hands. In case of voting by poll, shareholders may convey their vote to the designated email address. During the meeting held through VC/ OAVM facility, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their email addresses which are registered with the Company. The said emails shall only be sent to the designated email address i.e., secretarial@unicohfc.com.
10. All the documents in connection with and referred to in the accompanying Notice and Explanatory Statement are available for inspection at the registered office of the Company and also electronically and request regarding the same may please be sent to secretarial@unicohfc.com.


Instructions for joining the AGM 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:

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- 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 AGM through VC/ OAVM are as under:

1. Facility of joining the AGM 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 AGM 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 AGM.
6. Helpline numbers for those members who need assistance regarding participation in the meeting and with using the technology before or during the meeting can reach the below designated officials:

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



ANNEXURE TO THE NOTICE

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

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

ITEM NO. 2: APPROVAL FOR 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.

The Board had at its Meeting held on 26th March 2026, approved the issuance of non-convertible debt securities subject to approval of the Members for an amount not exceeding Rs.300 Crores (Rupees Three Hundred Crores Only). 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	<p>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.</p> <p>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.</p>

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		The Board had at its Meeting held on 26 th March 2026, approved issuance of Debentures subject to approval of the Members for an amount not exceeding Rs.300 Crores (Rupees Three Hundred Crores Only).
2.	Kinds of securities offered and the price at which security is being offered	<p>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").</p> <p>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.</p>
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	<p>Not applicable</p> <p>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.</p>
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.300 Crores (Indian Rupees Three 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.



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7.	Proposed time schedule	<p>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 this Annual General Meeting.</p> <p>The allotment of Debentures will be done within 60 (Sixty) days from the date of circulation of private placement offer letter cum application form.</p>
8.	Purposes or objects of offer	<p>The proceeds of Debentures issued shall be utilised meeting the working capital requirements, on-lending, expansion and growth of business of the Company.</p>
9.	Contribution being made by the Promoters or Directors either as part of the offer or separately in furtherance of objects	<p>None of the Promoters or Directors or Key Managerial Personnel of the Company shall be subscribing to the Debentures issued.</p>
10.	Principle terms of assets charged as securities	<p>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.</p> <p>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.</p>

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.

ITEM NO. 3: APPROVAL FOR CONTRIBUTION TO BONA FIDE CHARITABLE AND OTHER FUNDS PURSUANT TO SECTION 181 OF THE COMPANIES ACT, 2013

The Company proposes to make contributions to charitable and other funds under the provisions of Section 181 of the Companies Act 2013 and restated Articles of Association of the Company. In this regard, the Company is required to obtain prior permission of the members of the Company by way of an ordinary resolution where the aggregate of such contributions, in any financial year, exceeds five percent of the average net profits of the Company for the three immediately preceding financial years.

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an ordinary resolution where the aggregate of such contributions, in any financial year, exceeds five percent of the average net profits of the Company for the three immediately preceding financial years.

Accordingly, approval of the Members is being sought to authorise the Board of Directors (including any Committee thereof) of the Company to contribute or donate to any bona fide charitable, social, benevolent and other funds, society, trust, etc., a sum not exceeding Rs. 1,00,00,000/- (Rupees One Crore only) from time to time, in one or more tranches, for the year ended 31st March 2027, pursuant to Section 181 of the Companies Act, 2013, as such contributions shall, if made exceed five percent of the average net profits of the Company for the three immediately preceding financial years.

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. 3 of this notice.

Accordingly, your Board of Directors recommends the ordinary resolution under item No.3 of this Notice for the consideration of the Members.

By order of the Board
For Unico Housing Finance Private Limited


Aarthi Uppiliappan
Company Secretary
Membership No: A34651



Place: Chennai
Date: 15/05/2026