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**NOTICE OF THE 9<sup>TH</sup> EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF UNICO HOUSING  
FINANCE PRIVATE LIMITED**

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To,  
The Members,  
Statutory Auditors  
Board of Directors of  
UNICO HOUSING FINANCE PRIVATE LIMITED

**NOTICE** is hereby given that 9<sup>th</sup> extraordinary general meeting ("EGM") of the Members of Unico Housing Finance Private Limited ("Company") will be held on Tuesday, 16<sup>th</sup> September, 2025, 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 ("Act") and the relevant rules made thereunder read with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 03/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 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 Act 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:**

**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),

**UNICO HOUSING FINANCE PRIVATE LIMITED**

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read with the rules made thereunder, subject to the provisions of Shareholders Agreement (“SHA”) dated 7<sup>th</sup> September 2025 executed by and amongst the Company, Grand Anicut Angel Fund, Grand Anicut Fund 3, UC Impower Fund I, Anicut Set of Investors, Ms. Varshini Vasudevan Pathangi and Managing Director & CEO, 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 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. ILAYAARUNACHALAM SHANMUGASAMY BALAMURUGAN (DIN: 03022708) AS NOMINEE DIRECTOR**

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 Sections 152,161 and other applicable provisions of the Companies Act, 2013 (the “Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and pursuant to the Reserve Bank of India (“RBI”) approval vide its letter no. CO.DOR.HGG.No.S2903/18-02-044/2025-2026 dated 14<sup>th</sup> July 2025, and relevant provisions of the Articles of Association and pursuant to the applicable provisions of the Shareholders' Agreement entered into by and between the Company, Grand Anicut Angel Fund, Grand Anicut Fund 3, UC Impower Fund I, Group A Shareholders, Ms. Varshini Vasudevan Pathangi and Managing Director & CEO (as amended from time to time) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors vide their circular resolutions dated 12<sup>th</sup> September, 2025, and such other approvals, permissions and sanctions as may be required from any statutory and regulatory authority, and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting such approvals, consents, sanctions, permissions, Mr. Ilayaarunachalam Shanmugasamy Balamurugan (DIN: 03022708) be and is hereby appointed as a Nominee Director of *Anicut and their affiliates* for a term of 5 (Five) years and he shall not be liable to retire by rotation.

**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, RBI, National Housing Bank and other authorities.

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**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**  
**For Unico Housing Finance Private Limited**

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

**Place:** Chennai  
**Date:** 12<sup>th</sup> September 2025

**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](mailto: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](mailto: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](mailto:secretarial@unicohfc.com).

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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](mailto: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.
  - 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	Ms. R Keerthana	Assistant Manager - Secretarial	+91 9003270922
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 - TO CONSIDER AND ADOPT RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY:**

In order to meet the funding requirements, the Company has issued Series A Compulsorily Convertible Cumulative Preference Shares ("Series A CCPS") to identified investors by way of preferential allotment on private placement basis. In this regard, the Company, Grand Anicut Angel Fund, Grand Anicut Fund 3, UC Impower Fund I, Anicut Set of Investors, Ms. Varshini Vasudevan Pathangi and Managing Director & CEO have executed the Shareholders' Agreement on 7<sup>th</sup> September 2025 ("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.

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

The Board recommends the unanimous resolution set out in Item No. 1 of this notice for approval by the members.

#### **ITEM NO. 2**

Pursuant to Shareholders' Agreement ("SHA") entered into by and between the Company, Grand Anicut Angel Fund, Grand Anicut Fund 3, UC Impower Fund I, Anicut Set of Investors, Ms. Varshini Vasudevan Pathangi and Managing Director & CEO dated 7<sup>th</sup> September 2025, Grand Anicut Fund 3 ("GAF 3") had

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nominated Mr. Ilayaarunachalam Shanmugasamy Balamurugan (DIN: 03022708) (**"Proposed Director"**) as a Nominee Director on the Board of the Company.

The Nomination & Remuneration Committee and Board of Directors at their meeting held on 25<sup>th</sup> March 2025, and 26<sup>th</sup> March 2025 respectively, had reviewed and approved the eligibility of the Proposed Director based on the fit and proper declaration and other requisite declarations submitted by him.

The Reserve Bank of India ("RBI") vide its letter no. CO.DOR.HGG.No.S2903/18-02-044/2025-2026 dated 14<sup>th</sup> July 2025, has granted its approval for appointment of Mr. Ilayaarunachalam Shanmugasamy Balamurugan (DIN: 03022708) as Nominee Director of the Company for a term of not exceeding 5 years.

The Nomination and Remuneration Committee vide circular resolution dated 12<sup>th</sup> September, 2025, has recommended the appointment of Mr. Ilayaarunachalam Shanmugasamy Balamurugan (DIN: 03022708) as Nominee Director of the Company for a term of 5 years, not liable to retire by rotation to the Board of Directors.

In the opinion of the Board, Mr. Ilayaarunachalam Shanmugasamy Balamurugan has the necessary qualifications and experience to be appointed as Director of the Company, and he also fulfils the fit and proper criteria as prescribed by RBI. The brief profile of Mr. Ilayaarunachalam Shanmugasamy Balamurugan (DIN: 03022708) and other information as required under the Secretarial Standards are disclosed under Para - B of this statement.

The Board has recommended vide circular resolution dated 12<sup>th</sup> September 2025, the appointment of Mr. Ilayaarunachalam Shanmugasamy Balamurugan (DIN: 03022708) as a Nominee Director for a term of 5 years, not liable to retire by rotation and in compliance with the relevant provisions of the Act. The appointment of Mr. Ilayaarunachalam Shanmugasamy Balamurugan is being placed before the members for their approval by means of an Ordinary Resolution.

Documents referred to in the resolution appearing under item no. 2 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.

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. 2 to the Notice.

***Brief Profile of Mr. Ilayaarunachalam Shanmugasamy Balamurugan as required under Secretarial Standards-2 on General Meetings is given below:***

S. No	Particulars	Information
1	Name of the Director	Mr. Ilayaarunachalam Shanmugasamy Balamurugan

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2	DIN	03022708
3	Date of Birth/ Age	29/03/1970 - 55 Years
4	Qualifications	B.E., M.B.A.,
5	Experience	Career Banker with 30+ years of experience in Corporate, and SME Banking, Fund Management and Treasury 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 2024-25 (out of the total meetings held during their tenure as director)	Not Applicable
10	List of other Directorships (excluding foreign companies & section 8 companies)	1. Krupa Growth Investments Private Limited 2. Orange Retail Finance India Private Limited 3. Anicut Asset Management Company Private Limited (Formerly known as Anicut Finance Private Limited)
11	Membership/ Chairmanship of Committees of the other Boards	Orange Retail Finance India Private Limited <b>Member:</b> <ul style="list-style-type: none"> <li>Risk Management committee</li> <li>Borrowing Committee</li> <li>Asset liability Committee</li> </ul> <b>Chairman:</b> <ul style="list-style-type: none"> <li>Audit Committee</li> </ul>
12	Terms and Conditions of Appointment including details of remuneration	<ul style="list-style-type: none"> <li>Tenure - Appointed for a term of five years;</li> <li>Remuneration - Nil.</li> </ul>
13	Details of remuneration last drawn	Not Applicable.

**By order of the Board**  
**For Unico Housing Finance Private Limited**

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

**Place:** Chennai  
**Date:** 12<sup>th</sup> September 2025

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